

**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 Kelvingrove Art  
Gallery and Museum, Glasgow on  
28th November 2007 at 11.00am.

Present: Lord Macfarlane of Bearsden (Chair)  
Councillor Aileen Colleran  
Councillor Stephen Curran  
Councillor Archie Graham  
Sir Angus Grossart  
Bridget McConnell, Chief Executive

Apologies: Bailie Elizabeth Cameron  
Councillor James Dornan  
Councillor Steven Purcell  
The Rt. Honourable George Reid  
Lord Stevenson of Coddenham

Attending: Dr Vartan Gregorian, Special Adviser to the Board, Charles Beattie,  
Director of Finance/Deputy Chief Executive; 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 Appointment of Chair approved.**

In the absence of Bailie Cameron due to illness, Councillor Graham, seconded by Sir Angus Grossart moved that Lord Macfarlane of Bearsden chair the meeting.

The Board unanimously approved and agreed to convey a message to Bailie Cameron wishing her a speedy recovery.

## **2 Apologies.**

The Board noted apologies from Bailie Elizabeth Cameron, Councillors James Dornan and Steven Purcell, the Rt. Honourable George Reid and Lord Stevenson of Coddenham.

## **3 Welcome to Special Adviser to the Board noted.**

The Chief Executive extended a warm welcome to the Board's Special Adviser, Dr Vartan Gregorian, President of the Carnegie Corporation of New York, a distinguished academic whose extensive and successful career included tenures as the President of Brown University and in the 1980's as President of the New York Public Library.

The Chief Executive explained that throughout this time Dr Gregorian had received the National Humanities Medal and the Presidential Medal of Freedom, the highest civilian award in the USA and was also the recipient of numerous fellowships as well as 56 honorary degrees.

Dr Gregorian responded by thanking the Chief Executive and offered a number of suggestions which might be of assistance to Culture and Sport Glasgow in the future, including utilising Scotland's rich cultural heritage, funding ideas and alliances with Universities.

The Chair expressed that the Board were greatly honoured to have Dr Gregorian as Special Adviser and looked forward to a fruitful and happy relationship.

## **4 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.

## **5 Minutes of previous meeting – approved.**

The minutes of the previous meeting of 4th September 2007 were submitted and approved, subject to Item 7(2) on page 4 being amended to read "Scottish Football Museum Trust".

## **6 Amendment to the Articles of Association – Position noted.**

With reference to the minutes of 4th September 2007 and to that item entitled "Matters arising" when the Board had agreed to consider further the proposed adjustments to the provisions of the company's articles of association in respect of the Nominations Committee and agreeing that a recommendation be made to Glasgow City Council to alter the company's articles of association in respect of the retiral and re-appointment of Directors, there was submitted a report by the Company Secretary, advising that

- (1) following consideration of proposed adjustments to the provisions of the company's articles of association in respect of the Nominations Committee, the Chair, Chief Executive and Councillor Purcell had met

with the Chief Executive of Glasgow City Council to consider further the proposed adjustments;

- (2) following such discussions the Council had agreed to the proposed adjustment; and
- (3) further proposed adjustments to alter the company's articles of association in respect of the composition of the Board, retiral and re-appointment of Directors had now been agreed by Glasgow City Council.

After consideration and having heard the Company Secretary, the Board noted that Glasgow City Council had agreed adjustments to the Articles of Association as detailed in Appendix 1 and that further adjustments to the articles of association would be made in line with certain provisions of the Companies Act 2006, which provisions came into force on 1st October 2007.

## **7. Nominations Committee – Revised Terms of Reference approved.**

There was submitted a report by the Director of Strategic Planning and Corporate Services proposing that the following be added to paragraph (e) of the Terms of Reference of the Nominations Committee:-

“and shall, without displacing its primary focus on the skills that candidates would bring to the board, take account, in the course of carrying out its functions, of principles of good practice as regards equalities issues.”

After consideration, the Board approved the revised Terms of Reference of the Nominations Committee as follows:-

### **Nominations Committee**

#### **Membership**

The Chair of the Board and four individuals (two being partner Directors and two being Independent Directors) appointed by the Board of Directors

#### **Quorum**

5

#### **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, ensuring that candidates will have sufficient time to devote to the position and shall, without displacing its primary focus on the skills that candidates would bring to the board, take account, in the course of carrying out its functions, of principles of good practice as regards equalities issues.
- (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.

#### **8. Disclosure of Interests - Position agreed.**

With reference to the minutes of 4th September 2007 and to that item entitled "Disclosure of Interests noted", when Lord Stevenson had raised the question of whether it was necessary for disclosures of interest to appear as a standing item on the agenda, the Director of Strategic Planning and Corporate Services advised that she had written to all Board Directors in this respect (enclosing a copy of a letter from the Company Secretary on this subject) and had received no adverse comments.

After consideration, the Board agreed that any future disclosure of interests be raised by Directors as and when they arose under a specific item of business.

#### **9 Community Planning Executive Group – Position noted.**

There was submitted and noted a report by the Chief Executive providing detailed information and key timescales for the establishment of the Vibrant City 2014 Group, advising

- (1) that a Vibrant Glasgow had been identified as a key theme through which action to change the City for the better should be taken;
- (2) of the definition of Vibrancy;
- (3) of the current outcomes and targets against the Vibrancy theme;

- (4) that it was necessary to support the development of Vibrancy in the City and fully take account and review existing policies and strategies, including
  - (a) Glasgow's Cultural Strategy;
  - (b) Glasgow's Tourism Strategy;
  - (c) Glasgow 2014 – A lasting Legacy;
  - (d) Glasgow's Ten Year Economic Development Strategy; and
  - (e) Recommendations from Glasgow's Education Commission;
- (5) of the key organisations who would be responsible for ensuring delivery of the Vibrancy agenda; and
- (6) that a Vibrancy Open Space Event would be held in early 2008 which would create forums where stakeholders including providers and citizens could meet, discuss and prioritise the theme objective against which outcomes and associated targets could be established.

**10 Commonwealth Games 2014 – Implications for Culture and Sport Glasgow noted – Instruction to Chief Executive.**

There was submitted a report by the Chief Executive advising of Glasgow's recent success in Sri Lanka in hosting the 2014 Commonwealth Games, advising

- (1) that the next stage would be for the 3 principal Games partners, namely Glasgow City Council, the Commonwealth Games Council for Scotland and the Scottish Government to fully establish the Organising Company with the appointment of a Chairperson and a Chief Executive during the first quarter of 2008;
- (2) of the legal and sponsorship implications facing Culture and Sport Glasgow (CSG) including the Venue Guarantee and Clean Venue Guarantee (information of which were detailed in an appendix to the report);
- (3) that CSG had a key role to play in ensuring that the opportunities and the impetus that the Games in 2014 provided were maximised over the next 7 years; and
- (4) of a number of key areas where it was hoped that CSG could play a key role in conjunction with partners, including
  - (a) Strategic Volunteering Framework;
  - (b) Education Commission;
  - (c) Sports Events Strategy and Sports Development Plan;

- (d) Capital Development of Sports Venues;
- (e) Cultural Festival; and
- (f) International Development Programme.

After consideration, the Board

- (i) agreed that both this and the previous report were particularly appropriate at this point in time and congratulated the Chief Executive and her staff for creating an enormous opportunity for the City which could go beyond the Commonwealth Games in 2014; and
- (ii) instructed the Chief Executive to bring forward a paper advising the Board on how best to deliver the key initiatives that would contribute to the legacy of the Games to the City including a list of potential agencies and organisations who might also be involved.

#### **11. Kelvingrove Award**

The Chair reported that Kelvingrove Art Gallery and Museum had recently won a major award for the outstanding way it communicates with its visitors. Lord Macfarlane told the Board that the Interpret Britain and Ireland Award recognised “the art of helping people explore and appreciate our world.”

The Board agreed that Lord Macfarlane write to the staff at Kelvingrove congratulating them on the success of this award and thanking them for their continued dedication and commitment.

#### **12. Culture and Sport Glasgow Financial Performance to 2nd November 2007 approved – Instruction to Director of Development and Commercial Operations.**

There was submitted a report by the Director of Finance outlining the company’s financial performance for the period from 1st April to 2nd November 2007.

After consideration and having heard

- (1) The Director of Development and Commercial Operations provide an update to the Board on the success of the revamped “Donation Boxes” within Kelvingrove; and
- (2) The Director of Finance provided an update on the current Value Added Tax (VAT) issue in respect of Spas/Saunas within Leisure Centres.

The Board

- (a) approved the financial performance to the 2nd November 2007;

- (b) requested the Director of Finance to keep the Board updated in respect of the progress of the VAT issue in respect of Leisure Centres; and
- (c) instructed the Director of Development and Commercial Operations to submit a paper on the "Culture of Giving" to a future Board meeting.

### **13 Culture and Sport Glasgow's 2008/09 Pricing Strategy Review approved.**

There was submitted a report by the Director of Strategic Planning and Corporate Services regarding the 2008/09 Pricing Strategy Review and recommending that the price for most activities increase by 3% to take account of both inflation and the increased costs involved in delivering the service, advising

- (1) that underpinning the 2008/09 review process was the need to continue to ensure that an equitable, consistent and customer friendly pricing structure was developed;
- (2) of the key findings from the Equality Impact Assessment as outlined in Appendix 1 of the report;
- (3) of a proposal that the cost of a passport rate be set at 50% of the adult rate, as outlined in Appendix 2 of the report, which would impact on a total of 8 activity charges resulting in a decrease in the current cost of 4 activities and an increase in the current cost of 4 activities;
- (4) of a number of proposed variations to the recommended 3% change, as outlined in appendix 3 of the report, which had been set to reflect benchmarking comparisons for the same or similar activities offered by the Company or other local authorities and to reflect the market value of activities;
- (5) of a proposal for the introduction of a number of new charges as detailed; and
- (6) that any pricing implications arising from the 2009/10 Pricing Review would be presented to the Board for consideration.

After consideration, the Board approved 2008/09 Pricing Review.

### **14 Revision to Scheme of Delegated Functions approved.**

There was submitted a report by the Director of Strategic Planning and Corporate Services seeking approval for a revision of the Scheme of Delegated Functions, advising that

- (1) currently the Chief Executive had a number of functions delegated to her in terms of the day to day operation of the company and that in turn a number of those delegations were exercised by nominated officers including the Director of Finance/Deputy Chief Executive; and

- (2) having reviewed day to day business over the first 6 months of operation, it was proposed that the Director of Finance/Deputy Chief Executive be nominated, in the absence of the Chief Executive, to exercise the Chief Executive's delegated functions that could not be specifically exercised by him currently.

After consideration, the Board approved the revised Scheme of Delegated Functions detailed in Appendix 2.

**15 2007/08 Quarter 2 Performance report noted.**

There was submitted and noted a report by the Director of Strategic Planning and Corporate Services highlighting progress against key performance targets for Culture and Sport Glasgow.

**16 Date of next meeting noted.**

The Board noted that the next meeting would be held on Thursday, 17th January 2008 at 10.30am within Scotstoun Leisure Centre.

**17. Close of business.**

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

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Chair

## APPENDIX 1

### CULTURE AND SPORT GLASGOW

COMPANY NUMBER: SC313851

#### 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: -

- 1 The deletion of the word “Act” from article 8 and the insertion in its place of the words “Companies Acts”;
- 2 The deletion of the existing provisions of article 9 and the insertion in their place of the following:-
  - “9 The directors shall convene an annual general meeting in each year.”
- 3 The insertion of new articles 10 and 11 (immediately following article 9 as altered) as follows:-
  - “10 Not more than 15 months shall elapse between one annual general meeting and the next.
  - 11 The business of each annual general meeting shall include:-
    - 11.1 a report by the Chair on the activities of the company;
    - 11.2 consideration of the annual accounts of the company.”and the re-numbering of the remaining articles (and any corresponding cross-references) accordingly;
- 4 The deletion of the existing provisions of articles 12 to 14 (as re-numbered) and the insertion in their place of the following: -
  - “12 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (for so long as it is in force) or section 518 of the 2006 Act).

- 13 Subject to the provisions of articles 9, 10 and 12, the directors may convene general meetings whenever they think fit.
- 14 At least 14 clear days' notice of each general meeting must be given to all the members and directors, and (if auditors are in office at the time) to the auditors."
- 5 The insertion of the words "(or, in the case of notice sent by electronic means, the day after it was sent)" immediately following the word "posted" in article 15 (as re-numbered);
- 6 The deletion of the existing provisions of article 16 (as re-numbered) and the insertion in their place of the following: -
- "16 A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting; (b) if a special resolution (see article 19) or a resolution requiring special notice under the Companies Acts is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy."
- 7 The deletion of the existing provisions of article 18 (as re-numbered) and the insertion in their place of the following: -
- "18 Notice of every general meeting shall be given: -
- 14.1 in hard copy form;
- 14.2 (where the body to which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
- 14.3 subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act, by means of a website."
- 8 The deletion of the existing provisions of article 19 (as re-numbered) and the insertion in their place of the following:-
- "19 For the purposes of these articles, a "special resolution" means a resolution of the members, which is either (a) passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 14 to 18 (for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting); or (b) passed by members representing not less than 75% of the total voting rights of eligible members, when passed by way of a written resolution, in accordance with articles 28 to 31."

- 9 The deletion of the word “Act” where it appears in article 20 (as re-numbered) and the insertion in its place of the words “Companies Acts”;
- 10 The deletion of the existing provisions of article 21 (as re-numbered) and the insertion in their place of the following:-

“21 For the purposes of these articles, an “ordinary resolution” means a resolution of the members, which is either (a) passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 14 to 18; or (b) passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 28 to 31.”

- 11 The deletion of the existing provisions of article 28 as re-numbered and the re-numbering of the remaining articles (and any corresponding cross-references) accordingly;
- 12 The re-location of the sub-heading “**Special resolutions and ordinary resolutions**” and articles 19 to 21 (as re-numbered) such that they appear as articles 25 to 27 and the re-numbering of the remaining articles (and any corresponding cross-references) accordingly.
- 13 The insertion of new articles 28 to 31 immediately following article 27 (as re-numbered) as follows: -

**“Written resolutions**

28 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member’s agreement to it (which agreement cannot thereafter be revoked).

29 For the purposes of the preceding article:-

29.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

29.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Companies Acts, as follows:-

29.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 28) by members representing a simple majority of the total voting rights of eligible members;

29.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 28) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

30 For the avoidance of doubt, a resolution to remove a director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 391 of the 1985 Act (for so long as it is in force) or section 510 of the 2006 Act) cannot be proposed as a written resolution under article 28.

31 For the purposes of article 28, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 29), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.”

and the re-numbering of the remaining articles (and any corresponding cross-references) accordingly;

14 The deletion of the existing provisions of article 33 (as re-numbered) and the insertion in its place of the following:-

“33 A member which wishes to appoint a proxy to vote on its behalf at any meeting:-

33.1 shall lodge with the company, at the company’s registered office, a written instrument of proxy (in such form as the directors require), signed by an appropriate officer of the member; or

33.2 shall send by electronic means to the company at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case) the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 33, no account shall be taken of any part of a day that is not a working day.”

- 15 The deletion of the words “, or electronic communication containing the instrument of proxy,” from article 34 (as re-numbered);
- 16 The deletion of the heading “**Eligibility**” immediately above article 42 (as re-numbered), and the existing provisions of article 42 (as re-numbered), and the insertion in their place of the following:-

**“Composition of the board: general**

- 42 The composition of the board shall reflect the following principles:
  - 37.1 except in the case of the Executive Director, an individual shall not be eligible for appointment as a director if he/she is an employee of the company;
  - 37.2 the Nominations Committee shall, without displacing its primary focus on the skills that candidates would bring to the board, take account, in the course of carrying out its functions, of principles of good practice as regards equalities issues.”
- 17 The deletion of the existing provisions of articles 53 and 54 (as re-numbered) and the insertion in their place of the following:-

“53 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 48; 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 48.

54 For the avoidance of doubt

- 54.1 there shall be no limit on the number of occasions on which a given Independent Director can be re-appointed under article 48;
- 54.2 Glasgow City Council shall be guided by the Nominations Committee in relation to the question of whether an Independent Director vacating office under article 53 or 55 should be re-appointed.

55 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”):

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- 55.1 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 48;

55.2 The Initial Independent Directors to vacate office under the provisions of paragraph 55.1 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;

55.3 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 55.1 shall vacate office, but shall then be eligible for re-appointment under article 48.”

and the re-numbering of the remaining articles (and any corresponding cross-references) accordingly;

18 The deletion of the word “Act” where it appears in article 58.1 (as re-numbered) and the insertion in its place of the words “Companies Acts”;

19 The deletion of the words “section 303 of the Act” where they appear in article 58.12 (as re-numbered) and the insertion in their place of the words “section 168 of the 2006 Act”;

20 The deletion of the word “Act” where it appears in article 65 (as re-numbered) and the insertion in its place of the words “Companies Acts”;

21 The deletion of the words “he/she considers will be in the best interests of the company” where they appear in article 68 (as re-numbered) and the insertion in their place of the words “ he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in clause 3 of the memorandum of association) and be in the interests of the company”;

22 The deletion of the word “Act” where it appears in article 74 (as re-numbered) and the insertion in its place of the words “Companies Acts”;

23 The deletion of the word “Act” where it appears in article 87 (as re-numbered) and the insertion in its place of the words “Companies Acts”;

24 The deletion of the words “the Act (excluding any statutory modification not in force at the date of incorporation of the company)” from article 91.1 (as re-numbered) and the insertion in their place of the words “the 2006 Act”;

25 The deletion of the existing provisions of article 101 (as re-numbered) and the insertion in their place of the following:-

“101 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;”

26 The deletion of the existing provisions of article 107 (as re-numbered) and the insertion in their place of the following:-

“107 The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.”

27 The deletion of the words “an address to be used for the purpose of electronic communications, the company may give notice to that member by way of an electronic communication” where they appear in article 111 and the insertion in their place of the words “an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.”

28 The deletion of the existing provisions of article 113 (as re-numbered) and the insertion in their place of the following:-

“113 Any notice sent by electronic means shall be deemed to have been given at the expiry of twenty four hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.”

29 The deletion of the words “sections 309A, 309B and 310 of the Act” where they appear in article 117 (as re-numbered) and the insertion in their place of the words “section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 Act”;

30 The deletion of the words “those sections of the Act” where they appear in article 117 (as re-numbered) and the insertion in their place of the words “those sections of the 2006 Act”;

31 The deletion of the words “309A(1) of the Act” where they appear in article 118 (as re-numbered) and the insertion in their place of the words “232(2) of the 2006 Act”;

32 The deletion of the existing provisions of article 119 (as re-numbered) and the insertion in their place of the following:

“119 In these articles:-

“the 1985 Act” means the Companies Act 1985 (including any statutory modification or re-enactment of the Companies Act 1985 for the time being in force);

“the 2006 Act” means the Companies Act 2006;

“the Companies Acts” means the Companies Acts 1985 to 2006.”

33 The deletion of article 120 (as re-numbered).

## **APPENDIX 2**

# **SCHEME OF DELEGATED FUNCTIONS**

## **CHIEF EXECUTIVE**

### **The Chief Executive is authorised**

1. In terms of the Museums Acquisitions and Disposals Policy and the Records Management Policy,
  - (a) to recommend to Glasgow City Council (GCC) acquisitions, whether by purchase, donation, bequest or exchange, any item for the Council's Collections  
(ie accessioned artefacts, special collections books, Archives, printed heritage, art, fine art and objects, and items of printed heritage, documentation relating to accessioned artefacts, manuscripts, maps, special collections, photographs and ephemera);
  - (b) to recommend to GCC, as appropriate, that they accept or reject potential donations or bequests and to solicit on behalf of GCC donations of material for the Collections;
  - (c) to recommend to GCC purchases through the Museums Acquisition Fund; and
  - (d) to recommend to GCC that they accept items on loan for a finite period for display or scientific study and to renew or extend such loans for further finite periods.
2. In respect of the Contemporary Art Fund, to recommend to GCC that they approve recommendations by the Contemporary Art Collecting Panel for purchases under £15,000.
3. to recommend to GCC that they agree purchases for the heritage collections in Museums, Libraries and Archives up to a maximum Council contribution of £100,000 in any one financial year and where a minimum of 50% of the total cost of all acquisitions was secured from external sources. It should be noted that where there is no match funding the total cost of acquisitions made should not exceed £25,000.
4. To recommend to GCC that they approve loans of art works from the Council's collections and that a report be made on a quarterly basis, giving details of all items forming part of the Collections which CSG is proposing to lend to a Third Party; the Council shall be given not less than 40 Business Days to review the proposed loan of each such item.
5. To determine and regulate the use of sports, leisure and community centres, swimming pools and other similar facilities in line with the provisions of the Services Agreement in place between GCC and the Company.

6. To increase hire charges for lets of halls where the activity is promoted for a profit which would result in the personal and private gain of an individual or group of individuals and to reduce hire charges in the case of lets where the period of let has been designated as a "low rate" period or where the reduction is part of a deal intended to stimulate a hirer into booking accommodation at the full rate in line with the agreed pricing policy referred to in the Services Agreement between GCC and the Company and as prepared, for approval by GCC, annually in the Company's Business Plan.
7. To give a direction in special circumstances that any officer shall not exercise a delegated function.
8. To give a direction on the applicability of the Scheme of Delegated Functions to an officer in any specific case.
9. To sign missives and other documents binding the Company.
10. In respect of judicial or quasi-judicial proceedings to -
  - (a) engage private legal firms;
  - (b) engage Counsel;
  - (c) discharge the functions of the Company including initiating, entering, defending and withdrawing from such proceedings; and
  - (d) appoint parliamentary agents.
11. To settle up to a maximum of £25,000 and, where appropriate, after consultation with the appropriate Officers and the Director of Finance, over £25,000 –
  - (a) Public liability claims;
  - (b) Employer's liability claims;
  - (c) Motor - own fleet claims; and
  - (d) Motor - hired plant claims.
12. In terms of the Rules Relating to Contracts
  - (a) to issue, vary or revoke procedural rules from time to time as required in terms of Rule 3.9.3.1(1) (e- auctions) and Rule 7.2.3(electronic procurement); and
  - (b) to accept contracts for supplies/services with an estimated value equal to or in excess of £144,371 but no greater than £500,000 and to accept works contracts with an estimated value equal to or

in excess of £144,371 but no greater than £3,611,319.

- (c) To accept contracts up to £144,371 (whether for supplies, services or works)”
13. To authorise visits overseas by officers where the visit is in connection with a business meeting or conference in cases where he/she considers it to be in the interests of the Company
  14. To determine appropriate interim responsibility payments to reflect significant additional responsibilities undertaken in respect of major developments and initiatives, subject to regular review by the Director of Strategic Planning and Corporate Services and the Director of Finance
  15. To instruct the immediate implementation of any Circular from any officially recognised body which allows no discretion to the Company. The terms of such Circulars shall be reported to the Board
  16. To consider and determine applications for extension of leave from employees who have not completed the necessary period of continuous service in terms of the Company’s Conditions of Service.
  17. To approve, in conjunction with the appropriate Director/Head of Service, special leave with or without pay where the period of leave is in excess of the provision of the Company’s Conditions of Service.
  18. To review salary placing in appropriate circumstances, within approved salary scales in conformity with accepted practice.
  19. To exercise the discretionary powers available in implementation of the Conditions of Service in respect of all the employees in the employment of the Company.
  20. To authorise emergency financial aid to employees of up to £200.
  21. To approve, in conjunction with the Director of Finance, applications from employees for early retiral and voluntary severance.
  22. In consultation with the Director of Finance, to deal with requests for the application of any of the discretionary elements contained in the Local Government Pension Scheme (Scotland) Regulations 1998.
  23. To approve the retention of staff beyond normal retiral age where it is in the interests of the Company to do so.
  24. To approve ex gratia payments to employees where the circumstances of the payments are not covered by the Company’s Conditions of Service.

25. To deal with and, in appropriate circumstances, to approve applications by employees convicted of and fined under the Health & Safety at Work etc Acts, the Factories Acts, the Offices, Shops & Railway Premises Acts, the Road Traffic Acts or any associated legislation in respect of offences committed whilst acting in the course of their employment for
- (a) payment of the fine imposed, or
  - (b) assistance with the legal expenses of their defence,
- subject to the right of an employee aggrieved by a decision of the Human Resources Manager to appeal to the Senior Management Team.
26. To arrange for the provision of information concerning the Company's policies, services and functions and in particular,
- (a) to negotiate and place on behalf of the Company all advertising in consultation with the appropriate Deputies /Heads of Service;
  - (b) to produce a regular Company publication and other printed publications, including leaflets, posters, guide books, directories and, where appropriate, arrange for the production of photography, film, video, and multi-media presentations to inform the public about the Company and Company services;
  - (c) to provide information about the Company on the electronic media, including the internet; and
  - (d) to issue press statements, press releases, video news releases on behalf of the Company
27. To take such measures as may be required in emergency situations, subject to advising the Chair of the Board, where possible, and reporting to the Board as soon as possible thereafter, on any items for which Board approval would normally be necessary.
28. To absent himself/herself or to permit any member of his/her staff to absent himself/herself occasionally and temporarily during business hours to attend to duties or services of a civic, honorary, charitable or social nature provided that these do not interfere with the efficient discharge of his/her duties to the Company.
29. To make changes to staffing structures, numbers and gradings in accordance with approved pay, grading and rewards arrangements. Major restructurings or staffing reviews must, however, be reported to the Board for approval.

30.
  - (a) To make appointments to all posts below those defined as second tier level in the schedule maintained by the HR Manager, so long as such posts are within the approved establishment of the Company;
  - (b) To appoint temporary staff as required, for a period of up to 3 months, or with the consent of the HR Committee, for periods in excess of 3 months; and
  - (c) To take any decisions necessary regarding employment, retirement, dismissal and training of staff, in terms of the Company's appropriate Schemes of Conditions of Service, subject, where appropriate, to consultation with the HR Committee.
31. To take any necessary decisions or action, or to sign anything necessary in terms of the Company's Financial Regulations.
32. To pay, after consultation with the Director of Finance. valid claims for damage to, or loss of, personal property of employees in the Company occurring during the course of their employment in excess of £300
33. In respect of Motor Hired in Plant, to settle direct minor damage claims to the hired vehicle not involving third party injury or damage up to a value of £100.
34. To approve
  - (a) the provision of reasonable hospitality to Board members, representatives of local authorities, organisations, officers of the Company or others and also to make visits within the United Kingdom and to authorise officers within the Company to make visits within the United Kingdom as representatives of the Company, subject always to details of the expenses incurred in terms of this delegation being made available where requested by the Board; and
  - (b) attendance at conferences within the United Kingdom of officers other than those whose attendance has already been authorised by the Board, in cases where he/she considers it to be in the interests of the Company.
35. To authorise the provision by the Company to other persons or organisations of administrative, professional or technical services provided that proper accounts are kept in respect of such agreements and that the Board is notified of them.

36. To approve, in consultation with the GCC, Service fees and charges in order to achieve the level of income approved in the Annual Estimates, subject to reporting any changes to fees or charges to the Board for information.

Director of Finance

The Director of Finance is authorised to

1. In terms of the Rules relating to Contracts
  - a) To accept contracts up to £144,371 (whether for supplies services or works); and
  - b) To enter into any contract for the disposal of surplus or scrap materials”
2. To pay valid claims for damage to, or loss of, personal property of employees in the Company occurring during the course of their employment, up to an amount of £300 per claim for any one incident.

List of Officers by whom delegated powers are exercisable

**Chief Executive**

Nos 1-2	Director of Development and Commercial Operations Director of Strategic Planning and Corporate Services Director of Finance/Deputy Chief Executive Director of Operations Director of Special Projects Head of Arts and Museums
Nos 3-4	Director of Development and Commercial Operations Director of Strategic Planning and Corporate Services Director of Finance/ Deputy Chief Executive Director of Operations Director of Special Projects Head of Arts and Museums Head of Libraries and Community Facilities
No 5	Director of Development and Commercial Operations Director of Strategic Planning and Corporate Services Director of Finance Deputy Chief Executive Director of Operations Director of Special Projects Head of Sport and Events

	Head of Libraries and Community Facilities
No 6	Director of Development and Commercial Operations Director of Strategic Planning and Corporate Services Director of Finance/ Deputy Chief Executive Director of Operations Director of Special Projects Head of Arts and Museums Head of Libraries and Community Facilities Head of Sport and Events Head of Finance, Personnel and IT
No 7	Director of Finance/ Deputy Chief Executive
Nos 8-11	Director of Development and Commercial Operations Director of Strategic Planning and Corporate Services Director of Finance Director of Operations Director of Special Projects
No 12a -12b	Director of Finance/ Deputy Chief Executive
No 12c	Director of Development and Commercial Operations Director of Strategic Planning and Corporate Services Director of Finance Director of Operations Director of Special Projects
No 13 -36	Director of Finance/ Deputy Chief Executive
No 24	Director of Strategic Planning and Corporate Services
No 29	Director of Strategic Planning and Corporate Services