

ANGUSalive

NOTE of MEETING of the Board of Directors of ANGUSalive held at 9.30am on Thursday 12 January 2017 at the Carnoustie Library, Carnoustie

**Present:**

<b>Name</b>	<b>Title</b>	<b>Initial</b>
Councillor Jeanette Gaul	Council Director (Chairperson)	JG
Councillor Bill Duff	Council Director	BD
Councillor Colin Brown	Council Director	CB
Councillor Paul Valentine	Council Director	PV
Kenneth Fraser	Independent Director (Vice Chairperson)	KF
Sandra Ross	Independent Director	SR
Kirsty Hunter	Chief Executive	KH
Colin Knight	Senior Manager Sport and Leisure	CK
Iain Stevens	Senior Manager Business Management and Development	IS
Fiona Dakers	Senior Manager Libraries Customer and Culture	FD
Kevin Lumsden	Angus Council Finance Manager	KL
Lesley Hadden	Executive Management Team Personal Assistant	LH
Stewart Ball	Angus Council Client Representative	SB
Ian Lorimer	Head of Corporate Improvement & Finance	IL
Lisa Dallas	Service Manager (Legal Services)	LD
<b>Apologies:</b>		
Ken McKay	Independent Director	KM
Hannah Whaley	Independent Director	HW
David Moore	Independent Director	DM
Sheona Hunter	Company Secretary	SH

Councillor Jeanette Gaul in the Chair.

**ACTION NOTE/PLAN**

Item No	Note
1.	<p><b>Welcome &amp; Apologies</b></p> <p>JG welcomed everyone to the meeting.</p> <p>Apologies were received from Ken McKay, Hannah Whaley, David Moore and Sheona Hunter,</p>
2.	<p><b>Declarations of Interest</b></p> <p>Directors were asked to consider whether they had any declarations of interest in relation to any item on the agenda for the meeting.</p> <p>A non-financial declaration of interest was made by Cllr Jeanette Gaul for Report 05_17 and Exempt Report 13_17.</p>
3.	<p><b>Minutes of Meeting on Wednesday 09 November 2016</b></p> <p>The Directors approved the minutes of the above meeting.</p> <p>Proposed as an accurate reflection of the meeting by KF and seconded by SR.</p>
4.	<p><b>Matters arising from Minute of Meeting on Wednesday 09 November 2016</b></p> <p><b>Sport Aberdeen</b> KH advised despite communication with Sport Aberdeen revised dates have not been provided.</p> <p><b>Annual Report</b> KH advised the Annual Report went live on the ANGUSalive website on 11 January 2017. Hard copies of the Annual Report were circulated to Board Members. Two copies of the Annual Report will be distributed to all ANGUSalive facilities for employee and customer reference.</p>

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	<p><b>Argyll and Bute Visit</b> KH advised dates for the proposed visit from Argyll and Bute have not been provided by their contact.</p> <p><b>Sport Scotland Strategy</b> CK provided a verbal update on progress and confirmed a scoping meeting is scheduled for 03 February 2017 with Sport Scotland and key partners.</p> <p><b>Exempt Reports</b> KH provided positive feedback on subsequent developments from Exempt Report 63_16.</p>
5.	<p><b>Chief Executive Update</b></p> <p>KH advised a Chief Executive Update would be a new standing item on the agenda to provide a verbal overview covering a number of matters occurring since the previous Board Meeting but not requiring a Board Report.</p> <p><b>Sporta Update</b> At the November meeting a representative from the Accounts Commission attended to explain their role is to provide assurance on Council performance in the delivery of services for the public. The Accounts Commission advised they therefore they have a responsibility to assure Councils' relationships with Trusts but they do not review performance of Trusts directly given their ALEO status.</p> <p>A subsequent special meeting has been arranged for a Scottish Government representatives to provide Trusts with an overview of Community Asset Transfer policy and the implications to our sector.</p> <p><b>Glasgow Life Visit</b> KH and IS visited Glasgow Life which has been operating for 10 years. KH advised it was a very interesting session on key systems they have in place. A subsequent visit is to be arranged with wider representation from ANGUSalive to cover specific areas of interest as an opportunity for knowledge transfer.</p> <p><b>Brechin Community Campus Official Opening</b> Thanks to those Board Members who were able to attend this very positive event. It was noted for the Forfar Community Campus, ANGUSalive needs to be represented at all stages in the proceedings as it is a joint facility.</p>

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	<p><b>Forfar Community Campus</b></p> <p>KH advised on progress of Forfar Community Campus opening and highlighted it would be covered in Report 05_17.</p> <p><b>Unions</b></p> <p>A very positive ANGUSalive Consultative and Safety Meeting was held on 08 December 2017. Topics for discussion included the consultation with employees on weekend working arrangement and budgetary challenges.</p>
<p><b>6.</b></p>	<p><b>Annual General Meeting</b> KF proposed JG remains Chairperson until the Board meeting on 27 April 2017 and requested transition arrangement were developed to ensure continuity and smooth transfer on that date.</p> <p>Discussion followed with regard to an Annual General Meeting and appointment of office bearers on the Board of Directors.</p> <p>LD outlined that in terms of the Company's Articles of Association there is no requirement for an annual general meeting of the Board of Trustees where office bearers are appointed. The articles require that the trustees will endeavour to appoint an independent trustee as chairperson and that the trustees can remove the chairperson at any time. This can be done at any board meeting of the trustees. It was agreed that a report would be presented to Angus Council on an annual basis however there was no requirement to hold an Annual General Meeting or any general meeting of the member of the Company (Angus Council) in terms of Company Law</p> <p>Unanimous agreement was reached the chairperson and vice chairperson will change on 27 April 2017. A report will be provided to Angus Council as the sole member of the Company in March to provide a performance and financial update.</p>
<p><b>7.</b></p>	<p><b>01_17_ Angus Alive 2017/18 Revenue Budget – Draft Budget Package</b></p> <p>IL presented Report 01_17</p> <p>IL informed the Board the draft package forms a basis for consideration and had been presented to Angus Council's elected members on Wednesday 11 January 2017.</p>

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	<p>IL advised officers from Angus Council and ANGUSalive had made good progress in reviewing the budget position and developing the draft budget package for 2017/18.</p> <p>IL advised the proposed draft budget package for ANGUSalive for financial year 2017/18 is considered to be fair and reasonable. The draft budget package is framed in the context of the severe financial challenges facing Angus Council, the need for ANGUSalive to build up reserves to meet OSCR expectations and in light of experience on costs and incomes in the first year of operation.</p> <p>Subject to consultation with Angus Council, the ANGUSalive Board agreed this draft a final proposed budget will be prepared for formal approval by both organisations.</p> <p>IL committed the final version of the paper to Angus Council elected members outlining the proposed package will also be shared with all ANGUSalive Directors prior to the Council setting its budget on 16 February 2017.</p> <p>IL advised discussion is required with OSCR to determine what a reasonable level of reserve would be given the structure of the company. IL will engage with OSCR and involve LD for additional support if required.</p>
8.	<p><b>02_17 Finance Update</b></p> <p>KL presented Report 02_17.</p> <p>KL advised Angus Council are continuing to face problems with the new Merchant ID to ensure card payment income is processed directly to the ANGUSalive bank accounts. He stressed the issues relating to the setting up of the new Merchant ID numbers were not affecting the provision of front-line ANGUSalive services.</p> <p>IL informed the Board he has escalated the Merchant Idea numbers with Capita via both their helpdesk system and normal account contacts. The Board were supportive of ANGUSalive's Chief Executive getting involved in the dialogue with Capita to progress this matter in partnership with Angus Council representatives.</p> <p>Monthly direct debit collections have continued, however revised processes in place to minimise the "no instruction" errors have proven to be successful. The Board agreed this section can be closed and removed from the Report.</p> <p>The VAT return for quarter 3 is due to be submitted 07 February and will be subject to approval by the Chief Executive prior to being submitted electronically via the HMRC on-line portal by the Finance Adviser.</p> <p>The annual accounts for both ANGUSalive and the Trading subsidiary were signed and were subsequently submitted</p>

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	<p>to Companies House. The main charity accounts were lodged on 21 November 2016, and were accepted by Companies House. The Trading subsidiary accounts were initially rejected by Companies House on a naming technicality (brackets were missing from “trading” in the company name), but were subsequently re-lodged on 07 December 2016 and have now been accepted by Companies House.</p> <p>The Board noted it is a requirement of the Office of the Scottish Charity Regulator (OSCR) registered charities should have (or be working towards) reserves equivalent to approximately 3 months of operating costs.</p> <p>The Board were advised historically a portion of surpluses from the operation of leisure facilities was set aside into a Renewal &amp; Repair (R&amp;R) Fund. Ownership of the assets are retained by Angus Council thus the ring-fenced R&amp;R Fund is also retained by Angus Council. The Board noted an underspend is projected in 2016/17 however much of this will need to be set aside towards General Reserves and R&amp;R funding. In addition approximately half of the underspend will be a one-off due to lower than anticipated costs incurred as a result of irrecoverable VAT.</p>
<p>9.</p>	<p><b>03_17 Charging and Pricing Review</b></p> <p>KH presented Report 03_17.</p> <p>The Board noted the main findings of the review of the ANGUSalive charges and pricing structure as outlined and the percentage increase for the charges have in the main been applied at a rate of an average 5%.</p> <p>The Board approved the pricing structure included and agreed all charges are effective from 01 April 2017 or at the start of any seasonal operations.</p> <p>The Board further noted a subsequent report will be submitted to the Board on 08 March 2017 containing an amended ANGUSalive Pricing Policy along with historical income trend analysis information.</p> <p>The Board agreed the review of charges for 2017/18 will be submitted to Angus Council’s Budget Setting Meeting on 16 February 2017 for noting and agreement.</p>

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10.	<p><b>04_17 Website Redevelopment</b></p> <p>IS presented report 04_17</p> <p>IS advised the procurement of a new website has been identified as a high priority for ANGUSalive to ensure it builds on the ANGUSalive brand and delivers the customer, marketing and communication service required. The Board noted work will facilitate the design, structure, navigation and content of the website however this does not include the transactional element of the website development such as online bookings, forms, payments, etc.</p> <p>The Board approved the redevelopment of ANGUSalive’s website as part of Angus Council’s new web platform provision and agreed a website specification for ANGUSalive is developed.</p> <p>The Board further noted the financial and resource implications.</p>
11.	<p><b>05_17 Food to Go Café Opportunity – Forfar Community Campus</b></p> <p>IS presented Report 05_17</p> <p>The Board noted the content of Report 05_17 and the award of the contract had been made as it falls within the authority levels of the Chief Executive under the scheme of delegation.</p>
12.	<p><b>06_17 Holiday Activities Programme</b></p> <p>CK presented Report 06_17</p> <p>The Board noted the information provided on the holiday activities and agreed the format of information for future reports.</p>
13.	<p><b>07_17_Safety Health and Wellbeing Performance</b></p> <p>The Board noted performance information contained within Report 07_17 in relation to Safety, Health and Wellbeing.</p>

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14.	<p><b>08_17_Sickness Absence Performance</b></p> <p>The Board noted performance information contained within Report 08_17 in relation to Sickness Absence.</p>
15.	<p><b>09_17_Ccompliments and Complaints</b></p> <p>The Board considered and noted the performance information contained within Report 09_17 in relation to customer complaints and compliments.</p> <p>The Board acknowledge the increase in Compliments and recognised this number may change in future when the distinction between a compliment and a comment is rolled out across the organisation.</p>
16.	<p><b>10_17 Sub Group Committee – Governance and Finance</b></p> <p>Report not presented.</p> <p>The Board unanimously agreed to review Report 10_17 out-with the Board Meeting via email.</p> <p>A deadline return date of 20 January 2017 was agreed with all Directors to be copied in responses. Directors were also asked to indicate an interest in sitting on the Finance Sub Committee.</p>
17.	<p><b>11_17 Election Duties - Changes to Arrangements for ANGUSalive</b></p> <p>KH presented Report 11_17</p> <p>KH requested approval to make immediate changes to the training and time off arrangements for employees who nominate themselves to assist with any future elections in acknowledgement of the obligations ANGUSalive must fulfil as a charitable trust.</p> <p>The Board approved the requirement for employees to take annual leave or flexitime to assist at elections if the date of the poll falls on a scheduled work day and the requirement for employees to complete paperwork to record assisting at elections as secondary employment.</p> <p>The Board furthermore approved ANGUSalive will support requests from employees to assist at elections where this can be accommodated with no direct impact to the service provided to customers and service.</p> <p>The Board noted the financial implications of the changes to the training and time off arrangements.</p>



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18.	<p><b>12_17 Macmillan Cancer Support Partnership</b></p> <p>KH presented Report 12_17.</p> <p>KH requested approval of the Board of Directors for ANGUSalive to enter a partnership agreement with Macmillan Cancer Support, to receiving grant funding from Macmillan Cancer Support over a fixed three (03) period.</p> <p>The Board approved the partnership agreement as per Scheme of Delegation and noted the financial and resource implications.</p>
19.	<p><b>Exempt Report 13_17</b></p> <p>Report 13_17 was unanimously agreed.</p>
20.	<p><b>Directors Declarations of Interest</b></p> <p>LR reiterated to the Board of their responsibility to declare any interests in advance, where they know of them, and as new interests arise, to register these as soon as possible when they become aware of a potential conflict.</p> <p>Declaration of Interest forms are to be completed and returned to LH as soon as possible to ensure the information held is current. This exercise will then be completed on a bi-annual basis.</p>
21.	<p><b>Proposed Decisions and Actions Log</b></p> <p>The Board welcomed the proposed Decision and Actions Log and agreed to use it going forward.</p>
17.	<p><b>Any other competent business</b></p> <p><b>Sport Aberdeen Visit</b> It was agreed once dates are provided they will be shared via email with Directors to confirm the most suitable date for the visit based on Director availability.</p> <p><b>Appointment disciplinary panel</b> The Board agreed the received nominations from David Moore, Kenneth Fraser and Sandra Ross to sit on the disciplinary panel.</p>

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	<p><b>Brechin Community Campus</b> KH requested the minor amendments to the Brechin Community Campus Dual Use Agreement be signed off. The Board unanimously agreed to this request.</p> <p><b>Report Schedule</b> SR respectfully requested Agenda, Minutes and Reports are issued timeously to allow scrutiny prior to the meeting. JG confirmed there was schedule however acknowledged due to a skeleton staff over the Christmas period scheduled dates were not met. JG requested a review of the schedule for 2017.</p> <p><b>Business Plan &amp; Strategy</b> KF requested a view of the Business Plan and ANGUSalive's key priorities. KH proposed this was brought to the next Leadership meeting to discuss the best way forward. The Board agreed to this proposal.</p> <p><b>The Galleries Unit Service Review</b> FD provided a verbal update on the current Galleries Review. FD advised the review is currently in the consultation phase. Unions and employees were sent documentation with proposed structure and roles. Feedback was required by 14th December 2016. Following the feedback review, the team will meet in January 2017. A report will be presented at the next Board Meeting on Wednesday 08 March 2017.</p> <p><b>ANGUSalive Sport Awards</b> CK reminded Board members about the forth coming Sport Awards event on Thursday 09 March and asked them to respond to their VIP invite to secure their VIP ticket.</p> <p><b>Carnoustie Library</b> All Board members were given the opportunity for a guided tour of the library so they have a clear understanding of what the current facility offers before the Libraries and ACCESS Integration Capital Project is undertaken.</p>

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16.	<p><b>Date of Next Meeting</b></p> <p>Wednesday 08 March 2017, 4pm</p> <p>Kirriemuir Town Hall, Reform Street, Kirriemuir</p>