

Culture and Sport Glasgow
(A company which is a Scottish charity (Scottish charity number SC037844)
incorporated in Scotland under the Companies Acts with company number
SC313851)

MINUTE of a MEETING of the Board
of Directors of Culture and Sport
Glasgow held in Glasgow on 20th
November 2008 at 11.00am.

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

1 Notice and Quorum agreed.

Having heard that relevant notice of the meeting had been issued and a quorum was present, the Board agreed to proceed to business. Lord Macfarlane advised that Sir Angus Grossart would be participating via conference phone.

2 Apologies noted.

The Board noted apologies from Bailie Elizabeth Cameron, Councillors Aileen Colleran, Stephen Curran and Steven Purcell and Lord Stevenson of Coddendam.

3 **Welcome and opening remarks noted.**

Lord Macfarlane welcomed everyone to the meeting and then asked Stephen Phillips of Burness LLP (which is the company secretary) to lead the Board through items 4 and 5 on the Agenda.

4 **Appointment of Partner Directors approved.**

Stephen Phillips advised that in accordance with Article 46 of the company's Articles of Association, Bailie Elizabeth Cameron and Councillor Steven Purcell, as Partner Directors, had vacated office at the conclusion of the company's AGM on 4th September 2008 and had since, in accordance with Article 43, been re-appointed by the Council as Partner Directors (written notice having been given to the company to this effect).

5 **Appointment of Chair approved.**

Stephen Phillips advised that in accordance with Article 62 of the Board's Articles of Association, Bailie Elizabeth Cameron had vacated office as Chair of the company at the conclusion of the company's AGM on 4th September 2008.

Lord Macfarlane, seconded by Bailie Allan Stewart, moved that the Board, under Article 60 (as read with Article 61) of the Board's Articles of Association, re-appoint Bailie Elizabeth Cameron as Chair. The Board unanimously agreed.

The Board also noted that in the absence of Bailie Cameron, Lord Macfarlane would act as chairperson of the meeting ("the Chair").

6 **Minute of previous meeting approved.**

The minute of the previous meeting of 4th September 2008, having been circulated prior to the meeting, was approved.

7 **Matters arising.**

With reference to the minute of 4th September 2008 and those paragraphs entitled:-

Item 5, Matters arising.

It was noted that a progress report on the Riverside Museum project would be covered at Item 11 on the Agenda; and

Item 13, Synthetic Pitches Replacement Phase 2.

It was noted that the tender process and outcome would be covered at Item 7 on the Agenda.

8 Minute of Sub Group meeting of 5th November 2008 noted.

With reference to the minute of 4th September 2008 approving the establishment of a one-off sub group with delegated authority to allow the tender acceptance for Phase 2 of the Synthetic Pitches Replacement Programme, there was submitted and noted the relevant minute of the sub group meeting held on 5 November 2008 advising

- (1) that an OJEC Notice was published on 18 March 2008 for the replacement of synthetic sports pitches and repairs to the fencing and rebound boards at Scotstoun Leisure Centre and Barlia Sports Complex which also included maintenance arrangements;
- (2) that expressions of interest were received from 8 contractors of which 6 were invited to tender;
- (3) of the outcome of the tender evaluation based on the price and quality of the submissions;
- (4) that the overall project costs were within the approved funding for the project; and
- (5) that the tender submitted by Support In Sport (UK) Ltd in the sum of £587,401.54 was approved.

9 Chief Executive's report noted – Instruction to the Chief Executive.

The Chief Executive provided an oral report, during which she highlighted

- (1) that the company's first public reporting meeting, held on 4th October 2008 had been attended by 22 members of the public and stakeholders and had been positively received. Annual Reviews were being distributed and a video of the event would be uploaded to the Culture and Sport Glasgow web site;
- (2) feedback from the Board's Strategy discussions which had identified 3 key areas for progress, namely "Growing the Business", "Changing the Organisational Culture" and "Business Continuity";
- (3) progress on a number of HR issues, including updates on the staff pay awards, future staff survey consultation and that Anthony McReavy had been appointed as Director of Development and Commercial Operations;
- (4) in relation to the 2014 Commonwealth Games that the company had been approached to lead on the "Delhi 2010 Flag Handover" and with Glasgow City Council take forward the venue development projects at Tollcross Park pool and Kelvingrove Park (lawn bowls);

- (5) that Culture and Sport Glasgow had been wholly involved in the development of the undernoted 4 proposals going forward to the 2012 Legacy Trust UK:-
- Let Glasgow Flourish! The 2012 Cultural Ambassadors project (CSG Lead Partner)
 - Open Hand (CSG Tramway Key Delivery Partner)
 - Offenders Project (Sports Coaching CSG Lead Partner)
 - People Making Waves (CSG Leading on the development of the Strategic Volunteer Framework for Glasgow)
- (6) that Culture and Sport Glasgow had been asked to support the establishment of Glasgow's recent title of UNESCO City of Music as a Charitable Trust;
- (7) that discussions were taking place regarding future office accommodation for staff based at 20 Trongate;
- (8) an update on the (Trading) CIC Board away day which took place on 11th November 2008; and
- (9) the need for the next phase of the inventory of the City's collections to start following the completion of the inventory of the Museum of Transport stores. This will include 120,000 items from the Maryhill Store, items from the Burrell, Costume Collections and the special collections at the Mitchell Library.

After consideration, the Board

- (a) agreed that a further public reporting meeting be held in 2009 with further focus on local area consultation;
- (b) instructed the Chief Executive to submit further details to the Board on the 2012 Legacy Trust UK proposals as they progress;
- (c) noted that a range of Trading CIC Board initiatives/proposals arising from the away day would be reported to a future Board meeting; and
- (d) agreed to progress the next phase of the inventory of the City's collections.

10 **Reports by Director of Finance.**

(1) Culture and Sport Glasgow Financial Performance to 24th October 2008 approved.

There was submitted a report by the Director of Finance outlining the company's financial performance for the period from 1st April to 24th October 2008

- (1) advising of income of £52.6m against a budget of £52.4m and expenditure of £52.1m against a budget of £52.4m;
- (2) outlining explanations in respect of variances highlighted; and
- (3) intimating that donations had already exceeded last year's annual figure and were on track to amount to £250,000 by 31 March 2009.

After consideration the Board approved the report.

(2) Banking Agreements approved

There was submitted a report by the Director of Finance recommending that a new signatory be added to the list of signatories authorised to give the Royal Bank of Scotland instructions.

"It was resolved and agreed that Tracy Walker, Revenue Accountant:

- (1) be added to the existing signatories authorised to give the Royal Bank of Scotland and Bank of Scotland instructions in accordance with the mandate already held by them covering in particular but without limitation operations on the company accounts; and
- (2) be authorised to sign any necessary streamline credit card agreements on behalf of Culture and Sport Glasgow and that future instructions may be taken from her regarding operation of the merchant accounts, relevant banking accounts and changes to bank account numbers."

(3) Re-appointment of Auditors – Remuneration Agreed

There was submitted and noted a report by the Director of Finance on the re-appointment of Auditors

- (1) advising that KPMG LLP had been re-appointed as Company Auditors at the Annual General Meeting of Culture and Sport Glasgow held on 4th September 2008; and
- (2) that their remuneration had been fixed in September 2007 for a 3-year period as part of their contract which had been accepted under a competitive tendering process.

After consideration the Board noted the re-appointment of KPMG LLP and approved their remuneration as detailed above.

(4) Audit Committee – Membership and Chair agreed.

There was submitted a report by the Director of Finance recommending the proposed membership and Chair of the Audit Committee.

After consideration, the Board agreed the membership and Chair of the Audit Committee as follows:-

Sir Angus Grossart (Chair)
Councillor Stephen Curran
Bridget McConnell

(5) Culture and Sport Glasgow (Trading) CIC – Revised Articles of Association approved.

There was submitted a report by the Director of Finance seeking approval to revise the articles of association of Culture and Sport Glasgow (Trading) CIC in order to bring them into line with those provisions of the Companies Act 2006, which are now in force , advising

- (1) that the vast majority of changes proposed were changes to references to out of date legislation;
- (2) that the key substantive changes related to directors' conflict of interest duties as detailed;
- (3) of a proposal to alter the articles in such a way as to benefit from the safe harbour provisions within the legislation and to specifically state that a director will not be deemed to be in breach of his/duty to avoid a conflict of interest simply because he/she is an officer, elected representative or employee of Culture and Sport Glasgow (as the holding company) and/or Glasgow City Council;
- (4) of a further proposal to include (within the articles) a specific power enabling the board of directors to independently authorise all other conflicts of interest and/or duty (i.e. those not arising as a result of the director's connection with Culture and Sport Glasgow and/or Glasgow City Council).

After consideration, the Board approved the Culture and Sport Glasgow (Trading) CIC revised Articles of Association and recommended that the resolution altering the articles be signed on behalf of Culture and Sport Glasgow (as sole member of the trading subsidiary).

11 Reports by Director of Strategic Planning and Corporate Services.

(1) Performance report for the period from 1st April to 30th September 2008 noted.

There was submitted and noted a report by the Director of Strategic Planning and Corporate Services updating the Board on the company's financial and non-financial performance for the period from 1st April to 30th September 2008, advising that

- (1) a total of 4 from the 7 non-financial key performance indicators identified were scheduled to either meet or exceed the annual targets; and
- (2) the 2009/10 performance targets would be presented at the next Board meeting in January 2009.

(2) Attendance Management.

There was submitted and noted a report by the Director of Strategic Planning and Corporate Services outlining findings and recommendations in relation to attendance management which had been carried out by consultants, robin jordan associates (rja), advising

- (1) that attendance management was linked to employee engagement and therefore Culture and Sport Glasgow should continue to focus on the outcomes of the employee engagement survey as a 20% improvement in attendance would provide a 1% drop in the actual rate of absence, whereas achieving a 10% improvement in staff engagement would mean that over 200 staff would become more engaged;
- (2) that staff engagement was a major driver for improving productivity and by successfully achieving that goal, attendance would also show significant improvement;
- (3) Culture and Sport Glasgow would look at the outcomes and recommendations and bring forward proposals to the Board; and
- (4) that during 2009 it was proposed to develop a number of further staff benefits.

(3) Addition of Properties to Portfolio – Delegated authority approved.

Bailie Allan Stewart declared that he was a Director of the Petershill Community Initiative

There was submitted a report by the Director of Strategic Planning and Corporate Services seeking delegated authority for the Chief Executive to negotiate with Glasgow City Council to allow Culture and Sport Glasgow to formally manage "Toryglen Regional Football Centre", "St Monica's Community Campus" and "Petershill Sport and Leisure Facility" on the Council's behalf, all as detailed in the report.

After consideration, the Board (without Bailie Stewart voting) approved delegated authority to the Chief Executive and CSG Directors to negotiate with Glasgow City Council regarding the lease, service specification and level of service fee in respect of the future management of the properties outlined above.

(4) Museum's Collections Agreement – Performance for the period from 1st April to 30th September 2008 noted – Instruction to Director of Strategic Planning and Corporate Services.

There was submitted a report by the Director of Strategic Planning and Corporate Services providing the Board with performance information in respect of the Museum's Collections Agreement

- (1) advising that the Collections Agreement required that Culture and Sport Glasgow (CSG) keep Glasgow City Council informed of progress on the performance of the CSG obligations; and
- (2) detailing a summary of information relating to the Collections Agreement for the period from 1st April to 30th September 2008.

After consideration, the Board

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

12 Capital Programme Update noted.

There was submitted and noted a report by the Director of Special Projects regarding an update on the Capital Programme, advising of the progress on a number of projects, including those key milestone dates in the Riverside Museum programme to 2011.

13 AOCB.

Councillor Dornan advised the Board that following his recent appointment as Leader of the Opposition within Glasgow City Council, he would be stepping down as Director and that this would be his final meeting. He stated that he had thoroughly enjoyed his role and thanked the Board and Officers from Culture and Sport Glasgow for their help and co-operation during his tenure as Director.

Lord Macfarlane thanked Councillor Dornan for his enormous contribution and input to the work of the Board and wished him every success for the future.

It was noted that Glasgow City Council at its meeting on 11 December 2008 would nominate Councillor Allison Hunter to the Board to replace Councillor Dornan.

14 **Close of business.**

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

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Chair