

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

MINUTES of a MEETING of the  
Interim Board of Directors of Culture  
and Sport Glasgow held in Glasgow  
on 26 March 2007 at 4.00pm.

Present: Councillor Elizabeth Cameron  
Councillor Archie Graham  
Councillor John Lynch  
Councillor Steven Purcell  
Councillor Ruth Simpson  
Lord Macfarlane of Bearsden  
George Reid MSP  
Lord Stevenson of Coddenham  
Bridget McConnell, Chief Executive

Apology: Sir Angus Grossart

Attending: Susan Deighan, Ian Hooper and Jill Miller, Strategic Managers, Alan Horn, Head of Development, Kirsten Tuttle, Marketing and Commercial Development Manager, all Cultural and Leisure Services, GCC, George Black, Chief Executive and Avril Lewis GCC and John Salmon, Pinsent Masons.

1. **Opening remarks.**

Councillor Cameron welcomed all present to the meeting and spoke of her long association with the City and its many cultural and sporting venues and events. Having congratulated all those involved in the establishment of the Company and having asked all present to formally introduce themselves, she declared the meeting open.

2. **Confirmation of Appointment of Directors - ratified.**

The Board noted that at its previous meeting on 9 February 2007, Glasgow City Council had selected a total of 5 elected members and 4 Independent Directors to sit on the Board and that their appointments would be formalised in early course. The Board noted that such members of the Board were as follows:-

Councillors Elizabeth Cameron, Archie Graham,

John Lynch, Steven Purcell and Ruth Simpson; and

Sir Angus Grossart, Lord Macfarlane of Bearsden,  
George Reid MSP and Lord Stevenson of Coddenham.

It was further noted that each such individual had consented to act and accordingly it was resolved to ratify the appointment of each such member of the Board.

3. **Chair - agreed**

It was agreed that Councillor Elizabeth Cameron be appointed Chair of the Board.

4. **Quorum.**

The Chair noted that a quorum of 6 was present and the meeting had been duly convened and was competent to proceed to business.

Lord Stevenson requested clarification as to whether he could participate, if need be, in Board meetings by means of a telephone conference call. The Company Secretary confirmed that would be in order.

4. **Apology.**

The Board noted Sir Angus Grossart's apologies.

5. **Declaration of Interests – acknowledged.**

There were no declarations of interest tabled at the meeting.

Each Director was requested to complete a Notice for inclusion in the Register of Interests of the Directors.

6. **Minutes of previous meeting – approved.**

The minutes of the previous meeting of 9 February 2007 were submitted and approved.

7. **Matters arising.**

With reference to paragraph 20(2)(i)(B) entitled "Cheques authorisation" Lord Stevenson sought clarification regarding the authorisation and financial limit relating to manual cheques.

The Company Secretary undertook to look into this matter and advise Lord Stevenson and the Board accordingly.

8. **Chief Executive's report and overview – noted – Actions agreed.**

There was submitted a background report by the Chief Executive

detailing the roles and functions of Culture and Sport Glasgow.

The Board having heard the Chief Executive in further explanation of such roles and functions noted her report and agreed

- (1) the British Museum Visit planned for the 27th/28th September; and
- (2) the Glasgow Boys Exhibition planned for Kelvingrove April to September 2009.

**9. Appointment of Special Advisor to the Board – approved.**

There was submitted a report by the Chief Executive

- (1) proposing that the Board consider the appointment of Special Advisors to the Board; and
- (2) advising that these individuals would
  - (a) provide specialist advice to the Board of Directors and officers of the Company; and
  - (b) attend Board meetings when required to contribute to discussion in order to inform and develop the policies of Culture and Sport Glasgow.

After consideration the Board agreed to appoint Dr Vartan Gregorian, President of the Carnegie Corporation of New York as Special Advisor (International Relationships).

**10. Legal documentation and structure – noted.**

John Salmon of Pinsent Masons, representing the Company Secretary, Pinsent Masons Secretarial Limited, spoke in respect of the documentation required to establish Culture and Sport Glasgow and the resultant operational structure.

The Board having heard the Company Secretary in further detailed explanation

- (1) agreed that a briefing note on Common Good be prepared for Board members information; and
- (2) noted both the structure of the Company and the various legal documents and processes in place and required.

**11. Company Management Structure – approved.**

There was submitted a report by the Chief Executive outlining proposals for the Senior Management team of Culture and Sport Glasgow.

George Black, Chief Executive of Glasgow City Council indicated that he had appointed Bridget McConnell as Interim Chief Executive and now requested that the Board confirm her appointment to the post of Chief Executive.

After consideration and having heard the Chief Executive regarding the remainder of the Senior Management Team, the Board

- (1) approved the Senior Management Team as outlined below:-

Bridget McConnell, Chief Executive  
Vacant, Director of Finance (Depute Chief Executive)  
Alan Horn, Director of Development and Commercial Operations  
Susan Deighan, Director of Strategic Planning and Corporate Services  
Jill Miller, Director of Operations  
Ian Hooper, Director of Special Projects;

- (2) noted the recruitment process to appoint a Director of Finance would proceed forthwith; and
- (3) agreed as an interim measure pending the appointment of a Director of Finance, that Graeme Bell be appointed as interim Director of Finance until the said post was filled.

12. **Frequency, times and format of meetings including appointment of sub-committees and approval of terms of reference – approved.**

There was submitted a report by the Chief Executive regarding the the frequency and format of Board and Sub-committee meetings together with proposed terms of reference for Sub-committees

- (1) proposing that the Board meets a minimum of 4 times per year and for the first year of operation up to 6 times with the next meeting being held in June and thereafter in September, November, January 2008, March 2008;
- (2) advising that the Board meetings would take place at a venue managed by Culture and Sport Glasgow and that in order to provide an opportunity for Board Directors to view the delivery of the Company's services, it was proposed that meetings should take place at a time suitable for the Directors and could include a tour of a venue(s);
- (3) outlining key recurring agenda items including a presentation on aspect of Culture and Sport Glasgow's services;
- (4) detailing fully the terms on which 4 different types of committees are to be established as set out in Culture and Sport Glasgow's Articles of Association; and
- (5) recommending the establishment of a Nominations Committee, HR Sub-committee and an Audit Committee with proposed membership, terms of reference and frequency of meetings.

The Board having considered the matter fully and having heard the Chief Executive propose that a joint committee of senior officers and Board Directors consider final stage appeals and grievances

- (a) agreed that
  - (i) the Board meet as outlined at (1) above;
  - (ii) for the first 6 months Board meetings take place at a time suitable to Directors and that thereafter an annual calendar of meetings detailing dates, times and venues be set;
  - (iii) in relation to the Directors proposal for the hearing of appeals and grievances, a committee of senior managers from Culture and Sport Glasgow would be the most appropriate forum for considering such appeals and grievances unless they were against a decision made by the Chief Executive of the Company; and
  - (iv) the chair of the Audit Committee be Sir Angus Grossart;
- (b) noted the key occurring agenda items for each meeting; and
- (c) approved the establishment of the undernoted Committees/Sub-committees, their membership as detailed and their terms of reference:-

## **Nominations Committee**

### **Membership**

Chair of the Board plus at least 3 individuals (who are not Directors of the Board) appointed by the Board of Directors

### **Quorum**

3

### **Meetings**

As required

### **Terms of reference**

- (a) to be responsible for identifying and nominating, for the approval of Glasgow City Council, candidates to fill Independent Director Board vacancies as and when they arise;
- (b) to evaluate the balance of skills, knowledge and experience on the Board and, in light of this evaluation, identify the capabilities required for appointment;

- (c) to seek nominations for Independent Directors from a range of appropriate sources;
- (d) to consider candidates from a wide range of backgrounds;
- (e) to consider candidates on merit and against an agreed skills matrix together with ensuring that candidates will have sufficient time to devote to the position;
- (f) to consider all expressions of interest;
- (g) to maintain a register of suitable candidates for future reference;
- (h) to make recommendations to Glasgow City Council concerning the re-appointment of any Independent Director at the conclusion of their specified term of office, having regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required.

### **HR Sub-Committee**

#### **Membership**

To be confirmed

#### **Quorum**

Maximum of 5, minimum of 3

#### **Meetings**

As appropriate

#### **Terms of Reference**

- (a) To plan the most effective and economic use of personnel resources by the Company
- (b) To deal with all aspects relating to the provision of personnel including in particular the following:-
- (c) matters relating to equality, diversity, recruitment and retention, learning and development, conditions of service, reward packages, health, safety and welfare;
- (d) matters relating to contracts of employment, redundancy payments and industrial relations;
- (e) negotiations with trade unions, as necessary, on matters affecting employees; and

- (f) to deal with and make recommendations to the Board on any other matters relating to any employees of the Company as deemed necessary from time to time.

## **Audit Committee**

### **Membership**

The chair of the Audit Committee shall be a director appointed by the board of directors of the Company ("Board") to hold the office of chair.

Chair Sir Angus Grossart

The Audit Committee shall comprise of the chair and up to 4 individuals appointed by the Board.

### **Quorum**

3

### **Meetings**

Minimum of twice a year and more frequently if required.

### **Duties**

- (a) To formulate policies and plans for the strategic management of the Company's financial resources, both revenue and capital.
- (b) To supervise, monitor and review the implementation of budget and service plans in the context of the Company's key objectives and priorities.
- (c) To assist the Board in approving the use of additional resources, reserves and balances, and changes to the Company's budget and service plan.
- (d) To supervise, monitor and review the strategic development of the Company's Information and Communications Technologies.
- (e) To manage and supervise the arrangements for the proper administration of the Company's financial affairs.
- (f) To liaise with Glasgow City Council with regard to requirements for Internal Audit.
- (g) To agree with the Board the Company's Annual and Strategic Audit Plan.
- (h) To assist the Board in fulfilling its responsibilities for oversight of the Company's systems of internal control regarding finances, accounting and financial reporting.
- (i) To promote value for money studies.

- (j) To monitor internal financial control, risk management and corporate governance.
- (k) To review the External Audit on Annual Accounts and Management letter and liaise with the Auditor.
- (l) To consider and assist the Board in approving the raising of external finance.
- (m) To consider and assist the Board in approving the Company's insurance arrangements.
- (n) To be responsible for oversight of pension arrangements.
- (o) To consider and monitor compliance with (i) all statutory requirements and (ii) all other regulatory requirements of external regulatory authorities (eg HM Revenue and Excise), in relation to finances, accounting and financial reporting
- (p) To prepare minutes of all proceedings at the meetings of the Audit Committee and provide the minutes to the Board within a reasonable time period.
- (r) To investigate on behalf of the Board, any questions of financial irregularity or improperity.
- (s) To obtain appropriate external professional advice in order to fulfil its role to the Board.
- (t) To advise and make recommendations to the Board with regard to matters falling within the Audit Committee's remit.

13. **Freedom of Information Publication Scheme – approved.**

There was submitted a report by the Chief Executive regarding the proposed Freedom of Information Publication Scheme for the company

- (1) advising that
  - (a) under Section 23 of the Freedom of Information (Scotland) Act 2002, *Culture and Sport Glasgow* must adopt and maintain a publication scheme setting out the information the Company routinely make publicly available;
  - (b) the scheme has to be approved by the Scottish Information Commissioner, who was responsible for the enforcement of the Act;
  - (c) in addition, the Company has to review the scheme from time to time and in adopting (or reviewing) the said scheme, the Company was required to have regard to the public interest in:

- allowing public access to information held; and
- the publication of reasons for the decisions made.

(d) the publication scheme must:

- set out the classes of information which the company publish or intend to publish;
- say how the Company would publish the information in each class; and
- say if the Company would provide the information free or charge for it.

(2) detailing the Publication Scheme.

After consideration the Board having noted that Board agendas and minutes would appear on the company's website approved the publication scheme.

#### 14. **Scheme of Delegated Functions – approved.**

There was submitted a report by the Chief Executive regarding a proposal to delegate a number of operational functions to the Chief Executive

- (1) advising that in terms of the Company's decision making process it was proposed that a number of practical operational functions be delegated to the Chief Executive and Director of Finance as detailed in the Scheme;
- (2) proposing that the functions delegated to both the Chief Executive and the Director of Finance be also exercisable by officers at the level shown on the list appended to the Scheme;
- (3) intimating that in exercising any delegated function the nominated officer would take account of any appropriate practice or procedure, of any managerial instruction given and of any other similar consideration; and
- (4) indicating that the Scheme of Delegations that was proposed was subject to the policies of the Company as embodied in policy documents and to appropriate financial provision being available all as detailed in the Scheme.

After consideration the Board approved the Scheme of Delegated Functions.

#### 15. **Appointment of Directors to Culture and Sport (Trading) CIC - approved**

With reference to the minutes of the previous meeting of 9<sup>th</sup> February 2007, there was submitted a report by the Chief Executive regarding the appointment of Directors of Culture and Sport (Trading) CIC

- (1) intimating that the Memorandum and Articles of the Company identified a Board of up to 7 members with 3 from the Board of Culture and Sport Glasgow;
- (2) confirming that the 3 Directors from Culture and Sport Glasgow were Councillors Cameron and Purcell and Bridget McConnell; and
- (3) proposing that the following individuals be appointed as Directors of Culture and Sport Trading CIC:-

Dr Kenneth Christie - Lawyer  
Ed Crozier – Film/Drama producer  
Flora Martin – PR/Marketing  
Seamus MacInness – Restaurateur

After consideration the Board approved the appointments as detailed above.

**15. Banking facilities and authorised signatories – approved.**

There was submitted a report by the Chief Executive regarding banking facilities and authorised signatories

- (1) advising that a requirement had been identified for both BACS/INTEL-IP services (automated bank payments for salaries/wages, creditors payments etc) and Streamline Credit Card American Express acceptance facilities (payment method within Museum retail); and
- (2) intimating that Authorised signatories will be required to operate both services.

After consideration the Board

- (a) noted that a requirement had been identified to have a number of signatories to deal with BACS and CHAPS transactions (automated bank payments for salaries/wages, creditors payments etc); and
- (b) having discussed the form of mandate required and noting the actual wording required by the Bank resolved that Bridget Mc Connell and Susan Deighan be and is hereby authorised (1) to sign on behalf of the Company the BACS/BACSTEL-IP Services Application Form for the BACS/BACSTEL-IP Services (“the Agreement”), a copy of which was produced to the meeting; and (2) to deliver the Agreement to the Bank together with this excerpt Board minute; and (3) from time to time at their discretion to add or to remove from the arrangements covered by the Agreement such accounts of the Company as they shall determine; and (4) from time to time appoint such persons as they shall determine as Primary Security Contacts in addition to or in substitution for the persons referred to in the resolution below and also at their discretion to terminate any appointment as a Primary Security Contact; and (5) from time to time and in accordance with and

subject to such directions as the Company may from time to time stipulate and on behalf of the company to enter into and bind the Company to such variations of the Agreement or the terms of the BACS/BACSTEL-IP Services as they shall consider appropriate and in the interests of the Company PROVIDED THAT the Bank shall be entitled to assume that any such act performed by the persons hereby authorised complies with all the requirements of the Board and this paragraph (4); and that the Company permit Graeme Elder and Alistair Miller (the "Primary Security Contact(s)") to operate on the Company's Account(s) kept with the Bank to access and use the BACS/BACSTEL-IP Services; and that the persons named as Primary Security Contact(s) under or pursuant to these resolutions are each authorised to receive on behalf of the Company the security devices referred to in the terms and Conditions; and that these resolutions do not in any way limit or affect the existing authorities to the Bank for operations on the Company's account(s).

- (c) agreed in relation to Streamline Credit Card American Express acceptance facilities that the authorised signatories be:-

Graeme Elder, Head of Finance, IT and Personnel  
Alistair Miller, Accounts Manager  
Jim Logan, Finance Manager

17. **Company set up – signing of legal documentation – approved.**

There was submitted a report by the Chief Executive regarding the Company set up and the signing of legal documentation

- (1) advising that in order for the Company to operate as of 1 April 2007 all necessary legal documentation will required to be signed on 30 March 2007;
- (2) intimating that there was a suite of legal agreements requiring signature; and
- (3) recommending that
- (a) in relation to the various agreements between GCC and CSG one of the Directors signs on behalf of CSG; and
- (b) in respect of the leases, delegated authority be granted to the undernoted 3 transferring employees to sign on behalf of Culture and Sport Glasgow:-

Susan Deighan, Director of Strategic Planning and Corporate Services  
Jill Miller, Director of Operations  
Ian Hooper, Director of Special Projects

After consideration the Board agreed

- (i) that, in relation to 3 (a) above the Chair, Councillor Elizabeth Cameron sign the various agreements on behalf of CSG; and
- (ii) the recommendation detailed at 3 (b) above.

18 **Appointment of External Auditors – approved.**

There was submitted a report by the Chief Executive seeking approval to tender for External Auditors,

After consideration the Board agreed that

- (1) the 7 undernoted companies be asked to tender:-
  - Price Waterhouse Coopers
  - KPMG
  - Grant Thornton
  - Bentley Jennison
  - Scottt Moncrieff
  - Ernst & Young
  - Deloitte & Touche;
- (2) the Auditors would be reappointed annually by the Board subject to a full review at least every 5 years; and
- (3) a further report be submitted to the Board.

19 **Induction and Training for Board Directors - noted**

The Board having heard the Chief Executive noted

- (1) that an induction pack had been tabled for their attention;
- (2) the requirement for Board Directors training;
- (3) that there would be an element of training at each Board meeting and that at the next meeting Jane Ryder, Chief Executive of OSCR would be invited to attend and speak on charities; and
- (4) that it was intended that the Board spend time away later in the year to undertake any outstanding training.

20 **Communications report - noted**

The Board having heard the Chief Executive regarding communications noted that

- (1) Glasgow City Council would as an interim measure provide a media officer to assist the Company and their relationship with the media;

- (2) the Company would in due course appoint their own Media Manager; and
- (3) should individual Board members be approached by the media then they should in the first instance speak with the Chief Executive or the Chair and once a Media Manager was appointed s/he would be the first point of contact in any instances.

21 **Close of business.**

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

..... **Chair**