

Minute of a Meeting of Shetland Arts Development Agency Board of Trustees, held at 18.00 on Thursday 10th November 2011 at Weisdale Mill Cafe, Weisdale.

Present:

Jim Johnston (JJohn), Trustee/Chair, Shetland Arts
 James Sinclair (JS), Trustee, Shetland Arts
 Mark Burgess (MB), Trustee, Shetland Arts
 Danus Skene (DS), Trustee, Shetland Arts
 John Dally (JDal), Trustee, Shetland Arts
 Robina Barton (RB), Trustee, Shetland Arts
 Irvine Tait (IT) Trustee, Shetland Arts
 Leslie Lowes, (LL), Trustee, Shetland Arts

In Attendance:

Gwilym Gibbons (GG), Director, Shetland Arts
 Christine Simpson, Finance Officer, Shetland Arts (minutes)
 Sheila Duncan (SD), Head of Finance & Admin, Shetland Arts

Apologies:

Silke Reeploeg (SR), Trustee, Shetland Arts
 Joyce Davies (JDav), Trustee, Shetland Arts
 John Goodlad (JG), Trustee, Shetland Arts

Item	Topic	Action
1	Apologies and welcome	
1.1	Mr Johnston welcomed everyone to the meeting, and thanked the café staff for providing refreshments. Apologies were received from Ms Reeploeg, Ms Davies and Mr Goodlad.	
1.2	In accordance with good practice the Chair asked for any declarations of interest. Mr Lowes expressed an interest regarding the item on AV equipment hire.	
1.3	Previous minutes were incorrectly headed 24 th April instead of 24 th September, although header and footer correct.	Admin
2a	Minutes of last meeting	
2a.1	The minute of the previous Board meeting held on 24 th September 2011 were approved as an accurate record by Mr Sinclair and seconded by Mr Burgess.	
2a.2	The revised minutes of the Board meeting held on 16 th June 2011 were approved as an accurate record by Mr Skene and seconded by Mr Dally.	
2b	Matters Arising	
2b.1	The Chair confirmed a meeting had taken place with Shetland Charitable Trust (SCT) regarding discussions on the true overhead costs of the Garrison Theatre, which were higher than the budget initially offered. Various options to address this	

<p>2b.2</p> <p>2b.3</p>	<p>challenge for SADA were discussed, as no additional budget income for the Garrison was forthcoming from SCT. Mr Gibbons said a realistic timescale to determine a sustainable solution would probably be 2013/14.</p> <p>The question of SADA's pension liability was also raised at the meeting. This was the first time any trust had asked SCT for written confirmation that they would underwrite the Local Government Pension Scheme. Mr Manson assured the meeting that the scheme was robust, but that they would look into SADA's request for written assurance and respond later.</p> <p>Mrs Duncan has been working on updating the authority schedule to include cheque signatories and Power of Attorney, and this will be presented at the next meeting.</p> <p>Ms Barton joined the meeting at 6.20pm.</p>	<p>SCT</p> <p>SD</p>
<p>2c</p>	<p>Hire of AV Equipment</p>	
<p>2c.1</p>	<p>The Chair asked that this item be discussed at this point because Mr Lowes had requested to leave the meeting early.</p> <p>It was noted that a previous Board decision agreed a moratorium on hiring AV equipment to commercial users until a review on all users and charges is made by the Trust. Mr Iain Waddell, the new production manager is presently working on this issue.</p> <p>Having earlier declared his interest in this issue Mr Lowes requested and was given permission to address the Board.</p> <p>Mr Lowes then left the meeting at 6.30pm.</p> <p>Following extensive discussion the Board were all in agreement to stand by their original decision to review AV Hire in a timely fashion. The timescale for the review would probably be early next year.</p>	
<p>3a</p>	<p>Management Accounts</p>	
<p>3a.1</p> <p>3a.2</p> <p>3a.3</p>	<p>Mrs Duncan summarised the attachments provided and explained the management accounts had been fully discussed at an earlier sub-finance group meeting.</p> <p>Mr Skene noted an under spend in salaries and asked if that equated to more pressure put on remaining staff members. Mr Gibbons agreed but also said it was a quieter time of year and staff could cope. There would be an increase on staffing expenditure with the ongoing Mareel recruitment process.</p> <p>A grant of £14,000 from HIE was confirmed as eligible from the Mirrie Dancers project, and will be recovered when the lights</p>	

	are installed.	
3b	Directors Travel	
3b.1	Mr Gibbons highlighted two trips: a) In October he visited Cannes for MIPCOM, which is renowned and globally recognized for attracting thousands of visitors working in the field of entertainment: and b) the trip to Australia in 2012, where he has been invited to speak at a conference (all expenses paid). The Chair acknowledged it was a privilege for Mr Gibbons to be invited to address such a prestigious event and suggested SADA release a media statement to this effect in due course.	
3b.2	The Chair informed Trustees that he was invited to attend a Creative Scotland meeting in Edinburgh, on 12 th December. The report was noted by the Trustees.	
3c	Annual Budget	
3c.1	Mrs Duncan informed Trustees that the annual budget would shortly need to be submitted to the SCT.	
3c.2	The board had previously requested a three-year budget plan. Mrs Duncan said the document presented was still a work in progress, to be taken away and examined by Trustees. Mr Gibbons said the next meeting would see the final draft of the budget ready for approval. The individual art form meetings were still the best forum for discussing fine detail not shown on the budget sheet. Mrs Duncan further explained the sections on the report and the need to be able to demonstrate to the SCT that their funding was not being used for Mareel. Mr Sinclair commented that it was a good, clear document and the chair thanked Mrs Duncan for her hard work. The Board approved the draft budget.	
3d	Trustee Appointments	
3d.1	The attached report was discussed and approved and all recommendations approved. Mr Johnston proposed to formalise the appointment of Mr Sinclair for a second term ending October 2012, seconded by Mr Dally.	
3d.2	Mr Johnston proposed to invite Ms Barton, Mr Goodlad and Mr Burgess for a second term as trustees, ending September 2014. This was seconded by Mr Dally.	
3d.3	The Board noted the requirement, should they desire, to invite Mr Johnston prior to 31 March 2012 to stand for a second term of appointment ending 31 March 2015.	
3d.4	The Chair asked the board to appoint a Vice Chair as previously	

	<p>discussed at the September meeting. A unanimous decision by Trustees voted Mr Skene as Vice-Chair on the proposal by Mr Sinclair and seconded by Mr Tait.</p> <p>Mr Skene was also appointed as designated reporter to the board for Finance Committee meetings.</p>	
3e	Business Plan Objectives	
3e.1	Mr Gibbons reminded the Board that they had discussed the Business Plan Objectives in detail at the 20 th May meeting, but were still required to formally adopt them. One minor change was highlighted (international work, objective 3) and the term 'North Atlantic Rim' to be used to describe the area discussed.	
3f	Risk Management	
3f.1	<p>This document was brought to Trustee's attention at the governance review in September. The Trustees examined the document page by page and discussed the scoring on each item. Mr Gibbons suggested reviewing the document on a six monthly basis with the proviso that if any Trustee was aware of any change to bring it to the next Board meeting to discuss.</p> <p>The document was unanimously recommended for approval and to be reviewed in May 2012.</p> <p>Mr Dally left the meeting at 19.55</p>	
3g	Credit Card Signatures	
3g.1	The annual Clydesdale Bank form to approve the level of credit on the four cards held by SADA was signed off.	
4a	Mareel Project Update	
4a.1	Mr Gibbons provided Trustees with a verbal update and details of the ongoing recruitment process. The building was still within budget although the prolongation costs would affect the cash flow and overspend.	
4b	The Hatchery Project	
4b.1	Funding from the Enterprise Growth Fund for Stage One was approved. The Stage Two application has been submitted and the result should be known before Christmas.	
4b.2	There are continuing issues with unauthorised interference of the dam/slucice gates.	
5	Any other business as agreed by the Chair at the start of the meeting	
5.1	Expression of interest was only AOB – this was discussed as above (2c.1).	
6	Dates of future meetings	

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6.1	As set out in Forward Plan. Next meeting Friday 16 th December at 4.00pm.	
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Minute approved 16th December 2011

Danus Skene
Vice Chair, Shetland Arts Development Agency