

**MINUTES OF A MEETING OF  
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 16 OCTOBER 2021  
AT GILWELL PARK**

**Trustees Present:**

Jennie Price, Chair  
Michael Ashley, Treasurer  
Nigel Ball  
David Branagh  
Craig Dewar-Willox  
Graham Haddock  
Carl Hankinson, UK Chief Commissioner  
Matt Hyde, Chief Executive  
Gareth Jones  
Sharon Lee  
Ella MacLeod  
Jake Myatt  
Peter Oliver  
Caroline Pearce  
David Sandall  
Busola Sodeinde  
Liz Walker  
Rhiannon Wells  
Ollie Wood, UK Youth Commissioner  
Michael Wood Williams

**Attendees:**

Jacqui Almond, Head of Legal<sup>1</sup>  
Lara Burns, Chief Digital Officer<sup>2</sup>  
Margaret Giles, Company Secretary  
Mark Hislop, Director of Commercial Services  
Ross Maloney, Deputy Chief Executive/Chief Operating Officer  
Chloe Kembery, Director of Marketing and Communications  
Kris Murali, Director of Finance and Resources  
Lisa McDonald, Governance Manager/Minutes  
Andrew Sutherland, Programme Sponsor for Digital<sup>3</sup>  
Craig Turpie, Deputy UK Chief Commissioner<sup>4</sup>  
CJ Ledger, Deputy UK Chief Commissioner<sup>5</sup>

**Apologies:**

None

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<sup>1</sup> Attended for item 12

<sup>2</sup> Attended for item 12

<sup>3</sup> Attended for item 12

<sup>4</sup> In attendance to observe the meeting

<sup>5</sup> In attendance to observe the meeting

## **1. Welcome**

The Chair welcomed everyone to the meeting, with a special welcome to those who were new in their roles and were in attendance to observe the meeting as part of their induction.

## **2. Trustees Prevented**

None.

## **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**

A proposal was received from the People and Culture Committee to award a cost of living percentage increase for all employees to take effect from 1.9.21. See Item 15.

## **5. Reflection**

A reflection was led by Nigel Collins.

## **6. Minutes of meeting & Matters arising**

The Board **APPROVED** the minutes of the meeting held on the 16-17 July 2021.

## **7. Action report: status of actions**

The Board noted the action report.

## **8. Board monitoring**

### **I. Risk Monitoring**

The Company Secretary briefly introduced the Board Monitoring report, which was otherwise taken as read. It was noted that the new Risk Dashboard was appended to the report, trustees were asked for their feedback in regards to the format of the dashboard, and in particular whether the detail of risk data as presented is at the right level. In response, a trustee noted that although we have a residual risk formula, he questioned how we would know if the mitigations are effectively reducing the risk, and felt that there wasn't enough detail in this area and would welcome an extended version of this in future reports.

The Chief Executive added that further work is needed on understanding and identifying risk tolerance thresholds and when escalation to the Board is required. An Independent Member of the Finance Committee has offered to assist us.

The Board proposed adding a target risk to the templates, particularly in view of the fact that some risks have a low risk appetite, and currently have a red residual risk. Committees will be asked to consider a target risk and mitigating actions to work towards achieving this.

A question was raised by a trustee concerning COVID practices, and what our policy was in this area to ensure a safe environment for children. In response the Chief Operating Officer noted that as part of the policy TSA are defaulting to the advice issued by Public Health England and asking children to test in advance of attending Scouting in their local areas. It

was requested that the policy is revisited by the Safety Committee to ensure it is still relevant and safe.

## **II. Charity Commission**

The Company Secretary highlighted the letter from the Charity Commission that was appended to the report for trustees to note, which was in regards to the outcome of a regulatory compliance case. It was highlighted that as part of the Serious Incident Reporting (SIR) process to the Charity Commission, Trustees are emailed with the SIR submission detail. The Treasurer suggested that it would be helpful by way of a reminder if the full submission is attached to letters from the Commission in future.

**AP1: Company Secretary to add the requested detail to the Board monitoring paper for future reporting.**

**AP2: Company Secretary to email Committees and ask them to consider a target risk and mitigating actions.**

**AP3: Governance Manager to ask the Safety Committee to revisit the COVID policy to ensure it remains relevant and safe.**

## **9. Strategic KPI Report**

The Chief Operating Officer (COO) briefly introduced the report, which was otherwise taken as read. The report outlined the performance related to the annual KPIs, including the strategic Goals and Theory of Change. It was noted that the performance has been poor, which isn't a surprise due to the pandemic. Following discussion with the UK Leadership Team and other appropriate staff and volunteers, it was suggested that in early 2022 the Strategy and Delivery Committee review the strategy KPIs, propose appropriate targets to a future Board meeting in light of the revised strategic plan content, timespan, performance to date and any opportunities for investment. The COO advised the Committee that it is the intention for the Strategy and Delivery Committee to agree a small group to work on this with principles to go to the January 2022 Committee and then proposals to be presented to the Board at its meeting in March 2022. Trustees were content with this approach.

It was noted that the October headcount was not quite a full year of growth data; some reassurance was requested by a Trustee that we were getting back to where we want to be. In response it was highlighted that most trends are understandable, there was brief discussion in regards to the lower perception of Trust and Relevance since FY20. The Director of Communications and Marketing noted that there have been campaigns ongoing to work to improve this, the KPIs/goals and innovation are being revisited, pandemic figures have not been previously measured. It was noted that the number of Squirrels was not included in the headcount.

A Trustee highlighted that the trust/relevance as shown by the net promoter scores for Top Awards reinforces the need to extend our reach to the 14-25 provision, it was suggested that the targets for Top Awards and how we get back to helping people achieve them, specifically the older age range, could be looked at by the Strategy and Delivery Committee.

**AP4: Chief Operating Officer to proceed with the delegated action from the Board to the Strategy and Delivery Committee to review the Strategic KPIs.**

**AP5: Chief Operating Officer to feedback to the Strategy and Delivery Committee the requests of the Board for consideration around Top Awards and the measurer of Inclusivity.**

**AP6: Governance Manager to note Strategic KPIs on the forward planner for the January 2022 Strategy & Delivery Committee and the March 2022 Board.**

## **10. BPH Funds Utilisation and Investment Mandate**

The Chief Executive briefly introduced the report, which was otherwise taken as read.

The Board were generally supportive of the outlined principles, with the following comments/questions being noted:

- How do we ensure we leave a legacy for the future of young people? The correct due diligence needs to happen.
- What's the due diligence around Scout Store and the delivery outcomes from the investment, how will this be tracked.
- Has any thought been given to providing the 3 Nations with financial support?
- How do we ensure we leave behind a legacy for future pandemics? We must see growth and reinvestment and take a holistic view of what the investment will give us to hold us to account in the next 3 years.
- Try and standardise the business case approach. Have a re-look at what our KPIs are when they are refreshed and how we appraise investments.
- How will we track the benefits of the return on investment? The Treasurer noted that we need to have a clear view of what the strategy is and how we measure social return on investment

The Chief Executive noted that the framework and business plans support areas of funding for the movement, and there have been discussions on investment and future strategies. To ensure a sustainable operating model, the movement needs capacity and support for all of the projects. To address areas of concern in relation to the return on investment, it was noted that strong evidence based business plans are being worked on with the UK Chief Commissioner and his team and the Strategy and Delivery Committee which are focused on what we do for the strategy.

Applying the principles outlined, there will be a report to the March Board meeting which will seek approval for deployment of the funds realised from sale of BP House. This will also align with the budget for next year and the overall business plan for the next three years to deliver the Skills for Life strategy and position the organisation on a growth journey.

Conversations are ongoing regarding support for the Nations.

**The Board APPROVED the following:**

- **the appointment of the charity's second investment manager**
- **to retain one of the two investment managers**

## **11. Communications Strategy**

The Director of Communications and Marketing led a presentation which was based on how our communications and marketing will support the strategy and the pillars of work to 2025. The focus points were as follows:

- Our challenge: we are a youth brand best known by older adults, which threatens our ability to achieve our strategic goals, especially growth and inclusion.
- Our opportunity: a Skills for Life reboot as an urgent cause for the Covid generation, who need our outdoors programme and who value social impact, supporting the next generation of outstanding, diverse leaders.
- Our priority audiences for engagement: parents/carers of young people not in Scouts aged 2 to 10, parents/carers of current youth members, our young members 14-24 and current Adult members.
- Our need to work closely with our outstanding, diverse youth members aged 14-24 as representatives of our impact and as peer-to-peer advocates.
- Our priorities to progress such as: high profile epic brand moments, reviewing our ambassador team and our content strategy, tying together our ecosystem by joining up marketing, supporting local Scout groups with visibility and representation; platforming young spokespeople and content creators; and more innovation based on insights.
- Our KPIs becoming outcome linked, supporting our goals to grow our membership, increase support from donors and retain customers.

A suggestion was raised that we could potentially horizon scan other organisations as to what is best practice and if we can learn from it if not already incorporated into the strategy. In response the Director of Marketing and Communications advised that the strategy is data driven, and we could learn from other charities and companies in respect of a joined up marketing ecosystem.

**The Board APPROVED:**

- The communications and marketing strategy to 2025.

**12. Youth Membership Systems**

The Chair welcomed the Chief Digital Officer, the Digital Programme Sponsor and the Head of Legal to the meeting.

It was noted that in July, the Board approved the recommendation to implement a new adult membership system to support our improved volunteer experience. Alongside this, the Board endorsed the need to define a solution for a national approach to youth membership data management.

**The Board APPROVED**

- The recommendation for a national contract to centrally manage Youth Data
- commencement of the Discovery phase which includes further consultancy and engagement with members

**13. Governance Matters**

The Company Secretary briefly introduced the item, which was otherwise taken as read.

**The Board:**

- **APPROVED** the Delegation of National Commissioners and National Boards for the purpose of the Bye-Laws.
- **APPROVED** the OSCR Annual Return ahead of its submission
- **NOTED** the Trustees mentoring arrangements for newly elected/appointed Trustees

#### **14. Removal of Development Policy**

The Company Secretary briefly introduced the item, which was otherwise taken as read.

It was noted that the Development Policy was written pre-2010 as a statement before a formal strategy, such as our current Skills for Life Plan, was adopted. The message of the Development Policy, whilst still valid has been better communicated in documentation which superseded its publication.

It was noted important that POR continues to evolve with the movement so that it remains a relevant, usable manual for our volunteers.

#### **The Board APPROVED:**

- The removal of the Development Policy from Policy, Organisation and Rules (POR).

#### **15. Staff Annual Pay Award 2020/21**

The Director of Finance and Resources briefly introduced the item, which was otherwise taken as read.

The Board noted that the proposal had been endorsed by the Finance Committee and the People and Culture Committee.

#### **The Board APPROVED the proposal:**

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

##### **a) UK Chief Commissioner**

The UK Chief Commissioner noted that the report outlined the items of interest and activity in the month since starting in the role. Dates are held in the diary to host listening events in all eight English regions and Northern Ireland, Scotland and Wales by mid – January. Reflections will be shared with the Board at the January 2022 meeting.

##### **b) Chief Executive**

The report was noted and discussed.

##### **c) UK Youth Commissioner**

The report was taken as read, with no discussion.

##### **d) Chair**

The report was taken as read, with no discussion.

#### **17. Any other business**

None.

## **18. Feedback and evaluation of the effectiveness of this meeting**

The Chair invited trustees and all attendees to rate the meeting's effectiveness on a scale of 1-5, in which 1 could be considered "outstanding" and 5 being in "special measures".

<b>Trustees</b>	<b>Staff</b>
Score of 1x 14	Score of 1x 4
Score of 2x 8	Score of 2x 1
Score of 3x 0	Score of 3x 0
Score of 4x 0	Score of 4x 0
Score of 5x 0	Score of 5x 0

## **19. Starred Items**

Items starred prior to the meeting are listed as follows;

- 20) Overseas Branches Update
- 21) Annual Certificate of Compliance with Terms of Reference
- 22) Nominations and Governance Committee Minutes – September 2021
- 25) Finance Committee Minutes – (to go to January 2022 Board)
- 26) People and Culture Minutes – July 2021
- 27) Safeguarding Committee (to go to January 2022 Board)
- 28) Safety Committee Minutes
- 29) Strategy and Delivery Minutes – July 2021
- 30) Scouts Northern Ireland Board Minutes
- 31) ScoutsCymru Board Minutes
- 32) Scouts Scotland Board Minutes