



## CONFIDENTIAL DOCUMENT

### SCOTTISH GYMNASTICS ASSOCIATION

**MEETING:** SGA BOARD OF DIRECTORS

**WHEN:** WEDNESDAY, 05 DECEMBER 2012 AT 6.00 PM

**WHERE:** SGA OFFICES, AIRTHREY CASTLE, UNIVERSITY OF STIRLING

#### 1. PRESENT:

1.1 Scott Harper, President (SH): Keir Stewart, Vice-President (KS): Neil Logan, General Director (NL): Oliver Barsby, General Director (OB): Stuart Ferrier, Partnership Manager, **sportscotland** (SF).

#### 1.2 APOLOGIES:

Caitriona O'Shea (CO), Philip Langstaff (PL).

#### 1.3 IN ATTENDANCE:

Christine Davies (CD) Minute Taker

SH welcomed everyone to the first Board meeting of the new directors. He pointed out that this meeting was not quorate due to the following:

Apologies were received from Caitriona O'Shea (CEO) and Philip Langstaff who had a previous engagement. Jack McArdle cannot now take up a director's post with SGA as his work commitments have increased. Any recommendations made at the meeting this evening would need to be confirmed by written procedure with input from all directors.

#### 2. APPROVAL OF PREVIOUS MINUTES

2.1 SH had already circulated the previous minutes to the new Board and that there were no outstanding items. However, as this is a new Board of Directors the minutes could only give a flavour of what had previously been discussed. SH confirmed that the Head of Corporate & Member Services raised one matter that will be discussed later.

#### 3. AGM UPDATE & BOARD APPOINTMENTS

##### 3.1 APPROVAL OF NEW BOARD MEMBERS

SH confirmed that all four individuals who had applied for general members posts were recommended for appointment by the membership at the AGM. SH proposed that NL and OB would fill the two General Directors of this new Board and that PL should be co-opted onto the Board to take up the post of Education, Ethics & Welfare Director to comply with our Articles of Association. It was agreed that an update would be provided to the membership and **sportscotland**.

**Action No. 1: SH to arrange for an update on the new Board members regarding the post of Education, Ethics & Welfare Director.**

SH also confirmed that he had received a request from Adele Tolometti (presently the Finance Officer on the WA TP) to be considered for the post of Finance Director on the Board. There was discussion related to whether the vacant positions should be re-advertised to ensure that the new board is transparent and accountable to the members or whether Adele could be appointed immediately. It was agreed that given the current financial issues, Adele's immediate appointment would bring much needed experience in this area at a critical time. The board also agreed that the two remaining vacant positions could be re-advertised with clear information related to the appointments and process. Any co-opts to the board will need to be ratified at an EGM.

SH proposed that in future, a greater level of transparency is required and proposed that the Board Minutes are published on the website.

SH noted that in addition we need to start the process of recruiting an independent chair, agree a job description and advertise the vacancy. SF confirmed that **sportscotland** will not take a formal Board position but only that of an observer on the SGA Board.

**Action No. 2: SH to arrange for details to be advertised on the SGA website.**

#### **4. FINANCE SITUATION**

- 4.1** SH handed out Finance papers for discussion which had been prepared by the Finance Manager. He advised the Board members that the Finance Manager has forecast income and expenditure to the end of the financial year. Currently the forecast shows that the company would become illiquid in March 2013 and insolvent by June 2013. SH highlighted that if the SGA Board cannot agree a resolution with **sportscotland** before Christmas, then SGA has to notify staff that jobs are in an 'at risk' position. It was noted that staff were obviously concerned about job security and it was agreed that the resolution of this issue was the highest priority. Staff concerns around resource and vacant posts were also noted as there is real frustration with staff to fill vacant posts; there is a continual gap in resource which is putting added pressure on the staff.

SH and KS met with the **sportscotland** CEO and SF on 02 December. An understanding of what the new SGA board were able to do at the moment was outlined at the meeting by SH and had been recognised by **sportscotland**. SH added that the **sportscotland** Chair had confirmed the previous public invitation to present to the **sportscotland** Board meeting next week.

SH further added that this is a 2-step process for 2012-2013 with a requirement to attend the **sportscotland** Board in February 2013 to finalise the process.

SF confirmed that **sportscotland** are aware of the Board's concerns regarding funding for staff and job security. There was discussion around the content of the original funding offer from **sportscotland**. It was agreed that clearer understanding of this process and outcome was required. SH will discuss with the Finance Manager and SF to ensure a consistent basis.

#### **5. SPORTSCOTLAND FUNDING**

- 5.1** SH confirmed that the Board must assess all of the conditions sent to the previous Board on 14 September 2012. The Board must review each condition and provide a response.

A lengthy discussion followed on the conditions contained in the letter dated 14 September 2012 to the SGA CEO the following was agreed:

***Condition 1: Appointment of an independent Chair***

The SGA Board agreed to this condition. The Board pointed out that this had been dealt with at the recent AGM and that a change to the Articles of Association had been agreed. SH confirmed that the job description be defined and vacancy advertised by the end of January 2013. NL asked SF if he could supply the Board with an existing job description from another sgb. SF agreed to this.

***Condition 2: Senior Staff capability and Performance***

The SGA Board accepts and appreciates that a review is required. However, the Board have already identified the requirement for a wider review of SGA strategy and delivery mechanisms. It is proposed that the capability and capacity of senior staff is reviewed with respect to whatever new structure is put in place following a wider review. This review will require consultation with the membership and other stakeholders.

***Condition 3: Implementation of Action Plan from Fit for Purpose Audit***

Fit for Purpose review: The SGA Board accepted this condition and that it will be actioned prior to the **sportscotland** Board meeting February 2013 Board meeting. SH confirmed that the Board will review the *Fit for Purpose* audit with senior management and the action plan developed from this. SF offered to circulate the last action plan from 4 years previous.

***Condition 4: Articles of Association –Sport Scotland Board Attendance***

The SGA Board accepted this. This matter has already been discussed and SF is in attendance.

***Condition 5: Review of Performance Strategy***

This was agreed, although it would be more appropriate as part of the wider review. SH to discuss with the Head of Performance. SF asked the Board to consider what is a realistic timescale for this to be completed.

***Condition 6: Implementation to sportscotland reasonable satisfaction.***

The SGA Board accepted this point.

***Point (a) : Funding deduction for 2012-13 award***

The SGA Board accepted this point as this was unused investment from the previous year.

***Point (b): Retrospective and Quarterly funding for 2012-13***

The SGA Board accepted this point. SH added that we would welcome any improved payment terms from **sportscotland**.

***Point (c): SGA to present to the Sport Scotland Board in Feb 2013***

The SGA Board accepted this point.

***Point (d): Duncan MacNiven Report***

The SGA Board accepts that Duncan MacNiven was an independent party and as such there is no reason to suggest that the report was not completed in an impartial way. The new Board however are not in a position to comment on the content or conclusions of the report.

***Point (e): Partnership Working***

The SGA Board accept this point. Hopefully our actions and open dialogue with **sportscotland** provide confidence to all parties that we are prepared and able to work in partnership.

SH will draft a letter to **sportscotland** which will need to be circulated and approved by the SGA Board members. This will be completed in advance of the **sportscotland** Board meeting next week.

## **6. HR/LEGAL ISSUES**

**6.1** This was discussed privately and minuted by KS.

## **7. AOCB**

**7.1** SH asked if anyone was available to attend a workshop organised by **sportscotland** on 10 December 2012. The workshop will cover legislative developments and their implications for sgb's. No one was available at short notice but SF said that these workshops are held frequently and there would be other opportunities in the future.

SH raised an issue which the Head of Corporate & Member Services highlighted in her Board report in September. This relates to a requirement to review and update the Association's Disciplinary Code which is out of date. A quotation has been received totalling £6,000 to undertake this work. The Board agreed that following resolution of the funding situation, this would be a priority and would discuss the appropriate way forward with **sportscotland**.

The Head of Corporate and Member Services also highlighted in the report an issue related to the significant amount of time being taken up with HR issues over a long period. It was clear that other important areas of focus were being neglected as a result and that there were potentially significant risk implications for the association. The Board noted the concerns and agreed to work to find ways of relieving the pressure in this area.

SH provided an overview for the Board of the CP issues the Head of Corporate & Member Services is dealing with.

SH suggested that all Board members, if possible, have SGA email addresses rather than using their personal ones. These email addresses can be shown on the website if anyone wishes to send the Board an email.

## **8. DATE OF NEXT MEETING**

TBC