

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 27
June 2007 at 11.00am.

Present: Baillie Elizabeth Cameron (Chair)
 Councillor Stephen Curran
 Councillor James Dornan
 Councillor Archie Graham
 Sir Angus Grossart
 Lord Macfarlane of Bearsden
 The Rt Hon George Reid
 Lord Stevenson of Coddenham

Apology Councillor Steven Purcell

Attending: 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.

1. **Presentation on Roles and Responsibilities of Directors noted.**

The Board, having heard a presentation by Stephen Phillips, on their roles and responsibilities as Directors of the Board, noted the position and thanked him for his presentation.

2. **Apology.**

The Board noted Councillor Steven Purcell's apologies.

3. **Resignation of Directors and appointment of new Directors noted.**

The Chair advised that Glasgow City Council, at its meeting on 17th May 2007 had

- (1) agreed to remove Councillors John Lynch and Ruth Simpson from office as directors of Culture and Sport Glasgow and replace them with Councillors Stephen Curran and James Dornan; and
- (2) confirmed the appointments of Bailie Elizabeth Cameron and Councillors Archie Graham and Steven Purcell as Partner Directors of Culture and Sport Glasgow.

The Board noted the position.

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.

5. **Declaration of Interests noted**

Each Director declared their interests, if any, in the business to be transacted at the Meeting for the purposes of s317 Companies Act 1985 ("the Act") and generally. In particular, Councillors Curran and Dornan declared that they were both elected members of Glasgow City Council and Bailie Cameron declared that she was now on the Board of the National Youth Choir and Scottish International Piano Competition and had agreed to be Patron of the Firstsite/Newsite Arts project in Colchester.

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

The minutes of the previous meeting of 26th March 2007 were submitted and approved, with the exception of the establishment of the Nominations Committee (Page 5, paragraph 12) where consideration was continued pending further clarification and detail in respect of the future role and function of the Nominations Committee.

7. **Matters arising.**

With reference to the minutes of 26th March 2007 and to that item entitled

- (1) "Chief Executive's report and overview" (Page 2, paragraph 8) it was confirmed that no specific date had yet been confirmed for the British Museum Visit;
- (2) "Legal documentation and structure" (Page 3, paragraph 10(1)) it was noted that a paper on the Common Good had been circulated to Directors;
- (3) "Matters arising", (Page 2, paragraph 7) it was noted that a letter had been sent to all Board Directors in respect of a query regarding authorised signatories for cheques;

- (4) "Freedom of Information Publication Scheme", (Page 8, paragraph 13) it was confirmed that the Scottish Information Commissioner had approved the Company's Publication Scheme until 30th November 2008 and had further stated that the draft publication scheme had been one of the best he had ever seen for a publicly-owned company, in terms of layout, information and ease of understanding;
- (5) "Appointment of External Auditors", (Page 12, paragraph 18) it was noted that 4 Companies had expressed an interest in tendering and the deadline for receipt of tenders had been set for Noon on 18th July 2007; and
- (4) "Communications report", (Page 12, paragraph 20) it was confirmed that James Doherty had been appointed to the post of Media Manager for Culture and Sport Glasgow.

8. Resignation of Company Secretary and appointment of new Company Secretary noted.

The Board noted the resignation of Pinsent Masons as Company Secretary and agreed that Burness be appointed as Company lawyers and Company Secretary respectively.

9. Report by Chair of the Board noted.

The Chair

- (1) reported that she had attended a number of high level meetings with groups from the city's cultural scene which had all been very positive;
- (2) met David Lammy, the then Minister for Culture and had invited him to Glasgow to experience the projects and their effects in regenerating the city; and
- (3) highlighted a number of events including the 3 millionth visitor to Kelvingrove Art Gallery and Museum.

The Board noted the position.

10. Culture and Sport Glasgow's Annual Performance Summary Report 2006/07 noted.

There was submitted and noted a report by the Chief Executive providing the Board with a summary of the former Cultural and Leisure Services' (now Culture and Sport Glasgow) performance for the period from 1st April 2006 to 31st March 2007

- (1) advising of the service improvements, achievements and changes in the context of the Council's 5 Key Objectives; and

- (2) detailing performance in relation to a number of key performance indicators highlighting trends over time.

11. Human Resource report approved.

There was submitted a report by the Chief Executive

- (1) proposing that the Board receive regular updates on key human resources matters within the Company; and
- (2) detailing information on a number of human resource issues within the Company;

After consideration, the Board

- (i) noted the report; and
- (ii) approved Section 4 of the report in respect of those staff who had expressed an interest in redundancy/early retiral in order to realise the 2005/06 efficiency savings to realign the Community Library Team, such costs to be met by Glasgow City Council as the programme had been agreed prior to the transfer to Culture and Sport Glasgow.

12. Community Planning Pathfinder – Vibrant City – Report noted.

There was submitted and noted a report by the Chief Executive, advising that

- (1) following the last Board meeting a paper entitled “Arrangements for Glasgow Community Planning, Public Service Reform and Efficiency Pathfinder” had been distributed for information;
- (2) the Pathfinder’s main aim was to seek to deliver improved outcomes through significant strategic changes in the way in which public services were delivered and moving beyond partnership working to joint working;
- (3) in order to drive this forward, an Executive Group had been established comprising the key partner agencies entrusted with the delivery of the 5 community planning priorities as detailed and the Chief Executive of Culture and Sport Glasgow had been identified as the Theme Champion for the Vibrant City Theme; and
- (4) that a half day workshop had taken place on 25th June to bring together the Theme Champions and key Community Planning representatives in order to set the scene and launch discussions regarding current and emerging priorities.

13. Commonwealth Games 2014 Bid update noted.

There was submitted and noted a report by the Chief Executive regarding the Inwards Visits Programme and Schedule of Events for the 2014 Commonwealth Games advising of the next stages in the bidding process.

14. Events and Exhibition Programme 2007/08 noted.

The Board noted a report outlining the proposed major events and exhibitions to be held during 2007 together with a number of events planned for 2008.

15. Culture and Sport Glasgow Corporate Plan 2008-14 approved.

There was submitted a report by the Chief Executive regarding the proposed Corporate Plan 2008-14 for Culture and Sport Glasgow

- (1) advising that Culture and Sport Glasgow had been established with the principle aims of widening access to and improving Glasgow's cultural and sports services and broadening income generating opportunities and efficiencies; and
- (2) outlining
 - (a) the strategic priorities of the Company;
 - (b) the Role of the Board Directors of Culture and Sport;
 - (c) the current services which the Company delivered;
 - (d) a strategy for income generation together with a strategy for investment; and
 - (e) that in future years, a Strategic Financial Business Plan would be prepared for discussion with the Board which identified key areas of the business to be addressed and the financial budget to reflect this.

After consideration, the Board

- (i) approved the Culture and Sport Glasgow Corporate Plan for 2008-14; and
- (ii) agreed to explore the potential of developing a long term funding agreement with Glasgow City Council which would allow Culture and Sport Glasgow to reinvest in future service improvements.

16. Finance Director's report noted.

There was submitted and noted a report by the Interim Director of Finance regarding the current year financial activities, advising that

- (1) the company had commenced trading from 1st April 2007;
- (2) the process of setting up the financial records of the company had proceeded well and in accordance with the timeframe allowed to get the company fully operational;
- (3) transactional data and budgets had now been migrated into the newly created records, full reconciliation was ongoing and staff had been trained in the new processes required;
- (4) control measures had been implemented to complement the risk management procedures relating to financial reporting;
- (5) the Management Accounts would be submitted to the next Board meeting; and
- (6) regular financial monitoring statements, together with a narrative would be sent to Board Directors on a regular basis.

17. Training and Information Programme for Board Directors noted.

With reference to the minutes of 26th March 2007 (Page 12, paragraph 19) noting that Directors had received a Training Induction pack, there was submitted and noted a report by the Director of Strategic Planning and Corporate Services, advising

- (1) of a proposed formal Training and Information Programme and the areas to be included, which would be carried out over the next 12 to 18 months;
- (2) that there would be an element of training at each Board meeting and that at the next meeting on 4th September 2007, a presentation would be given by Jane Ryder, Chief Executive of OSCR;
- (3) of a number of proposed additional individual training areas which had been identified; and
- (4) that individual Board members would be welcome to raise any specific training needs which they thought beneficial.

18. Guidance Documents noted – Code of Conduct approved.

There were submitted reports (with attached documents) by the Director of Strategic Planning and Corporate Services providing guidance in respect of “Code of Conduct”, “Gifts and Hospitality” and “Expenses for Travel and Subsistence”

- (1) outlining clearly the requirements of the Code of Conduct as it related to Board Directors;
- (2) offering clear guidance to Directors on their position regarding gifts and hospitality; and

- (3) detailing the circumstances under which travel and subsistence could be claimed and the procedure for doing so.

After consideration, the Board

- (a) approved the Code of Conduct which required to be formally signed by individual Board Directors; and
- (b) noted the guidance in respect of “Gifts and Hospitality” and “Expenses for Travel and Subsistence”.

19. Procurement Procedures and amendments to Scheme of Delegated Functions approved.

There was submitted a report by the Director of Strategic Planning and Corporate Services regarding Procurement Procedures for Culture and Sport Glasgow

- (1) submitting a procurement manual which detailed the procedures and requirements for procurement, as laid down by the European Union procurement legislation, Scottish and UK law;
- (2) outlining, in a guidance document, the Rules Relating to Contracts which had been produced and applied to all contracts made by or on behalf of the Company for the execution of works, the supply of goods and materials or for the provision of services; and
- (3) detailing proposed amendments to the Scheme of Delegated Functions.

After consideration, the Board approved the Procurement Manual, Rules Relating to Contracts and amendments to the Scheme of Delegated Functions as submitted.

20. Minutes of Culture and Sport Glasgow (Trading) CIC noted.

The minutes of the meeting of the Culture and Sport Glasgow Trading (CIC) of 15th May 2007 were submitted and noted.

21. Membership of Culture and Sport Glasgow (Trading) CIC – Nominations approved.

The Board approved the nominations of Councillors Curran and Graham and the Chief Executive to membership of the Board of Culture and Sport Glasgow Trading (CIC).

22. Attendance of CIC Board of Directors at Culture and Sport Glasgow Board meetings – Request not approved.

There was submitted a report by the Chief Executive seeking views in respect of a request that Directors of the Culture and Sport Glasgow (Trading) CIC be permitted to attend meetings of the Board of Culture and Sport Glasgow (CSG).

After consideration, the Board agreed that

- (a) CIC Board Directors should not attend CSG Board meetings; and
- (b) instead Directors of both CSG and CIC meet on an informal basis once a year prior to CSG's public meeting.

23. Communications report – noted.

The Board having heard the Chief Executive regarding communications noted that

- (1) the Board minutes would be available on the Company's website;
- (2) the 11th July 2007 would celebrate the first anniversary of the re-opening of Kelvingrove following its extensive refurbishment; and
- (3) Directors would have the opportunity of a weekly e-mail briefing from the Media Manager.

24. Close of business.

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

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Chair