

Board Weekend Minutes 8 and 9 July 2017

- Venue: Vision Mechanics, Great Junction Street
- Present: Shae Dunsmore, Nate Kelson Tom Watton, Erin Macdonald, Danielle Christie (except beginning of item 1 and all of item 4), Brad Mearthur (except item 7), Erin McElhinney (except item 3). John Wilson, Jackie Burrell and Ire Carita Morelli present for item 5.
- Apologies from Dani Jakwerth (re item 5).

Minutes for this weekend will focus on noting agreements, decisions and actions rather than the full range of discussion.

Members of the 2017-18 board were present for all items, and members of 2016-17 board invited for item 5 (handover).

1. BEING A TRUSTEE

1.1 The board discussed the nature of their role as trustees, and reviewed the new Trustee Handbook.

1.1.1 Board agreed edits to the handbook and discussed code of conduct

1.1.2 **Vote: In favour of adopting the code of conduct with amendments: Yes: 7 No: 0 Abstain: 0**

1.1.3 **Vote: Adopt the Trustee handbook as presented with agreed alterations as set out in the notes above. Yes: 7, No:0 Abstain: 0**

1.2 Discussion regarding Trustee Register. Trustees to complete updated register and conflict of interest register.

2. THE YEAR AHEAD - HOW DO WE WANT TO BE:

2.1 Goals for the year. Board discussed goals for the year - including improving task management, planning, member communications and engagement, governance review, clarifying processes and reviewing data protection.

2.2 What to do differently: Board discussed ways of working as how they would like to address them in the year ahead. Suggestions included processes and planning, governance review outcomes re governance and operations separation, communicating with members effectively. See session notes for full list and detail.

2.3 Critical things/Top priorities. Board reviewed previous two items and discussed top priorities::

- Time and task management, planning
- Better internal comms/member comms and increasing transparency
- Governance review
- Key roles - defining, ensuring support and in post, plus handover from Tom W.
- Data protection / legal reqs
- Increase clarity and confidence - continuing policy and process development

ACTION: Develop an overview tool of tasks and who is doing them.

3. BOARD SKILLS AND ROLES FOR 2017/18

3.1 Board skills audit (areas for action in red)

Skill/expertise/knowledge/ qualification	No. of Trustees with skill	Relevant notes on who holds this skill / detail
Administration and minute-taking	7	
Board/committee experience	7	

Campaigning	1	EMacd (Green as not seen as major requirement for BFS)
Change Management	3	TW / SD / EMacd
Governance experience outwith BFS	2	SD / TW
Conflict resolution	7	
Customer/Audience care	7	
Enterprise/business development	3	BM / TW / SD
Facilitating meetings	7	
Finance	4	EMcE / SD / BM / TW
Fundraising	4	EMacd / SD / BM / TW
Health and Safety	1	TW (Critical for action)
HR	2	SD / TW (Green as not a major need)
Income generation	4	SD / BM / TW / EMacd
Influencing key stakeholders	3	SD / EMacd / TW
IT/Systems	4	SD / NK / TW / EMcE
Leadership	7	
Legal/understanding of legal req	4	SD / BM / EMacd / TW (but limited - solicitor or similar would be useful)
Listening	7	
Member of BFS	7	
People Management	7	
Online communications/marketing /social media	3	EMcE / NK / EMacd
PR / news media	1	EMacd
Project Management	7	
Property	1	TW (Not a major need for BFS)
Relationship Management	5	SD / DC / EMacd / EMcE / TW
Team development	6	BM / NK / DC / EMacd / TW / SD
Training	3	SD / TW / EMacd
Voluntary Sector Experience	5	TW / EMacd / BM / NK / EMcE
Other (Specialist experience or qualifications relevant to our organisation)		
Performance in BFS context	6	SD / DC / NK / BM / EMcE / EMacd / TW
Production/tech in BFS context	3	TW / NK / EMcE (Critical area for action - re skills on board)
Event organising in BFS context	4	TW / DC / EMacd / EMcE
Major festival organising	1	TW (Critical area for action - re skills on board)
Managing volunteers in BFS context	4	DC / BM / NK / TW

So red flags as a result of skills audit re governance are areas board may look to source skills on in future:

- Health and safety (given this is key for BFS)
- Production and tech in BFS context
- Major event coordination / BFS festival coordination

Board also discussed need for focus on communication and engagement with community/members.

3.2 Assigning board roles:

On required roles:

- **TREASURER:** Brad McArthur proposed by Erin Macd - **VOTE: Yes: 5 No:0 Abstain: 0**
- **CHAIR:** EMacd proposed by TW - **VOTE: Yes: 5 No: 0 Abstain: 0**
- **COMPANY SECRETARY:** Shae Dunsmore proposed by TW **VOTE: Yes: 5 No:0 Abstain: 0**

This was followed by a discussion of key duties, and assigning duties to trustees. As a result of these discussions, following agreed:

- **Danielle Christie (Volunteer Secretary)**
- **Erin McElhinney (without set portfolio** - contingency, external events where required, potential Event Coordinator line management)
- **Nate Kelso (Festival Secretary)**
- **Tom Watton (without set portfolio** - contingency, securing new premises, handover of roles, health and safety, etc)

ACTION: Erin Macd to run training / share info on minute taking

ACTION: Add information on process for coopting new trustees between AGMs to board page so process clear to all

ACTION: Add section on what skills/tasks are required to members section of website

4. FINANCE AS TRUSTEES (Day 2)

4.1 Considering draft new Trustees & Finances Policy

The new Trustees & Finances Policy is approved and adopted as of now - **VOTE Yes: 6 No: 0 Abstain: 0**

4.2 Considering draft new Retention of Accounting Information Policy

Action: SD to create Retention Schedule for the whole Society, incorporating above document.

Agreement: above document to be kept for reference, but is not adopted as a formal policy at the moment.

4.3 Considering draft new Accounting & Authorisation Policy

Various amendments to the policy agreed.

Policy approved with the amendments discussed - **VOTE Yes: 6 No: 0 Abstain: 0**

4.4 Considering draft new Reserves policy

Policy approved - **VOTE Yes: 6 No: 0 Abstain: 0**

4.5 Considering draft new Expenses policy

Various amendments to the policy agreed.

Policy approved, with the amendments above - **VOTE Yes: 6 No: 0 Abstain: 0**

4.6 Considering draft new Asset Policy

Various amendments discussed and agreed.

Policy approved, with the amendments noted - **VOTE Yes: 6 No: 0 Abstain: 0**

4.7 Considering draft new Entitlements Policy

Amendment discussed and agreed.

Policy approved - **VOTE Yes: 6 No: 0 Abstain: 0**

4.8 Considering draft new Cash Handling Policy

Various amendments discussed and agreed.

Policy approved with the amendments above - **VOTE Yes: 6 No: 0 Abstain: 0**

4.9 Considering draft new Risks Policy

Various amendments discussed and agreed.

Policy approved - **VOTE Yes: 6 No: 0 Abstain: 0**

4.10 Considering draft new Budget Policy

Policy approved - **VOTE Yes: 6 No: 0 Abstain: 0**

4.11 Considering draft new Equity of Access Policy

Various amendments discussed and agreed.

Policy approved - **VOTE Yes: 6 No: 0 Abstain: 0**

ACTION: Treasurer will continue to develop remaining finance these policies, and present to the Board when appropriate.

ACTION: Treasurer and DC to meet up and go through these policies, as she was unable to be present during full session.

5. HANDOVER OF ROLES

Board were joined by retired trustees John Wilson, Jackie Burrell and Irene Carita Morelli. Apologies from retired trustee Dani Jakwerth who fed back her notes by email.

5.1 John Wilson discussed his role as volunteer secretary, and tips/notes for future.

ACTIONS:

- Review membership list re database, data protection and storage (SD and DC to lead).
- Review of membership/volunteers policy: long term action - review discount and membership benefit

John was formally thanked for his contribution to the 2016-17 board.

5.2 Jackie Burrell discussed her role as board and company secretary, and tips/notes for future.

ACTIONS

1. Update companies house with change of company secretary and changes to trustees (SD)
2. Update OSCR details (SD)
3. Review number of email addresses that people have and make sense of them (SD)
4. Liaise with Kat Kane re comp sec role (SD)

Jackie was formally thanked for her contribution to the last board.

5.3 Irene Carita Morelli discussed her role, and tips/notes for future.

ACTIONS:

- DC and NK to review volunteer feedback survey to include true cost information

Irene was formally thanked for his contribution to the last board.

5.4 Dani Jakwerth's email handing over her role and tips on members liaison was read to those present.

ACTION: to review Dani's feedback in detail at next board meeting.

Board formally thanked Dani for her contribution for Board work across her past terms. Erin Macd to pass this on to her via email.

John, Ire and Jackie left the meeting.

6. PROCESSES FOR SAMHUINN 2017

The board discussed some matters relating to the coming festival.

6.1 Board Members GO-ing

Board discussed board members as GOs. Decision: Agreed that:

- Board duties must come first
- Any interest should be discussed early with Chair or Festival Secretary
- Chair, Festival Secretary, Treasurer and Sys admin cannot GO (the Board sec has some flexibility but it would be preferred that they do not GO).
- **Vote: Yes: 7 No: 0 Abstain:0**

6.2 Volunteer Agreements

The board discussed draft volunteer agreements and handbooks for all those participating in future festivals.

ACTION: Board to read draft volunteer role description/agreements, NK to send links to Board when ready

6.3 GO selection

Board discussed how GOs will be selected for Samhuinn 2017.

DECISION: In GO selection, Blues to have a vote each, with no conditions or restrictions regarding ratio/ number of Blues or board members involved **VOTE: Yes: 5 No: 0 Abstain: 2**

ACTION: Agree as a matter of priority to communication with members in regards to Board and Blues and matters of festival importance

ACTION: Erin McE / Erin Macd to draft email regarding this to communicate clearly on it.

6.4 Voting process / options for GO selection

In GO approval, should the vote just be a yes, no vote **VOTE: Yes: 7 No: 0 Abstain: 0**

This would be the conversation beforehand giving an idea to the need of conditions being put in place (e.g. I can only vote yes with conditions) instead of splitting votes between yes, yes with conditions or no.

ACTION: Policy/Process to be written up on the GO selection voting & finalise conflict of interest policy and sent out for the board to review before the GO selection and then to Blues for their information - Erin Md/Nate K/Shae D

6.5 GO selection voting process for when more than one application for a group:

1. Chair reminds this process to those present
 2. Discuss any competing applications in turn
 3. followed by a vote on each application in turn in a pre-selection process,
 4. followed by all the selected applications being voted on with each voter getting only 1 vote to use between all those applications
 5. Any back-up applications from those that first got a no then have their application brought forward (by NK) to the board in line with our policy
- **Adopt the above process? VOTE: Yes: 7 No: 0 Abstain: 0**

7. COMPLAINTS, GRIEVANCE AND RESOLUTIONS PROCEDURES

Board considered a draft new BFS Grievance Procedure.

Various amendments discussed and agreed.

Grievance Procedure adopted after vote. **VOTE: Yes: 6 No:0 Abstain:0**

8. Meeting closes.