

Minute of a Meeting of Shetland Arts Development Agency Board of Trustees, held at 6.00pm on Thursday 18th March 2010 at Bonhoga Café, Weisdale Mill

Present:

Jim Johnston (JJohn), Chair, Shetland Arts
 Johan Adamson (JA), Trustee, Shetland Arts
 Mark Burgess (MB), Trustee, Shetland Arts
 John Dally (JDal), Trustee, Shetland Arts
 Joyce Davies (JDav), Trustee, Shetland Arts
 Joanne Jamieson (JJam), Trustee, Shetland Arts
 Leslie Lowes, (LL), Trustee, Shetland Arts
 James Sinclair (JS), Trustee, Shetland Arts
 John Goodlad (JG), Trustee, Shetland Arts

In Attendance:

Gwilym Gibbons (GG), Director, Shetland Arts
 Lynda Anderson, Office Administrator, Shetland Arts (minutes)
 Bryan Peterson (BP), Arts Development Officer (Music), Shetland Arts

Apologies:

Robina Barton (RB), Trustee, Shetland Arts

Item	Topic	Action
1	Apologies and welcome	
	Apologies were received from Robina Barton. Mr Johnston welcomed everyone and welcomed Lynda Anderson to her first Board meeting, as Louise Morris' replacement.	
2	Minutes of last meeting	
2a	Approval of Minute for Accuracy (20/02/10)	
	The minute was approved as an accurate record.	
2b	Matters Arising	
	Mr Sinclair asked for an update on the Box Office. Gwilym reported that the system is close to going live, around May, and will be tested in the next 1-2 weeks.	
	New trustees reported on their artform interests: Mr Dally – Music & Visual Arts Mrs Davies – Film & Drama Mr Lowes – Film & Drama Mr Johnston will exchange Visual Arts for Craft. A full list of trustee artform interests will be compiled for the next Board Meeting.	Admin

	<p>Mr Burgess asked if the Board should discuss Arts Development Meeting structure. Mr Johnston suggested that a small subgroup meet to discuss this. Mr Goodlad volunteered to be involved in this, and added that he feels Arts Development meetings are important for trustees, and that the current format is not working.</p> <p>Mr Burgess and Mr Goodlad will email to set this up.</p> <p>Mr Gibbons reminded everyone there is an Arts Development area on Basecamp.</p>	MB/JG
	<p>Mr Johnston asked for opinions on Board meetings being held less frequently, on an 8 weekly cycle. Mr Johnston noted that there is currently an increased workload, particularly for Mr Gibbons, with the building of Mareel.</p> <p>Mr Sinclair agreed. Mrs Adamson agreed with the proviso that burning issues are addressed between meetings if necessary.</p> <p>Mr Johnston said the Board can keep in electronic communication. He would like to review the change after Mareel is in place. Mr Gibbons said that some other organisations of SADA scale meet quarterly.</p> <p>Mrs Jamieson cautioned that this is a critical time of organisational change.</p> <p>Mr Goodlad commented that he has been involved in organisations where Board and subgroups co-exist, and that discipline is required to not repeat/revisit subgroup topics. Mr Gibbons noted that Basecamp should be utilized to link these groups.</p> <p>Mr Johnston proposed to revisit this at the next meeting.</p>	Agenda
	Shetland Endowment – need to spend time on this in the future.	Agenda
3	Finance and Management	
3a	Management Accounts	
	Mr Gibbons noted that reserves for the financial year end are estimated £58,400. Mr Johnston reported that he and Mr Gibbons negotiated with SCT to allow reserve of £50,000 to be held for unforeseen circumstances. This was agreed 6 months ago.	
	Mr Burgess identified that £10.965 on page 2 of Sub Finance Meeting minutes, should be corrected to £10,965.	Admin

3b	Intellectual Property (IP)	
	<p>Mr Johnston welcomed Bryan Peterson to give a presentation on Intellectual Property (IP).</p> <p>Mr Peterson outlined 4 main areas of IP: 1) Patents, 2) Trademarks (branding), 3) Designs and 4) Copyright. It is important for Shetland Arts to identify IP assets such as logo/name, and trademarkable items such as colourscheme. Mr Peterson noted that it can be difficult to quantify such items but that it is crucial to do so to ensure attribution.</p> <p>Mr Dally asked whether IP rights would apply to employees with their own ideas. Mr Peterson said that IP for ideas created at work would belong to the organisation. It was noted that this would be a grey area for volunteer ideas.</p> <p>Mr Peterson noted that the biggest challenge is enforcement, especially given that Shetland culture and nature is to share such information.</p> <p>Mr Lowes suggested charging a license fee for use. The fee could vary, e.g. less for a school group, more for commercial purposes.</p> <p>There is a need to raise local awareness of these issues, e.g. textiles – protect design, in addition to focusing on the final product, music - to register songs with mcps to obtain royalties.</p> <p>Mrs Jamieson noted that there is modesty in Shetland around skills, and there is a need for people to learn to create value in these skills.</p> <p>Mr Gibbons noted that this links to Shetland’s Endowment for the Arts. IP is part of the endowment. Mr Dally asked if Shetland Arts could sell content. Mr Peterson replied yes, that this is part of plans for Mareel.</p> <p>Mrs Jamieson added that it is important for Shetland Arts as an organisation to grasp this opportunity, and that it represents a sign of confidence and professionalism. Mr Gibbons added that it is vital.</p>	
3c	Directors Travel Update	
	<p>Mr Johnston thanked Mr Gibbons for his travel update. No comments were made.</p>	
3d	Revised 2010/11 budget, Governance Review	
	<p>Mr Gibbons tabled the paper ‘SADA – Change in Legal Form’. Mr Gibbons reported that he and Mr Johnston met</p>	

	<p>with lawyers in Glasgow, and that the paper outlines the process of changing to a Ltd company.</p> <p>Mr Gibbons met with Ann Black today at SCT. Mr Gibbons outlined to her that limiting ability of SADA to hold reserves at a safe level my force SA to split, with one organisation holding revenue (50K) and another organisation building up reserves. This is a consideration for the Board when looking at options for governance structure.</p> <p>Mr Johnston reported that as a Limited company, trustees become Directors. The public, for example all over-16s, can become members and elect Directors at a AGM.</p> <p>Mr Goodlad congratulated Mr Johnston and Mr Gibbons on this work. He added that there is little value in IP management if SA can't control more than £50,000. The change must be made.</p> <p>Mr Dally pointed out that Charitable and Limited status co-exist in SIC in SLAP. Another example is Hjatland Housing and Hjatland Trading.</p> <p>Mrs Davies asks if SCT could withdraw funding. Mr Johnston replied yes, as can any funder, although the SCT have made long term plan to support the arts. There continues interest amongst some SCT trustees to generate a super-trust that would include Shetland Arts, Shetland Recreational Trust and Shetland Amenity Trust.</p> <p>Mr Johnson asked that Shetland Endowment for the Arts be added to the agenda of the next Board meeting. Mrs Jamieson requested additional discussion on how trustees would be chosen by members.</p>	Agenda
4	Mareel Project	
	<p>Mr Lowes asked if the digital/analogue decisions had been resolved. Mr Gibbons reported that both will be available in the building. Discussions around live music equipment are ongoing.</p> <p>Mr Burgess asked about issues over movement of the oil tank on site. Mr Gibbons reported the work will be completed this summer.</p>	
4.1	Mareel Construction Update	
	Noted.	
4.2	Mareel Operations Update	
	Noted.	

4.3	Hansel of Light: The Voyage	
	<p>Shetland Arts commissioned a technical feasibility study, funded externally, to cost the project. The company have been disappointing. They are due to complete the report at end of March. Mr Johnston agreed that the report by the England based company had been poorly prepared. Mr Gibbons noted that a number of meetings detailed in the Director's Travel report are around this project. Mr Gibbons will be in Glasgow for the opening of the International Festival.</p> <p>The current plan is that the Swan, and a Tall Ship each sail to London from Shetland. Will use social media to engage with the public during the journey. Mr Gibbons is discussing ideas around this with Make Happy, a London based production company.</p> <p>Mr Goodlad noted that the original concept was for two Shetland boats to make the trip – a trawler, and the Swan. Now this has changed to a Tall Ship and the swan. He said this is a shame because it makes the trip less Shetland. Mr Gibbons replied that cultural exchange throughout the trip would be the focus. The consultants had wanted to push even further from Shetland, and not use the Swan. The use of the Tallship offers a disabled friendly vessel, and a link to the TallShips visit to Shetland in 2011. Mr Goodlad added that he accepts this but that the trip is losing part of Shetland focus.</p> <p>Mr Gibbons said the estimated cost of the trip would be £2M. The trip would an important link to IP – selling online content of the trip. Use this to create links to Shetland.</p> <p>Mrs Jamieson asked if, when the boats get to London, the crews will be involved in other events. Mr Gibbons said that this is not planned, that the project is about the voyage to London itself. Boats could tie in with the torch. Mr Gibbons added that a World River Festival is taking place around the event so there are possibilities to be involved in that.</p>	
4.4	Mirrie Dancers Project	
	<p>The last illumination has now finished. Lace installation will be displayed at Bonhoga during July, and then will transfer to Mareel. Roxane and Nayan have been working with 20 Shetland Lace knitters, each creating a small piece of lace work to be used in the installation.</p>	
4.5	Creative Finance/Creative Credit Union	
	This will be discussed at the next meeting.	Agenda
5.0	AOB	

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	<p>Mrs Jamieson announced she will be resigning from the Board. This is advance notice, to give the Board time to find a replacement. Mr Johnston asked to discuss this in May. Mr Lowes will replace Mrs Jamieson on Mareel Operations Board.</p> <p>Trustee Expenses Form will be uploaded to Basecamp.</p>	Admin
6	Dates of future meetings	
6.1	Next SADA Board Meeting – Tuesday 4 th May 2010, 6pm at Bonhoga.	
6.2	Next SADA Finance Sub-Committee – Friday 23 rd April 2010, 4.00pm at Toll Clock Office.	
6.3	The meeting closed at 8.05pm	

CLOSED ITEMS HAVE BEEN REMOVED FROM THIS PUBLIC MINUTE