

ITEM

**Culture and Sport Glasgow (trading as Glasgow Life)
(A Company which is a Scottish charity (Scottish charity number SC037844)
incorporated in Scotland under the Companies Acts with company number SC313851)**

MINUTE of a MEETING of the Board of Directors of Culture and Sport Glasgow held in City Halls, Glasgow on 22 March 2017 at 10am.

- Present: Councillor Archie Graham OBE (Chair)
John McCormick (part meeting)
Dilawer Singh MBE
Professor Anton Muscatelli
Professor Lesley Sawers
Lee McConnell
Councillor Emma Gillan
Councillor Helen Stephen
Dr Bridget McConnell CBE
- Attending: Susan Deighan, Director of City Marketing and External Relations; Martin Booth, Director of Finance and Corporate Services; Ian Hooper, Director of Sport and Infrastructure; Jill Miller OBE, Director of Cultural Services; Colin Edgar, Director of Strategic Partnerships; James Doherty, Communications Manager; Linda McClure, Governance and Risk Manager; and Allan Drysdale, Governance and Liaison Officer; all Culture and Sport Glasgow.
- Apologies: Amanda McMillan OBE
Sir Angus Grossart
Councillor David McDonald
Councillor Soryia Siddique

1. **Welcome, Notice and quorum noted.**

The Chair welcomed all those present to the meeting.

Having noted that the relevant notice had been issued and a quorum was present, the Board agreed to proceed to business as hereinafter minuted.

The Chair informed the meeting that Mel Young had taken the decision to stand down as a Director of Culture and Sport Glasgow with effect from the 1 March 2017. The Chair on behalf of the Board put on record his appreciation of Mel's immense contribution as a Board Member over a number of years, and in particular the work undertaken to deliver the Homeless World

Cup last year, and that a letter would be sent to Mel conveying the Company's gratitude and best wishes.

2. Apologies noted.

The Board noted that apologies had been received from Amanda McMillan OBE, Sir Angus Grossart, Councillor Soryia Siddique and Councillor David McDonald.

3. Minute of previous meeting approved.

The minute of the previous meeting of 25 January 2017 was submitted and approved as a correct record.

4. Matters arising noted.

There were no matters arising from the minute of 25 January 2017.

5. Minute of Meetings of Audit Committee noted.

The minute of the Audit Committee held on 8 December 2016 was submitted, along with the draft minute of the meeting held on 15 March 2017 which was tabled.

The Board noted both of the minutes.

6. Appointment to GCMB Board agreed.

There was submitted a report which advised the Board that during the winding up process of Glasgow City Marketing Bureau (GCMB), there was a need to retain at least three Directors to deal with associated matters and the signing off of GCMB's final accounts.

The report informed that all GCMB Directors would tender their resignation as at 31 March 2017, with the exception of those who were also Directors of Culture and Sport Glasgow (Professor Lesley Sawyers and Professor Anton Muscatelli), and it was proposed to appoint Dr Bridget McConnell as a Director of GCMB in order to fulfil the required quorum of three.

After consideration the Board agreed to appoint Dr Bridget McConnell as a Director of Glasgow City Marketing Bureau.

7. Chief Executive's update

(1) Business and Service Plan 2017/18 approved.

The Chief Executive presented to the Board the Company's Business and Service Plan for 2017-18 which set out

- (i) the financial and strategic context within which the organisation is operating;
- (ii) the key priorities for the organisation during this period, which were;
 - to lead/deliver on city strategies for culture, sport, tourism, lifelong learning, volunteering, events, and legacies of the 2014 Commonwealth Games;
 - People Strategy;
 - Collaboration with Higher Education Institutions;
 - Burrell Renaissance
 - Kelvin Hall

- Implementation of the Vision for Glasgow Libraries
- Glasgow's Community Learning Plan
- Macmillan @ Glasgow Libraries
- Glasgow Sport
- Glasgow Events: Sport & Cultural
- Glasgow 2018 European Championships
- Asset Management Strategy

(iii) priorities for 2017-18 within each service area.

After consideration the Board agreed to approve the Business and Service Plan and the associated performance targets for 2017-18.

(2) Health and Safety Committee noted and agreed.

There was presented a report which advised that at the last Board meeting it was agreed to establish a Health and Safety Committee and asked to agree Terms of Reference and membership of the Committee.

After consideration the Board:

- (i) agreed to approve the Terms of Reference;
- (ii) agreed to appoint Anne Bonomy as an external advisor to the Committee; and
- (iii) noted that any expressions of interest in relation to membership should be notified to the Chair.

(3) Burrell Renaissance noted.

There was presented a report which provided the Board with an update on the progress with regard to the Burrell Renaissance project which:

- (i) detailed progress in relation to building and landscape development including associated consultations;
- (ii) provided an update on the international tour and exhibitions programme;
- (iii) advised of monies pledged, applications submitted and sponsorship proposals in support of the fundraising campaign; and
- (iv) informed of recent PR, media and marketing activity.

After consideration the Board noted the progress of the Burrell Renaissance project and that a further report will be provided at the next Board meeting.

8. Reports by Director of Finance and Corporate Services

(1) Financial update noted.

There was presented a report which advised the Board of the Company's financial performance to 17 February 2017 which advised that

- (i) the overall position for period 12 was a surplus of £1,954k, against a budgeted surplus of £2,893k, which was a negative variance of £939k for the Company;

- (ii) overall income was £2,219k behind budget, and operating income was £1,693k behind budget, which was predominantly sports operating income;
- (iii) overall expenditure had a positive variance of £1,280k, this was as a result of underspend in employee costs, workforce planning savings, premises and utilities, and supplies and services; and
- (iv) the CIC had a year to date profit of £1,563k which was £360k behind budget.

After consideration the Board noted the information provided in relation to the Company's financial performance at Period 12.

(2) HR Scorecard noted.

There was submitted a report which presented to the Board the Company's HR Scorecard which provided information on absence levels, employee relations, recruitment and performance management, and workforce turnover.

After consideration the Board noted the information contained within the report and the request to include equalities information in future reports.

(3) Risk Register noted.

There was submitted a report which detailed to the Board the current top 5 risks to the Company and advised that there had been no movement, and that a full review of the Risk Register was due to take place in April/May.

After consideration the Board noted that the risk register was formally reviewed on a 6 monthly cycle and that the report reflected the top 5 risks to the Company as at March 2017.

9. Reports by Director of City Marketing and External Relations

(1) Glasgow Life/GCMB Integration noted and agreed.

There was submitted a report which provided the Board with an update with regard to the integration of Glasgow City Marketing Bureau into Culture and Sport Glasgow which advised that notification had been received from the Office of the Scottish Charities Regulator (OSCR) giving their consent to the new charitable purpose as proposed, along with a recommendation from them as to the allocation of activities across CSG and CSG (Trading) C.I.C..

After consideration the Board

- (i) with regard to the transfer
 - (a) received a written resolution (the "**Written Resolution**") which had been signed on behalf of the Company, in its capacity as sole member of Glasgow City Marketing Bureau Limited (company number SC275945) ("**GCMB**"), in respect of the transfer of the assets and undertaking of GCMB to the Company and Culture and Sport Glasgow (Trading) C.I.C. (company number SC313850) ("**CSG C.I.C.**").
 - (b) noted that the Written Resolution authorised and instructed the directors of GCMB to take the following steps:

- 1.1.1 the transfer (for nil consideration) of the whole of the assets and undertaking of GCMB (under exception of the assets and undertaking described in paragraph 1.1.2) to the Company with effect from 31 March 2017;
 - 1.1.2 the transfer (for nil consideration) of the Assets and the Undertaking (in each case as defined in the draft transfer agreement, in the form to be approved by GCMB or on GCMB's behalf following further consultation with the Office of the Scottish Charity Regulator (“OSCR”), between GCMB and CSG C.I.C.) to CSG C.I.C. with effect from 31 March 2017; and
 - 1.1.3 as soon as reasonably practicable after completion of the transfers described in paragraphs 1.1.1 and 1.1.2, the making of the application for GCMB to be struck off the register of companies.
- (ii) with regard to the alterations to the Articles of Association
 - (a) noted that Glasgow City Council, in its capacity as sole member of the Company, had signified its approval of the member's written resolution altering the articles of association of the Company by way of a Written Resolution dated 20 March 2017; and
 - (b) agreed to resolve that the appropriate filings be made with Companies House and OSCR in respect of the alterations to the articles of association of the Company.
 - (iii) with regard to the Written Resolution relating to CSG C.I.C.
 - (a) received a written resolution by the Company in its capacity as sole member of CSG C.I.C. under which certain alterations would be made to the articles of association of CSG C.I.C.;
 - (b) agreed to resolve that the resolution be approved and Councillor Archie Graham, Chair, be authorised to sign the written resolution accordingly.
 - (iv) with regard to the approval of the documentation
 - (a) received the latest draft of the transfer agreement between GCMB and the Company (the “**Transfer Agreement**”).
 - (b) considered the latest draft of the Transfer Agreement carefully and resolved that:
 - i. the Transfer Agreement be and is hereby approved in the form of the draft tabled at the meeting, subject to such changes as Susan Deighan, Director of City Marketing and External Relations, may in her sole discretion agree and approve;
 - ii. authority be given to Susan Deighan, Director of City Marketing and External Relations, to agree and approve any amendments to the Transfer Agreement which she may consider appropriate;
 - iii. authority be given to Susan Deighan, Director of City Marketing and External Relations, (in the presence of a witness) to execute the Transfer Agreement;
 - iv. authority be given to Susan Deighan, Director of City Marketing and External Relations, to agree and approve any documents (the “**Associated Documents**”) required in connection with the implementation of the Transfer

Agreement or any other matters associated with the transfer of assets and undertaking contemplated in the Transfer Agreement; and

- v. authority be given to Susan Deighan, Director of City Marketing and External Relations, (in the presence of a witness, if required) to execute the Associated Documents.

(2) Performance Report noted.

There was presented a report which provided the Board with information on the summary of performance from 1 April 2016 and highlighted that all targets were being exceeded.

After consideration the Board noted the information provided within the performance report.

10. Reports by Director of Sport and Infrastructure

(1) Glasgow Sport and Physical Activity Plan noted and agreed.

There was submitted a report which presented to the Board the proposed Legacy Action Plan for Glasgow's Sport and Physical Activity which formed one of the six legacy themes for the Glasgow 2014 Legacy Action Plan and was now updated ahead of the forthcoming 2018 European Championships.

After consideration the Board:

- (i) noted and agreed the content of Glasgow's Sport and Physical Activity Legacy Action Plan; and
- (ii) noted the governance arrangements in relation to the progress of the Plan.

(2) Capital Programme update noted.

There was submitted a report which updated the Board on progress with projects involved in the Capital Programme.

The report covered developments at the Kelvin Hall, Knightswood BMX Track, Tollcross International Swimming Centre, North Kelvinside Football Facility, Scotstoun Stadium, and Glasgow Club Gorbals.

After consideration the Board noted the update provided in relation to the Capital Programme.

Valedictory

The Chair indicated that this was Ian Hooper, Director Sport and Infrastructure's final meeting of the Board prior to his retirement in May, and on behalf of the Board, the Chair expressed gratitude and thanks for his services to both the organisation and the city and wished him a long and happy retirement.

11. Report by Director of Cultural Services

(1) Equalities update noted.

There was submitted a report which provided the Board with an update in relation to the implementation of Glasgow Life's Equality and Diversity Action Plan.

After consideration the Board noted the update provided.

12. **AOB**

The Chair, noting that this was the last Board meeting prior to the forthcoming local government elections, expressed thanks and best wishes to Councillor Stephen and Councillor Gillan who were not seeking re-election to Glasgow City Council and accordingly were attending their last Board meeting. Councillor Stephen and Councillor Gillan responded in suitable terms.

Councillor Graham advised that it had been an honour to serve as Chair, which he had found to be an extremely positive and fulfilling experience, and gave thanks to both Board Members and Officers for their contributions and support.

There being no further business the Chair drew the meeting to a close and advised the Board that the next meeting would take place on Wednesday 28 June at 10am.