

At a MEETING of the **LEISURE & CULTURE DUNDEE BOARD** held at Dundee on 7th June, 2017.

Present:-

Sinclair AITKEN  
Gillian EASSON  
Alice BOVILL  
Stewart HUNTER

Brian GORDON  
Richard McCREADY  
Alan RAE  
Marjory STEWART

Will DAWSON  
Ian MATHERS  
Moira METHVEN  
Stewart MURDOCH

In attendance:-

Judy DOBBIE, Head of Library & Information Services  
Billy GARTLEY, Head of Cultural Services  
Paul HENEHAN, Service Manager, Support Services  
Graham WARK, Head of Leisure & Sport  
Greg COLGAN, Head of Customer Services & IT, Dundee City Council

Apologies for Absence:-  
George LAIDLAW

Sinclair AITKEN, Chair, in the Chair.

Prior to the commencement of business, Sarah Winter of Blackadders, Solicitors, held a brief session outlining the role and duties of trustees and their role in governance.

It was noted that the duty of trustees was to act in the interest of the SCIO and that they must:-

- (i) seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
- (ii) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (iii) in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
  - (a) put the interests of the SCIO before that of the other party;
  - (b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
- (iv) ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

The Board also noted that any changes to the Charitable Purposes of the Constitution should be notified to OSCR prior to their proposal, otherwise OSCR should be informed immediately after the change has been agreed. The Managing Director also advised that he had met with the Chief Executive of OSCR to discuss proposed changes to the Leisure & Culture Dundee Constitution.

The Board were given advice on how to deal with conflicts of interest and in particular how these should be recorded i.e.

- Keep a written record of the situation and what the charity did about it, including:
  - Recording who the conflict affected.
  - Recording when the conflict was identified and declared.
  - Recording what was discussed and decided.
  - Recording who withdrew from the decisions and how the remaining charity trustees made a decision in the best interests of the charity.
  - Maintaining the charity's register of interests.

Case studies were discussed, which highlighted delegation responsibilities and the need to oversee and monitor also the importance of managing board composition and conflicts of interest to ensure the independence of decision making after which a brief questions and answer sessions followed.

Thereafter, Ms Winter was thanked for her interesting and informative session.

## **I DECLARATIONS OF INTEREST**

The Chair welcomed those present to the meeting, in particular the re-elected Dundee City Council members and also the new member Councillor Dawson. Apologies for absence were also noted.

Standing Declaration of Interest - Stewart Murdoch as an employee of Dundee City Council.  
- Marjory Stewart as an employee of Dundee City Council.

Furthermore, members were advised that the Convener of the Policy & Resources Committee had agreed that Sinclair Aitken be appointed Chair of the Board, and that Councillor Stewart Hunter be appointed as Vice-Chair.

## **II PREVIOUS BOARD MINUTES**

(i) MINUTE OF BOARD MEETING HELD ON 29TH MARCH, 2017

The above Minute was submitted and accepted as a correct record.

## **III MATTERS ARISING**

(i) GREENKEEPING SERVICE

The Board noted that the transfer of the Greenkeeping Service to ID Verde had gone ahead. Initial feedback from staff and the new employer had been positive. Staff had voluntarily agreed to amend operating hours. ID Verde had appointed an Apprentice Greenkeeper. Reaction from the golf club to the new arrangements had also been positive.

A query was made regarding the pension arrangements for members and whether a transfer would be made to the Tayside Pension Fund. It was agreed that an update on this be given at the next meeting.

(ii) BOX OFFICE TICKET SALES

A paper was circulated detailing key developments which had occurred relative to the Box Office, a copy of which is appended to the minute. This included:-

- An upgrade to the ticketing system.
- Extension of opening hours.
- Ticketing arrangements for future events and membership of FanFair Alliance.
- Use of Box Office for ticket sales for events at Slessor Gardens.
- Future intention of Visit Scotland to relocate.
- Future staffing arrangements.

It was noted that Visit Scotland may wish to retain an information point at the Box office, and this would be clarified at the next meeting.

## **IV FINANCE AND BUSINESS DEVELOPMENT**

(a) MINUTE OF FINANCE COMMITTEE MEETING HELD ON 26TH APRIL, 2017

The approved minute of the Finance Committee of 26th April, 2017 was submitted for information.

(b) MINUTE OF FINANCE COMMITTEE MEETING HELD ON 31ST MAY, 2017

The unapproved Minute of the Finance Committee of 31st May, 2017 was submitted for information.

## **V ORGANISATIONAL DEVELOPMENT**

### **(a) AMENDED DRAFT CONSULTATION**

Following on from previous discussions a draft Committee Report and the Draft Constitution were submitted. Members noted that the substantive changes would be:-

#### **Composition of the Board**

To reduce the number of Elected Members appointed to serve on the Board from four to three. This reflects OSCR's guidance and is intended to avoid a situation where the total number of Council appointed trustees ever exceeds the total number of independents.

Accordingly, the number of independent charity trustees would be increased from seven to eight.

#### **Retiral of Trustees**

The normal term of office for a trustee serving on the Board of Leisure & Culture Dundee is defined as "a period of six years", after which the trustee is required to retire from office at the AGM which follows. Amendments are intended to ensure that both independents and trustees appointed by the Council are put on equal parity.

#### **Office Bearers**

Originally, provision was made for a Secretary. It has been found over the last six years that such a role is not required and that secretarial functions are performed by officers of Leisure & Culture Dundee, with support from Dundee City Council's Committee Services Section.

It is proposed to delete the requirement to fill this role.

In line with advice from OSCR the appointment of the Chair would be remitted to the Board.

#### **Nominations Committee**

The proposed change is to ensure that there is clearer guidance given in the make-up of any future Nominations Committee.

#### **Implementation**

Subject to approval by the City Council, the recommendations contained within this report would be effective from the date of the next AGM, 15th November 2017.

Discussion followed, in particular with regards to the composition of the Board. Councillors Gordon and McCready raised concerns with regards to the proposed reduction in Elected Member representatives and it was agreed that these concerns be noted, other members noted that they were satisfied with the proposed amendments.

### **(b) TRUSTEE RECRUITMENT**

The Board were informed that George Laidlaw's appointment as trustee had been ratified by Dundee City Council. Three other potential members were to be held on a waiting list for future vacancies.

### **(c) INDUCTION PROGRAMME FOR TRUSTEES & STAKEHOLDER GROUP MEMBERS**

A paper outlining the training programme on the 26th June, 2017 was submitted for members' information.

**VII LEISURE & CULTURE DUNDEE SERVICE AGREEMENT – PERFORMANCE REPORT FOR THE PERIOD 1ST APRIL, 2016 – 31ST MARCH 2017**

The Performance Report for the period 1st April, 2016 to 31st March, 2017 was submitted and noted.

**VIII LEAD TRUSTEE UPDATE**

(i) LEISURE & SPORT SERVICES

Visitor levels at facilities were continuing to be successful, with high satisfaction rates from attendees. The Wildlife Centre was continuing to attract visitors, particularly with its new addition of wolf cubs. The Dream Nights at the Wildlife Centre had also provided a wonderful opportunity for applicable families to enjoy the attraction.

(ii) CULTURAL SERVICES

Satisfaction rates of 84% highlighted the popularity of facilities. Recent events at McManus such as the Festival of Museums had been well attended, and an award of £10,000 of Lottery funding had been obtained by the 168 Stakeholder Group to further develop future programmes.

(iii) LIBRARY & INFORMATION SERVICES

The Library ICT system was to be upgraded in the near future, which would provide greater access to data/systems and an improved network for service users.

Attendance levels remained extremely high, with customers having a high satisfaction rates.

It was also noted that Grant Ross, Volunteer Co-Ordinator had been shortlisted for a Manager of the Year award, due to his efforts at Central Library.

**IX DUNDEE DESIGN FESTIVAL – 24TH – 29TH MAY 2017**

The 2017 Dundee Design Festival had attracted national (UK) and international media attention. The curation and programme had been excellent.

Attendance rates at the festival had increased 30% compared to the previous year, and the range/type of exhibits showed more diversification than the previous event. Analysis of the event would now proceed with findings to be reported back to the Board for information.

**X HR AND EQUALITIES COMMITTEE**

(i) HR AND EQUALITIES COMMITTEE

The unapproved Minute of HR and Equalities Committee held on 24th May, 2017 was submitted and noted.

(ii) LEISURE AND SPORT AMENDMENT TO STAFF STRUCTURE

There was submitted Report L&CD09-2017 by the Head of Sport & Leisure seeking approval of a number of changes to the staffing establishment in the Leisure and Sport service – subject to the resolution of financing issues to be discussed with Dundee City Council.

The Board agreed the staffing proposals detailed in the report.

**XI                    AOCB**

(i)                    **West Ward – Licence to Occupy**

The Board were advised that West Ward would now be occupied by Leisure & Culture Dundee until end of August 2017, with all costs being covered by DC Thomson.

(ii)                    The Chair paid tribute to Marjory Stewart, Finance Director, who was retiring. The Board noted her commitment to the Board and thanks were extended for all her efforts.

**XIII                    DATE OF NEXT MEETING**

Wednesday, 2nd August, 2017 at 2.00 pm in Caird Hall Conference Room 6, 1 Shore Terrace.

Sinclair AITKEN, Chair.