



BOARD OF TRUSTEES

Minutes of a business meeting held on Wednesday 4 December at SCVO, Mansfield Traquair Centre, Edinburgh

Present Andrew Burns (Convener), Michelle Carruthers, Becky Duff, Sean Duffy, Fiona Gillespie, Adam Lang, Brook Marshall, Kenneth Pinkerton, Theresa Shearer, Eliot Stark

In Attendance Anna Fowlie, Tim Hencher, David McNeill

With Steven Morton (Secretary)

1 **Welcome and apologies**

Andrew Burns welcomed everyone to the meeting, noting that this would be Michelle Carruthers' and Eliot Stark's final meeting as trustees. The Board thanked them for their contributions to SCVO over the past years.

2 **Conflicts of interest**

There were no conflicts of interest declared.

3 **Minutes of previous meeting**

3.1 *Paper 3A*

One amendment was **noted** :

7 – recommendation to be corrected to clarify that approval of applications for membership was delegated to the Chief Executive rather than officers.

Subject to this amendment , the minutes of the meeting held on Wednesday 9 October 2019 were approved.

SM

3.2 *Paper 3B*

Subject to the revisions noted above, the public minutes of the previous meeting were approved and would be published on the web site.

SM

3.3 **Matters arising**

4.1 – it was noted that the issue regarding public benefit for application 5639 had been satisfactorily clarified and the organisation admitted to membership.

3.4 Action Log

Paper 3C

The log was considered, and the following **noted** :

- Trustees should return their completed skills audits by 31 January 2020.

All

4 New members and resignations

Papers 4 and 4A

Trustees **noted** the new, returning, and resigning members.

4.1 In discussion the following measures were suggested as possible future reporting points:

- churn and average length of membership;
- total membership as percentage of sector;
- trends – regions, size, category etc;
- impact of marketing and recruitment activity.

It was also suggested that further collaboration with OSCR to encourage membership, and engage early with new charities, would be beneficial.

AF

5 Corporate governance matters

5.1 Current membership criteria

Paper 5

David McNeill introduced the paper.

In discussion it was **noted** that :

- A key criterion was that the organisation was independent of national or local government direction;
- Community Interest Companies were eligible for membership where they could evidence independence and an asset lock that prevented distribution of profits to private individuals;
- Measuring compliance with the Scottish Code of Governance would be based on self reporting by applicants, and should be revised to 'working towards' rather than full compliance.

DM

It was **noted** that the criteria would be reviewed as part of the wider membership review, with any formal recommendation being considered by the Board prior to submission to members at the AGM in December 2020.

6 **Update from Finance, Audit, and Risk Committee [FARC]**

Meeting of FARC held on 29 September 2019

Papers for this meeting had been posted to sharepoint

Eliot Stark reported on discussions.

Risk

No new risks had been identified but two small changes had been **noted** relating to funding and pensions.

Additionally, it was **noted** that a full review of risk, and how SCVO manages it, was being undertaken.

Q2 report

Overall the position is positive.

Financial strategy

This is being developed with a focus on :

- sustainable income;
- resilience and reserves;
- adopting best practice.

Property

Overall 2019/20 has been positive.

ACOSVO

The potential impact of ACOSVO's recruitment service on goodmoves was being monitored, and Anna Fowlie is in discussing the issue of competition with ACOSVO.

In closing, Eliot thanked colleagues and staff for their support during his period as Chair of FARC.

7 **Update from Strategic Development Committee [SDC]**

Meeting of SDC held on 2 October 2019

Papers for this meeting had been posted to sharepoint

Theresa Shearer reported on discussions.

- The review of membership would form part of the agenda at the 2020 Board Awayday in June;
- Proposed changes to the format of The Gathering would be proposed for 2021 with the aim of developing the event as part of SCVO's strategic marketing and reallocating the fixed costs accordingly;
- The programme of business development work was being reviewed to establish short, medium, and long term strategies.

8 Update from Policy Forum

Andrew Burns reported to trustees on the outcome of the work of the Policy Forum over that past year, noting that it had been established as a vehicle to source and share policy advice from the wider membership but not been part of SCVO's governance structure for some time. It had been agreed that no report would be published from the Forum without the prior approval of the Board.

The final output of this year's activity was intended to be used as a 'manifesto' for the sector as politicians prepare for the forthcoming Scottish Parliament elections. It would be a living document and a 'manifesto for the future' presenting a series of longer term and aspirational aims for society that politicians would be asked to engage with at key touchpoints such as elections. It's long term focus was 2030 and the UN's Sustainable Development Goals.

The deliberative process by which the Forum had reached its conclusion had been valuable, and evidence had been received from a number of expert and informed individuals. However, it had been more challenging to pull it together into a document, and it had been agreed that further work was required before the final report would be further submitted to trustees, and SCVO staff were now in the process of working on the document.

It was **noted** that trustees would be copied into future iterations and the report, and that approval would be sought prior to publication and a soft lunch at the Gathering in 2020.

It was agreed that the future of the Policy Forum, and any elections to it, would form part of the wider review by SCVO of how it collects opinions and policy advice from the wider membership.

AF

Trustees **noted** that they were welcome to attend meetings of the Forum, and that dates for 2020 would be circulated once they had been scheduled.

DM

9 Thematic discussion on governance

What is the 'charity brand', and what is SCVO's role in projecting or enhancing it?

Paper 9

Anna Fowlie introduced the paper, which was intended to build on the opportunity presented by the wider ongoing conversations about a 'definition' of charity that have resulted from the proposed changes to charity law.

It was recognised that this was a significant issue, and one that was likely to be debated widely without necessarily coming to a definitive answer. However, it was important that SCVO had a view as it was core to its operation. Trustees were also clear that OSCR's role was to regulate the sector and not to define it.

In discussions the following points were raised ;

- engaging in this debate would be high profile and would need to be carefully managed;
- SCVO should aim for 'clear water' between its work on governance and best practice, and OSCR's role as a regulator;
- the conversation should recognise that the way people engage with charities is changing – digital, demographics, populism;
- the increasing involvement in delivering government contracts carries both risks and opportunities;
- charities have a unique position in society and need to 'tell the story' of their work and the people they work for.

10 SCVO Brand refresh

Ru Brown [Brand Marketing Specialist] introduced the new branding for SCVO, which would be rolled out from early in 2020 as part of the promoting for [The Gathering](#) and the [Scottish Charity Awards](#). Other aspects of the organisation would be refreshed gradually over the coming months.

Trustees welcomed the new approach, particularly the way in which it repositioned SCVO as the lead organisation, and congratulated the staff team in developing it internally.

11 Directors' Report

Paper 10

Trustees **noted** the report.

11 Risk

No new or changed risks were identified in the meeting.

It was agreed that a report, highlighting new and significantly revised risks, would be made to each Board meeting.

TH

12 AOCB

- 12.1 It was suggested that consideration be given to developing an SCVO event to close Trustees, Week, potentially linked to the organisations AGM.

AF

12.2 It was **noted** that a report on the proposed work on the future of civil society would be presented to the Board in February. **AF**

13 Next meeting

The next meeting would be on **Wednesday 12 February 2020** in Edinburgh.

All

A calendar of dates for 2020 would be posted to sharepoint.

SM

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