

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 at Scotstoun
Stadium, Glasgow on 3 November
2010 at 10.30am.

Present: Councillor George Redmond (Chair)
Councillor Stephen Curran
Sir Angus Grossart (by Telephone)
Councillor Allison Hunter
Bailie Jean McFadden
Lord MacFarlane of Bearsden
Dr Bridget McConnell (Chief Executive)
Councillor Anne McTaggart
The Rt Hon George Reid

Attending: Martin Booth, Director of Finance, Susan Deighan, Director of
Corporate Services and Community Planning, Ian Hooper,
Director of Sport and Special Projects, Jill Miller, Director of
Cultural Services, Mark O'Neill, Director of Policy and
Research, James Doherty, Media Manager and Allan Drysdale,
Liaison Officer, all Culture and Sport Glasgow, and Stephen
Phillips, Burness.

Apologies: Mr Mel Young and Bailie Allan Stewart

1. Appointment of Chair approved

In terms of Article 62 of the Company's Articles of Association it was noted that Councillor George Redmond had vacated office as Chair of the company at the conclusion of the company's AGM on 2 September 2010.

Lord Macfarlane, seconded by Councillor Anne McTaggart, moved that the Board re-appoint Councillor George Redmond as Chair of the Board. The Board unanimously agreed.

2. Appointment of Directors and minute of meeting of Nominations Committee noted

The Board were advised that Glasgow City Council, at its meeting on 9 September 2010, agreed to the reappointment of Sir Angus Grossart and Lord

Macfarlane of Bearsden, as Independent Directors of the Company for a period of 3 years in line with paragraph 48(1) and 53 of the Company's Articles of Association.

The Board noted the re-appointments, and the minute of the Nominations Committee held on 2 September 2010.

3. Appointment of Membership and Chair of Audit Committee approved

In terms of Article 62 of the Company's Articles of Association it was noted that Sir Angus Grossart had vacated office as Chair of the Audit Committee at the conclusion of the company's AGM on 2 September 2010.

The Rt Hon George Reid, seconded by Councillor Ann McTaggart, moved that the Board re-appoint Sir Angus Grossart as Chair of the Audit Committee. The Board unanimously agreed.

The Board having approved a proposal to increase the membership of the Audit Committee to 4, agreed that Councillor George Redmond become a member of the Committee. It was noted that the quorum would remain at 3.

4. Welcome, notice, apologies and quorum

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.

The Chair introduced Allan Drysdale to the meeting who would be acting as Secretariat to the Board in his role as Liaison Officer. The Chair also expressed thanks on behalf of the Board to Anne Gilmour for her work previously in this position.

Apologies were submitted by Bailie Allan Stewart and Mel Young.

5. Delhi Flag Handover Presentation noted

The Chief Executive introduced a video of the Delhi Flag Handover Presentation along with two Modern Apprentices, Chris McGinty and Scott Richardson, who had both been given the opportunity to take part in the event as part of their Modern Apprenticeships.

Chris and Scott informed the meeting of their experiences as part of the team and positive impact which this had already had on them.

The meeting was advised that:-

- (a) the Delhi Flag Handover had provided a great opportunity for those involved;
- (b) the experience would help inform the development of a model for leaving a legacy following the 2014 Games; and
- (c) the City would be hosting an event on 4th December at the Fruitmarket not only as a thank you to the cast and those involved in the

Delhi Flag Handover, but to share experiences, how to keep in touch, and agree next steps.

The Board noted the presentation on the Delhi Flag Handover and congratulated and thanked Chris and Scott for their contribution to making the event such a success.

6. Minute of previous meeting approved

The minute of the previous meeting of 2 September 2010 was submitted and approved.

7. Matters arising

With reference to the minute of 2 September 2010 and those paragraphs:-

- 8 (1) The Board noted that the Delhi Flag Handover had previously been covered at Item 5 on this agenda.
- 8 (3) The Board noted that the update on Budget Strategy was covered under Service Reform and Efficiency in the Chief Executive's report at Item 8.
- 11 The Board noted that the Quarterly Performance report at Item 10(4) covered the issue of counting at Kelvingrove and the steps taken to rectify any discrepancies.
- 12 The Board noted that with regard to Voluntary Income and Fundraising, and the setting up of Fundraising Advisory Group to be chaired by either a Board Director or Supporter, that this proposal was still being discussed and would be reported back to the Board at a future meeting.
- 13 The Board noted that the Collections report has been forwarded to Glasgow City Council for information.
- 14 The Board noted that report on Disposal of Items from Glasgow Museums Collection has been referred to Glasgow City Council's Executive Committee for approval.
- 15 The Board noted that the Mitchell Library Withdrawal Policy has been referred to Glasgow City Council for final approval.

8. Reports and Updates by the Chief Executive

There was submitted a report by the Chief Executive advising the Board on a number of issues during which she advised:-

- (1) With regard to the Glasgow Boys exhibition
 - (a) of the tremendous success of the exhibition at Kelvingrove and its subsequent move to the Royal Academy in London, where it has been met with very positive reviews; and

- (b) that the success of the exhibition would not have happened without the contribution made by Lord Macfarlane.

Lord Macfarlane then advised the Board that

- (i) final visitor figures for the exhibition at the Kelvingrove was 123,298 and he was delighted that this had surpassed the figure of 103,000 visitors who had attended the Van Gogh exhibition which was held at Kelvingrove in 1948;
- (ii) initial visitor figures from the Royal Academy had so far been excellent with around 1,000 visitors per day in the first few days of opening;
- (iii) that the scale of the exhibition in London was somewhat smaller than that at Kelvingrove with 85 paintings on display at the Royal Academy compared to 140 at Kelvingrove;
- (iv) there was an opportunity to develop a beneficial relationship with the Royal Academy and the potential to show Royal Academy exhibitions in Glasgow; and
- (v) they should ensure that Glasgow Life and Kelvingrove receive recognition for the success of the Glasgow Boys exhibition.

Councillor Redmond on behalf of the Board thanked Lord Macfarlane for his contribution to the success of the Glasgow Boys exhibition and for his role in the transfer of the exhibition to the Royal Academy in London.

Thereafter the Board noted the update provided on the Glasgow Boys exhibition, and that press articles in relation to the opening of the exhibition at the Royal Academy in London would be circulated to the Board for information.

(2) With regard to HR Issues

- (a) that Glasgow Life's Management Team had spent considerable time since the last Board meeting in problem solving sessions with ACAS and negotiations with Trade Unions around the key issues at the centre of the dispute; and
- (b) on the offer which had been made to Trade Unions and invited the Board to give their approval to make a final offer as described at the meeting.

After consideration the Board

- (i) noted the update provided
- (ii) agreed to authorise the Chief Executive to make a final offer to the Trade Unions as described at the meeting.

(3) With regard to Security Update

the Board were advised that with regard to the Security Incident at Kelvingrove that, contrary to a report which had appeared in the Glasgow Herald, no-one had managed to break into Kelvingrove, and no artefacts had been at risk at any time.

The Board noted the update.

(4) With regard to Feedback from Board Strategy Discussions

on outcomes from the recent discussions around the future strategic direction of the organisation.

The Board noted and agreed the notes reflected the discussions held in relation to the future strategic direction of the organisation.

(5) With regard to CIC Board Update

that with regard to an indemnity for the CIC Board, such cover already existed within the Company's Director and Officer Liability Insurance.

The Board noted the update on the CIC Board.

(6) With regard to Service Reform and Efficiency Proposals 2011/13

of proposals for meeting the financial challenges anticipated over the next 2 financial years as detailed in the report issued and in particular

- (a) the financial planning process and the task of not just simply meeting financial pressures through a combination of reducing costs and increasing income, but providing improved services to local people and maintaining Glasgow's international reputation for excellence in culture, sport and events;
- (b) the need to develop strategies around commercialisation particularly in sports and events, reduction in staffing and ongoing efficiencies;
- (c) specific recommendations around pricing, product development, revenue protection, improved retail sales and management and financial reporting;
- (d) the need to establish an organisational structure that is both fit for purpose, effective and delivers a reduction in costs.

After consideration the Board

- (i) agreed to approve the proposals detailed in the report to deliver the anticipated service fee reduction from Glasgow City Council; and
- (ii) noted that the Chief Executive would bring forward more detailed information in respect of the above to the Board meeting in December.

(7) With regard to Sports Personality of the Year Awards

that the format for this event, which was to be held on 25 February 2011, would be altered, reducing the cost of holding the event, and making it more informal.

The Board noted the update.

(8) With regard to the Commonwealth Games 2014 that

- (a) discussions were taking place with the Organising Company to consider effective working and keeping costs down in the current economic climate;
- (b) encouraging volunteering would be key to the success of the Commonwealth Games, and discussions were required to look at how best this could be achieved;
- (c) Glasgow Life's role in the organisation of the Commonwealth Games was currently one of project management of the Council's Capital Programme and supporting delivery in terms of venue management and staff;
- (d) Glasgow Life would also be responsible for the delivery of the cultural programme along with playing a vital role in terms of sports development and legacy; and
- (e) the funding for the above would not come from Glasgow Life's normal operating budget, and would be covered from income received contractually for undertaking these roles.

9. Reports by Director of Finance

(1) Financial Results to 3rd October 2010 noted

There was submitted a report by the Director of Finance informing the Board of the Company's financial performance to 1st October 2010 advising that

- (a) the overall position for this period was a positive variance of £941k;
- (b) the principal reasons for this being the net surplus from the CIC of £289k, mainly due to retail performance at Kelvingrove, and an underspend on employee costs of £1,023k;
- (c) the continued challenges around the profiling of budgets in the current year, would be addressed as part of the 2011/12 budgets process; and
- (d) a full report on the financial performance of the Glasgow Boys exhibition would be presented to the next Board meeting in December.

The Board noted the financial position for period 7.

(2) Business Continuity approved – Instruction to Director of Finance

There was submitted a report by the Director of Finance presenting to the Board the Business Continuity Plan for their approval.

After consideration the Board:

- (a) approved the Business Continuity Plan; and
- (b) instructed the Director of Finance to report back on the ongoing development of the plan as a result of testing and review

(3) Addition of Signatories approved

There was submitted a report by the Director of Finance seeking the Board's approval to grant authority to add Stephen Wilson (Financial Controller) to the existing list of signatories authorised to give the Royal Bank of Scotland instructions in accordance with the mandate already held by them covering, in particular but without limitation, operations on the company accounts.

The Board agreed to approve the addition of Stephen Wilson (Financial Controller) as an authorised signatory.

(4) New Bank Accounts approved

There was submitted a report by the Director of Finance seeking the Board's approval to open three new bank accounts (Euros, US Dollars, Canadian Dollars) with the Royal Bank of Scotland.

The meeting was advised that the new accounts would be used to facilitate payments relating to the Celtic Connections festival, whilst also enabling us to minimise our exposure to currency rate fluctuations.

After consideration the Board

- (a) approved the authorisation of the operation of the new bank accounts with the Royal Bank of Scotland
- (b) noted that these would be subject to the same policies and procedures that apply in respect of all other bank accounts held by the company.

10. 2011/2012 Pricing Strategy review approved

There was submitted a report by the Director of Policy and Research highlighting the recommendations of the 2011/12 Pricing Strategy Review.

After consideration the Board approved

- (a) the recommendations from the Glasgow Life Cultural Pricing Review, and noted that a further report on the review of sports charges would be presented to the Board in December; and
- (b) the recommendation for Glasgow Club membership fees as detailed in the report.

11. Reports by Director of Corporate Services and Community Planning

(1) Board Appraisal approved

There was submitted a report by the Director of Corporate Services and Community Planning which invited the Board to consider the introduction of a Board Appraisal to review the performance and effectiveness of the Board and that of its individual Directors.

During consideration of the report the importance of good governance was stressed as being a key aspect of any appraisal process.

After consideration the Board agreed

- (a) to approve the proposal in section 2 of the report with option (c) in section 2.2 and to delegate authority to the Chief Executive and her Directors to appoint an external facilitator to assist in the overall appraisal process; and
- (b) to recommend that the Board of Culture and Sport Glasgow (Trading) CIC, undertakes a similar appraisal to review the performance and effectiveness of that Board and of its individual Directors.

(2) Review of Transitional Services Agreement noted

There was submitted a report by the Director of Corporate Services and Community Planning advising

- (a) of the intention to review the services provided to Glasgow Life by Glasgow City Council;
- (b) of the need to be able to demonstrate best value for the services provided by Glasgow City Council; and
- (c) of the key services being reviewed namely, grounds maintenance, cleaning services, catering, and repairs and maintenance.

The Board noted that the review of services provided by Glasgow City Council to Glasgow Life was currently underway and that a further update on progress would be provided to the Board at their December meeting.

(3) Scheme of Delegated Functions approved

There was submitted a report by the Director of Corporate Services and Community Planning which sought authorisation from the Board for the Head of Events and Commercial Development to approve contracts relating to Celtic Connections at Glasgow's Concert Halls.

After consideration the Board approved the authorisation of the Head of Events and Commercial Development to approve contracts relating to Celtic Connections at Glasgow's Concert Halls.

(4) Quarterly Performance Report noted

There was submitted a report by the Director of Corporate Services and Community Planning updating the Board on the Company's Non-Financial Performance and Staffing Levels for the period April to September 2010:-

- (a) advising of performance on or exceeding target in relation to 3 performance indicators and below target in 3 indicators;
- (b) detailing discussions in relation to the counting of visitors at Kelvingrove and actions being taken; and
- (b) summarising full time staffing levels and the Company's sickness absence.

The Board noted the summary of performance from April to September 2010 and the details provided on the Company's staffing levels and sickness absence.

(5) Collections Report noted and approved

There was submitted a report by the Director of Corporate Services and Community Planning which provided the Board with performance information relating to the Collections Agreement.

After consideration the Board:

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

12. Reports by Director of Cultural Services

(1) Work Placements, Work Experience, Modern Apprenticeships, and Volunteers noted

There was submitted a report by the Director of Cultural Services outlining the scope of placements, work experience, and volunteering opportunities provided by Glasgow Life.

The Board noted

- (a) the range of placements, work experience, and volunteering opportunities within Glasgow Life and that a review was currently taking place to develop a strategy that would ensure the best use of resources in achieving the full benefits to individuals, the Company and the economy of Glasgow; and
- (b) that a further report would come back to a future meeting of the Board updating them on the review and the development of the strategy.

(2) Grant Update noted

There was submitted a report by the Director of Cultural Services advising on Glasgow City Council's Grant Funding process and the potential implications of reduced funding in relation to former Fairer Scotland Funding for Glasgow Life projects.

The Board noted the information regarding Glasgow City Council's Grant Funding process for 2011/12 and the potential implications for Glasgow Life.

13. Capital Projects Update noted

There was submitted a report by the Director of Sport and Special Projects regarding an update on projects included in the Capital Programme.

After consideration the Board noted

- (a) the progress of projects included in the Capital Programme; and
- (b) that the Director of Sport and Special Projects would provide an up to date figure on spend in relation to the Riverside Museum at the next meeting of the Board.

14. Meeting dates for 2011 approved

There was submitted a report by the Director of Corporate Services and Community Planning proposing a schedule of meeting dates for 2011.

After consideration and the Board having noted that Mel Young had indicated that he was unavailable to attend on the dates proposed for the October and December meetings of the Board.

- (a) approved the undernoted dates for 2011, with meetings starting at 10.30am
 - Wednesday 9 February
 - Wednesday 30 March
 - Wednesday 22 June
 - Wednesday 7 September;
- (b) agreed that alternative dates should be proposed for the Board meetings in October and December to allow all Board members to attend; and

- (c) noted the suggestion that one of the Board meetings should be held at the new Riverside Museum.

15. **AOB**

Councillor Stephen Curran advised the meeting that he would be speaking at an event being organised by the National Literacy Trust on 1 December in London, in his capacity as a Director of Culture and Sport Glasgow.

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Chair