

**SCOTTISH FENCING LTD**

Meeting of the BOARD of DIRECTORS of SCOTTISH FENCING LIMITED

24 January 2018

Present	Sheila Anderson	Director HR/Equality (SA)
	David Carson	Finance Director (DWC)
	Martyn Foley	Director Events (MF)
	Hugh Kernohan	Director Governance/Performance (HK) via conference call
	George Liston	President/Chair (GDL)
	Ross Morrison	Director, Safeguarding/Development (RM)
	Gail Prince	Director, Events/Communication (GP)
	William Steele	Director, Selection Manager (BS)
Apologies	Jennifer Griffin	sportscotland Partnership Manager (JG)
In Attendance	Liz Anderson	Administrator (LA)
	Vincent Bryson	Chief Operating Officer

Minutes

	Item	Action
1	<p>Introduction</p> <p>1. Welcome, apologies for absence</p> <p>Apologies were received from Jennifer Griffin, sportscotland Partnership Manager.</p> <p>2. Declaration of conflicts of interest</p> <p>There were no new conflicts of interested declared.</p>	
2	<p>Minutes of Previous Meeting and Matters Arising</p> <p>2.1 Review of minutes for accuracy</p> <p>Minutes were agreed as an accurate record of the meeting</p> <p>2.2 Matters arising: review of Action List (under Agenda Items where applicable)</p> <p>The action list will be updated outwith the meeting.</p>	LA
3	<p>Chair's Report</p> <p>sportScotland had offered to facilitate strategy sessions; Board could look to having a day session or a couple of shorter sessions. The Board has the option to look at a strategy covering a period of a minimum of six years.</p> <p>SF submitted vote to accept England Fencing's bid to host the 2018 Cadet and Junior Commonwealth Fencing Championships (C&JCFC).</p>	
4	<p>sportscotland Relationship</p> <p>VB reported that SF would not receive notice of our investment until early March. With regard to recruiting the Development role, JG/VB would meet by the end of January.</p>	

5	<p>Record of Decisions made Outside a Board Meeting</p> <p>The Board agreed to PSL as Kit Supplier. VB to re-send link.</p>	VB
6	<p>Chief Operating Officer's Report</p> <p>1. Review of KPIs (includes "Increasing Membership" and "Inclusion" "Club Affiliation", "Accreditation" – Development Workforce)</p> <p>Membership was 929.</p> <p>West Lothian Fencing Club were advertising beginners' classes. Membership numbers gained from "plastic" fencing courses were not being sustained and SF needed to develop more sustainable membership in the future.</p> <p>Currently 42 out of 77 coaches were on the BF coaches' register. SF needed to consider the gaps and address them.</p> <p>SF coaches were committing, on average, 2 hours per month which was not high. It could be argued that the investment in coach education was not greatly benefiting the sport.</p> <p>In future SF should put resources to target areas where there was a lack of coaching resources.</p> <p>2. Grant Applications and Awards</p> <p>SF had awarded Swordmark "super club" status to two clubs, with other clubs in the pipeline likely to be prepared for accreditation early next year, including Dunblane and West Fife.</p> <p>Talent review was underway with Pam Scott.</p> <p>There were seven grants awarded for a total of £5,320.</p> <p>VB thanked the directors involved in submitting the return to sportscotland. Management information was now far more robust.</p> <p>Jennifer Sancroft achieved level three referee and was now able to qualify referees.</p> <p>3. Delivery of Development Plan</p> <p>VB reported that there was a new competition twitter feed which would feature "hit-by-hit" action when live.</p> <p>AGM prep would start following this meeting.</p> <p>VB to name three coaches who were unqualified.</p> <p>4. Staff Matters and Scenarios</p> <p>Chief Operating Officer (COO)</p> <p>The Board discussed the COO role and the upcoming potential increase in workload due to the development of the new strategy.</p>	VB

	<p>SF needed to plan how it was going to develop the strategy and then to decide what resources were required.</p> <p>SA to identify options.</p> <p>Club Development Manager (CDM)</p> <p>It was agreed to proceed with the plan to recruit the CDM, potentially making an offer in mid-March but to make it clear in interviews this offer is dependent on funding.</p> <p>SA recommended that the salary range was broadened.</p>	<p>SA</p> <p>VB</p>
<p>7</p>	<p>Enhancing Governance</p> <p>1. Board Composition (amendment of Articles of Association)</p> <p>HK to check articles on SharePoint.</p> <p>HK discussed the option of updating the Articles of Association.</p> <p>It was agreed:</p> <ul style="list-style-type: none"> • there was one director vacancy to fill at the 2018 AGM following Mike O'Donnell's resignation • there was no need to amend the articles to change CEO to COO as this was covered by the current articles • to ask sportscotland's expert resource to review the current SF articles to determine how robust they were • consider amending articles to increase the number of independent directors so that the Board can recruit directors with skills that can add to those of elected directors • to look at recruiting an independent director with protected characteristics within the year <p>The Board were to keep in mind sportscotland's targets for Board composition. To amend the articles once, to increase independent directors and if necessary to strengthen the articles at the same time.</p> <p>It was suggested that the Board needed to look at becoming more strategic by addressing how the organisation operates; what does SF aimed to deliver and how.</p> <p>HK added that SF needed to address the by-laws as the Board ought to include arrangements for ballots: a Returning Officer was referred to in articles for example. Other items the Board needed to address were a Sports Betting by-law and a Directors' code of conduct.</p> <p>GP would share her version of a directors' code of conduct.</p> <p>GDL thanked HK.</p> <p>7.2 Risk Register.</p> <p>VB has to add some risks to the risk register (including business continuity planning).</p>	<p>HK</p> <p>HK</p> <p>GP</p> <p>VB</p>

	<p>7.3 Annual Report</p> <p>AGM date was 24 February: it was agreed to hold this at 10am in Caledonia House and to invite winners of awards in advance.</p> <p>The Board discussed what to report at the AGM and who should make presentations.</p> <p>It was agreed to create a banner for swordmark clubs and to invite these clubs to the AGM.</p> <p>VB confirmed that AP would attend.</p> <p>BS to find out if SF can hold AGM at YDS.</p>	<p>LA</p> <p>VB/LA</p> <p>BS</p>
	<p>Priority Areas</p> <ol style="list-style-type: none"> 1. Communication (what is happening in Dec, Jan; what happened in Nov) <p>GP reported that the Communications strategy was proposed and agreed. SJ was in post and taking on projects on the topics of the “year of young people” and “girl that fences”. Both were progressing well.</p> <ol style="list-style-type: none"> 2. Safeguarding <p>Toolkit had arrived. SF would work to complete by this by the end of March.</p> <ol style="list-style-type: none"> 3. Board Self-appraisal <p>SA would drive progress on this.</p> <ol style="list-style-type: none"> 4. Local and Regional Engagement (GB Cup) <p>GDL reported that information was sent to key individuals.</p> <ol style="list-style-type: none"> 5. Events (U15 Qualification Events, Scottish Open 2018; Scottish Novices (2019?)) <p>BS reported that 2018 CW is on track.</p> <p>MF hoped to confirm 2018 SO dates the following week. MF was requested to put together an outline plan and budget.</p> <ol style="list-style-type: none"> 6. Coaches (Utilisation, Education, Registration) <p>GDL requested figures on the coaching budget so that SF could look at investing surpluses (if there were any).</p> <ol style="list-style-type: none"> 7. Referees (Development) <p>BS reported that we were inviting the two junior referees to CW. SA added that the Scottish Veteran Fencers were inviting them to referee at the Veterans' Home-nations' Match.</p> <ol style="list-style-type: none"> 8. Talent Development and Selection <p>The positions of Lead Coach and Team Manager were discussed as was who would plan squad training. It was also discussed whether squad training could be self-funded and</p>	<p>MF</p> <p>LA</p>

	<p>participants pay. VB added that he had received a note of interest from an individual for coaching at CFC and CJCFC.</p> <p>9. Finance</p> <p>DWC reported that SF had made investments in IT, furniture and staffing. A £27k deficit for the year to date was anticipated, but this was before the final quarter sportscotland payment and membership income were accounted for. As this represented a loss for the year, SF should be able to benefit from a more favourable tax position than the previous year.</p> <p>Board would review annual budgets once investment had been agreed.</p> <p>SA asked who the Scottish Veterans could ask for support for hosting the quad this year.</p> <p>VB added that he has received requests from individuals for performance funding. The Board agreed that, without performance funding, such requests could not be supported; VB to reply.</p>	
	<p>Calendar</p> <ol style="list-style-type: none"> 1. Board Meetings <p>Next Board meeting:</p> <ul style="list-style-type: none"> • 15 March 2018 • 18 April 2018 <ol style="list-style-type: none"> 2. AGM 3. Strategic Planning Workshop (after AGM, facilitated by sportscotland) 	