

## Cambridge Live Trust

### 21st Board Meeting

0830 – 1030 21st February 2017

Assembly Rooms Westminster College, Madingley Road, Cambridge, CB3 0AA

#### MINUTES

##### **Pre Meeting presentation** – Health and Safety – Elaine Midgley

Elaine focused on the HSE publication *Leading health and safety at work* and took the board through the principles for good governance on health and safety, building on the January board session. Following questions the importance of strong leadership and engagement by the board was highlighted as vital in ensuring that H&S processes are implemented effectively. The board will continue to monitor and scrutinize processes regularly.

##### **1. Introductions**

All present at the meeting introduced themselves for the new board members.

##### **2. Present:**

Sara Garnham – chair (SG)

Katy Astley (KA)

Gerri Bird (GB)

Judith Elliott (JE)

Lester Lloyd-Reason (LLR)

Jeremy Newton from 9:07 (JN)

Zoe O'Connell (ZO)

Sian Reid (SR)

Brian Whitehead (BW)

In attendance:

Steve Bagnall – MD (SB)

Neil Jones – Operations Director (NJ)

Elaine Midgley – Business Development Director (EM)

Anthony Delaney (AD)

Jenni Main – minutes (JM)

Debbie Kaye – CCC observer (DK)

Frances Alderton – Staff observer (FA)

### 3. Apologies

Stewart McTavish (SM)  
Andy Salmon (AS)  
Mark Boon – vice chair (MB)  
Sara Sayer (SS)

### 4. Declaration of Interests

The directors of Cambridge Live Ltd had completed the register of interests and then notified the following specific interests and duties which conflict or may conflict with the interests of the Cambridge Live Ltd:

Ms Sara Garnham – director of NIE Ltd and Parkside Federation Multi-Academies Trust  
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.  
Ms Sian Reid – director of Cambridge Literary Festival, client of Cambridge Live; trustee Cambourne Leisure & Ice Centre

**ACTION** JM to ensure the Institute of Directors is listed on the Declarations of Interest log for LLR  
**ACTION** JM to remove Storey's Field Community Trust from SR on future minutes

It should be noted that:

Ms Sara Garnham  
Mr Jeremy Newton  
are directors of Cambridge Live Trading.

It should be noted that:

Ms Gerri Bird  
Ms Zoe O'Connell  
have been appointed as board members by Cambridge City Council.

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.

### 5. Minutes of the last meeting

The board **APPROVED** the minutes of the twentieth board meeting held on 22nd November 2016 with the following amendments:

**ACTION** Page numbers to be added JM

### 6. Matters Arising

Dropbox access issues

**ACTION** JM to check SB access and data allowances and chase alternative solutions

Cambridge Live are required to submit a 5 year business plan covering years 6-10 to the Council. DK confirmed that there is a process and timetable in place for progressing this.

Item 15. H&S Statement - The statement has been completed and submitted.

## **7. Finance, Audit and Risk Report**

The board **APPROVED** the January management accounts.

SB confirmed there had been no further progress in finalising the detail with HMRC re Cultural Exemption. SG suggested the auditors should be asked to contact HMRC to speed process up.

A Risk session is scheduled for April and will focus on the risk register and risk appetite to be followed by a Strategy day planned for June.

9:07am JN arrived.

The board **NOTED** the minutes of the Finance, Audit and Risk committee meeting.

The board **AGREED** the recommendation to accept the changes to the Terms of Reference of the Finance Audit and Risk Committee.

**ACTION:** Joint ToR to be issued MB

The board **RATIFIED** the membership of the Finance, Audit and Risk Committee as Mark Boon, Jeremy Newton, Sara Sayer and Sian Reid, together with Steve Bagnall and Anthony Delaney.

The board **AGREED** a plan of action to address the issues raised by the CC8 exercise and comments by HoF

**ACTION** F&A to produce timetable for internal audit for next year and bring to the March meeting.

The board **NOTED** an update on plans for a risk workshop in April 2017 and revised risk register.

## **8. 17/18 Draft Budget**

The board **NOTED** the report on the draft budget.

The board **AGREED** the first draft from the Finance, Audit and Risk Committee on the 17/18 budget. The final budget will be brought to the March board meeting for approval.

## **9. Managing Director's Report**

The board **RECEIVED** the report from Steve Bagnall, MD of Clive.

Two major events were delivered in February: e-Luminate and City Roots. e-Luminate was a huge success however embedding e-Luminate culture in to CLive created some challenges. The City Roots festival was a great success which attracted a more diverse crowd and realised the ambitions for the Folk Festival to be more than the 4 day festival. Both events were budgeted to be cost neutral.

SG thanked the Cambridge Live team for all their hard work.

Ticket sales are going very well for the Folk Festival and are ahead of previous years. More details will follow on the line-up soon building on the exciting initiatives taken so far. Overseas links are being pursued to extend brand internationally. More detailed plans will be shared with the board at future meetings.

EM tabled a paper on development funding, which includes a breakdown of 17/18. Significant work is being done with potential local partners.

09:55 KA leaves meeting.

LLR highlighted the low levels of awareness of Cambridge Live in the musical and entrepreneurial worlds, and the importance and urgency of developing stronger strategic relationships.

The board **NOTED** the CC

C quarterly report, which includes the KPI report prepared for the city council. CCC KPIs were **TABLED**. DK noted there is a good emphasis of working with community groups. Details circulated at the council meeting which was well received.

#### **Forthcoming events for the diary**

21st March 2017 - 5.30pm Board Meeting  
25th April 2017 - Morning Strategy Session  
23rd May 2017 - 8.30am Board Meeting  
20th June 2017 - Full day strategy session

**ACTION** SG, SB, DK to meet regarding the Quarterly Review to review and maintain visibility

#### **10. Estates Review**

The board **NOTED** the Estates Review report from Neil Jones

A survey of the Corn Exchange by the council has been undertaken and it is acknowledged that the building is old and has not had much investment in the last 30 years. A condition report completed by the CCC has been received and was welcomed. DK explained she will arrange a meeting with CCC Estates to look at priorities and ensure a joined up approach.

During the Risk Session in April the issue will be explored further including working with CCC to maintain the short-term viability of the building with regard to repairs and maintenance and a further understanding of their approach to repairs and maintenance.

The board **APPROVED** the action plan and priorities

The board **AGREED** the setting up of a working group to lead on estates development to include JN and SG.

### **11. Cambridge Live Trading**

The board **NOTED** the minutes of the CLT board meeting in August.

The board **NOTED** the verbal update on Cambridge Live Trading.

A clear approach and proposal for CLT to develop its activities with the aim of achieving the charitable objectives will be set out at the March Board Meeting.

### **12. Governance Workshop Feedback**

The board **NOTED** the report from the January Workshop

The board **RATIFIED** the recommendations on the subcommittees, working party and champions (note Finance, Audit and Risk dealt with in item 7)

It was highlighted that the board must keep up to date with key governance issues, in particular data protection and safeguarding.

**ACTION** It was noted the CCC rebid working group still needs strengthening SG/SB

**ACTION** The board still needs to identify and Health and Safety champion SG

### **13. Health and Safety Report**

The board **RECEIVED** the health and safety report

SG requested a volunteer to champion Health & Safety. EM is currently conducting a review with Andrew Keightley ready for the next financial year and reported that accidents remained low and there was none of particular concern.

Open meeting closed. Observers and staff leave 10:24.

### **14. HR Strategy (Closed Session)**

### **15. Any Other Business**

LLR asked permission to arrange a meeting with an informal group involved with the grass roots of the Cambridge music scene, who have asked whether Cambridge Live can offer any non-financial support. The board agreed it was a good idea and LLR will report back in March.

Meeting ended at 10:55