



SCOTTISH FENCING LTD

Meeting of the BOARD of DIRECTORS of SCOTTISH FENCING LIMITED
2 DECEMBER 2020 BY MICROSOFT TEAMS

Present

George Liston	President (GDL)
Sheila Anderson	Director of Operations (SA)
Ross Morrison	Director of Safeguarding (RM)
Paul Vaughan	Director of Talent and Performance (PV)
Morven Shaw	Commercial Director (MS)
Adam Szymoszowskyj	Director of Development (AS)
Hugh Kernohan	Director of Governance (HK)
Martin Foley	Director of Events (MF)

In Attendance

Vincent Bryson	Chief Executive Officer (VB)
Barry Cook	Sportscotland Partnership Manager (BCo)
Jacqui Dunlop	Minute Taker

	Item	Action
1	<p>Introduction</p> <p>1.1 <u>Welcome and Apologies for Absence</u></p> <p>The Chair welcomed everyone to the meeting.</p> <p>1.2. <u>Declaration of conflicts of interest</u></p> <p>There were no new conflicts of interest declared.</p>	
2	<p>Minutes of Previous Meeting and Matters Arising</p> <p>2.1 <u>Review of Minutes of 28 October 2020</u></p> <p>The minutes of the meeting of 28 October 2020 were agreed.</p> <p>2.2. <u>Matters Arising from Minutes of 28 October 2020 but not on the Agenda</u></p> <p>There were no matters arising from the previous minutes.</p>	
3	<p>Chair Report</p> <p>GDL noted that the staff team are preparing for the forthcoming KPMG Audit. All policies have been gone through to ensure that they are up to date and these are available on SharePoint for any Director who wishes to view them. Most of the changes are not substantive but have been updated to reflect the staffs’ role descriptor changes. SA noted that she may have some changes to policies, but due to time constraints, has not been able to look at these just now. VB offered staff support to SA on any of the updates to policies.</p> <p>The Board approved the undernoted policies:</p>	

	<p>Communications Strategy Child Protection Policy Data Protection Policy IT Usage</p> <p>VB noted that the Finance Policy also needed approved but it was agreed that the Finance Director should be present in order for it to be Approved and it will be agreed either at a future meeting or by email.</p> <p>Liz Anderson had split all the policies into five areas – eg Governance and HR – and those needing updated and approved would be sent to the Directors by the end of December. Most of these changes would be to job titles or to reflect legislative changes.</p>	
4	<p>CEO Flash Report</p> <p>VB circulated the CEO Flash Report.</p> <p>Membership numbers had dropped severely with the November figures being 668 (versus 715 in October 2020, 921 in October 2019). A couple of key demographics had not joined – eg students – but the Compete Membership was the category which had the greatest financial impact for Scottish Fencing and these numbers had dropped significantly. Only two Clubs had added new members. British Fencing was also experiencing a significant net loss of members.</p> <p>The Awards nominations had now closed following a good response. Board members who had yet to cast their vote for the Sword of Merit were asked to do so as soon as possible. It was agreed that, for the following year, Members would be required to add their membership number to protect against the casting of multiple votes.</p> <p>The Annual Report Video had been launched on Facebook and it has been the most popular post over the last month with over 800 people interacting with it. SA suggested that there would be more people who would view a video of the annual report the would read the PDF, which was to be issued. It was noted that there was more content in the PDF than can be included in the video and there had been some comments regarding this.</p> <p>The second Alistair McCaw session had taken place and was well received; dates were now being arranged for sessions with Damian Hughes.</p> <p>Dates for the Seniors’ and Vets’ Commonwealth Championships had now been confirmed. Initial discussions had started regarding the possibility of holding the Scottish Open 2021 and the Five Nations’ Match at Inverclyde, but this was very tentative. SA noted that it would be good if the Five Nations’ Match could be held at Inverclyde; there was a pedigree for the hosting the events at the Centre. VB explained that the team at Inverclyde are very easy to work with.</p> <p>The CEO’s time was reviewing preparations for the KPMG Audit along with COVID-19 Guidance, the Support Grant, and preparations for the AGM.</p> <p>GDL reflected that over the time he had been in post significant progress had been made with development of the governance structure, improved awareness regarding financial management and the key relationship with sportscotland; he expressed his thanks to the Staff team and the Board.</p>	All

	<p>AS asked if there had been any proposals on the relationship with BF: GDL noted that the had drafted a preliminary paper it was agreed that the paper would be circulated ahead of discussion at the next Board meeting.</p>	GDL
5	<p>sportscotland Update</p> <p>Other than considering an application to the COVID Support Fund, there had been communication with VB regarding the changes to COVID-19 guidance.</p> <p>BC reported that the sportscotland annual return had been issued to all governing bodies and there would be a workshop for staff to access should they require. The annual request for investment follows this process and would go ahead this year as normal.</p> <p>BCo confirmed that there had been discussions with VB regarding the COVID support fund. Scottish Fencing had submitted that up to £42,000 was what could be required by the organisation, with 60% of this being made up of an interest-free loan and 40% a grant. BC noted that there were various ways in which the loan could be repaid, including deductions from any future investment from sportscotland. BCo noted that it was not necessarily a “silver bullet”, but it could have an immediate effect on cashflow to support organisations. VB reported that work has been undertaken to get numbers for the COVID support fund sorted and that ideally some of the funding would be drawn down this year, so that there would be a positive year-end financial position, but that it may not be possible to meet this timescale. The fund would be open for 18 months through to the end of 2022. The request could be made now, even if did not all get drawn down.</p> <p>SA asked that, if the whole amount wasn’t drawn down, did that alter the percentages of what was loan and what was grant? BC confirmed that whatever sum was drawn down, 60% would be a loan and 40% a grant.</p> <p>VB explained that the initial guidance from sportscotland was that they didn’t expect the loan to begin being paid back within 24 months of receipt. So, if Scottish Fencing received it in December, it would probably be January 2023 before interest-free repayment would begin, and that there were a number of mechanisms by which it could be repaid. MS asked if there were any conditions on the way the loan was spent. It was confirmed that it would be up to Scottish Fencing to decide how to spend it, but protecting jobs and the organization would be a priority. It was also noted that, although £42,000 was asked for, Scottish Fencing didn’t need to spend the whole amount. The fund was there to support governing bodies in immediate hardship or forecasting hardship, ie a drop in membership, or the governing body was not able to do the work that it was doing currently, or planned to do. It was noted that there had been a 33% drop in Scottish Fencing membership so there would be a £12,000 hole in the finances straight away, and there may be further reductions in membership in the coming year. VB confirmed that that £42,000 was the right figure to start at, and there was a financial case to support this. Scottish Fencing was applying on the basis of it not being an immediate need, although it would be a tight year end, but it was what was required for the following three years to keep the governing body operating.</p> <p>This figure would maintain the staff team and planned outgoings and retain the capacity to start delivering the return to sport, keeping at the 2.5 FTE staffing. There was a discussion around staff roles, and it was felt that it was important that events started again in some form, as this would attract members back.</p>	

	<p>It was agreed that a final decision on the COVID Recovery fund would be made when the Finance Director was in attendance, as there had to be Board approval for the draw-down. HK confirmed that the Board had agreed to the application but there is no obligation to draw down from the fund and the Board would be required to make this decision and also have a clear idea about what would be done with the funding.</p>	
6	<p>Financial Review</p> <p>VB confirmed that there was £67,936 in cash across the Clydesdale Bank, PayPal and petty cash. Scottish Fencing had commitments of four times salary roll, £7,500 other costs plus rent.</p> <p>VB has contacted sportscotland regarding the rent as Scottish Archery wished to share the office, which would halve Scottish Fencing's liability. It was noted that the office had been inaccessible since March due to COVID. Payment from the COVID-19 Recovery fund was not required to meet payroll commitments ahead of the year end.</p>	
7	<p>AGM</p> <p>The AGM would take place virtually on 10 December; questions were being requested in advance. HK noted that it was theoretically possible to require a ballot during the course of the AGM. VB agreed to consider the best platform for hosting the AGM.</p>	VB
8	<p>AOCB</p> <p>a) <u>Independent Director</u> – SA confirmed that the replacement for Gail Prince would be sought in the New Year.</p> <p>b) <u>Sword of Merit</u> – GDL agreed to contact the family regarding possible renaming.</p>	
9.	<p>Calendar</p> <p>10 December – AGM</p>	