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Board of Trustees Meeting

**Tuesday 18th March 2025**

PresentRichard Jennings (Convener), Ben Supple, Debbie Adams, Gillian Reid-McKee, Jonathan Christie, Kim Atkinson, Steven Marwick

Apologies Bushra Iqbal, Ewan Hay, Farha Jamadar, David McNeill

In AttendanceAnna Fowlie, Tim Hencher, Megan Ross

1. **Welcome and Apologies**

The Chair welcomed everyone to the meeting. Apologies were noted.

Formal Board Meeting

1. **Conflicts of Interest**

To note: Kim Atkinson has joined the Board of Foundation Scotland.

1. **Minutes of the Last Meeting**

* The minutes of the meeting on 10th December have been approved.
* The minutes of the meeting on 28th January have been approved.
* The public version of the minutes of the meeting on 10th December have been approved for publication.

**Action Log**

As requested at the previous meeting in January, Tim had provided a paper with graphs showing Goodmoves trend data.

Tim noted that the general trend is down, meaning that we can expect lower income next year, adding that cycles can be seen, but this provides no correlation for what income we should expect from Goodmoves.

Tim also provided an update on our move out of Mansfield Traquair Centre, noting that SCVO needs to be out of the building by the end of June 2025. But staff are moving into Caledonian Exchange from 7 April. Tim added that the move was going well with furniture being moved in the next day.

Tim added that we are in ongoing negotiations on dilapidations with the Mansfield Traquair Trust, who own the building.

SLT has identified the risk that the dilapidations negotiations take too long.

**Action:**

Tim would seek board approval by email if any payment due to the Trust for dilapidations exceeded the limit for staff sign-off.

1. **Membership Update**

Anna spoke to the paper and updated Trustees that the Membership Team has come to the end of the big data cleansing exercise to identify free members whom we can’t contact, whose contact information appears to be out of date or who no longer exist. As a result, our published membership figure has now dropped by almost 1,000 to 3,215, but new members are joining every day including several recently resigned who have come back to us.

1. **Governance**

**Terms of Reference**

When the changes to the governance structure had been agreed at the December meeting, trustees had asked for terms of reference for the Board Meetings to make sure important matters that had sat with committees didn’t fall through the cracks.

Anna confirmed that the terms of reference doesn’t change the responsibilities of the Board of Trustees set out in the constitution and the Scheme of Delegation, but defines the elements previously delegated to the committees which will now be within the Board’s remit.

Trustees agreed that the terms of reference were comprehensive and that we need clarity on how the Board works and what we do when there’s a problem. Trustees also noted that we should be setting an example of gold standard governance for the sector.

**Annual Complaints Report**

Anna spoke to the paper which set out the formal complaints SCVO has had over the last 12 months. It didn’t include informal complaints or feedback that were easily resolved. We genuinely treat complaints as learning and heads of department who deliver external services meet regularly to share learning.

1. **Strategic Plan Progress Report**

Anna spoke to the paper and asked for feedback and questions.

Trustees agreed that this is a good paper, which shows the breadth of work across the organisation, noting that the work with our sister organisations, NCVO, WCVA and NICVA is particularly interesting at the moment because of the UK Government’s proposed civil society covenant.

Trustees also congratulated SLT on retaining gold Investors in People status. Anna will circulate the report after the feedback meeting with the IiP assessor.

Trustees asked if it would be possible to group our corporate services together into one package, e.g., HR, IT and Payroll, to establish if a fuller package of paid for services would be attractive to our members, and Anna and Tim confirmed that “corporate services in a box” was one of the things we are looking at.

Trusteed also noted that our services need more promotion and suggested that we build on the Goodmoves brand - “Goodpayroll, GoodHR etc”.

SLT will discuss this with Heads of Departments and bring further detail back to our next meeting.

**Action**

Anna to circulate IiP assessment

SLT to feedback on promoting our services.

1. **Budget/Financial Update**

Tim provided the Finance update in Farha’s absence, noting the changes in the 2025/26 budget since the first draft.

The latest draft projects an unrestricted deficit. This draft includes a 2% cost of living increase for staff.

Tim added that the first draft assumed that the disposal of Edward House would be completed by the end of March. However, the sale has been delayed, impacting on anticipated reserves.

Tim also updated Trustees on the costs impacting on reserves during 2025/26.

Dilapidations for Mansfield Traquair Centre are still under negotiation with the Trust.

Tim set out the three options in relation to staffing expenditure.

Trustees confirmed that they would like SLT to bring further detail to the Board Meeting during the Strategy Day in June. Trustees noted that they would like to be involved as soon as possible, so if an additional meeting is necessary before that, it could be held in either April or May. SLT will bring strategic proposals on aligning staffing to delivering the strategic plan to the board strategy day in June. And would make it very clear which areas were a new investment. It was important that the strategy day was forward-facing.

Some trustees had met with the trade union representatives, as provided for under the recognition agreement, and discussed the budget situation and its implications for the pay award and redundancies. The SLT has the backing of the Board, and trustees were clear this is a collective approach in what is a very difficult and challenging situation.

It was agreed that when the dust settled on the current situation, it would be good to raise the profile of trustees with staff and facilitate more interaction either through the online monthly town hall meetings or in person at staff away-days.

Action

SLT to bring information for discussion around aligning a reduced staff complement with the delivery of the Strategic Plan to the Board Strategy Day in June.

1. **Feedback from Gathering Working Group**

Trustees noted that there was a good conversation during the meeting, adding that the note captured the key points. Trustees asked that SLT clarify with staff the role that Trustees have on these groups, not as decision-makers, but as champions of SCVO, The Gathering etc, to maximise the expertise of the Board and build relationships.

Trustees noted a suggestion from the Working Group is to have a “Marketplace for SCVO” at The Gathering, with one stand that allows delegates to “speak to us about Payroll, Goodmoves, Membership, IT, HR etc”.

**Action:**

David to send The Gathering evaluation information to Trustees.

1. **Risk**

Three new risks were identified during this meeting:

* Potential for industrial action.
* Communications around staffing situation.
* Negotiations with the Mansfield Traquair Trust on dilapidations.

1. **AOCB**

Richard informed trustees that Sue McKillop had resigned from the Board for personal reasons. The resulting vacancy would be added to the trustee election in the summer.

The Board approved the transfer of Kinneff Village Hall to the organisation’s new Trust Deed. SCVO permission is required due to the receipt of Scottish Government Millennium Funding and the conditions attached to that funding.

1. **Date of Next Meeting**

The next meeting of the Board will be held on Monday 2nd - Tuesday 3rd June as part of the annual Strategy Day.