

**Disability Equality Scotland  
Meeting of the Board of Directors**

**CLOSED SESSION**

**Tuesday 30 July 2019 10.00am**

**Scottish Prison Service  
Newlands Road  
Brightons, Falkirk, FK2 0DE**

<b>Attending:</b>	Linda Bamford (LB) Scott Stewart (SS) Colin Millar (CM)	Convener Director Director
<b>Skype:</b>	Maureen Morrison (MM) Susan Fulton (SF)	Director Director
<b>Staff:</b>	Morven Brooks MBr	Chief Executive Officer

**Item 1 Welcome and Apologies**

The Convener welcomed everyone to the Board meeting and confirmed apologies from DMcK. She confirmed that no apologies had been received from CG, JMcD or KM.

SF and MM joined the meeting by SKYPE.

She stated that with those in attendance the Board was quorate and sought agreement to start the Board meeting and update anyone arriving late on arrival. This was agreed.

The Convener continued by checking that everyone had the papers for the meeting and also that they felt the papers contained enough information to allow them to make any necessary decisions. She also asked if everyone had enough time to prepare, stating that the papers had been circulated 3 weeks prior to the meeting.

She stated that she was aware that Board Briefing Papers 1 and 2 contained a great deal of information, however she explained the need for this given the issues to be discussed in the closed session.

Everyone confirmed that they had adequate time and papers/information and were fully briefed to continue.

The Convener stated that this board meeting was a closed session due to the sensitivity around some elements of Board briefing papers 1 and 2, which could result in the Board potentially making key decisions that were needed and appropriate to meet the business needs of the organisation.

The Convener explained that the agenda had been stripped back to cover outstanding actions, approve new members and also to cover key areas of governance. She confirmed that she hoped this allowed adequate time for discussion and debate around the briefing papers.

She asked those in attendance if they were okay to continue on that basis and this was agreed.

The Convener reconfirmed that given the importance of the briefing papers, if anyone needed to probe a bit deeper or take more time over any of the issues, to let her know.

She confirmed that she welcomed an open challenge to any viewpoints and/or assumptions during our discussions.

The Convener confirmed that there would be a short minute to cover the agenda and Morven would keep a note of any action points, owners, timeframes or information we may wish to record such as any decisions reached.

## **Item 2      Agreement of minutes from last meeting**

The minutes of the April 2019 Board Meeting were agreed as an accurate record and it was confirmed that action points had been picked up within the action point table.

The minutes were proposed by LB seconded by MM.

### **Item 3 Agreement on what we want to achieve from today's meeting**

The Convener set the context for the meeting by confirming that it was hoped to achieve the following from the Board meeting;

1. Sign off outstanding actions from April 2019 board meeting
2. Cover areas of governance including discussions and decisions flowing from Board Briefing Paper 1 – update from OSCR and Board Briefing Papers 2 – Estates
3. Approve new members
4. Agree any individual tasks with timeframes, and
5. Finish on time.

### **Item 4 Outstanding actions from 30 April Board 2019 board meeting**

MBr gave an update on the outstanding actions from April 2019. She confirmed that actions 3, 4 and 6 had been completed and closed.

With regard to action 1 and the SKYPE meeting with SF, after a short discussion it was decided that this was no longer required, and the action could now be closed.

With regard to action 2 it was agreed that Governance newsletters were not required on a monthly basis and moving forward these would be produced quarterly and distributed to Directors one month in advance of scheduled Board meetings. If there was no areas to cover, there would be no need for the governance newsletter.

With regard to action point 5, MBr updated that the first draft of the Annual Report would be sent to the Chair of the Strategy Subgroup by 9 August 2019 and that she would keep “chasing” the accountants for the end year financial reports (2018/19).

LB and MBr updated the Board that they had discussed the Annual Report process during MBr's interim appraisal and moving forward a first draft will be produced by the beginning of June each year with the expectation that the final Annual report would be signed off by the 30 June and await the end year finances as an appendice.

It was confirmed and agreed by all that all actions from the April 2019 Board meeting could be closed.

### **Tabled Item on day    Approval of new members**

MBr tabled a list of 47 new individual members and 1 new corporate member. The Board approved all new memberships.

### **Item 5        Board Briefing Paper 1**

The Board had general discussion around the OSCR inquiry and the actions the Board had taken since December 2017 to strengthen governance arrangements for the organisation. Evidence had been supplied within the briefing paper to show new practices and procedures, which evidenced that the Board was fulfilling the governance functions.

It was agreed that the governance arrangement were solid and probably delivering more checks and balances than required. Directors were satisfied that everything was being done and that they were competently discharging their function as Trustees.

### **Item 6        Board Briefing Paper 2**

The Board accepted briefing paper 2 and acknowledged the importance of the decisions to be made. The Convener confirmed that up to 2 hours had been protected within the agenda to allow open discussion, constructive challenge and opportunities to take a deeper dive into some of the issues outlined within the briefing paper including supporting risks logs.

The Convener stated that she welcomed everyone's viewpoints on this issue and also constructive challenge to make sure everything was "bottomed out" before any decisions.

The board discussed and debated several points of Board briefing paper 2 and after approximately two hours reached a unanimous agreement in favour of relocating Disability Equality Scotland's office to the Pentagon in Glasgow.

This section of the agenda concluded with MBr outlining the timeline for the next phase of this decision, which would commence with a staff team meeting the following day, which she would chair.

There was an agreement that the key business needs of the organisation that had underpinned the decision to relocate were:

1. That the current premises were no longer fit for purpose and did not meet the business and growth needs of Disability Equality Scotland
2. That the preferred option, decided by the Board, met the business needs including being accessible in terms of parking, within the building and was also accessible by public transport
3. The preferred option met the growth needs of the organisation and would facilitate working closer to and with stakeholders and potential partners (make DES more visible), and
4. The facilities within the Pentagon met the needs of the organisation

The following agreements were reached from board briefing 2:

1. Agreement to relocate office from The E-Centre, Alloa to The Pentagon Centre, Glasgow
2. Agreement that the preferred option of location was Glasgow
3. Agreement that MBr would follow the advice and guidance from ELAS (HR Support) throughout all staffing processes and discussions
4. Agreement to offer only redundancy option and that travel costs would not be covered

#### **Item 7      Agreement of actions, timeframes and owners**

1. MBr to produce the Governance newsletter quarterly, one month before Board meetings. If no issues need covered then agreed that there will be no need to produce a governance newsletter. First newsletter scheduled for September 2019. Action MBr.
2. MBr to ensure decisions and agreements from Board Briefing Papers 1 and 2 are recorded as evidence of collective decision making.
3. MBr to email full Board confirming decisions reached from Board Briefing paper 2.

Final Version

**Item 8      AOB**

There were no issues raised under any other business and the meeting was closed.

**Minutes reviewed and agreed:    29 October 2019**

Proposed: SS  
Seconded: MM

Signed:

A handwritten signature in cursive script, appearing to read "Linda Bamford", is written in black ink on a light-colored background.

Linda Bamford, Convenor