

## Cambridge Live Trust

22nd Board Meeting

17:30-19:30 - 21<sup>st</sup> March 2017

Birketts, 22 Station Road, Cambridge, CB1 2JD

### MINUTES

#### 1) Introductions

The full Folk Festival 2017 line up poster and the sponsorship packs for the Classical Series, Folk Festival and Big Weekend were TABLED for the board.

#### 2) Present:

Sara Garnham - chair  
Mark Boon – vice chair  
Gerri Bird  
Judith Elliott  
Lester Lloyd-Reason  
Zoe O’Connell  
Sian Reid  
Sara Sayer  
Brian Whitehead

In attendance:

Steve Bagnall – MD  
Neil Jones – Operations Director  
Elaine Midgley – Business Development Director  
Anthony Delaney  
Jenni Main - minutes

Debbie Kaye – CCC observer  
Frances Alderton – Staff observer

#### 3) Apologies

Andy Salmon  
Katy Astley  
Jeremy Newton

#### 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 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  
Ms Katy Astley – Member of the Institute of Fundraising  
Professor Lester Lloyd-Reason – Member of the East Anglian Advisory Board

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.

- 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.

#### 5) Minutes of the last meeting

The board **APPROVED** the minutes of the twenty first board meeting held on 21st February 2017

#### 6) Matters Arising

SG and NJ are currently looking at a secure and practical replacement to manage board documentation.

Actions from last minutes:

Page 3, Item 7: Action Joint ToR still to be issued.

#### 7) Finance, Audit and Risk Report

- a) The board **APPROVED** the management accounts  
SB introduced the management accounts and highlighted two recent positive events; e-Luminate and City Roots which performed within expectations. The board discussed the bars' performance and noted a full review will be completed by the end of May.

- b) The board **NOTED** the minutes of the Finance, Audit and Risk committee meeting  
The board discussed the impact of the increasing pension costs. A meeting with LGSS has been set up to discuss rates. The board discussed the role and remit of internal audit and this would be further picked up at the Risk session in April.

**ACTION:** MB look at programme of Internal Audit alongside CC8 and business continuity planning once new FD in place

Point 7 Committee Chair: SG thanked MB for his work as Chair of the Finance, Risk & Audit Committee since October 2014. SR was recommended at the new Chair by the committee. The Board **APPROVED** SR as Chair of FR&A Committee

- c) The board **APPROVED** the annual return.

## 8) Salary Review

- a) The board **AGREED** the recommendation from the Remuneration and Nominations Committee (tabled).

The board **RECOMMENDED** that FA&R should to decide the details relating to any end of year performance bonus scheme.

## 9) 17/18 Draft Budget

- a) The board **NOTED** the report on the draft budget.  
The board discussed the draft budget in detail and noted the more robust financial information now available after two years of trading, which included a significant review of Corn Exchange business. Concern was raised over managing rising support costs and with any decreasing income levels.
- b) The board **AGREED** the recommendation from the Finance, Audit and Risk Committee on the 17/18 budget

## 10) Cambridge Live Trading

- a) The board **AGREED** the proposals in the presentation and report from Steve Bagnall, MD of Clive  
The report equally recognises the importance of commercial activity on the future of CLive and the charitable focus of the organisation. There is separation between CLive and CLT to drive both forward and allow each board to concentrate on their specific responsibilities. It is hoped that another independent director will be recruited to the CLT board in the future to focus specific commercial areas.

**ACTION:** SG/SB to give SR a copy of the CLT-CLive SLA

## 11) MD's Report

- a) The board **RECEIVED** the report from Steve Bagnall, MD of Clive.
- b) Folk Festival: The full FF line has been well received by the industry and public. Sky TV will be filming the festival for broadcast which will enable Radio 2 to also cover the festival. NJ noted the strategic importance of national coverage in enabling the festival to continue to punch above its weight.
- c) Classical Series: A new artist in residence has been confirmed who is an exciting performer and rising star. They have been chosen to highlight emerging talent which will be a feature of the

season. Nine concerts have been programmed for the series which will also contain a strong educational thread. Boldfield have agreed to be principal sponsors of series the again.

- d) The board **NOTED** the results of the customer satisfaction survey

## 12) Updated Strategy Action Plan

- a) The board **NOTED** the report from the MD and agree the proposals  
The document is a work in progress and will be discussed at the June away day.

## 13) Staff Survey and Ethos work

- a) The board **AGREED** the Ethos project  
This does not replace the four values but is intended to remind staff about the expected approach to their work, ensuring a commercial focus, identifying new opportunities and efficiency. This has come from the Staff Group and new staff are taken through it.
- b) The board **NOTED** the results of the staff survey  
It was acknowledged that the lack of data and different response rates for each survey gave skewed results. The questions are being looked at for clarity.

## 14) Risk Report

The board **NOTED** the report which EM presented. There are no specific concerns going forward and the report will feed into the April session.

**ACTION** SG requested that all board members read through the report before the April session

## 15) Health and Safety Report and Annual Review

- a) The board **RECEIVED** the health and safety report  
SG thanked ZO for volunteering for the role of Board Champion for Health & Safety.  
EM conformed there are no significant updates.  
The Board formally **ADOPTED** the H&S policy.

## 16) KPIs

The board **NOTED** the verbal report

CLive needs to adopt formal KPIs. A working group will be set up over the summer.

**ACTION:** Nominations requested for KPI working group and sent to SG

## 17) Any Other Business

- BW drew attention to the Working Group Structure report on Dropbox. The report is for information and is flexible and will change over time
- SG flagged up the new CC28 and 15 questions are now available on Drop box
- In future all board papers are to be available digitally rather than printed copies being brought to each meeting in line with paperless working practices.