

**SCOTTISH FENCING LTD**

Meeting of the BOARD of DIRECTORS of SCOTTISH FENCING LIMITED
27 FEBRUARY 2024 BY TEAMS

Present	George Liston	Chair (GDL)
	Hugh Kernohan	Director of Governance (HK)
	Jude Salmon	Independent Director (JS)
	Coleen Walker	Finance Director (CW)
	Moya Nelson	Director (MN)
	Paul Vaughan	Performance Director (PV)
In Attendance	Jacqui Dunlop	Minute Taker

	Item	Action
1	Introduction <u>1.1 Welcome and Apologies for Absence</u> The Chair welcomed everyone to the meeting. Apologies were intimated on behalf of Scottish Fencing Directors Stan Stoodley and Sam McLellan and sportscotland Partnership Manager Barry Cook. GDL reported that Giles Lomax has resigned from the Board due to work commitments and was thanked for his contribution to the Board. There will be recruitment for another Independent Director. GDL updated the Board that the recruitment for the CEO/Head of Pathways had gone well with the appointment to be announced shortly and the candidate starting on 1st April. <u>1.2. Declaration of Conflicts of Interest</u> There were no new conflicts of interest declared.	
2	Minutes of Previous Meeting and Matters Arising <u>2.1 Review of Minutes of 18 January 2024</u> It was agreed that the minutes of 18 January 2024 would be approved by email.	
3	Outcome from Previous Strategy Discussion GDL noted that the sportscotland Investment Panel meeting was due in early November. Directors were asked to look at the current Strategy which was agreed three and a half years ago and review what SF set out to do, what it learned and what it could do differently. It was agreed that the Directors would review the previous strategy before the end of April. It was noted that the process for reviewing the strategy previously had worked well, with a sub-group of Board members working with the CEO to bring iterations of the Strategy to the full Board for comment, then consultation with the membership and then sign off by the Board on the final version. It was noted that as the CEO would be in place on 1st April it was agreed that a face-to-face Board meeting would be held on 10th April to consider an outline framework of process and timetable. JS noted that she would be happy to be on the sub-group.	All

4.	Finance Update CW submitted the financial reports which included projections for the current financial year and projections for the following year. She noted that some numbers have still to be finalised but was aiming to break even. A lot of costs had been cut, so there was not much scope to do more, so the focus had to be on increasing income. There was a discussion around membership fees for both British Fencing and SF and it was noted that SF could add an increment to the fees. CW noted that there was a shortfall in the entry fees for the Commonwealth Cadet and Junior Fencing Championships (CCJFC) and the contribution towards organisation of the senior Five-nations' Match as the membership income did not cover this. HK explained that SF made a decision not to charge fencers for being in the Scotland team but it was entirely possible to pass the costs onto the Fencers, undesirable as that may be. It was noted that for the CCJFC travel, accommodation, and individual event entry fees are paid by the Fencers, along with the cost of the Team Management, with SF paying the Team entry fees. CW agreed to check with LA the actual figures involved. The projections for the current financial year had not changed much, with less than five weeks left. The likelihood of achieving breakeven was slim and unlikely to be much different from the £1,600 loss currently projected. Membership income was the biggest income stream that SF could flex and CW noted that this could form part of the strategy discussion; sportscotland investment was made against specific targets and ring-fenced for specific uses. The cash balance had not changed much from the end of January at £100,000 and the year-end projection of £71,000 which comfortably covered the reserves. Just over £2,000 of tax was paid for the previous year. CW would work on the budget for next year but this would not be finalized until the new COO has had a chance to meet with CW and LA to review the budget. It was noted through various meetings which Directors have had with sportscotland that SF should consider a contingency plan for the possibility of a reduction in sportscotland investment.	CW
5.	Submitted Papers Senior Five-nations' Match Selection Policy PV explained that the revised policy had incorporated some of the learning from the previous year. It was agreed that the selection date would be in September and that automatic selection would be in the top 25% of the rankings. Thanks were expressed to PV for his work on the selection policy. CCJFC Update 33 unique fencers had been selected; five had declined their invitations. For junior men's foil there was only one fencer: it was agreed that the cadet men's foil team would be asked if they were prepared also to fence in the Juniors. PV agreed to contact them. Applications had been received for the volunteer staff positions. Discussions had been started with the other home nations to see if some of the safeguarding roles could be shared.	PV

	Examples of team kit had been shared and a decision would be made on the preferred kit. PV had been liaising with Zeon, a company that can produce the kit and also have a Scottish Fencing Shop. The Board agreed that PV continue discussions with Zeon. Directors Moya Nelson noted she would be happy to sit on the Equality Working Group. Sam McLellan has indicated he would like to take on the role of Director of Engagement and GDL asked Directors to consider if there were any overlaps with other portfolios. It was noted that the Director of Engagement should sit on the strategy sub-committee as it was important that the strategy aligned to what members were looking for. HK noted that there may be some duplication with the President's role and the Director of Engagement and GDL agreed to ask Sam and the President to discuss this. JS noted that there had been absences by Directors at meetings which was impacting upon the work of the Board. HK explained that there is a Board appraisal process, which HK will issue next week, and this could be used as a vehicle to raise concerns. HK went through the appraisal process which involved questionnaires being issued to collect information on the Directors' own performance and the effectiveness of the Board. These then go to Sheila Anderson who would collate the material and extract some common themes. The output would return as an anonymized document which would be used as the basis of discussion. It was the responsibility of the Chair to have conversations with individual directors about their performance. There was also a process on how the Chair carried out their role and Sheila Anderson would use the output as a basis for the conversation between herself and the Chair.	GDL
6.	Standing Reports Safeguarding PV confirmed that guidance was awaited on what to do about the PVG procedures and advice coming from Harper Macleod. The Safeguarding Healthcheck had been completed and submitted to Children 1st. Incorporation of the UN Convention on the Rights of the Child (UNCRC) work was beginning to look at what the implications are for sports clubs.	
7.	Record of Decisions made Outside a Board Meeting None to record.	
8.	AOCB a) Staff Salaries There was a confidential discussion around staff salaries with the intention of aligning salaries on gender pay parity and CW agreed to speak to the staff. HK noted that any items relating to staff salaries should have a paper submitted ahead of the meeting in order that there could be a clear audit trail on decision.	CW

9.	Future Meetings Wednesday, 10 April – in person Thursday, 6 June Wednesday, 25 September Wednesday, 6 November	
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Actions

All	Review current strategy	End April
CW	Liaise with LA on accounts for Commonwealths and Five Nations	ASAP
PV	Contact Mens Foil Team re Commonwealths	ASAP
GDK	Speak to President re duplication with Director of Engagement	ASAP
CW	Discuss staff salaries with staff	ASAP