

Culture and Sport Glasgow
(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 at Tramway, Glasgow
on 25 November 2009 at 10.30am.

Present: Bailie Elizabeth Cameron (Chair)
 Councillor Stephen Curran
 Sir Angus Grossart (by conference
 phone)
 Councillor Allison Hunter
 Bailie Gordon Matheson
 Lord Macfarlane of Bearsden
 Dr Bridget McConnell (Chief
 Executive)
 Councillor Anne McTaggart
 The Rt Hon George Reid
 Mr Mel Young
 Bailie Allan Stewart

Attending: Charles Beattie, Director of Finance/Deputy Chief Executive, Susan
 Deighan, Director of Strategic Planning and Corporate Services
 James Doherty, Media Manager; Ian Hooper, Director of Special
 Projects, Jill Miller, Director of Operations; Anne Gilmour, Liaison
 Officer all Culture and Sport Glasgow.

1 Notice and Quorum.

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

2 Appointment of Chair approved.

In terms of Article 62 of the Company's Articles of Association it was noted that Bailie Elizabeth Cameron had vacated office as Chair of the company at the conclusion of the company's AGM on 2 September 2009.

The Rt Hon George Reid, seconded by Councillor Anne McTaggart moved that the Board re-appoint Bailie Elizabeth Cameron as Chair of the Board. The Board unanimously agreed.

3 **Removal and Appointment of Directors noted.**

There was submitted a report by the Chief Executive advising of recent removal and appointments of Directors of the Culture and Sport Glasgow Board

(1) Partner Directors

- (a) in accordance with article 46 Councillors Stephen Curran and Aileen Colleran had vacated office at the conclusion of the Company's AGM on 2 September 2009 and were eligible for reappointment under article 43.

The Board noted that

- (i) Councillor Aileen Colleran did not wish to be reappointed; and
 - (ii) Councillor Stephen Curran had since been reappointed by Glasgow City Council as Partner Director (written notice having been given to the company to this effect);
- (b) in terms of Article 43.2 of the Company's Articles of Association, Councillor Steven Purcell was removed from office by written notice to this effect submitted to the Company by Glasgow City Council; and
 - (c) in accordance with article 43.1 Glasgow City Council at its meeting on 10 September 2009 appointed Bailie Gordon Matheson and Councillor Anne McTaggart as Partner Directors (written notice having been given to the company to this effect).

(2) Independent Directors

- (a) in accordance with article 55.1 Lord Dennis Stevenson of Coddendam and the Rt Hon George Reid had vacated office at the conclusion of the Company's AGM on 2 September 2009 and were eligible for reappointment under article 48.

The Board noted that

- (i) Lord Dennis Stevenson did not wish to be reappointed; and
 - (ii) Glasgow City Council at its meeting on 10 September 2009 had reappointed the Rt Hon George Reid (written notice having been given to the company to this effect); and
- (b) in terms of article 48.1 Glasgow City Council at its meeting on 10 September 2009 appointed Mr Mel Young as an Independent Director of Culture and Sport Glasgow (written notice having been given to the company to this effect).

4 **Appointment of Chairs of Audit and Nominations Committee approved.**

Having noted the terms of Article 62 of the Company's Articles of Association that offices (appointments made under articles 60 and 61) were held until the conclusion of the AGM, which was held on 2 September 2009

- (1) Bailie Elizabeth Cameron seconded by Lord Macfarlane of Bearsden moved that the Board reappoint Sir Angus Grossart as Chair of the Audit Committee; and
- (2) Dr Bridget McConnell seconded by the Rt Hon George Reid moved that the Board reappoint Bailie Elizabeth Cameron as Chair of the Nominations Committee.

The Board unanimously agreed to both appointments.

5 **Welcome.**

Bailie Cameron having welcomed all present to the meeting

- (1) introduced Mr Mel Young as a new Board member and welcomed him to his first meeting of the Board;
- (2) advised of a BBC Scotland programme on Review of Shared Services which she had been interviewed for; and
- (3) intimated that a visit had taken place by Westminster Abbey staff and that they had received a presentation on Kelvingrove.

6 **Branding Strategy presentation noted.**

The Board noted a presentation by Lynne McPhee, Marketing and Communications Manager, Culture and Sport Glasgow and Simon Farrell, Managing Director, Tayburn on the proposed new branding for Culture and Sport Glasgow

- (1) advising that a strategic review of the Company's branding had been undertaken;
- (2) providing the proposed structure of the Corporate and Sub Brands showing the proposals for each of the Service areas; and
- (3) outlining some of the challenges for the corporate brand.

After consideration, the Board

- (a) requested more information on the research undertaken regarding the proposed branding; and

- (b) agreed that the proposals be brought back to the January meeting of the Board for final approval.

****Sir Angus Grossart declared an interest in this item as Noble Grossart Ltd were shareholders in Tayburn.***

7 Minutes of previous meeting approved.

The minute of the previous meeting of 2 September 2009, having been circulated prior to the meeting, was approved.

8 Matters arising.

With reference to the minute of 2 September 2009 and those paragraphs: -

9(1)(b) A report on the Company's Exhibition Strategy arising from the publicity surrounding the 'Made in God's Image was included at item 14 of the Agenda;

9 (1)(d) 'Unspun' were appointed for the provision of the creative brief for the Delhi Flag Hand Over;

9(1)(e) The Annual Review had now been issued and the two area visits had been arranged for 25 and 30 November 2009 (South West and North);

9(1)(II) The special meeting of the Board to consider the future governance and management of venues managed by Glasgow Cultural Enterprises took place on 28 October 2009 and the minute was included at item 10 of the Agenda;

9(2)(iii) The Chief Executive's report on the Budget Strategy for 2010/2011 was included at item 11(2) of the Agenda;

11(3)(ii) the report on current Culture and Sport Glasgow staffing was included at item 13(1) of the Agenda; and

11(4) A further schedule of meeting dates was included at item 13(5) of the Agenda.

9 Minute of the Special Board meeting held on 28 October 2009.

The minute of the Special Meeting held on 28 October 2009 having been circulated prior to the meeting was approved.

10 Report by the Chief Executive approved and delegated authority to the Chief Executive and her Directors.

There was submitted a report by the Chief Executive outlining a number of issues during which she presented

- (1) a report entitled 'Review of Governance and Management Of Venues Run By Glasgow Cultural Enterprises' advising
 - (a) on the proposed business model for the governance and management of Glasgow Royal Concert Hall the City Halls/Old Fruitmarket
 - (b) that this was based on the current operating model for Culture and Sport Glasgow;
 - (c) that as with Culture and Sport Glasgow the charitable activities and the trading activities would be split with the trading activities being transferred to the trading company, Culture and Sport Glasgow (Trading) CIC;
 - (d) that other support activities including catering, security and box office would be carried out by the relevant partner organisations within the Glasgow City Council Family;
 - (e) of the proposed leasing arrangements in relation to the transfer of both buildings;
 - (f) of the overall financial position in respect of the transfer including initial revenue savings, anticipated annual capital and revenue property costs and proposals for raising additional income;
 - (g) that a three year programme of further development of the facilities was planned;
 - (h) on the key risks identified associated with the transfer;
 - (i) of the establishment of a joint implementation group comprising all stakeholders and partners to take the business transfer forward;
 - (j) that the Office of the Charity Regulator (OSCR) was currently considering the business transfer and would report on its findings in the near future; and
 - (k) that the proposed date for the business transfer was 1 April 2010 subject to OSCR approval.

After consideration the Board

- (i) approved the proposed business model for the future governance and management of Glasgow Royal Concert Hall and City Halls/Old Fruitmarket; and
- (ii) delegated authority and support to the Chief Executive and her Directors to negotiate with Glasgow City Council to completion, the lease(s), service specification, and level of service fee required to successfully deliver the proposed business model, which would then be detailed in

amendments to the existing suite of contracts between Culture and Sport Glasgow and Glasgow City Council.

****Baillie Allan Stewart declared an interest in this item as a member of the Cordia (Services) LLP Board of Directors.***

- (2) a verbal update on the Commonwealth Games 2014;
- (3) an outline of this year's Staff Engagement Survey which was currently underway;
- (4) the proposal for a Collaborative Framework between the University of Glasgow and Culture and Sport Glasgow; and
- (5) a report entitled 'Budget and Service Planning 2010/11' which detailed a strategy for reducing Culture and Sport Glasgow's expenditure by £3.4m for 2010/11
 - (a) advising on the cost and income challenges expected in 2010/11;
 - (b) highlighting actions to realise the required savings;
 - (c) listing the areas identified for savings and the related financial implications;
 - (d) intimating that Glasgow City Council was currently considering the proposals which would impact on the service provision provided by the Company and would respond during December 2009; and
 - (e) advising the Board that the Company had received a pay claim of 3% from the Trade Unions.

After discussion the Board

- (i) requested that consideration be given to the feasibility of Social Enterprise Initiatives becoming involved in the running of community facilities; and
- (ii) approved the strategy for reducing Culture and Sport Glasgow expenditure by £3.4m for 2010/11.

****Baillie Allan Stewart declared an interest and took no part in the discussion or decision thereon.***

11 **Valedictory.**

The Chair indicated that this was the Director of Finance's final meeting of the Board as he was leaving Culture and Sport Glasgow. On behalf of the Board she expressed gratitude and thanks and offered best wishes to Charles Beattie in his new post.

The Director of Finance responded in suitable terms.

12 Report by Director of Finance.

(1) Culture and Sport Glasgow Financial Performance to 23 October 2009 approved.

There was submitted a report by the Director of Finance outlining the company's financial performance for the period from 1 April to 23 October 2009

- (a) advising of income of £56.4m against a budget of £55.8m and expenditure of £56.6m against a budget of £55.8m to 23 October 2009; and
- (b) detailing explanations in respect of the information provided.

After discussion the Board approved the report.

13 Reports by Director of Strategic Planning and Corporate Services.

(1) Performance Report noted

There was submitted and noted a report by the Director of Strategic Planning and Corporate Services updating the Board on the company's non financial performance for the period and the Company's staffing levels and sickness absence as at 31 October 2009

- (a) advising that performance was on or exceeding target in relation to three performance indicators, slightly below for two indicators and one indicator relating to the number visits to Kelvingrove Museum was giving cause for concern;
- (b) outlining the long and short term actions to address the visits relating to Kelvingrove Museum ;
- (c) summarising full time staffing levels across all service areas; and
- (d) indicating the Company's sickness absence levels and the target to continue to reduce the levels during the remainder of 2009/10.

After consideration the Board noted the performance report.

(2) Culture and Sport Glasgow Pricing Strategy Review 2010/11 approved.

There was submitted a report by the Director of Strategic Planning and Corporate Services regarding the 2010/11 Pricing Strategy Review

- (a) advising that underpinning the 2010/11 review process was the need to continue to ensure that an equitable, consistent and customer friendly pricing structure was developed;
- (b) highlighting the key elements of the review process including, an equality impact screening exercise, benchmarking comparisons with that of other similar service providers, a revision of the juvenile pricing structure, and the introduction of new charges;
- (c) recommending that the price for most activities increase by 1.5% to take account of inflation and the increased costs involved in delivering the service;
- (d) outlining the changes outwith the 1.5% increase (above and below) and the explanation for these;
- (e) detailing new additions to the price list; and
- (f) advising on a number of future considerations in relation to the Company's pricing strategy
 - prices associated with the community use of schools including pitches, sports halls, classrooms and swimming pools
 - usage of facilities during down-time
 - usage of concessionary discount rate for juvenile gymnastics
 - further standardisation of coach led activities
 - discontinuation of Glasgow Club 4 month membership package

After consideration, the Board approved the Culture and Sport Glasgow Pricing Strategy 2010/11.

(3) Procurement of Electricity Supply.

There was submitted a report by the Director of Strategic Planning and Corporate Services advising that Glasgow City Council was in the process of procuring electricity supply through a National Agency Agreement and that Culture and Sport Glasgow intended to participate in this arrangement

- (a) indicating that the establishment of this contract, which was due to be awarded in January 2010, would secure best value in electricity procurement;
- (b) advising that Glasgow City Council had agreed in February 2009 to sign up to the Agency Agreement; and

- (c) summarising the benefits of participation in the National Agency Agreement.

After consideration, the Board agreed that Culture and Sport Glasgow participate in the procurement of electricity supply through the National Agency Agreement.

(4) Collections Agreement – Performance for the period from 1 April to 30 September 2009 noted – Instruction to Director of Strategic Planning and Corporate Services.

There was submitted a report by the Director of Strategic Planning and Corporate Services providing the Board with performance information in respect of the Collections Agreement

- (a) advising that the Collections Agreement required that Culture and Sport Glasgow (CSG) keep Glasgow City Council informed of progress on the performance of the CSG obligations; and
- (b) detailing a summary of information relating to the Collections Agreement for the period from 1 April to 30 September 2009.

After consideration, the Board

- (i) noted the report; and
- (iii) instructed the Director of Strategic Planning and Corporate Services to forward the report to Glasgow City Council for information.

(5) Culture and Sport Glasgow Board Dates 2010.

There was submitted a report by the Director of Strategic Planning and Corporate Services proposing a schedule of meeting dates for 2010.

After discussion the Board approved the undernoted dates in 2010 at 10.30am.

Wednesday 27 January
Wednesday 31 March
Wednesday 23 June
Wednesday 25 August
Wednesday 27 October
Wednesday 15 December

14 Exhibition Strategy approved.

There was submitted a report by the Director of Development and Commercial Operations providing information on the Company's public programming, in particular exhibitions

- (1) advising that the negative publicity and media coverage relating to the 'Made In God's Image' Exhibition held in GOMA had led to a review of the management of public programming, in particular exhibitions;
- (2) outlining the main issues and processes associated with project and exhibition planning;
- (3) indicating the risks in relation to public programmes including the respective roles of staff and project teams;
- (4) proposing the implementation of a number of new management procedures relating to public programming and exhibitions.

After consideration, The Board

- (a) noted the information on management risks associated with public programming, in particular exhibitions; and
- (b) approved the implementation of new management procedures.

15 **Capital Programme Update noted.**

There was submitted and noted a report by the Director of Special Projects regarding an update on the Capital Programme, advising of the progress on a number of projects.

16 **Close of business.**

There being no further business the Chair declared the meeting closed.

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Chair