

**Culture and Sport Glasgow (trading as Glasgow Life)
(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 the City Halls, Glasgow on 25 November 2015 at 10am.

Present: Councillor Archie Graham OBE (Chair)
John McCormick
Councillor Emma Gillan
Mel Young
Councillor Helen Stephen
Professor Lesley Sawers
Councillor David McDonald
Dr Bridget McConnell CBE

Attending: Susan Deighan, Chief Operating Officer; Ian Hooper, Director of Sport and Infrastructure; Jill Miller, Director of Cultural Services; Mark O'Neill, Director of Policy and Research; James Doherty, Media Manager; Kathryn Greehy, Governance and Risk Manager; and Allan Drysdale, Governance and Liaison Officer; all Culture and Sport Glasgow.

Apologies: Sir Angus Grossart
Councillor Soryia Siddique
Dilawer Singh MBE
Lee McConnell

1. Appointment of Chair agreed.

In terms of Article 73 of the Company's Articles of Association it was noted that Councillor Archie Graham had vacated office as Chair of the Company at the conclusion of the company's AGM on 9 September 2015.

John McCormick, seconded by Councillor Emma Gillan, moved that the Board re-appoint Councillor Archie Graham as Chair of the Board. The Board unanimously agreed.

2. Appointment of Chair of Audit Committee agreed.

There was submitted a report advising that in terms of Article 73 of the Company's Articles of Association Councillor Emma Gillan had vacated office as Chair of the Audit Committee at the conclusion of the company's AGM on 9 September 2015.

Councillor Archie Graham, seconded by Professor Lesley Sawers, moved that the Board re-appoint Councillor Emma Gillan as Chair of the Audit Committee. The Board unanimously agreed.

3. Appointment of Directors noted and agreed.

There was submitted a report which advised the Board that at their meeting on 29 October 2015, Glasgow City Council had agreed to:

- (1) remove Councillor Frank McAveety as a Partner Director;
- (2) appoint Councillor Helen Stephen as a Partner Director; and
- (3) re-appoint Mel Young as an Independent Director.

The Board:

- (i) noted the written notice from Glasgow City Council with regard to appointments made at their meeting on 29 October 2015;
- (ii) noted that Councillor Frank McAveety had stood down as a Partner Director due to his recent appointment as Leader of Glasgow City Council, and the Board expressed their thanks to him for his contribution as a Board Member; and
- (iii) agreed to appoint Mel Young and Councillor Helen Stephen as Directors of Culture and Sport Glasgow (Trading) CIC.

4. Appointment of Company Secretary agreed.

There was submitted a report which proposed to the Board a change in approach to the provision of external legal advice and company secretarial services to Culture and Sport Glasgow and the Trading Company.

The report advised:

- (1) that currently an in-house legal service was provided by Glasgow City Council, with external legal advice sought from Burness Paull as and when required, Burness Paull also act as Company Secretary to Culture and Sport Glasgow and the Trading Company, and the contract for this provision expired in September 2015;
- (2) that it was proposed to not re-tender for external legal services, and instead utilise procurement options available by means of direct appointments or quotations; and
- (3) with regard to company secretarial services it was proposed that this function be brought in-house with Martin Booth, Director of Finance and Governance to be appointed as Company Secretary.

After consideration the Board agreed to endorse the approach detailed in the report and to appoint Martin Booth, Director of Finance and Governance, as Company Secretary.

5. Welcome, Notice and quorum noted.

Having noted that the relevant notice had been issued and a quorum was present, the Board agreed to proceed to business as hereinafter minuted.

6. Apologies noted.

The Board noted that apologies had been received from Sir Angus Grossart, Dilawer Singh MBE, and Councillor Soryia Siddique.

7. Minute of previous meeting approved.

The minute of the previous meeting of 24 June 2015 was submitted and approved as a correct record.

8. Matters arising noted.

The Board noted that with reference to the minute of 24 June 2015 and paragraph 6(4)(iii); that a further update in relation to HR would be provided at item 11(3) on the agenda.

9. Update by the Chief Executive noted and agreed.

(1) There was presented an update in relation to the Burrell Renaissance project which advised

- (i) of a number of areas in relation to the project, including staffing, the development of the masterplan, the international tour, PR and Media and fundraising; and
- (ii) of the announcement made by the Chancellor of a £5million contribution from the UK Government towards the project.

After consideration the Board noted the update provided with regard to the Burrell Renaissance.

(2) There was submitted a report with regard to membership of the Burrell Renaissance, which

- (i) advised the Board that Sir Peter Hutchison recently stood down as a member of the Burrell Renaissance;
- (ii) informed that the Burrell Trustees had advised that they wished to nominate Dr Frances Fowle as his replacement; and
- (iii) advised that the Burrell Renaissance at their meeting on 2 November 2015 agreed to recommend to the Board the appointment of Dr Frances Fowle.

After consideration the Board:

- (a) noted that Sir Peter Hutchison had stood down as a member of the Burrell Renaissance;
- (b) agreed that the Chair would formally write to Sir Peter on behalf of the Board to thank him for his significant contribution to the Burrell Renaissance; and

- (c) agreed to appoint Dr Frances Fowle as a member of the Burrell Renaissance.
- (3) There was tabled a report by the Chief Executive which updated them in relation to ongoing work on the Transforming Glasgow programme.

After consideration the Board noted the content of the report and that further reports would come back to the Board as the programme progressed.

10. Reports by Director of Finance and Governance

(1) Financial update to 23 October 2015 noted.

There was presented a report which advised the Board of the Company's financial performance to 23 October 2015 which advised that

- (i) the overall position for this period was a surplus of £1,711k, against a budgeted surplus of £2,901k, which was a negative variance of £1,190k for the Company;
- (ii) overall income was £418k behind budget, despite the Glasgow Club performing strongly operating income was £457k behind budget largely due to sports operating income, box office and venue hire being down on budget, and reviews were taking place to improve performance in these areas;
- (iii) overall expenditure had a negative variance of £772k, with employee costs accounting for a significant amount of this, and there was also a significant overspend in premises and utilities of £354k;
- (iv) the CIC had a year to date profit of £1,210k which was £76k behind budget.

After consideration the Board noted the information provided in relation to the Company's financial performance.

(2) Risk Register noted.

There was submitted a report which detailed to the Board the top 5 risks to the Company.

After consideration the Board

- (i) noted that the risk register was formally reviewed on a 6 monthly cycle and that the report reflected the top 5 risks to the Company as at November 2015; and
- (ii) requested that a further report comes back to the next Board meeting in relation to the risk around facilities management which details the status on a venue by venue basis.

(3) New Bank Account agreed.

There was submitted a report which requested the authority of the Board to open a new bank account with the Bank of Scotland which would be used to hold monies raised from donations and fundraising in relation to the Burrell Renaissance project.

After consideration the Board agreed to authorise the operation of a new bank account with the Bank of Scotland, which would be subject to the same policies and procedures that apply in respect of all other bank accounts held by the Company.

11. Reports by Chief Operating Officer

(1) A Vision for Glasgow Libraries Action Plan noted.

There was presented to the Board the Action Plan which had been produced by the Vision for Glasgow Libraries Project Board.

The Action Plan set out six key themes within the Vision, and a range of associated actions, those being:

- Reading
- Space
- Digital
- Information
- The Mitchell
- School Libraries

After consideration the Board noted the update report in relation to A Vision for Glasgow Libraries and the accompanying Action Plan.

(2) Performance report April – October 2015 noted.

There was submitted a report which provided the Board with information on the Company's performance from 1 April 2015, including details of staffing levels and sickness absence, which

- (i) advised that all key targets in relation to visits and attendance were meeting or exceeding target;
- (ii) provided detail in relation to a recent report to Glasgow City Council's Operational Delivery Scrutiny Committee with regard to progress made by partners in delivering activities in support of the City Council's Strategic Plan, Single Outcome Agreement and operational performance; and
- (iii) informed that the level of sickness and absence across the Company were behind target and management were taking action to address this.

After consideration the Board noted the summary performance from 1 April 2015, including details on the Company's staffing levels and sickness absence.

(3) HR update noted.

There was submitted a report which updated the Board in relation to HR which

- (i) advised that the Company's management team had met with the Joint Trade Union Forum to put forward an enhanced offer for pay and annual leave for 2015/16 and 2016/17, which was detailed in the paper;
- (ii) informed that the Chair had met with representatives from the Joint Trade Union Forum on 10 November to discuss final stage grievances and appeals against dismissal, pay award and increased annual leave, and the workforce planning programme in communities and libraries; and

- (iii) provided feedback on the review of Communities, Libraries and Learning Teams which had been undertaken as part of the workforce planning programme, and advised of the operational recommendations from the review and the associated forward actions.

After consideration the Board noted:

- (a) that a majority of the Joint Trade Unions had accepted the enhanced pay and annual leave proposals for 2015/16 and 2016/17, and these had now begun to be implemented;
- (b) that in relation to final stage grievances and appeals against dismissal, a review of the Company's policies would be carried out to ensure that best practice and ACAS guidelines are followed, and a report would come back to the Board; and
- (c) the information provided with regard to the workforce planning review within Communities, Libraries and Learning.

12. Report by Director of Sport and Infrastructure

(1) Capital Programme update noted.

There was submitted a report by the Director of Sport and Infrastructure Support informing the Board of progress on projects included in the Capital Programme which advised:

- (i) that with regard to Glasgow Royal Concert Hall, the main construction contract was now complete and the RSNO Opening Gala took place on 17 November, and the venue was now fully open and operational, and feedback regarding its functionality and acoustic quality had been outstanding;
- (ii) that phase 1 of the Kelvin Hall project continues to proceed within budget and quality tolerances, with the facility scheduled for opening in Summer 2016;
- (iii) that the development stage of the Burrell Renaissance project was now underway, and a tender had been issued for project management and design team services, and six project led design teams had been shortlisted;
- (iv) of plans for the development of Knightswood BMX track in support of the cycling element of the 2018 European Sports Championships, and that £2.5m funding for this had been allocated from the Championships budget; and
- (v) with regard to Tollcross International Swimming Centre that a refurbishment of the original building will be carried out in support of the swimming element of the 2018 European Sports Championships, and funding of £3.7m had been allocated from a combination of Championships budget and Glasgow City Council Capital Programme funds.

After consideration the Board noted the update on projects included in the Capital Programme.

13. Reports by Director of Cultural Services

(1) Collections Agreement Annual Report noted and agreed.

There was submitted a report by the Director of Cultural Services providing the Board with performance information relating to the Collections Agreement which

- (a) advised that the Collections Agreement required that Culture and Sport Glasgow keep Glasgow City Council informed of progress of the performance by Culture and Sport Glasgow of its obligation; and
- (b) detailed a summary of information relating to the Collections Agreement for the period from 1 April 2014 to 31 March 2015.

After consideration the Board

- (i) noted the performance information relating to the Collections Agreement; and
- (ii) agreed that the report be referred to Glasgow City Council for their information.

(2) Equalities Review update noted and agreed.

There was submitted to the Board a report which updated them on progress with regard to the equalities review, and to present them with the updated Equality and Diversity Action Plan.

After consideration the Board:

- (i) noted the progress made in developing the Equality and Diversity Action Plan; and
- (ii) agreed to approve the finalised version of the Action Plan.

14. Date of Next Meeting.

There being no further business the Chair drew the meeting to a close and advised the Board that the next meeting would take place on Tuesday 19 January 2016.