



BOARD OF TRUSTEES

Minutes of a business meeting held on Tuesday 23 March

Via zoom

Present James Adams, Becky Duff, Sean Duffy, Fiona Gillespie, Manish Joshi, Adam Lang, Pauline Lunn, Kenneth Pinkerton, Theresa Shearer (meeting chair)

Apologies Andrew Burns, Convener

In Attendance Anna Fowlie, Tim Lencher, David McNeill

With Tracey Bird (Item 3), Steven Morton (secretary)

1

Welcome and apologies

Theresa Shearer, Deputy Convener, welcomed everyone to the meeting, especially Tracey Bird, Information Officer, who was joining the meeting for Item 3.

She also welcomed two members of the Accounts Commission, Elma Murray, Interim Chair, and Tim McKay, Interim Deputy Chair, who were attending as observers.

It was **noted** that Brook Marshall had resigned from the Board, and Trustees recorded their thanks to Brook for their contribution to SCVO.

2

Conflicts of interest

There were no conflicts of interest declared.

It was agreed that the Register of Interests should be reissued for trustees to update.

SM

3

Governance Code

Paper 3

In the second in a series of sessions using Scotland's Third Sector Governance Code to self-evaluate SCVO's approach to governance, trustees considered the second principle – Leadership.

- *A well-run board is clear about its role and responsibilities and provides strategic direction in line with the organisation's purpose, vision and values*
- *As the board we are here to lead the organisation, and we are individually and collectively responsible for our decisions. We need to make sure our organisation has a clear strategy to achieve our purpose*

There was extensive discussion around the current sub-committee structure, and a clear view from trustees that too many of the sub-committee requirements sat with the Strategic Resources Committee and so the distribution of work across sub-committees should be reviewed. In particular, trustees considered separating HR and remuneration from finance, audit and risk. Trustees were asked to gather thoughts on structures from their own organisations and the Boards of other organisations with which they were involved.

It was agreed that :

SCVO's vision and purpose should have a higher profile on the web site;

AF

- that, in light of the conversation on the management of risk, trustees should consider the role and purpose of the**

committees in advance of a detailed discussion at the Board Strategy Day.

ALL

□ that, trustees should bring thinking on different committee structures drawn from their own experiences.

ALL

4

Minutes of previous meeting

4.1

Paper 4A

The minutes of the meeting held on Tuesday 16 February 2021 were approved.

SM

4.2

Paper 4B

The public minutes of the previous meeting were approved and would be published on the web site.

SM

4.3

Matters arising and action log

Paper 4C

There were no matters arising that were not covered on the agenda.

5

Strategic Resources Committee - *update*

Fiona Gillespie, Committee Chair, drew the following discussions to trustees' attention:

Risk

□ Risk management remained a priority, and it was the intention to discuss this at the forthcoming strategy day to make sure there

was collective ownership of risk and the organisation's actions to mitigate it;

- as noted above, there were concerns that SRC's remit was too broad, and trustees should reflect on possible changes to the sub-committee structure in advance of the strategy day.

Property

Property remained both a risk and an opportunity for SCVO, but the continuing uncertainty resulting from covid made it difficult to make worthwhile predictions at this time. However, work was being undertaken to establish how other organisations were responding, both as landlords and tenants, to provide intelligence around likely changes to working practices post-lockdown. This would be used to inform the Property Strategy.

It was agreed that:

- **all trustees should share their views and intelligence regarding the sector's changing working practices and the likely impact on accommodation needs;**

ALL

*
*
*
*
*
*
*

5.1

Budget 2021/22 – draft Paper

Tim Hencher introduced the paper, noting that a cautious approach had been taken given the ongoing uncertainty of the external environment as a result of covid, but that opportunities for growth did exist and would hopefully crystallize as we exit from lockdown. Additionally, the budget recognised that it was likely

that the major post-pandemic impact would be felt in 2022/23 and that planning for this would take place during 2021/22.

The Board **noted** that areas for investment were likely to be identified during the year as opportunities to maximise SCVO's ability and capacity to respond to new opportunities and potential areas for growth arose. Trustees were advised that preliminary discussions had already taken place at SDC, and that proposals would be submitted to the Board as appropriate.

The budget for 2021/22 was approved.

AF/TH

5.2

Job evaluation review

Paper

Anna Fowlie introduced the paper, which set out in detail the recommendations from the review exercise.

It was **noted** that, as requested, staff had established that a three-year 'red circle' period for affected staff was in line with good practice in the sector, and that the SRC recommended the proposal to the trustees.

It was also **noted** that, subject to implementation of this review, there would be no recommendation of a cost-of-living award for 2021/22, and there would be clear communication with all staff.

The Board approved the implementation of the job evaluation review.

AF

5.3

Scheme of delegation

Paper

The scheme was approved.

AF

6

Strategic Development Committee – update

Sean Duffy, Committee Chair, drew the following discussions to trustees' attention:

- there had been a positive response to the changes necessitated by covid across the staff team, and significant work had been undertaken in support of the sector;
- there would be no Gathering in 2021, but a programme of pre- and post-election events were scheduled;
- SCVO's Manifesto for the Future would continue to feature as a basis for lobbying and campaigning.

It was **noted** that SDC was keen to develop a longer-term planning cycle for development/policy work, with the focus on what the impact would be at the end of a project rather than on targets for the early stages. This would be discussed further at the forthcoming strategy day.

7

Membership - update

Trustees **noted** that the CRM system was being updated to accommodate the changes to the membership structure so meaningful information couldn't be produced for this meeting. A full report would be submitted to the next meeting. In the interim the Board was assured that there had been no significant resignations since the previous meeting in February.

8

Strategic Plan 2019-21 progress report - update

Paper

Anna Fowle introduced the paper, noting the addition of a column highlighting where there were concerns regarding delivery, and that currently the only significant delays were the result of external factors outwith SCVO's control.

9

Risk

No new or changed risks were identified in the meeting.

10

AOCB

Following her experience with other Boards, the Deputy Convenor asked trustees and staff to reflect on what had worked well during the meeting and what could benefit from improvement. Trustees agreed that this was useful.

In discussion, the consensus was that the meeting had been well managed and covered the business in sufficient detail. However, as always, the pressure of time had curtailed discussion of some points and it was suggested that staff review how papers were presented to assist trustees in focusing on the key, strategic matters.

AF

11

Next meeting

The next meeting, which would be part of the Board Strategy Day, would be on **Tuesday 8 June 2021** by zoom.

All