

Board Meeting Minutes

Minutes of the Board Meeting held at 6.30pm on 19 April 2023 Via Zoom

Present

Graeme Marchbank (GM)	Chair
Euan Lowe (EL)	Chief Executive
Andrew Dunlop (AD)	Board Director
David Beattie (DB)	Board Director
Jackie Davidson (JD)	Board Director
Andy Figgins (AF)	Board Director
Kieran Watt (KW)	Board Director
Brian Hendry (BH)	President
Fiona Crawford (FC)	Vice President

In Attendance

Ally White (AW)	Director of Aquatics
Deborah McGinniss (DM)	Finance Manager/Company Secretary
Elaine Mackenzie (EM)	Director of Services
Helen Frost (HF)	Head of Marketing
Sean Dawson (SD)	Safeguarding Manager
Paul Donald (PD)	Club Development Manager
Colleen Blair (CB)	RSDM
Barry Cook (BC)	sportscotland Partnership Manager
Kevin Reynard (KR)	A&R Committee Chair
Laura Brennen (LB)	Minute Taker

Item No.

Action

1. Chair's Address

The Chair welcomed everyone to the Meeting and thanked everyone for their attendance at the Parliamentary reception for the 'Save our Pools' Campaign. He commented that there were a number of impassioned speeches and noted in particular Hannah Miley's speech.

2. Declarations of Interest

AF declared an interest in his position as a coach and committee member.

3. Apologies for Absence

Received from Caitlin McClatchey.
BC and KR to join later in the meeting.

4. Minutes of Previous meeting: Board Meeting, 4 February 2023

The minutes of the previous Board meeting on 4 February 2023 were agreed as a true record.

Minutes of Previous meeting: Board Meeting, 22 March 2023

The minutes of the previous Board meeting on 22 March 2023 were agreed as a true record

5. Actions from previous meeting: Board Meeting, 4 February 2023

EL advising that panel recruitment is in action. EL advising that action has been taken regarding wellbeing concerns, this is in progress and is in front of the management team and SD.

Board members to contact Chair regarding any outstanding appraisals.

Board

Advice has been sought regarding new panel members. EM advised that we had appointed 7 panel members, Kelly Fraser has agreed to remain on the panel along with Fiona Pask from Harper Macleod. Panel training will take place on Thursday 18th May.

6. Appointment of an additional Board Director

The Chair advised that following the Whyte Report, it was clear that Boards did not have the technical knowledge around the information being presented. As a result looking to appoint a Board Member who has technical knowledge of welfare and protection matters. It will not be a replacement for any of the current Board members.

EL noting that he would welcome the additional support, strength and guidance along with the current Board members.

Chair noting that the reporting and technical policies are in place. More of a cultural piece around providing support for SD and the team. SD noting that it would be helpful to have someone on the Board with enhanced understanding of the challenges.

Chair noting around the level of information that will be provided to the Board, noting that individual case information will not go to Board Level but rather information that is appropriate for the Board to consider and so they have a more rounded understanding.

AD stating he is supportive. Noting that naturally they focus on financial and cultural points come second and if this isn't handled well then it has the potential to undermine confidence and so therefore will be helpful to have someone look at it. AF raising this is with the caveat whether they can attract suitable candidate querying whether it would be useful to provide someone on the Board with training on the technical aspects.

Chair noting they need to see what the market has and noting time to action this as from a practical point of view they would look to start this process before the AGM in September 2023 if possible. However, understand that a rule change would need to be proposed and approved to allow for the additional Board member.

DB querying is there more flexibility required in the constitution. Querying whether they could change the constitution further down the line to provide more flexibility with bringing others on to the Board. Also noting that they could change the constitution for that flexibility and increase the diversity of Board Members through appointments.

Passing to EL who noted the co-opt suggestion, where does this sit and noting that this will be a difficult role to fill due to suitability. This new Board role will be looking to provide support and scrutiny like DB from a financial point of view.

JD noting that she supports the co-opt suggestion and the opportunity not to go through the AGM for people in the key areas that are not fully filled in current directorship. Noting that there is a shift in the work done by the Executive team and that is reflected in what is coming through and what is being handled by the office but there needs to be a raising level of awareness and consciousness in the community, e.g. the stance around affiliation. Need to act if members are not adhering to practices and policies. Noting that we are starting to culturally see a shift in what is happening with the sport and the different roles in numbers coming through.

FC asking if we can co-opt someone now to understand the role before going to the AGM. Chair noting that the Board is capped at six Board members with a Chair however there was nothing in the articles to prevent this. The chair specifically referencing 3.1.2 the powers of delegation of the Board. Chair querying whether they could appoint a sub-committee of one for example. There is an opportunity for them to appoint an independent person to attend and then subsequently appoint them as a director. Chair noting he is keen to get moving on this. He agrees to change of governance to recruit a director.

Chair noting a governance change to allow more than a single member or option to co-opt. If the co-opt option increased beyond the current number they could go to the AGM for approval with number seven being approved at the AGM.

Chair noting that while the explanation in the paper is for welfare, the intention would be that the board can recruit a seventh member and has the option to co-opt in the future.

Chair advising he will discuss wording with EM and discuss this with the Council in June around increasing the standard number of Board Members to seven. EM to take forward with the Editorial Board.

AF noting that he is supportive the only concern is that if they were to co-opt someone and the ratification of candidates that come on from open recruitment. Noting that he doesn't think it is a direct role but needs to be balanced of someone coming on the Board quickly and quality.

7. Wellbeing & Protection Update

Introducing the safeguarding paper from SD, sponsored by EL.

SD noting there are a couple of sections to draw attention to, first is section 1 around the cases. He has taken the feedback around how many cases were open and also provided the type of case. SD noting that if this is not the level of detail that they required they should let SD know.

SD noting there have been 40 cases since the start of this year, this is particularly high. There were 76 in total last year. SD noting that part of this is due to the work they are doing around low-level concerns and greater knowledge of the cases handled at club level via the use of Globocol.

SD noting that the numbers are high for him to deal with and the numbers will likely increase again but there may be lower-level matters dealt with at a club level. SD noting that they can review the trend and see if there is better education needed in a particular area. SD then going on to talk about section 4 the timeline of projects. Noting that things are being developed but the timescales in the paper may change as things need to be done in the correct order. Noting that at the June board meeting he will have a draft of the policies to the board for the change of governance at the AGM. SD noting there are policies but they will act as a code of practice.

SD noting following the Whyte review he has discussed with AW and EL what considerations that SS as a sport will need to take on from the overall recommendations in the Whyte review. SD noting there are a lot of points and this is indicative of the level of work needed in time. SD noting some of this work is already being addressed and they are also going to meet again this week to highlight the proprieties.

Turning to monitoring club WPO training compliance. SD noting that they are in a positive position. WPO training looks poor in comparison to pre-Covid however there are a number of new WPOs and change in committees and those who steered clubs through Covid are now changing for new people. The paper notes three clubs with no WPO in place. There are sanctions applicable from 1 April 2023. SD noting that Hamilton Dolphins and Lomond are no longer affiliated. Delting Dolphins have now appointed a WPO and there is no suspension required as identified.

Item number 7 discussing compliance regulated role training (CWPS). SD has removed the people onto courses and the people who are not compliant should be undertaking training by July. One point to note is the online take-up of the self-directed module is picking up. SD noting it is taking longer than expected for many to complete it and this has shown that a lot of people are not completing this. SD noting that there are 37 individuals in regulated roles without a PVG. Who will be actively chased. SD noting comms will go out to the member, chair and the WPO to confirm that the person is completing a regulated role if not they will be removed from the list. Failure to do so results in a suspension from the role. SD noting the regional team will be copied in to assist the services team.

SD noting everything else is as per the paper. Chair opened to questions.

FC noting two things (1) as someone who doesn't have an understanding of risk levels she wouldn't want to see more detail than is provided for in the paper; (2) noting that masters and university clubs are not included and again would ask where we have a relationship with the university club insisting that we provide compliance due to the level of number 18s.

SD advising that staffing wise at the Universities of Edinburgh, Aberdeen, and Stirling are covered with national squad intervention. SD has a report on universities and master's clubs if the Board would find this useful to be included.

Chair noting it would only be useful to drive action through it would be inconsistent to have them to have something in place and it being something that we cannot effect.

FC noting that the action in relationship with performance centers it could be unfair to be insistent.

SD noting there is no legal requirement for them to complete a PVG and due to national squad involvement they cannot ask them to do it for their environment as Disclosure Scotland would not permit this.

KW noting that regards the information for the Board to see is there a correlation between the number of cases and protection officers in those clubs. Second of all mentions that there are a lot of cases since the start of this calendar year. Are there any historical trends? And is there any sense of this as custodians?

Chair noting that it's not appropriate that the board have detailed knowledge of individual's case details rather an insight of the data analysis and guiding thoughts.

DB noting lots of detail in the paper and the level of reporting was helpful. He is concerned about the resource available to deal with these cases. Also seeking reassurance about personal data and GDPR training and policies that they are up to date. There are three new policies for the requirements of disclosure of data and there are also secure data for clubs and Scottish Swimming in relation to the handling of sensitive data. SD noting this is being discussed with Francesca Carlo as our data controller and checking the internal systems that are in place. There will also be less personal information in folders and on the systems.

The other policy was recruiting volunteers with convictions. This is okay from a data point however Francesca Carlo is looking at refresher training and checking the standards.

DB noting that there is an audit process on the data.

KW noting section 5 the recommendations from the Whyte paper. Noting there is a sense that they require to get an action plan sorted and the timelines and the management team and what support is required. SD noting he met with AW to check the points are valid and required and the first step is to look through and identify the priorities and the voice of the child and overall culture. This is already happening but noted there are further chunky bits that need to be drilled down to see what they mean.

AW noting there are 20 things to do. They are looking at getting it right rather than going over it with a light brush.

[BC joining the meeting].

EL noting the recognition about the volume of work and the drive and need to move it forward. **sportscotland** have helped to put in place a shared service to sit across all SGBs.

BC noting that they are set in the right direction but there needs to be more collective discussion. BC noting it is great to see that SS are being proactive. At Scottish Gymnastics they are providing suitably trained people to fill that space. The Wellbeing Independent Disciplinary Service (WIDS) have obtained additional assistance for the service, Children 1st will be providing this on a tendered basis. BC noting he has no comments on the paper.

8. Items for Decision

8.1 Transgender Policy Progress

Moving now onto section 9.6 transgender policy progress. Noting that this item was moved from section 9.6 on the agenda to section 8.1. There was a verbal update to the Board by SD provided in respect of the Transgender Policy and the Consultation process.

AF noting need to ensure that the tone is correct and sets the scene for a proper progressive discussion. There can be a lot on social media about personal attacks and it is important that SS get the tone right and create areas for people to speak openly, kindly and that high profile icons in the sport will not be subject to the visceral.

JD noting thanks for outlining a very thorough consultation and happy to see that we are speaking to key groups and the response will be varied. JD also noting considering the various elements of SD's role is there a capacity challenge in terms of resourcing when expediting the consultation process and guidance development.

EL noting there is a capacity issue and the management team have a choice how to handle it and are seeking support where they can and managing it across the board. They are at capacity and there is a lot happening at the same time.

AW noting that EL is correct, SD is extremely busy. In this area they spread the load through the team, some of the consultation groups will be led by others and not expect SD to be completing all work.

FC noting there inevitably will be some difficult responses and they should provide support for staff at SS who will receive the brunt of it.

8.2 Volunteer Strategy

Volunteer strategy then presented to the Board by PD and CB.

JD noting that she will provide some feedback to PD and CB. She did not go back ahead of the paper but noted a couple of things to build on. Noting there was good detail and direction of travel in terms of what the team are aiming for. The headline points are clear around retention, recruitment, or development. JD noting that FC will feed into this.

PD noting it was mentioned last year with the volunteer steering group they are now looking for feedback and they will work with Marketing to develop QR codes to bring to life the information to the volunteer. They are completing the case study with the clubs and the volunteers and the content will be stripped back to ensure it is a useful document and this be covered off in the rest of the presentation.

CB then presented a PowerPoint to the Board on the development of the volunteer strategy process, creation of the volunteer strategy group and where they could find any gaps that will be collated and all resources are available. The presentation also noted some examples from other organisations and looked at how they could potentially work for SS.

Appendix Two of the PowerPoint, has been developed from the feedback from the consultation process. CB noting that they created the volunteer strategy over six to seven months with Marketing, thinking about how it should look going forward looking at strategies, networking and sharing opportunities. Further into year two the change in the strategy will be implemented and they will develop a timeline. CB asking for feedback on the presentation.

Chair thanking both PD and CW asking the Board if there were any questions or comments on the paper or presentation, there were no comments.

Chair noting that the action strategy could be communicated in a focused way. Noting that communication will be important. Thanking both presenters and noting that volunteers are needed in the sport.

[PD and CB left the meeting].

8.3 Review of Board & Management Roles

Chair noting that there needs to be a fair division of labour and what skills suit best where particularly looking at the executive level and to ensure the Board is not working too closely at operational level. It is a smaller organisation and the Board may get pulled closer to matters than in a big company but the shape of the new corporate plan shows this. It highlights four key pillars of the plan and areas of responsibility rather than individuals or projects. Chair opened for further suggestions from Board Members and asking if they are happy with roles.

AW noting that Ian Wright will be in the supporting athlete's role and JD will be the point of contact.

Regarding the ARC committee representation, it is appropriate that they have asked JD to step on to the committee. AD will step down. KW will also provide a view from a corporate risk point of view.

Chair asking if there are any further questions or comments, there were no further comments or questions. Chair thanking Board Members for support and work on continuous basis.

8.4 AGM Hybrid Option

Paper sponsored by BH, happy for EM to run through the paper. EM noting the paper is as read. EM noting that they have investigated the possibility of a hybrid AGM. EM noting there are three options (1) Lumiglobal, (2) Streamscene or (3) to be facilitated via Zoom. EM seeking suggestions from the Board, if the decision was to move to hybrid, then EM suggesting that Streamscene are used to facilitate the hybrid AGM to allow SS staff to assist with the running of the AGM.

FC noting inclined to say with in person AGM, asking if proxy votes can be used. EM noting that SS do not have proxy voting within the governance at present. FC noting that this perhaps should be reconsidered as a fourth option depending on the outcome of AGM this year. EM noting that they can discuss the potential pitfalls of a proxy vote at the editorial board on 25 May. It may be a suggestion to be voted upon at the AGM. Chair noting that the concern around the principal of proxy voting is there a risk that there could be a breakaway group who attempt to vote down certain matters and they also want to encourage more people to attend the AGM. EM noting she is not confident that they could take this forward before June, noting current workload and it would not be possible to agree in June. Chair noting that they will discuss this option after the AGM. FC noting that if the discussion is not until after the AGM then the Board would be unable to implement this for two years. Chair noting that it is not possible to get a proposal for proxy voting completed before the AGM.

Chair turning to the AGM proposal for this year. AF stating that the costs are out of proportion with the benefits and that there may be some questions over the costs to implement. Chair agreeing with these comments. Chair stating that this year they should proceed with physical AGM. Chair thoughts then turn to the location, there may be benefit in having the AGM not in the same city as the awards dinner as this may increase attendance. EM noting from a practical point that they would need to take themselves to the awards dinner on the same day as the AGM. EM noting that Stirling University is ideal for AGM but it limits the locations for the awards dinner.

[KR joined the meeting.]

8.5 Annual Review of Audit & Risk Committee

8.5.1 Membership

KR noting that AF is stepping down from the ARC Committee and JD will now join.

8.5.2 Terms of Reference

KR noting that there are some tweaks from last year. The responsibility of the Committee remains the same and so do the documents dealing with the policy. These may be updated following the workshop in risk assessment and risk analysis.

KR noting that there have been the following changes (1) the membership of the Committee, (2) and clearer wording to distinguish between the Committee and the Board. DM noting she has nothing further to add.

8.5.3 Risk Management Policy Statement

KR noting that the board has the ultimate responsibility in protecting the company from risk.

8.5.4 Risk Management Policy

KR noting that Swim England had some issues in the press and they put the emphasis of their view on the risk landscape, noting that the types of issues that Swim England are facing are broadly similar and they will instigate a roundtable with the federations including the ARC Committee Chairs and the Chief Executives to discuss the consistencies and inconsistencies.

The combined papers were opened to the Board. There were no questions.

Chair noting DM should circulate the 4.2 paper to the Chair of the Board in advance of the ARC meeting. Chair thanked KR for his input and skill that he brings to the board and thanking him for guiding the ARC over the years. KR noting that he enjoys his contribution and is passionate about it.

8.6 Discipline Regulations for approval

EM confirming the paper is as read. EM noting some changes to Aquatics. EM noting that the regulations are approved by the Editorial Board and fast tracked. AF noting around the language, is it to be discipline or sports regulations. EM noting that it will change to sports regulation.

There were no further questions.

9. Items for Information & Discussion

9.1 Strategic Plan Progress

9.1.1 Annual Targets – 12 months' progress report

EL advising they are exploring a new format for the KPIs under the Corporate Plan. EL noting that the ability to meet all of the objectives has been influenced by both internal and external factors. Those noted as red have been delayed, however overall, this is a good year of work by the team. AW noting that they will require to pick up with specific areas where they have not made progress and there is lots of work ongoing in the background to do this. Chair then opened to the Board for questions.

JD noting that going forward need to think of the commentary and anything highlighted red they need to be mindful as this may impact other targets. JD noting that with the facilities strategy work, need to stay connected to support the clubs with affordable access, noting this is a critical dialogue. JD noting that partnerships are critical and they need to be focused on. AW noting that the aim is to get in front of conversations around pools, they are working at the relationship with partners and councils.

KW noting that he will follow up with EL on-success measures.

KR noting the risk register and completion of this within the traffic light report that there will be consistency about the points being made to the board. AW noting that in developing the new format the aim is that it becomes more meaningful and the opportunity to link to the risk register would be useful. In addition provide a format of KPI reporting that can be shared with the membership.

Chair thanking for the paper.

9.2 Marketing & Communications Plan

9.2.1 Marketing & Communications Plan 2023-2024

Chair opening to AD. AD discussing the Save our Pools campaign and noting that they require to keep momentum including what is the ask of the government in the short and long-term, they have a realistic but aspirational ask of the Government. AD noting that HF has a strong and comprehensive plan for them to get behind.

HF thanking AD and her team. HF noting that there is a new format that is aligned with the new Corporate format, the Marketing objectives will not stay the same but the deliverables are clear. HF noting that context is important due to changing economic plans which affect the supports. HF noting that the annual deliverables in the plan are clear. Kirsten Phillips presented at British Swimming, this was a great media opportunity, also opportunities with Good Morning Scotland, John Beattie's Scotland and the One Show. Charlie Harris growing the TikTok and attended both the Commonwealth Games and British Championships. HF noting that financial support from Sponsors is at record levels, Scottish Water and Speedo. HF noting the Save our Pools parliamentary reception and will continue to do work around opinion polls and political events. HF noting that there are the big-ticket events on the last page of the marketing plan. Also looking at the school's swimming framework and replacing the learn to swim old certificates and badges.

HF noting that they will look at the transgender policy and the volunteer strategies. HF discussing mental health film that will involve some athletes Duncan Scott and Hannah Miley. The Save our Pools campaign affects all four areas of the corporate plan, noting the development of a film as part of the plan. They are also running the become a teacher campaign for more swimming teachers. Looking to be a leader in sports, following the success of the Commonwealth Games and using this

success as standards for sustainability. HF noting they are looking to present the vision that everyone can swim.

Chair thanking and endorsing paper.

JD noting that it is well presented, asking about TikTok and whether this is working for the younger membership and demographic, noting the numbers. HF noting that this is a developing platform and they are continuing to grow the base. JD noting that England Golf ran a pilot on TikTok and had ambassadors posting, noting that this is something everyone is using.

FC noting that they support and develop the athletes' profiles on the website. FC querying if there can be more focus on the urban or rural athletes' profiles at the club end rather than just performance end. HF noting that they are limited in terms of space on the website, there is also GDPR considerations. HF noting that they can look at the younger athlete's profiles and nurture them to do well. AW querying why would they do this. FC noting that it is about accessibility and strengthening the community, profiling a snapshot of the community and club swimming and increasing the footprint on the site. AW noting that there are athletes on the website, need to consider the balance of who to put and what to feature. EM also noting regarding support, how would they profile the athletes and how would they resource this. JD noting that the imagery is already diverse. Chair discussing that they need to create content that is representative of the whole of the SS body. The website has one area of the body covered, they also have a more dynamic opportunity via social media to support the sport.

There were no further questions.

9.2.2 Appendices

9.3 Membership Strategy Update

EM noting that the paper is as stated. Paper to be updated following consultation. There is great support for the free to learn swim category and transitioning swimmers into clubs. EM noting that regarding proposal two, they had consulted on both a two or three-tiered structure but ruled out three tier, it was felt to be overcomplicated. Regarding proposal three they are looking to remove the non-swimmer fee and grow the volunteer base. Noting that there is limited appetite for this proposal as there is the potential for ski jump effect where clubs may not wish to grow due to the possibility of a higher fee.

EM noting regarding point 4 that they would ask for further time to complete a bit of work around this and map this into the ranking and the Just Go system. They are due to meet again and have further consultation on moving the structure, the costs and obtain feedback on the principle of this.

There may be a rule change to be put through for 1 June but the rule change will need to be debated between the Board and the Council at their meeting on the 25th June.

There were no further comments or questions.

Chair acknowledged that this cannot cost money, there needs to be limited net effect, the company cannot fund the membership structure.

9.4 Audit & Risk Committee Minutes

KR noting that the Minutes are mis-numbered. The draft issues will be approved before the next Committee. KR noting that section 2 is consistent with what has already been discussed. EL and the existing Risk Register this is consistent with what has been discussed.

KL wishing to highlight from the minutes point 5 that the Committee has taken the responsibility to review the Financial statements. They will hear from an independent examiner as part of the process to allow the Board to sign off on them. This has not started but will commence shortly.

EM advising the Board that they have appointed new panel members and she will set up a time for Lindsay Thompson, Head of Panel to meet with the A&R committee. Noted that they would also like to hear from SD and potentially Ian Wright, National Coach.

9.5 Corporate Governance

9.5.1 2023 AGM Proposed Governance Changes – *for information*

9.5.2 2023 Editorial Board Governance Changes – *not going to AGM*

EM noting these are just for information from Editorial Board. The editorial changes do not have any material impact. Board to follow up with EM if there are any questions. Chair noting that he has requested that we remove from our governance the requirement that the Chair automatically attends British Swimming Board, ensuring the SS Chair is to focus on Scottish Swimming. EM to take forward with the Editorial Board.

10. Management Team Report

10.1 Letter of Engagement – all comfortable with the content. Noted that noting to add. Chair opening to questions.

EM advising that it is important to note that SS did not receive any applications for Executive Officer post, they have gone back to recruitment and offered a higher salary with a title change to include the word administrator in the title which should hopefully broaden the appeal. Melanie Orr and Nicola Curwood along with Francesca will complete additional work to cover the role on an interim basis.

FC noting that Insurance has gone up due to claims, asking what are the nature of the claims. EM advising that Howdens are unable to disclose the claims. EM noting there is the legal cover helpline and there were 408 claims made via this. This was Scottish, English and Welsh clubs accessing this information but they cannot disclose a further breakdown but members are using this.

10.2 Legal Items – *verbal* – no items reported.

11. British Swimming Update – *verbal*

The Chair provided a verbal update on British Swimming to the Board.

12. AOCB

FC noting that regarding the Transgender Policy that it is important to keep sponsors with SS, whatever policy they are taking and that it is important to keep Scottish Water in the camp.

Thanking AD for his contribution to the ARC Committee over the years.

BC – thanking the staff team for the work for the work for the investment panel. This has led to SS receiving £1.3million. Chair thanking **sportscotland** for the support.

EL asking if all in attendance can sign the save our pool petition and share with friends.
Chair closed the meeting at 9.20 pm and thanking for attendance.

Date of Next Meeting(s):

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Joint Board & Council Meeting –25 June 2023 - 10am –1pm, Stirling Court Hotel

cc	Board & Council	Editorial Board	Harper Macleod
	Barry Cook, sportscotland	National Chairs	Kevin Reynard
