

# ANGUSalive

NOTE of MEETING of the Board of Directors of ANGUSalive held at Forfar Community Campus at 10:00am on Friday 14 April 2023

<b>Name</b>		<b>Title</b>	<b>Initial</b>
<b>Present:</b>			
Kenneth	Fraser	Independent Director - Chairperson	KF
Lynne	Devine	Council Director	LD
Kenny	Braes	Council Director	KB
Alan	Rae	Independent Director	AR
Serena	Cowdy	Council Director	SC
Ronnie	Proctor	Council Director	RP
Tam	Ferry	Independent Director	TF
Kenny	Christie	Independent Director	KC
Robbie	Francis	Company Secretary	RF
Kirsty	Hunter	Chief Executive	KH
Carol	Petrie	Principal Officer Business Management and Development	CP
Colin	Knight	Senior Manager Sport and Leisure	CK
Kevin	Lumsden	Angus Council Finance Manager	KL
Vivien	Smith	Angus Council Director of Strat. Policy, Transf. & PSR	VS
Sally	Cheaney	Azets Director	SCh
Colin	Smith	Glamis Consultancy – Principal Consultant	CS
Paul	Stephen	Glamis Consultancy	PS
<b>Apologies:</b>			
Gordon	Cargill	Angus Council Governance & Change Service Leader	GC
Derek	Waugh	Independent Director - Vice	DW
Iain	Stevens	Senior Manager Business Management and Development	IS
Jessica	Curran	Angus Council Finance Team Leader	JC
Graham	Thom	Board & Executive Assistant	GT

Item No	Note
1.	<p><b>Welcome &amp; Apologies</b></p> <p>KF welcomed everyone to the meeting.</p> <p><b>Apologies:</b> Gordon Cargill (Vivien Smith in attendance), Iain Stevens, Graham Thom (Carol Petrie in attendance), Derek Waugh, Jessica Curran.</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>No declarations were made.</p>
3.	<p><b>Minutes of Full Board Meeting on Friday 17 February 2022</b></p> <p>Directors were asked to consider whether the minute of the previous Board meeting provided an accurate representation of the meeting.</p> <p>LD proposed the minute was accurate and RP seconded.</p> <p><b>Matters arising</b></p> <p><i>Café Leases</i> Café pod and outdoor café furniture received at Arbroath Signal Tower Museum.</p> <p><i>Facility Tours</i> After success of tour of Arbroath Sports Centre with local elected members, arrangements being made for tours of other sites with respective local elected members.</p> <p>TF asked for The Yard to be included. KH noted these are tours of sites with ward councillors but can organise a visit to The Yard for the Board.</p> <p><b>ACTION:</b> GT to arrange Board visit to The Yard.</p>

	<p><i>Invoices</i> Invoices from NHS Tayside; two of three from NHS paid and third on its way meaning NHS will be paid in full. Dual Use Agreement will be covered as part of Chief Executive's report.</p> <p><i>Gender Pay Gap 2022</i> ANGUSalive's Gender Pay Gap information added to government website and Gender Pay Gap published on our website.</p> <p><i>Coronation of King Charles III</i> Paper was submitted to the trade unions in relation to one additional annual leave day for the coronation. Although this was the same arrangement for the Queen's Jubilee, they advised it should be a public holiday. KH advised trade unions their views were noted and as an associated employer ANGUSalive aligned with Angus Council's approach although implementation is different.</p>
<p>4.</p>	<p><b>08_23 Finance &amp; Audit Information Report</b></p> <p>Highlighted items below from the Finance &amp; Audit Sub Committee meeting on Friday 31 March 2023. Full details of which are available for Directors in the meeting papers.</p> <p>Continuing to trade as going concern.</p> <p>Pay award uplift for 2022/23 has followed its normal format.</p> <p>bACTIVE membership is just under 7,000 (was approximately 8,000 pre COVID).</p> <p>Vacancy savings - KF acknowledged great effort by those involved. Vacancy savings is a temporary solution. Recognition that staff will be working hard and to be mindful of this. Board's appreciation was noted. KH advised of post savings from opening hours in libraries, museums, and digital training posts deleted on permanent basis.</p> <p>KB questioned whether vacancies were impacting on revenue. KH advised she didn't believe that to be the case and recruiting Outdoor Activity Instructor posts and the new Performing Arts &amp; Events Programme Manager will contribute to revenue.</p> <p>LD asked for list of lead names.</p>

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	<p><b>ACTION:</b> GT to provide ANGUSalive Board with list of ANGUSalive leadership team.</p> <p>RP asked about revenue from NHS. KH advised this is still an income stream and now reverted to usual booking process and charged at commercial rate.</p> <p>Projected capital expenditure reduced by £575k due to reprofiling of fitness suite developments due to delays and now in 2023/24.</p> <p>Outstanding debtors although increased sits within '30 days &amp; under' which is seen as a positive.</p> <p>Completed Q3 of VAT return. Irrecoverable VAT just under budget.</p> <p>Internal Audit – progress report &amp; plan for forthcoming year under development. Bringing back more info to FAS on 09 June 2023.</p> <p>External Audit Plan in draft form due to timing of meeting. To be covered at this meeting</p> <p>Agreement with Alliance Leisure to continue relationship with them with bACTIVE and support other areas of the business.</p> <p>Directors noted the content of the report.</p>
5.	<p><b>09_23 External Audit Plan</b></p> <p>SCh outlined the plan advising the key element was the main risks. The management risk is included in all reports. Going Concern is a higher risk than last year given increasing pressures and would be looking for Letter of Comfort from Angus Council. Fraud is a mandated risk and pension deficit liability included.</p> <p>SCh advised it would be the same team as last year carrying out the audit. The audit planning meeting was held on 24 March 2023 and plan to start in July for approved accounts in September. Similar timetable as last year</p> <p>The fees are listed, and audit independence is confirmed.</p> <p>The appendix includes the revised auditing standards that will be effective this year. The main areas relate to IT – risk assessment on IT controls and third-party confirmation. Additional questions will be asked.</p>

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	<p>Will review and audit CLT trading and provide accounts.</p> <p>RP asked about depreciation rate. Advised that no fixed assets so doesn't apply to ANGUSalive. Held on Angus Council balance sheet.</p> <p>KF thanked SCh noting ANGUSalive look forward to working with her team again.</p> <p>Directors noted the content of the report.</p>
<b>6.</b>	<p><b>10_23 Reserves Strategy &amp; Investment Fund Contribution 2023</b></p> <p>KL advised this report comes around this time each year. Allows decision now on how to treat any net income that comes out of the accounts for reserves. ANGUSalive maintains a reserves position which is necessary for company's and charity's practice. The detail is contained in the report. Key highlights noted below.</p> <p>Page 1 of report outlines proposals, discussion was consistent with the request from Strategic Development session.</p> <p>Only investment money total is shown on the balance sheet. The split is an internal arrangement. Section 1 table shows reserves levels at 31 March 2022.</p> <p>Unrestricted reserves are slightly higher than policy £1.6m. RF asked when policy was set/reviewed.</p> <p><b>ACTION:</b> GT to provide date of when policy was set/reviewed.</p> <p>There was further discussion on the £1.6m reserves. KB questioned whether happy with this amount or if should be reviewed. KL advised is still a good level at this stage.</p> <p><b>ACTION:</b> KH to bring a report to Board on this.</p> <p>OSCR previously spoke about three months operating. ANGUSalive Board took view that staff costs. OSCR guidance is now much vaguer with the onus put on Boards/Charity Trustees.</p> <p>Appendix 2 outlines projected position.</p>

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	<p>KH advised moving to single IT system for Collections (Axiell) and continuation of Legend was achieved in year and haven't had to access the IT funding.</p> <p><b>DECISION:</b> The Board approved the proposals as outlined in the report.</p>
<p>7.</p>	<p><b>11_23 Coaches Review Update</b></p> <p>CK outlined the key highlights from the report. All deadlines met and all Group Fitness Instructors have now signed agreements effective from 01 April 2023. Payroll and UKG all set up.</p> <p>Noted this was a massive and challenging piece of work. KF expressed thanks to ANGUSalive team and Thorntons for legal advice. He also stated this is a positive messaging in relation to workplace culture and other trusts are now asking about our approach.</p> <p>TF asked about finance and budgets. CK advised that within budget although not an exact science given variables involved. It has been modelled on previous data.</p> <p>To now progress with Supply Sports Coaches and Swim Teachers.</p> <p>Directors noted the content of the report.</p>
<p>8.</p>	<p><b>12_23 Transformation Review Update</b></p> <p>KH advised the business plan designed up following Angus Council approval and has been shared with the ANGUSalive team. It will also be shared with Board via Board Intelligence.</p> <p><b>ACTION:</b> GT to share designed version of Business Plan with Board via Board Intelligence.</p> <p>Tour of property estate with Angus Council officers. First covered Brechin and second session is Forfar.</p> <p>KH working with GC regarding buildings handing back. Advised that needs to be a 'change note' - additional requirement that now looking through. RF advised that certain things require change note.</p>
<p>9.</p>	<p><b>Monikie &amp; Crombie Country Parks Masterplan - Presentation by Glamis Consultancy</b></p> <p>KF welcomed Colin Smith &amp; Paul Stephen to the meeting and advised this is of great interest to the Board and to make a destination of choice for Angus and outwith as well as the contribution to economy of Angus.</p>

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The plan was sent to the Board in advance and CS gave an outline presentation to the Board. Points raised as noted below.

TF stated that whilst helpful to have revenue projections, the Board of Directors will need information on capital and expenditure costs to show return on investment.

LD highlighted operator 'Aires' for motor homes and asked what areas of development were easier and quicker to do to get most income. PS referenced potential income generation schemes in the report.

SC asked whether the ecological value of the sites has been considered. CS advised no ecological studies or surveys undertaken; these would need to be looked at but, in their plan, tried to look at most suitable areas.

RP questioned whether ANGUSalive would have ability to do this on own and to explore joint working with, for example, Dundee. Stated there is a lot of potential.

VS advised of some context and referenced the UK Government's levelling up funding opportunities and extra money allocated to help look at doing pieces of work.

KB asked for more information on the levelling up arrangements and the Board of Directors agreed that further discussions and knowledge of the Duprocess are required. VS advised she is working with Alison Smith, Angus Council's Director of Vibrant Communities and Sustainable Growth to look at this for Angus. AS trying to identify Project Officer to lead this for Angus Council but not been successful to date.

SC mentioned UK and Scottish grants are available although with short deadlines and different focus. If had resource, would be useful to have 'oven ready' version of plans to be prepared to apply for grants. KH advised need to look at resources to help with this and will cover under Chief Executive's update.

KF thanked Colin and Paul for their attendance and contribution. He advised the Board is very supportive and need to digest the detail and consider the mechanics of how this will work to develop the opportunities. To be an item on the agenda for the next Board Development Day.

**ACTION:** GT to add Crombie/Monikie Masterplan to the agenda for the next Board Development Day.

KB left the meeting.

10.

**Chief Executives Report***Stakeholder Newsletter*

Draft version of Jan-Mar period shared. Hope to issue by 21 April 2023. Distribution would be Board, elected members and other stakeholders. To also use this to communicate internally with teams. KH advised would welcome feedback on layout/presentation to KH.

Discussion took place on the content, layout and frequency.

**DECISION:** Board approved the newsletter.

Re items on newsletter KH highlighted:

Art UK shop – copyright resolved.

Lend & Mend at Forfar Library

(not on newsletter – therapy room at Forfar Library).

KH also highlighted Montrose Town Hall and invitations sent for event on 07 May 2023.

*Dual Use Agreement*

KH advised invoices now paid as defined in dual use agreement relating to use of ASC, MSC and WSC by the adjoining schools to the value of £305k. Director (Education & Lifelong Learning) has asked Legal Services to review the Services Agreement. There has been no engagement with ANGUSalive to date.

KF queried when is ANGUSalive involved in review as a key stakeholder. VS advised will need to be done in partnership but there is no finalised position from Angus Council at the moment to have that conversation.

RF advised needs to be consensus between two parties before legal involvement.

**ACTION:** VS to raise with GC to facilitate conversation between both parties on the dual use agreement. CK to also raise with GC at meeting on Monday 17 April 2023.

*Health & Safety Support*

08\_23 Finance & Audit Information Report refers (Item 5). Letter from client regarding withdrawal of Health & Safety support delayed as looking at provision and operator versus landlord responsibilities. More info will be shared with



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	<p>Board. KF advised Board that is a significant risk. The Board of Directors recognise there is no change notice from Angus Council to begin this process.</p> <p><b>ACTION:</b> ANGUSalive will collate a response to the letter received from Angus Council and will issue to them as soon as possible</p> <p><i>Levelling Up</i></p> <p>VS advised organisations need to put applications into Angus Council and there were issues last year due to limited timelines. Business case (Green Book standard) needs to be written up and Angus Council has resource to help produce business case/bid. Angus Council would engage consultants and Board of Directors requested consultants engage with ANGUSalive.</p> <p>Board agreed to next phase for Monikie/Crombie - taking from concept to obtaining expertise and costings in partnership with Angus Council with proposals to be worked up to use in application process.</p>
<b>11.</b>	<p><b>AOCB</b></p> <p>Board Intelligence - Password Update - reset to be forced - at Board Development Day</p>
<b>12.</b>	<p><b>Date of next meeting</b></p> <p>Full Board - Friday 23 June 2023</p>