

BOARD OF TRUSTEES**Minutes of a business meeting held on Thursday, 28 March 2019
held at Norton Park, Edinburgh**

Present Andrew Burns (Convenor), Theresa Shearer (Vice Convenor),
Fiona Gillespie (Treasurer), Kenneth Pinkerton, Eliot Stark,
Brook Marshall, Adam Lang

Apologies Michelle Carruthers, Sean Duffy, Becky Duff

In Attendance John Downie, Anna Fowlie, Tim Hencher, David McNeill

1 Welcome and apologies

Andrew Burns welcomed everyone to the meeting.

2 Minutes of previous meeting

- Minutes of last meeting

The minutes of the meeting held on 13 February 2019 were approved, subject to approval of Property Strategy, as recommended by FARC, being included.

SM

- Minutes for Publication

The public minutes of the meeting held on 13 February 2019 were approved for publication subject to the name of the internal auditor being removed at the item on risk.

SM

It was agreed that future minutes would have full names rather than initials.

- Matters arising and Action Log

The Action Log was noted.

SM

3 Report from FARC**3.1 Meeting of FARC held on the morning of 28 March 2019**

Eliot Stark (Chair of FARC) reported on discussions.

- Redundancy Policy

The revised redundancy policy was approved as recommended by FARC. **TH**

- Risk

The Board noted that FARC had considered a “deep dive” report on SCVO’s implementation of GDPR and had been reassured that everything was in order.

- Financial Regulations

The Board accepted FARC’s recommendation to approve the financial regulations, including additional provision regarding the sign-off of contracts and Finance Team approval of funding bids.

TH

- General

The Board agreed that the infographics relating to the Quarter 3 budget position and HR metrics were excellent and it was helpful to have accessible information. There was some discussion on the age profile of the organisation, with Brook Marshall noting their disappointment that there was only one member of staff aged under 24. It was agreed that interns and short-term work placements would be included in future reports, and that it would be worth looking in more detail at the age profile of recent applicants and appointments.

TH

Adam Lang agreed to join FARC as member, and the Board noted that another member would be needed by the end of the year when Eliot Stark and Michelle Carruthers stand down. Eliot and Fiona had agreed to do a handover of chair responsibilities at the board strategy day in June.

SM

4 Finance

- Q3 Finance report

Trustees welcomed the report and noted that FARC had thanked staff for their hard work. Theresa Shearer asked the Chief Executive to identify the big issues impacting on cash flow, if you removed pensions and property. Sustainable funding, unrestricted income and replacement activity for significant income streams that were coming to an end, or under threat, were identified.

- Draft 2019/20 Budget

FARC recommended approval of the draft budget, on the basis that the projected deficit was at an acceptable level and could reasonably be expected to be managed out. Some sources of funding were in train, but hadn’t yet been formally confirmed.

The Board discussed existing sources of unrestricted income, maximising our assets and cash flow, and noted that any proposed capital spend would be

brought separately with a business case as they actually happened. FARC's recommendation that IT refresh spend should be agreed was accepted. **TH**

It was agreed that an additional page setting out Profit and Loss and cash flow should be issued by email to provide underpinning reassurance. **TH**

- Cost of Living Award

As recommended by FARC, a pay award for staff of 2% was agreed for implementation from 1 April. **TH**

- Managed Pension Transfer (standing item)

The 2017 triannual valuation had fallen at a good point but was liable to fluctuation in response to economic changes. Brexit, and the uncertainty surrounding it, was a threat. As payments are based on affordability, there is no immediate impact on SCVO.

5 SCVO's Strategy 2019-24

The draft strategy was agreed in principle, subject to addressing the following:

- The overall tone should be bolder and more confident
- The environmental sustainability section should include a reference to using green energy where possible.
- The order of the various sections should be reconsidered Strategy needs to be more closely linked to budget
- Strategy should be for three years, not five – change to 2019/22. **AF**

6 Directors' Report

The Board noted the report. They commented on the more positive and open relationships with TSIs, the positive feedback on The Gathering which was leading to potentially exciting new developments for 2020, including a focus on volunteering in collaboration with Volunteer Scotland.

7 Governance

The Convenor reported that revisions to the constitution had been slightly delayed, and would be brought to the June meeting. An EGM would be required to bring it into force before the 2019 electoral cycle, and this could be done electronically. **AB**

8 Membership

- Proposal on revising membership structure

The proposals in the paper were agreed; to change the purpose of membership to supporting the purpose of SCVO and the voluntary sector, and to simplify the structure to Members and Supporters.

The Board agreed to consider membership criteria afresh at the strategy day in June. **AF**

- New members and resignations

Applications for membership were agreed.

Resignations were noted (all were a result of organisational closures). **SM**

9 AOCB

There was no other business to discuss.

10 Next meetings

A FARC meeting in June needs to be added in for both 2019 and 2020.

Trustees pointed out there should be sufficient space between FARC and Board meetings to ensure the paperwork was completed.

The actual dates for the board strategy day in 2020 should be inserted.

Kenneth Pinkerton questioned whether a Friday night was sensible for the Charity awards as it might impact on attendance. **SM**