

At the TWELFTH AGM of **LEISURE & CULTURE DUNDEE** held at Dundee on 11th December, 2023.

Present: -

MEMBERS

Dundee City Council (Roger MENNIE – authorised representative)
Dundee City Council Nominees Ltd (Robert EMMOTT– Director)

BOARD

Moira METHVEN
Judy DOBBIE
George LAIDLAW
Will DAWSON
Nasreen MOHAMMED
Emma DONALDSON
Sue MOODY
David DORWARD
Steve GRIMMOND

IN ATTENDANCE

Paul HENEHAN, Head of Support Services
Keith MACPHERSON, Henderson Loggie
Kris BRYCE, Future Trustee

Apologies for absence were intimated from Anna DAY, Colin MCLEOD, Charlie MALONE and Lynne SHORT.

Moira METHVEN, Chair, Leisure & Culture Dundee, in the Chair.

I WELCOME

The Chair welcomed those present to the meeting and apologies for absence were noted.

II MINUTES

The minutes of the eleventh Annual General Meeting held on 9th November, 2022 were submitted and accepted as a correct record.

III MATTERS ARISING

There were no matters arising.

IV CHAIRPERSON'S REPORT

The Chair paid tribute to the Management Team and their staff for their dedication throughout another challenging year, particularly for their efforts in encouraging the public to return to using the services provided by Leisure & Culture Dundee. Thanks were also given to partners within Dundee City Council for the support which had been given to Leisure & Culture Dundee. All frontline staff were also thanked for their dedication, enthusiasm, commitment and professionalism.

V ANNUAL REPORT AND ACCOUNTS 2022/2023

(i) Audited 2022/2023 Statement of Accounts together with the Reports of the Trustees and of the Auditors

The Reports and Annual Accounts for 2022/2023 were submitted. Keith MacPherson of Henderson Loggie, and Paul Henehan, Head of Support Services, spoke to the accounts, which

showed a surplus of £56k before taking account of pension adjustments. It was noted that Leisure & Culture Dundee had produced a strategic plan to tie in with the Dundee City Plan, and would continue implementation of the related workstreams in 2024 which would focus on the themes of:

- Our Offer
- Our Infrastructure
- Our People
- Our Brand
- Our Finances

This would be done in conjunction with a review of services delivered by the organisation on behalf of Dundee City Council to ensure the ongoing financial viability of Leisure & Culture Dundee. A continuing close monitor would be kept on the income generated by the organisation, particularly with the imminent re-opening of Olympia, the closure of which had continued to have an effect on the finances of the organisation. The report highlighted why Leisure & Culture Dundee was considered to still be a going concern, and was approved by the Board.

(ii) **Appointment of Auditors**

The Board agreed that following a tender process with Dundee City Council Henderson Loggie be appointed as Auditors.

VI TRUSTEES – RETIRALS/ RE-APPOINTMENTS

The Board noted and agreed the undernoted retirements/resignations/appointments:

(i) **Re-appointment**

Reference is made to Item II of the Leisure & Culture Dundee Board meeting held on 29th November 2023 and also Item II of the Leisure & Culture Dundee Board meeting held on 11th December, 2023, immediately prior to the AGM on Monday, 11th December 2023.

- With regards to Item II of the Leisure & Culture Dundee Board meeting held on 29th November 2023, the Board had agreed in accordance with Clause 66, the provisions of Clause 65 be waived in relation to the continuation of Moira Methven MBE in office as Chair until no later than 11th December 2023, on the grounds of exceptional circumstances brought about by the postponement of the Leisure & Culture Dundee AGM; and - that all activities carried out during that period in which the said Moira Methven continued in office in excess of the 6 year term plus extension previously passed by resolution, be ratified in the interests of L&CD.
- With regards to Item II of the Leisure & Culture Dundee Board meeting held on 11th December, 2023, the Board had agreed that, in accordance with Clause 69 the provisions of Clause 68 be waived in relation to the continuation of Will Dawson as an Elected Member Trustee appointed by Dundee City Council for a further year (until the Thirteenth AGM), on the grounds of exceptional circumstances and continuity and that, in accordance with Clause 66 the provisions of Clause 65 be waived in relation to the continuation of George Laidlaw as an Independent Trustee for a further period to be determined, and until such time as a resolution is reached in a matter that said George Laidlaw is conducting on behalf of the Board, on the grounds of exceptional circumstances.

Ratification of these proposals was agreed by the Board.

(ii) **Resignations**

The Board noted the resignations of:

- Moira Methven, Independent Trustee and Chair of Leisure & Culture Dundee, effective from the Twelfth AGM on 11th December 2023, by way of end of tenure.

- Stuart Cross, Independent Trustee and Chair of Audit, Risk and Compliance Committee, by way of resignation, with effect from Board Meeting held on 29th November 2023.

(iii) **Intention to Stand Down**

Board was asked to note the intention to stand down of George Laidlaw, Independent Trustee in accordance with the terms of item VI(i) above.

(iv) **Appointments**

Following a recent recruitment process and recommendations of the Nominations Committee at its meeting with candidates on 8th November, the Board was asked to welcome the following independent Trustees, whose appointment was ratified by Dundee City Council at its meeting on 20th November 2023:

- David Dorward
- Steve Grimmond
- In addition, Kris Bryce would join the Board from the point at which George Laidlaw confirms that he would be a position to stand down (in terms of 6.1 above).

VII PRESENTATIONS TO RETIRING TRUSTEES

(i) Moira Methven

The Board thanked Moira for her hard work and dedication both as a Board member and also as Chair, particularly through the difficult times of Covid -19, and for the contributions that she had made.

VIII CLOSE OF MEETING

The Chair thanked all those present for their attendance and the meeting closed.

Moira METHVEN, Chair.