



BOARD OF TRUSTEES

Minutes of a meeting held on Tuesday, 4 October 2022

Present Andrew Burns (Convener), Debbie Adams, James Adams, Jonathan Christie, Fiona Gillespie, Manish Joshi, Adam Lang, Pauline Lunn, Janette Mitchell (via zoom), Ashley Ryan

Apologies Sean Duffy, David McNeill

In attendance Anna Fowlie, Tim Hencher

1. Welcome and apologies

The Convenor welcomed everyone to the meeting and noted Sean's apologies. He also welcomed Ashley to her first in-person meeting.

2. Conflicts of interest

None declared.

3. Minutes of the last meeting

- Trustees approved the minute of the meeting on 5 April 2022
- Trustees approved the public version of the minute for publication on the website
- There were no matters arising not covered on the agenda or in the action log
- Trustees noted the Action Log and agreed:
 - The first item be closed and revisited when the new strategic plan was in place

- To add that trustees would promote the current board elections on their networks with a view to attracting as broad and diverse a range of interest as possible.

Actions:

Update action log

AF

Trustees to alert their networks to the board elections

ALL

4. Membership update

Trustees welcomed the membership report, noting that membership and supporter numbers had increased by 161 since the last report and that SCVO now had 3,143 members and 71 supporters. The net annual income increase due to membership growth for this period was £2,637.

Trustees welcomed the continuing growth in membership, but expressed some disappointment at the resignations. They reminded the Senior Leadership Team of their view that particular efforts should be made to encourage larger organisations to join.

Action:

Promote membership to larger organisations and Scotland arms of UK-wide organisations

SLT

5. Governance

(a) Succession Planning for Convenor

Trustees discussed:

- The need for a handover period
- How the time commitment involved in being Convenor differed from other trustees
- Whether the role should be remunerated
- Whether existing trustees could apply for the role and how that affected their terms of office
- The need to emphasise SCVO's anti-racism and wider equality, inclusion and diversity commitments and therefore

not exclude good candidates who might be put off by the time commitment required, given it's a voluntary position

- Whether a small sub-group was needed to lead the recruitment
- Involving an independent person with skills in promoting diversity
- Whether there was a need for a Vice Convenor
- Whether there was a term of office for the Honorary President.

They agreed:

- A handover period would be a good thing, so a new Convenor should be in place before the October 2023 meeting of the Board
- Existing trustees could apply for the position and if selected, the resulting vacancy would be filled through co-option or election as appropriate
- Attracting as diverse a range of applicants as possible was important
- An independent person should be involved.

Action:

A paper setting out options should be brought to the next Board meeting in December **AF**

(b) Agenda for AGM 2022

The draft agenda was agreed.

6. Annual Report and Accounts

Trustees discussed:

- New auditors were very thorough and had found no material concerns
- Finance team had been proactive in improving SCVO's approach to treasury management in the context of rising interest rates. Fiona explained the investment strategy which maximised the opportunities without high-risk exposure
- Tim informed trustees that the risk of defaulting on Unity Bank covenant was reducing as the loan cover did not require including depreciation or loan interest payments,

and he had asked Unity Bank for clarification on steps required if a waiver of covenant conditions is needed

- How impressive it was that the Finance team had dealt with a robust audit at the same time as implementing a new finance system.

Trustees approved the Annual Report and Accounts, subject to proof-reading, and agreed that the Convenor could sign the letter of representation.

7. Update from the Strategic Development Committee

Adam had chaired the Committee in Sean's absence and summarised the discussions:

- The deep-dive into Goodmoves had considered how to develop it to add more value to SCVO and to the sector. Staff would bring back suggestions for enhancing the service.
- The paper on KPIs was covered elsewhere on the agenda
- Feedback from staff and delegates on The Gathering had confirmed the event had been a success and highlighted possible changes for the future. Staff would bring a paper to a future meeting of the Committee addressing:
 - Scale and venue
 - De-coupling from the Charity Awards
 - Whether smaller, local events might be worth exploring to enable more people to participate.

8. Update from the Strategic Resources Committee

Fiona highlighted the following from the Committee's discussions:

- Annual Report and Accounts (see item 6)
- The continuing reduction in the deficit in the 2022/23 budget
- The clean audit
- Property
- 5-Year Forecast – recognising it was not an exact science, the Committee is looking at assumptions in our budgeting and predictability of income sources with a view to being more deliberate in our approach to improving income-generation, both in quality and quantity.
- The budget must align with the new strategic plan.

Trustees agreed:

- Negotiation with SAMH on Brunswick House should continue.
- Negotiations with the Trust on the lease on MTC should continue.

The need for clear progress in reducing the budget deficit this year and beyond.**Actions:**

Keep trustees up to date on discussions with SAMH about Brunswick House

TH/AF

Keep trustees up to date with lease negotiations for MTC AF/TH

9. KPIs for Income Growth

Trustees discussed the report which aimed to bridge the functions of the two committees (SDC and SRC). They agreed it was a good start, and made the following points:

- More work was needed on the margins generated by different areas of work
- The appendix setting out the income from grants could be developed further to be more granular
- It enabled stress-testing of particular aspects of the business model
- It would be useful to identify the intersection between membership and uptake of services
- Can we identify what services are only provided by SCVO and therefore the impact on the sector would be significant if they no longer existed?
- The need to put furthering our charitable purpose above simply maximising income-generation.

Action:

This should be a standing item for both committees and continually develop.

DM/TH

10. Draft Strategic Plan 2023-28

Trustees discussed the draft strategic plan, particularly the following:

- There needs to be more about the current context (economic context, political turmoil, uncertainty etc)
- Should contain values, mission and vision
- The language should be more powerful and aspirational for SCVO and for the sector
- Need to maximise the significant data and insights we hold
- Should feel like a call to action; more active and more ambitious
- Should be trimmed back
- Should include enablers for the outcomes we are trying to achieve
- How to present it as an evolving strategy rather than a static document
- Who needed to be consulted on the final version.

Trustees agreed:

- A new draft should be circulated with a view to a final draft coming to the December board meeting which could then be tested with a small number of key stakeholders.

Actions:

Trustees to email thoughts and possible wording to AF asap	All
New draft to be circulated to trustees	AF
Revised draft to be submitted to December Board meeting	AF

11. Risk

No new risks were identified as a result of the meeting.

12. AOCB

- Trustees noted the transfer of Tweedsmuir Village Hall Trust to Tweedsmuir Village Hall SCIO
- AL described Nesta's recent work on risk appetite and agreed to send on information about it.

AL

13. Next meetings

The meeting schedule for 2023 was agreed.

The next meeting will be held on Tuesday, 6 December at 1.00 pm in the Mansfield Traquair Centre and will be followed by the AGM at 4.00 pm.