

**The Scottish Older People's Assembly  
Committee Strategy Event  
Thursday 30 June 2016 11.30am - 3.30pm  
COSLA Conference Centre,  
19 Haymarket Yards Edinburgh EH12 5BH**

**Note of Meeting**

**Participants**

Tom Berney	Chairperson & U3A
Barbara Barnes	Alzheimer Scotland
Mary Benson	West Lothian Senior Peoples Forum
Alison Clyde	Generations Working Together
Diana Findlay	Age Scotland and Borders Seniors' Networking Forum
Mike Lynch	Orkney Voices
Donald Macleod	Highland Senior Citizens Network
Bashir A Malik	Interfaith Association Edinburgh and Scotland
Bill McDonald	Renfrewshire Seniors Forum
Betty Milton	A City for All Ages Advisory Group Edinburgh
John Parkhill	Learning in Later Life Students' Association, University of Strathclyde
Alan Sidaway	National Pensioners Convention Scotland & Vice Chair of SOPA
Alan Spinks	National Federation of Occupational Pensioners
Rob Snodgrass	Grey Matters
Eileen Wallace	Stirling Reference Group for Older People
John White	Dumfries and Galloway Over 50's Group

**In attendance**

Glenda Watt	SOPA Co-ordinator
Rosa Ardia	SOPA Administrator
Kenneth Pinkerton	Turcan Connell (11.15-12.00)
Khalida Hussain	Programme Development Officer (Equalities) Voluntary Action Fund (13.00-15.30)

**Apologies**

Sandra McGregor	Make It Happen Forum, Falkirk
Tim Puntis	LGBT Age, Scotland
Rohini Sharma Joshi	Trust Housing Association
Christine Wilson	Scottish Human Development

**1. Welcome, Introductions, Apologies and Purpose of Meeting**

Tom welcomed members to the strategy meeting and introduced Kenneth Pinkerton from Turcan Connell, who was invited to give a presentation on SCIOs and trustee duties.

**2. SOPA - How we got here - Tom Berney**

Tom recapped on how SOPA aims to ensure recognition of the contributions of Scotland's older people in influencing policies and services. He also highlighted SOPA's transparency as all of its activities are on the website, including its recent registration as a charity on 29<sup>th</sup> April 2016.

### **3. General Trustee and Member Duties and lessons learned from other charities - presentation by Kenneth Pinkerton**

#### **SCIOs**

The Charities and Trustee Investment (Scotland) Act 2005 is the principal Act of the Scottish Parliament governing the regulation of charities in Scotland. It provides for charities to be constituted as a new type of body corporate known as a Scottish Charitable Incorporated Organisation (SCIO). SCIO may only exist for charitable purposes and have a constitution, a principal office and a body of members as well as charity trustees. The great benefits of SCIO status are 'legal personality', limited liability for the members of the SCIO and simpler regulation. Unlike charitable companies limited by guarantee, SCIOs are only subject to regulation by OSCR (Office of the Scottish Charity Regulator).

They have:

- Similar characteristics to companies
- Charity trustees & Members
- Key difference: additional duty on Members "to seek to ensure in good faith that the SCIO acts consistently with its purposes"

#### **Duties of Charity Trustees**

The 2005 Act sets out fundamental duties which apply to charity trustees who are defined as "the persons having the general control and management of the administration of a charity".

#### **Statutory Duties**

##### **Charities and Trustee Investment (Scotland) Act 2005**

Section 66 (1) "A charity trustee must.....act in the interests of the charity and must, in particular -  
(a) ...seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes...

(b) ...act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person...

(c) in circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the charity trustee

- (i) put the interest of the charity before those of the other person, or
- (ii) refrain from "deliberation or decision"

- "The charity trustees of a charity must ensure that the charity complies with any direction, requirement, notice or duty imposed on it by virtue of this Act."
- Misconduct
- Acting while disqualified = criminal offence
- Fine, imprisonment, or both

#### **Common Law Duties**

- Not contained in an Act of Parliament
- Still have full force of law
- Act in the best interests of the Trust

- Carry out the terms of the Trust (charitable purposes)
- Control the Trust property
- Keep accounts
- Devote time to the Charity's affairs
- Duty to invest
- Not to delegate
- Deal with conflicts of interest
- Duty to take advice
- Duty to observe the general law – everything!

### **One Plus: One Parent Families – Lessons to be learned**

- Ensure they have, collectively, the right mix of skills and experience for the type and scale of the charity for which they are ultimately responsible
- Understand the operating environment faced by their charity and the implications this will have for how the charity is managed
- Maintain overall direction and control of their charity, and be able to actively hold the Chief Executive and Senior Management Team to account as well as providing strategic direction
- Be able to exercise independent judgement when weighing up and considering any plans and proposals from the Chief Executive and Senior Management Team, while at the same time not undermining management authority or de-motivating staff
- Be explicit in defining the respective roles and responsibilities of the Board, Chairperson or Convenor of the Board and Chief Executive, including the extent of delegated authority
- Take ownership of their own Board and implement a programme for board training, building and renewal that includes regular reviews of performance and skills mix
- Make sure they receive full and up-to-date financial information to allow them to fully understand the position of their charity and take informed decisions
- Develop an appropriate risk management strategy that identifies possible risks to the charity and must establish systems or procedures to minimise these risks
- At a time of growth and development Charity Trustees must satisfy themselves that the capacity of the charity's management and governance structures are appropriate for the planned development
- Charity Trustees and auditors must maintain a direct relationship to obtain an objective and independent view of the charity and to gain assurance and advice on control systems and governance matters
- Large or complex charities must consider establishing an audit committee to ensure that processes and procedures are monitored and are appropriate for the size and scale of the charity
- Charity Trustees must ensure that the organisation seeks external independent professional advice where it faces problems or does not have the required in-house expertise in a particular area

### **Decision Making by Trustees**

- “It’s your decision: charity trustees and decision making”
- Guidance published by Charity Commission
- Trustees must, amongst other things:
  - Act within their powers
  - Act in good faith and only in the interests of the charity
  - Make sure they are sufficiently well informed
  - Take account of all relevant factors
  - Ignore irrelevant factors
  - Manage conflicts of interest
  - Make decisions which are within the range of decisions that a reasonable trustee board could make
- Trustees must, amongst other things.....
  - Follow requirements in governing documents about decision making
  - Take decisions collectively
  - If using a power to take decisions outside of a meeting, strictly follow the provisions of this power
  - If delegating, have clear and robust reporting procedures and lines of accountability in place
  - Record decisions properly so that there is no doubt about what was decided and why

## **Minutes**

- Should be sufficient to allow someone to understand the decision and reasons for it.
  - Include: full date, attendees and any apologies; record conflicts of interest and how managed;
  - Deliberations of the Trustees; what was considered;
  - Main reasons for the decision;
  - Details of any advice taken and whether followed; if not why not;
  - Key points of any discussion;
  - Results of any vote; and
  - Whether any trustee strongly disagreed and asked for it to be recorded

## **4. General discussion on the roles of SOPA Trustees**

Kenneth Pinkerton clarified that the role of the trustees is the strategic direction of the charity; the day to day management has to be delegated to the senior management. On the other hand, powers of the members include appointing the trustees and changing the Constitution.

Kenneth also said that everything the trustees and members need to know about their roles and powers is already in the SOPA Constitution.

It was highlighted by some members that not every member should be a trustee, as trustees have to oversee all the work, and that trustees don’t have to be SOPA members. Besides, there could be trustee meetings to which members and advisors assist, and there could be space for intergenerational participation.

## **Appointment of SOPA Trustees**

Following Kenneth Pinkerton's departure there was a general discussion and an agreement to identify Trustees from the SOPA Committee and membership. Each person listed below completed a Trustee application form and there was unanimous agreement that all be appointed.

Tom Berney, Chair, Diana Findlay, Alan Sidaway, Eileen Wallace, Bill McDonald, Donald Macleod, John White, Betty Milton, Rob Snodgrass

Glenda remarked that SOPA needs a Treasurer to oversee the accounts, give professional advice and provide an annual report. As nobody from the Committee was willing to be Treasurer, it was agreed the role will be advertised through Volunteer Edinburgh and Changing the Chemistry.

#### **5. Khalida Hussain, Programme Development Officer (Equalities) Voluntary Action Fund (VAF) [www.voluntaryactionfund.org.uk](http://www.voluntaryactionfund.org.uk)**

Khalida Hussain joined the meeting during the lunch break. Tom welcomed her and she explained that VAF is a long-established, independent grant-making body which invests in voluntary organisations and community groups across Scotland on behalf of the Scottish Government. Through their funding programmes they provide support to a wide range of local and national organisations to tackle disadvantage, challenge inequality and build strong, safe communities.

The expectation is that in its work SOPA will address equality issues, which is part of the business plan. VAF will identify the development officer for SOPA. As SOPA is a fledgling charity, this person will undertake the 'health check' and work with SOPA to deliver the activities as listed in its application to VAF. In addition, VAF can help SOPA link with a range of organisations, if members need training on equalities and human rights.

Khalida explained that VAF will be launching its community grant funding on Monday 4<sup>th</sup> July which SOPA can apply for the technical equipment, as long as the organisation's annual income is under the £25,000 threshold.

#### **6. Local meetings on campaign issues – who, what, where and when**

Tom referred to recent correspondence from the Scottish Parliament's Presiding Officer which stated ...."your voice has never been more important"; then he gave a presentation to the Committee, highlighting SOPA's campaigning issues, its contribution to national policy and dates and locations for more local meetings. The first dates confirmed are Campbeltown – 15 July and East Lothian – 15 August.

Glenda encouraged discussion on the time and content of local meetings. She suggested a general framework to include highlighting the campaigning issues and requesting how local concerns could be matched to them.

Committee suggestions included:

- pick the top 2 or 3 campaigning issues/priorities;
- enquire about intergenerational activity - a development officer of Generations Working Together could attend local meetings
- show that SOPA has a good track record of gathering the concerns of older people and relaying these to the Scottish and Westminster governments to influence policy making
- a detailed pictorial demonstration on how SOPA has raised the issues and demonstrated this on the SOPA website and Facebook page

## **7. National Assembly - who what where and when - build on the ideas that emerged from previous discussions**

Through discussion about the location of the Assembly to be held in the Parliament or the Edinburgh International Conference Centre, committee members agreed that the preference is to use the Scottish Parliament to maintain a connection to the politicians. The Debating Chamber in the first week of October would be ideal.

Local groups could present on 2016 activities. For example, Highland Senior Citizens Network has received £10k to explore how to support older people to give their experience and views, how do older people communicate their views constructively so that policy makers and service providers listen and what can Boards/ Committees/ services do to hear and receive the voice of older people.

Rob Snodgrass said that Grey Matters would like to pursue 'active citizenship'.

Mike Lynch said that Orkney Voices are keen to work on representation on the Joint Integrated Board.

SOPA will also have a reception in the Scottish Parliament, but separate from the Assembly. An MSP will be approached to host both events.

## **8. Westminster reception – who what where and when**

Mhairi Black has agreed to sponsor a SOPA event in Westminster.

It was discussed whether SOPA should organise a Scottish event or a joint reception with Northern Ireland and Wales. Unlike last year, SOPA could build around this event a series of meetings with representatives from Westminster Government, like the Northern Ireland Pensioners Parliament did last year.

## **AOCB**

Tom referred to SOPA's former members who had had made a Freedom of Information request to the Scottish Government for their notes of meetings held with SOPA since 2013. These were the government's own notes so we had not seen them, but we requested copies of the material that was provided.