

Minute of a Meeting of Shetland Arts Development Agency Board of Trustees, held at 10.00am on Saturday 9th June 2012 at Shetland Arts' Toll Clock Offices, Lerwick.

Present:

Danus Skene (DS), Vice Chair/Trustee, Shetland Arts (Chair)
 John Dally (JDal), Trustee, Shetland Arts (from 10.15am)
 Robina Barton (RB), Trustee, Shetland Arts
 Leslie Lowes, (LL), Trustee, Shetland Arts
 John Goodlad (JG), Trustee, Shetland Arts
 Irvine Tait (IT) Trustee, Shetland Arts (from 10.20am)

In Attendance:

Gwilym Gibbons (GG), Director, Shetland Arts
 Kathy Hubbard, Head of Development, Shetland Arts (until 10.30am)
 Louise Morris, Administration Assistant Shetland Arts (minutes)

Apologies:

Jim Johnston (JJohn), Trustee/Chair, Shetland Arts
 James Sinclair (JS), Trustee, Shetland Arts
 Mark Burgess (MB), Trustee, Shetland Arts
 Silke Reeploeg (SR), Trustee, Shetland Arts

Item	Topic	Action
	The Director noted that until Mr Tait and Mr Dally arrived the meeting would not be quorate. The Chair agreed to take item 4b first as no decisions were required for that item and Mrs Hubbard had to leave for another appointment.	
4b	Hansel of Film and Roofless Update	
	<p>Kathy Hubbard updated Trustees on the Hansel of Film and Roofless projects.</p> <p>Hansel of Film 2012 Mrs Hubbard reported that Hansel of Film launches on Sunday 10th June at the Garrison Theatre. There have been 300 videos submissions to the Hansel of Film website. A free viewing of a selection of Shetland entries will be shown at the Garrison Theatre on Sunday 10th June, which Trustees are invited to attend.</p> <p>Mrs Hubbard gave an outline of all the UK venues where screenings will take place and the 'runners' who are in charge of taking the correct selection of films to the different venues. Details of all the venues, runners and films can be found at www.hansel2012.org. Mr Goodlad requested the website link be emailed to him. Mr Goodlad and Mr Dally submitted their apologies for the launch event.</p> <p>The project is being entirely funded by LOCOG and Creative Scotland. The project budget is £162,000. Shetland Arts will</p>	KH

	<p>earn £10,000 as a project management fee for Mrs Hubbard's time. Funding also covers administrative support.</p> <p>Mr Lowes congratulated Mrs Hubbard on the tremendous amount of work she has done on this project.</p> <p>Roofless Shetland Arts have partnered with UZ Arts, an outdoor events organisation based in Glasgow, on an ambitious street art project to create a giant interactive mechanical bird made from old Land Rovers. Mareel will be one of five Scottish venues the bird will visit. Shetland Arts have put in £5000 to the project, but will make that back through commission.</p> <p>Arts Development Mr Goodlad enquired when another set of dates for Trustee Arts Development meetings would be made available. Mrs Hubbard said that it would be October before she could hold another meeting, due to Hansel of Film and annual leave. Mr Goodlad noted that he was happy that a meeting couldn't happen before then, but stressed that Trustees signed up because they had an interest in the Arts and welcome the opportunity to provide input into the arts development process.</p> <p>Advertising of Films Mr Dally suggested that QR codes be added to the film adverts in the Shetland Times, which would link to film trailers. Mr Gibbons said that the cost of advertising space is quite high but QR codes will be added to advertising screens. Mrs Hubbard noted that film trailers will run within Mareel.</p>	
1	Welcome, Apologies & Declaration of Interest	
1.1	In Mr Johnston's absence, the meeting was chaired by Mr Skene. The Chair welcomed everyone to the meeting. Apologies were received from Mr Johnston, Mr Sinclair, Mr Burgess and Ms Reeploeg.	
1.2	Mr Dally joined the meeting at 10.15am, and Mr Irvine joined at 10.20am, providing the necessary quorum to go ahead.	
1.3	Mr Lowes submitted a printed Declaration of Interest sheet for the register.	
2	Minutes of last meeting	
2a	<p>Approval of Board Minute 19.04.12 for accuracy Ms Barton noted that the wording of item 3a didn't make sense. The following wording was proposed and agreed:</p> <p><i>Based on the year-to-date figures, a deficit of £120,000 is currently showing although this figure included some one off costs. Requests for additional support to cover one off</i></p>	

	<p><i>costs have been made.</i></p> <p>Mr Burgess raised by email that his question about whether the AV equipment policy would include all other available equipment had been omitted from the minute, including Mr Wemyss' subsequent response. Mr Gibbons noted that Mr Wemyss response had been that this would be reviewed once in Mareel.</p> <p>Taking into consideration these amendments the minutes were approved by Ms Barton and seconded by Mr Irvine. Mr Gibbons will arrange for the minutes to be amended and signed-off by Mr Skene.</p>	GG
2b	Matters Arising not on agenda	
3d	Director's Travel: Mr Gibbons trip to Edinburgh in April to meet with Mareel related professional advisors has happened.	
3c	Business Plan 2012-2015: This has been updated and uploaded to Basecamp, where Trustees can view.	
3	Finance & Management	
3a	Management Accounts/ Project Out Turn 2011/2012	
	<p>Mr Skene presented the Management Accounts for 2011/2012 submitted by Mrs Duncan, Head of Finance and Administration. Mr Skene was pleased to note a surplus of over £16,000, yet noted Mrs Duncan's explanations for variances between budgeted and actual expenditure and income, mostly arising from the delayed opening of Mareel.</p> <p>Mr Gibbons highlighted that savings have been also been made by not replacing staff that have left, and also the delay in appointing staff for Mareel. He also noted that as many projects cross financial years there is an impact on budgeted and actual figures for any given financial year.</p> <p>Mr Goodlad said that Mrs Duncan's one page summary and explanation is excellent and helpful for non-financial people to understand.</p> <p>Mr Skene summarised that the Board was pleased with the balanced accounts, which will now be submitted to the auditors.</p>	
3b	Director's Travel Update	
	The Board noted Mr Gibbons report on upcoming travel.	

3c	SADA Conflict of Interest Policy	
	<p>Mr Skene introduced the draft Conflict of Interest Policy and noted that the document was not in reference to any particular person or case, rather the advisability of having a written policy.</p> <p>It was noted that the wording of the policy had been informed by the Scottish Office Guidance for Public Bodies.</p> <p>A typo on item 3.1 was noted: trustee should be trustees.</p> <p>Discussion took place on section 4 of the policy regarding how to handle conflicts of interests in Board meetings.</p> <p>Mr Skene gave the opinion that it should be an unusual situation where someone is asked to leave the room.</p> <p>Mr Gibbons advised that it is normal practice when a person has a financial conflict of interest in an item being discussed, that that person should leave the room.</p> <p>Mr Lowes agreed with Mr Gibbon's point.</p> <p>Mr Dally raised the importance of Trustees to be able to give the benefit of their experience during discussions. Mr Gibbons replied that it was the job of the Officers to bring forth expert knowledge to meetings, and would not be in a position where Trustees felt that they were not getting the information they needed to make decisions.</p> <p>Mr Gibbons reiterated that it is normal practice for a person to leave the room during discussions in which that person has a financial conflict of interest. At the last meeting Mr Lowes had a financial conflict of interest and should have left the room during the AV discussions. This is as much for the protection of Trustees as it is for the protection of the organisation.</p> <p>Mr Skene said he was not revisiting the case.</p> <p>Mr Goodlad asked whether Trustees should declare only interests relevant to Shetland Arts, or if every interest should be declared. After discussion it was agreed that Trustees should declare every permanent interest on the Conflict of Interest form. Then any other interest should be declared at the beginning of meetings.</p> <p>Mr Skene clarified that if an occasion arises where discussions turn to an item not covered on the agenda, Trustees can declare their interest in the middle of a meeting.</p> <p>Mr Gibbons will provide a Word version of the Conflict of Interest form which Trustees can complete and return. All</p>	<p>Admin</p> <p>GG</p>

	<p>completed forms will be uploaded to Basecamp where Trustees can view.</p> <p>If members of the public request to view these forms they will be advised that Shetland Arts maintains a Register of Interests in accordance with its Conflict of Interests Policy. This is due to Data Protection. This information can only be shared with the express permission of Trustees.</p> <p>All forms should be updated at least annually and should be raised as an agenda item each year.</p>	Admin
3d	Trustee and Volunteer Expenses Policy	
	<p>Mr Skene reported that the Trustee and Volunteer Expenses Policy had been updated to reflect the change in mileage rates. Mr Dally noted that other organisations pay more than 40p per car mile, such as the SIC. Mr Gibbons clarified that the mileage rates were based on current HMRC rates, and is the highest rate that can be paid without a tax implication.</p> <p>A typo was noted on 3.1 and should read “tickets” rather than “rickets.”</p>	Admin
4	Large Scale Project Updates	
4a	Mareel Construction and Operational Update	
	<p>Mr Gibbons advised that the completion date stated by DITT of 25th May has been and gone. The latest report is a completion date of 18th June.</p> <p>Mr Gibbons visited the site last week, and DITT are now working on a long list of snagging items. All remedial work on the windows is now complete. A breakdown at tarmacadam plant meant that no tarmacadam was available in Shetland. The SIC have now fixed the plant and tarring of the car park is now complete, except where the house sits. Once the house is removed this area can be completed quickly. The house is currently for sale and should be dismantled shortly; however, Mr Gibbons said that handover could take place prior to that section of the car park being completed.</p> <p>Mr Gibbons reported that the cinema 7-day-per-week cinema programming is due to start 19th July.</p> <p>Discussion took place on when the official opening should be. It was agreed that activities at Mareel would build up between July and October, with a big launch event planned for October/November. This was agreed by Mr Skene and seconded by Mr Lowes.</p>	
5	AOB	
	No additional items were raised.	

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6	Dates of future meetings	
	The next meeting is scheduled for 24 th July, 18.00 – 20.00 in Mareel. Mr Dally tendered his apologies for that meeting.	
	The meeting closed at 12.25pm	

Minute approved 10 September 2012

Jim Johnston
Chair, Shetland Arts Development Agency