

Culture and Sport Glasgow
(Incorporated in Scotland, registered number SC313851)

MINUTES of a MEETING of the
Board Directors of Culture and Sport
Glasgow held in Glasgow on 4th
September 2007 at 11.00am.

Present: Baillie Elizabeth Cameron (Chair)
 Councillor Stephen Curran
 Councillor James Dornan
 Councillor Archie Graham
 Councillor Steven Purcell
 Sir Angus Grossart
 Lord Macfarlane of Bearsden
 Lord Stevenson of Coddenham
 Bridget McConnell, Chief Executive

Apologies: Councillor Aileen Colleran
 The Rt. Honourable George Reid

Attending: Charles Beattie, Director of Finance; Graeme Bell, Interim Director
 of Finance; Susan Deighan, Director of Strategic Planning and
 Corporate Services; Ian Hooper, Director of Special Projects; Alan
 Horn, Director of Development and Commercial Operations; Jill
 Miller, Director of Operations; James Doherty, Media Manager; Tony
 O'Neill, Clerk to the Board; and Stephen Phillips, Burness LLP.

**1 Presentation by Chief Executive of Office of Scottish Charity Regulator
noted.**

The Board heard a presentation by Jane Ryder, Chief Executive of the Office of the Scottish Charity Regulator regarding the perception of the role of Board Directors in respect of accountability, responsibility, risk awareness and potential conflicts of interest

After discussion, the Board thanked her for her presentation.

2 Apologies.

The Board noted apologies from Councillor Aileen Colleran and the Rt. Honourable George Reid.

3 Quorum and notice.

It was reported that notice of the meeting had been given to all those entitled to receive it. It was noted that a quorum was present and the meeting proceeded to business.

4 Minutes of previous meeting – approved.

The minutes of the previous meeting of 27th June 2007, having been circulated prior to the meeting, were approved.

5 Matters arising.

With reference to the minutes of 27th June 2007 and to that item entitled

(1) “Minutes of previous meeting – approved” (Page 2, paragraph 6) when further clarification and detail in respect of the future role and function of the Nominations Committee had been sought and following discussion regarding the retiral and re-appointment of Directors, there was submitted a paper by the Company Secretary setting out the adjustments which had been discussed and inviting the board to consider whether a recommendation should be made to Glasgow City Council that certain adjustments be made to the current provisions within the Company’s Articles of Association in this respect, proposing

(a) that article 95 be amended to read as follows

“95 The Nominations Committee shall comprise the Chair of the Company and four individuals (two being partner Directors and two being Independent Directors appointed by the board of directors”;

(b) the deletion of the existing provisions of articles 48 and 49 and the insertion of the following in their place

“48 Each of the Independent Directors shall (subject to article 49A) hold office until the conclusion of the third annual general meeting which follows the date on which he/she was appointed or (as the case may be) was last re-appointed, but shall then be eligible for re-appointment under article 43; if re-appointed, he/she shall hold office until the conclusion of the third annual general

meeting which follows, but will then be eligible for further re-appointment under article 43.

“49 For the avoidance of doubt

“49.1 there shall be no limit on the number of occasions on which a given Independent Director can be re-appointed under article 43;

“49.2 Glasgow City Council shall be guided by the Nominations Committee in relation to the question of whether an Independent Director vacating office under article 48 or 49A should be re-appointed.

“49A. The following provisions shall apply in relation to those Independent Directors who were appointed during the period of six months after the date of incorporation of the company (“the Initial Independent Directors”): -

“49A.1 At the conclusion of the second annual general meeting, two of the Initial Independent Directors shall vacate office, but shall then be eligible for re-appointment under article 43.

“49A.2 The Initial Independent Directors to vacate office under the provisions of paragraph 49A.1 shall be as agreed among the Initial Independent Directors at least three months prior to the second annual general meeting; or (failing agreement by that time) shall be determined by reference to the alphabetical order of their respective surnames.

“49A.3 At the conclusion of the third annual general meeting, those of the Initial Independent Directors who did not vacate office at the second annual general meeting in pursuance of paragraph 49A.1 shall vacate office, but shall then be eligible for re-appointment under article 43”.

After consideration and discussion, the Board

- (i) agreed that the Chair, Chief Executive and Councillor Purcell enter into dialogue with the Chief Executive of Glasgow City Council to consider further the proposed adjustments to the provisions of the company’s articles of association in respect of the Nominations Committee;
 - (ii) agreed that a recommendation should be made to Glasgow City Council to alter the company’s articles of association in line with the adjustments outlined at (1) (b) above in respect of the retiral and re-appointment of Directors.
- (2) “Matters arising” (Page 2, paragraph 7) noting that no specific date had yet been scheduled for the British Museum Visit, the Chief Executive

confirmed that the Trustees of the British Museum would visit the city on the 28th and 29th September 2007 and that a supper would be held at Kelvingrove Art Gallery and Museum on Friday, 28th September to discuss the 2012 Olympics Cultural Programme and the role which Museums had to play in this respect.

The board noted the dates of the proposed visit of the British Museum Trustees.

6 Appointment of new Director noted.

The Chair advised that Glasgow City Council, at its meeting on 28th June 2007 had approved the appointment of Councillor Aileen Colleran as a Partner Director of Culture and Sport Glasgow, and that notice of this appointment had been given to the company (the appointment to take effect from 28th June 2007).

The Board noted the position.

7 Disclosure of Interests noted – Position agreed.

Each Director declared their interests, in accordance with the Declaration of Directors' Interests policy contained within the company's code of conduct for directors, as follows:-

- (1) Bailie Cameron declared that she was now on the Board of the RSNO Chorus Trust and had been appointed visiting Professor of the Cultural Business Department within Glasgow Caledonian University.
- (2) Councillor Graham declared that he had been appointed to the Board of Hampden Park Ltd and Hampden Park Museum Trust.
- (3) The Chief Executive declared that she had been appointed to the Heritage Lottery Committee for Scotland and the RSAMD, both until 2010.

Lord Stevenson raised the issue of whether it was necessary for disclosures of interests to appear as a standing item on the Board's agenda and suggested that it might be more appropriate for Directors to declare such interests as and when they arose under a specific item of business.

The Chief Executive agreed to consider this and report back to the next meeting with a further proposal in this respect.

8 Report by Chair of the Board noted.

The Chair reported that

- (1) on 11th July 2007 the 1st Anniversary of the re-opening of Kelvingrove had been celebrated with 3.6million visitors passing through its doors;
- (2) she had been made Chair of the "Aye Write Festival" for 2008 and that details of the programme would be forwarded to Directors in due course;

- (3) she had been asked to speak at a number of events including the Women's Museum Network in November and the VOCAL Conference in Dunblane; and
- (4) a meeting had taken place with the RSAMD regarding a possible concert collaboration in memory of Garibaldi (who had had links with Glasgow after a visit to Britain in the 1860's), which would be part funded by the Italian Consulate.

The Board noted the position.

9 Report by Chief Executive on Commonwealth Games bid update – Position agreed.

There was submitted a report by the Chief Executive on the 2014 Commonwealth Games bid update, advising that

- (1) the evaluation report on the bid had been placed on the internet and had been very complimentary about the city with the cultural programme being singled out for praise and that all efforts were now being maximised towards the final vote at the Annual General Meeting of the Commonwealth Games Federation to be held in Sri Lanka on November 9th; and
- (2) the final phase of the bidding process was going well and the visits undertaken earlier in the campaign had proven fruitful as a good rapport was now developing with voters in each country.

After consideration, the Board

- (a) noted the report; and
- (b) agreed that the Chief Executive submit a paper to the next meeting outlining CSG's role in delivering the 2014 Games as well as a legacy paper that details CSG's contribution to ensuring the sustainable benefits to the city from the Games pre and post 2014.
- (c)

10 1st Anniversary of re-opening of Kelvingrove noted.

After having heard Lord Macfarlane of Bearsden, the Board noted that

- (1) Kelvingrove had been a huge success with over 3.6million visitors in the first year after refurbishment;
- (2) those figures were on a par with some of London's main Galleries and Glasgow City Council's part in this respect should be acknowledged;
- (3) the city's economy had benefited from Kelvingrove's success and other organisations were now looking to undertake similar projects; and

- (4) Lord Macfarlane had agreed to Chair the Committee set up to organise an exhibition of the work of the "Glasgow Boys" in 2009.

11 Culture and Sport Glasgow Budget and Performance Plan 2007-09 approved.

There was submitted a report by the Chief Executive regarding Culture and Sport Glasgow's (CSG) Budget and Performance plan 2007-09, advising

- (1) of financial performance for the period from 1st April to 12th August 2007 together with current assets and liabilities;
- (2) of performance analysis to 31st June 2007 which indicated that the majority of targets set for 2007/08 were on schedule to be met;
- (3) of the proposed budget for 2008/09;
- (4) of the proposed 5 year planned investment programme outlined in appendix 2 of the report which would result in 41% of CSG operational property having received some planned investment; and
- (5) of a proposed pay and grading strategy as outlined in appendix 1 of the report.

After consideration and discussion, the Board

- (a) approved
 - (i) the budget and performance plan for 2008/09;
 - (ii) the planned investment programme and agreed that the Director of Finance enter into further discussion with Glasgow City Council to explore the potential to increase the Council's previously committed £1.5m property portfolio investment; and
 - (iii) that a consultation process be undertaken with staff and Trade Unions in respect of the proposed pay and grading structure; and
- (b) noted that dialogue would be held regarding the potential commercial development of the city's golf courses.

Comment [AL1]: SD to query this

12 Capital Investment Strategy 2008-14 approved.

There was submitted a report by the Chief Executive updating the Board on Culture and Sport Glasgow's recommendations to Glasgow City Council for a Capital Investment Strategy for 2008-14

- (1) advising of the current capital programme which had a value of almost £250m; and

- (2) summarising the proposed short-term priorities for 2008-11 and the medium-term priorities for 2011-14.

After consideration, the Board

- (a) approved the proposed short term priorities for 2008/11 as outlined in the report; and
- (b) agreed that
 - (i) there be further discussion at the next meeting regarding medium term priorities; and
 - (ii) the Chief Executive submit a paper to a future meeting outlining proposals for a future capital development programme.

13 New authorised signatories and removal of authorised signatory approved.

There was submitted a report by the Director of Finance, in respect of banking arrangements, proposing that new authorised signatories be added and that an existing authorised signatory be removed.

After consideration, the Board agreed that the existing banking mandate of the Company be varied as detailed below: -

- (1) for electronic cheques over £98,000 Charles Beattie, Director of Finance be approved as an authorised signatory and that he and Bridget McConnell be the two authorised signatories;
- (2) that Charles Beattie, Director of Finance and Alan Horn, Director of Development and Commercial Operations be approved as authorised signatories for manual cheques in accordance with the mandate already held by the Royal Bank of Scotland covering, in particular but without limitation, operations on the Company account;
- (3) that Jon Allen, Revenue Accountant be added as a Primary Security Contract for BACS/BASTEL – IP Services in accordance with the mandate already held by the Royal Bank of Scotland;
- (4) that Jon Allen be authorised to sign any necessary Streamline credit card agreements on behalf of Culture and Sport Glasgow or any of the specified subsidiaries and that future instructions may be taken from him regarding operation of the merchant accounts, relevant bank accounts and changes to bank account numbers; and
- (5) that Susan Deighan, Director of Strategic Planning and Corporate Services be removed from the existing list of signatories and that she be no longer authorised to give instructions (as defined in the mandate held by the Royal Bank of Scotland) on the Company's behalf.

14 Electronic Services Registration Mandate approved.

There was submitted a report by the Director of Finance seeking agreement to authorise Glasgow City Council (GCC) to make payment in respect of an account in the name of Culture and Sport Glasgow (CSG) provided that CSG permit the Royal Bank of Scotland to disclose details of the account to GCC, advising that

- (1) GCC had requested authority to access (view only) the Company's SAP and FMS accounts on Bankline to assist with reconciliations between CSG and GCC; and
- (2) should the request be approved an authorised signatory would be required to sign the consent form.

After consideration, the Board

- (a) approved the request made by GCC; and
- (b) agreed that Alistair Miller, Accounts Manager be authorised to sign the 'Third Party Authority Form' (attached to the electronic services registration mandate) authorising the Royal Bank of Scotland to disclose details regarding any and all of CSG's accounts listed in the electronic services registration mandate to GCC and binding CSG to the Electronic Services Terms and Conditions to enable GCC to give instructions in respect of any of CSG's accounts listed (including instructions to make payments) on behalf of CSG.

15 Appointment of Auditors approved.

The Director of Finance gave a verbal report on the tendering process which had been followed in respect of the contract for the appointment of the Auditors and suggested that in terms of quality and their experience of working in the Charities sector that the Board appoint KPMG as Auditors.

After consideration, the Board approved the appointment of KPMG as Auditors.

16 Dates of future Board meetings noted.

There was submitted and noted a report by the Chief Executive outlining the proposed future Board meeting dates until November 2008 as detailed.

17 Care Commission Registration – Appointment of Director approved.

There was submitted a report by the Director of Strategic Planning and Corporate Services regarding the Regulation of Care (S) Act 2001, advising that

- (1) the Act required that certain service providers and services be registered with the Scottish Care Commission for the Regulation of Care, including the providers of crèche facilities;

- (2) providers also had to ensure that staff providing services were fit and proper people, that the premises were fit for purpose and that certain notifications were made to the Commission;
- (3) as Culture and Sport Glasgow (CSG) currently provided crèche facilities at Bellahouston Leisure Centre (Kidzone) and Scotstoun Leisure Centre (Scot tots), both services required to be registered with the Commission; and
- (3) in order for CSG to become a registered provider, the Board Directors required to sign a declaration form confirming that they were fit and proper people to provide relevant services and had to nominate a fellow Director to undergo detailed checks by the Commission.

After consideration, the Board

- (a) noted the report;
- (b) agreed to sign the Commission forms at an appropriate point in time; and
- (c) approved the appointment of Bridget McConnell, Chief Executive as the Director to undergo detailed checks by the Commission.

18 Events and Exhibition Programme 2007/08 noted.

The Board noted a report which had been tabled by the Media Manager outlining the proposed major events and exhibitions to be held during 2007 together with a number of events planned for 2008.

19 Close of business.

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

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Chair