

# CONFIDENTIAL DOCUMENT



## SCOTTISH GYMNASTICS ASSOCIATION

### MINUTES OF BOARD MEETING

HELD ON TUESDAY, 22<sup>ND</sup> JULY 2014 AT 5:00 PM

AT CALEDONIA HOUSE, EDINBURGH

**PRESENT:** Scott Harper (SH): Keir Stewart (KS): Phil Langstaff (PL): Oliver Barsby (OB): Kevin Pringle (KP): Adele Tolometti (AT): Brian Samson (BS).

**APOLOGIES:** Stuart Ferrier (SF): Patricia Swan (PS).

**IN ATTENDANCE:** Christine Davies (CD) Lorna White (LW).

ITEM NO.	AGENDA ITEM / DISCUSSION
1.	<b>WELCOME AND APOLOGIES</b> SH welcomed everyone to the meeting and intimated apologies from SF and PS.
2.	<b>NOTIFICATION OF CONFLICTS OF INTEREST</b> No notifications were intimated to the Chair.
3.	<b>CONFIDENTIAL ETHICS &amp; WELFARE MATTERS</b> The Ethics & Welfare matters outlined in LW's confidential paper were discussed by the Board.  The recommendations for the Chair and Members of the Conduct in Sport panel were accepted, following a review of the applicants by OB and KP. It was agreed that the calibre of the applicants was extremely high and all could contribute very effectively to the Panel. The Board thanked LW for establishing the policy, recruiting the panel and completing the work to enable the Panel to begin operating with immediate effect.  It was confirmed by LW that the Anti-Corruption policy has now been signed off by all staff.  Following discussion of training for Board directors, SH asked that all training needs for the Directors be reviewed. BS will contact the HR Manager to arrange this.  <b>Action:</b> BS to arrange training needs analysis for Directors with HR Manager.
4.	<b>PREVIOUS MINUTES &amp; ACTIONS: 26<sup>TH</sup> MAY 2014</b>  Action 1: Chair's salary wording. AT to advise/email accountants and BS to ensure this is reflected in any text in the annual report.  Action 5: Club Managers' Residential Course: BS & Head of Development to complete and distribute debrief.  Action 6: AGM is now Sunday, 31 <sup>ST</sup> August 2014 at the Stirling Management Centre. Pre-AGM meeting will be at 10:00 am. Notification to be sent to Chairs & coaches of all clubs to widen communication channels.  Action 8: Strategy Workshop: Workshops held. Scorecard to be developed. Provisional date

for the Investment meeting with sportscotland is 31<sup>st</sup> October 2014.

Action 11: CEO Recruitment and appointee wording has been drafted for website announcement.

## 5. FINANCE

### Discussion:

AT advised that an interim Finance Manager, Andrew Cassell had been appointed. He has extensive knowledge and experience with Sage and is implementing a new purchase order system. Daily mail/finance procedures to be re-emphasised to staff. The auditors are currently working on the first draft of the year-end accounts with paperwork and queries due next week.

A discussion followed on the comparison of the 9-month budget figures. SH requested a breakdown of the membership income and dates when funding is due.

### Action:

AT to contact auditors and organise a conference call with directors for 5<sup>th</sup> or 6<sup>th</sup> August.

BS to contact sportscotland regarding funding figures/dates.

BS to meet with administration staff asap regarding daily mail/finance procedures.

## 6. BG UPDATE

### Discussion:

BS distributed the confidential BG service agreement proposal to the Board. SH gave a brief outline of the proposal and asked that any questions be emailed to him. It was planned to finalise the agreement with BG and to sign by 30<sup>th</sup> September 2014 with services to commence on 1<sup>st</sup> April 2015. BG is implementing a new CRM system in October. SG will continue to use its current CRM system and transition into the BG system for April 2015.

Insurance implication: SH advised that he and BS had met with Marsh Insurance Services (ex-Central Insurance Services Ltd) to cost BG equivalent cover and had clarified that block membership would not be an additional cost. SH outlined the criteria for block membership e.g. after a second block of membership a member becomes a full member of SGA and will have to pay the requisite membership fee. SH confirmed that SG would have a comparison from Marsh by mid-August but would ensure that the BG insurance scheme would not result in increased costs for the members.

The implications and impact of the service agreement on SG's communications, sponsorship deals, and data management was discussed. SH confirmed it was essential these elements were negotiated and confirmed at the next stage of discussions with BG.

He advised that BG would make a presentation to the Members at the AGM outlining the benefits of the agreement and dual membership.

### Action:

Board to e mail any questions on the BG agreement to SH/BS

Insurance benefits and costs comparison to be completed with Marsh by SH/BS/CD

Communication, sponsorship and data implications to be clarified and negotiated with BG

## 7. STRATEGY & STAFFING UPDATE

### Discussion:

A final workshop for clubs was held on 17<sup>th</sup> July to take comment on version 5 of the Strategy. The attendance was disappointing but the input from those members who did attend was valuable. The Board were asked to provide any final comments so that the Strategy can be completed and launched at the AGM on 31<sup>st</sup> August. The Strategy is to be emailed to BG and

sportscotland for formal feedback. It was agreed that a bullet point summary of the consultation/writing process should be included.

**Action:**

Board to provide any further comment on Version 5 of the strategy asap.

BS to send version 5 to BG and sportscotland for final review.

BS to arrange for information to be uploaded to the new website.

BS to arrange a final meeting with staff.

Bullet point summary to be amended/added to the Strategy.

## **8. AGM: 31<sup>ST</sup> AUGUST 2014**

**Discussion:**

It was agreed by the Board that all paperwork for the AGM be emailed to members, uploaded to the website with paper copies available on request. Deadline for this is 15<sup>th</sup> August 2014.

Board appointments were discussed and the following is a summary of key points and decisions:

- The Board were all co-opted under the old Memorandum and Articles of Association (M&A) in November 2013. This was necessary given the meeting was not quorate and therefore could not adopt the new M&A's.
- The new M&A's were adopted at the EGM held on 5<sup>th</sup> April.
- The new board appointments will be effective from 31<sup>st</sup> August 2014 but the nominations made in 2013 for all the Director posts remain valid.
- It was mutually acknowledged that November 2013 would be the starting point for all the current directors' term of office as if their appointments had been approved at the 2013 AGM.

**Action:**

BS/CD to collate, distribute and upload all relevant paperwork by 15<sup>th</sup> August.

## **9. CWG UPDATE**

**Discussion:**

KS updated the Board on the CWG hospitality. BS confirmed that all final arrangements were in place with the final reception for the athletes, their families and coaches taking place on Friday 1<sup>st</sup> August.

Board members were asked to confirm their attendance or not at the CWG dinner taking place on 15<sup>th</sup> August after the Athletes Parade in Glasgow that afternoon.

It was agreed to ask Michael O'Donnell (MD) to produce a report for the AGM on the performance of the Team at the Games given the 2015 AGM would be too late.

**Action:**

Board to confirm/not their attendance at the CGS dinner on 15<sup>th</sup> August in Glasgow.

BS/MD to organise a Games report for the AGM.

## **10. REMUNERATIONS & NOMINATIONS REPORT**

**Discussion:**

PL distributed the final version of the Chair's scorecard to the Board and advised that SG was the first governing body to implement this system. There are five performance measures and the process included 360 degree feedback. It was agreed BS should send this to sportscotland for information.

PL confirmed that this would be used as the template for the CEO scorecard and that it would inform the new performance review system being established by the HR Manager which

would be rolled out progressively so that the Chair and all staff would be reviewed by 31<sup>st</sup> March 2015.

The Committee has agreed with the HR Manager that information on pensions, contributions etc will be updated to staff via a staff meeting. More detail is required for pension enrolment, contribution and staff eligibility and PL added that the Committee will contact sportscotland and SSA for advice before briefing the staff.

**Action:**

BS to arrange for Chair's scorecard to be sent to sportscotland.

Rem Nom to complete CEO scorecard

Rem Nom to support HR Manager to establish new performance review system for staff.

PL and HR Manager to contact sportscotland and SSA regarding pension advice.

PL and HR Manager to provide information on pensions, contributions, etc to staff via a staff meeting.

**11. ANY OTHER BUSINESS**

SH and BS to meet with new CEO to discuss and agree induction.

Staffing Update: A discussion took place regarding a range of staffing matters. No actions.

**12. DATE OF NEXT MEETING**

Wednesday, 24<sup>th</sup> September at 5:00 pm at Caledonia House.

The meeting closed at 7:50 pm.