

Minute of a Meeting of Shetland Arts Development Agency Board of Trustees, held at 2.00pm on Sunday 24th April 2011 at Room 12, Islesburgh Community Centre, Lerwick following Board Development Day (10.00am – 1.00pm)

Present:

Jim Johnston (JJohn), Trustee/Chair, Shetland Arts (Chair)
 Leslie Lowes, (LL), Trustee, Shetland Arts
 Mark Burgess (MB), Trustee, Shetland Arts
 Danus Skene (DS), Trustee, Shetland Arts
 Silke Reeploeg (SR), Trustee, Shetland Arts
 Irvine Tait (IT) (Trustee), Shetland Arts
 Joyce Davies (JDav), Trustee, Shetland Arts
 John Dally (JDal), Trustee, Shetland Arts
 Robina Barton (RB), Trustee, Shetland Arts

In Attendance:

Gwilym Gibbons (GG), Director, Shetland Arts
 Lynda Anderson, Office Administrator, Shetland Arts (minutes)
 David Williams, Theatrical Solutions
 Sheila Duncan, Head of Finance & Admin, Shetland Arts

Apologies:

John Goodlad (JG), Trustee, Shetland Arts
 James Sinclair (JS), Trustee, Shetland Arts

Item	Topic	Action
1	Apologies and welcome	
1.1	Mr Johnston welcomed everyone. Apologies were received from Mr Goodlad and Mr Sinclair.	
2a	Minutes of the last meeting	
2a.1	Mr Skene asked for clarity on Item 3d as to whether he had been elected to the Finance Subgroup. Following a brief discussion, it was confirmed that members of the Finance Subgroup would be Mr Johnston, Mr Dally, Mr Lowes, Mr Sinclair and Mr Skene.	
2a.2	Approval of the minutes of meeting of 12 th February 2011 was proposed by Mr Lowes and seconded by Mr Dally.	
2b	Matters Arising that don't appear within the agenda	
2b.1	Mr Gibbons tabled a report highlighting the need to update Power of Attorney given two of the previously nominated trustees have resigned. All agreed to nominate Mr Johnston, Mr Goodlad, Mr Sinclair, Mr Burgess and Ms Barton to hold Power of Attorney, and execute documents for and on behalf of the Trust.	
3a	Management Accounts	
3a.1	Mrs Duncan referred to the notes included with Management	

	Accounts, noting adjustments made to budget figures including removal of Mareel figures which had been due to be open for part of 2010/2011.	
3b	Director's Travel Update	
3b.1	Mr Gibbons reported he had travelled to meetings in Aberdeen and London for meetings regarding Between Weathers. He noted that £50,000 has been given by Creative Scotland to cover these costs and others related to the film. No further comments were made. The report was noted by the Board.	
3c	Development Day Recommendations	
3c.1	<p>Two recommendations to the Board were generated from discussions held during the Board Development discussions which took place prior to the Board Meeting.</p> <p>1) Approach the Charitable Trust for assistance to cover the £23,000 annual deficit to run Garrison Theatre.</p> <p>2) To grow an Arts Development Team that cover all activities with art form specialists would not be sustainable.</p> <p>The Board instructs SADA's officers to investigate one of more models of arts development staffing that enables reduction if necessary of overall staff numbers while:</p> <ul style="list-style-type: none"> • Optimising the capacity of the team to respond to opportunities to commission developments in all or any art form; • Sustaining present levels of support and enabling new development as far as possible; • Being flexible to the needs of particular art forms; • Maintaining the talent and enthusiasm of the present team as far as possible 	
3c.2	<p>Mr Johnston asked that Mr Gibbons and Mrs Hubbard return to the next Board meeting with 1-2 models for change. Mr Dally asked if this was possible within the timeframe, given the next Board meeting is scheduled for 7th May.</p> <p>Mr Gibbons said he could bring an interim report to the 7th May meeting, outlining a timeline of when decisions need to be made.</p>	
3c.3	Mr Dally noted that he felt conversations with Charitable Trust regarding Garrison expenditure should go ahead. All agreed.	
3d	Law at Work Review	
	Mrs Duncan reported the review of SADA policies by Law At Work is ongoing, and that there is no significant update at this time.	

4	Large Scale Projects Update	
4a	Mareel Construction Update	
4a.1	<p>Mr Gibbons reported that papers of monthly Mareel Construction Meetings are available for trustees on basecamp. The most recent meeting was held on Friday 22nd April at which outcomes of a full day meeting between Gareth Hoskins and DITT were discussed, instructed by Mr Gibbons. Mr Gibbons reported this had been a constructive meeting.</p> <p>An additional meeting will be held 3rd May, between Gareth Hoskins, DITT and AV subcontractor to focus on issues around AV enabling package.</p>	
4a.2	<p>Mr Gibbons reported that negotiations on time delays are ongoing. Delays to wind and watertight the building have included lack of availability of large crane needed for glazing, and roofing contractor going into administration. A revised programme and practical completion date are due mid-end May.</p>	
4a.3	<p>Mr Johnston requested a second site visit for the Board. Mr Gibbons said the procedure for site visits is now much easier – he and Mr Wemyss can each take small groups.</p>	
4b	Operational Update	
4b.1	<p>Mr Gibbons noted it is critical for operations plans to know when Mareel will open. This date should be known in the next 4-6 weeks.</p>	
4b.2	<p>Mr Johnston noted he was very upset with Shetland Times for their report on license applications for Mareel when they not yet been applied for. He was also unhappy with the wording of a question to political candidates ‘Do you think Mareel is a waste of money’.</p> <p>Mr Gibbons added there was a need to make clearer in the applications that late licenses were for occasional weekend nightclubs.</p>	
4c	Between Weathers LLP & Shetland IP CIC	
4c.1	<p>Mr Gibbons reported that Between Weathers is progressing well. He noted that one major investor came forward and it is hoped the film shoot will be green lit by third week in May. Meetings with actors are currently being held. Some actors have agreed to perform in Mareel.</p> <p>Mr Gibbons added there are opportunities for small investors alongside main investors. These may be small amounts, but can provide marketing power.</p>	
4c.2	<p>Mr Gibbons referred to the Articles of Association regarding</p>	

	establishing Shetland Arts IP Community Interest Company. He explained that this will be a separate legal entity, within which IP rights of Between Weathers will be contained. SADA will appoint directors of the CIC.	
4c.3	It is planned to establish a Limited Liability Partnership (LLP) with B4Films. This will limit the liability of any partner up to what they invest. This LLP will commission making of the film from B4Films. The LLP would be made up of B4 Films, SADA and the CIC.	
4c.4	Mr Dally proposed that the Board authorise Mr Gibbons to instruct lawyers to set up an LLP and CIC. This was seconded by Mr Lowes. Mr Dally asked if the Board should nominate directors of the CIC. Mr Gibbons said this could wait until the next Board meeting.	
4d	Westside Cluster	
4d.1	Mr Gibbons reported that he will present the Westside Cluster Business Plan at the next Board Meeting. Mr Gibbons noted that a stakeholders group for the Hatchery is needed, similar to the Mareel Stakeholders group.	GG
5	AOCB	
	There was no other business to discuss.	
6	Dates of Future Meetings	
6a	It was agreed that 7 th May meeting would be moved to 14 th May and would include a site visit of Mareel. Mr Johnston asked that everyone meet in Museum carpark at 11.30am.	
6b	Silke asked when induction meeting for new trustees would be held. This will be arranged by Ms Anderson.	LA