

## Board Meeting Minutes

### Minutes of the Board Meeting held at 18.30 on 4 September 2019

Stirling Court Hotel

#### Present

|                         |                                     |
|-------------------------|-------------------------------------|
| Graeme Marchbank (GM)   | Chair                               |
| Euan Lowe (EL)          | Chief Executive                     |
| David Beattie (DB)      | Board Director                      |
| Andy Figgins (AF)       | Board Director                      |
| Jackie Davidson (JD)    | Board Director                      |
| Kerry Christie (KC)     | Board Director (via teleconference) |
| Caitlin McClatchey (CM) | Board Director (via teleconference) |
| Moraig Macdonald (MM)   | President                           |
| Ian Fleming (IF)        | Vice President                      |

#### In Attendance

|                        |  |
|------------------------|--|
| Deborah McGinniss (DM) | Finance Manager/Company Secretary        |
| Elaine Mackenzie (EM)  | Director of Services                     |
| Sharon Macdonald (SM)  | Director of Development                  |
| Ally Whike (AW)        | Director of Performance                  |
| Kevin Reynard (KR)     | Subcommittee Member                      |
| Barry Crook (BC)       | <b>sportscotland</b> Partnership Manager |
| Rachel Bell (RB)       | Minute Taker                             |

#### Item No.

#### Action

##### 1. Chair's Address

The Chair welcomed everyone to the Meeting. In particular, he welcomed KR and BC. On behalf of the Board, the Chair congratulated all Scottish athletes, in particular, the athletes who competed at the European Junior Championship, whose results gave the Board a lot of hope for the future.

Looking ahead, the Chair extends his best to the athletes competing at World Para Swimming Championships in London, and notes that there are Scottish athletes in the British team. Further, the Chair noted that there were over 100 entries to the Open Water competition this year. The Chair also noted that in a recent audit paper, there were no recommendations for Scottish Swimming (SS) to take on board and this is the first governing body, as far as the Chair knows, to achieve this. The Chair expressed his thanks to EM, DM and the rest of the team.

##### 2. Declarations of Interest

MM declared an interest with her son being a member of the Scottish Swimming Senior Gold squad.  
AF declared that he sits on the board of two educational groups.  
KR declared that he sits on the board of Scottish Orienteering and is the president of Aberdeen Golf.

##### 3. Apologies for Absence

Apologies received from Andrew Dunlop (AD).

##### 4. Minutes of Previous meetings: Board meeting 23 June 2019

The minutes were agreed as a true record, subject to the following points:

- SM noted that item 6.1 should read "swimming research" rather than "British Swimming research";
- EL noted on page 1 that item 4 should read "Active Scotland" not "Active Schools"; and
- The spelling of JD's name is "Jackie" rather than "Jacqui".

##### 5. Actions from previous meeting: 23 June 2019

Item 1 – EL stated this is ongoing.

Item 4 – EL & SM met with Andy Sinclair from the Scottish Government and had a very positive meeting in terms of the potential for future investment from the Scottish Government to support school swimming. However, it cannot be guaranteed at this stage that SS will receive any additional funding. SM advises that she will pull a report together by September 2019, which will outline the progress of the National Top Up Swimming programme. SM also advised that she intends to organise a ministerial visit with Joe Fitzpatrick.

Item 5 – EL confirmed this is ongoing.

Item 6 – SM and EL met with the Discipline Chairs and they offered to provide a planning workshop in support of their development. The aim is that this will take place before December 2019.

Item 6.4 – This is on the agenda and will be discussed.

Item 7.2 – SM advised that a communication was sent to regional teams relating to this, and all clubs are

**SM**

aware of this issue. SM noted that there are currently very few volunteers without a PVG, approximately 16. Item 8 – EM stated this item would need to go to the 2020 AGM if changes required, so further consideration should be given to it nearer the time.

## 6. **Presentation and Paper on Workforce / Education Update**

SM provided a presentation at the Meeting relating to the Workforce and Education update. SM advised that the previous delivery model of the training was too academic and not very flexible, so a new structure is now in place, called the Scottish Swimming Teacher Qualification (SSTQ). This is a singular qualification and is more practical based than the previous education model. SS is working with the Scottish Qualification Authority (SQA) to accredit the SSTQ at Level 7, which is the equivalent of advanced higher level.

The new programme has now been in place since April 2019 and the majority of feedback has been positive, however, there is a split of opinion between new tutors, who prefer teaching that is more reflective, and more experienced tutors, who prefer to teach candidates academically. Accordingly, SS can still do more to ensure the success of the new programme.

SM also advised that candidates are expected to do practical volunteer teaching as part of the qualification. In order to do this, they must hold a PVG, and if they do not hold this, the candidate cannot undertake in the teaching. SS is currently seeking legal advice on this to determine the best course of action.

SM

In relation to HIVE, the engagement rate over the past nine months has been good at about 1150 active users. However, SM recognises that this could be better and plans to monitor this engagement rate this year and, thereafter, set KPIs around interaction levels.

AF queried how SS can ensure the harmonisation of the standards of assessment across the country in relation to the new educational programme. SM advised that this happens as result of our work with the tutor workforce and it is the tutor who sets the standards.

There was also a discussion as to the timeline of the Coaching Review, and whether this will be enough time to undertake everything listed in the paper. SM advised that it is a realistic timeline as there is no need to tender, rather the intention is to organise small working groups.

Given the level of activity in education, the changes to the system and potential budget implications the Board agreed to monitor the activity moving forward.

KR queried whether there is any opportunity to tie in the new qualification with the Duke of Edinburgh Award. SM advised there are currently no plans to do this, however, the situation will be monitored. KR also advised he was apprehensive about creating a Scottish qualification as it may mean that coaches will need to get a different qualification if they wish to practice in different countries. SM advised that the award provided by the SQA is an internationally recognised award so this should not be an issue.

The Chair advised he was pleased to have the external perspective on the Coaching Review, as outlined in the paper, and encouraged others to do this more often. The Chair queried the engagement levels with **sportscotland** in relation to this, and commented that SS cannot develop a completely different programme to **sportscotland**. SM agreed with this comment and advised that SS is engaged with **sportscotland**.

## 7. **Items for Decision**

### 7.1 **Charitable Status**

DM referred to her paper submitted to the Board relating to the options SS has to become a charity. Following a meeting with Kelly Fraser from Harper Macleod LLP, there are two viable options for SS. The first would be for SS to apply for charitable status with OSCR. The second option would be for SS to set up a charitable subsidiary. The difficulty with option 1 is meeting the charity test and to do this, SS would need to review its activities to determine if they are all "in the public interest." Further, this would also mean that there could not be any restriction on the membership to SS. DM also advised that the costs of either process have not yet been finalised.

There was a discussion around whether SS should apply for charitable status. KR commented that if SS was to obtain charitable status, this would result on SS being regulated by OSCR, which would present its own challenges. The President stated that in order to obtain charitable status, SS would need to be open to everyone, and currently the membership criteria may be too restrictive, as outlined in the paper. In addition, the President commented that Scottish Swimming does not have the resources to enable everyone to become members. Moreover, in order to meet the charity test, SS may have to change what it does. EM commented that the Board would need to take into account the costs associated with this, especially the legal fees, which could be expensive.

The Chair advised that SS should continue to explore the options in relation to adopting charitable status, but recognised that SS should not change what it does solely in order to gain charitable status. The Chair authorised the Management Team to undertake further research into this and

DM

submit another report for decision to the Board at the January 2020 Board Meeting.

## **7.2 Learn to Swim Awards Update**

SM advised that the sale of the Learn to Swim Awards badges and certificates had been lucrative and generated sales of £100k, however, over the past five years there has been a reduction in the income generated from the award. DB opined that the badges and certificates are no longer cost effective. AH queried whether there was any research into parents and children to understand their preferences around badges and certificates. SM commented that research into this may be helpful

The Chair concluded that SS should attempt to find out why the badges and certificates are not generating as much income as they previously did, and whether the purpose of the badges and certificates is still relevant.

SM

## **7.3 Corporate Plan Process**

EL referred to the circulated paper and outlined some considerations for the board around the process and timelines. The sense is that the direction of the existing plan is solid and the next evolution may not require a big shift in direction, however stressed the need to consult openly with members and partners. EL queried whether the suggested consultation timeline was adequate and whether the new Corporate Plan should cover a longer period of time or whether it could be broken up into numerous smaller plans to enhance agility in delivering outcomes. There was a discussion over the length of the Corporate Plan and whether it should be six years as per the existing plan or longer.

CM commented that the process is uncoordinated with the Tokyo Games and the Commonwealth Games, so the impact of this needs to be taken into account when making a decision as to the timeline of the Corporate Plan. JD commented that other organisations identify a vision or pillars in an outward facing document, which summarises their Corporate Plan, and SS may benefit from this. The Chair commented that it is important to have an overarching clear vision and then a more succinct Corporate Plan, which directs staff in terms of the activities they should be undertaking.

The President advised that SS should consult its members on progress against the existing Corporate Plan before it makes a decision, in particular seeking feedback over. The President advised that the delegate meeting is the best place to consult with members with questions in advance to allow considered answers. The President reinforced the need for genuine membership engagement throughout the process. The Chair further advised that he was keen to review the membership fees as part of the process.

The Chair suggested that the 2020 AGM might provide an opportunity for consultation with the potential to hold workshops focused on the new Corporate Plan, however, EM advised that with the AGM and Awards Dinners now taking place on the same day in the same venue there will be little or no opportunity to host workshops in terms of time. The Chair also advised that the Board would benefit from another Board Meeting, which relates solely to the Corporate Plan.

EL

Agreed that the timelines for consultation should not be constrained by the AGM process and stretched to allow room for a greater level of consultation with board sign off during the last quarter of 2020.

EM

The Chair clarified that the first opportunity for the board and council to look more closely at the process will be the joint meeting in November and that there is a need to extend the January 2020 Board meeting to a two day session on 25 and 26 January to allow continued development of the new Corporate Plan. EM to organise a venue.

## **7.4 Awards & AGM 2020 Venue**

**7.4.1** EM advised that she had visited several venues, and Prestonfield House Hotel appears to be most cost effective. The Chair commented that this venue is not in the city centre and so transport may be problematic. The Chair decided that the Hub was the best location because of the location and it is more spacious. EM to take forward.

EM

## **7.5 Audit and Risk Committee**

### **7.5.1 Terms of Reference**

No comments.

### **7.5.2 Risk Management Policy Statement**

The Chair drew the Board's attention to item 5 in the paper, which outlines that the Board is responsible for protecting the company from risks. KR also reminded the Board that in order to determine all of the risks facing SS, the Board should look beyond the risks on the current register and identify potential future risks.

The Chair advised that this point be picked up as part of the Risk Review in November 2019,

so that SS understands the general risks faced on a day-to-day basis, for example, health and safety.

### **7.5.3 Risk Policy**

The President advised the Meeting that individual clubs should be provided with a simpler version of SS's Risk Policy, as the current version may be too complex for clubs, especially if the clubs have not been trained in risk management.

There was a discussion about how best to introduce the Risk Policy taking into account that SS does not have the staff numbers to go out to every club and provide training. It was suggested that a Risk Assessment template could be provided to clubs, together with a shorter one page guidance document which highlights the key terms of the Risk Policy. In addition, a further guidance document should be published on the website. KR agreed to pass simple template that SS could then adapt.

**KR**

The Chair decided to add this to the agenda for the next Council meeting.

### **7.5.4 High Level Risk Register**

KR highlighted that the Board needs to consider that there are always risks that face the company, but the Board needs to determine the mitigations it puts in place, and then judge the risk level on what is left, and determine what risk has being mitigated and what risk has not been mitigated. There was a discussion of the Board's risk appetite, and EM suggested that the Board map out its risk appetite as part of the new Corporate Plan, which will involve meeting with the Management Team and the Risk Management Team.

**KR**

The Chair summarised the discussion by commenting that the risk register needs to be reviewed more holistically to determine the Board's risk appetite, and approved the paper.

## **7.6 Statutory Accounts For Year Ending 31 March 2019**

### **7.6.1 Statutory Accounts**

DM explained that the statutory accounts were presented to the ARC, who felt that as the accounts had not been audited, there was no real analysis or opinion. The statutory accounts, letter of representation and review of accounting policies simply outlines SS's financial position, its obligations around providing financial statements and that the accounting policies have been adopted in line with the relevant accounting standards. Accordingly, the accountants do not express any opinion or review around this. However, the Reserves Policy and the Scenario Planning Paper previously submitted to the Board demonstrate that SS has significant funds in place to support the business for the foreseeable future.

### **7.6.2 Letter of Representation**

DM noted a hard copy of the Letter of Representation had not been provided, but DM advised that she would email this to the Board. The importance of the Letter of Representation was discussed, as it is the Board that sign the Letter of Representation and warrants several things. KR outlined that the Chair signs the Letter of Representation on behalf of the Board, and the Board needs to be comfortable with the accounting Report published by Walton Kilgour.

**DM**

### **7.6.3 Review of our Accounting Policies**

No comments.

## **8. Items for Discussion / Information**

### **8.1 Management Accounts (Quarter 1)**

DM advised that SS is currently on track to deliver against the projected yearend forecast, and the figures will be reviewed again at the end of September 2019 and any variations will be communicated to the Board. The Management Team has decided to hold back around 10% of budgets until the end of the financial year to ensure that the yearend forecast is achieved and, in particular, a surplus is achieved.

**DM**

There was a discussion on the reasoning behind the decision to hold back around 10% of budgets. DM advised that, year on year, what tends to happen is the final month is very busy so, in order to appropriately manage the budget, 10% will be held back to ensure there is no overspend.

The Chair advised that he is pleased with the forecast and the paper, but commented that the colours on the graph make it hard to distinguish between blue and green, so advised this should be updated in the next report.

**DM**

### **8.2 Board Content Planning**

The Chair commented that the Board should make sure that the Learn to Swim review occurs at the

end of 2020 or January 2021, as the Olympics are being held in 2020, so that year will be very busy.

### 8.3 KPMG Draft Audit Report

The Chair congratulated EM, DM and the Management Team for the outcome of this Report. BC advised that he would highlight this outcome to **sportscotland**.

### 8.4 Website Update

There was a discussion as to the current website not being fit for purpose and being very slow. EM suggested that SS should invest in an IT strategist who would be able to assist here. The Chair recommended that a piece of work should be developed which relates to all of SS's digital footprint, including HIVE. Therefore, the Chair advised that a holistic review of the website is required.

HP

### 8.5 Young Volunteers Programme

SM advised that the marketing and branding is currently being finalised, and after this the programme will be ready. There was a discussion as to the extent SS is working with **sportscotland**, to determine how sport benefits and affects communities.

The Chair advised that there is a real value to young people to get involved with the Young Volunteers Programme, but there is also a benefit for SS to claim success in impacting young people's life's. This would mean that SS is supporting the lives of its members, but also commercially, it allows SS to recruit members and provide them with skills.

## 9. Reports from the Company – papers attached

### 9.1 Management Report

EM highlighted that the reference to "22<sup>nd</sup> September" on page 1 of the Report should read "22<sup>nd</sup> August". SM noted that the annual Club Chairs National Networking Event will take place on Saturday 14 December 2019 at Pollock Halls in Edinburgh. The intention is to do a club survey to get an up to date picture of club swimming in Scotland. SM noted that this has not been carried out recently and this will help to inform the new Corporate Plan.

SM/EL

#### 9.1.1 Legal Items – verbal

No comments.

### 9.2 ARC Minutes

No comments other than EL's initials are incorrect and it should be noted that KR is the minute taker.

### 9.3 Wellbeing and Protection Update

EL advised that the paper highlighted a quieter period from a PVG process point of view from the last Board meeting. The Chair commented that the Board wants to see a report as to what SS can do differently and noted that there is no lack of intent or effort in the current report, but rather it is a lack of resource and that risk may be underestimated in this area.

The President commented that, from a governance perspective, the requirement to have Wellbeing Protection Officer should be addressed. There was a discussion around the resources required in order to have more than one WPO at each club, however, it was agreed this was necessary in order to mitigate risk.

The Chair noted that SS has come a long way, but there is still some way to go.

## 10. Directors' Reports – verbal

None.

## 11. British Swimming Update – verbal

No report.

## 12. AOCB

The Chair wished to note his thanks to d Helen Murray who has kindly donated the Swimmer of the Year Trophy.

The Chair thanked the Board Members for the good discussions at the Meeting.

## 13. Date of Next Meeting(s)

**Joint Board & Council Meeting, 24 November 2019, 10am-3pm, Stirling Court Hotel**

|    |   |                                    |                                 |
|----|---|------------------------------------|---------------------------------|
| cc | Board & Council<br>Barry Cook, <b>sportscotland</b> | Editorial Board<br>National Chairs | Harper Macleod<br>Kevin Reynard |
|----|---|------------------------------------|---------------------------------|