

**SCOTTISH FENCING LTD**Meeting of the BOARD of DIRECTORS of SCOTTISH FENCING LIMITED  
22 APRIL 2021 BY MICROSOFT TEAMS

Present	George Liston Sheila Anderson Paul Vaughan Adam Szymoszkowskyj Hugh Kernohan Mhairi McLaughlin Stan Stoodley	Chair (GDL) Director of Operations (SA) Director of Talent and Performance (PV) Director of Development (AS) Director of Governance (HK) Director (MMcL) President (SS)
In Attendance	Vincent Bryson Barry Cook Liz Anderson	Chief Executive Officer (VB) Sportscotland Partnership Manager (BCo) Minute Taker

	Item	Action
1	<p><b>Introduction</b></p> <p>1.1 <u>Welcome and Apologies for Absence</u></p> <p>Sheila Anderson (acting as interim chair) welcomed Stan Stoodley and Mhairi McLaughlin to their first meeting.</p> <p>Apologies were intimated on behalf of David Carson.</p> <p>Paul Vaughan joined the meeting at Agenda Item 3.</p> <p>1.2. <u>Declaration of conflicts of interest</u></p> <p>There were no new conflicts of interest declared.</p>	
2	<p><b>Minutes of Previous Meeting and Matters Arising</b></p> <p>2.1 <u>Review of Minutes of 17 March 2021</u></p> <p>The minutes of the meeting of 17 March 2021 were agreed.</p> <p>2.2. <u>Matters Arising from Minutes of 17 March 2021 but not on the Agenda.</u></p> <ul style="list-style-type: none"> <li>• KPMG are behind schedule due to staff changes and the result of the audit is still outstanding. BCo has raised the issue with them.</li> <li>• VB confirmed he has thanked the staff team</li> <li>• Dates for the two strategy evenings are agreed</li> <li>• The Board are still to decide which targets are within VB's remit and which sit with the Board</li> <li>• The Board agreed to ask Georgina Usher about getting a copy of the BF/SF agreement at the Board away day.</li> </ul>	
3	<p><b>Response to Governance proposal received</b></p> <p>The Board discussed the issues arising from an email from a member which firstly made serious charges against it, and secondly proposed specific actions on governance. The Board had two papers:</p>	

a draft response to the charges, proposed for publication, and an analysis and recommendations on the governance actions.

The three charges against the Board were that it had changed the relationship between President, Chair and Directors, had given the Chair effective power to control the Board and the other Directors, and had acting without openness and integrity.

HK presented the proposed response, arguing that the charges should be publicly rebutted because they were both serious and wrong, even if they had been presented privately.

SS explained that he had written his statement for the Presidential election with sight of a description of the role which was quite different to that in the articles or the now-published job description, but he was unable to find the document again despite having searched for it extensively. HK and SA said that they too had searched for such a document but could find no trace of any role description, either in the Board's minutes or other SF documents or on the internet, except for the one sentence in the current Articles of Association (which is what was published in the call for nominations, election notice and ballot paper).

The Board agreed that since 2015 SF had been run by the Board and not by either the President or the Chair. It was SF's decision-making body and no Director was superior to any other. The Chair's duties did not give them any power to instruct other Directors. Thus, as no changes had been made and as all actions had been entirely within the Articles and bye-laws all three charges were without substance.

The Board agreed the proposed response but decided not to publish it immediately on the grounds that it had no evidence that any significant numbers of members shared the author's misconceptions, and that a public announcement would give the allegations a profile they did not merit. It agreed to attach the response to these minutes as an annex, thereby making it available to the membership once the minutes are published.

The Board then considered the specific proposals on governance. It accepts the fundamental principle that it should be well balanced and that no one individual or group should have unfettered powers of decision making or dominate the Board. It is confident that is the case.

It agreed to:

- consolidate the description of portfolios, the general description of the director role and the directors' code of conduct into a single document which would serve to document clearly directors' roles and responsibilities, and which would be published once the portfolios were revised,
- publish an expanded version of the existing statement of the Board's roles and responsibilities,
- revise and expand the existing but unapproved policy for Board appraisal and include Board training in it,

HK

HK

SA/  
HK

The Board did not agree that it should consult the membership before any policy change, because that would both be impracticable and an unreasonable constraint on its freedom of action, but it did agree it would always consider the option on major issues which bear directly on the membership. The likely consultation on possible revisions to the Articles should include the opportunity to raise any lessons from the recent election process.

HK

It agreed that HK should reply to the e-mail's author on these specific proposals.

HK

	SA thanked HK for his paper as it was a considerable amount of work.	
4.	<p><b>Appointment of Chair of the Company</b></p> <p>SA explained that the Chair is appointed for the same length of term as their appointment as director.</p> <p>It was agreed that GDL would continue as Chair.</p> <p>SA recommended the Board consider succession planning for the role of Chair. BCo suggested the Board consider a vice-chair position although this may require a change to the Articles of Association.</p>	
5	<p><b>Reports</b></p> <p>1. <u>Interim Chair (incl. election, induction)</u></p> <p>A large volume of information was given to both the new directors in their induction. SA suggested that if SS or MMcL had any questions at any time to please ask either the staff and or another Board member. All are willing to help as needed.</p> <p>GLD thanked those who had developed the induction programme and to those who delivered the sessions.</p> <p>HK asked the Board to formally acknowledge the assistance of Ann Urquhart in the role of elections officer. She did an excellent job. In addition the subsequent report on the election shows the process worked well for very little expense.</p> <p>2. <u>Board Portfolios</u></p> <p>SA handed the Chair back to GDL.</p> <p>SA presented her paper on portfolios. The paper listed the portfolios the Board has worked with for the last two years. The paper asked existing and new Directors what portfolios were needed and which ones they feel they can contribute most to.</p> <p>SA asked if anyone wished to look after a different portfolio; no-one expressed a desire to change.</p> <p>MMcL noted an interest in taking on the Equalities and Diversity portfolio. In future the Board could expand this portfolio to include Changing Lives.</p> <p>With regard to the Safeguarding portfolio VB spoke about how this area of work is expanding and growing in complexity. It was suggested the Board have a director with a high level of expertise to manage this portfolio. The Board agreed that a director needs to be responsible for safeguarding but that the expertise can be held out with the Board. BCo added that the Board could have an external organisation support a Director who takes on the Safeguarding remit. The Safeguarding Lead Officer is welcome to join meetings to discuss any issues arising as and when they or the Board think this is necessary.</p>	<p>SS/ MMcL</p> <p>MMcL</p>

GDL and PV both offered to take on the Safeguarding portfolio. Although the Board didn't make a final decision it was felt that because PV attends youth competitions he is more accessible to members. And for that reason perhaps it would be more fitting for him to take on this portfolio.

The gaps in the portfolios was discussed. There is no director overseeing events, coach and workforce education and volunteers.

It was highlighted that referees and event organisers both have working groups.

It was suggested that the Commercial portfolio is broadened to include fundraising; perhaps Income Generation could be the focus for this portfolio.

AS agreed to discuss the updates around CIMPSA with SS outwith the meeting.

AS/SS

It was agreed that MMcL would have the "equalities@" email and SS "president@"

VB

The Board agreed to revisit this subject after the two Strategy evenings.

### 3 CEO

VB covered some highlights from his report

- SF had a small uptick in membership
- BF have appointed Dusty Miller to Head of People and Culture
- Cash at bank 62.5k and 4k in Paypal. DWC's forecast looks more than double what we expected this time last year.
- Thanks to HK and Ann Urquhart for all their hard work in the election.
- 2022 CFC sessions were well attended and were well received.
- Lease agreement is agreed. The Office is now shared with Scottish Archery and the rent halved. VB added that it is unlikely the staff team will return to working in the office until the country reaches Level 0.
- The meeting with CIMPSA was positive but there is now a realisation of the amount of work required. VB will discuss further either offline or at next Board meeting.
- Changing Lives session is this evening
- Metal pistes and memorandum of understanding are with Forth Valley
- BF is keen to establish a safeguarding group with a Scottish representative
- VB to agree **sportscotland** targets with BCo

SS asked about selection for CFC as he's had enquiries from members. PV covered this later in the meeting.

SA asked BCr to record this evenings Changing Live's session so other directors can listen to the recording later.

It was agreed that the decision around whether to hold the Scottish Open can wait until there is a better understanding of how infection rates are affected by the easing of restrictions and the roll out of the vaccination programme. By then **sportscotland** will have

	<p>issued guidance around events and competitions (sportscotland are currently working on these).</p> <p>However to help the other nations plan it was agreed that VB discuss the 5 Nations at the 5 nations representative meeting later in April. VB is to take options such as holding the event early 2022 for example and to find out what the other nations think about holding the event in 2021 or delaying to 2022.</p>	<b>VB</b>
6	<p><b>Priority Areas</b></p> <p>1. Lockdown Activity</p> <p>Return to Sport Guidance effective 16 April was published last week. SF will publish the next update, effective 26 April, as soon as possible.</p>	
7	<p><b>Sportscotland update</b></p> <p>Return to Sport and Physical Activity Guidance is updated and was issued to SGBs today.</p> <p>BCo added that <b>sportscotland</b> recognises these are frustrating times for indoor contact sports. <b>sportscotland</b> requested indoor contact sport restart at Level 1 but their case was rejected. VB confirmed he has also raised this with Stewart Harris. <b>sportscotland</b> is actively campaigning for fencing and other contact sports.</p> <p>PV commented that other sectors as well as sport would welcome Public Health Scotland's justifications or reasonings on why activities allowed in England are restricted in Scotland.</p> <p>BCo reported that the panel for the 2021-22 Investment was held last week. He has some minor details to discuss with VB. It is hoped letters will be out next week with first payment following shortly after letters are signed.</p> <p>VB confirmed that the covid recovery fund is still open so there is still time if SF decides to apply.</p> <p>BCo stated there is a recognition that Sport for Life, equalities and inclusion is the foundation of <b>sportscotland</b> strategy however now is the time for action from all of the sporting sector. He added that with a new government comes new priorities and this is a time of opportunity for organisations looking to work in these areas.</p> <p>GDL added that for many SF members the focus is around training and competition so a shift of focus to the public health agenda will be a change.</p>	
8	<p><b>Financial review</b></p> <p>VB summarised DWC's paper. GDL added that despite the financial position being positive, SF still needs to find ways to increase income in the long term.</p>	
9	<p><b>Record of Decisions made Outside a Board meeting</b></p>	

	<p>1. <u>Levels guidance updated</u></p> <p>Return to Sport Guidance effective 16 April was published last week. SF will publish the next update, effective 26 April, as soon as possible.</p>	
10	<p>Submitted papers and areas for discussion</p> <p>1. <u>sportscotland targets 2021-22</u></p> <p>BCo clarified that these are SF's targets which sportscotland invest in. VB agreed to share these prior to the strategy days to aid discussion.</p> <p>2. <u>Board Away Day agenda</u></p> <p>SA presented her paper on the Board Away day agenda.</p> <p>SA suggested six topics for the first two sessions and two topics for a future date. It was agreed to hold the "Performing as a Board" session at a later date to allow the newly appointed Board members to gain some experience. SA will revise the timetable to include the 7 other topics.</p> <p>AS suggested creating a coaching group to have a conversation on coach education to then come to the Board session on 5 May with more background.</p> <p>Last year between formal meetings the Board had a one hour update catch up. SA suggested the Board could use a similar format to take forward the actions and discussions from the strategy sessions, discussing one topic at each meeting in depth.</p> <p>3. <u>Performance – Commonwealth Preparation</u></p> <p>PV shared the presentation given to the prospective staff and athletes who attended the 2022 CFC sessions. For the Board's information he added project timelines and risks to consider.</p> <p>The aim is to publish a draft selection process before the summer, get feedback and then publicise the final process by late summer. Building the values and ethos of the team is another piece of work which SF can start soon.</p> <p>PV added that as a Board there are questions around what the aims and objectives of CFC are. Can SF use this event to develop coaches, expand the Pathways programme and so on.</p> <p>PV added that we need a project team and perhaps someone with project management experience to keep this on track.</p> <p>The Board discussed the role and importance of having individual coaches at CFC alongside the Team coaches and what each could be responsible for. Whether individual coaches can attend will depend on what rules the organisers set around coach accreditation.</p> <p>4 <u>Independent and Additional Directors</u></p>	<p><b>VB</b></p> <p><b>SA</b></p>

	<p>HK presented his paper around recruiting additional Directors to the Board. There is an opportunity to recruit an additional director and an independent director. HK talked about gender balance, skill sets and the make up of the Board.</p> <p>The Board agreed HK's recommendation to recruit an Additional Director through the same open competition as for the Independent Director. The Board will identify a range of skills for each vacancy and ask people to apply.</p> <p>HK and SA will develop a job advert and create a timescale for recruitment.</p>	
<p><b>11</b></p>	<p><b>Any other business</b></p> <p>1     <u>Board Meetings</u></p> <p>Next Board meeting: 19 May 6pm</p> <p>Strategy Away days: 27 April 5pm 5 May 5pm</p> <p>The meeting closed at 9.15pm</p>	