

Disability Equality Scotland

Meeting of the Board of Directors

Wednesday 29 April 2020 10.00am

Zoom Virtual Meeting

In Attendance:	Linda Bamford (LB)	Convener
	Scott Stewart (SS)	Director
	Maureen Morrison (MM)	Director
	Susan Fulton (SF)	Director
	Janis MacDonald (JM)	Director
	Carolyn Griffiths (CG)	Director
	Kenny Milne (KM)	Director
	Morven Brooks (MB)	Chief Executive Officer
	Emma Scott (ES)	Operations Manager
	Ian Buchanan (IB)	Access, Training & Engagement Manager
	James Davidson (JD)	Communications and Research Co-Coordinator
	Alistair Bruce (AB)	Events, Training and Membership Administrator
	Shona McEwan (SM)	Easy Read Worker
Apologies:	Dorothy McKinney (DMK)	Director
	Colin Millar (CM)	Director

Item 1 Welcome and Apologies

LB welcomed everyone to the meeting. LB confirmed there would be a closed session of the meeting, scheduled from 1150-1200 hours. The staff team will be asked to disconnect before the Board commences the closed session. LB also confirmed that ES would be conducting a Zoom webinar test call at the end of the meeting and this was scheduled from 1200-1230. For those who had agreed to join the test call separate joining details had been emailed with the registration instructions.

Apologies had been received from DMK and CM.

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LB continued by “laying out” some of the arrangements for the Zoom board meeting as this was the first time the Board had conducted a full board meeting via this platform. She thanked the staff team for setting up this facility.

She explained how things would work, some meeting principles and confirmed the timings of key elements of the agenda such as comfort breaks, closed sessions and close of meeting. She asked if this was clear to everyone and they were okay with these arrangements. All in attendance agreed.

LB stated that all papers had gone out two weeks in advance and asked those participating if they had any questions regarding these papers and if they felt they had enough information to make the decisions that would be required by the Board.

The Board agreed that they had adequate information within the papers and the three Board Briefing Papers and that they understood how the decisions would be made and confirmed using the new platform. The board had no other questions and all Directors confirmed they had received the papers in good time.

Item 2 Agreement of Minutes from last meeting

The Convener asked for agreement of the minute of the previous meeting in terms of accuracy and content.

SS stated that he would like to clarify that in item 6, paragraph 2, which refers to “bridging loans’ this should in fact read “funding extension” as the extensions were non repayable.

The Board approved the content and accuracy of the January 2020 minutes.

Proposer of minutes MM

Secunder of minutes SS

Item 3 Outstanding Actions for sign off by CEO and Board

Action 1 Arrange a Directors’ Induction for new Directors with CTSI: This action is still classed as outstanding, as CTSI are unable to take that training forward with us, as they would prefer that the Glasgow TSI (GCVS) take it forward. COVID crisis means that now is not the time to take it forward. MB proposed to close this action.

JM suggested that we should address board skills in the meantime. She stated that given the history of the organisation, we might consider some board 'self-assessment'. JM went on to state that there may be a need to have self-awareness within leadership, and not lose sight of board development issues, as this has been critical to our progression. JM suggested that although initial induction materials are good; performance management should be assessed regardless. This could start at a self-assessment point to look at how the board itself is working.

LB stated she understands that a self-appraisal system had previously been raised by JM, but she was unsure of the capacity of the board to complete this and the need.

JM stated that she had heard from Access Panels that they had concerns about the board because of the actions of the previous directors and as such she felt that the board needed development, to look at moving forward with this. JM reiterated that there needs to be continued scrutiny of the board.

LB stated that there appeared to be two issues here to separate. Firstly, whether the board were performing, and Directors skills were being used effectively, secondly, the perception of the board given Access Panels members previous experience with previous Directors.

LB suggested that the evidence of our raised profile and tight, robust governance arrangements would signal that the Board was fulfilling its function though she agreed the effectiveness of the sub committees could be revisited. LB went on to suggest that MB organises a two-hour board session following the Board meeting in October 2020 to allow the Board to discuss these issues.

LB also reconfirmed that she did not have the capacity to conduct ten Director appraisals as well as her Convener duties and the quarterly appraisal with the CEO, which included organisational risk reviews. She also stated that she did not see that there was a need for this level of performance appraisal within a peer group.

In relation to the suggestion by LB of a two-hour discussion after the October 2020 board meeting to revisit this issue; the board agreed to this proposal.

LB went on to ask JM about the issue with the Board's reputation with Access Panels and asked how this could be addressed. No suggestions were put forward at this point. LB suggested if there was an issue that Directors were picking up, we could deal with them together and at the time.

MM explained that she had success with Board Governance training through CTSI, despite being based in Glasgow. MM will discuss with MB after this meeting.

Action 2 It was agreed that this action was complete.

Action 3 MB stated that we communicated with the Access Panel Network, seeking their views on whether to postpone the Conference or host a virtual alternative. The APN responded that they would prefer to wait until it is possible to have a physical conference. MB suggested this could be a lack of confidence among the network using video conferencing. LB suggests closing action 3 from the Board log of actions and deferring the action to the CEO and AETM to take forward. The Board agreed.

Action 4 It was agreed that this action was complete.

Action 5 It was agreed that this action was complete.

Action 6 It was agreed that this action was complete.

Action 7 It was agreed that this action was complete.

MB then summarised the outcomes of the Strategy Finance and Risk Management Subcommittee meeting. MB explained that she plans to launch the Strategic Plan through a video.

MB then asked whether there was a preference to recruit young directors virtually or wait until they could do it in person.

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LB stated that the next step would be to see the recruitment plan with a timeline before deciding and asked if this could be produced for the July 2020 Board Meeting. MB and the other Directors agreed to this.

Action Point 1: MB to prepare briefing paper to schedule a 2-hour discussion after the October 2020 board meeting to revisit this issue of board performance appraisals. This will include review of subgroups as discussed later in the meeting.

Action Point 2: MM to discuss delivery of governance training by CTSI with MB, following successful training in Glasgow.

Action Point 3: MB to share Young Directors recruitment plan with the board at 29 July 2020 Board meeting.

Item 4 Approval of New Members

During the period 20 December 2019 to 31 March 2020 we had 18 new members join (18 Individual, 0 Corporate).

Total Membership: 800 (652 Individual, 112 Corporate, 36 Access Panels).

NB: due to a thorough data clean in preparation for moving to a new membership database system, six individual members were removed due to outdated primary and backup contact information. Eleven corporate members were removed either due to requests from the organisation, or due to the organisation ceasing operation.

All applications for membership were approved by the Board.

Item 5 CEO's Update

1. Operational Activities

MB asked for questions for either CEO or Operations Manager's reports. The board had no questions, but SS commended the team for their work with MPs and MSPs.

MB stated that Monica Lennon's office has been extremely helpful during this crisis, as has our relationship with the Equality Unit. Disability Equality Scotland are in touch with the Equality Unit on a weekly basis regarding not only our weekly polls but also our other activities. Disability Equality Scotland are also invited to regular, fortnightly meetings with the Equality, Human

Rights and Third Sector Directorate of the Scottish Government which gives an opportunity to find out first-hand what is going on. It lets Disability Equality Scotland raise pertinent information in our weekly polls and through interactions with Access Panels and our members.

LB stated that these relationships really elevate the organisation's position and as such gives our members a stronger voice.

LB also stated that the Scottish Government (via Transport Scotland) had launched a £10million fund for a new infrastructure programme of pop-up walking and cycling routes to better enable physical distancing. LB confirmed that this funding would be allocated via Sustrans Scotland. LB suggests Disability Equality Scotland contact Jill Mulholland, Head of Sustainable and Active Travel at Transport Scotland to see if Disability Equality Scotland could use their knowledge, experience and networks to help.

Action Point 4: ES to contact Jill Mulholland to see if Disability Equality Scotland can be of assistance.

JM states that she felt Disability Equality Scotland need to focus on bridging the gap between sensory work, equality work and accessible transport. For example, hearing aids work on a 1m radius, but social distancing requires 2m. JM suggested that communication is a key barrier and that during recovery from COVID-19, we need to look at how to convert interest at Ministerial level to officer level.

MB agreed that we need to put forward a case for it but reiterated that it comes down to funding and that our work with Transport Scotland does not cover inclusive communication.

LB stated that the funding from Transport Scotland to Disability Equality Scotland was quite a narrow envelope and that she felt this was potentially an issue that other organisations could lead on i.e. organisations who's aims and objectives aligned tighter to this and it was also more closely linked to the needs of their larger membership. LB suggested there were other organisations (including DPOs) out there that should be individually pursuing these issues of concern to them.

MB and ES confirmed that Disability Equality Scotland have tried to attract funding to take work forward in this area but had been unsuccessful, and it would be useful for other DPOs to take it forward for their members.

Operations Manager's Report

ES reminded the board that just before our training pilot on hate crime work last year, PC Stephanie Rose our Police Scotland Disability Liaison Officer was redeployed to respond to Brexit. As such we lost our Police Scotland contact and were unable to offer training on hate crime as part of the pilot. ES wrote to Assistant Chief Constable Gary Ritchie requesting buy-in to our ongoing hate crime work and appealed for PC Rose's return. Chief Superintendent David Duncan replied in writing to give assurance that Police Scotland were committed to joint work on this project and that PC Rose would return to her role on 11 May.

The board welcomed this positive development.

Access Training and Engagement Manager Report

IB provided a progress update on the formation of the Aberdeen City Access Panel. On the 15 January, IB and AB travelled to Aberdeen to hold a membership event for the Aberdeen City Access Panel. The event was to be held in the evening which followed advice from the city's Disability Equity Partnership group (DEP) which is an Aberdeen City council strategic disability group run by local disabled people, focused on long-term strategic goals.

The DEP helps to inform Aberdeen City Council on disability issues and the aim is to make sure that disabled people have a voice within the council's decision-making process. This was the second time IB had held a membership recruitment event and the second time we had failed to achieve the numbers needed to form a new Panel. Following this meeting in January 2020, which had received considerable publicity from Aberdeen City Council and Disability Equality Scotland, IB wrote to the DEP.

As of 29 March 2020, IB has still not received a reply. IB stated concern about the representation of the DEP, and it having such a role in the oversight of an Access Panel.

IB stated that businesses in one Local Authority area has got in touch with Disability Equality Scotland expressing concern with the local Access Panel. A NHS Board, two MSPs and a Cabinet Secretary have now been contacted by one individual from this Access Panel and this has raised concerns.

It was agreed that Disability Equality Scotland needed to be seen as the mediator and resolve this quickly, given the profile of those involved and the

profile and scale of the project. MB stated that Disability Equality Scotland needed to look at the governance of the Access Panel, which would result in MB and IB having discussion with the office bearers and the Chair in particular.

Discussion followed around the role of the Access Panel and the levels of communications to ensure compliance with governance and what actions Disability Equality Scotland needed to take as a priority to ensure governance compliance and mediate the issue to resolution.

The Board expressed their concerns, agreed the way forward and asked MB to prioritise this area for action and resolution.

Action Point 5: MB and IB to prioritise communications with this Access Panel and Governance compliance and related issues as a priority

Action Point 6: MB to write to the NHS Board, Cabinet Secretary and relevant MSPs to inform them of Disability Equality Scotland's intended actions to look at these issues and act as a mediator until resolution.

2. Annual Calendar of Activities

LB confirmed that herself and MB had checked through the Annual Calendar of Activities to ensure all governance checks and balances were in order. She confirmed that these were in place and pulled out a few of the scheduled activities for further discussion.

LB asked the board for their opinion on whether the subgroups are working as intended. Given earlier discussions, LB suggested taking this forward to the session in October 2020 (this has been attached to Action Point 1 for this meeting).

LB stated that in terms of governance compliance, the Board were in compliance. She confirmed that the Strategy, Finance and Risk Management subcommittee met in January 2020.

During March 2020, LB and MB conducted a full review of the risk log, and LB asked if everyone was happy with the outcomes of this review.

LB explained that light touch reviews will be conducted every second quarter, with more substantial full reviews in between, however in order to respond to

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something such as the current COVID-19 crisis there may be an ad-hoc risk review required. This had been completed during the March 2020 review and a risk added to the log to evidence and manage this new risk.

SS stated he had absolute confidence in the process and had no concerns but from a governance perspective would like sight of the full risk log.

Action Point 7: MB to share risk log with the board.

LB stated again that the areas of organisational governance were in compliance and asked if anyone had any questions.

3. Reflective Learning Log

MB stated that Disability Equality Scotland recognised emails to Access Panels were not sufficient, and instead check-in phone calls were introduced and have been successful to remind them that everything is business as usual regarding support, funding and key messages. Disability Equality Scotland would like to get Access Panels to a point where they are confident with technology and happy to use this to stay in touch. Hopefully, if that is the new normal to do phone calls, there will be less pressure for face to face support provided by IB and AB throughout the year, which would reduce their travel and make more efficient use of their time.

AB confirmed that the response to phone calls has been overwhelmingly positive and will attempt to continue calling round the Access Panel Network on a monthly basis.

SF asked for consideration of changes to memberships within Access Panels and for Disability Equality Scotland to be flexible if memberships changes and new members had different communication needs. It was agreed that this would be kept in consideration.

4. Finance

MB stated Disability Equality Scotland have received all of our funding for the next year, and we are in a relatively favorable position compared to other organisations during this crisis.

There were no further questions on finance.

5. People

No questions from the board.

6. Risk Management

A full risk review had been carried out by MB and LB during March 2020, MB tabled the section on her papers and ran through the three risks that had changed and gave context to the additional risk that was logged as DES 13.

MB explained that we are currently managing 13 organisational risks, an additional risk has recently been added in light of the Coronavirus (Covid-19) Crisis. In this last review **three** risk areas were updated:

DES 05: Finance: Insufficient Financial Provision

Risk of insufficient budget available to support delivery of core and project objectives and sustain the operational performance of DES

Likelihood decreased from 4 to 2 due to funding being confirmed. Update on Funding Transport Scotland Offer Letter Received and Signed for period 1 April 2020 - 31 April 2021; Section 10 Offer Letter Received and Signed for period 1 April 2020 - 31 April 2021

DES 08: People

Risk of failure to train and/or develop staff and volunteers to support them in their efforts to deliver the vision, aims and objectives of DES.

Due to vacant Administrator post, we need to be mindful of this risk, however we are currently fulfilling this through Easy Read worker on a temporary basis until December 2020. Likelihood at 2.

DES 13: COVID 19

There is a risk that we do not produce an adaptive business continuity plan in response to the changes of operational procedures brought by COVID 19

Target risk score will be 4 - trigger will be Scottish Government guidance and staff members and Access Panel welfare. Kept the current likelihood as a 2 as the services we provide are non-essential, and we have home working contingencies in place to protect staff.

No questions from the board.

7. Challenges for the next quarter

LB identified that it could be challenging for us to spend monies if we are unable to host physical conferences and events, particularly for Transport Scotland. LB suggested that there could be a trade-off between the Accessible Travel team and Sustainable and Active Travel if there is more pertinent work for us to do around pop-up infrastructure programmes but she would leave this as a suggestion as it would ultimately be up to TS to agree any trade-offs in funding

Board agreed on the challenges.

8. Priorities

LB stressed again the need to prioritise the issues with the specific Access Panel and asked that the letters to the Health Board, Cabinet Secretaries and MSP go out within the next week to inform them of the actions Disability Equality Scotland were intending to take to mediate and resolve the issue.

LB also asked that, as a priority, contact was re-established with the Chair of the Access Panel and a process agreed to mediate and resolve the issues. It was agreed that MB would action these areas as a priority.
Board agreed on the priorities.

Item 6 Confirmation of Today's Actions

Action Point 1: MB to prepare briefing paper to schedule a 2-hour discussion after the October 2020 board meeting to revisit Board members performance appraisals. This will include review of subgroups as discussed later in the meeting.

Action Point 2: MM to discuss delivery of governance training by CTSI with MB, following successful training in Glasgow.

Action Point 3: MB to produce Young Directors recruitment plan with the board at July 2020 Board meeting.

Action Point 4: ES to contact Jill Mulholland to see if she can be of assistance

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Action Point 5: MB and IB to prioritise governance with one specific Access Panel and related issues as a priority

Action Point 6: MB to write to relevant Cabinet Secretaries and MSPs regarding the actions Disability Equality Scotland will take into governance with specific Access Panel and as a mediator.

Action Point 7: MB to share risk log with the board.

Item 7 Board Briefing Paper 1

LB stated that the outcome of this paper is for the board to note the funding sources for the year and the outcomes the team are working towards. The board noted the paper.

Item 8 Board Briefing Paper 2

MB stated that the guidance picked up from OSCR is that charities can hold virtual AGMs as long as we can submit our annual accounts online, even if late. The accountants are currently working in the background, so we have plenty of time before the submission date in December. The proposal was to host the AGM on 25 August. Our Articles of Association indicate we need at least 15 voting members, which MB thought was possible.

MB stated there are two directors up for re-election: LB and DM. MB stated the preference for voting virtually is to have pro-forma sent out in advance.

MB provided an overview of security concerns surrounding Zoom meetings, explaining that new default security settings and our own security protocols minimise risk. MB asked the board if they were happy for us to explore the possibility of a virtual AGM. LB asked whether directors and staff team count as voting members, MB confirmed that they do.

The Board confirmed they are happy for AGM to take place via Zoom on 25 August 2020.

Item 9 AOB

No other business presented.

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Closed Session resumed; staff left meeting

Minutes reviewed and agreed: 29 July 2020

Proposed: Scott Stewart

Seconded: Kenny Milne

Signed:

A handwritten signature in cursive script, appearing to read "Linda Bamford", is displayed on a light grey rectangular background.

Linda Bamford, Convenor