

Culture and Sport Glasgow
**(A company which is a Scottish charity (Scottish charity number SC037844),
incorporated in Scotland with company number SC313851)**

MINUTE of a MEETING of the Board
of Directors of Culture and Sport
Glasgow held in Glasgow on 4th
September 2008 at 10.30am.

- Present: Bailie Elizabeth Cameron (Chair)
 Councillor Aileen Colleran
 Councillor Stephen Curran
 Bailie Allan Stewart
 Sir Angus Grossart
 Lord Macfarlane of Bearsden
 The Rt Honourable George Reid
 Lord Stevenson of Coddenham
- Apology: Councillor James Dornan
 Councillor Steven Purcell
 Bridget McConnell
- Attending: Charles Beattie, Director of Finance/Deputy Chief Executive; Susan
 Deighan, Director of Strategic Planning and Corporate Services; Ian
 Hooper, Director of Special Projects; Jill Miller, Director of
 Operations; James Doherty, Media Manager (all Culture and Sport
 Glasgow); Tony O'Neill, Clerk to the Board; and Stephen Phillips,
 Burness, LLP.

1 Welcome and opening remarks and report by Chair noted.

Bailie Cameron welcomed all present to the meeting, and after advising that the Chief Executive was absent through illness, the Board wished her a full and speedy recovery.

The Chair further reported that since the last Board meeting

- (1) Glasgow had been granted the title UNESCO City of Music, one of only 3 cities to hold such an accolade;
- (2) a number of successful exhibitions had taken place, including a solo exhibition of new work by Glasgow-based artist Jim Lambie at GOMA;
- (3) she had led Commonwealth Law Ministers on a tour of Kelvingrove Art Gallery and Museum; and
- (4) she would be delivering a number of lectures over the coming months.

2 Notice and Quorum agreed.

Having heard the Chair advise that relevant notice of the meeting had been issued and a quorum was present, the Board agreed to proceed to business.

3 Apologies noted.

The Board noted apologies from Councillors James Dornan and Steven Purcell and the Chief Executive.

4 Minutes of previous meeting approved.

The minutes of the previous meeting of 18th June 2008, having been circulated prior to the meeting, were approved.

5 Matters arising.

With reference to the minutes of 18th June 2008 and that paragraph entitled:-

Item 2, Notice and Quorum, asking the Company Secretary to provide written advice on the legal principles relating to directors participating in board meetings by way of conference call, it was noted that this would be covered at Item 10(1) later in the agenda.

The Board agreed that the matter be dealt with under the next item; and

Item 5, Riverside Museum Project, agreeing that regular project monitoring information be provided to the Board.

The Board agreed that a report be submitted to each Board meeting containing detailed information in respect of the progress of the Riverside Museum.

6 Amendment to Company's Articles of Association – Position agreed.

There was submitted a report by the Company Secretary seeking agreement for a recommendation to be made to Glasgow City Council to alter the Company's Articles of Association in relation to telephone/video conferencing participation in meetings of the Directors or Committee meetings.

After consideration, the Board agreed that a recommendation be made to Glasgow City Council to alter the Company's Articles of Association as outlined in Appendix 1.

7 Minutes of Audit Committee approved.

The minutes of the Audit Committee of 4th September 2008 were submitted and approved, subject to the inclusion of an apology from the Chief Executive in the sederunt.

8 Report and Group Financial Statements for the year ended 31st March 2008 approved.

There was submitted a report by the Chair of the Audit Committee detailing the Company's Report and Group Financial Statements for the year ended 31st March 2008.

After consideration, the Board approved the Company's Report and Group Financial Statements for the year ended 31st March 2008.

9 Report by Chief Executive noted.

Susan Deighan, Jill Miller and Ian Hooper gave verbal progress reports on the following Issues:-

- (1) the continuing Industrial Relations issues within the Company, advising that
 - A number of BECTU members had taken industrial action on Friday, 29th August 2008 which had resulted in a number of facilities failing to open;
 - Almost 400 CSG staff had taken part in a one-day strike alongside Glasgow City Council staff on Wednesday, 20th August 2008. CSG had taken legal advice in advance of this action and had advised staff that CSG considered the action as being unlawful;
 - CSG staff had now been offered a 2.85% pay increase together with revised annual leave, fast track health care and car leasing and cycle purchase schemes, which would be discussed further at a meeting of the Joint Trade Union Consultative Forum on 12th September 2008;
 - CSG had received written confirmation from COSLA that the Company was not being represented by COSLA in the current negotiations regarding the Local Authority pay award;
- (2) An update was provided on the staff engagement survey, designed and conducted by staff survey specialists, Cerus Consulting, which had given staff the opportunity to comment on a number of key issues, including leadership, communication, learning and development, cultural change and customer service.

A total of 1,051 (46% of staff) responses were received and as a result of those views and opinions, it is proposed to develop a People Engagement Strategy which will look to;

- address the key findings of the survey
 - acknowledge what the company are doing well; and
 - identify areas for improvement;
- (3) the 2014 Commonwealth Games, including updates on the Games Village and the National Indoor Sports Arena and Velodrome; and
- (4) Scotstoun Leisure Centre:- Following a structural engineering inspection in June 2008, there was found to be significant corrosion in the pool side supports, which had resulted in the pool being closed, to allow repair work to proceed.

The repair work was still ongoing and it was hoped that the pool would re-open at the end of September 2008. Work was also progressing to upgrade both the health suite and gym.

- (5) Other Facilities
Ian Hooper advised that there was also an issue with the water-proofing of the screed tank within Castlemilk Pool which was currently being rectified, but which would delay the opening of the pool. Work was progressing well at the new Pollok Civic Realm, which housed Pollok Library, Pollok Kist and Pollok Leisure Centre.

After consideration, the Board

- (a) noted
- (i) that CSG was not represented as part of the current COSLA pay negotiations between local authorities and trade unions; and
 - (ii) the revised pay, annual leave and staff benefits offer that had been made to staff and trade unions;
- (b) agreed that staff surveys should be carried out on an annual basis; and
- (c) noted that it was hoped that Pollok Pool would re-open by 13th October 2008.

10 Reports by Director of Finance.

- (1) **Culture and Sport Glasgow Financial Performance to 1st August 2008 approved.**

There was submitted a report by the Director of Finance outlining the company's financial performance for the period from 1st April to 1st August 2008.

After consideration the Board approved the report.

(2) Removal of authorised signatories.

There was submitted a report by the Director of Finance recommending that 2 existing signatories be removed from the list of signatories authorised to give the Royal Bank of Scotland instructions.

“It was resolved and agreed that:

Alan Horn and Jon Allen were no longer authorised to give instructions to the Royal Bank of Scotland (as defined in the mandate held by the bank) on the company's behalf and should be removed from any mandate held by the bank.”

11 Reports by Director of Strategic Planning and Corporate Services.

(1) Contract for Coach and Bus Hire approved.

There was submitted a report by the Director of Strategic Planning and Corporate Services seeking approval to award a framework agreement for Coach and Bus hire service in respect of a number of Culture and Sport Initiatives, advising

- (1) that an invitation to tender had been placed in the Official Journal of the European Union on the 2nd May 2008, Glasgow City Council's website and in the Glasgow Herald;
- (2) that 7 tender enquiries had been received, 3 of which had returned an offer;
- (3) of the 5 separate lots which suppliers had the opportunity to bid for;
- (4) that the Framework would include up to three suppliers for lots 1-5 with business being directed in the first instance, where operationally feasible, to the first ranked bidder in each lot;
- (5) of the financial breakdown of the annual contract totalling approximately £840,000 (£2.5m over the 3 year duration of the contract);
- (6) of the tender evaluation criteria which had been used; and
- (7) of a proposal to introduce a framework agreement for the Coach and Bus Hire tender.

After consideration, the Board approved the framework agreement for Coach and Bus Hire service as follows:-

| Lot/Value And Description | Rank 1 | Rank 2 | Rank 3 |
|--------------------------------------|--------------------|--------------------|--------------------|
| Class Connections (£660,000) | Doig's of Glasgow | Fairline Coaches | |
| Mainstream Learn to Swim (£102,000) | Fairline Coaches | Park's of Hamilton | |
| SEN Learn to Swim (£7,600) | Park's of Hamilton | | |
| Sport & Recreation (£61,000) | Doig's of Glasgow | Fairline Coaches | Park's of Hamilton |
| Children's Play (£7,100) | Doig's of Glasgow | | |

(2) Performance report for the period from 1st April to 31st July 2008 noted.

There was submitted and noted a report by the Director of Strategic Planning and Corporate Services updating the Board on the company's financial and non-financial performance for the period from 1st April to 31st July 2008, advising that

- (1) a total of 3 from the 7 non-financial key performance indicators identified were scheduled to either meet or exceed the annual targets; and
- (2) the level of sickness absence across the Company recorded during the period from 1st April to 31st July 2008 was lower than the level recorded during the same period last year.

(3) Museum's Collections Agreement – Performance for the period from 1st April 2007 to 31st March 2008 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 Museum's Collections Agreement

- (1) advising that the Collections Agreement required that Culture and Sport Glasgow keep Glasgow City Council informed concerning the performance of its obligations under the agreement; and
- (2) detailing a summary of Culture and Sport Glasgow's performance under the Collections Agreement in its first year of operation for the period from 1st April 2007 to 31st March 2008, and as stipulated under the Museums

Acquisition and Disposal Policy (approved by Glasgow City Council's Executive Committee on 22nd February 2008).

After consideration, the Board

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

12 **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.

13 **Synthetic Pitches Replacement Phase 2 – Arrangement for tender acceptance approved.**

There was submitted a report by the Director of Special Projects seeking approval for a number of recommendations in respect of a tender for the Synthetic Pitches Replacement Phase 2 contract, advising

- (1) that tenders had been issued for Phase 2 of the Synthetic Pitches Replacement Programme which comprised Scotstoun Leisure Centre and Barlia Sports Complex;
- (2) that in order to commence works on site at the earliest possible juncture and to complete during a period of relatively low demand, it was necessary to appoint the successful tenderer on, or around, the 20th October 2008, prior to the next Board meeting on 20th November 2008;
- (3) of an outline programme which demonstrated the need for such action;
- (4) that funding had been allocated for Phase 2 of the Synthetic Pitch Replacement Programme; and
- (5) that in order to accept the tender during October 2008, it would be necessary to establish a small one-off sub group, consisting of the Chair and the Chief Executive.

After consideration, the Board

- (a) approved the establishment of a one-off sub group with delegated authority to allow the tender acceptance for Phase 2 of the Synthetic Pitches Replacement Programme, at an estimated cost of £750,000;
- (b) agreed that the membership consist of the Chair and the Chief Executive; and

(c) noted that the outcome would be reported to the Board at its meeting on 20th November 2008.

14 **AOCB.**

After having heard the Company Secretary, the Board noted a technical adjustment, to Glasgow (Trading) CIC Articles of Association as shown in Appendix 2 to this minute.

15 **Valedictory.**

The Chair advised that Alan Horn, Director of Development and Commercial Operations, would be leaving the company to take up a post with the Royal Zoological Society of Scotland. Bailie Cameron, on behalf of the Board thanked Alan for his significant contribution and input to the work of Culture and Sport Glasgow and wished him every success in his new post.

16 **Close of business.**

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

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Chair

CULTURE AND SPORT GLASGOW

COMPANY NUMBER: SC313851

SCOTTISH CHARITY NUMBER: SC037844

RECORD OF DECISION OF THE SOLE MEMBER

To: Culture and Sport Glasgow (“**the Company**”)

In accordance with section 357 of the Companies Act 2006, we, the sole member of the Company, notify you of our decision which has effect as if agreed by the Company today in general meeting as a special resolution:-

That the articles of association of the Company be altered by the insertion of a new article 85 (immediately following article 84) which should read as follows:-

“85 A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other, a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.”

And the re-numbering of the remaining articles (and all corresponding cross-references) accordingly.

CULTURE AND SPORT GLASGOW (TRADING) C.I.C.

COMPANY NUMBER: SC313850

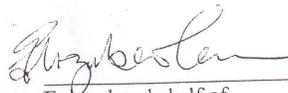
RECORD OF DECISION OF THE SOLE MEMBER

To: Culture and Sport Glasgow (Trading) C.I.C. ("the Company")

In accordance with section 357 of the Companies Act 2006, we, the sole member of the Company, notify you of our decision which has effect as if agreed by the Company today in general meeting as a special resolution:-

That the articles of association of the Company be altered by:-

- (a) the insertion of the words "of the Holding Company" immediately following the words "annual general meeting" where they appear in article 33;
- (b) the deletion of article 34.



For and on behalf of
Culture and Sport Glasgow
(Scottish charity number: SC037844)

3rd September 2008
Date