

**SCOTTISH FENCING LTD**

Meeting of the BOARD of DIRECTORS of SCOTTISH FENCING LIMITED  
11 FEBRUARY 2021 BY MICROSOFT TEAMS

Present	George Liston	President (GDL)
	Sheila Anderson	Director of Operations (SA)
	Ross Morrison	Director of Safeguarding (RM)
	Paul Vaughan	Director of Talent and Performance (PV)
	Adam Szymoszkowskyj	Director of Development (AS)
	Hugh Kernohan	Director of Governance (HK)
In Attendance	Vincent Bryson	Chief Executive Officer (VB)
	Blair Cremin	Pathways Manager (BCr) – Item 3 only
	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 Morven Shaw.</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 2 December 2020</u></p> <p>The minutes of the meeting of 2 December 2020 were agreed.</p> <p>2.2. <u>Matters Arising from Minutes of 2 December 2020 but not on the Agenda</u></p> <p>There were no matters arising from the previous minutes.</p>	
3.	<p><b>Submitted Papers and Areas for Discussion</b></p> <p><b>Commonwealth Championships</b></p> <p>A meeting of the Performance Working Group was held on 29 January 2021 and a paper circulated to the Board. The dates and venues of the Championships had been confirmed as:</p> <p>Senior and Veteran: 11-20 August 2022 (London) Junior and Cadet: 24-30 August 2022 (New Delhi)</p> <p>It was agreed that both events would be planned for unless circumstances change. Significant concerns had been raised about the timing of the events, as if both events were attended there would only be two days at home before support staff and coaches had to leave for India. It was</p>	



4	<p><b>CEO Flash Report</b></p> <p>VB circulated the CEO Flash report. The one-month summary was noted as:</p> <ul style="list-style-type: none"> <li>• Home working remained <i>status quo</i>.</li> <li>• Level 4 enhanced would continue into March, although schools would return from 22 Feb.</li> <li>• CEO continued to chair Executive Forum – significant policy shifts coming sport-wide.</li> <li>• SF Membership Number: 579 – VB and BC discussing regularly.</li> <li>• Commonwealth Championships Questionnaire issued – significant interest.</li> <li>• SF Annual Return submission completed and sent to sportscotland.</li> <li>• DevDirector was creating a Coach Education Committee.</li> <li>• 2021 Home Nations would be Scotland’s responsibility to organise.</li> <li>• Cash at Bank (From Xero/Paypal) at 8 Feb was <i>circa</i> £62K.</li> </ul> <p>It was agreed that a draft budget would be brought to the following Board meeting. The projected funds for April would be £112,000 cash with another half payment from sportscotland to come, plus any pathway activity to be built in.</p> <p>The accomplishments were noted as:</p> <ul style="list-style-type: none"> <li>• Annual Return submitted to sportscotland.</li> <li>• Commonwealth Championship Performance Working Group formed.</li> <li>• Sportscotland targets for next year confirmed at “high level” as generic statement with no real metric.</li> <li>• Performance coach series completed. Damian Hughes delivered session on 1 Feb.</li> <li>• KPMG Audit completed – awaiting results.</li> </ul> <p>BCo was working on the lease for Caledonia House, with this being split with Scottish Archery.</p> <p>The planned key activities the next few months included: closing off the commonwealth Questionnaire and analysing the information; agreeing targets with sportscotland for 2021/22; obtaining results from the COVID grant applications; building the Commonwealth/Pathways budget and training plan.</p> <p>SA asked if the Damian Hughes session had made a profit and VB noted that the income generated was £104 and his invoice was due the following week. The Mindfulness session was not making a loss but people can still sign up for these and it was expected that more people would want to attend these sessions.</p> <p>Despite coaches getting in touch with AS and BCr asking for sessions it had been disappointing that there were not many coaches signing up for the sessions which Scottish Fencing were running, even though there was significant expertise from other sport and organisations. It was noted that there is clearly work to do with the coaching community.</p> <p>It was noted that Scotland was responsible for the year’s Home Nations’ match, but a decision on this will obviously be affected by the COVID situation.</p>	
5	<p><b>sportscotland Update</b></p> <p>BCo updated the Board that the investment application had been submitted and that it would be reviewed over the next week. The sportscotland Board meeting was scheduled to take place at the end of February, when the draft budgets would be approved. Investment panels were at the start of</p>	

	<p>April and following these the investment agreements would be issued and these would be required to be electronically signed and returned.</p> <p>Amending Caledonia House lease had been more complex than it should have been but had now been resolved. The lease would be required to be “wet signed” as it was a legal document and it is hoped that it will be ready for signing soon.</p> <p>There had been no real movement in terms of COVID-19 Guidance, although it is the intention to review the level system in general. Sportscotland had fed back the desire for adult group exercise to take place at Level 3 indoors; this would have implications for Fencing, as this was not currently permitted. Outdoor contact sport at Level 3 and travel rules at lower levels had also been suggested as areas for reconsideration by the Scottish Government. There were no guarantees but sportscotland had been making the point in general that sport had been safe and BCo agreed to keep the Board updated.</p> <p>BCo noted that VB continued to play a key role in the messaging across all the governing bodies with his work on the Executive Group: this role was really important for him personally and for Scottish Fencing, as it was in a strong position reputationally and there was real opportunity to enhance what work it was carrying out by having its CEO leading the Group.</p> <p>VB agreed to see if he could get information which was in the sportscotland document about goals and targets shared with the wider membership and will liaise with John Egan from sportscotland on this.</p> <p>BCo noted for the outcomes and targets over the next twelve months governing bodies would need flexibility and there would be broad targets with the move from quantitative measures to more qualitative conversations as there would be a focus on recovery and reestablishing sport. There would be generic targets.</p>	VB
6	<p><b>Financial Review</b></p> <p>In David Carson’s absence VB went through the finance report, noting that the figures for the year-end looked a lot healthier than a year ago. It was noted that Scottish Fencing was in a good place to re-write the strategic priorities to make them more investable. GDL thanked the staff team for managing the budgets into this position and being aware of opportunities and able to take them. VB noted that David Carson’s relationship with LA was very positive, and LA suggesting that the accounting system moved from Sage to Xero has been very positive and allowed information to be accessed readily.</p> <p>SA asked whether Scottish Fencing would be able to get the full rates rebate if the lease with Scottish Archery was shared? VB noted that both Scottish Archery and Scottish Fencing would be eligible for the full rebate as they would have separate leases.</p> <p>As David Carson was absent a more in-depth report would be considered at the next Board meeting.</p>	
7	<p><b>Record of Decision Made Outside a Board Meeting</b></p> <p>The Updated Level 4 guidance had been approved on 6 January 2021.</p> <p>A memorandum of understanding was signed with British Fencing.</p> <p>The undernoted policies and procedure had been approved via email on 8 January 2021:</p>	

	<p>Scottish Fencing Annual Leave Policy  Scottish Fencing Disciplinary Policy  Scottish Fencing Recruitment Policy  Scottish Fencing Redundancy Policy  Scottish Fencing Financial Procedures Manual</p> <p>The undernoted Bye-law had been updated on 9 January 2021:</p> <p>Scottish Fencing Limited Bye-law – Appointment of President</p>	
8	<p><b>AOCB</b></p> <p>a) <b>Forth Valley</b> PV reported that Forth Valley Fencing Club had succeeded in securing Lottery Funding and were looking at two venues. They wished to pass on their thanks to Scottish Fencing for the support received.</p> <p>b) <b>Directors' Election</b> Martyn Foley had indicated that he would not stand for re-election and Gail Prince (Independent Director) had stood down. VB asked whether there was scope in the articles to co-opt someone who met the independent criteria or did this have to wait until the forthcoming election was complete?</p> <p>HK explained that the Directorships are two separate things. SA had a process for filling the Independent Director vacancy; however this would proceed following the election of directors once the Boards skills mix was known.</p> <p>There had been a previous discussion regarding the mix of Elected and Independent Directors: to implement any changes to this would mean changing the Articles of Association, which the Board could invite the membership to consider at a general meeting, whether the AGM or a meeting specifically for that purpose. If the Board wished to pursue this it was quite straightforward, but HK urged the Board to think of any other changes which they would like to make to the Articles as there was a fair amount of work which would be required to change the Articles although the mechanics were straightforward.</p> <p>An Additional Director could also be appointed to address issues of representation – eg for gender balance – and once the election had been completed this requirement for this could be reviewed.</p> <p>c) <b>KPMG Audit</b> SA asked whether the outcome of the Audit had been notified and VB confirmed it had not been.</p> <p>d) <b>Staffing</b> Staffing matters were discussed and minuted in a confidential appendix.</p>	
9.	<p><b>Board Meeting Calendar</b></p> <p>17 March 2021  22 April 2021  19 May 2021  17 June 2021  14 July 2021  19 August 2021  15 September 2021  21 October 2021  24 November 2021</p>	