

Final and Approved Board Minute: 18 July 2018

Disability Equality Scotland

Meeting of the Board of Directors

Wednesday 18 April 2018 at 10am

The E-Centre, Cooperage Way Business Village, Alloa, FK10 3LP

Attending: Linda Bamford (LB) Convenor
Dorothy McKinney (DMK) Director
Maureen Morrison (MM) Director
Scott Stewart (SS) Director
Louise Orr (LO) Director

Morven Brooks (MB) CEO
Emma Scott (ES) Equalities Projects Manager

Minutes: Maeve Bain (MBn) Senior Administrator

Item 0 Welcome and Apologies

Apologies were noted from Janis McDonald.

The new layout of the Board papers was discussed and the Directors agreed that it appeared easier. Two extra papers were tabled on the day.

Directors were reminded that a Closed Session would be held after today's Board Meeting scheduled within the agenda from 1145 hours.

Item 1 Agreement of Minutes from last meeting

The previous minutes were agreed however, LB asked if the word "would" could be replaced with the word "could" in the first page under section "Welcome and Apologies" of the minutes. She stated that this was intended to offer staff an open invite to attend Board meetings whilst not reflecting that it was mandatory. LB then asked for a proposer and seconder for the minutes.

Proposer DMK
Seconder MM

Item 2 Agreement on what we want to achieve from today's meeting

LB reminded the Directors to focus on what they wanted to achieve from today's meeting:

1. Sign off outstanding actions
2. Approve proposed new members
3. Receive updates on project progress
4. Cover areas of governance
5. Make decision to support operational activities
6. Be clear on what we have accomplished
7. Be aware of any individual tasks we have
8. Finish on time.

Item 3 Outstanding Actions for sign off by CEO and Board

It was noted there were no outstanding actions from the January 2018 meeting.

Approval of new memberships

17 members were approved for Individual membership and one was agreed for Corporate membership.

An application had been received from an individual in South Africa who had expressed a passion for helping disabled people, in his country. It was agreed that membership would not be granted, however, an email would be sent giving a link to our website, where information could be found that could be of interest to him.

Another application had been received from a person considering re-locating from Australia to Scotland. It was decided that membership would be offered to them when they had re-located and contacted us.

The Board agreed that as a Scottish charity, our aim was to effect change for disabled people, in Scotland.

It was agreed that both these applicants would be emailed to notify them on the decision regarding their membership application.

Item 4 CEO's Update (Governance and Operational Issues)

1. Operational activities overview (including staff team update briefing papers)

MB pointed out that she had included both Emma's and Ian's updates, in her report.

Equality Projects Manager Report - Key Points

- The intern from Aberdeen University has now finished her internship with Disability Equality Scotland. She provided some valuable feedback to Morven and she is going to run the Dundee marathon and donate to Disability Equality Scotland.
- Hate Crime – ES explained that she was arranging three consultation events, together with Transport Scotland, SEStran and Police Scotland, in West Lothian, Fife and Clackmannanshire.
- A proposal had been submitted to CalMac for a Mystery Traveller Officer position.
- ES confirmed she is also looking into funding that could potentially be available for additional projects linked to the Accessible Travel Framework.

Access and Engagement Officer Report

SS asked for clarification on the proposed new Access Panel Forum re-structure. MB reported that IB has been working on setting up regional forums to help us better communicate with the Panels and vice versa. IB had received positive feedback and he intended to report to the Access Panel Conference on the new re-structure.

A discussion took place regarding the on-going support to Access Panels and confirming new Access Panels in the pipeline.

It was agreed that MB and IB would contact a former Access Panel and offer support by way of two options to assist with a recent request.

MB discussed the ongoing issue of accessible venues, stating that she had met with a local organisation (Access 360) that does 360 videos of venues.

She stated that local Access Panels or the NAST Team could potentially offer help in this area. This would be a potential new partnership but would probably be progressed/develop later this year.

MB stated that it is intended to complement work on compiling a database of accessible venues.

MB spoke to the remainder of IB's report highlighting, access audits to be taken forward by the NHS and that the Aberdeen Transport Summit had been a success with a couple of learning points identified for future events.

It was noted that Monica Lennon MSP, would be the keynote speaker at the upcoming Access Panel Conference being held on 21st May 2018.

2. Board Annual Calendar of Activities

MB tabled and discussed the newly produced Board Annual Calendar of activities and noted that in effect this was an organisational governance checklist. The Board thanked MB for developing this tool and agreed it was useful to forecast meeting schedules and also a good Governance checklist.

The Board agreed that this would be adopted.

MB noted that Access Panels contact details were now subject to GDPR regulations and confirmed that DES would ensure compliance with any regulations as and where needed.

MB also noted that the service we provide, in the office, should include providing consistent advice to callers with queries; correctly signposting callers and building up a bank of useful information for callers. This was in development and being added to as appropriate.

3. Finance

- MB explained that she had created a new, condensed, method of reporting and asked the Board for feedback.
- She stated that funds had been very tight in the period up to 31 March 2018, however, DES had been able to manage these constraints.
- All grants had now been received for the current quarter, including new funding from The Big Lottery for a new post.

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- An outstanding invoice from Turcan Connell was discussed and LB stated that she had previously discussed it with the company. Turcan Connell had agreed to review the cost and get back to her. LB had not heard back from them as yet so it was agreed to hold off paying the invoice, in the meantime.

The Board agreed the new layout of the Finance Report and MB added that she would be happy to provide further breakdowns, when required.

The Board requested that the narrative “summary” with highlighted areas for Board attention remain to supplement the new condensed report.

MB agreed to continue to report the financial position with the summary narrative.

4. People

MB updated the Board and stated that Performance Reviews were now underway with the staff.

MB also updates the Board that team meetings and briefing were being conducted and explained the purpose and benefits of these.

5. Risk Management

LB discussed the current organisational risk log and confirmed that herself and MB had conducted a full risk review on the 29th March 2018. She pointed out that since January 2018 several risks had significantly reduced and thanked the staff team and her fellow Directors for their actions and efforts to reduce these risks many of which had been around the governance, finance and business continuity planning of the organisation.

LB explained that although the Financial Risk was still high, this would reduce with further income generation (e.g. Easy Read) and with the development of the fundraising and income generation strategy.

She explained that, at present, the finance risks were medium to high due to the unexpected and unplanned spends for the independent investigation which had been met from the reserves budget. This budget was being stabilised and the board had agreed to MB’s proposal to set an objective to increase reserves to give the organisation greater financial

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stability. LB explained that as the reserve budget increased, the financial risk rating would decrease.

LB also confirmed that other budget areas were currently adequate and being robustly managed to ensure financial efficiency.

LB spoke about each risk individually and outlines the risk movement, progress against target score, contingency and mitigating action being taken to minimise, manage or eliminate risks. She explained that the full risk review was conducted prior to setting and agreeing MB's objectives for 2018/19 and this had allowed the areas of higher risk to be weighted more heavily within the CEO's objectives to ensure they were prioritised for action (business continuity planning).

LB asked the Board and staff team if they had any further questions on risk management and asked if they agreed and accepted the organisational risks, ratings and risk management plans.

The board unanimously agreed.

General discussions took place including:

Confirming that Disability Equality Scotland are improving partnership working, including with SATA, SCoD, Inclusion Scotland, Spinal Injuries Scotland, Access 360 and local groups.

Revisiting the Communication Strategy was a priority, moving forward and MB would bring a revised draft to the July 2018 Board meeting.

A discussion ensued on reviewing the Articles of Association, with guidance from the local Third Sector Interface and prior to sending proposed amendments out for consultation to the membership on the draft changes. A report on this would then come to the Board for discussion.

The AGM was discussed, and the Board considered having it every other year, to try and keep costs down. It was agreed that members felt a benefit from the AGM and as such annually should continue.

Further discussions took place around the duration of the AGM and it was agreed that only business matters would be on the agenda, which would mean a shorter, more focussed meeting.

Several engagement events were planned during 2018/19 which would assist with member engagement and afford opportunities to gain their views and ensure their voices were heard and used for our forward planning and to ensure these views and experiences were being fed back to organisations including policy makers and service providers to help design and work toward our goal of achieving full access and inclusion for disabled people on Scotland.

Item 5 Board Briefing Paper 1 Organisational Learning – Transparency – Improved Communications

LB spoke to her paper on Organisational Learning – Transparency – Improved Communications, regarding benefits and risks to the organisation.

She stated it is important to openly log the “mistakes” we make, to acknowledge them and to learn from them. This will instil a culture of openness and transparency.

It was pointed out that the word, “mistake” could have negative connotations and it might be more constructive to use the term, Learning Log for Reflective Learning.

The Board unanimously agreed this was a good idea to take forward.

LB agreed to produce a “learning log” template and MB agreed that it would be centrally held and populated from the office under her supervision.

Item 6 Board Briefing Paper 2 Sub Committees Timetable of Meetings

MB spoke to her paper stating that she had created a draft meeting schedule, for discussion, today, on how to meet and report back to the full Board.

After discussion, it was decided that the sub committees should meet on the same day as Board Meetings.

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- 10:00-11:00 Access/Corporate/Project sub-committee
- 11:15-13:15 Board Meeting with working sandwich lunch
- 13:30-14:30 Finance and Risk Management sub-committee

The Board unanimously agreed the Sub Committee meeting schedule.

Item 7 Confirmation of today's actions including owners and timeframes

LB confirmed actions and owners from today's board meeting.

Action 1:

JD to email the two members whose membership applications were not agreed by the Board.

a. Not approved by Board but links to website to be given to assist this individual with accessing information on Disability Equality Scotland including our work and achievements

b. Application on hold until new address confirmed.

Action 2:

ES/JD to email Disability Equality Scotland membership to ask them to identify any accessible venues for AP's/staff team/NAST, to check and potentially add to the database for use by DES and other organisations looking to hold events in accessible venues.

Action 3:

MB and IB to meet with a former Access Panel and discuss proposed options 1 and 2 regarding their request to be reinstated as an AP.

Action 4:

LB to produce a template to log reflective learning and pass to MB for logging and managing learning opportunities

Action 5:

MB to revisit sub-committee timings and email Board with proposed new times. This also includes emailing each sub-committee Chair with their "draft" terms of reference for the committee.

Action 6:

MB to revisit the Communication Strategy and bring a revised draft to the July 2018 Board meeting.

Item 8 Have we achieved our Outcomes?

LB talked through her Trustee Checklist and the Directors agreed the following main points:

1. Are we making best use of our staff and volunteers?

- ✓ Involved in decision making
- ✓ Focused on work with new objectives linked directly to our strategy
- ✓ Cross skilling as part of business continuity/contingency planning/risk management
- ✓ Seeking opportunities for grant applications/fundraising
- ✓ Analysing financial processes and identifying discrepancies
- ✓ Looking at new, smarter ways of working
- ✓ Developing networks and potential partners for joint working

2. Are we financially strong enough to continue to provide our services?

- ✓ New funding secured
- ✓ Fundraising strategy being developed
- ✓ Identifying opportunities for further grant applications
- ✓ Seeking project funding
- ✓ Building reserves

3. What is our policy on reserves and is it adequate?

- ✓ Currently run with 1 months full running costs in reserves
- ✓ Aiming to build to 2 months and ultimately 3 months in reserves to assist with risk management and business continuity planning

4. Do we have adequate safeguards in place to prevent fraud?

- ✓ Now more robustly monitored with built in checks

5. Are we making best use of our property?

- ✓ Yes – Including what else Ceteris can offer, using free premises for meetings and securing a rent freeze

6. Are we delivering on our promises to our funders?

- ✓ Progress reports provided quarterly
- ✓ Staged project plans in place
- ✓ All project deliverables and output being achieved and within agreed timeframes

7. Have we reviewed our contracts to ensure value for money?

- ✓ Review conducted and efficiency saving identified during 2017/18 by CEO. Further saving being progressed 2018/19 i.e. payroll process providers

8. Are we satisfied with our banking arrangements?

- ✓ Review conducted during 2017/18. New, more cost effective arrangements re overdraft facilities and transfers between accounts agreed with bank

9. What effect is the current economic climate having on our organisation and are we managing this?

- ✓ Potential reduced funding and increased overheads
- ✓ Identifying and implementing smarter, more cost effective ways of working (free venues, reduced expenses, combining meetings etcetera)
- ✓ Realised efficiency savings during 2017/18 – including rent freeze
- ✓ Seeking alternative funding opportunities to boost income
- ✓ Seeking funded pilot projects to share costs of fixed overheads (i.e. each bid has a 15% administration and overheads rider to cover some of our fixed running costs (i.e. administration, rent and rates)
- ✓ Developing a fundraising and income generation strategy

10. Have we considered working collaboratively with other charities?

- ✓ New project bid to TS includes working with other partners

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- ✓ Project bid with CalMac
- ✓ New/improved joint working with Inclusion Scotland, SATA, SCOD and SIS
- ✓ Approaching local businesses and business gateway re local access issues

11. **Are we aware of organisational risks and are we managing these?**

- ✓ All Directors aware of and agree corporate risks register including risk ratings and contingency/risk mitigation plans

12. **Are we an effective Trustee Body?**

Yes

The Directors agreed they were doing all they could to ensure the stability of the organisation.

Item 9 AOB

LO stated that she was going to participate in the Kilt Walk and would set up a Just Giving page, to donate to Disability Equality Scotland.

MM updated the Board on a fund raising idea in conjunction with local (large) organisations to generate income. She noted that Diagio was on the doorstep and may be a good first port of call. She explained that she was still drilling into the idea to define processes required but would update the board in due course. The initiative was called “pennies from heaven” and other charities in Scotland were already using this.

Closed Board Session

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Convenor: Linda Bamford



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