

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COUNCIL OF THE SCOUT
ASSOCIATION HELD ON SATURDAY 7 SEPTEMBER 2019
AT GILWELL PARK, CHINGFORD E4 7QW**

Present: Tim Kidd- UK Chief Commissioner and TSA Trustee
Gordon Boyd- TSA Treasurer and Trustee
Matt Hyde- Chief Executive and TSA Trustee
Ollie Wood- UK Youth Commissioner and TSA Trustee
Ann Limb- Chair of the Board of Trustees
Members of the Council – 163 in attendance
Guests and Observers – 65 in attendance

1. Welcome and Introductions

Chief Commissioner of England, Alex Peace-Gadsby and Chief Commissioner of Wales, Rhian Moore, welcomed and thanked all Council Members for attending the Annual General Meeting. They shared seven images of the previous Scouting Year, one of which included The Duchess of Cambridge den building at Gilwell Park in March when she came to see TSA's Early Year's pilots in action.

Rhian Moore welcomed Dr Ann Limb, Chair of the Board of Trustees, to address the Council. Dr Ann Limb extended a warm welcome to all those present at the AGM.

Dr Limb expressed that it had been a truly momentous year in Scouting, with the launch of the new strategy and brand; the delivery of innovative projects such as the Digital Programme Planning tool for Cub leaders and the first of TSA's Early Year's pilots; opening more than 150 sections in areas of deprivation, as well as seeing a rise in the number of leaders and having more young women than ever before. She thanked everyone for their work towards achieving the organisation's goals for young people and for the wider community. Furthermore, Dr Limb was very pleased to advise that our President, the Duke of Kent, would attend a meeting at Gilwell the following Monday to celebrate Gilwell100.

Dr Limb invited two young members – Rhiannon Wells and Becca Webster – on stage to speak about the difference that being a part of Scouts had made to their lives, developing their confidence and resilience and allowing them to help others and represent young people in the Movement.

2. Review of the Year

The Chief Executive, UK Chief Commissioner and UK Youth Commissioner separately welcomed all to the AGM and reminded the Council of the Association's four strategic areas and what the targets were, including how we intended to deliver these under our three pillars of work.

The UK Chief Commissioner welcomed Amir Cheema, UK Commissioner for People and Adam Turner, HQ Committee Member – Scouts Grants Committee, to the stage to provide a progress update on Growth.

i. Growth:

Amir Cheema noted the encouraging rise in the number of front line leaders, which had increased by 1.2% but explained that we shouldn't get complacent; youth membership had plateaued and was down by .04%. Mr Cheema explained that the focus going forward would be on delivering tools to support the programme to ensure we were delivering great programmes that would get young people to join and to stay. Mr Cheema informed the Council that there were 60,000 young people on waiting lists and this was also set against growth of our 6-25 youth membership by 85,000 over the last ten years.

Adam Turner was pleased to announce that there had been an increase in Young Leaders by 1.8%, demonstrating the continuing success story of Young Leaders. Mr Turner explained that this meant another 500 young people had had their first experience of volunteering and taking the lead to develop skills for life.

The UK Youth Commissioner welcomed Nisbah Hussain, Group Scout Leader and Pip Wood, Youth Commissioner to the stage to provide a progress update on Inclusivity.

ii. Inclusivity:

Nisbah Hussain explained that the Scouting for All Strategy had put inclusivity at the heart of the organisation's work and we were now beginning to see the results; the numbers of girls and women in Scouts had continued to rise, increasing by 4% and resulting in almost 30% of the total Movement being female. The Muslim Scout Fellowship had also gone from strength to strength and was supported by new funding. Additionally, there had been further provision of training and support to leaders, helping them to become more confident in welcoming those with additional needs such as autism.

Pip Wood added that we had opened 159 new sections in areas of deprivation and this was the outcome of incredible partnership working between staff, volunteers and funders. In total over the past five years TSA had opened 1,280 sections in areas of deprivation, providing Scouting to 20,480 more young people in some of the hardest to reach communities. Pip Wood emphasised that we would need to continue to challenge ourselves to look outwards and reach out to those who would benefit from the Scouts, building local connections that would help bring new and different people into the Movement.

The UK Chief Commissioner welcomed Deputy UK Youth Commissioner, Alex Harvey, and Jack White, UK Youth Commissioner Team, to the stage to provide a progress update on Youth Shaped.

iii. Youth Shaped

Alex Harvey explained that there were now 552 youth commissioners across the UK, up from 396 the previous year. Youth Commissioners were taking their place on County and District teams, sitting at the heart of the decision making process and helping create youth shaped Scouting.

Jack White added that the UK Youth Commissioner team had also been expanded with greater diversity. The team were in the process of preparing a new youth award that would recognise great youth led work. Mr White elaborated that there were now 18,613 Young Leaders across the country who were also making an impact locally.

The Chief Executive welcomed Graeme Hamilton, UK Commissioner for Programme Delivery and Sam Murphy, District Youth Commissioner, to the stage to provide a progress update on Community Impact.

iv. Community Impact

Graeme Hamilton was energised by the progress made against all our strategic areas, including programme delivery and particularly the organisation's community impact work. Mr Hamilton explained that a quarter of a million Scouts were now making an impact in their communities and that this included 22,000 Scouts who were trained as Dementia Friends, improving young people's empathy and active listening skills. Mr Hamilton also highlighted the work taking place locally to stop plastic pollution through TSA's partnership with the Canal and River Trust.

Sam Murphy added that six new themes had been announced for A Million Hands and these themes would help Scouts leave the world a little better than found as well as lead to more youth-led Scouting in action. Mr Murphy outlined that the themes included protecting the environment to ending homelessness, supporting refugees and displaced children and promoting kindness in every community. The organisation had also renewed its commitment to supporting better mental health for all and understanding disability. We would be working with some amazing partners and would be able to provide great resources, making it easier for leaders to help young people make a difference. TSA would be publically launching the new themes in October at Westminster.

The Chief Executive thanked Mr Hamilton and Mr Murphy. An update on the work specifically across the three pillars of work presented:

i. Programme

Mr Hyde explained that one of the big pledges the organisation had made was to deliver a better quality programme and that the Cubs programme planning tool already had two years' worth of programme ideas available. The Beaver Scout section would shortly be available and the Scout section would follow. Matt Hyde continued that partnering with NCS had allowed us to carry out some innovative work to help us extend reach to young people and the organisation was also looking at ways to embed The Duke of Edinburgh Awards in areas of deprivation.

ii. People

Mr Kidd provided an update on People: the new website was live and was helping the organisation create a better "shop window" to encourage parents, potential volunteers and members to understand what we do and how to get involved. Furthermore, the review of the adult journey and how we recruit and support new volunteers was moving ahead and

had the potential to be a game changer. The organisation's work in opening new provision in areas of deprivation had also taken huge steps with further funding for 40 early years pilots in areas of deprivation.

iii. Perception

Mr Wood provided an update on Perception noting that many members had been working hard to make the switch to the new brand and visual identity. Talking about skills for life and using the new identity would help people really understand and be inspired by the Association as well as forming part of the organisation's work to reach out to new communities. Furthermore, the brand and the film Nat's story, which launched last year, had already won awards and both were shortlisted for the Third Sector Awards. Mr Wood added that the next step in the Perception work would be on uniform, with 26,000 people having already provided feedback in the first phase of the review.

The Chief Executive, UK Chief Commissioner and UK Deputy Chief Commissioner provided examples of some of TSA's success stories over the last year, including Scout Store achieving a surplus of three and half million pounds, up 14% on the year. Customer satisfaction was also over 90%. Scout Adventures had also welcomed over 160,000 young people to the organisation's 12 activity centres.

3. Apologies

Mr Kidd advised the Council that the President, His Royal Highness The Duke of Kent, very much regretted that he was unable to attend the Annual General Meeting. However, he would be attending an event at Gilwell the following week to celebrate the centenary. The Chief Scout was also unable to attend. The Board of Trustees proposed that the Chair of the Board, Ann Limb, should chair the AGM. The Council unanimously approved the proposal.

Dr Limb thanked members of Council and welcomed everyone to the AGM. She extended a warm welcome to Craig Turpie, Chair of the World Organization of the Scout Movement (WOSM), TSA's Vice Presidents: Wayne Bulpitt and John Beresford and Derek Twine (TSA's former Chief Executive). Apologies from 24 members of the Council had been received.

4. Minutes of the Annual General Meeting held on 8 September 2018

The minutes of the AGM of the Council of the Scout Association held on the 8 September 2018 were approved and signed.

5. Annual Report and Accounts

Dr Limb reported that in accordance with the Bye Laws, the Annual Report and Accounts had been formally approved and adopted by the Trustees before presentation to the Council. The Report was not required to be formally adopted by the Council. However the Report must be presented to the Council and Members continued to be entitled to ask questions on its content.

Treasurer's Presentation:

Mr Gordon Boyd, TSA Treasurer, reported that since the Council met last year TSA had been busy implementing a new strategy covering the next 5 years following lengthy consultation. My Boyd

reported that since the last AGM the organisation had rolled out a programme planning tool for activities for the Cub's section, had launched a beta website to improve volunteers' access to information and had launched the Skills for Life brand and new visual identity.

The Treasurer explained that the organisation continued to remain in good health with free reserves being maintained broadly in line with last year and in compliance with the reserves policy. The Treasurer took the opportunity to thank the significant number of financial supporters providing assistance to the charity.

It was noted that the front of the Annual Reports and Accounts outlined the Association's strategic aims, achievements and performance over the last year as well as setting out the organisation's Theory of Change, which helped us identify areas where we could improve. The Treasurer moved on to providing an in depth look at the organisation's income over the last financial year:

a) Income

The total income received last year was £37m, of which £1.5m was restricted. The £37m of income represented an increase of £2m (or 5%) over the previous year. The largest source of income continued to come from members although the proportion of total income which this represented continued to decline in line with our objectives. Trading activities continued to produce strong results at £12.4m with an increase of £2.4m across all TSA's retail, hostel and conference and sponsorship activities. This continued to be a great success story for the organisation with more growth anticipated over the coming years.

Income from charitable activities included income from activity centres, National Events and insurance commissions. Ignoring cyclical World Moot and Roverway income, income from charitable activities was consistent at £9.5m.

Donations and legacies income of £2.9m was flat year-on-year but stopped the downward trend TSA had seen over the last few years and was steady at £2.9m. The proportion which was unrestricted was 50% in 2018/19, representing a significant increase over previous years and allowed the organisation to better target funding in support of the strategy. Though the Donations and Legacies income stream was difficult to predict, the restricted income that was received at the centre (rather than by individual groups) had enabled TSA to continue to provide grants for development work in deprived areas and support future work in schools. This was also supported by restricted grant funding received from the Department for Education and Uniformed Youth Fund, enabling TSA to develop its reach for younger children, making a difference in supporting vulnerable young people in deprived areas and to expand adult volunteering opportunities.

Investment income is now a relatively small part of the overall total as we have reduced our reserves to be in line with our reserves policy and investment yields across all asset classes continue to remain low by historic standards.

Mr Boyd stated that there was unrestricted net income of £19m. Contributions from our insurance business and profit from Unity and Events and Conference Centres each comprised 5% and 7% respectively of the total. Profits from Scout Shops contributed a further 19% in what was a strong year of trading.

b) Membership Fees

Membership subscriptions continued to be TSA's largest source of unrestricted income by far at around 58% of the total and brought in £11m. Although, the proportion continued to reduce. The Trustees had agreed a £1 increase for the next financial year commencing 1 April 2020, to £28.50 (assuming prompt payment) per young person.

Mr Boyd explained that Trustees were fully aware of the financial pressures faced by a large number of members and had sought to limit the increase as far as possible with a continued search for cost reductions and the identification of additional sources of income. However, TSA continued to see significant cost pressures in a number of important areas, such as safeguarding, which benefited the Movement as a whole.

c) Spend on charitable activities

The summary in the Annual Report showed that our largest area of expenditure was related to charitable activities at £29.7m out of a total spend of £37.5m. Spending on delivering TSA's objectives had increased by £1.9m compared with the previous year. £1.4m of this increase was met from restricted funds, where we had been making excellent use of Department for Education and Uniformed Youth Fund grants aimed at extending our reach. We had used a grant from the National Citizens Service Trust to design and model the provision of vocational training and this latter initiative could result in substantial future funding for the organisation to deliver training to Scouts.

Youth programme and activities: (20%) - this included the various educational activities that members participated in, developing a wide range of key skills. This had been supported by the development of our new digital programme planning tool.

Development of Scouting: (23%) related to those activities focussed on growing and diversifying the Movement.

Adult support and training: (22%) had developed with specialist support for leaders. For example, we have worked in partnership with the National Autistic Society to help leaders welcome young people with autism into Scouts.

Support and Services to the Movement: (35%) included services provided centrally ranging from the Information Centre to safeguarding, insurance and financial help. New services included the Scout brand centre, which now has 18,000 registered users.

d) Reserves

Mr Boyd referred to the statement of the Annual Report pages 31/33, which showed an operating deficit of £0.5m for the year and below that, gains and losses from pensions and currency transactions, giving a total decrease in funds of £2.3m. TSA's general funds, or free reserves, showed a small increase to £10.5m, remaining close to the reserves policy target of £10m. Mr Boyd explained that the reason for the apparent disparity between an operating deficit for the year, but which had resulted in a small increase in General Funds to £10.5m, was due to unrestricted net income being positive but restricted net income being negative; General Funds included only unrestricted income.

The Treasurer continued that the Pensions Reserve was a negative figure reflecting the reported accounting deficit in the pension scheme. The accounting liability had increased by £1.9m and accounted for most of the reduction in Total Funds. The Pension Reserve related to the Association's defined benefit scheme, which was closed to new members. For the purposes of TSA's accounts, the assets and liabilities of the pension scheme were revalued each year. As noted in previous years, the pension scheme deficit calculated using accounting rules did not in itself trigger a requirement to make any additional payments into the Scheme. Payments into the fund were in fact determined following an actuarial valuation undertaken on behalf of the pension fund trustees every three years.

Mr Boyd explained that the last actuarial triennial valuation as at 31 March 2016 moved closer to the then accounting valuation and required the organisation to agree a deficit reduction plan with the pension fund trustees. This led to the £3m payment made into the fund in 2017/18, with an additional £2m due over the next 2 to 3 years, to be funded from the sale of surplus assets. The triennial valuation as at 31 March 2019 will take place over the coming year and will be reported to Council Members in 2020. The Treasurer highlighted that it was possible that additional funding may be required.

e) Challenges ahead

- To continue to operate a financial model that will enable the Association to be both financially sustainable and manage its key risks in an ever changing and complex world.
- To maintain the Association's reserve levels in line with its reserves policy whilst continuing to deliver our charitable objectives.
- To continue to obtain value for money from the Association's business, assets and activities, for the benefit of its membership.
- To invest in initiatives that will deliver the Association's new strategy thereby contributing to the growth and development of Scouting for the coming years and to the benefit of society as a whole.

Mr Boyd reported that the finances of the Association were in good shape and the reserves were at levels consistent with Charity Commission guidance. He mentioned that due to a good governance structure the Association's finances were managed in a controlled fashion. He went on to extend thanks to the Finance Committee and the Finance Team for their hard work in preparing the accounts and for keeping control of the finances during the course of the year.

The Treasurer, on behalf of the Board of Trustees commended to Council the 2018/19 Annual Report and Accounts.

6. Elected Members of the Council

On the proposal of David Branagh, seconded by Gareth Jones, both Members of the Board of Trustees, the Council approved unanimously the election of the following Elected Members of the Council for a period of three years 2019-2022.

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| Currently Amanda Medler | The Chief Guide |
| The Rt.Hon. The Earl of Airlie, KT, GCVO, PC | Vice President |

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| Mr. W. George Purdy, CBE | Vice President and Former Chief Scout |
| Wayne Bulpitt, CBE | Former UKCC and Vice President |
| Derek Twine, CBE | Former Chief Executive |
| Currently Mr Moray MacDonald | Chairman, Scottish Board, Scottish Scout Council |
| Currently Andrew Tuggey | Chairman of the Board of Trustees of Scouts Cymru |
| Currently Mr. Henry Brown | Chairman, Committee of the Council, Northern Ireland Scout Council |
| Dr Richard Butler | Chair of the UK Chapter of the World Scout Foundation |
| Mr John Capper | Former Treasurer |
| Reverend Colin Dow | Moderator, Free Church of Scotland |

7. Appointed Members of the Board of Trustees:

At this point Dr Limb addressed the Council about the Board of Trustees, explaining that at the beginning of the year a search process had been initiated to find a Trustee with Safeguarding experience and a robust recruitment process was followed to find a suitable candidate.

The Treasurer, Gordon Boyd, proposed the appointment of David Sandall as the Appointed Trustee with Safeguarding experience for a three year term, and Sue Harris (Trustee) seconded the proposal. The Council voted unanimously in favour of the proposal. Dr Limb congratulated David Sandall on his appointment for the period 2019-2022, noting that David had not been able to attend the AGM.

8. Elected Members of the Board of Trustees

Dr Limb informed the Council that this year the call for candidates for the electoral colleges of England North, England South and Scotland resulted as follows:

- Two vacancies and five candidates for England North College.
- One vacancy and five candidates for England South College.
- One vacancy and one candidate for Scotland College - No election needed and Graham Haddock was therefore deemed elected from the date of the AGM.

Details of all candidates were sent to Council members at the end of July and voting was held online for England North College and England South College.

Dr Limb read the names of only the successful candidates but noted that details of the votes cast were available should Council members be interested. The successful candidates were:

- **England North – Michael Wood-Williams and Craig Dewar-Willox**
- **England South – Caroline Pearce**

Michael Wood-Williams, Craig Dewar-Willox, Caroline Pearce and Graham Haddock were duly elected for the period 2019-2022, subject to them remaining a Member or Associate Member of the Association.

9. Elected Youth Member of the Board of Trustees

Dr Limb advised the Council that there was one vacancy and two candidates for the role. The Chair explained that the Association wanted to make the election process as positive as possible for all candidates and explained that we would work with candidates who were unsuccessful on this occasion to harness their enthusiasm and to support their continued development as volunteers within Scouting.

Candidates' details were sent to council members at the end of July and voting was held online.

The successful candidate was:

- **Youth Member- Rhiannon Wells**

Rhiannon Wells was duly elected for the period 2019-2022, subject to remaining a Member or Associate Member of the Association.

10. Alteration to the Bye Laws and Royal Charter

Dr Limb reminded Council Members that the details about the proposed amendments had been sent to them in advance. The Chair explained that the Royal Charter stated that Council should have between 400 and 600 members; the figures were increased when the role of County Youth Commissioner was added to the membership. However, despite this addition the Council membership had not increased as anticipated. Dr Limb advised that it was recommended that the Royal Charter be amended to state that the minimum number of Council members be 300, to ensure we were always within this figure.

On the proposal of Stuart Howells (Trustee), seconded by Ashley Russell (Trustee), the Council were invited to approve the amendment. The Council voted unanimously in favour of amending the Royal Charter.

The Chair added that the Association's current Bye Laws did not allow for decisions to be made outside of formal Board meetings, requiring Trustees to see and hear one another for a meeting to be valid. Furthermore, voting by email or the sending of the notice of a Board meeting by email was also not allowed for within the current constitution. Dr Limb explained that after consultation with the Association's lawyers, it was recommended that the Bye Laws were amended to allow for these situations to ensure timely and effective decisions were made and were appropriate.

On the proposal of Stuart Howells, seconded by Ashley Russell, the Council were invited to approve the amendment. The Council voted unanimously in favour of amending the Bye Laws.

Dr Limb noted that in July 2016 the Board of Trustees discussed the proposal that the UK Youth Commissioner should be an ex officio member of the Board. This was not progressed due to ongoing consultations about the size and composition of the Board. The Chair explained that since work on reducing the size of the Board had stopped for the time being it was now proposed that the Bye Laws be amended to make the UK Youth Commissioner a member of the Board.

On the proposal of Stuart Howells, seconded by Ashley Russell, the Council were invited to approve the amendment. The Council voted unanimously in favour of amending the Bye Laws.

11. Update on Board Effectiveness

Dr Limb reminded the Council that at the last AGM members were invited to share their ideas and suggestions to make the Board of Trustees more effective and reduce the size in line with Charity Governance Code recommendations. Council members were further consulted in February 2019 and the survey results demonstrated that there was strong support for screening candidates prior to election but less support for reducing the size of the Board. Following these results, Trustees decided not to progress with reducing the size of the Board, agreeing to put a resolution to Council that all candidates for election undergo a screening process to ensure the right skill set on the board.

Dr Limb advised that the Association were asking Council to approve in principle the implementation of a screening process for elected Trustees. The Chair noted that further consultation would take place on the detail of the process, with the intention that there would be members of Council on the decision making panel and a Vice President or their nominee likely chairing the panel. As a substantial change to the process, this would need to be written into the Bye Laws.

The Chair asked Council members to agree to the proposal to screen candidates for election to the Board to be progressed. The proposal was supported by a majority of Council Members and therefore carried.

12. Any Other Business

There being no other business the Chair thanked Members of the Board for their commitment over the last 12 months and thanked the Council for their attendance and formally closed the meeting.

Following the close of the Annual General Meeting, presentations were undertaken: John Kennedy, Jack Bullon, Stuart Howells, Frances Craven and Gareth Davies received thanks and a gift following the end of their term as trustees.

Grace Kelly
Governance Officer
21/11/2019

Signed as a true and accurate record of the meeting

Ann Limb
Chair, The Scout Association
January 2020