

**MINUTES OF A MEETING OF  
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON FRIDAY 16 JULY &  
SATURDAY 17 JULY 2021  
BY VIDEO CONFERENCE, 16:30-18:20 & 09:30-16:00**

**Trustees Present:** Ann Limb (Chair and Chair of the Nominations and Governance Committee)  
Mike Ashley (Treasurer and Chair of the Finance Committee)  
Craig Dewar-Willox<sup>1</sup>  
Graham Haddock  
Matt Hyde (Chief Executive)  
Gareth Jones  
Tim Kidd (UK Chief Commissioner)  
Ella MacLeod  
Kieron Moir (Vice Chair and Chair of the Strategy and Delivery Committee)  
Peter Oliver  
Caroline Pearce  
Jane Simpson (Chair of the Safety Committee)<sup>2</sup>  
Busola Sodeinde (Co-opted member of the Board)  
Liz Walker  
Rhiannon Wells  
Ollie Wood (UK Youth Commissioner)  
Michael Wood –Williams  
David Branagh  
Nicola Gamlen  
Lexie Sims (Chair of the People and Culture Committee)

**In attendance:**  
**(Both Days)** Margaret Giles (Company Secretary)  
Mark Hislop (Director of Commercial Services)  
Chloe Kembery (Director of Communications and Marketing)  
Ross Maloney (Deputy Chief Executive and Chief Operating Officer)  
Kris Murali (Director of Finance and Resources)  
Jennie Price (Chair Designate)  
Carl Hankinson (UKCC Designate)  
Sharon Lee (Appointed Trustee Designate)  
Laura Rooke (Quality and Compliance Manager)

**(Saturday only)** Jacqui Almond (Head of Legal)<sup>3</sup>  
Liam Burns (Chief Programme Officer)<sup>4</sup>  
Andrew Bollington (Early Years, Programme Sponsor)<sup>5</sup>

---

<sup>1</sup> Craig Dewar-Willox missed the first 10 minutes of the meeting on Friday

<sup>2</sup> Jane Simpson joined from item 6 onwards (Saturday), apologies given for Friday.

<sup>3</sup> In attendance for item 20

<sup>4</sup> In attendance for item 20

<sup>5</sup> In attendance for item 20

Lara Burns (Chief Digital Officer)<sup>6</sup>  
Lisa McDonald (Governance Manager)  
Danny McShee (Kennedys)<sup>7</sup>  
Laura Munday (Digital Delivery Manager)<sup>8</sup>  
Toby Riley-Smith (Queens Counsel (QC))<sup>9</sup>  
Andrew Sutherland (Digital Programme Sponsor)<sup>10</sup>  
Mary Thornton (Managing Director, Unity Insurance)<sup>11</sup>  
Tina Wilson (Chief Safeguarding Officer)<sup>12</sup>

**Apologies:** David Sandall (Chair of the Safeguarding Committee)

## Friday 16 July 2021

### 1. Welcome

The Chair welcomed everyone to the meeting which was being held to take the financial and governance items prior to the full day meeting of the Board on Saturday 17 July 2021.

She thanked Trustees for the time they were investing into their roles.

### 2. Trustees Prevented

David Sandall and Jane Simpson gave their apologies prior to the meeting

### 3. Declaration of any conflicts of interest

One Trustee raised a conflict of interest and the mitigations were noted.

### 4. Declaration of any other business

Nothing declared

### 5. TSA Consolidated Annual Report and Accounts 2021/22

Kris Murali, Director of Finance and Resources took Trustees through the Annual Report and Financial Statements for the period April 2020 – March 2021.

The statutory audit of the accounts of The Scout Association and its subsidiaries has been largely completed and an oral update will be provided to the Board on any outstanding areas. The most recent version of the Auditors Findings Report (AFR) is included as a starred item should Trustees wish to refer to it. The Finance Committee considered an earlier version of the AFR as well as the Annual Report and Accounts in detail at its recent meeting and recommended that the Board approved the accounts subject to certain items

---

<sup>6</sup> In attendance for item 22

<sup>7</sup> In attendance for item 18

<sup>8</sup> In attendance for item 22

<sup>9</sup> In attendance for item 18

<sup>10</sup> In attendance for item 20

<sup>11</sup> In attendance for item 20

<sup>12</sup> In attendance for item 10

which at that time remained to be resolved or adjusted, the disposition of which has been notified to them and reflected accordingly.

The Board **APPROVED** the revised Reserves Policy

## **6. Letter of Representation**

The Treasurer, advised Trustees on how the Letter of Representation differed from previous years with appropriate provisions for the current situation.

The Board **APPROVED** the Letter of Representation to be sent to auditors along with the Scouts Annual Report and Financial Statements 202/21.

## **7. Membership Subscription Fee**

The paper was taken as read.

The Board **APPROVED** the membership fee proposal.

## **8. Governance Matters**

- **Amendments to the ScoutsCymru constitution**

One Trustee didn't take part in this discussion due to the conflict of interest they had indicated.

The paper was taken as read and the Board **APPROVED** the proposed amendments to the ScoutsCymru constitution.

These changes will now be taken to the ScoutsCymru AGM for approval. The Company Secretary advised the Board that she would be supporting the ScoutsCymru board to ensure that their forthcoming AGM, which is to be held digitally, is compliant and that any decisions made are valid.

- **Schedule of Delegation and Matters reserved for the Board**

The paper was taken as read.

The Board **APPROVED** the Matters Reserved for the Board and Schedule of Delegations.

The Board **APPROVED** the scheme of financial delegations as recommended by the Finance Committee subject to amendments.

## **9. Revised Risk Framework**

The paper and appendices were taken as read. There were some minor amendments suggested to the risk documents as follows:

- The words "likelihood" and "probability" are used interchangeably across the documents. This should be amended to use consistent wording.
- Changing the word 'deficit' to 'loss' in the risk scoring mechanism.

- It should be made clearer that although the Risk Policy is an overall policy for the TSA Group, the framework will be different for the subsidiaries, based on the requirements of their organisations.
- The wording “TSA has no tolerance for the materialisation of risk relating to safeguarding or safety that could result in serious harm to young people and members” in the risk appetite statement should be amended to read “Whilst accepting risk in Scouting activities can never be entirely eliminated given the nature of the activities undertaken, we seek to minimise to the greatest extent feasible the potential for serious harm to be caused to young people and members”.

It was suggested that feedback should be sought from Committee Chairs after a period of 6 months, to find out how they think the process is working and to identify any proposed amendments.

**AP1: Governance Manager and Quality and Compliance Manager to liaise with Committee Chairs after 6 months to review the new risk processes.**

The Board **APPROVED** the new Risk Framework, Risk Policy and Risk Scoring Mechanism subject to the amendments being made.

## Saturday 17 July

### 10. Board Deep Dive – Safety

The meeting was preceded by a morning session on Safe Scouting, focusing in particular on the Board's responsibilities for safety. This was facilitated by Tina Wilson, Chief Safeguarding Officer and Chair of the Safety Committee, Jane Simpson. The notes from the session are recorded separately.

### 11. Welcome

The Chair welcomed everyone to the meeting and thanked Trustees for their pre-submitted questions to paper authors. The Chair made reference to them at the appropriate time in the meeting.

### 12. Trustees Prevented

As noted above.

### 13. Declaration of any conflicts of interest

One Trustee raised a conflict of interest and the mitigations were noted.

### 14. Declaration of any other business

The Chair informed the Board of an additional approval item.

### 15. Reflection

The meeting was opened with a reflection led by Peter Oliver.

### 16. Minutes of meeting held on the 18 March 2021 & Matters arising

The Company Secretary referenced the Q&A sheet which informed Trustees of two suggested amendments to the minutes.

The Board **APPROVED** the Minutes of the meeting held on 18 March 2021 subject to the amendments being made.

### 17. Action report: status of actions

The Board received the report which notes all outstanding actions from Board meetings in 2021. Most were marked as complete, an update for ongoing actions was provided as follows:

#### January 2021

- **AP4 Legacy Report** Company Secretary to shorten and clarify Recommendation 2 on legacy delegations based on comments, and resubmit for approval at a future meeting as appropriate.  
*The fundraising team are reviewing this and will resubmit at a future date. (Action to be removed).*
- **AP5 Terms of Reference:** Company Secretary to confirm subsidiary companies include risk management within their Terms of References.

*The subsidiary boards Unity and Scout Stores are reviewing their Terms of Reference in June and these will be presented to Nominations and Governance Committee in September.*

**18. Private minutes that are recorded separately, and are strictly confidential to Trustees and the Senior Leadership Team.**

**19. Private minutes that are recorded separately, and are strictly confidential to Trustees and the Senior Leadership Team.**

## **20. Early Years: Northern Ireland Squirrel Scouts Merger**

The Chair welcomed to the meeting, Liam Burns, Chief Programme Officer, Andrew Bollington, Early Years Programme Sponsor, Jacqui Almond, Head of Legal Services and Mary Thornton, Managing Director of Unity Insurance. The paper was taken as read. The Chair referenced and gave thanks to the trustee subgroup for giving considerable scrutiny to this work, and extended her thanks to our NISA colleagues, a formal letter of appreciation will be sent.

The Chief Programme Officer noted that 100 Dreys had been registered and we were doing well with our demographic targets. Even though the Squirrel launch has been delayed, the operational aspect is proceeding as planned.

The Board **APPROVED** the National Transfer Agreement and authorised the Agreement to be signed in accordance with TSA Bye-Laws.

## **21. Portfolio Update**

Peter Oliver, Chair of the SDC Portfolio Group, led a presentation which focused on delivering to the Board a Portfolio update. The presentation included the roadmap summarising the key activities that we're expecting to be delivered through our portfolio of work focused on programme, people and perception over the next 3 years, and the delivery structure and the approach.

In respect of the introductory of approach it was suggested that the Board Residential in October would be a good opportunity to consider this in depth with Nation colleagues and the new UK Leadership Team. It was suggested that this would be a good step forward to act cohesively.

It was suggested to lessen the intensity of workload for local Scouting, advanced sharing of the road map may be useful. A question was raised concerning the roadmap and why it doesn't extend to 2025 as per the duration of the strategy. In response it was noted that each strategy programme planned activity extends to 2023. The COO confirmed that we purposely asked to just map out the next two years, however, the aspiration of the strategy direction is to 2025 – in regards to the demands and the planning happening this feels

proportionate. It was noted that we have to consider what constitutes change and what efforts it takes to implement.

The Board discussed how we would want to engage with the membership on this. It was noted that there could be two stages of mobilisation, the first being to get an effective team and structure in place, we could bring in small County teams together and reflect on where this came from and other substantial change for 22/23 and how we deliver against our strategy 23/25. Building on engagement beyond 25 will need to be considered later.

The COO noted that how we start to engage the membership and how it maps over the two years needs to be tackled, alongside the staff structure that will be needed to support this.

The Chair thanked Peter for the update from the sub-Group.

## **22. Membership System**

The Chair welcomed to the meeting, Lara Burns, Chief Digital Officer, Laura Munday, Digital Delivery Manager and Andrew Sutherland, Digital Transformation Programme Sponsor.

The Chief Digital Officer briefly introduced the paper, which was otherwise taken as read.

The Board received a proposal for how a set of new digital tools will be delivered and aligned with and underpin the transformation of the volunteer journey, and support us to manage more effectively our volunteer member data.

Following Board approval during late 2020 to progress the procurement of new digital tools to support the management of volunteer data, a robust, competitive procurement process took place, supported by external procurement specialists. An invitation to tender was published, which resulted in tenders from three suppliers being evaluated.

The Board also received proposals as to how we will establish the strategic direction for the management of youth member data.

In agreement with the Treasurer, it was proposed that the Board delegate to the Finance Committee the authority to agree the final position on the exit terms and the resulting change to the overall project budget.

The Board:

1. **APPROVED** the recommendation to proceed with the implementation of new digital tools to manage volunteer membership
2. **APPROVED** the recommendation to award the contract
3. **APPROVED** the budget as detailed
4. **ENDORSED** the proposed strategic direction on youth membership data

## **23. Annual Census**

The UK Chief Commissioner briefly introduced the paper, which was otherwise taken as read. The key points to note were as follows:

- The Census taken in January 2012 was gathered in the context of the Covid19 pandemic. A reduction in both young and adult numbers was expected. This proved to be the case albeit at a lower drop than was expected.
- Beaver Scout numbers have dropped which may be due to Beavers moving up to Cubs during the pandemic coupled with only a small amount of recruitment of new members (the drop in numbers is sharper in the lower Beaver age range).
- Over the past year the number of Sections has increased. The average number of young people per Section has reduced. This is not a surprise given that the total number of young people has reduced, however there is hope these Sections might take more young people as we move out of the pandemic.
- The overall reduction in adult roles was 9%. Line managers and District supporters showed no change. County governance roles increased by 3%.
- The largest aggregate change is in Groups where front-line leaders/section assistants, Group governance and Group supporters all reduced.
- In a year where our total numbers of young people fell, the waiting list has increased.
- This might give us some hope – although we have so far failed in each of our previous 13 years of growth to realise the potential of the waiting lists. This might be due to the geographical distribution of the waiting lists and a more granular analysis might be required. Again at the macro level, the drop in membership more than provides the capacity to absorb the waiting lists. The issue will clearly be at the local geographical level of distribution.
- The overall reduction in adult roles was 9%. Line managers and District supporters showed no change. County governance roles increased by 3%.
- The largest aggregate change is in Groups where front-line leaders/section assistants, Group governance and Group supporters all reduced.
- This year we saw a net increase in the number of Sections in all nations
- Young Leaders have dropped by 31% overall. This is broadly evenly spread across all the Sections in which they work (Beavers -33%; Cubs -31%; Scouts -29%).

There was a request from a trustee to include Ethnicity data within the report. [Post meeting note: This was provided to the Board after the meeting].

An observation was made that a vast amount of sections are meeting weekly (25,000+) – the scale of the activity is helpful context to see what's happening each week across the country. It was noted that TSA should be proud of the amount of activity that has been delivered to young people outside of their school setting.

It was noted that more is still needed to create better provision of Scouting for young people in areas of deprivation.

## **24. Annual Safety Report**

The Board discussed and noted the Annual Safety Report under agenda Item 6 (The Board Deep Dive – Safety).

## **25. Report against annual objectives from Chair, UK Chief Commissioner, UK Youth Commissioner, Chief Executive**

The Board noted the reports.

## **26. Messages of thanks**

The Chair advised the Board that this was the last meeting for Tim Kidd, Jane Simpson, Lexie Sims, Kieron Moir, Nicola Gamlen and Gareth Jones (if not re-elected) and thanked them for their commitment to the Board and to the Movement.

The UK Chief Commissioner also noted that this was the final meeting for Ann Limb as Chair of the Board and gave a message of thanks.