

**SCOTTISH FENCING LTD**

Meeting of the BOARD of DIRECTORS of SCOTTISH FENCING LIMITED  
 17 MARCH 2021 BY MICROSOFT TEAMS

Present	George Liston	Chair (GDL)
	Sheila Anderson	Director of Operations (SA)
	Ross Morrison	Director of Safeguarding (RM)
	Paul Vaughan	Director of Talent and Performance (PV)
	Adam Szymoszowskyj	Director of Development (AS)
	Hugh Kernohan	Director of Governance (HK)
In Attendance	Morven Shaw	Commercial Director (MS)
	Martyn Foley	Director of Events (MF)
	Vincent Bryson	Chief Executive Officer (VB)
	Barry Cook	Sportscotland Partnership Manager (BCo)
	Jacqui Dunlop	Minute Taker

	Item	Action
1	<p><b>Introduction</b></p> <p>1.1 <u>Welcome and Apologies for Absence</u></p> <p>The Chair welcomed everyone to the meeting. Apologies were intimated on behalf of David Carson.</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 11 February 2021</u></p> <p>The minutes of the meeting of 11 February 2021 were agreed.</p> <p>2.2. <u>Matters Arising from Minutes of 11 February 2021 but not on the Agenda.</u></p> <p>There were no matters arising from the previous minutes.</p>	
3	<p><b>Chair's Report</b></p> <p>The Chair noted that it was anticipated that there would be an increasing volume of work for the staff team as COVID restrictions began to ease and asked that he be advised if there was support required from the Board. There was also medium-term planning required, for the Senior Five-nations' Match and selection for potentially two distinct Commonwealth Championships (Senior/Veteran and Cadet/Junior), but it was premature to start now as the route map for easing restrictions across the UK would need to be confirmed.</p> <p><b>CEO Flash Report</b></p> <p>VB circulated the CEO Flash report. The one-month summary was noted as:</p>	

- Home working remains *status quo*.
- Level 4 enhanced would continue into March, all primary schools returning March 15th.
- CEO continued to chair Executive Forum.
- SF Membership Number was 552 (25 fewer than Feb 2021).
- Performance Group met 12/3/21.
- SF 12-month tracker submission completed and sent to sportscotland.
- PM continued effective working with British Fencing.
- Staff issued with continuation of employment letters.
- 2021 Senior Five-nations' Match was Scotland's responsibility to organise.
- Cash at Bank (From Xero/Paypal) 13/3/21 c.£67K (this did NOT include any successful sportscotland grant but did include payment from BF).

VB noted that when the reintroduction of levels came into force adult indoor contact sport, including Fencing, would be able to re-start, although the CEO Forum was working with the Scottish Government to try to include it at Level 1, rather than Level 0, which would mean it starting a few weeks earlier. Also, 13-17 year olds could return outdoors soon and some clubs may be able to take advantage of this due to improvements in the weather. If there was a slippage in the vaccination rollout this may mean a delay in the lifting of restrictions.

BC noted that things moved quickly with the previous announcement and noted that sportscotland did not have advance notice of what the First Minister would say; following each announcement, the preparation of new guidance began, which was then given to governing bodies, and there was then a 24-hour turnaround for governing bodies to get the information out to their members. Sportscotland did not envisage as much work going forward as the guidance for each level of restrictions had already been developed, and planning could now start using the indicative dates. For Fencing, this would mean reverting to the version of the Guidance published in October.

Thanks were expressed to BCo and his sportscotland colleagues.

There had been good social media traction, especially around the British Fencing announcement, and VB had provided the statistics for this.

VB noted that the results of the Audit were still due and BCo agreed to follow up.

VB reported that £49,000 was the projection for the year-end for 2021; this gave 6 months' payroll and five months' operating costs.

The key activities for the next few months were noted as:

- Holding two information sessions for Commonwealth Athletes and coaches (separately).
- Agreeing targets with sportscotland for 2021/22.
- Receiving results from COVID grant application (not yet submitted).
- Building Pathway budget and training plan (evolving).

BCo

#### 4. **Board Review: Self-Appraisal**

SA thanked everyone for completing the appraisals and provided a summary of the findings. She noted that when areas of improvement from the Board were considered, process and clarity were the prominent themes. SA suggested that the themes raised by the self-appraisal should be the basis for part of another Away Day. It was agreed that this would be useful, and timely once the

<p>new Directors were in post. Coaching and Changing Lives were also topics for consideration, along with a review of Directors' portfolios.</p> <p>A list of achievements within each portfolio was discussed; it was noted that it would be useful for new Directors to understand what goes on within each of the portfolios.</p> <p>Directors' contributions to the Board were considered and it was noted that a positive and inclusive atmosphere was maintained at Board meetings.</p> <p>Support to and from the Staff Team was also highlighted and VB agreed to share this information with the Staff team.</p> <p>It was suggested that MF who was standing down from the Board may like to do a reflection on what it was like to be a Board member.</p> <p>GDL noted that the Changing Lives agenda may require a reconsideration of the Board composition as most Directors are from fencing clubs, whose members may not see this as a priority; however, over the next 2-3 years at least it would be a high priority as it aligns with the public health agenda. HK reported that he would be happy to identify any required amendments to the Articles and, although this would be an elaborate exercise which would involve consultation with members, it would ensure that the Board composition reflected its task. The current Articles did not allow enough flexibility to choose directors with the skills that were needed on the Board. The Board can't keep getting bigger so, in order to add eg another Independent Director, there would be the need to reduce the number of elected directors. There was no quick fix and the membership would have to vote to amend the Articles, but HK noted that he could see a pathway which could take Scottish Fencing to a different, slightly better and tidier set of rules and regulations.</p> <p>BCo complimented the Board on doing a 360 honest evaluation of themselves and looking at the organisation and seeing how it could improve.</p> <p>PV felt that it had been a useful exercise to do and agreed that it could form the core of an Away Day. He noted that the link between the Changing Lives agenda and the work of sportscotland and public health was picking up and addressing inequalities would be important, but it should not be tokenistic, and it should be everyone's role with clear leadership.</p> <p>RM noted that it was possible within the Articles to appoint committees, so without generating more Directors work could still get done.</p>	<p>VB</p>
<p>It was agreed that a Board Away Day would be held and GDL, SA and VB agreed to liaise to set a date.</p> <p>SA shared a presentation on the CEO Objectives and Targets for 2021/22 following his recent appraisal. Discussion of the targets noted that some of them may be targets for the Board and not for the CEO; there needed to be clarity around this.</p>	<p>GDL/SA/VB</p>
<p>PV noted that these targets were useful and queried if they were over and above the current strategy as, for an example, the West Area Development was not included although it was a strategic objective. It was agreed that there would be a discussion with GDL, SA and VB regarding the targets and how they fitted into the overall strategy.</p> <p>VB noted that obtaining sportscotland's target should be added to the CEO's objective as it was important to follow through on these.</p>	<p>GDL/VB/SA</p>

	<p>AS and MS agreed to submit their appraisals so that they could be included in the information provided to the new directors.</p> <p>GDL thanked SA for the presentation and noted that it would be good starting point for the Away Day.</p>	AS/MS
5	<p><b>sportscotland Update</b></p> <p>BCo updated the Board that the investment targets would be different this year. Previously, the investment targets had been quantitative and the previous year's targets had been more about keeping governing bodies afloat and sports alive. This year, the targets would be fairly qualitative and more general. VB had circulated the first draft of the investment tracker to the Board.</p> <p>VB noted that the Changing Lives and equalities agenda would be the sportscotland priorities.</p> <p>BCo reported that the normal review cycles for governing bodies had changed and information about this would be provided. GDL noted that the Board was committed to maintaining an appropriate level of behaviour and appreciated any level of flexibility.</p> <p>BCo noted that the Scottish Fencing Board had elections coming up and any changes within Boards brought an element of risk. GDL explained that there had been a four-year development through the Board and the current Board had invested a lot, personally and professionally. HK noted that there was a well-defined plan for induction for new Board members and that the appointment of Directors did not change the strategy of the Board.</p>	
6	<p><b>Record of Decision Made Outside a Board Meeting</b></p> <p>The Updated Level 4 Guidance (Version 14) had been approved and issued on 12 March 2021.</p> <p>The undernoted policies and procedures had been Approved:</p> <ul style="list-style-type: none"> <li>• Code of Conduct – General.</li> <li>• Performance Review Policy and Procedures.</li> <li>• Performance Review Pack.</li> <li>• Board Director – Without Portfolio.</li> <li>• Discipline and Grievance Procedures.</li> <li>• Self-appraisal – Board.</li> <li>• Scottish Fencing Making Referrals Policy.</li> <li>• Scottish Fencing Secure Handling of Disclosures of Information Policy.</li> <li>• Scottish Fencing Barred and Under Consideration Policy.</li> </ul> <p>Board Director – Finance: this document had been revised slightly with input from the Finance Director and this has been recirculated for Directors to read. It was agreed that these would be approved by email.</p> <p>The Anti-corruption and Whistleblowing policies would need substantial revision as they pre-dated the writing of the Articles: these revisions would be done in due course. VB noted that for the previous two KPMG audits Scottish Fencing referred to British Fencing for these policies.</p> <p>HK reported that the Articles were explicit that the roles of Chair of the Company and President were different and the Job Descriptions had been written to reflect this, with the Chair being</p>	

	<p>responsible for the Board running properly and the President being an outward-facing role. HK was comfortable that they were sound</p> <p>HK had also rewritten the “Code of Conduct – Director”, noting that this was a rationalisation of a variety of codes of conduct and linked to the source document in sportscotland’s own governance framework. He explained that, by accepting the Code of Conduct and approving it the Board agreed to abide by it.</p> <p>The Board agreed unanimously to approve the “Code of Conduct – Directors”, “Chair Job Description” and “President Job Description”.</p> <p>A letter to new Directors had also been produced and it was agreed that this would be published on the website so that everyone could read it. It was noted that the Board would elect a new Chair at the first Board meeting following the Election. GDL would cease to be Chair on 18 March. It was noted that there was no business which required a Chair ahead of the next Board meeting. HK proposed that, at the Board meeting on 22 April SA took on the role of Chair in order for the appointment of the Chair of the Company to take place and this was agreed.</p>	
8	<p><b>AOCB</b></p> <p>a) <b>Directors</b> GDL noted that this was the last Board meeting for Martyn Foley and Morven Shaw and thanks were expressed to them both for their contribution to Scottish Fencing. It was hoped that outgoing Board members would return to help with the induction process and HK confirmed there was nothing in the Articles which prevented this.</p> <p>Ross Morrison noted that, should he not be re-elected as a Director, he was also the Safeguarding Officer. HK confirmed that this was a Board-appointed role, and it was retained until either the Board terminated the appointment or the post-holder resigned.</p> <p>b) <b>Finance</b> In David Carson’s absence, VB updated the Board. Projections for the current year indicated that there would be £60K at year end, with a working total of £50K. The trend in finances was encouraging, with the deficit per year reducing to £5K from £10K. If the sportscotland funding remained at the current level, the finances would be fine at the year end. Over 2022/23, Scottish Fencing needed to resolve the recurring cash deficit of £5K. The COVID grant, if successful, should offset membership losses in year. David Carson would be happy to take any questions on the finances by email.</p> <p>c) <b>Commercial Committee</b> SA noted that the Commercial Committee (GDL, AS, SA) needed to speak to BF about the membership fees agreement, as it had been approximately five years since it was last considered.</p> <p>VB agreed to contact British Fencing for a copy of the Agreement.</p> <p>d) <b>British Fencing</b> VB noted that British Fencing offered an observer position to a representative from Scottish Fencing at their Board meetings. VB noted that he would be happy to attend but would need Board approval for this. It was agreed that the new Board would discuss who should represent Scottish Fencing.</p> <p>BCo noted that he would be happy to be involved in any discussion as he has worked with other governing bodies who have British bodies.</p>	<p>GDL/AS/SA</p> <p>VB</p>

9.	<b>Board Meeting Calendar</b>  22 April 2021 19 May 2021 17 June 2021 14 July 2021 19 August 2021 15 September 2021 21 October 2021 24 November 2021	
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