



BOARD OF TRUSTEES

Minutes of a meeting held on Tuesday, 7 December 2021

by zoom

Present Andrew Burns (Convener), Becky Duff, Sean Duffy, Fiona Gillespie, Manish Joshi, Adam Lang, Pauline Lunn, Kenneth Pinkerton, Theresa Shearer

Apologies James Adams

in Attendance Anna Fowlie, Tim Hencher, David McNeill

With Steven Morton
secretary]

1

Welcome and apologies

The Convenor welcomed everyone to the meeting and noted the apologies.

1.1

Conflicts of interest

There were no conflicts of interest declared.

2

Governance Code – discussion on principle 5

The following points were agreed:

- SCVO generally performed well on the principle of effectiveness.
- In future, trustee elections would highlight particular skills being sought, and the need for diversity in trustees.
- While references were sought in relation to co-opted trustees, that didn't happen for elected trustees.

2.1

Governance Action Log

Paper 2.1

The log was noted.

3

Minutes of previous meeting

3.1

Paper 3.1

The minutes of the meeting held on Tuesday 5 October 2021 were approved.

SM

3.2

Paper 3.2

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

SM

3.3

Matters arising and action log

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

Action log

Paper 3.3

The log was noted.

It was agreed that the independent review of the Board's self-evaluation against the Governance Code should be undertaken during the first half of 2022.

AB/AF

Policies

It was **noted** that these had been revised following discussion at the last meeting.

Code of Conduct

It was agreed that this should be clarified so that paragraphs 4 and 5 set out an expectation that trustees attend at least 75% of all meetings, including Board and committee meetings and the strategic day, in a year.

AF

Registration of interests and managing conflicts

It was further agreed that the policy on registration of interests would be reviewed at a future date with regard to any requirement for trustees to declare connected persons.

AF

4

Membership update

Paper 4

David McNeill introduced the report, noting that most targets had now been reached (*paragraph 2*) but that trends were slightly down following the annual billing process and the effects of COVID on the sector.

It was agreed that net financial figures should be included in the table in future reports.

DM

5

Governance

5.1

Elections

It was **noted** that Debbie Adams (Director Scotland & Northern Ireland, The Conservation Volunteers) and Ashley Ryan (Director, ENABLE Works) had been elected as trustees, and that the

results would be announced at the AGM immediately following this meeting.

5.2

Appointment of co-opted trustee

Paper 5

It was **noted** that the Board would be seeking to recruit a co-opted trustee early in 2022, and would then appoint a vice convener from the complete pool of trustees.

Membership

It was agreed that an independent chair should be found and the terms of reference should be amended accordingly.

AF

It was further agreed that:

- **James Adams would be the required elected trustee on the panel and the Convener should identify one other trustee member for the panel**
- **an independent chair should be appointed for the current vacancy, and that trustees should make suggestions to the Convener**
- **the matter should be progressed by the Convener and Chief Executive outwith the meeting, with the final arrangements circulated for information.**
- **AB/AF**

More generally, trustees highlighted the ongoing need to increase the diversity of the Board, and encourage applications from smaller members as well as under-represented groups.

It was agreed that election communications in 2022 should be designed with this in mind, highlighting the particular skills and experience that would add value to the Board and therefore SCVO.

AF

Strategic Resources Committee

Fiona Gillespie introduced the papers, and **noted** that:

- the budget forecast for 2021/22 had improved significantly and now showed a small surplus
- work to take forward the Property Strategy continued, with a focus on environmental as well as financial sustainability
- the revaluation of the SVSPS pension fund reported a significantly more positive outlook with a reduced exposure for SCVO.

7

Strategic Development Committee

Sean Duffy introduced the papers and **noted** that the main item of business at the meeting had been the proposed new membership criteria and values statement which had been recommended to the Board for approval.

It was also **noted** that planning had now started for The Gathering 2022, which would be held on Wednesday, 15 and Thursday, 16 June at the SEC in Glasgow. In a change to previous years, the SCVO Charity Awards would be incorporated into the event and be held on the evening of Wednesday, 15 June.

7.1

Membership criteria and values statement

Paper 7

Trustees welcomed the paper, noting that the recommended changes would increase the range of organisations that would be eligible for membership whilst strengthening our vision of what, and who, the sector was for.

It was **noted** that the statement within the criteria that trustees should not receive payment referred to their duties as trustees, but that there may be situations where they were paid for other work undertaken for the charity.

Subject to the replacement of ‘citizens’ with ‘people’ in the statement of values, the recommended changes to the membership criteria and the values statement were approved.

DM

8

Strategic Plan 2019-22 - update

Paper 8

Trustees welcomed the report, **noting in particular** the depth and range of activity that the staff were currently engaged in.

It was also **noted** that the current plan expired in 2023 and that work would be undertaken on developing a new strategic plan next year.

AF

9

Risk

No new or changed risks were identified in the meeting.

10

AOCB

The Convenor and Chief Executive recorded their thanks, and those of trustees and staff, to Brook Marshall, who resigned earlier in 2021, and Becky Duff and Theresa Shearer, who would both demit office at the AGM immediately following this meeting.

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Next meetings

The next meeting will be on Tuesday 15 February 2022 at 13.00, and it was hoped that it would be possible to hold this at the Mansfield Traquair Centre in Edinburgh.

All

