



**MINUTES OF BOARD MEETING HELD ON SATURDAY, 14 MAY 2016 AT 10:30 AM
AT CALEDONIA HOUSE, EDINBURGH**

PRESENT: Scott Harper (SH): Adele Tolometti (AT): Phil Langstaff (PL): Oliver Barsby (OB): Keir Stewart (KS): Patricia Swan (PS): Euan Lowe (EL): Zoe Frost (ZF): Lorna Callan, sportscotland (LC).

APOLOGIES: Kevin Pringle (KP): Peter Boucher (PB).

ITEM	AGENDA ITEM / DISCUSSION
1.	WELCOME AND APOLOGIES
	SH welcomed all to the meeting noting apologies received from Kevin Pringle and Peter Boucher.
2.	NOTIFICATION OF CONFLICTS OF INTEREST
	SH noted a conflict of interest with item no. 4b on the agenda and advised he would leave the room during this agenda item taking no part in any discussion or decision.
3.	PREVIOUS MINUTES & ACTIONS:
	The Minutes dated 23 March 2016 had previously been circulated via email and had been formally approved with one exception – point 5 Chair Remuneration: replace with “complete 3 year term in November”. The Action List was revised with the following updates from the Board:
	Action 3: Membership Growth – SH/EL have had separate discussions regarding this with BG. EL to arrange a formal meeting with BG to review services agreement.
	Action 10: Junior Commonwealth Championship proposal – KS to send notice to CWG Federation regarding attendance.
4.	REMUNERATIONS & NOMINATIONS
	<i>SG Pay/Pension 2016-17:</i> The RemNom sub-group approved EL’s recommendation for a staff pay increase to account for ROI, with the full Board ratifying this recommendation. PL advised there was a 100% positive response to the pension scheme; however, there would be no increase in SG’s contribution this financial year. SH asked if this benefit could be extended to clubs. AT advised this was possible and would be investigated.
	<i>Chair Remuneration 2016-19</i> SH left the meeting for this agenda item. PL continued with his report advising the members there are three broad recommendations to consider.
	<ol style="list-style-type: none"> 1. Review the RemNom report then agree way forward 2. Chair expenses to be authorised before signing off 3. Board approval to be sought in advance of any overseas trips/competitions
	Following discussion the Board members approved the Chair remuneration to be reduced to £7000 per annum plus expenses for the period 2016-19 with a review to take place in 2018.
	The Board also approved continuation of the Chair’s Strategic Scorecard and annual review of progress via Chair of RemNom. The CEO scorecard must reflect the accountability for delivery of the strategy and be reviewed annually via RemNom.
	Remuneration of all Board Directors was also considered. Following discussion it was unanimously

	<p>agreed that no remuneration is required at this present time, however, in exceptional circumstances the Board could recommend a one-off annual payment to reflect the increased time commitment after RemNom had reviewed the merits of each individual case.</p> <p>Succession planning and an ambassadorial role to support the Chair were also discussed. This was left with the RemNom sub-group to proceed with.</p> <p>The Board members also discussed the Board composition and potential VAT implications. AT stated it is essential SG communicate that the Chair's remuneration does not come from membership income.</p>
	<p>Action 1: PL to investigate the option of extending the pension scheme to member clubs with the broker.</p> <p>Action 2: PL to contact existing Chair and ascertain his intentions regarding a 2nd term of office; and to advise him of the Board decision.</p>
<p>5.</p>	<p>FINANCE</p> <p>The 4th quarter finance papers had recently been emailed to Board members. Directors reviewed the Commentary sheet and related paperwork. The Board remarked on the improved overall position of the association and asked EL to write to all Technical Panel Chairs, thanking them for their work and input. The combined TP financial position has improved significantly over the year.</p> <p>AT stated however, there were some large variances in Debtors moving from the third to fourth quarter accounts: this was partly due to the large number of invoices raised during the last quarter. AT will also work with the SG Finance Manager to produce monthly reports.</p> <p>A discussion took place regarding the potential to offer a reward to members of staff in recognition of the contributions made to SG over the last year. This would be applied making reference to the performance management system now in place. EL thanked the Board for considering and approving this approach.</p> <p>The Board discussed technical panel equipment needs at national and international level, what their requirements would be and how these would be financed taking a long term view. SH asked that this does not conflict with our existing sponsorship deals.</p> <p>The Board also discussed ways in which existing SG staff could provide additional support to the TP Competition Organiser. SH had personal experience of the challenges faced by the floor manager at competitions and agreed additional support would positively impact event delivery. A role like this would not be a replacement of the competition organiser role but additional support during the preparation of the event.</p> <p>LC requested the Board officially notify sportscotland that Fitness Scotland is no longer a business arm of Scottish Gymnastics and that references to Fitness Scotland will be removed from SG's Memorandum and Articles of Association.</p>
	<p>Action 3: EL to write to all TP Chairs regarding TP year-end accounts outcome.</p> <p>Action 4: EL to write to sportscotland regarding Fitness Scotland.</p> <p>Action 5: EL to identify staff who would qualify for bonus reward.</p> <p>Action 6: AT to work with SG Finance Manager on monthly reporting.</p> <p>Action 7: SH/KS/EL to review TP equipment needs.</p> <p>Action 8: SH/EL to review additional support for the competition organiser role.</p>
<p>6.</p>	<p>AGM/AWARDS/CONFERENCE</p> <p>Due to the busy event calendar it would not be possible this year to hold the AGM/Awards/Conference, the awards evening would need to be held later in the year. A date for 2017 to be identified and communicated to members and staff. No travel or event permits to be approved for that weekend.</p> <p><i>Board Nominations & Vacancies:</i></p>

	<p>There are a number of appointed and elected Board nominations to be approved at the AGM. Following discussion Board members were asked to confirm they would be considered for a further term of office and also submitted CVs/summaries where applicable. Elected Board vacancies will be communicated to the membership and advertised on the SG website.</p>
	<p>Action 9: SH/EL to identify a date for 2017 awards and communicate to members & staff. Action 10: EL to work with Board members on specific vacancies. Action 11: EL/CD to create a schedule of Board nominations and summaries.</p>
7.	<p>RISK REGISTER EL advised the Board that this had been reviewed and discussed at a management meeting. The management and accountability of the risk register will become the responsibility of one of the Board sub-groups to be discussed next.</p>
	<p>Action 12: EL to circulate the Risk Register for further review</p>
8.	<p>BOARD SUB-GROUPS EL presented a paper consisting of 3 main areas of responsibility and potential priority topics for Board sub-groups. These areas would be Clubs, Pathways and Governance each of which has 3 sub-groups. The Board will identify a Chair for each sub-group and priorities for the coming year. Sub-groups will be allocated staff resource and will investigate/review and make recommendations to the full Board.</p> <p>Clubs: Commercial, Communications, Events Pathways: HPAG, Technical Panels, Clubs & Officials Governance: Remunerations & Nominations, Systems & Controls, Conduct in Sport Panel.</p> <p>Sub-group composition was also discussed with SH requesting the Board to consider the skills and expertise required for these posts and also a representation from younger members. EL also referred to the draft terms of reference for these sub-groups advising further work is required on these with the aim that they will be available for the AGM.</p>
	<p>Action 13: SH/EL to review terms of reference</p>
9.	<p>OPERATING PLAN INDICATORS EL stated that the 2016-17 operating plan has been reviewed and discussed with management. KPI's will be introduced and updated for each Board meeting as a measurement of the activity, its effectiveness and outcome.</p>
10.	<p>EQUALITY: NEXT STEPS KS updated the Board on the next steps of the Equality work. CD is working with BG to have the Equality profiles and reporting functions activated on their CRM. The HR equality questionnaire has now created in Survey Monkey. An information booklet to be created for existing members of staff as part of their continuing professional development. This information booklet will also be used for technical panel inductions. Online training has been identified for Board and staff and will be rolled out by October 2016.</p> <p>CD has also created a draft Transgender policy and guidelines which the Ethics, Welfare & Conduct Manager requested.</p>
	<p>Action 14: EL and E, W & C Manager to review Transgender policy and guidelines.</p>
11.	<p>E, W & C: CONDUCT IN SPORT HEARING Following discussion it was agreed that the number of Conduct in Sport Panel members be increased from 9 to 12. A review of the panel and its effectiveness has been completed with areas highlighted for improvement.</p> <p><i>E, W & C Issue:</i> This was discussed and privately minuted.</p>
12.	<p>ANY OTHER COMPETENT BUSINESS EL advised the Board that British Gymnastics has been awarded governing body of the year. He also advised the Board the sportscotland Chair would be leaving on 31 May and an invitation had been offered to attend an informal presentation to Louise on 26 May.</p>

	<p><i>Aged Debtors:</i> It was agreed that any club debts would be actively pursued with Fitness Scotland debts being factored out.</p> <p>KS advised the Board the Celtic Artistic & Acro Cup will be hosted by SG in 2017. SH/KS will discuss venue options at a later date.</p>
	Action 15: EL to write to British Gymnastics and sportscotland re award and presentation
13.	<p>DATE OF NEXT MEETING Next Board meeting will be 18 or 25 June 2016 with the Head of Development giving a presentation on his department's work to date.</p>