

JudoScotland Board Minutes

28 June 2022

Ref. 2022/4



Notes of the Meeting of the JudoScotland Board held on Tuesday 28 June 2022, commencing at 1900 hours via Microsoft Teams.

Present: Marc Preston (Chair); Mark Brien (MB); Graham Campbell (GC); Sarah Clark (SC); James McBeath (JMB); Gordon McCathie (GMC); Susan Wright (SW).

Apologies: Euan Burton (SIS)(EB); Gary Edwards (GE); Freda McNulty (FM)

In Attendance: Sandy Hodge (sportscotland) (SH); Judith McCleary (JMC); Tony Penfold (TP)

Welcome, Apologies and Declarations of Interest

1. The Chair welcomed Board members and thanked them for attending this additional meeting. He stated that he feels it is more productive to have more regular, short meetings to keep things progressing.
2. No declarations of interest were stated by those present.

Presentation

3. The Chair invited TP to present The Player Development Framework.

TP indicated that the framework is part of the overall Blueprint; it makes sense to start with the Player Development Framework as this will underpin everything else.

Following the presentation, SW asked when the resource will be available. TP responded that it will be fully launched in September and that whilst the resource is almost final, it is the intention to introduce the resource to the membership through various face-to-face insight opportunities and social media snapshots prior to this. It was determined to launch it in September so that the resource gets the full attention it deserves and doesn't get lost amongst some of the Commonwealth Games focus.

MP highlighted that he has seen the videos and that the content is excellent; he reiterated that 12 coaches had recently attended a session at Ratho to see the resource and ask questions, and that every person was praising the document. MP agreed that it is important to take time with the launch to get membership buy-in and asked TP to thank every person involved in creating the framework.

Leadership & Governance

Minutes of the Previous Meeting: 2022/3

4. The minutes were approved by GM and seconded by GC.

Rolling Actions Register

5. JMC gave an update on the rolling actions and informed the Board that significant progress has been made, noting in particular the Staff Appraisal system in place, the Independent Director recruitment underway, the Corporate Group TORs and work that will be discussed later in the agenda regarding the articles.
6. JudoTots remains on the rolling actions list and JM suggested that this could be progressed by initially opening up the membership to the younger age group. MP advised that he thinks a soft entry for JudoTots is the best way forward and JS can embellish later on with support resources; one of the current challenges is that primary 1 classes have mixture of 4 and 5 year olds. It was agreed that the JS staff team should make steps to open the membership to 3 and 4 year olds if possible.
7. JMC highlighted that one action that needs prioritising is the Strategic consultation. She informed the Board that the investment meeting with sportscotland will take place at the end of October and that a stakeholder survey needs to be circulated soon to seek input to start the planning process. JMC communicated that she has started work on content for the survey and will circulate it in coming weeks; she requested that Board members feedback their views in order to finalise the survey.

JS Email Accounts

8. JMC informed the Board that since the last meeting, she had been made aware that there are costs associated with each email account and reminded the Board that it had been agreed at the last meeting to provide Board directors and honorary president & vice-presidents each with a JS email account. JMC suggested that to limit unnecessary costs, email accounts are only given to Staff and Board members. The Board agreed with this recommendation.

9. **Welfare & Safeguarding Update**

JMC informed the Board that another welfare since the last meeting has been opened (BJA currently taking the lead due to them being contacted initially) and that this may lead to an investigation.

JMC said that Colin Aitken has been undertaking significantly more work than his contracted hours due to the recent nature of investigations. JM communicated that she expects Safeguarding as well as Equality, Diversity and Inclusion work to increase and this is likely to be something that will need to be considered when planning the new Strategy.

Board Skills Audit

10. MP asked if the Board members who hadn't completed the Skills Audit would be able to do so by Friday 1st July in order to progress the summary; all agreed. He asked how Board members who had completed it had found it. SW said she had found it difficult to rate her skills. SC said that her understanding is it is an overall exercise to identify gaps and make recruitment more tailored to the needs of the Board. She asked how we can do that with elected Board members and JM responded that it should be perfectly acceptable to communicate the specific skills you are seeking irrelevant of whether they are elected or appointed members.

Corporate Working Group TORs

11. The Chair highlighted one point in the TORs is to have 2 directors in the group; one with finance responsibility / background (currently GC) and one with legal responsibility / background. With the current ongoing recruitment for an Independent Director with a legal skill set, MP suggested that the Corporate Working Group proceeds to operate with GC, JMC and FM for this short period of time until new directors are appointed and a decision is made on best fit. There was unanimous approval for the adoption of the TORs and support for MP's operating suggestion until recruitment of Independent Directors has concluded.

Whistleblowing Policy

12. The Chair communicated that JS has never had a Whistleblowing policy as far as he was aware, and this is one of the recommendations from the KPMG audit and is something that's very important to have in place.
13. SH asked if the policy is only for staff and asked if any consideration has been given for athletes disclosing information. JMC responded that it was only staff but thanked SH for this valid point and suggested she look into what provision, if any, is in place for athletes and will then come back to the next Board meeting with an update before the Board approves. All agreed.

Articles of Association – proposed changes

14. GC advised the Board that he had been asked by the Chair to review the Articles and report to the Board with recommended changes.
15. He started by reminding the Board of the reasons for the review: it has been seven years since they were reviewed; standards of governance have changed significantly over the period, both in detail, but also in importance to stakeholders; the Publication of July 2018 UK Corporate Governance Code; the KPMG Development audit of JudoScotland was 'Unsatisfactory' and was especially critical of our governance; The BJA is also reviewing their Articles and there is some logic in adopting similar stances in governance and other issues.
16. GC said that the purpose of the proposed changes is to improve governance, increase diversity and align more closely with accepted business practice. He highlighted that if JS is successful in this, it will also improve the breadth of Board expertise and be more able to support the company in strategic planning and initiatives.
17. The significant changes were proposed and discussed;
18. Honorary Roles
GC recommended that in the event that the Honorary President retires, a Nominations committee will recommend a replacement.
GC communicated that previously it was the longest serving VP who would become Chair and that this seems an antiquated method to adopt. He suggested that a nominations committee that would undertake an assessment and make a recommendation to the Board, would be a better method to adopt. There was unanimous agreement from the Board.
19. Independent Directors
GC proposed the change from 'Non-Executive' to 'Independent'. He stated that all of our Directors are Non-Executive and that this is normal business terminology and approach. There was unanimous agreement from the Board.

GC recommended that up to three Independent Director could be appointed, an increase from two just now, with each Independent Director a voting member of the Board. He indicated that whilst three would not be essential, by having the option of three, there may be times when three Independent members with varied skills would be an advantage to the Board. All were in agreement for this change.

SH suggested a clear definition is put into the articles glossary for an Independent Director to give clarity, and said that it can be quite different in different organisations. MP thanked SH for raising this point and agreed that a definition needs to be added.

20. Board Term

GC stated that the main change being proposed is a maximum period of two terms of 4 years for Directors, which could be extended up to a maximum of 10 years if elected to Chair. After standing for the maximum of two terms of 4 years, the Director will step-down and cannot re-stand as a Director. He highlighted the Financial Reporting Council recommendation that the chair should not remain in post beyond nine years from the date of their first appointment to the board. In the case of JS, GC is recommending no more than 10 years if elected to Chair which would allow a director to stand for Chair after having been a director for up to 6 years.

GC advised that this is in line with normal business practice and recommended that as part of the transition, current Directors who are not in their 1st term, be allowed to stand for a further 4 year term. To help clarify, MP stated that this would mean that all directors irrelevant of whether in their first or second term just now, would be able to stand only for one more term.

MB asked for clarity on the 4 year terms, having previously discussed 2 x 3 year terms. GC said there had been debate on 6 or 8 years and no decisive conclusion but BJA had 4 year terms and he advised it may be better aligned if the same. GC also commented that his view is that if you want to make a difference, you should be able to do so in 8 years.

SC asked if Independent Directors would be on the same terms. JMC responded that they would also be 2 x 4 year terms. SC reminded the Board that the current advert states 2 x 3 year terms so that will need to be clarified further in the recruitment stage.

JMB asked what the Board would do if nobody comes forward for election. GC responded that directors could do 1 term and later do a second term and suggested it's an opportunity to recruit differently. MP reiterated this point and said that he's been made aware that some people won't step forward against someone who is 'in post' and that the proposed approach would avoid a bottle-neck.

SC said she was in full support of the terms and asked if current directors next term should be shortened to enable new people to come forward. GC said that during the transition phase, he felt it was sensible to allow all directors one more term as maximum.

All Board members were in agreement for adding length of terms with SC preferring 2 x 3 years, all others satisfied with 2 x 4 year terms.

21. Remuneration

GC suggested that remuneration for the Chair is removed; a current sum of £5000 is allocated. GC suggested that it is a privilege to be a director or Chair of an organisation, and that JS has a suitable expense policy in place to make sure reasonable expenses are reimbursed. JMB said he thought it hadn't been very long ago that the remuneration had been added and questioned why JS would now look to remove it. GC responded that money should not be any motivation in this role and that the money could be better utilised within the organisation.

SW said that she thought the remuneration for Chair was because they did more work than other directors. GC responded that the Treasurer also may do more work than others, and depending on particular projects, different directors may have different time commitments / input at different periods.

MP asked for views from the Board. MB, GC, SC and MP were in agreement with the proposal, and SW, GM and JMCB stated they were happy to go with the majority view.

22. Director holding positions in JudoScotland

GC shared that he proposed a change to the articles and suggested that subject to the prior approval of the Board, any Director may hold a temporary position of employment with the Company for up to three months in duration during which time the relevant Director shall not be entitled to vote at Board meetings; and if a Director accepts a permanent position of employment with the Company or continues to hold a temporary position with the Company for more than 3 months that Director shall be deemed to have resigned as a Director on the date on which either event occurs. There was unanimous agreement for the proposed change.

23. Quorum for Directors

GC recommended that quorum for meetings is reduced from 5 to 4 due to almost falling foul of the articles in recent times, and to allow more flexibility. SW indicated that with the increased number of Independent director positions and the virtual option, she didn't think the quorum needs reduced. MP asked for views from the Board and the majority were in agreement that the quorum should remain as 5 and did not support the proposed change. GC said he would amend this accordingly with Harper Macleod.

24. Nominations Committee

GC suggested that a nominations committee is formed and shall be responsible for recommending individuals for the roles of Honorary President, Honorary Vice Presidents and Independent Directors to the Board for their approval. The Board shall have the ultimate decision on all Board appointments following the recommendation by the Nominations Committee.

He suggested the Nominations Committee shall consist of the Chair of the Association or Vice Chair as substitute and two Appointed Directors, of which at least one of which will be Independent and the Partnership Manager or an equivalent representative from sportscotland. GC recommended that the Chair of JS shall chair the Nominations Committee on all occasions unless there is a conflict of interest, in which case the senior Independent Director will Chair.

GC advise that the nominations committee follows normal practice and is in line with BJA. All Board members were in support for the proposed changes.

25. GC advised that all other proposed changes to the articles are to reflect changes to law and best practice, and are not material to the purpose of the articles. MP thanked GC for all his hard work on the articles and shared with the Board that this has been an extensive piece of work with several meetings and a lot of work between GC and Harper Macleod advising from a legal angle.

Business Delivery

26. TP thanked everyone for the feedback given on the entry level competition. He confirmed that a date and venue has been booked, and that a competition format will be shared in coming weeks.

Business Support

27. JMC asked for the Board's approval of the new club application; Esprit @Drumbrae Leisure Centre. GM asked if the venue was correct as it was in Edinburgh and different from the club venue address. JMC confirmed this was correct as a satellite club. GM raised concern for appropriate insurance cover if different address from the club's home. TP responded that this has been asked previously to BJA and JS was informed that it is the club that is covered, irrespective of the venue although it hasn't been tested as such.
28. SC asked for clarification on the A Club and B club distinction as it is unclear what the difference is. GC replied that it is only in relation to voting as far as he was aware. Following discussion, it was agreed that MP and SC would have a conversation with Andrew Scoular at BJA and report back to the Board at the next meeting..

AOCB

29. MP reminded the Board that at the last meeting, it had proposed to wind up the National Academy. He proposed that the funds (approx. £11k) are used to support events development. SW and JMCB both indicated that the care system for events majority needs improved. All were in agreement for the proposed use of funds to support events and JMC was tasked with looking at the budget and determining how best to support events.

Date of Next Meetings

30. 23rd August; 25th October; 6th December
31. The Chair closed the meeting and thanked everyone for attending.