



Board Meeting – Minutes

Thursday 11 May 2017 – The Old Granary: 17.00

These minutes were approved by the Board at its meeting on 7 September 2017

Directors: Jonathan Binny; Jennifer Cardno; Avril Gall; Steve Gough; David Montieth; Chris Todd; Mike Watson.

CEO & Company Secretary: David Gibson. **Observer:** Megan Griffiths (sportscotland)

Present: Jonathan Binny; Jennifer Cardno; Lynne Fraser (guest); Avril Gall; David Gibson; Megan Griffiths; David Montieth; Chris Todd; Mike Watson (Chair)

1.0 Welcome and Apologies

Apologies from SG and Derek Brown (invited guest) were noted.

2.0 Declaration of Interests

No new interests declared.

3.0 Draft Minutes of the meeting of 19 January 2017

The meeting approved the minutes as circulated without further amendment.

4.0 Matters arising not tabled elsewhere in the agenda

No items tabled.

5.0 Items actioned since the meeting of 19 January 2017

DG discussed the paper as tabled. Open items carried forward and not referred to elsewhere below include the Lobbying (Scotland) Act 2016 and the BMC Make a Million appeal. **Action DG**

6.0 Call for AOCB

DG stated that he wished to discuss Personal Accident Insurance for members under item 9.1 and table a paper for consideration and approval under item 9.4.

7.0 Finance Report

7.1 7.1.1 Profit & loss account & 7.1.2 Management accounts to 31 March 2017

JC stated that the Finance Advisory Group had discussed the accounts. She stated that membership income was 3.5% ahead of the prior year and 0.6% ahead of budget. She noted the reversal of the accrued rent for the Old Granary in the property line and that there would be a further adjustment to the P&L due to the inclusion of an additional accrual of £5k in respect of a pledge made to the John Muir Trust for the Stronelairg judicial review; also a minor adjustment to the treatment of pensions due to the need for reallocation following clarification with sportscotland payroll. These would still result in a healthy net surplus of £27k. MW stated that he believed the accounts demonstrated a good performance. The meeting approved the management accounts subject to the adjustments noted, for submission to the accountants and preparation of the accounts for Companies House. **Action DG**

7.2 Budget 2017-18

7.2.1 Review of reserves

JC stated that the Board are required to review the reserves policy on an annual basis and that the schedule tabled with the agenda took account of the purchase of the Old Granary. On the basis stated in the schedule, total committed reserves required equated to £125,725, and surplus reserves £168,869. The meeting approved the revision to the policy.

Information Item

7.2.2 Student course proforma income & expenditure 2016-17 & Budget 2017-18

DG referred the meeting to the proforma schedule as tabled, which demonstrated that there had been a surplus of £8.5k derived from mountain safety courses and donations in 2016-17. The 2017-18 budget shows a deficit although the SMT had since confirmed the grant of £2k and any variance will be further offset if the cost to students of the SMART weekend is increased to £75. DG also noted that we are required to claim the bursary offered by Perkins Slade although this was guaranteed. DG asked the meeting to agree the principle that any future surpluses derived from mountain safety courses will be ring fenced for that purpose. Following discussion concerning the advisability of the increase of the SMART course fee and the need to ensure vigilance in monitoring sign up, the meeting approved the increase in the course fee to £75 and the principle of ring-fencing mountain safety course surpluses.

Action DG

7.2.3 Grant applications for landscape and access work to BMC and SMT

DG stated that the BMC had confirmed a grant of £10k per annum for each of the 4 years over the period 2017-20. He had advised the SMT that a grant application would be made prior to the end of August once we had considered our position on conservation matters. Submission by the end of August is necessary for consideration by trustees at their September meeting.

Action CT

7.2.4 7.2.4.1 Business mileage rate review & 7.2.4.2 Letter from Heather Morning

JC referred the meeting to the spreadsheet which compared total mileage expenses at the rates of 45p and 40p. She noted that the main reason for the increase in costs was the mileage claimed by Regional Development Officers. DG stated that he believed this trend is likely to continue due to the nature of their work and size of territories. The meeting discussed the merits of reducing the mileage rate to 40p, the mileage rates defined by HMRC below and above 10,000 miles per annum, the options related to declaration of individual mileage to HMRC and the letter from HM. The meeting agreed that future policy will be to maintain a rate of 35p per mile for volunteers; a rate of 45p per mile will apply for employees up to 10,000 miles per annum after which the rate will reduce to 25p per mile in line with HMRC rates. She noted that the adoption of this policy would avoid the need for the company to make separate P11D declarations to HMRC.

Action DG

7.2.5 Review of staff salary scales

JC referred to the background paper prepared by DG, and the prior discussion at the Finance Advisory Group which agreed that it would recommend an increase of 3% in salary scales to the Board, to take into consideration rising costs and projected inflation forecasts. DG read out a written statement provided by SG in which he recommends approval of an increase of 3%. The meeting unanimously approved the decision to increase scales by 3%.

Action DG

7.3 The Granary

MW asked for views concerning the need for refurbishment of office accommodation and there was general agreement that this is necessary. DG stated he did not have the time required to lead such a project and that he had discussed the merits of appointing a project manager with MW and it was felt this was a sensible way forward.

He stated that previous estimates of costs had been in the region of £20k and the meeting agreed that this estimate was an appropriate figure on which to base and consider potential options going forwards. The meeting agreed that: DG should instigate a search for a project manager who should commence work on the project, then to bring back a range of options to a future meeting, following which the Board would make a decision of the most appropriate way forward. If possible, this should be brought to the September meeting.

Action DG

DG advised the meeting that he had called the fire brigade following a fire alarm caused by a stove top fire in a resident's flat the preceding week. The matter had highlighted concerns with the conduct of some residents including an attempt to switch off the alarm, and a need for action to be taken by the factor to establish appropriate processes and responsibilities. He understood from his conversation with the fire officer that the fire service intended to contact the factor and he undertook to follow up with the factor to emphasise the importance of appropriate procedures being put in place.

Action DG

7.4 ClimbScotland supported events – cost recovery

DG stated that he believed ClimbScotland events should be charged for where these are provided to organisations. The aim should be to recover costs we incur in organising and running events and in doing so help to ensure the sustainability of the ClimbScotland programme. The meeting agreed to adopt this approach and DG undertook to develop a proposal with JS.

Action DG

8.0 Strategic & Operational Plans

8.1 sportscotland additional investment & joint branding / attribution

DG stated that EB was working up a proposal which would feature initiatives included in the original investment application. MG stated that projects which aimed to deliver sustainability through capacity building were likely to be considered. The proposal would be circulated to the Board prior to submission but he asked the meeting to note that the final submission date of 19 May meant there will be little time to consider and adjust the proposal.

Action DG

MG provided the background to a revision in the conditions of investment which required a more pro-active and overt approach to the attribution of sportscotland and lottery funding in support of mountain safety, ClimbScotland and sport development activities. This ranged from the display of logos on websites, social media and posters through to consideration of joint PR and communications opportunities with the sportscotland communications team and (for example) social media links and feeds to the minister for sport. She asked for more consideration of such opportunities as funding from government and the lottery was under pressure and the more that members and beneficiaries of services understand the source of financial support, the more they are likely to support the lottery. sportscotland is producing a manual concerning use of logos and she expected this to be available prior to the end of May.

Action DG

8.2 Away Day feedback

General feedback from those present indicated that the event was considered to be successful and beneficial in improving mutual understanding between board members and staff. MW asked that consideration be given to a future event in terms of content and timing and a proposal brought to the next meeting.

Action DG

8.3 Team Leader's report – ClimbScotland

DG referred the meeting to the paper tabled and prepared by JS. In overall terms, the team had achieved plan targets.

Significant focus is now applied to planning and cost control with the greater involvement of the Finance Officer and Team Leader in sport development activities. The report highlighted a number of partnership opportunities currently underway with MTS, AMI, the BMC and SSS and these are being progressed.

DG stated that the FAG had approved the purchase of route setting equipment and this should result in a reduction in the costs of the TCA contract as RDOs would be used where appropriate, offering an opportunity to improve the quality of route setting which has been a cause of concern.

Information Item

Climbing Development Group chair

MW stated that he had identified a prospect but as yet had been unable to meet discuss the opportunity. He hoped to do so over the next few days.

Action MW

8.4 Team Leader's update - Member Services and Communications

DG referred the meeting to the paper tabled and prepared by EB. He felt this demonstrated a strong performance in member recruitment and retention – comments by MG indicated that the non-MTS retention of 87% was good in comparison with some other sports. He asked the meeting to note the wide scope of Communications Team activity and the range of improvements being delivered.

Information Item

9.0 Governance

9.1 AGM and Members Meeting – 23 September 2017

DG requested feedback on ideas for the Members' Meeting which should be fed back to him prior to the end of June.

Action ALL

DG introduced a proposal to offer members a Personal Accident Insurance scheme and outlined the scope and benefits of a proposal received from Perkins Slade costed at circa £2 per member. Recent research with members had indicated a majority in support by those who responded. The scheme would operate on a block basis and all registered members would be required to enter the scheme, requiring a vote at the AGM which approves an increase in subscriptions equivalent to the per capita cost of the scheme. The meeting agreed to take the opportunity forwards through a presentation at the members' meeting and motion at the AGM.

Action DG

9.2 Recruitment of directors

DG stated that he had received four expressions of interest and that the deadline for responses had been advertised as the end of June. The final date for nominations or expressions of interest was 17 July 2017 per the articles of association.

Action DG

9.3 Annual Report

DG stated that the Communications Team believed a similar format to the annual report last year would make sense. This reduced text and was more visual. He asked each director to provide three to five bullet points highlighting the top achievements, changes and challenges over the report period (March to April) and any interesting stats relating to their area that can be used in call out boxes or infographics. Also, to provide images that reflect activities over the last year. He noted that it would be good to simplify the wording in the treasurer's report though as this could be reduced with visuals. DG asked directors to note the deadline for responses of mid-June which should go to EB.

Action ALL

9.4 Governance Framework priorities for 2017-18 & BMC governance

DG referred to the additional paper tabled at the meeting which set out a range of initiatives which reinforce and seek to improve current governance arrangements and contribute to the Governance Framework provided by sportscotland to support SGBs. The meeting agreed to adopt the initiatives proposed, including:

Area 3: Strategic Planning Framework

- Regular updates and clear reports to be presented to board and communicated to members and partners
- Leadership within the board evidenced through achievement of targets and feedback from members at AGM and open forums

Area 5: Succession Planning

- Undertake succession planning pre-and post-key events and then on a routine basis thereafter
- Actively identify possible future board members / other leaders (volunteers & staff)
- Terms of office for board members are staggered, particularly Chair and Vice Chair
- Handover notes and key role descriptions are kept up to date

Area 7: Robust Organisations

- Recruitment and appointment of new members matched against specific roles
- The promotion of equality and diversity will be clear throughout the organisation and the SGB actively works to attract a diverse range of candidates

Area 12: Pro-active GB and Home Country Engagement

- SGBs will have regular contact and interaction with UK Sport and Home Country Sports Councils and other agencies where appropriate
- Sharing of best practice across the sport and across the wider sporting landscape will be commonplace
- The SGB organisational structure will align with UK and Home Country board and committee structures
- The SGB has appropriate representation at high level in their UK NGB
- There would be formal communication into and from meetings and forums to ensure consistency

In the context of Area 5, MW stated that the recent call for expressions of interest in the role of vice-chair had resulted in DM coming forward. The meeting agreed unanimously to appoint DM as Vice-Chair forthwith. **Information Item**

BMC Governance

MW advised the meeting concerning recent contacts with the BMC and developments at and following their AGM. He confirmed his view from the discussion at the away day that there were four levels of interaction with the BMC which worked at varying levels of effectiveness: Strategic – greater need for involvement and transparency; CEO – generally ok but more regular contact desirable; committee – somewhat effective but meetings need to be minuted; operational – constructive interaction. MW noted that the BMC had appointed an independent QC to undertake a review of governance but his terms of reference made no mention of Scotland. MW is to write to the QC and new President to raise our concerns, and seek a meeting to discuss appropriate governance arrangements for the future.

Action MW

9.5 Report on Appraisal for Board Members of Mountaineering Scotland

MW referred to the paper as tabled. He stated that he felt that the process was effective and that it met governance requirements, although the outcome reports were confidential to the chair. He intended to continue with and refine the process going forwards. **Information Item**

9.6 Policies and Procedures Review Schedule

DG referred to the review schedule, which identified the HR Handbook as overdue. Following some delays due to unforeseen circumstances, he and SG eventually met with Brodies in May and received a draft HR Handbook. The draft reflects current legislation and best practice. It eliminates the guidance for management currently included in the handbook and integrates a number of current policies which are discrete such as the code of conduct. At over 90 pages there is a requirement for some refinement and consideration of optional clauses. He had agreed with Steve that we should aim to review the draft and bring a further version to next board meeting with recommendations.

DG noted that he and SG had identified some guiding principles in that the Board must have oversight and approve any changes to current policies; it should consider additional policies and adopt them if thought appropriate, and the new handbook should integrate with and not contradict related policies such as the volunteering code of practice

Following further discussion, the meeting agreed that the preferred method of implementation would be through a consultation process with staff. **Action DG/SG**

9.7 Safeguarding & child protection update

DG stated that following the review of Minimum Operating Requirements with Children 1st, the ClimbScotland team had acted on recommendations and published a new guidance page on the ClimbScotland website. He referred to the information item tabled at 12.4 and confirmed that Mountaineering Scotland policy was only to appoint coaches which had successfully applied for and obtained PVG membership in respect of their work with Mountaineering Scotland.

Information Item

9.8 Companies House reporting

DG confirmed that he had filed the annual confirmation statement and that MW had been registered as the Person with Significant Control (PSC).

Information Item

9.9 Proposal: 'Meet the Team'

JB outlined a proposal for directors to meet with clubs and to gather feedback. There was general support for the notion of raising the profile of board members and increasing visibility with clubs, and the appointment of a director for clubs would be a key stage in this process. MW suggested that following that appointment consideration should be given to the development of a structured approach for interaction with clubs.

Information Item

10.0 Directors' Reports

10.1 Landscape & Planning

10.1.1 Director's report

JB provided a verbal update on recent developments.

Information Item

10.1.2 Meeting with Cabinet Secretary, 24 May 2017

MW outlined the agenda for the forthcoming meeting which would involve representatives of the SGA:

- 1 Rationale for developing a shared vision and strategy for the uplands
- 2 Ensuring responsible access in the face of forestry targets
- 3 Maintaining Scotland's wide and open landscapes as a national asset
- 4 Considerations relating to rewilding through native species
- 5 Considering the fragmentation of globally rare moorland habitats due to forest expansion

10.1.3 Formal objections to wind farm planning applications

DG referred the meeting to the paper as circulated for information.

Information Item

10.2 Access & Conservation

10.2.1 Director's report

CT referred the meeting to his report which covered recent activity and developments.

Information Item

10.2.2 Access Officer's report

The meeting noted the officer's report.

Information Item

10.2.3 Briefing: Call for review of the implementation of Part 1 of the LRA

DG provided the background to the establishment of the Land Reform Commission and stated that together with other recreational organisations, he had participated in a round table discussion at which the Commission Chair, Andrew Thin was present. The paper provided MSPs and other organisations with a perspective on Mountaineering Scotland's concerns with the implementation of the 2003 Act.

Information Item

10.2.4 LLTNPA legal investigation into byelaws, terms & conditions

DG stated that a legal investigation was being undertaken by Brodies, with financial support provided by sportscotland, with the aim of establishing whether the NPA had acted outside the powers granted to it. The matter was ongoing but he hoped for a report from Brodies within the next week.

Information Item

10.2.5 Outdoor recreation access group

DG stated that there was some momentum behind the establishment of a recreational access group as many organisations felt that the SSA OPG did not adequately address its concerns in terms of focus and frequency of meetings.

Information Item

10.3 Mountain Safety and Training

10.3.1 Director's report & 10.3.2 Council membership for MT registrants

DM provided a verbal update on recent developments.

Information Item

10.3.3 St John Scotland Mountain Safety Instructor's reports [via Wettransfer link](#)

Information Item

10.4 ClimbScotland

10.4.1 Director's report

AG referred the meeting to her report which covered recent activity and developments. The meeting noted the positive progress with the climbing festival and AG stated that an invitee list was being prepared. She also advised the meeting that she had met with Event Scotland and investigations into grant funding within the context of the Year of Youth initiative were underway.

Information Item

10.5 Human Resources

10.5.1 Director's report

The meeting noted SG's report.

Information Item

10.5.2 Staffing update: recruitment and annual performance reviews

DG provided a verbal update concerning recruitment and advised the meeting that annual reviews had been completed or were in hand for completion by month end.

Information Item

10.6 Equality

10.6.1 Director's report

The meeting noted the SG's report.

Information Item

11.0 Standing Agenda Items

11.1 Risk Register

Information Item

11.2 Health & Safety – office risk assessment

Information Item

12.0 Information Items

12.1 Contact list update May 2017

12.2 Minutes of the Snowsports Touring Advisory Group 19 April 2017

12.3 Minutes of the Mountain Safety Group 25 January 2017

12.4 Health and Sport Committee Child Protection Report April 2017

12.5 Summary of the meeting of Mountain Training UK 25 March 2017

12.6 Summary Minutes of the MTS Members' Meeting 23 Feb 2017

13.0 Future meetings

The meeting approved the schedule for future meetings:

2017 - 7 September / 23 September AGM / 23 November

2018 - 22 February / 17 May

Draft issued by David Gibson, 12 May 2017

Prepared by: _____
Company Secretary

Dated: _____

Approved: _____
Chair

Dated: _____