

Cambridge Live Trust

18th Board Meeting

1730-1930 19th July 2016

King's Room, Corn Exchange Cambridge

Minutes

Pre Meeting presentation – Justin Lee, Director of Cambridge Music Festival and Executive Director of Cambridge University Musical Society

1) Introductions

2) Present:

Sara Garnham - chair Mark Boon – vice chair Judith Elliott Jeremy Newton Zoe O'Connell Andy Salmon Sara Sayer Stewart McTavish

Justin Lee Helena Wilkinson Eddie Barcan Jon Gower

In attendance:

Steve Bagnall – MD Neil Jones – Operations Director Jenni Main - Minutes

Jane Wilson in place of Debbie Kaye – CCC observer Frances Alderton – Staff observer

Helena Wilkinson – Price Bailey – part of meeting Jon Gower – Head of Events (maternity cover) – part of meeting Eddie Barcan – Folk Festival Manager - part of meeting

3) Apologies

Nick Dodds Brian Whitehead Anna Smith Debbie Kaye



4) Declaration of Interests

a) The directors of Cambridge Live Ltd had notified the following interests and duties which conflict or may conflict with the interests of Cambridge Live Ltd:

Ms Sara Garnham - director of NIE Ltd

Mr Brian Whitehead – publisher of Arts Professional

Mr Mark Boon – co-founder and CEO of La Playa Ltd

Mr Jeremy Newton - CEO of Children & The Arts, Trustee of Geffrye Museum, London,

Chair of National Association of Youth Theatre

Ms Sara Sayer - Solicitor at Birketts, legal firm currently providing legal advice to Cambridge Live.

The board notes that Sara Garnham has been appointed as chair-designate of King Street Housing Society, having stepped down as chair of Cambridge and County Developments, and further notes that Sara has been appointed to the Parkside Federation Multi-Academies Trust board and is aware of possible conflicts if CLive were to work with schools in the MAT.

The board notes that Cllr Zoe O'Connell is the Liberal Democrat nominated council appointment and that Cllr Anna Smith is the Labour nominated council appointment.

b) The board **NOTED** that neither members, nor trustee directors have any interests in existing or proposed transactions or agreements with the Company except as set out above.

The declarations of interest have been discussed and updated during the recent appraisals.

ACTION: The complete and updated register will be circulated following this meeting and board members are asked to check their details are correct JM

5) Minutes of the last meeting

The board APPROVED the minutes of the seventeenth board meeting held on 17th May 2016

6) Matters Arising

Living Wage: SB confirmed that an update would be given soon on the Living Wage accredited employer plans.

7) Board Appointments

- a) The board unanimously **APPROVED** the appointment of:
 - a) Cllr Zoe O'Connell
 - b) Cllr Anna Smith

as trustees of Cambridge Live

- b) The board unanimously **APPROVED** the appointment of:
 - a) Cllr Zoe O'Connell
 - b) Cllr Anna Smith
 - as directors of Cambridge Live
- c) The board **NOTED** that these appointments are made by Cambridge City Council under the nominations arrangements.



ACTION: JM to chase AS regarding outstanding signed paperwork and file forms with Companies House

and Charity Commission.

ACTION: Inductions to be arranged - JM

It was **NOTED** that it had been agreed that new members would need to be recruited to the board following the strategy review and consequent skills audit. It was **AGREED** that this would be the responsibility of the Remuneration Committee whose terms of reference would be extended.

ACTION: ToR to be reviewed; RemCo to meet - SG

8) Finance Report

- a) The board **NOTED** the finance report from Mark Boon (Chair Finance and Audit) and MD Steve Bagnall. F&A have recommended that Price Bailey is to be reappointed as auditors. The board unanimously **AGREED** the recommendation of the reappointment of Price Bailey at the AGM.
- b) The board **APPROVED** the management accounts.
- c) The board RECEIVED the internal audit report and responses which have already been implemented. It was AGREED that a further programme of internal auditing needs to be resourced. The Risk committee will be leading on this.

9) Presentation of Unaudited Year End Accounts – Helena Wilkinson

- a) Helena Wilkinson from Price Bailey presented the audit report and the board NOTED
 recommendations for both Cambridge Live and the trading company, which it was reported had
 already been implemented or planned for
- b) The board **AGREED** the report and accounts for recommendation to the AGM on 9th September 2016
- c) The Letters of Representation were **AGREED** for signing on behalf of the board by SG and JN.

10) Managing Director's Report

- a) The board **RECEIVED** the report from Steve Bagnall, MD of CLive which included a review of the Classical Music series and the Big Weekend feedback which was very positive.
- b) The board **NOTED** the 4th quarterly report submitted to the City Council SB and NJ tabled the KPIs and the 4th quarterly report meeting notes and will upload the background data to drop box.

ACTION: Updated documents to be distributed following the meeting. SB NJ / JG

11) Folk Festival- Jon Gower JG/Eddie Barcan EB

The board NOTED the verbal briefing on arrangements for the Folk Festival 2016

12) Risk Register – Jeremy Newton

a) The board is asked to **NOTE** the verbal update on the risk register

JN held a session with staff on the risk register who engaged with it and made good suggestions. The session focussed on recovery planning, and our preparedness for dealing with risk.



ACTION: Updated risk register to be circulated and posted on DB - JM / JN

13) Health and Safety Report

a) The board **RECEIVED** the Health and Safely report from Neil Jones (NJ)
First Aid training took place between 4-6 July; the legionella inspection is underway and almost complete. To improve reporting to the city council SB and DK will include an H&S item on the monthly agenda with reports by exception to the quarterly review.

Arrangements for un-ticketed events were discussed and it was noted a comprehensive plan was in place including the risk assessment which then goes into the Management Control Document with full consultation with all related parties.

ACTION: an MCD will be brought to the next meeting NJ

14) Strategy Day

- a) The board **AGREED** the strategy goals and objectives following the strategy away day.
- b) The board agreed the next steps.
- c) The board **NOTED** the plans for the timetable and action plan programme which will include an outline of tasks, budget and resourcing implications and identify outcomes

15) People plan update

- a) The board **NOTED** the report from Judith Elliot (JE)
- b) The board AGREED the principles of the leave policy

ACTION: Final proposal to be presented to the board at the September Board Meeting

- c) The board **NOTED** the staff satisfaction survey results
- **16) Confidential Item** minute and paper reported separately

17) Any Other Business

No other Business

Key Dates:

AGM - 6pm Friday 9 September Next Board Meeting - 8:30am Tuesday 20 September October Strategy Day - 8:30am Tuesday 18 October Area Committees:

West Central 15 September 2016 North 29 September South 3 October East 13 October