



Governing Document
The Scouts Heritage Collection and Service at Gilwell Park

July 2021

Review date:

Approved by:

Name:

Role:

Representing: The Scouts Board of Trustees

Date:

1 Introduction

This document demonstrates how The Scouts Heritage Service meets the following Accreditation Standard areas:

- 1.1 A clear statement of purpose
- 1.2 An appropriate constitution
- 1.3 A satisfactory structure for your governance and management

The Scout Association is the registered charity name however following an organisation rebrand in May 2018 is commonly known as The Scouts and will be referred to as such throughout our documentation.

The Scouts operate throughout the UK. The UK Headquarters are based at Gilwell Park, Essex, this multi-purpose site is also home to a Scout Adventures campsite and activity centre and is the home of the Scouts Heritage Collection and base for the Heritage Service.

2 Statement of purpose

Through its statement of purpose, vision, mission and values The Scouts Heritage Service can demonstrate the organisation commitment to meeting the Museums Association definition of a museum (1998) :

“Museums enable people to explore collections for inspiration, learning and enjoyment. They are institutions that collect, safeguard and make accessible artefacts and specimens, which they hold in trust for society”

The Scouts Heritage Service is defined by its statement of purpose which demonstrates why the Service exists, and who its core audiences are.

Through an active and innovative programme of collecting, interpretation and engagement the Heritage Collection helps create connections between members of The Scout Association; both past and present, and the wider community.

This statement was created in 2015 in consultation with key stakeholders including staff, Scout volunteers and users. It is the guiding principle for all Service activity and therefore is referenced in the following documents:

- Collections Development Plan
- Audience Development Plan
- Business Plan

As a supportive function of a wider organisation, the Heritage Services' activities must fit within the Scouting framework and be carried out in line with the organisational ethos. Therefore it is important the purpose of the Heritage Service is viewed within a wider organisational context.

2.1 Organisational context – the fundamentals of Scouting

The Scouts purpose, values and method are summarised through the fundamentals of Scouting.

2.1.1 The Purpose of Scouting

Scouting exists to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

The purpose of Scouting is registered with the charity commission as the aim and activities of The Scouts.

2.1.2 The Values of Scouting

As Scouts we are guided by these values.

Integrity - We act with integrity; we are honest, trustworthy and loyal.

Respect - We have self-respect and respect for others.

Care - We support others and take care of the world in which we live.

Belief - We explore our faiths, beliefs and attitudes.

Co-operation - We make a positive difference; we co-operate with others and make friends.

2.1.3 The Scout Method

Scouting takes place when young people, in partnership with adults, work together based on the values of Scouting and:

- enjoy what they are doing and have fun,
- take part in activities indoors and outdoors,
- learn by doing,
- share in spiritual reflection,
- take responsibility and make choices,
- undertake new and challenging activities,
- make and live by their Promise.

2.2 The Heritage Service Vision, Mission and Values

The vision and mission of the Service are responsive to the organisational purpose and Scout Method.

Vision

Scout Heritage connects people with the Scouting experience both past and present. By 2023 we will be inspiring and engaging our users with amazing stories and through this process help them develop new skills and knowledge.

Mission

The Heritage Service's mission is to create enabling environments where users can discover and be inspired by the story of Scouting, the Movement and its members.

Values

The Heritage Service has considered how the values of Scouting can be applied to the functions and activities it carries out.

- We are ethical in our approach to all Heritage Service functions, acting with individual and institutional **integrity** and transparency.
- We **respect** the views of all audiences (unless illegal or prejudices inclusivity), and provide a place for open dialogue, discussion and a space for people to explore their faith, **belief** and attitudes.

- Stewardship and **care** of the *Heritage Collection* for the benefit of all.
- Through **co-operation** with partners, staff and volunteers we will deliver an engaging, inspiring and enjoyable offer for existing and new audiences.

3 Constitutional arrangements

3.1 Organisation constitution

The Scout Association is a registered charity (no. 306101) and exists by authority of a Royal Charter¹, granted by King George V in 1912 and supplemented by further Charters granted by King George VI and Queen Elizabeth II. These Charters give authority to the Bye Laws of the Association, which are approved by Her Majesty's Privy Council. The Bye Laws, in turn, authorise the making of rules for the regulation of the Association's affairs.

The Scout Association is governed by a Council of between 400-600 members as determined by the Royal Charter of 1912 and the Supplemental Royal Charters of 1949, 1959, 1967, 1991 and 2020. Membership of the Council includes nominated members, youth representatives and elected Members. The Council appoints the Chief Scout, who becomes the Chair of the Council.

The Board of Trustees exists to manage the business of the Association in accordance with the Association Bye Laws. The Board membership includes the Chief Scout and Chief Executive as ex-officio members, nine elected members from across the UK, three youth members and five appointed members including the Chair and the Treasurer. All Board members other than the Chief Scout and Chief Executive are either elected or appointed for a period of three years.

The Board of Trustees of The Scout Association maintains a Headquarters staff with a departmental structure as required for the implementation of its policy and to provide services and materials necessary for the proper conduct and development of Scouting.

The Chief Executive is appointed by the Board of Trustees. The Chief Executive is responsible for the co-ordination of all the work of the Headquarters staff.

3.2 Heritage constitution

3.2.1 Background

The Heritage Collection was established by Robert Baden-Powell in April 1918 when he placed a notice in the Headquarters Gazette asking for material to be donated to help tell the story of Scouting's first 10 years.

"...there is one little thing that many an old Scout can do for us... ...and that is to help in the collection we are making of historical records of the Movement.

Good photographs of really interesting incidents connected with Scouting are especially in demand, but also records, anecdotes, etc."

¹ Appendix 1 – The Scout Association Royal Charter, 2020

The Collection has developed over the years and today contains approximately 250,000 items, broadly comprised of:

- The Scouts business archive
- The Baden-Powell papers
- Group records
- Published materials
- Paper records of Scouting activities
- Award records
- Photographs and AV material
- Uniform
- Structures and sculptures
- Badges and awards
- Memorabilia
- Other textiles
- Weapons
- Art

Despite the 100 year history of The Scouts holding a Heritage Collection and the 40 year inclusion of an archive or heritage team there has never been a formal resolution passed on maintaining the Collection. This meant there was no long term protection for or demonstrable organisational commitment to the Collection.

3.2.2 Resolution

Following a process of consultation and research² it was decided to ask the Board of Trustees to agree and confirm a series of statements demonstrating the organisations' commitment to running the Heritage Service.³ These were presented by the Director of Commercial Services to the Board of Trustees at their October 2018 meeting.

- In line with the Founder Robert Baden-Powell's original vision, The Scouts should maintain and develop a collection of material which tells the story of Scouting for the interest of both Scouts and the wider public. This should be known as the Heritage Collection, the Board recognises that within this Collection is kept the official business archive which the organisation has a legal obligation to maintain.
- The charitable aims and activities of The Scouts are registered with the Charity Commission as "*Scouting actively engages and supports young people in their personal development, empowering them to make a positive contribution to society*". The Board recognises that the maintenance of a Heritage Collection and Service supports the delivery of these aims and activities through its engagement programme and creates tangible record of The Scouts' delivery of its charitable

² Appendix 2: Board Paper 12, October 2018 – Heritage Governance and Collections Management proposals.

³ These were developed in line with the 2014-2018 Accreditation standard.

activities. It further recognises the public benefit of holding the collection and providing public access to its assets. These activities can be aligned to the strategic objectives of the Movement.

- The Heritage Service's Vision

Scout Heritage connects people with the Scouting experience both past and present. By 2023 we will be inspiring and engaging our users with amazing stories and through this process help them develop new skills and knowledge.

- The Heritage Service's Statement of Purpose

We have an active and innovative programme of collecting, interpretation and engagement. The Heritage Collection helps create connections between members of The Scouts, both past and present, and the wider community.

- The aim of the Heritage Service is to develop, safeguard and make accessible UK Scouting's heritage through the use of the Heritage Collection and Gilwell's historic Scouting landscape. The Scouts must not distribute its heritage assets or profits for private gain or as dividends. Any income derived must be reinvested to meet the objectives of the Heritage Collection and Service. On dissolution the heritage assets of the organisation must be transferred to another organisation with the same or similar objectives.

- Heritage Service priority activities:

- To deliver activity which supports the strategic objectives of The Scouts in a manner in keeping with the Fundamentals of Scouting.
- To constantly improve our standards of collections care and management.
- To ensure best use of departmental and charity resources by carrying out Collections rationalisation activities.
- To increase and diversify the number of Heritage Services users by offering new engagement routes and improving current access.
- To continue to invest in and support heritage staff and volunteer skills and knowledge development.
- To seek new external funding opportunities to support department activity.
- To engage audiences in the development of the Heritage Service through a rigorous process of research and consultation.
- To proactively seek partnerships with other organisations which will support or enable the delivery of key activities.
- To continue to develop the Heritage Volunteer team to increase capacity and support others in skills development.

- All activities carried out by the Heritage Service shall be in accordance with its approved policies and procedures. Decisions regarding these activities will be

approved in accordance with the approved management structure and arrangements.

- In order to demonstrate the organisational commitment to the Heritage Collection and the function of the Heritage Service an entry referencing this should be added to the Policy, Organisation and Rules (POR) chapter 6 – “The Structure of Headquarters of The Scout Association”⁴.

The Board agreed and confirmed the above statements unanimously this was recorded in the minutes of the meeting⁵.

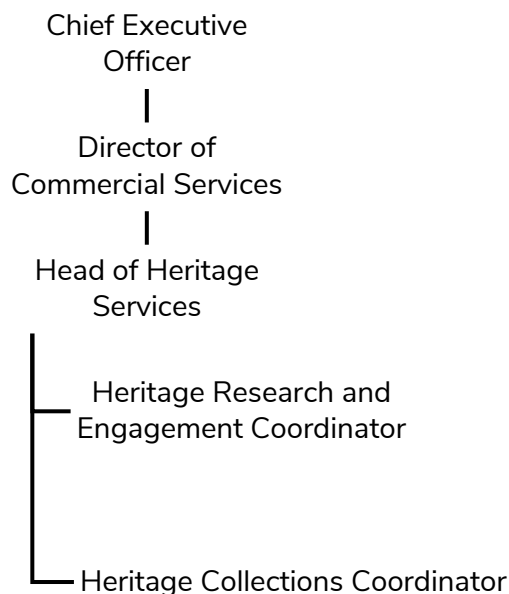
⁴ Appendix 3 – Extract from POR chapter 6 showing inclusion of Heritage Service and Collection

⁵ Appendix 4 – Minutes of the Board of Trustees meeting, October 2018.

4 Governance and management structure

4.1 Background

The Heritage Service forms part of the Headquarters' Commercial Services Directorate and the Head of Heritage Services reports to the Director of Commercial Services. The day-to-day work of the department is managed and allocated by the Head of Heritage Services in accordance with work plans discussed and agreed with the Director of Commercial Services.



The Heritage Service reports to the Board of Trustees and significant changes to Service activity are sent to the board for approval. Examples of this are the decision to register as working towards Arts Council England Accreditation and the plans to develop a Museum of Scouting at Gilwell Park. These management arrangements had developed over time but had never been formally recorded.

4.2 Resolution

Following an internal review it was felt current management arrangements for the Heritage Collection and Service worked satisfactorily. However, it was important to record the formal approval for the devolution and delegation of decision making responsibilities from the Board to the appropriate members of staff. In order to do this the Board was asked to agree to the following statements:

- a) **That it has a satisfactory management structure, from the governing body to the user.**

This can be clearly evidenced through the terms of reference for the Board of Trustees⁶.

b) That it has formally approved any authorities or responsibilities that the governing body has delegated to sub-committees, members of staff or volunteers.

The day-to-day management of the Heritage Service is delegated to the Head of Heritage Services. This includes staff and volunteer management, budget management, maintenance of industry standards and ethical behaviour, development of partnerships both internal and external to The Scouts and the development and submission of funding applications. The Head of Heritage Services may in their turn delegate areas of specific activity to other members of staff in the department in line with their job descriptions.

The Head of Heritage Services is supported through the management of the Director of Commercial Services. The Board delegates decision making regarding Heritage activity which may have reputation risk, such as disposal of items from the Collection and funding for major projects, to the Director of Commercial Services.

c) That the management structure makes sure there is appropriate professional input into decision making and policy development.

Through the recruitment of experienced and qualified heritage professionals in the posts of Head of Heritage Services and Heritage Collections Manager, The Scouts have ensured they have the appropriate skills to inform decision making and policy development. Should additional expertise need to be bought in to inform specialist areas the Heritage Service budget is able to accommodate these costs.

d) That succession planning procedures are sufficient to ensure business continuity and accountability.

In preparing for the Accreditation Standard the Heritage Service has for the first time a complete set of policies and procedures that outline how departmental activity should be carried out. In the event of staff turnover this will enable new staff to understand key areas of activity and the rationale behind decision making. In the event of an emergency the Heritage Service Emergency Plan and Risk Register are the most critical documents. The Emergency Plan is referenced in The Scouts Business Continuity Plan.

e) The person or organisation that has powers to approve documents such as the forward plan and policies on managing collections.

Currently the Board of Trustees retains the right to sign off on all policies and plans relating to the Heritage Service. Due to the volume of documents it is not perceived to the best use of the Boards time to approve all 23 documents. This would need to be completed every three years upon the resubmission of the Accreditation Standard return⁷. It is suggested that power is delegated to the Director of Commercial Services.

⁶ Appendix 5 – The Scouts Board of Trustees terms of reference.

⁷ This information was based on the 2014-2018 Accreditation Standard.

f) Any approved agreement under which a separate organisation runs the museum.

It has been agreed that this is not currently an appropriate approach for The Scouts Heritage Collection.

These statements were agreed by the Board of Trustees with one amendment to statement e. *The person or organisation that has powers to approve documents such as the forward plan and policies on managing collections.* It was decided that the power to sign off on all policies and plans relating to the Heritage Service would be better delegated to the Scouts Senior Leadership Team⁸ rather than an individual to ensure a more robust approval process.⁹

⁸ CEO, Chief Operating Officer, Chief Financial Officer, Director of Commercial Services and Director of Communications.

⁹ Appendix 4 – Minutes of the Board of Trustees meeting, October 2018.

Appendices

- Appendix 1** The Scout Association Royal Charter, 2020
- Appendix 2** Board Paper 12, October 2018 – Heritage Governance and Collections Management proposals.
- Appendix 3** Extract from The Scouts Policy, Organisation and Rules Chapter 6 The Structure of Headquarters, showing inclusion of Heritage Service and Collection
- Appendix 4** Signed minutes of the Board of Trustees meeting, October 2018
- Appendix 5** Board of Trustees Terms of Reference, 9 July 2016

THE ROYAL CHARTER OF THE SCOUT ASSOCIATION

This version of the Royal Charter is the original Charter of 4th January 1912 as amended by Supplemental Charters dated 28th March 1949, 18th February 1959, 5th May 1967 and 19th July 1991.

The Charter presented below derives from the original Charter and includes the insertions and substitutions contained in the four Supplemental Charters.

George the Fifth by the Grace of God, of the United Kingdom of Great Britain and Ireland, and of the British Dominions beyond the Seas, King, Defender of the Faith, to all whom these Presents shall come Greeting

WHEREAS it has been represented to us -

- (i.) That the Boy Scouts are an unincorporated organization founded in the year 1908 by Lieutenant General Sir Robert Stephenson Smyth Baden-Powell, K.C.B., K.C.V.O., for the purpose of instructing boys of all classes in the principles of discipline loyalty and good citizenship.
- (ii.) That the said organization has branches throughout Our Dominions and is carried on under Our patronage and is governed by a Council and has its affairs managed and regulated by an Executive Committee appointed by the Council.
- (iii.) That the said organization is possessed of stocks of literature and equipment useful for the purpose of the said organization and also certain investments and sums of money derived from the sale of such literature and equipment and from voluntary subscriptions.
- (iv.) That the said organization is possessed of certain leasehold offices at I 1 6-118 Victoria Street in the City of Westminster but save as aforesaid is possessed of no freehold or leasehold property.
- (v.) That it will greatly promote and facilitate the work of the said organization if the same is incorporated by this Our Charter and that it will be expedient that the said organization when so incorporated shall have such powers and be subject to such conditions as are hereinafter contained.
- (vi.) That a draft of Bye Laws for the management of the affairs of the said organization when so incorporated has been submitted to and approved by a specially convened meeting of the said Council and a copy of such draft has for the purpose of identification been signed by the said Sir Robert Stephenson Smyth Baden-Powell K.C.B., K.C.V.O.
- (vii.) That it has been resolved at a specially convened meeting of the said Council that if and when this Our Charter shall have been granted the assets of every description belonging to or held in trust for the said organization or for the use of the said organization in the furtherance of any object thereof shall be transferred to and vested in the organization so incorporated subject nevertheless to the organization so incorporated thereout defraying and providing for all debts and liabilities (if any) then incurred by or on behalf of the said existing organization to the discharge of which the said assets may at the moment of such transfer and vesting be applicable.

AND WHEREAS Lieutenant General Sir Robert Stephenson Smyth Baden-Powell K.C.B., K.C.V.O. The Right Honourable Richard Everard Baron Alverstone P.C., G.C.M.G. The Right

Honourable John Baron Avebury P.C. Admiral Lord Charles William Delapoe Beresford G.C.B., G.C.V.O., M.P. Charles Churchill Branch Esquire Colonel Henry Studholme Brownrigg Sir Thomas Lauder Brunton, Baronet The Most Reverend Father in God Randall Thomas

by Divine Providence Lord Archbishop of Canterbury, P.C., G.C.V.O., D.D. The Reverend William Dale Colonel Ulick George Campbell de Burgh C.B. Sir Matthew Blayney Smith-Dodsworth Baronet Lieutenant General Sir Edmond Roche Elles, G.C.I.E., K.C.B. Sir Charles Alfred Elliott K.C.S.I., since deceased, Henry Geoffrey Elwes Esquire Percy Winn Everett Esquire The Reverend Marshall Hartley The Right Reverend The Lord Bishop of Kensington D.D. Sir John Kirk Major General Sir Ronald Bertram Lane K.C.V.O., C.B. The Honourable Henry Lawson Webster Lawson M.P. Sir George Watson Macalpine The Right Honourable Reginald Earl of Meath K.P., P.C. The Most Noble Henry Duke of Norfolk K.G., P.C., G.C.V.O. The Reverend William Perkins Francis William Pixley Esquire Lieutenant General Sir Herbert Charles Onslow Plumer K.C.B. Field Marshal The Right Honourable Frederick Sleigh Earl Roberts K.G., K.P., P.C., G.C.B., O.M., G.C.S.I., G.C.I.E., V.C. The Right Honourable Archibald Philip Earl of Rosebury K.G., K.T., P.C. The Right Honourable Anthony Earl of Shaftesbury K.P., K.C.V.O. The Reverend William Henry Greaves Twining and The Most Reverend Father in God Cosmo Gordon by Divine Providence Lord Archbishop of York P.C., D.D. all of whom are members of the said Council on behalf of themselves and all other members of the said Council have humbly besought Us to grant this Our Charter.

NOW THEREFORE KNOW YE that We being always ready to give Our Royal countenance and encouragement to all useful and charitable works do of our special grace certain knowledge and mere motion by these presents for Us Our Heirs and Successors give grant and ordain that Lieutenant General Sir Robert Stephenson Smyth Baden-Powell K.C.B., K.C.V.O. The Right Honourable Richard Everard Baron Alverstone P.C., G.C. M.G. The Right Honourable John Baron Avebury P.C. Admiral Lord Charles William Delapoe Beresford, G.C.B., G.C.V.O., M.P., Charles Churchill Branch Esquire Colonel Henry Studholme Brownrigg Sir Thomas Lauder Brunton, Baronet, M.D., F.R.C.P., F.R.S. The Most Reverend Father in

God Randall Thomas by Divine Providence Lord Archbishop of Canterbury P.C., G.C.V.0., D.D. The Reverend William Dale Colonel Utick George Campbell de Burgh C.B. Sir Matthew Blayney Smith-Dodsworth Baronet Lieutenant General Sir Edmond Roche Elles G.C.I.E., K.C.B. Henry Geoffrey Elwes Esquire Percy Winn Everett Esquire The Reverend Marshall Hartley The Right Reverend The Lord Bishop of Kensington D.D. Sir John Kirk Major General Sir Ronald Bertram Lane K.C.V.0., C.B. The Honourable Harry Lawson Webster Lawson M.P. Sir George Watson Macalpine The Right Honourable Reginald Earl of Meath K.P., P.C. The Most Noble Henry Duke of Norfolk K.G., P.C., G.C.V.0. The Reverend William Perkins Francis William Pixley Esquire Lieutenant General Sir Herbert Charles Onslow Plumer K.C.B. Field Marshal the Right Honourable Frederick Sleigh Earl Roberts K.G., K.P., P.C., G.C.B., O.M., G.C.S.I., G.C.I.E., V.C. The Right Honourable Archibald Philip Earl of Rosebury K.G., K.T., P.C. The Right Honourable Anthony Earl of Shaftesbury K.P., K.C.V.0. The Reverend William Henry Greaves Twining and The Most Reverend Father in God Cosmo Gordon by Divine Providence Lord Archbishop of York P.C., D.D. and another persons who are now or shall in accordance with the Rules of the Association hereby incorporated become members of the Council thereof shall be one body corporate and politic by the name of "The Scout Association" for the purpose of promoting the development of young people in achieving their full physical, intellectual, social and spiritual potentials, as individuals, as responsible citizens and as members of their local, national and international communities and by that name shall and may sue and be sued plead and be impleaded in all Courts whether of law or equity either in Our United Kingdom of Great Britain and Ireland or in Our Colonies or Dependencies and shall have perpetual succession and a common seal which may be changed or varied by it at its pleasure.

AND WE DO HEREBY FURTHER GRANT AND ORDAIN that the said Association hereby incorporated shall have and may exercise all or any of the powers hereinafter mentioned and shall be entitled to the benefit of and be subject to the provisions hereinafter contained and such provisions shall have effect accordingly.

1.- In this Charter unless the context otherwise requires -

"The Association" shall mean The Scout Association.

"The Bye Laws" shall mean the Bye Laws of the Association for the time being in force under or by virtue of this Charter.

"The Patron" "The President" "The Joint Presidents" "The Council" and "The Chair of the Council" shall mean respectively the Patron of the Association the President or Joint Presidents of the Association the Council of the Association and the Chair of the Council for the time being in accordance with this Charter or the Bye Laws.

"The Committee" shall mean the Committee for the time being appointed under or in accordance with the Bye Laws or such number of the members of such Committee as under the Bye Laws shall for the time being be entitled to act for such Committee.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include Corporations.

Words in this Our Charter and in the Bye Laws importing the male gender only shall include the female gender and vice versa.

2. The Association shall have power -

(i.) Deleted by the Supplemental Charter dated 5th May 1967.

(ii.) To purchase take on lease or hire or otherwise acquire and hold any lands buildings easements or hereditaments of any tenure patents patent rights trade marks and any other real or personal property and to construct provide maintain repair and alter any buildings works stores plant and things which may from time to time be deemed requisite whether within Our Dominions or elsewhere for any of the purposes of the Association.

iii.) To form local branches and committees in all parts of Our Dominions and to organise classes and lectures and publish and sell or distribute papers books pamphlets and information for the purpose of stimulating interesting and promoting the objects of the Association and to take all other measures which may seem necessary for providing and maintaining an efficient organization for the purposes of the Association.

(iv.) To form bodies of Scouts and to enrol as members or officers thereof persons of all ages and classes and to supply (with or without charge) and deal in equipment of all kinds for their use and to procure them to be instructed in the duties of citizenship generally and in handicrafts and technical knowledge and to provide classes lectures and entertainments for their benefit and to establish and provide prizes badges certificates and other rewards of merit to be competed for or awarded to them provided that Scouts shall be left entirely free to obtain their equipment and every part thereof (whether of an official pattern or not) other than badges and decorations from any person firm or corporation willing to supply the same* shall not be required to obtain such equipment or any part thereof from the Association.

* *Obvious clerical omission of the word "and" after the word "same" in original charter.*

(v.) To assist past or present Scouts in establishing themselves in life whether by means of apprenticeship or emigration or in any other manner and to form contribute to and administer special funds for that purpose.

(vi.) To receive and accept donations endowments and gifts of money lands hereditaments stocks funds shares securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any society or body whether incorporated or not carrying on work similar to any work for the time being carried on by the Association and to undertake all or any of the liabilities of any such other society or body.

(vii.) To borrow or raise money with or without security for any of the purposes of the Association.

(viii.) To make and carry out any arrangement for joint working or co-operation with any other society or body whether incorporated or not carrying on work similar to any work for the time being carried on by the Association.

(ix.) To undertake execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Association.

(x.) To enter into any arrangements with any military or educational authorities or any other department of Our Imperial Government or of the Government of any part of Our Dominions.

(xi.) To apply for and exercise any powers obtained under any supplementary Charter or Act of Parliament Imperial or Colonial and whether Federal or Provincial which may be deemed expedient for any of the purposes of the Association.

(xii.) To accumulate sell improve manage develop exchange lease mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the Association. Provided that no disposition of any real or leasehold property situate in the United Kingdom shall be made without such consent or approval as may be by law required therefor.

(xiii.)

(a) To invest and deal with the moneys of the Association not immediately required for the said objects and purposes nor subject to specific trusts in the purchase of or at interest upon the security of such stocks, funds, shares, securities or other investments of whatsoever nature as the Association shall in its absolute discretion think fit to the intent that the Association shall have the same full and unrestricted powers of investing and transposing investments in all respects as if the Association were absolutely entitled to such moneys beneficially.

(b) To employ as a private investment manager any person or firm entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any amending legislation and to delegate to any such manager ("the Manager") the exercise of all or any of the Association's powers of investment in such terms and at such reasonable remuneration as the Association may think fit but subject always to the following conditions:

(1) The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Association and within the powers of investment conferred by sub-paragraph (a) of this Article;

(2) Every transaction carried out by the Manager under delegated powers shall be reported to the Association within fourteen days;

(3) The Association shall be entitled at any time and without notice to review revoke or alter the delegation or the terms thereof,

(4) The Association shall be bound to review the for delegation at least once every twelve months;

(5) The Association shall be liable for the acts and defaults of the Manager in the exercise of the delegated powers in the same manner as if they were the acts and defaults of the Association.

(xiv.) To grant continue and pay such salaries pensions gratuities or other sums in recognition of services (whether rendered before or after the granting of this Charter) as may from time to time be sanctioned by the Committee.

(xv.) To do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes of the Association or the exercise of any of its said powers.

3. There shall be a Patron of the Association.

WE do hereby reserve to Ourselves to be the First Patron. Subsequent Patrons from time to time shall be such persons as may accept that office upon the request of the Council with the approval of the President or either of the Joint Presidents.

The President or Joint Presidents shall be such person or such two persons as may from time to time be nominated in that behalf by the Patron.

The Chair of the Council shall be the said Sir Robert Stephenson Smyth Baden-Powell K.C.B., K.C.V.O. and after he shall have died or retired or ceased to be a member of the Council shall be such person as may from time to time be nominated in that behalf by the Council. The first Council shall consist of those persons who were members of the Council of the said now existing organization immediately before the granting of this Our Charter.

As from the first day of July in the year of our Lord One thousand nine hundred and fifty-nine the Council of the Association shall consist of six hundred members at the most and three hundred members at the least who shall be appointed or elected as prescribed by the Bye Laws.

A Committee may be appointed in such manner and with such powers and duties as may be prescribed by or in accordance with the Bye Laws,

4. An Ordinary General Meeting of the Council shall be held once in every year after the year in which the Association is incorporated at such time and place as shall be prescribed by or in accordance with the Bye Laws and the Committee shall lay before such Ordinary General Meeting such accounts and make such reports as may from time to time be prescribed by the Bye Laws.
5. An Extraordinary Meeting of the Council may be called at any time by the President or either of the Joint Presidents or by the Chair of the Council.
6. The accounts to be submitted to any Ordinary General Meeting of the Council shall be audited by auditors who shall be members of the Institute of Chartered Accountants or of such other Association as for the time being shall in the opinion of the Committee represent that Institute.
7. The affairs of the Association shall be managed and regulated in accordance with Bye Laws in the terms of the said draft Bye Laws so approved by the Council of the said existing organization as aforesaid or with such other Bye Laws as may for the time being be in force under or by virtue of the succeeding provisions of this clause. Any of the Bye Laws may from time to time be altered added to or repealed by the Council and any new Bye Laws may from time to time be made in the like manner. Provided that no new Bye Law and no alteration of or addition to any of the Bye Laws shall have any force or effect if it be repugnant to any of the provisions of this Charter or to the Laws of Our Realm nor until it shall have been approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of the Council shall be conclusive evidence.
8. And We do hereby further declare that when the Association shall cease to be an Association for the purpose aforesaid and the affairs thereof shall have been completely wound up and its debts and obligations fully discharged this our Charter shall be absolutely void.
- 8A. The Council may by resolution passed by three-quarters of the Members present and voting add to, alter or revoke any of the provisions of this Our Charter or of any Supplemental Charter granted to the Association, provided that no such addition, alteration or revocation shall be of effect unless and until it shall have been approved by Us, Our Heirs or Successors in Council.
9. And We do for Ourselves Our Heirs and successors grant and declare that this Charter or the enrolment thereof shall be in all things valid and effectual in the law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and Judges in our Dominions and by all other officers persons and bodies politic and corporate whom it doth concern and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the Association as well in all Our several Courts of Record in Our Dominions as elsewhere notwithstanding any non-recital or mis-recital uncertainty or imperfection in this Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the Fourth day of January in the Second Year of Our Reign.

BY WARRANT under the hands of the Lords Commissioners in the name and on behalf of His Majesty.

MUIR MACKENZIE.

Preamble to the Supplemental Charter granted 28th March 1949.

George the Sixth by the Grace of God, of Great Britain, Ireland, and the British Dominions beyond the Seas, King, Defender of the Faith, to all to whom these Presents shall come Greeting

WHEREAS -

1. His late Majesty King George the Fifth on the Fourth day of January in the Second Year of His Reign of His special grace certain knowledge and mere motion by Royal Charter incorporated The Boy Scouts Association and did grant and ordain that the Association shall have and may exercise all or any of the powers in the said Royal Charter mentioned.
2. By the said Royal Charter the Association are authorised to apply for and to exercise any powers obtained under any supplemental Charter.
3. It has been represented to Us -

- (i) That the Association's income from invested funds is likely seriously to fall by reason of the greatly reduced yield on and the more restricted field of trustee investments compared with the yield on the field of such investments when the said Royal Charter was granted.
- (ii) That the Association have given anxious consideration to the Association's financial position and have taken steps to secure the utmost economy in the administration of the Association's affairs.
- (iii.) That the Association are satisfied that the Association's expenditure cannot further be reduced without serious prejudice to the work of the Association.
- (iv.) That the Association after full consideration and thorough investigation are of opinion that the Association would be able consistently with the safe and prudent administration of the Association's affairs to lessen any further reduction in the Association's income from invested funds if the Association had wider powers of investment.
- (v.) That the Council and Committee of the Association have duly authorised as provided in the said Royal Charter and the Bye Laws of the Association an application for a supplemental Charter.
- (vi.) That the grant of a supplemental Charter to the Association will greatly promote and facilitate the work of the Association.

4. On the 15th day of September 1948 the Association humbly petitioned for the grant to the Association of a supplemental Charter.

NOW THEREFORE KNOW YE that We being always ready to give Our Royal countenance and encouragement to all useful and charitable works do of Our special grace certain knowledge and mere motion by these presents for Us Our Heirs and Successors hereby confirm the Royal Charter granted by His late Majesty King George the Fifth to The Boy Scouts Association on the Fourth day of January in the Second Year of His Reign and We do hereby grant and ordain that in addition to all the powers granted to the Association by the said Royal Charter the Association shall have and may exercise the following powers:-

NOTE. - The additional paragraph xiii (a) containing additional powers of investment was substituted by new powers of investment granted in the Supplemental Charter dated 19th July 1991.

And the foregoing paragraph containing the said powers shall be read and construed together with and as if the same formed part of the said Royal Charter and were incorporated therein as paragraph (xiiiia) of the Second Article thereof and the said powers shall be in addition to and not in derogation of the powers conferred on the Association by the said Royal Charter and may be exercised notwithstanding anything in the said Royal Charter contained.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the 28th day of March in the Thirteenth Year of Our Reign.

BY WARRANT under the King's Sign Manual.

NAPIER.

Preamble to the Supplemental Charter granted 18th February 1959.

Elizabeth the Second by the Grace of God, of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith,

To all to whom these Presents shall come, Greeting!

WHEREAS His Majesty King George the Fifth by Royal Charter dated the fourth day of January in the second year of His Reign (hereinafter called "the Original Charter"), constituted a body corporate and politic by the name of "The Boy Scouts Association" (hereinafter called "the Association") with the powers therein mentioned:

AND WHEREAS Our late Royal Father His Majesty King George the Sixth by a Supplemental Charter dated the twenty-eighth day of March in the thirteenth year of His Reign (hereinafter called "the Supplemental Charter") granted certain additional powers to the Association:

AND WHEREAS the Association has represented into Us that for the further successful development of the activities and the achievement of the aims of the Association it is desirable that

- (a) the Council of the Association should be constituted in such a manner as to make its membership fully representative of all those persons who are actively engaged in the work of the Association in all parts of Our Commonwealth (excepting Australia, Canada, Ceylon, India, the Federation of Malaya, New Zealand, Pakistan and South Africa, in all of which countries independent Boy Scouts Associations have been established); and
- (b) the permitted annual value of lands, tenements and hereditaments held by the Association in Our United Kingdom of Great Britain and Northern Ireland should be increased.

NOW, THEREFORE, KNOW YE that We being always ready to give Our Royal countenance and encouragement to all useful and charitable works have of Our especial grace, certain knowledge and mere motion granted and ordained and do by these Presents for Us, Our Heirs and Successors grant and ordain as follows:-

NOTE. - The two paragraphs that followed here have been inserted in or substituted for the original paragraphs to which they refer in the appropriate places in the main text of the original Charter.

3. Save as aforesaid We do hereby confirm the provisions of the Original Charter and of the Supplemental Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the eighteenth day of February in the seventh Year of Our Reign.

BY WARRANT under the Queen's Sign Manual.

Preamble to the Supplemental Charter granted 5th May 1967.

Elizabeth the Second by the Grace of God, of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith, To all to whom these Presents shall come, Greeting!

WHEREAS His Majesty King George the Fifth by Royal Charter dated the fourth day of January in the second year of His Reign (hereinafter called "the Original Charter"), constituted a body corporate and politic by the name of "The Boy Scouts Association" (hereinafter called "the Association") with the powers therein mentioned:

AND WHEREAS His Majesty King George the Sixth by a Supplemental Charter dated the twenty-eighth day of March in the thirteenth year of His Reign (hereinafter called "the first Supplemental Charter") granted certain additional powers to the Association:

AND WHEREAS We by a Supplemental Charter dated the eighteenth day of February in the eighth year of Our Reign (hereinafter called "the second Supplemental Charter") granted certain further additional powers to the Association:

AND WHEREAS the Association has represented unto Us that for the further successful development of the activities and the achievement of the aims of the Association it is desirable that

- (a) the name of the Association should be changed to "The Scout Association"; and
- (b) certain other variations should be made in the provisions of the aforesaid Charters:

NOW THEREFORE KNOW YE that We of Our especial grace, certain knowledge and mere motion have granted and ordained and do by these Presents for Us, Our Heirs and Successors grant and ordain as follows:-

NOTE - The substitutions and deletions made by the five paragraphs which followed here have been made in the main text of the original Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the fifth day of May in the sixteenth Year of Our Reign.

BY WARRANT under the Queen's Sign Manual.

Preamble to the Supplemental Charter granted 19th July 1991.

Elizabeth the Second, by the Grace of God, of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith,

To all to whom these Presents shall come, Greetings!

WHEREAS His Majesty King George the Fifth by Royal Charter dated the 4th day of January 1912 (hereinafter called "the Original Charter"), constituted a body corporate and politic by the name of "The Boy Scouts Association" (hereinafter called "the Association") with the powers therein mentioned:

AND WHEREAS His Majesty King George the Sixth by a Supplemental Charter dated the 28th day of March 1949 granted certain additional powers to the Association:

AND WHEREAS We by Supplemental Charters dated the 18th day of February 1959 and the 5th day of May 1967 granted certain further powers to the Association, and authorised the name of the Association to be changed to "The Scout Association":

AND WHEREAS by an humble Petition the Association has represented unto Us that for the further successful development of the activities and the achievement of the aims of the Association it is desirable that to extend the scope and purpose of the Association to young people of both sexes, to make certain other amendments to the Original Charter in

relation to the Association's powers of investment, and to provide a procedure for future amendment of the Association's Charters:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have of Our especial grace, certain knowledge and mere motion granted and ordained and do by these Presents for Us, Our Heirs and Successors, grant and ordain as follows:-

1. The Original Charter shall be, altered in the manner set out in Articles 2 to 5 hereof but nothing in such alterations shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the existing Charters of the Association.

Note. - The five paragraphs that followed here had been inserted in or substituted for the original paragraphs to which they refer in the original Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the nineteenth day of July in the fortieth Year of Our Reign.

BY WARRANT under the Queen's Sign Manual.



At the Court at Buckingham Palace

THE 12th DAY OF FEBRUARY 2020

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

Her Majesty has approved an amendment to the Charter of The Scout Association as set out in the Schedule below.

SCHEDULE

AMENDMENT TO THE CHARTER OF THE SCOUT ASSOCIATION

In Article 3, paragraph 5, *delete* “four hundred members at the least” and *substitute* “three hundred members at the least”.



Purpose	FOR APPROVAL
Charity Governance Code	Principle 4: The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.
Paper	Heritage Governance and Collections Management Proposals
Author	Caroline Pantling, Heritage Services Manager
Date	12 September 2018
Privacy Status	Unrestricted

EXECUTIVE SUMMARY

The Scouts Heritage Service is working towards the Arts Council England (ACE) Museum Accreditation Standard, the heritage industry benchmark for best practice.

In order to achieve this standard ACE require certain standards around the constitution of the governing body and its commitment to managing and maintaining a Heritage Collection. Despite the long standing nature of the Heritage Collection there is currently no formal governance around its management and protection.

A team of staff from the heritage, governance and legal teams have created a set of proposals which if agreed by the Board would meet the standards required by ACE and enable the achievement of the Accreditation standard.

Recommendation:

The Board is requested to:

- Formally **AGREE** to the ongoing maintenance of the Heritage Collection as outlined in paragraph 2.1.3 and **CONFIRM** that it recognises its contribution to the delivery of The Scouts aims and activities.
- **APPROVE** the recommended management and decision making structure regarding the Heritage Collection and Service as outlined in paragraph 2.2.

1. BACKGROUND

1.1 The Museum Accreditation Standard

The Accreditation Scheme sets nationally agreed standards for museums in the UK. ACE uses the term Museum throughout its Accreditation literature. ACE defines a museums as a service or organisation that meets the Museums Association definition of a museum (1998): 'Museums enable people to explore collections for inspiration, learning and enjoyment. They are institutions that collect, safeguard and make accessible artefacts and specimens, which they hold in trust for society'. We have satisfied ACE that although TSA doesn't currently have a physical museum space it meets the criteria in a number of other ways and "The Scouts Heritage Collection and Service at Gilwell Park" were granted the status of "Working towards Accreditation" in September 2015.

Accreditation enables museums and their governing bodies to assess current performance, thereby supporting them in planning and developing their services. It helps with:

- **People** - Being registered as "Working towards Accreditation" has enabled the Heritage Service staff and volunteers to access training provided by SHARE Museums East (a regional museum development service funded by ACE). The level and quality of training received equates to a value in the thousands.
- **Performance** - It is quality standard that serves as an authoritative benchmark for assessing performance, rewarding achievement and driving improvement. The Heritage Service has been able to apply for/access several funding streams (total value c £37k) supporting areas of work which will improve our provision and standards of practice by buying in external expertise. Being registered as working towards Accreditation has supported this applications.
- **Patronage** - It demonstrates that a museum has met a national standard, which strengthens applications for public and private funding and gives investors' confidence in the organisation. This will be critical as we launch the fundraising campaign for *Scouting the Past, Inspiring the Future*. Previous departmental practice, particularly around Collection disposals, has caused reputational damage, especially with some significant Scouting collectors whose Collections could be donated to TSA in the future, or who could be significant financial donors towards heritage projects.
- **Profile** - It raises awareness and understanding of museums, building confidence and credibility both within the governing body and among the public.
- **Partnerships** - It helps museums to examine their services and to encourage joint working within and between organisations.
- **Planning** - It helps with forward planning by formalising procedures and policies.

The assessment of the Accreditation standard covers all areas of an organisations operation and is carried out under three key areas:

- Organisational Health
- Collections
- Users and their experiences

1.2 History of the Heritage Collection

The Heritage Collection was established by Robert Baden-Powell in April 1918 when he placed a notice in the Headquarters Gazette asking for material to be donated to help tell the story of Scouting's first 10 years.

"...there is one little thing that many an old Scout can do for us... ...and that is to help in the collection we are making of historical records of the Movement.

Good photographs of really interesting incidents connected with Scouting are especially in demand, but also records, anecdotes, etc."

The Collection has developed over the years and today contains approximately 250,000 items, broadly comprised of:

- The Scouts business archive
- The Baden-Powell papers
- Group records
- Published materials
- Paper records of Scouting activities
- Award records
- Photographs and AV material
- Uniform
- Structures and sculptures
- Badges and awards
- Memorabilia
- Other textiles
- Weapons
- Art

1.3 Development of the Heritage Service

There has been a paid member of staff working with the Collection since the 1970s. Whilst this role had the title of "Archivist" it wasn't until 2010 that the first professionally trained and experienced member of staff was appointed. Prior to this the Collection had been extensively added to with little strategic vision or consideration to relevance or use of resources. Lists of acquired material were kept but without information regarding provenance, location or other information that would support Collections management. In 2014 a decision was taken to refocus the activity of the Service with an emphasis of making use of the Collection as an asset to engage new audiences, promote Scouting and challenge stereotypes.

As of 2014, the Heritage Service has used the Collection to inspire its audiences to reflect on the development of Scouting, its contribution to society and the development of young people, and

how we can use the experiences of the past to inspire the future. To support this new approach the Service has introduced a series of new policies and procedures. These have been developed in line with the Accreditation Standard, The Collections Trust SPECTRUM standard for Collections Management and the Museums Association Code of Ethics.

2. MAIN REPORT

Despite the 100 year history of The Scouts holding a Heritage Collection and the 40 year inclusion of an archive or heritage team within the Headquarters structure there has never been a formal resolution passed regarding the organisational commitment to maintaining the Collection or a formally agreed management hierarchy for heritage activity. This means there is no long term protection for the Collection which has in the past led to items being disposed of in an unethical manner. As the custodians of the Collection on behalf of the Scout Movement and wider society, The Scouts must demonstrate a commitment to delivering a high quality and respected service, whilst recognising that it is a supportive rather than primary function of the organisation.

This is an area of concern for ACE and in the last round of feedback received by the Heritage Service they specifically asked that this be addressed before we submit a full application to the Accreditation standard. In the Accreditation Standard these areas form part of the Organisational Health section of the standard.

2.1 Organisational Health - Acceptable constitution for the governing body

2.1.1 The Accreditation requirement:

Under this requirement the Accreditation standard states that:

'The museum must be a long-term organisation that exists to benefit the public and protect collections. It must have an appropriate and acceptable constitution for the governing body.'

ACE recognises running a museum is not an obvious function of a charity, but states the charity's constitution should demonstrate the power to hold and/or own a collection and/or operate a museum. ACE presents two options for charities that fall within that category to ensure that a constitutional commitment is shown to the delivery of a museum service:

- A resolution is passed by the governing body confirming its commitment to running a Museum. This commitment is demonstrated through its constitutional and governance arrangements.
- The creation of a subsidiary or linked charity to govern the museum functions of the charity.

2.1.2 Research and decision making

Following consultation with ACE, SHARE Museums East (the East of England Regional Museums Development Service), an external Museums Governance specialist and visits to other national charities which have heritage collections and have attained the Museum Accreditation Standard (RNLI, The Priory of England and the Islands of the Most Venerable Order of the Hospital of St John of Jerusalem, parent charity of St John's Ambulance and the British Red Cross) it has been

decided that the creation of a separate charity to manage the heritage collection would not be an appropriate approach for The Scouts.

2.1.3 Recommendations for approval

As the maintenance of a Heritage Collection and associated Service is a supportive rather than primary function of The Scouts it is inappropriate at this time to amend the constitutional documents (Royal Charter, and Bye-Laws) to include this provision within these documents. Therefore we ask that the Board of Trustees confirm its commitment to maintaining the Heritage Collection in line with the museum sector standards outlined above. This resolution includes agreement of the following statements:

- In line with the Founder Robert Baden-Powell's original vision, The Scouts should maintain and develop a collection of material which tells the story of Scouting for the interest of both Scouts and the wider public. This should be known as the Heritage Collection, the Board recognises that within this Collection is kept the official business archive which the organisation has a legal obligation to maintain.
- The charitable aims and activities of The Scouts are registered with the Charity Commission as “Scouting actively engages and supports young people in their personal development, empowering them to make a positive contribution to society”. The Board recognises that the maintenance of a Heritage Collection and Service supports the delivery of these aims and activities through its engagement programme and creates tangible record of The Scouts' delivery of its charitable activities. It further recognises the public benefit of holding the collection and providing public access to its assets. These activities can be aligned to the strategic objectives of the Movement.
- The Heritage Service's Vision
Scout Heritage connects people with the Scouting experience both past and present. By 2023 we will be inspiring and engaging our users with amazing stories and through this process help them develop new skills and knowledge.
- The Heritage Service's Statement of Purpose
We have an active and innovative programme of collecting, interpretation and engagement. The Heritage Collection helps create connections between members of The Scouts, both past and present, and the wider community.
- The aim of the Heritage Service is to develop, safeguard and make accessible UK Scouting's heritage through the use of the Heritage Collection and Gilwell's historic Scouting landscape. The Scouts must not distribute its heritage assets or profits for private gain or as dividends. Any income derived must be reinvested to meet the objectives of the Heritage Collection and Service. On dissolution the heritage assets of the organisation must be transferred to another organisation with the same or similar objectives.

- Heritage Service priority activities:
 - To deliver activity which supports the strategic objectives of The Scouts in a manner in keeping with the Fundamentals of Scouting.
 - To constantly improve our standards of collections care and management.
 - To ensure best use of departmental and charity resources by carrying out Collections rationalisation activities.
 - To increase and diversify the number of Heritage Services users by offering new engagement routes and improving current access.
 - To continue to invest in and support heritage staff and volunteer skills and knowledge development.
 - To seek new external funding opportunities to support department activity.
 - To engage audiences in the development of the Heritage Service through a rigorous process of research and consultation.
 - To proactively seek partnerships with other organisations which will support or enable the delivery of key activities.
 - To continue to develop the Heritage Volunteer team to increase capacity and support others in skills development.

- All activities carried out by the Heritage Service shall be in accordance with its approved policies and procedures. Decisions regarding these activities will be approved in accordance with the approved management structure and arrangements.

- In order to demonstrate the organisational commitment to the Heritage Collection and the function of the Heritage Service an entry referencing this should be added to the Policy, Organisation and Rules (POR) chapter 6 – “The Structure of Headquarters of The Scout Association”.

2.2 Organisational Health - Appropriate Management Arrangements

The Board of Trustees is ultimately responsible for the Heritage Collection. The current management arrangements for the Heritage Collection and Service work satisfactorily however to meet the Accreditation Standard there needs to be a formal approval for the devolution and delegation of decision making responsibilities from the Board to the appropriate members of staff. To meet the Standard The Scouts must be able to show evidence of the following arrangements so we ask the Board to agree to the following statements:

2.2.1 That it has a satisfactory management structure, from the governing body to the user.

This can be clearly evidenced through the terms of reference for the Board of Trustees.

2.2.2 That it has formally approved any authorities or responsibilities that the governing body has delegated to sub-committees, members of staff or volunteers.

The day-to-day management of the Heritage Service is delegated to the Heritage Service Manager. This includes staff and volunteer management, budget management, maintenance of industry standards and ethical behaviour, development of partnerships both internal and external to The Scouts and the development and submission of funding applications. The Heritage Service Manager may in their turn delegate areas of specific activity to other members of staff in the department in line with their job descriptions.

The Heritage Service Manager is supported through the management of the Director of Commercial Services. The Board delegates decision making regarding Heritage activity which may have reputation risk, such as disposal of items from the Collection and funding for major projects, to the Director of Commercial Services.

2.2.3 That the management structure makes sure there is appropriate professional input into decision making and policy development.

Through the recruitment of experienced and qualified heritage professionals in the posts of Heritage Service Manager and Heritage Collections Officer, The Scouts have ensured they have the appropriate skills to inform decision making and policy development. Should additional expertise need to be bought in to inform specialist areas the Heritage Service budget is able to accommodate these costs.

2.2.4 That succession planning procedures are sufficient to ensure business continuity and accountability.

In preparing for the Accreditation Standard the Heritage Service has for the first time a complete set of policies and procedures that outline how departmental activity should be carried out. In the event of staff turnover this will enable new staff to understand key areas of activity and the rationale behind decision making. In the event of an emergency the Heritage Service Emergency Plan and Risk Register are the most critical documents. The Emergency Plan is referenced in The Scouts Business Continuity Plan.

2.2.5 The person or organisation that has powers to approve documents such as the forward plan and policies on managing collections.

Currently the Board of Trustees retains the right to sign off on all policies and plans relating to the Heritage Service. Due to the volume of documents it is not perceived to the best use of the Boards time to approve all 23 documents. This would need to be completed every three years upon the resubmission of the Accreditation Standard return. It is suggested that power is delegated to the Director of Commercial Services.

2.2.6 Any approved agreement under which a separate organisation runs the museum.

It has been agreed that this is not currently an appropriate approach for The Scouts Heritage Collection.

3. SIGNIFICANT IMPLICATIONS OF RECOMMENDED OPTION

- 3.1 Financial implications** – there are no significant expenditure implications for these proposals. Development has thus far been covered by the Heritage Service core budget and external funds. There are positive implications for income generation as the achievement of the Accreditation Standard will support future fundraising applications and increase the number of funding streams accessible to the Heritage Service.
- 3.2 Resource implications** – see 2.2.5, assuming the board would not wish to retain right of approval for Accreditation documents this responsibility needs to be delegated as outlined above. This will create a triennial commitment for one of the outlined people.
- 3.3 Risk management** – if these proposals are not agreed the Heritage Service will have to withdraw from the ACE Museum Accreditation Standard scheme. This would mean the Service would no longer be eligible for financial support from the Regional Museum Development Service and staff and volunteers would no longer be able to access the free training and development programme which they offer. Not achieving the Standard would also compromise other funding opportunities and the rehabilitation of the Heritage Services reputation within the Movement.

4. ALTERNATIVE OPTIONS CONSIDERED, BUT NOT RECOMMENDED

4.1 Creation of subsidiary charity

During the research stages of developing these proposals the suggestion of creating a separate subsidiary charity to manage and own the Collection with a service level agreement with The Scouts was mooted. This was discussed in depth and we researched other charities such as the RNLI and Freemasons who have pursued this route. The Freemasons created a separate charity to both manage and run their museum and archive service. This charity is separate to the Grand Lodge of the UK and has its own board of trustees and charitable aims and activities. The RNLI created a separate subsidiary charity to manage its heritage assets but after 10 years this was subsumed back into the main charity. There are potential benefits of in terms of capacity to manage the Heritage Collection through a dedicated team of trustees and the creation of a clear set of charitable aims and activities for the service. However, it was felt that the additional governance support it would take to service another subsidiary of The Scouts was currently inappropriate for the size and level of the Heritage Service.

4.2 Amendment to the Royal Charter and Bye Laws

The option of creating a subsidiary to The Scouts core charitable aims and activities was discussed. This is the approach used by The Museums of St John, however running a museum

has been an acknowledged subsidiary activity of the charity since the late 1800s and since this time there has been an honorary post of charity “librarian” who sits on the Board of Trustees and represents the museum activity. This post has attracted high profile candidates including former directors of the V&A and Hunterian Collection. It was felt that it would be inappropriate to amend the Royal Charter to add the maintenance of the Heritage Collection and delivery of a Heritage Service. The level of cost and time this would involve are prohibitive and would not be reflective of the current level of heritage activity.

5. CONCLUSION AND RECOMMENDATION

The Heritage Collection has been an acknowledged asset of The Scouts for over 100 years. In order to protect its future we make the following recommendations:

- The Board formally agrees to the ongoing maintenance of the Heritage Collection and recognises its contribution to the delivery of The Scouts aims and activities.
- The Board approves the recommended management and decision making structure regarding the Heritage Collection and Service.

If you have any queries, please contact:

Staff contact

Name: Caroline Pantling
Title: Heritage Service Manager
E: caroline.pantling@scouts.org.uk
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Chapter 6

THE STRUCTURE OF HEADQUARTERS OF THE SCOUT ASSOCIATION

Headquarters

The Board of Trustees of The Scout Association maintains a Headquarters staff with a departmental structure as required for the implementation of its policy and to provide services and materials necessary for the proper conduct and development of Scouting. (This includes Area Growth and Development Managers and Growth and Development Officers who are appointed by Headquarters and assigned to work in support of the development of Scouting in Counties and Districts in England).

Chief Executive

The Chief Executive is appointed by the Board of Trustees. The Chief Executive is responsible for the co-ordination of all the work of the staff of Headquarters, for the implementation of the policy of the Board of Trustees and for such special tasks as may be requested by the Board.

The Chief Executive is an Ex-officio Member of the Council of the Association and of the Board of Trustees.

Board Secretary

The Board of Trustees appoints a Secretary to carry out the duties required of such a person by the Bye Laws.

The Scout Information Centre

The Scout Information Centre provides advice, support and guidance to the Movement. It can be contacted as follows:

Tel: 0345 300 1818

Email: info.centre@scouts.org.uk

Mail: Scout Information Centre, The Scout Association, Gilwell Park, Chingford, London E4 7QW

The Scout Heritage Collection and Heritage Service

The Scout Heritage Service are the custodians of the national Scout heritage collection which charts the history and development of the Scout movement in the UK. The aim of the service is to develop, safeguard and make accessible UK Scouting's heritage for the benefit of the movement and wider public. The Heritage Service and Collection are registered with the Arts Council England Museum Accreditation scheme.

The Heritage Service continue to acquire new material in line with the [Collecting Policy](#) any enquiries should be directed to heritage@scouts.org.uk

Further information regarding Scout heritage can be found at heritage.scouts.org.uk

**MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 13 OCTOBER 2018
AT GILWELL PARK, LONDON 14:00-17:00**

Trustees Present:

- Ann Limb (Chair)
- Gordon Boyd (Treasurer)
- Tim Kidd (UK Chief Commissioner – UKCC)
- David Branagh
- Jack Bullon
- Frances Craven (Chair of the Safeguarding Committee)
- Gareth Davies
- Nicola Gamlen
- Susan Harris
- Stuart Howells (Vice Chair and Chair of the Risk Committee)
- Matt Hyde
- Gareth Jones
- Kieron Moir
- Matt Mills
- Ashley Russell
- Jane Simpson (Chair of the Safety Committee)
- Ollie Wood (UK Youth Commissioner – UKYC)

In Attendance:

- Margaret Giles (Company Secretary)
- David Hamilton (Director of Communications)
- Mark Hislop (Director of Commercial Services)
- Ross Maloney (Chief Operating Officer)
- Yvonne Smithers (Chief Financial Officer)
- Jack Maxton (International Commissioner) and Andy Browning¹
- Laura Rooke (Governance Officer)

Members Prevented:

- John Kennedy
- Lexie Sims (Chair of the Staffing Salary and Remuneration Committee)

The meeting was part of the annual residential weekend involving Team UK and members from the Nations. The Board of Trustees was preceded by a morning session focused on 3 Programmes of Work;

- Programme 1 – Programme Planning
- Programme 8 – Safe Scouting
- Programme 4 – Early Years Provision

1. Welcome, introductions and Charity Governance Code

The Chair welcomed all to the meeting, particularly Ollie Wood, UKYC and Gareth Jones, as it was their first meeting as members of the Board.

Trustees noted two tabled papers:

¹ In attendance for Item 12 only

- Trustees' pre submitted comments on papers with responses from paper authors. The Chair drew the Board's attention to this paper during the meeting as appropriate.
- A revised terms of reference for the Nominations and Governance Committee to be discussed as part of Item 16.

2. Trustees prevented

John Kennedy and Lexie Sims

3. Declaration of any conflicts of interest

None declared

4. Declaration of any other business

One item of additional business was declared by the Chief Operating Officer in the form of an update to Trustees to be taken at the end of the meeting.

The Chair noted that several agenda items would be re-ordered at the meeting

- Item 12 to be taken after Item 8
- Item 16 to be taken before Item 15

The Chair advised members of the Board that following recent changes in GDPR legislation, training in this subject is now mandatory for local Scouting appointments. Training completion data will be scrutinized as part of the review of compliance monitoring of mandatory training. Trustees were reminded that it is extremely important that they undertake the training before December 2018.

5. Reflection led by Gareth Davies

The meeting was opened with a personal reflection, written and presented by Gareth Davies.

6. Minutes of meeting held on 14 July 2018

The Board **APPROVED** the minutes of the meeting held on the 14 July 2018, including the private minutes, which the Chair signed as an accurate record of the meeting.

7. Action report: status of actions

The report was taken as read. The majority of actions were noted as complete. The following updates were given:

- **AP5: To make an application on behalf of TSA for the two legacy sums to be distributed to the designated beneficiaries as noted:** The Board noted the Company Secretary is progressing this action. One application has already been approved by the Charity Commission.

8. Board Monitoring

The Chief Executive briefly introduced the paper, which was otherwise taken as read. The following was noted:

KPIs

- The Chief Executive advised that the KPI report detailed the new KPI measures for 2018/19.
- One Safety and one Safeguarding KPI needed to confirm the target/benchmark measure. Work was

ongoing to ensure this is in place before the end of the year.

- It was observed that it felt unusual to RAG score the 'reportable incidents' KPI and it would be more helpful to identify trend data. This point was accepted by the Chief Executive.
- Frances Craven explained there will be a discussion with the Safeguarding Committee on the KPI related to the completion of safeguarding training. This is to ensure a consensus is agreed about the meaning of 'completion' in the context of understanding what a reasonable period would be to successfully undertake the required standard.
- It was clarified that 'digital maturity' related to a number of metrics outlined in the digital benchmarking tool that the Board had approved when they approved the digital strategy.
- It was requested that previous quarterly data is provided with each Board update.
- It was suggested that as it was difficult to identify benchmarking data, it would be helpful to put the information in a different format rather than simply providing a RAG status.

AP1: Governance Team to review the presentation of this report to include Q1 data and show trends in all instances, and RAG status where applicable.

Safeguarding Committee update

- It was noted that the latest 'statistics into the service' table could be presented to make it clearer, perhaps with a key explaining the categories so that it is easier to understand. This point was accepted and changes will be made.
- It was observed that the number of open cases seem to be increasing.
- For clarity it was reported that the cases categorised as 'WL' refer to welfare cases which are typically young people presenting with welfare concerns at Scouting meetings/events with signs of abuse or neglect which has happened outside of Scouting.
- Good progress is being made to manage the overall caseload and it was noted that there is an increase in welfare cases which is to be expected given continuing efforts to encourage reporting and as a result of external factors affecting local authorities' capacity to deal with such cases.
- Trustees were reminded that the annual Safeguarding report to the Board (in addition to that which Trustees receive at every meeting) will give the usual level of detail including a breakdown of caseload by type. New Trustees can request previous papers if they wish to via the Governance Team.

A note was made of the recent Disclosure and Barring (DBS) Compliance Inspection at the Association in which it received an inspection outcome of Compliant (with no recommendations). This is the highest determination of an inspection visit of the Disclosure and Barring Service against their Code of Practice. This essentially means that the Scouts fully met all eight areas of the inspection. The Disclosure and Barring Service have confirmed we are the first Registered Body to receive this outcome.

The chair requested that we congratulate all those involved in DBS reporting including those in local Scouting.

Item 12 was taken at this point but is reflected in the minutes in the original agenda order

9. Chief Scout Succession Planning

A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding discussion on succession planning for the Chief Scout is noted in a separate document.

AP2: The Chief Executive and UK Chief Commissioner to discuss the role of Chief Scout with Bear Grylls.

AP3: Governance Team to add 'Chief Scout Succession Planning' to the Board Forward Planner.

10. Board Composition

The Vice-Chair introduced a paper which provided the Board with an update following the Council consultation session after the AGM in September 2018.

The Vice-Chair summarized that Council members continued to be in agreement that the Board should be smaller in size, but without agreement on how we achieve this balanced against the need to ensure the Board has the right skillset and membership to continue to operate effectively.

The following were noted comments during discussion;

- Better promotion of the agreed election process would need to be put in place if we are to make changes.
- A phased transition with natural endings (to Trustee tenures) of current to new composition would occur over a certain period.
- Importance of allowing time to effectively recruit Trustees appointed for their specified skillsets. The Chair noted that all current appointed members will be coming to the end of their terms in the next few years.
- The suggestion that the Chairs of the Nations Boards should be coopted to the board was rejected as it was felt it would be difficult for Country Chairs to remove their 'Country' hats and their added commitment to both Country and National Boards needed would be unfair.
- It was clear that the membership would want an election process to continue.
- Trustees agreed that in Table 1, the elected members from England needed to be increased from 1 to 3.
- Trustees requested more details on the composition and remit of the search group.
- If the search process included more of the Council membership, the process would feel more transparent and therefore the outcomes may be different.
- A filter process for skills would be better than current process.
- A question was raised as to whether it should be considered that Nations members vote on their own national areas. It was explained that the Board are elected/ appointed by the whole Council as per the Royal Charter and therefore nationally limiting voting to specific categories would not be appropriate.

The Chair concluded that an update would be required to the Nominations and Governance Committee in December and the Board in January 2019. The Vice-Chair and Company Secretary agreed to take the comments made in the meeting into account when writing the update paper with these key points included;

- Incorporate search process against skills set prior to election for elected candidates
- Composition and remit of the search group

- Timeline – to show both planning details and implementation schedule
- Increase UK elected members from 1 to 3
- Keep geographical proposals as per Table 1 of the paper
- Succession plan for appointed members

AP4: Vice-Chair and Company Secretary to produce a paper for Nominations and Governance Committee (December 2018) with proposed way forward on the future composition of the Board, capturing discussion as detailed in the Board minutes (Board of Trustees – October 2018).

11. Online Scout Manager (OSM) Update

A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding discussion on OSM is noted in a separate document.

12. Governance and Safeguarding arrangements for Overseas Branches

A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding discussion on Governance and Safeguarding arrangements for Overseas Branches is noted in a separate document.

AP5: Governance Team to ensure that this is included on the risk register or included the current Safeguarding Committee risk.

13. Board Effectiveness

The Company Secretary introduced a paper, which was otherwise taken as read.

The Company Secretary informed the Board that it was disappointing that only 10 members of the Board completed the Board Effectiveness questionnaire. She explained that it was not possible to draw actionable conclusions from such a small survey.

Members noted the timing of the survey distribution was not good as it came at a time when local Scouting commitments were recommencing. The Company Secretary advised that she would circulate the survey earlier next year.

It was agreed that a more detailed robust review of the Board's effectiveness and its performance against the Good Governance Code would be undertaken as part of the Board Development session in January 2019. At the session the Board will review other methods of effectiveness measurement including appropriate timing and instruments used by other relevant organisations.

The Chair additionally noted that during the recent Trustee appraisal process, the identity and visibility of the Trustee Board had been discussed on more than one occasion. The Vice Chair confirmed that this topic was included in Programme of Work 9.

14. Northern Ireland Constitutional Amendment

The Company Secretary introduced a paper, which was otherwise taken as read.

Following the production of the paper presented to the Board in June 2018, discussions had been ongoing between Ken Gillespie, Executive Commissioner, Henry Brown, Chair of the Northern Ireland Board, Stuart

Howells, Vice Chair of the National Board and Company Secretary, Margaret Giles. The feedback received had been incorporated into the paper presented to the Board at this meeting and therefore the Board **APPROVED** the proposed amendment to Clause 3 of the Northern Ireland Scout Council Constitution.

It was noted that a full constitutional review by the Northern Ireland Board is ongoing.

Item 16 was taken at this point but is reflected in the minutes in the original agenda order

15. Committee Chairs and Membership

The Company Secretary introduced a paper, which was otherwise taken as read.

The Chair expressed that the process for designating Trustees to the committees reporting to the Board had not been as smooth as usual this year for a number of reasons and therefore a review of the appraisal timetable and designation process would be undertaken and shared with the Nominations and Governance Committee.

AP6: Governance Team to review Trustee appraisal timetable and committee membership designation process and prepare a new timetable for the Nominations and Governance Committees' approval.

The Chair of the Safeguarding Committee noted that the confirmation process of Trustees to committees particularly Safeguarding, needed to be clarified as members are being appointed by different people without her oversight (differing from what is stated in the Terms of Reference of the Committee). It was noted that discussion earlier on in future between interested parties will be ensured.

One further change to committee membership, not noted in the accompanying paper was **APPROVED** by the Board;

- Jack Bullon, current member of the Nominations and Governance Committee would become a member of the Safety Committee and Gareth Jones would take Jack's place on the Nominations and Governance Committee.

The Board further **APPROVED** the following recommendations from the Chair and Vice Chair;

- That Kieron Moir becomes Chair of the Operations Committee.
- That no changes are made to the Chairs of the other Board Committees.
- The membership of all Board Committees as set out from page 4 of the accompanying paper with the amendment noted above.

16. Governance decisions referred by the Nominations and Governance Committee

The Company Secretary introduced a paper, which was otherwise taken as read. Additionally, a tabled paper with revisions to the Nominations and Governance Committee Terms of Reference was provided to all Trustees.

The Board **APPROVED** the following recommendations received by the Nominations and Governance Committee.

- the updated terms of reference for the Nominations and Governance Committee
- the terms of reference for the Safety Committee
- a special resolution to be put to Council to amend the Association's bye-laws to allow for electronic decisions to be made by the Board. Exact wording to be approved by the Board following legal advice.
- a special resolution to be put to Council to amend the Royal Charter to reduce the minimum number of Council members from 400 to 300.

AP7: The Governance Team to ensure all approved items are actioned and documented appropriately

17. Heritage Governance and Collections management Proposals

The Director of Commercial Services introduced a paper detailing proposals for heritage governance and collections management.

The Scouts Heritage Service is working towards the Arts Council England (ACE) Museum Accreditation Standard, the heritage industry benchmark for best practice.

In order to achieve this standard ACE require certain standards around the constitution of the governing body and its commitment to managing and maintaining a Heritage Collection. Despite the long standing nature of the Heritage Collection there is currently no formal governance around its management and protection.

A team of staff from the heritage, governance and legal teams have created a set of proposals which if agreed by the Board would meet the standards required by ACE and enable the achievement of the Accreditation standard.

The Board supported the request to formally agree to the ongoing maintenance of the Heritage Collection.

The Board **APPROVED** the recommended management and decision making structure regarding the Heritage Collection and Service as outlined in the accompanying paper with the following amendment. In recommendations 2.2.2 and 2.2.5 they have **APPROVED** that the decision making should be delegated to SLT as a whole, rather than just the Director of Commercial Services.

18. Annual Designation of National Boards

The Company Secretary introduced a paper which was otherwise taken as read.

The Board **APPROVED** the designation of the following as National Boards for the purposes of the Bye-Laws.

- a) Scout Shops Ltd (current Chair is Martin Bryant)
- b) World Scout Shops Ltd (current Chair is Martin Bryant)
- c) Scout Insurance (Guernsey) Ltd. (Chair rotates among directors)
- d) Scout Insurance Services Ltd (current Chair is Michael Tripp)
- e) Scout Services Ltd (current Chair is John Kennedy)
- f) The Scout Association Pension Fund trustees (current Chair is Fraser Smart)
- g) The Scout Association Trust Corporation (current Chair is David Knowles)

19. Annual Safety report for the Movement

The Chair of the Safety Committee presented a paper detailing a proposed approach to reporting on safety directly to the Board. This followed the first formal meeting of the Safety Committee in July 2018.

It was also noted that Trustees attended a safety programme development session earlier that morning, prior to the Board meeting, which explored the direction of travel for the Safety Committee.

The Board **NOTED** the progress to date and intended plan of work of the Safety Committee as detailed in the provided minutes of the first Safety Committee meeting.

A member asked if the current process was robust enough and if we are confident that lessons are learnt and recommendations embedded? Ross Maloney explained that it was part of the process to ensure that lessons learnt and recommendations are actioned and evaluated as appropriate.

It was remarked that it would be useful to see data regarding accident and incident type in the future.

The Board **APPROVED** the reporting schedule proposed within the paper and noted that the way the data is presented will evolve in time, giving greater detail to the Board report.

20. Candidate to European Scout Committee

The UKCC introduced a paper which was otherwise taken as read.

The Board **APPROVED** the endorsement of Jack Maxton as the UK Candidate for the 2019-2022 European Scout Committee.

21. Report against annual objectives from UK Chief Commissioner, UK Youth Commissioner, Chief Executive and Chair

The Board noted the reports and **APPROVED** the new objectives set for the UK Chief Commissioner for the period 2018-19.

22. Any other business

A private minute, strictly confidential to Trustees and the Senior Leadership Team (SLT) is noted in a separate document.

23. Feedback and evaluation of the effectiveness of this meeting

The Chair invited trustees and all attendees to rate the meeting's effectiveness on a scale of 1-5, in which 1 could be considered "outstanding" and 5 being in "special measures".

Trustees	Staff
Score of 1 x 7	Score of 1 x 2
Score of 2 x 9	Score of 2 x 4
Score of 3 x 1	Score of 3 x 0

Score of 4 x 0 Score of 4 x 0
Score of 5 x 0 Score of 5 x 0

The Chair closed the meeting with thanks to the Senior Leadership Team and their teams for the successful implementation of the new strategy. It was also noted that the residential weekend had been very well planned and executed with fantastic service from the Gilwell Park Conference Centre team.

Items 24-32 were starred items taken as read without discussion.

- 24. Portfolio, Programme and Project Management Report
- 25. Birthday Honours
- 26. Risk Committee Minutes: June 2018
- 27. Nominations and Governance Committee Minutes: September 2018
- 28. Finance Committee Minutes: June 2018
- 29. Operations Committee Minutes: June 2018
- 30. Scouts Scotland Board Minutes: To January 2019 Board
- 31. Scouts Northern Ireland Minutes: To January 2019 Board
- 32. ScoutsCymru Minutes: March and July 2018

Ar. Co - Hunt

26 January 2019

The Scouts Board of Trustees Terms of Reference

<https://www.scouts.org.uk/about-us/our-people/board-of-trustees/national-board-of-trustees/>

Role

The role of the Board of Trustees (“the Board”) is to lead and govern TSA to achieve its vision, in line with its mission, values and charitable objectives and in accordance with the legal requirements of a UK charity.

Membership and Terms of Office

[a] Elected members

Nine Members or Associate Members of TSA (“Association Members”) elected by the Council as follows:

- one from each of Scotland, Wales and Northern Ireland
- three from northern England and three from southern England. (The allocation of Scout Counties to northern England and southern England will be determined by the Board from time to time.) Elected by the Council for a maximum of two three-year periods.

[b] Elected Youth members

Three youth (aged 18-24 years) Association Members elected by the Council. Elected by the Council for a maximum of two three-year periods subject to age restrictions.

[c] Appointed members

- Chair of the Board
- Treasurer
- Up to three other persons

Appointed by the Council at an AGM for a maximum of two three-year periods. Appointed members need not be Association Members at the time of nomination but must accept to become at least an Associate Association Member on appointment by the Council.

[d] Ex-Officio members

- The UK Chief Commissioner(UKCC)
- The UK Youth Commissioner (UKYC)¹
- Chief Executive

Other than the Chief Executive, TSA staff may not be appointed as Trustees.

Right of Attendance

The following have a right of attendance (without vote) at Board meetings, subject to prior notification to the Secretary:

- The Chief Scout
- The Deputy Chief Scout
- The International Commissioner and any Country/Regional/County/Area Commissioner or Chairman; and/or Chief Commissioner or UK Commissioner.

They may also make a request and be invited by the Chair to address the Board on any matter appropriate to its remit.

Invited to Attend

The Chair may invite any other person to attend meetings for particular agenda items or otherwise. The Chief Executive, in consultation with the Chair, will determine which, if any, members of the Senior Leadership Team should be invited to attend any meeting.

Quorum

Any seven members.

Responsibilities

The Board will:

1. Set and maintain TSA's vision, mission, values and strategic objectives and guide TSA to achieve its objectives in the most efficient and effective manner possible consistent with its values and approach
2. Have ultimate responsibility for TSA's performance, ensuring compliance with law and its governing documents
3. Shape and approve strategic plans and monitor and evaluate TSA's performance and impact
4. Approve annual business plans and budgets, and multi-year budget projections and to monitor progress against these and to ensure that TSA is managing cash flow and reserves prudently
5. Approve out-of-budget capital or operating expenditure (unless within limits delegated to the Finance Committee or Chief Executive)
6. Oversee the execution and delivery of significant capital projects
7. Approve a schedule of delegations to the Chief Executive and Senior Leadership Team and authorisation limits for, and a schedule of delegations to, the UKCC and UKYC teams
8. Ensure that an ongoing risk assessment and management process is in place across TSA which informs policies, procedures and plans, approve risk appetite statements and ensure

that the Board is updated on the risk management process and advised of any significant changes as they occur

9. Oversee management of conflicts of interest

10. Establish, approve and regularly review TSA's "Key Policies" (as defined in POR), its reserves and investments policies and any other policies identified in TSA's register of policies as being the responsibility of the Board

11. Approve any decision likely to have a material impact on TSA from any perspective (financial, operational, strategic, reputational or otherwise)

12. Propose to the Council from time to time nominations for the appointment of Chief Scout, any Deputy Chief Scout² and Treasurer

13. Appoint the Chief Executive, UKCC, UKYC³, the International Commissioner, and the Chairmen of the national boards of TSA, any Chief Commissioner, any national Commissioner, the UK County Commissioners and the Secretary

14. Establish Board committees, approve the appointment of chairs and members of those committees, and approve (or approve the revision of) their terms of reference

15. Approve and lay before the Council at its Annual General Meeting an annual report and consolidated accounts of TSA and its wholly-owned subsidiaries

16. Appoint auditors for TSA'S accounts and fix their remuneration.

17. Establish and review governance effectiveness.

Proceedings of the Board

1. The Board will meet at least quarterly.

2. The Board will strive for consensus around matters which require a decision.

3. In the absence of consensus, matters shall be decided by a majority of votes. If there is an equality of votes, the Chair shall not have a casting vote but the motion shall be deemed not to have been carried.

4. The Board may also elect from its number a Vice-Chair and determine the period for which that person is to hold that office.

5. If the Chair and any Vice-Chair are absent from a meeting, the members of the Board present shall choose one of them (but not the Chief Executive) to chair the meeting.

6. Progress updates on the work of the Board, as well as the approved minutes from Board meetings (excluding any confidential appendices), will be shared openly with interested parties.

Approved by the Board of Trustees 9 July 2016