

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COUNCIL OF THE SCOUT
ASSOCIATION HELD ON SATURDAY 8 SEPTEMBER 2018
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
Hannah Kentish- UK Youth Commissioner and TSA Trustee
Ann Limb- Chair of the Board of Trustees
Members of the Council – 159 in attendance
Guests and Observers – 53 in attendance

1. Welcome and Introductions

Chief Commissioner of England, Alex Peace-Gadsby and Chief Commissioner of Scotland, Andrew Sharkey, welcomed and thanked all council members for attending the Annual General Meeting. They shared five images of the previous Scouting Year, one of which included 455 Scouts setting a new Guinness World record for the world's largest human Fleur de Lis at CarFest North.

Mr Sharkey 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, particularly to Dwayne Fields, one of our Scout Ambassadors. Dr Limb expressed that 2018 was a real milestone in Scouting, with the introduction of the new brand and an ambitious five year strategy. She thanked everyone for embracing the strategy which would help a lot more young people.

She expressed her excitement for next year as she informed Council that we will be celebrating Gilwell 100 - the centenary of Scouting at Gilwell Park. She was very pleased to advise that our President, the Duke of Kent, has agreed to take on the role of Honorary Chair of the Gilwell Fellows, helping lead our fundraising campaign for the development of the Camp Square and museum.

2. Review of the Year

The Chief Executive, UK Chief Commissioner and UK Youth Commissioner separately welcomed all to the AGM and highlighted key events which demonstrated the top level national impact of the four strategic areas. The Chief Executive explained how the youth membership has grown for 13 years in a row, welcoming another 4,500 young people aged 6-18, which brings our total membership to 640,000. We have also now opened 830 new sections in areas of deprivation.

The UK Chief Commissioner commended everyone for embracing the new strategy and brand. He noted that working hand in hand with our colleagues at the Nations and across Counties and Districts has given the lift and focus needed to deliver this.

i) Growth:

The Deputy UK Chief Commissioner, Mark Tarry, delved deeper into the growth numbers, stating that total membership is up by 3.3%, including a rise of 1.1% in 6-18 year olds. There

is also growth in our 6-25 female youth membership which is up by 7.6%. After 2 years of decline in London, Mr Tarry reported there is now growth in London.

Jenny Brownlie, Scottish Headquarters Commissioner (Youth Involvement) informed the meeting there was also growth in Scotland. There was an increase in young people of 39,000 and an increase of 588 in girls across all sections.

ii) Inclusivity:

The UK Chief Commissioner, Tim Kidd, confirmed that a third of all of the Association membership now consisted of over 102,000 female members aged 6-18. He revealed that more communities were embracing Scouting with over 5000 members supported by the Muslim Scout Fellowship. He also reported that we have made a name for ourselves at the Pride events. The Council noted that 830 sections had been opened in areas of deprivation.

The Deputy UK Chief Commissioner (Kester Sharpe) explained that with support from the Regional Services Team, the County and the District, the Sparkwell Scout Group now operates in a small village near South Hams in Devon where there was no Scouting provision previously. They've opened Beavers, Cubs and Scouts and now have 45 young people, 10 Leaders, 5 Executive Committee Members and a Group Scout Leader. She invited James Nehaul (County Youth Commissioner) to update the council on how Scouting is welcoming different kinds of people in Central Yorkshire.

Mr Nehaul informed the council about activities that include running Scouting in hospitals, and in Leeds & Wakefield they had found a way to incorporate Scouting in primary schools on Friday afternoons to give the young people a chance to participate.

iii) Youth Shaped

The UK Youth Commissioner (Hannah Kentish) expressed her pride in the Association having nearly 400 District and County Youth Commissioners. She also revealed that a quarter of a million YouShape badges had been earned since 2016 which she believes is evidence of the level of youth-shaped participation.

Deputy Youth Commissioner (Frankie Smith) informed the council that 20% of our trustees are young people and he expressed his gratitude to the four Assistant UK Youth Commissioners who supported each of our strategic areas.

Members congratulated Hannah Kentish for the phenomenal work she has done through good leadership the past four years to inspire youth-shaped Scouting.

iv) Community Impact

The Chief Executive (Matt Hyde) explained that there has been a huge rise in the level of engagement in community projects with over 1,400 projects recorded so far. He also added that 700,000 hours of community actions had taken place since 2015 and 22,000 scouts are now trained as Dementia Friends.

The UK Commissioner for Programme (Graeme Hamilton) highlighted that a Million Hands has helped reaffirm community impact as a central part of Scouting with over 4500 groups registering, offering opportunities for social action to over a quarter of a million young people.

The UK Chief Commissioner provided an update on essential work that takes place outside the strategy. He reported that the new Head of Safeguarding (Tina Wilson) was doing a phenomenal job supporting the national team and helping develop a safer recruitment process for volunteers. He also mentioned that the Safeguarding Committee now reports to the Board and the emphasised the importance of the yellow card.

The UK Youth Commissioner acknowledged that one of our Scout ambassadors Dwayne Fields who helped to launch our plan in May was present, and also noted that Warwick Davis had been appointed as our newest ambassador.

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 had written to the Association to wish us well for the coming year. 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 our Vice Presidents in attendance, John Beresford and Wayne Bulpitt. She also extended a welcome to Dwayne Fields. Apologies from 16 members of the Council had been received.

4. Minutes of the Annual General Meeting held on 2 September 2017

The minutes of the AGM of the Council of the Scout Association held on the 2 September 2017 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 continue to be entitled to ask questions on its content.

Treasurer's Presentation:

Mr Gordon Boyd, TSA Treasurer, reported that since we met last year we have launched a new strategy for the next 5 years, while taking the opportunity to update our brand, and although our movement continued to change, the careful management of our financial resources didn't. He stated that we have maintained our adjusted free reserves in line with last year and in compliance with the reserves policy. He also gave his thanks to our financial supporters who have assisted us in reaching many young people to provide them with skills for life.

a) Income

The total income received last year was £34.1m, of which £1.2m was restricted. The £34.1m of income represented an increase of £1.4m or 4% over the previous year. Trading activities continued to produce strong results at £0.3m with a reduction of £100k compared to the previous year. Strong retail sales and a significant increase in hotel and conference income largely offset an £800k reduction in sponsorship.

Income from our charitable activities includes income from activity centres, national events and insurance commissions. Ignoring World Moot and Roverway Income, the income from charitable activities was £9.6m compared with £8.8m on a like for like basis with all but £300k of the £800k increase coming from our insurance business.

Donations, legacies and similar income continued the downward trend over the last few years. It was down by £500k at £1.6m with the reduction due to fewer legacies, £500k compared with £1.1m received in the previous year. The majority of this income stream continues to be restricted income that is designated by the donor for a specific purpose. This accounted for £1m out of the £1.6m total. The restricted income we received enabled us to continue to provide grants for development work in deprived areas and support our future work in schools.

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 £17.5m. Contributions from our insurance business and profit from Events and Conference Centres each comprised 6 % of the total. Profits from Scout Shops contributed a further 18% in what was a strong year of trading. However, membership subscriptions continue to be our largest source of unrestricted income at around 63% of the total and brought in just under £11m.

b) Membership Fees

Mr Boyd reminded members that what appeared to be a substantial increase in membership fees in 2016/17 was due to a change in the collection method, with only young people under 18 years required to pay subscriptions to Headquarters. For the current financial year 2018/19, fees were increased by 50p. The Trustees have agreed for the next financial year commencing 1 April 2019 there would be a £1 increase bringing the fee to £27.50 per young person.

Trustees are fully aware of the impact of the financial pressure which a large number of members continue to face and have sought to limit the increase as far as possible.

c) Spend on charitable activities

The summary in the Annual Report shows that our largest area of expenditure is related to charitable activities at £27.7m out of a total spend of £33.8m. After adjusting for the impact of the Iceland Moot (£900k), spend was only £380k higher than the previous year. This was despite continuing to see pressure in front line costs such as safeguarding, which increased by £700k. This means to fund higher costs, costs have had to be cut elsewhere.

Youth programme and activities: (21% - £5.7 m) - this includes the various educational activities that members participate in, including items such as the provision and updating of youth programme resources and which included £0.9m of World Moot expenditure.

Development of Scouting: (24% - £6.7m) relates to those activities focussed on growing the movement and include items such as the Regional Development Service.

Adult support and training: (22% -£6.2m)

Support and Services to the Movement: (33% -£9.2m) includes Headquarters services provided centrally such as safeguarding, insurance and the Information Centre.

d) Reserves

Mr Boyd referred to the statement of the Annual Report pages 28/30, which shows that there is a small increase in total reserves (unrestricted and restricted) of around £0.3m to £39.6m. The increase was attributable to restricted funds with unrestricted remaining flat year on year. The free reserves have reduced by £3.1m to £10.3m, The reason for this is, Mr Boyd explained, is that the previous year's balance of £13.4m included £3m of cash being held in advance of a payment to be made to the pension fund in order to reduce the deficit. £2m of this came from a special dividend made by our insurance subsidiary and the realisation of £1m of investments.

Adjusting for the £3m the results in free reserves of £10.4m, is broadly similar to the current year. This remains slightly above our target level of £10m.

The Pensions Reserve (11.8) related to the Association's defined benefit scheme, which is closed to new members. For the purposes of the accounts, the assets and liabilities of the pension scheme are revalued each year. The pension scheme deficit is calculated using accounting rules and does not in itself trigger a requirement to make any additional payments into the Scheme. Payments into the fund are in fact determined following an actuarial valuation undertaken on behalf of the pension fund trustees every three years.

As indicated at last year's AGM the most recent actuarial triennial valuation moved closer to that previously calculated by the accountants. This required us to agree a deficit reduction plan with the pension fund trustees. This is what lies behind the £3m payment made into the fund, with an additional £2m due over the next 2 to 3 years, to be funded from the sale of surplus assets.

e) Challenges ahead

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

Mr Boyd reported that the finances of the Association are in good shape and our reserves are at levels consistent with Charity Commission guidance, he mentioned that due to a good governance structure the Associations finances are 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 2017/18 Annual Report and Accounts.

6. Elected Members of the Council

On the proposal of Ashley Russell, seconded by Matt Mills, 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 2018-2021

The Prime Minister	Currently the Rt. Hon. Theresa May, MP
Lord Baden-Powell	Vice President
Mr John Beresford	Vice President
President, Northern Ireland Scout Council	Currently Philip Scott
Primus of the Scottish Episcopal Church	Currently Reverend Mark Strange
Mr Peter Duncan	Vice President and former Chief Scout
Representative of the Territorial Commander, Salvation Army	Currently Major David Squirrell
President and Chairman of the Buddhist Society	Currently Dr Desmond Biddulph
Director General of the Islamic Cultural Centre	Currently Dr Ahmad Al-Dubayan
Mr Peter Gilks	Member, The Scout Association Trust Corporation
Mr Anthony Lyall	Member, The Scout Association Trust Corporation

7. Appointed Members of the Board of Trustees:

At this point Dr Limb handed over the chairing of the meeting to Tim Kidd, UK Chief Commissioner, who informed Council members that Dr Ann Limb has acted as Chair of the TSA Board for three years which brings her to the end of her first term. The Board recommended to the Council that she be appointed as Chair for a second three year term.

Dr Limb left the room at this point.

The Treasurer, Gordon Boyd, proposed the appointment of Dr Ann Limb as the Chair of the Board for a second three year term, and Sue Harris (Trustee) seconded the proposal. The Council voted unanimously in favour of the proposal.

Dr Limb returned to the meeting, Mr Kidd congratulated Dr Limb on her appointment as Chair of the board from 2018-2021.

Dr Limb went on to inform the Council that both Jane Simpson and Lexie Sims who are Trustees of the Board of TSA are at the end of their first three year term as trustees. She explained that they have both indicated their interest for a second year term.

Jane Simpson and Lexie Sims were asked to leave the meeting for this item

Gareth Davies on behalf of the Board proposed the appointment of both Jane Simpson and Lexie Sims for a second three year term 2018-2021. Byron Chatburn seconded the proposal. Council voted unanimously in favour of the proposal.

Jane Simpson and Lexie Sims re-joined the meeting and were congratulated by Dr Limb on their appointment as Trustees of the Scout Association for a second three year term 2018-2021.

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 Wales resulted as follows:

- One vacancy and no candidates for England North College - Post will remain vacant.
- One vacancy and 1 candidate for England South College - No election needed and Kieron Moir was therefore deemed elected from the date of the AGM.
- One vacancy and 3 candidates for Wales College.

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

The successful candidate was:

- **Wales- Nicola Gamlen**

Kieron Moir and Nicola Gamlen were duly elected for the period 2018-2021, 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 3 candidates for the role. Candidates' details were sent to council members at the end of July and voting was held online.

The successful candidate was:

- **Youth Member- Gareth Jones**

Mr Gareth Jones was duly elected for the period 2018-2021, subject to him remaining a Member or Associate Member of the Association.

10. Bye Law Amendments

Dr Limb reminded Council Members that the details about the proposed amendments had been sent to them in advance. She went on to advise the Council that the reason behind the change is to clarify and formalise the fact that the UK Chief Commissioner rather than the 'Chief Scout or a Deputy Chief Scout' would sit on the trustee board (as happens in practice). The concern previously expressed was that this would not allow any flexibility to revert back to the Chief Scout if that was necessary for any reason in the future

The Nominations and Governance Committee considered this at their meeting in February 2018 and agreed that the proposed wording should state that the "UK Chief Commissioner or the Chief Scout, but not both, would sit on the Trustee Board". This will allow the required flexibility should the roles change in the future.

Nicola Gamlen proposed this amendment and Jack Bullon seconded the proposal.

The Council unanimously approved the amendment to the Bye-laws.

11. 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: Byron Chatburn and Liz Jack received thanks and a gift following the end of their term as trustees. Finally a special presentation was made thanking Hannah Kentish for her service to the Association during her term as UK Youth Commissioner.

Jacklyn Bada
Governance Officer
21/11/2018

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