

ANGUSalive

NOTE of MEETING of the Board of Directors of ANGUSalive held at Forfar Community Campus at 10:00 on Friday 29 September 2023.

Name	Title	Initial
Present:		
Kenneth Fraser	Independent Director - Chairperson	KF
Derek Waugh	Independent Director - Vice	DW
Lynne Devine	Council Director	LD
Campbell Archibald	Independent Director	CA
Alan Rae	Independent Director	AR
Serena Cowdy	Council Director	SC
Ronnie Proctor	Council Director	RP
Kenny Christie	Independent Director	KC
Kirsty Hunter	Chief Executive	KH
Iain Stevens	Senior Manager Business Management and Development	IS
Graham Thom	Board & Executive Assistant	GT
Kevin Lumsden	Angus Council Finance Manager	KL
Jessica Curran	Angus Council Finance Team Leader	JC
Alison Watson	Angus Council Legal & Democratic Service Leader	AW
Alison Gallacher	Angus Council Procurement & Commissioning Manager	AG
Gordon Hector	Urban Foresight	GH
Sally Cheeney	Azets External Auditor	SC
Apologies:		
Kenny Braes	Council Director	KB
Tam Ferry	Independent Director	TF
Robbie Francis	Company Secretary	RF
Colin Knight	Senior Manager Sport and Leisure	CK

Item No	Note
1.	<p>Welcome & Apologies</p> <p>KF welcomed everyone to the meeting.</p> <p>Apologies: Kenny Braes, Tam Ferry, Robbie Francis, Colin Knight</p>
2.	<p>Declarations of Interest</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>19_23 Annual Accounts</p> <p>KL highlighted the annual accounts for both the Charity and Trading companies have been scrutinised at the Finance & Audit Sub-committee meeting on Friday 15 September 2023 and noted the CLT Trading Board had met earlier today to consider the Trading Accounts as part of the governance process.</p> <p>KL noted the 2022/23 Annual Accounts Update report provided the recommendations to be considered by Directors in relation to the accounts and confirmed the recommendations relating to the Trading accounts had been approved earlier at the CLT Trading meeting. It was highlighted the charity and group accounts presented were essentially the same as those previously scrutinised by the Finance & Audit Sub-committee. The charity accounts show a small reduction in the net income since those presented to the sub-committee because of some additional adjustments that arose from the conclusion of the outstanding items and which it was agreed should be adjusted prior to concluding the audit. The consolidated group accounts therefore show a small reduction in net, reflecting the combination of the reduction in both the charity and the trading accounts.</p> <p>KL provided a high-level overview of the accounts and noted the external audit findings report confirmed them to give a true and fair view of the financial position, to have been prepared on a going concern basis, and the External Auditors' opinion is unqualified with no significant findings.</p> <p>Directors discussed the significant shift in the Actuaries' pension liability estimate which now places ANGUSalive in a surplus position.</p>

4.	<p>20_23 External Audit Report</p> <p>SC provided a high-level overview of the Audit Findings Report noting it had also been scrutinised at the Finance & Audit Sub-committee meeting held on Friday 15 September 2023. She highlighted the Audit Opinion concluded:</p> <ul style="list-style-type: none">• ANGUSalive's financial statements give a true and fair view and comply with the Companies Act 2006, the Charities Accounts (Scotland) Regulations 2006 (as amended), the Charities and Trustees Investment (Scotland) Act 2005, and all relevant accounting standards.• The financial statements of Angus CLT (Trading) Limited give a true and fair view and comply with the Companies Act 2006 and all relevant accounting standards.• No modifications are proposed to the external audit opinion which is unqualified.• There are no matters to report regarding the adoption of the going concern basis or inadequate disclosures relating to material uncertainties.• The audit work is complete and there are no matters which would require modification of the audit report. <p>SC noted external audits are carried out on a risk-based approach with main risks including management override, going concern, and pension deficit liability which are reviewed for all companies. She confirmed they had concluded there was sufficient evidence to sign off on these risks. She added the Letter of Comfort provided by Angus Council had again been an important element in allowing ANGUSalive to continue to trade legally on a going concern basis.</p> <p>SC provided a summary of the audit findings and internal controls noting full details were available in the report. Highlights included the significant growth in bACTIVE memberships indicating the positive impact of the facility refurbishment programme. With more sites being open, sale of goods has also increased significantly along with the associated costs to deliver services.</p> <p>SC highlighted it is advisable to monitor any balance owed to the charity from the trading company because OSCR may check if the charity is supporting a trading company. To avoid large end of year debts, she advised making more regular payments upfront of quarterly. She also noted while not material, errors in bank reconciliation was substantial and recommended this issue be addressed. IS confirmed action is already being taken to address this.</p> <p>KL asked the board to note;</p> <ul style="list-style-type: none">• the content of the annual accounts report,• the near-audited accounts statements were reviewed and scrutinised by Finance & Audit Subcommittee at its meeting of 15 September 2023,• the going concern assessment in section 4 of the audit findings report,• the provision of the letter of comfort from Angus Council.
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	<p>Directors were also asked to review and approve the letter of representation and to approve the accounts for signature and thereafter submission to Companies House and the Office of the Scottish Charity Regulator.</p> <p>The board provided unanimous approval of the Letter of Representation and the accounts.</p> <p>SC left the meeting.</p>
5.	<p>Appointment of Director</p> <p>KF noted AR would now be standing down as a director and will be replaced by CA effective 29 September 2023. Director thanked AR for his considerable efforts and contribution throughout his term as an ANGUSalive Director.</p>
6.	<p>Minutes of Full Board Meeting on Friday 23 June 2022</p> <p>KF noted thanks to KL and Team for all their efforts and the challenges faced.</p> <p>Directors were asked to consider whether the minute of the previous Board meeting provided an accurate representation of the meeting. LD proposed the minute was accurate and RP seconded.</p> <p>Matters arising</p> <p><i>Dual Use agreement</i></p> <p>IS noted Q1 invoice has been raised but not yet paid and Q2 is due to be raised on Mon 2nd October. The legal agreements are being worked on in the background. AG noted legal are prioritising this but no update yet. KH noted with the changeover in Client representation, the review with legal, and the number of people involved from the council side we have concern ANGUSalive, as an equal partner, has not been involved in the conversations and highlighted ANGUSalive need to be involved in these proceedings as soon as possible.</p> <p><i>Collections inventory progress</i></p> <p>IS noted progress in this area has been good although it is not yet concluded. KF asked for a timeframe until completion.</p> <p>ACTION: IS to provide estimate of collections process to completion timescale.</p> <p>KH confirmed a paper will be brought to board to provide overview from where the council collection sat when it transferred over to ANGUSalive, secured external funding for resourcing the project, and introduction of the new axial collections system which will unify digital records for museums, galleries, and archives.</p>

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	<p><i>Health & Safety</i></p> <p>KF asked if we are satisfied with the new arrangements. IS noted the current systems are still in place and will remain until we get new arrangements. Different options are being considered and we are speaking to other organisations such as Tayside Contracts, Leisure & Culture Dundee, and Fife Cultural Trust about their arrangements.</p> <p>ACTION: Once these arrangements are in place, we will request internal audit to check their robustness.</p> <p>AW confirmed from the Client's perspective the council are looking at options but will continue to support until ANGUSalive find an alternative. There was discussion about the financial impact on ANGUSalive having to fund these services. DW asked if these costs could be included in the breakdown of the costs of shared services provided by the client.</p>
7.	<p>Urban Foresights</p> <p>GH joined the meeting.</p> <p>GH provided a detailed overview of the Levelling Up Fund bid project for the reinvigoration of Monikie and Crombie Country Parks. Highlights included information on the fund and what the bid entails, the process to date, the agreed vision, stakeholder engagement, and next steps of the project.</p> <p>KF thanked GH for the efforts of Urban Foresights and welcomed any future updates as they become available.</p> <p>Directors discussed some of the options available noting the importance of maintaining local priorities throughout the bid process.</p> <p>GH left the meeting.</p>
8.	<p>Executive Team Update</p> <p><i>Change notices update.</i></p> <p>IS confirmed change notices have been approved for Arbroath ACCESS Office and Monifieth Library with further notices submitted, but not yet approved, for Montrose Basin, Brechin Town House Museum, Gateway to the Glens Museum, Arbroath Community Centre, Inglis Memorial Hall.</p> <p>Gateway to the Glens Museum, Brechin Town House Museum & Inglis Memorial Hall are due to be returned on 31</p>

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October 2023, Arbroath Community Centre was due to be returned as soon as possible after 31 March 2023, and staffing arrangements have been made to facilitate these dates. This will be followed up in January and an update will be provided to Board following feasibility studies for community groups to take on facilities.

ACTION: IS to add update to Board at Strategic Development Session on 27 October 2023.

Annual Plan

IS provided an overview of progress on the current annual plan. He noted an update was given at the Strategic Development Session held on 28 July 2023 and of the 16 actions, 6 are complete with the other 10 in progress (5 of them relating to the aforementioned change notices). In addition, work is in progress on the new plan within the senior leadership team and an update will be provided at the next Strategic Development Session.

Storm Damage at Country Parks

IS confirmed the main paths at Monikie and Crombie Country Parks are both now clear of fallen trees following the storm damage in late 2021.

Gym Refurbishments

IS highlighted the gym refurbishments are now complete with refurbished fitness suite open at six of the seven sites. Facility usage figures are showing an 84% increase from the same time period last year and membership has now passed 9000 including Learn to Swim.

Museums & Galleries

IS noted ANGUSalive have received a quote for £50k from Studio Arc for taking the Montrose Museum Re-Imagined project to the next phase of Interpretation Scheme Development i.e. project ready proposal. Conversation with funding partners will commence shortly and Board will be updated in due course for guidance on next steps.

An exhibition of Adam Christie's work launched in Montrose Museum on 15 September 2023 and was well attended.

Signal Tower Single Space & Garden Project - £143,540 approved from the UK Prosperity Fund. We're discussing a £320k funding package with Tay Adventures which will leave a gap of approx. £175k for the total project although we've also asked Tay Adventures to increase their offer due to our previous contributions to work at the Signal Tower venue which we hope will be taken into account thus reducing the funding gap. Again when we know more we'll come back to board with more information or potentially a proposal to fund the gap from our investment fund.

Consolidation of Scottish Local Government Living Wage Update.

IS confirmed Angus Council have now received confirmation from Unison, Unite and GMB regarding the proposals

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	<p>for consolidating the living wage into our pay and grading structure. All three Unions have accepted and agreed the proposals, and on that basis, we will move forward with an implementation target to meet the October payroll.</p> <p><i>Angus Nature Prescribing Calendar</i></p> <p>IS highlighted Angus Nature Prescribing Calendar was launched at Forfar Loch Country Park on Wednesday 20 September. ANGUSalive is a key partner in this with Public Health Scotland and other partners.</p> <p><i>National Theatre Live</i></p> <p>IS noted National Theatre Live launched on Friday 01 September 2023 at Webster Memorial Theatre with Fleabag. He thanked the Directors who represented the board and noted further performances planned across 2023-24.</p> <p><i>Volunteering & Recruitment</i></p> <p>A Meet and Greet event for volunteering & recruitment was delivered at Forfar Community Campus on Wednesday 27 September 2023. There were 17 attendees across 2 sessions. Outcomes are still to be fully recognised but it was a positive event to try and address recruitment challenges.</p> <p><i>Montrose Basin Wildfowling</i></p> <p>IS noted the Montrose Basin agreement is now signed between ANGUSalive and Scottish Wildlife Trust for the 2023-24 wildfowling season. He added thanks to Angus Council Legal colleagues for their support. Further discussion is needed on the wider legal agreements for Montrose Basin which Cllr Bill Duff is taking forward.</p>
<p>9.</p>	<p>18_23 Finance & Audit Information Report</p> <p>The note of the meeting held on Friday 15 September 2023 was approved as accurate by DW and seconded by RP.</p> <p>DW provided an overview of the information report noting full papers are available for Directors on Board Intelligence.</p> <p>There was discussion around the current ER/VR position, and it is anticipated there will be the same 50:50 approach with Angus Council as last time should there be a requirement during the Organisational Review process. KH highlighted she had spoken to Angus Council's Director of Finance and both parties are comfortable in principle the same arrangement would be used and Angus Council have made provisions in their budget for these costs. It was highlighted this is a last option and following the digital training services review and changes to Theatre &</p>

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	<p>Venue sites the effort made to redeploy employees resulted in only one person on ER/VR.</p> <p>DW noted the internal audit report tabled at the meeting had highlighted some issues round business, but it has been confirmed work is underway to address this issue.</p> <p>The board noted the content of the report.</p>
10.	<p>21_23 Risk Register Update</p> <p>IS provided a summary of the risk register as at 27 July 2023 noting the full paper is available in the pack for scrutiny. Of the 11 open risks, two are down from the previous report but eight remain in the red.</p> <p>Board noted the risks and confirmed they are comfortable at this level.</p>
11.	<p>22_23 Theatre & Venues Update</p> <p>IS noted this report was brought following discussion at the previous Strategic Development Session. He provided a summary of the report, highlighting all venues have now reopened and the recently recruited Performing Arts & Events Programme Manager is booking content to add in these spaces. We are also increasing the split with the promoters which will increase the value to ANGUSalive from these shows. Average spend has also increased per visit.</p> <p>DW asked about generating a road map to making a profit within the theatre and asked to have this prioritised.</p> <p>ACTION: IS and CK to map this out with KL and JC and bring to board at the appropriate time.</p> <p>The board noted the content of the report.</p> <p>LD left the meeting.</p>
12.	<p>23_23 Projects Update Report</p> <p>IS provided an overview of the major projects covered in the report noting of the 15 projects, four are now closed and two are on hold.</p> <p>He noted there had been a slight overspend of £5k (approx. 0.6%) on the fitness suite refurbishments and the</p>

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	<p>Monikie project is on hold as part of the wider masterplan works.</p> <p>Monifieth community hub and library project has broken ground and is mapped out over 44-weeks. Updates will be provided on this as work progresses.</p> <p>IS reminded the Board the proposed purchase of the vacant plot adjacent to Webster Memorial Theatre had fallen through after the seller withdrew their acceptance of the offer made by ANGUSalive. No subsequent sale has been announced and we will continue to monitor the situation.</p> <p>The board noted the content of the report.</p>
13.	<p>Draft Board Schedule</p> <p>Directors acknowledged and approved the draft meeting schedule for 2024. KF confirmed subsequent changes could be made if required.</p>
14.	<p>AOCB</p> <p>There was no other business discussed.</p>
15.	<p>Date of next meeting</p> <p>Friday 15 December 2023</p>