

## Cambridge Live Trust

### Sixth Board Meeting

7th April 2015, 1730 Cambridge

### Board Meeting Minutes

The meeting started with a Pre Meeting presentation – Rae Snape of the Kite Teaching Alliance, Head of Spinney Primary and national education lead and Jane Wilson, Cambridge Live on 'My Cambridge'. The project's goal is that *“every young person in Cambridge is able to confidently construct their own cultural life, drawing on and feeling connected to the whole of the city in which they live.”*

#### 1) Present:

Sara Garnham - chair  
Trevor Dann  
Judith Elliott  
Jeremy Newton  
Dan Ratcliffe  
Sara Sayer  
Stuart McTavish – by phone  
Brian Whitehead

#### In attendance:

Steve Bagnall - MD  
Megan Charnock – minutes  
Jim Sherlock – staff observer

Rae Snape – for pre item - MyCambridge  
Jane Wilson – for pre item – MyCambridge

#### 2) Apologies

Sian Reid – board member  
Andy Salmon – board member  
Mark Boon – board member  
Debbie Kaye – CCC board observer

#### 3) Introductions

- a) The board WELCOMED the new trustee directors and Jim Sherlock (staff observer).

4) Declaration of Interests

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

- b) There were no other potential conflicts of interest.  
c) The board NOTED that no members, nor trustee directors have any interests in existing or proposed transactions or agreements with the Company except as set out above.

5) Minutes of the last meeting

- a) The board APPROVED the minutes of the fifth board meeting held on 3rd March 2015.

6) Matters Arising

- a) Pg 2, item 5a) Dr John: Sara Garnham REPORTED that the VIP reception was a success and introduced some new contacts to the Corn Exchange.  
b) Pg 2, item 5b) Box Office Ticketing System Supplier: Brian Whitehead REPORTED that site visits are taking place with the two shortlisted suppliers. Neil Jones will present a paper to the board prior to implementation of the new system in August.  
c) Pg 4, item 9) Sara Garnham CONFIRMED that the TUPE consultation was completed appropriately prior to 1<sup>st</sup> April. Sara is speaking to the unions about developing the relationship between them and Cambridge Live in the future.

7) Notification of change of trading name for Cambridge Live Trading Ltd

- a) The board NOTED that Cambridge Live Trading Ltd will trade under the name Cambridge Live.  
b) The board NOTED that the process registering the name and any appropriate trademarks will begin shortly.

8) Managing Director's Report

The board NOTED the following verbal report from Steve Bagnall, MD of Clive:

- a) People
- i) The confirmed SMT interim structure will be announced to staff tomorrow.
  - ii) The staff survey will be sent out later this week and will be done on a regular basis thereafter.
  - iii) Staff meetings will continue on a monthly basis, the next one will take place on 20<sup>th</sup> April.
  - iv) Work is continuing to establish a constructive relationship with the unions.
- b) Activity
- i) Steve THANKED those trustees that attended the successful launch event. It is estimated that over 2000 people attended the launch at some point during the day.
  - ii) Sara Garnham asked Steve Bagnall to pass on her thanks to all staff for making the event so successful. The ambitious plans could not have been achieved without them.

ACTION: Steve Bagnall to convey thanks from the board to all staff.

STEVE BAGNALL

- iii) Steve REPORTED that Elaine Midgley will be contacting all trustees to follow up links with guests that attended the launch event.
  - iv) The board NOTED the positive Folk Festival ticket. Additional work will be done on the Friday line up to encourage new audiences.
  - v) The board NOTED the report on upcoming events at the Corn Exchange.
  - vi) The board NOTED the recent press article relating to Cambridge Drawing Society's hire of the Guildhall Halls which raised concerns about the cost under CCC of discounted hire charges.
  - vii) The board NOTED that Steve Bagnall will be meeting with Cambridge City Council once a month prior to each board meeting.
- c) Projects:
- i) The board NOTED that the new IT system is up and running, the new website is live, the new finance system is in place and the office moves have now taken place.
  - ii) It was agreed that a paper outlining a marketing strategy including social media for Cambridge Live to a future board meeting.

ACTION: Neil Jones to develop a social media strategy for future presentation to the board.

NEIL JONES

- d) Fundraising
- i) The board NOTED the invite to come to Mexrissey on 29<sup>th</sup> April 2015. This is a collaborative tour, part of new initiatives being brought forward by CLive to develop new audiences. It has the support of local

business Nana Mexico bringing Mexican food to the Corn Exchange. Trustees should let Megan know if they'd like to attend and whether they'll be bringing any guests.

ACTION: Trustees to confirm attendance and guests to Mexrressey to Megan Charnock. ALL

- ii) Classical series 15/16 launch – 20<sup>th</sup> May: The board NOTED the next opportunity for us to continue our cultivation process. Please let Roisin McManus know of guests you'd like to invite.

ACTION: Trustees to send guest lists to Roisin McManus: ALL  
[roisin.mcmanus@cambridgelivetrust.co.uk](mailto:roisin.mcmanus@cambridgelivetrust.co.uk)

- iii) Fundraising Manager Recruitment: Steve Bagnall REPORTED that the recruitment process was unsuccessful. The job description will be reviewed with a view to re-advertising after the summer.

ACTION: Fundraising and Sponsorship to be added to the agenda for the next meeting. SARA GARNHAM

- e) The board NOTED that this agenda item is a standing item for each board meeting and will include updates on operations, people, activity, investment projects, review projects and Cambridge City Council.

#### 9) Finance Report

- a) The board NOTED the following finance report from Jeremy Newton (Finance and Audit) and MD Steve Bagnall.
  - i) The finance committee has now formed and will be meeting on a regular basis.
  - ii) The committee is taking advice on cultural exemption and will be looking at the benefits and risks involved before recommending a strategy to the board. The position is complex and not clear cut.
  - iii) The close down of the CCC 14/15 accounts is now taking place.
  - iv) CLive will need to produce dormant company accounts for March 15

ACTION: Steve Bagnall to produce dormant company accounts. STEVE BAGNALL

- v) Concern over implementation of Merchant IDs with Elavon was noted.

#### 10) Report on Transfer from Cambridge City Council to Cambridge Live

- a) The board NOTED the final reports on the legal arrangements between Cambridge City Council and CLive, and with Cambridgeshire County

Council on the Local Government Pension Scheme) which were executed on 31<sup>st</sup> March 2015 and will come into effect on 1<sup>st</sup> April 2015.

- b) The board NOTED the report on the obligations under the agreements.
- c) The board NOTED that 51 staff transferred to CLive on 1<sup>st</sup> April and in addition the organisation has employed 5 further staff (MD, Bar Manager, assistant bar Manager and other temporary staff). A further vacancy for a Finance Assistant will shortly be advertised.
- d) The board NOTED that the transfer appears to have been effected fairly smoothly.
- e) The board THANKED Debbie Kaye for her huge input into the work on the legal agreements which have now been signed.

ACTION: Sara Garnham to write to Debbie Kaye to pass on her thanks.

SARA  
GARNHAM

These are confidential agreements that must not be shared. Any published versions must have individuals' personnel details redacted.

ACTION: Megan Charnock to produce redacted versions and sort out confidential storage as custodian of these agreements.

MEGAN  
CHARNOCK

- f) The board THANKED BWB for their support and advice during the process.

ACTION: Sara Garnham to write to BWB to pass on her thanks.

SARA  
GARNHAM

- g) The Finance & Audit committee will be recommending a pension scheme for new members of staff to meet the auto enrolment requirements for next year. It was noted that Brian Whitehead has already provided useful scheme information which should be reviewed.

ACTION: Mark Boon to review pension scheme information provided by Brian Whitehead.

BRIAN  
WHITEHEAD

#### 11) Board Sub-committees and Board Champions

- a) The board NOTED that Finance and Audit and the Risk Management group were established.
- b) Judith reported that she needed to formalise the People group and asked for volunteers to join it. It will encompass the staff committee and board staff observer. Jim will feedback from board meetings to all staff and will use the CLive email distribution list to do so.
- c) The fundraising group will be discussed at the next board meeting

ACTION 'Fundraising Sub-Committee' to be added to the May agenda.

SARA  
GARNHAM

ACTION: Megan Charnock to add the paper on Board Sub-committees and Board Champions to the minutes (appendix 1).

MEGAN  
CHARNOCK

ACTION: 'Board Sub-committees and Board Champions' to be added to the next full board meeting agenda.

#### 12) Health and Safety Report

- a) The board NOTED that this is a standing agenda item.
- b) A formal written report on CLive health and safety operations will be submitted to the next board meeting.

ACTION: Steve Bagnall to produce health and safety operations report for the next board meeting.

STEVE BAGNALL

- c) The board NOTED the verbal report from the MD on the formal external review which has been conducted on the Corn Exchange. The review noted both processes and staff performance is very robust and this supports operating the Corn Exchange at current capacity.
- d) The Corn Exchange capacity issue is covered within the Business Transfer Agreement with Cambridge City Council. We now have reports from independent advisors confirming that our capacity is correct and safe. CCC has warranted the position which protects CLive.

#### 13) Risk Register

- a) The board APPROVED the setting up of a working party to develop the Cambridge Live Risk Register to be led by Jeremy Newton with support from Sara Sayer and Trevor Dann.
- b) Jeremy Newton REPORTED that two risk register models are being considered. A recommendation will be made to the Finance & Audit committee and presented to the board.

ACTION: Jeremy Newton to issue a Risk Register paper to present to the board.

JEREMY  
NEWTON

Jeremy Newton left the meeting.

#### 14) CLive Board appointments

- a) The board AGREED that the Chair will stand for re-election every 12 months.
- b) The board AGREED a Vice Chair should be appointed. An election will take place and the position announced at the next board meeting.

ACTION: Trustees wishing to be considered for the Vice Chair position should let Sara Garnham know by Friday 10<sup>th</sup> April.

ALL

- c) The board APPROVED the appointment of John Palmer as a trustee of Cambridge Live.

- d) The board APPROVED the appointment of John Palmer as a director of Cambridge Live.

15) Any Other Business

ACTION: Megan Charnock to set up access to Dropbox for Debbie Kaye and Jim Sherlock.

MEGAN  
CHARNOCK

## Appendix 1: Board Sub-committees and Board Champions paper

### Cambridge Live Trust

Fifth Board Meeting

3<sup>rd</sup> March 2015, 0830 Cambridge

At the last board meeting we agreed that we would be ready to move to a more strategic approach from April (maybe not at the April board!) In preparation for this we should consider

a) Proposal for sub committees (more structural and ongoing)/working groups (focused and timebounded)

- i) Audit and finance
- ii) People and HR
- iii) 5 year Strategy
- iv) Folk Festival
- v) Commercial activities
- vi) Fundraising/sponsorship
- vii) Artistic Vision
- viii) Community and engagement

b) Proposal for annual timetable of reports

Under the various initial reports and the contract arrangements there are certain items we need to fulfil at board level. These include receiving reports (frequency to be determined) which will help shape the annual board agenda cycle. So far we have identified the following as feeding into the process

- i) Health and Safety
- ii) Risk Management
- iii) Budget setting
- iv) Report and Accounts
- v) Annual Review for CCC
- vi) HR/staffing report (including staff survey results)

In addition there will be monthly reporting from the MD back to Authorised Officer (AO) do these come to the board for info? And there are quarterly reports by Chair to AO.

c) Proposal for strategy priorities

The board is asked to discuss the first two key priorities

- i. setting vision and 5 year strategy
- ii. fundraising
- iii. Folk Festival

And identify anything else

d) Board champions

It is suggested that it would be helpful to have some identified board champions for various areas of the business, perhaps especially during this transition year. It would be helpful to identify the areas and make some suggestions for nominations. These might link to committees/working groups (maybe there is a champion before there is a group) above but should include other areas:

- i) People
- ii) Box Office
- iii) Cambridge City Council
- iv) Arts partners
- v) IT
- vi) Health and safety
- vii) Festivals
- viii) Equal opportunities
- ix) Music
- x) Fundraising/sponsorship
- xi) Community and engagement
- xii) Property
- xiii) Commercial opportunities