

## Board Meeting – Approved Minutes

5pm Thurs 5<sup>th</sup> May 2022 – AK Bell Library Perth and online via Zoom

**Directors:** Brian Shackleton (President & Chair); Nigel Clark; Jo Dytych; Lucy Fraser; Ron Neville; Ilona Turnbull; Hazel Meehan; Dominic Hall; Alistair Todd

**CEO & Company Secretary:** Stuart Younie.

**Observers:** Megan Griffiths (sportscotland); Andrew Walker

### 1.0 Welcome and Apologies

BS welcomed everyone to the first face to face meeting of the board since the outbreak of Covid 19. Apologies were received from.

- Dom Hall
- Nigel Clark
- Ilona Turnbull
- Hazel Mehan - Joined online
- Alistair Todd – Joined online

### 2.0 Declaration of Interests

BS welcomed AW who was attending as an observer subject to co-option onto the board as the Director for Member Services and Communication. No other declarations of interest were noted.

### 3.0 Draft Minutes of the Full Board meeting of 2<sup>nd</sup> February 2022

The minutes of the meeting on the 2<sup>nd</sup> Feb were approved.

### 4.0 Actions and matters arising not tabled elsewhere in the agenda

- AT confirmed that information regarding access to Fionn Bheinn had been sent directly to the Access Officer at The Highland Council.
- No further feedback had been received on the operational report which was tabled under Item 6.1
- Insurance Working group TOR – Membership of group and draft Terms of Reference would be dealt with under item 7.2.2 on the agenda.
- SY had been asked to look into the personal liability of voluntary directors in relation to insurance and company structure and reported as follows:

- It was confirmed that under the current combined liability policy cover is provided for Directors and Officers of up to £10million. Limits of £250k apply to cost of legal defence and bail in any one insurance period.
- In both a company limited by shares and one limited by guarantee, the people running the company (the directors) will only incur any personal liability for the company's debts if they have been guilty of some wrongdoing, such as wrongful or fraudulent trading.

## 5.0 Call for AOCB

- **RN** – Tabled a proposal to become a full member of the Scottish Rewilding Alliance with an annual cost of £750 and also to become a supporter of Protect our Winters and commit to the POW Pledge at a cost of £360.
- **BS** – Consideration was being given to hosting a Winter Climbing meet in 2023 and AT/ SY were asked to provide an update at the end of the meeting.

## 6.0 Operational report

SY reported that staff health and wellbeing was continuing to be a consideration and was requiring ongoing support and supervision. JA and DL had recently indicated that after 16 years with Mountaineering Scotland they were looking to finish working this summer and the recruitment of staff to replace them was business critical. Work was already underway to review job descriptions and the staffing model to create additional capacity in the team and it was likely this would present an additional pressure on the budget.

BS suggested engaging with IT in the recruitment process as Director with HR responsibilities and SY confirmed he would do this and also involve AW and HM given their portfolio responsibilities. JD also offered to assist in the recruitment process and MG offered to share examples of the approach other sports governing bodies had taken to similar roles. The age profile of the current staff was also noted with two additional long serving members of staff coming up to retirement age in the next 2 years. SY was also pleased to report that following the review of Mountain Safety Ross Cadie had started as Senior Mountain Safety Advisor on the 1<sup>st</sup> May and he had been through his initial induction.

The first draft of the new Outdoor Scotland Tourism Strategy had been disappointing, and despite engaging with governing bodies in the consultation process there was no mention of their role in the document. The launch of the document had been delayed following the feedback on the draft and a working group set up to review the strategy.

SY went on to report that membership was continuing to perform well finishing the year on 15,603 up 11.5% from April 2021. The migration to the new “Just Go” Platform had also been a success and thanks we noted from JD to JA and HG for all their work on the project.

Engagement in club month has been slow perhaps due the clubs now getting back to organising activities and a club call was scheduled to take place on the 10<sup>th</sup> May. Sofa to Summit has had a soft relaunch and the team were considering some communications based on the “Leave no trace” theme after recent activity on social media including a vegan activist leaving painted rocks on Munro summits and the controversial route marking of the Kings Highland ultra-event on Arran.

SY was pleased to report that the May edition of Scottish Mountaineer was moving to a paper wrap and at this point advertising revenue was holding up well in comparison to the Feb edition. Although all of the planned winter safety programme had been delivered there had been a higher level of cancellations than usual due to Covid. Several access issues were highlighted including Strathfarrar, Lenachan Forest (foot access to Anoch Mor), Salisbury Crags, Reiff, Dalwhinnie and Glenborrowdale. Full details had been included in the operational report. RN added that these long running cases were time consuming and there was a need to ensure that members were informed and also invited to be involved where it may strengthen our position. SY added that Mountaineering Scotland had signed an open letter to the Transport Minister about Dalwhinnie and was also working in partnership with the Ramblers, Scotways and the Cockburn Society in relation to the Radical Road.

Following a run of windfarm applications and close scrutiny of the plans, three objections had been submitted details of which were included in the operational report. Finally, SY reported that he had attended the Scottish Youth Bouldering Competitions on Saturday and the event had been great success with competitors traveling from all over the UK to take part.

LF highlighted this as one of two flagship events in the calendar as part of the UK wide national series with 198 competitors attending of which 48 were Scottish and 53% overall were female. BS asked that congratulations and thanks were noted to the ClimbScotland team and the volunteer helpers for all the hard work that went into delivering the event. BS also noted the potential to learn from the approach being taken to harness the support of volunteers as something which could be developed across other activities Mountaineering Scotland is involved in.

### **6.1 Operational Plan – Update**

BS introduced the item and as the document was being tabled as a working draft Directors were not asked to approve the plan but to provide any feedback on the format and content to SY. SY added that the “Inspiring” pillar had only been partially completed to allow the new mountain safety team the opportunity to help shape that part of the plan. The inclusion of the targets and outcomes as they relate to the sportscotland investment agreement had also been built into the plan. This would in turn provide the basis for the operational reports to the board linking the activities and projects undertaken by staff back to the strategic plan outcomes.

LF had some suggestions that she would feedback to SY and noted the action to have Ministerial invites to attend key events and competitions however the timing was tight with the next major competition due to take place on the 4<sup>th</sup> June. MG advised that a good approach was to provide the Minister a list of events and activities up to a year in advance but as limited activity was taking place there may be the opportunity to secure a visit at short notice.

JD thought the new plan was brilliant and much more clearly aligned to the strategy with providing improved accountability and MG also echoed that and thought the format was really good. AW had a number of questions as a new director but these could be addressed in a separate conversation. AT thought there could be clearer reference to ski touring and hillwalking activity in the plan and he would pick this up separately with SY. Following discussion, it was agreed that it would be beneficial to include a separate spreadsheet / table to report on participation numbers and to have some way of comparing year on year performance so Directors can track progress.

**Action:** Any further comments or suggestions to be sent to SY before the next meeting.

## **7.0 Finance Report**

### **7.1 Treasurers Report – Management accounts for Q4 to 31<sup>st</sup> March 2022**

HM reported that the profit and loss account summary at year end showed a surplus of £38k as a result of continued membership growth, income from mountain safety courses and ClimbScotland which were all ahead of budget. Savings on staff costs and staff expenses alongside a reduction in office costs have also made a contribution to the end of year figures. HM highlighted the close control of expenditure and the huge effort on membership recruitment which has delivered the positive position this year.

BS asked HM to comment on the presentation of the reserves and HM explained the committed reserves reflect the funds required to meet organisational liabilities if the company was to wind up, including staff redundancy and contract commitments. This was down on last year due to changes in staff. The non- committed reserves relate to the balance of the assets held by the company. BS identified the impact of the insurance payments on the reserves and noted congratulations to all the staff on the end of year position.

MG questioned the overall level of reserves now held by the organisation and LF explained that the numbers included property owned by the company and the actual level of non-committed reserves held in cash was small. The presentation of the reserves had been discussed at the FAG meeting and it had been agreed to clarify the overall liquidity of the reserves and what was tied up in assets so this was clear to both directors and sportscotland.

**Action:** SY to ask DL to produce a summary of the reserves setting out the position as it relates to cash and capital held in assets against the commitments required in the reserves policy.

## **7.2 Approval of Budget 2022/23**

BS suggested that before approving the budget the board moved to discuss the position on staff remuneration under 7.2.1 then reverted to approve the budget. HM agreed with this approach and went on to highlight the current forecast for 2022/23 which was a deficit of circa £35k driven by a significant increase in expenditure resulting from the cost of insurance against the projected increase in membership income. SY added that the original draft budget was projecting an increased deficit of £42k with the target set by the FAG to reduce this to £35k and this was based on a worst-case scenario.

BS highlighted an element of uncertainty on the insurance costs for the last quarter of the year and HM identified other possible variances including staffing costs and membership income. The increased cost of the magazine was also noted. AT added that it was the final year of the three-year fixed membership subscription and a deficit had been anticipated in year 3. Any agreed increase in subscriptions would not take effect until 2023/24.

### **7.2.1 Staff remuneration**

SY left the meeting at this point.

HM highlighted that a 2% uplift in staff salaries had been included in the budget along with the associated-on costs and those staff who were due and incremental increase on their current scale. The FAG had made this recommendation given the increased cost of living and the board were asked to consider approving this proposal.

MG was asked to comment on the proposals and supported the recommendation as in line with what other SGBs were offering however it was a mixed picture across the other sports with some unable to offer any increases. MG asked if the 2% increase was over and above the increase in National Insurance contributions? HM confirmed the pay award would be consolidated. JD added that the team were performing well and considering the changes ahead it was important to retain staff given the uncertainty of the last two years and this was supported by other directors.

The recommendation on the pay award and the budget were approved.

SY re-joined the meeting.

**Action:** SY to check that the 2% uplift was in addition to the 1.5% increase in employers NI contributions and update the board.

### **7.2.2 Insurance working group**

BS introduced the item and explained it was a follow up from previous discussion about insurance at the FAG. SY added that the intention had been to set up a wider group to support himself and the team in reviewing the insurance arrangements. Comments and feedback were invited from directors on the draft terms of reference which had been circulated as well as any expressions of interest in joining the group. It was noted that AT, HM and LF had already volunteered to be involved in the group. BS also suggested involving representation from clubs on the group including one that was involved in indoor climbing and another from a mountaineering / ski touring background. The need to circulate recommendations prior to the next board meeting in Aug was also highlighted.

**Action:** SY to set up the working group to progress the review subject to feedback on the draft Terms of Reference.

## **8.0 Governance**

### **8.1 sportscotland investment application**

It was agreed to cover item 8.1 then revert to item 7.2.2. BS reported that the formal letter confirming the full amount of £244,300 investment from sportscotland had been received on Monday 25th April. Some additional conditions had been added to the agreement and BS asked MG to summarise these.

MG conformed that an agreement in principle was now in place for the next three years ( to coincide with the next Olympic Games) which would be reviewed on an annual basis. Three additional conditions had been added:

- Ensuring that the recommendations in the development audit had been completed.
- To work with the MSG to agree the operational priorities for the Mountain Safety Team.
- Capturing more detailed data on who is attending mountain safety courses including gender breakdown, SIMD 1 and 2 and ethnicity. There is no target set against this condition the request is to set up a system to capture this information with reports submitted in Sep and at year end.

BS confirmed that on receipt of the additional conditions a call had been set up with NC to discuss these in advance of the board meeting to clarify expectations. An additional standard clause had also been discussed relating to consulting on changes to staffing. Following this meeting the investment agreement had been approved.

**Action:** SY to circulate a copy of the sportscotland investment agreement to the board and Directors were encouraged to read the agreement to familiarise themselves with the conditions. Any questions to be sent to SY / MG?

AT asked if information was available on the level of funding awarded to different sports and if there was an award per member. MG confirm that funding was not linked to the number of members but membership information and the level of investment was available on the sportscotland website.

**Action:** MG to send a link to the relevant page on the sportscotland website.

Following a question from LF there was a general discussion about the EDI statistics held on the database and the difficulty with obtaining this type of information from existing members and particularly for many clubs who don't currently ask this level of information for new members.

BS suggested a 10 min comfort break and AT left the meeting at this point.

## **8.2 Approval of Strategic Framework 2022/25**

BS asked that Directors consider the formal approval of the strategic framework. Two minor changes were noted which included the reference to "climbing venues" in addition to "hills and mountains" and a strengthening of wording under first "Protecting" outcome relating to opposing inappropriate developments. This followed feedback from the online consultation.

The final document was approved.

**Action:** The document was to be shared on the website and consideration given to how it could be made more visible to members.

## **8.3 Mountain Safety**

### **8.3.1 Mountain Safety Trust**

BS explained that this issue had been raised by the MSG in relation to a trust which had been established several years ago but was now dormant. He referred to an email which had been circulated with the papers for the meeting outlining the background. There were two parts to the item, the consideration of whether there are any outstanding obligations to report to OSCAR, and whether the body should be retained or closed. The constitution of the trust and relationship with Mountaineering Scotland was unclear at this point and further investigation was required.

**Action:** To be delegated to BS and SY to follow up with the FAG and try to recover the original governance documentation of the trust before further action could be considered.

RN left the meeting

### **8.3.2 St Johns Student Programme – Winter report**

SY explained the background to the report and the partnership with St Johns Scotland who fund the delivery of the programme which was to be extended for a further two years. The report was noted and any questions were to be forwarded to SY.

### **8.4 UK Anti-Doping Framework – Compliance update**

SY confirmed that all the required information had been submitted by the deadline and following assessment there were some outstanding elements which needed to be addressed to become fully compliant. One of the main elements was for Mountaineering Scotland to formally adopt the UK Anti-Doping Rules and the details and recommendation had been set out in the report circulated to Directors in advance of the meeting. LF had completed all the necessary training and was happy with how accreditation was progressing. A general discussion on anti – doping followed which highlighted the support available from UKAD through the process, the information on their website and that this was an issue that would have little impact on members who were not involved in competitive climbing.

SY noted that the meeting was not quorate however IT had submitted written comments prior to the meeting and had confirmed her approval of the recommendation in the report and that would be considered adequate to agree to formally adopt the UK Anti-Doping Rules.

The report was approved and it was agreed to adopt the UK Anti-Doping Rules.

### **8.5 Policies and Procedures Review Schedule status report**

Further work had been undertaken to review the individual policies and suggest how they can be streamlined under the new headings.

**Action:** Directors to review the suggested changes and feedback to SY to inform next steps.



## **9.0 Standing Agenda Items**

### **9.1 Risk Register**

HM has forward on a draft policy framework to SY who was working on a revised draft using this framework and an example policy shared by Scottish Gymnastics. MG offered to share the work being undertaken by snowsportsotland. The desired outcome was to have a policy in place which would guide the management and updating of the risk register. It was suggested that the risks were grouped to align with the same categories which have been used to review the policies and procedures and that it was important to differentiate between operational and strategic risks.

**Action:** SY to progress the draft policy and circulate in advance of the next meeting.

### **9.2 Health & Safety**

Nothing to report

### **9.3 Child Wellbeing**

Nothing to report.

### **9.4 Equality, Diversity and Inclusion - Learning & Devlp. Sessions**

SY reported that contact had been made with Plan for Sport to ask about in- house training for Directors and staff/ key volunteers and SY was waiting for a response. Subject to confirming an in-house course, a schedule of training opportunities had been provided by sportscotland and these were available to staff and directors should they wish to attend. LF had signed up to attend one of these courses. MG confirmed that a new equality standard framework was to be launched this summer and orientation sessions were being offered to SGB staff.

The ongoing investigation into Cricket Scotland was highlighted and an update was expected through the CEO Forum about the potential implications for Scottish sport. MG expected the report to be published in July and the intention is that sportscotland will share the key considerations and lessons learnt with SGB's. One of the main findings was that Cricket Scotland did not appear to be aware they had a problem and a short-term consideration may be to set up an open email address where individuals could raise any concerns they might have in confidence.

AW suggested setting any action within the wider context of our work on E,D and I, and BS suggested he has a discussion with IT who has been working on this area and looking into proposals to set up an advisory group. JD suggested how we communicate out to the wider membership and gave the example of the response to the new club complaints guidance.

## 10.0 Future meetings 2022

- **FAG** – Thurs 28<sup>th</sup> July
- **Board** – Thurs 4<sup>th</sup> Aug
- **FAG** – Thurs 27<sup>th</sup> Oct
- **Board** – Thurs 3<sup>rd</sup> Nov
- **Annual General Meeting - TBC**
- **Post AGM Christmas Meeting** – Thurs 15<sup>th</sup> Dec

Due to the potential clashes with school holidays and annual leave commitment BS asked Directors whether they would be available if the FAG was moved by a week to 4<sup>th</sup> Aug and the Board meeting to 11<sup>th</sup> Aug. There was a mixed response and due to the number of apologies it was agreed to circulate this proposal to all directors following the meeting to confirm availability.

BS also raised the potential dates of the AGM as either the 19<sup>th</sup> or 26<sup>th</sup> Nov and following discussion it was agreed to look into holding either an online or hybrid style business meeting, with a more social informal gathering taking place in 2023. JD highlighted plans to hold a club meet in autumn 2022

### **AOB**

**Action:** Business case to be developed for the consideration of directors, setting out how affiliation to the Scottish Rewilding Alliance and Protect our Winters can support the delivery of the new strategy.

**Action:** It was agreed in principle to support the development of proposals to host the Winter Climbing meet 2023. SY to progress the plans with Simon Richardson

BS thanked everyone for their contributions and closed the meeting

**Issued by Stuart Younie, CEO & Company Secretary**

**Draft version issued – 27.05.22**

**Approved – 11.08.2022**

