



MINUTES

Board Meeting 4 October 2019 – 10.00 to 14.00 Board Room – Waverley Gate

Present:

Robert Wilson (RW)	Chair
Iain Aitchison (IA)	Board Member
Ewan Angus (EA)	Board Member
David Brew (DB)	Board Member
Duncan Cockburn (DC)	Board Member
Karen Forbes (KF)	Board Member
Stephanie Fraser (SF)	Board Member
Cate Nelson-Shaw (CNS)	Board Member
Elizabeth Partyka (EP)	Board Member
David Strachan (DS)	Board Member
Karthik Subramanya (KS)	Board Member

Apologies:

Philip Long	Board Member
Sarah Munro	Board Member

In Attendance:

Iain Munro (IM)	Acting Chief Executive
Stephen Valley (SV)	Head of Finance (items 7 and 8)
Amanda Catto (AC)	Head of Visual Arts (item 11)
Clive Gillman (CG)	Director Creative Industries (item 13)
Ken Miller (KM)	Interim Director Communications (items 14 and 15)
Lyndon Jones (LJ)	Minutes

1.	Welcome and Apologies
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	Robert Wilson formally welcomed new Board members Stephanie Fraser and Duncan Cockburn to their first Board meeting. Apologies were noted from Philip Long and Sarah Munro.
2.	Declarations of Interest
	EA - Bafta Scotland Committee member DB - Board Member of MG Alba EP - Lay member of Court, Edinburgh Napier University, Advisor and Consultant, Scottish Children's Lottery DC - Director Aberdeen Performing Arts, Director Sound DS - Director of Strategy, Tern TV SF - Stepped down as Board Member of Horsecross (August 2019)
3.	Previous Minutes and Matters Arising
	Minutes of the Board meeting on 8 July 2019 were approved as an accurate record. Minutes of Extraordinary Board meeting on 18 September 2019. It was requested to add to the first bullet point at item 5 'the release of which would be proportionate to the £2 million equity'. With this addition it was agreed that the minutes were an accurate record. IM updated the Board that following the above Board meeting, there were ongoing discussions with the Scottish Government with the intention of submitting the full business case to Ministers in the coming week.
4.	Committee Minutes
4.1	Audit and Risk Committee – 29 August The Committee Chair reported that the meeting had covered routine business. They had approved the draft Annual Report and Accounts and Letter of Representation being presented to the Board for approval today under item 7. The Internal Audit work and Risk Register were reported on track. The Committee noted that CS was compliant with the Framework Document with the Scottish Government. The Committee had also noted the contents of a report on an internal Reportable Data Breach. A referral by Strident Publishing of CS to the Competition & Market Authority was also discussed. IM updated the Board that CS had now responded to the letter from Strident Publishing and were awaiting a response.
4.2	Finance and General Purposes - 11 September The Committee Chair reported back on her first meeting as Chair and thanked Board colleagues and CS staff for their guidance. The meeting had discussed the lease renewal arrangements for the Lighthouse offices and the proposal to bring them into timing alignment with Waverleygate. There had also been a discussion on CS's ownership of the CCA building, valuation arrangements and appropriate reflection in the CS Accounts. Whilst not

	<p>suggesting further offices across Scotland, IM noted that Creative Scotland needed to visibly strengthen its presence throughout the country and ideas would be brought back for further discussion with the Committee and Board as part of the overall Estates Strategy.</p> <p>The Management Accounts had also been discussed at the meeting, and the challenges of the budget position in the context of contracting Scottish Government resources.</p>
5.	Annual Reports
5.1	<p>Audit and Risk Committee</p> <p>The Board discussed the Committee's annual report of performance and agreed it had operated effectively. It was noted that there was a date error in 3.2, the correct date should be 2018 rather than 2019.</p>
5.2	<p>Finance and General Purposes Committee</p> <p>The Board discussed the Committee's annual report of performance and agreed it had operated effectively.</p>
6.	Chief Executive Report
	<p>IM updated on the CS Strategy Review discussed at the strategy day on the 3rd October. It was agreed that the document reflected the discussion, however there was still some final finessing required. IM asked Board volunteers to work alongside himself, Joan Parr and Gary Cameron to do this. DC, SF and KF volunteered.</p> <p>The Board would be kept updated on progress and the final document would be shared for ratification.</p>
7.	Annual Report and Accounts 2018-19
	<p>SV joined for this agenda item.</p> <p>The Board were requested to approve both Creative Scotland and The National Lottery Annual Report and Accounts for 2018-19. Clarification was requested on Screen project expenditure. There was also discussion on performance targets linked to future strategy. The Chair of the Audit and Risk Committee noted the potential for a single consolidated set of Accounts in future and this was being further discussed.</p> <p>The Board approved both sets of accounts and thanked the Finance Team for their work.</p> <p>The next steps are for the accounts to be laid at the Scottish and Westminster Parliaments.</p>
8.	Proposed Board and Committee meeting schedule to March 2021
	<p>The dates were considered and discussed. It was agreed that January 16th meeting would be extended to enable the Board to undertake a full discussion on the Funding Review. The Strategy Day and Regular business meeting would be</p>

	<p>brought forward a week to the 24th and 25th September 2020. It was also suggested that the December 2020 meeting move to the 14th January 2021. There was a request that the Board meetings also alternate venues between Edinburgh and Glasgow.</p> <p>It was agreed that the Audit and Risk Committee times would start later at 11am and run until 2pm. It was questioned if the meeting on the 31st March 2021 should move. This would be discussed between the Board Chair and Secretary.</p> <p>The meeting of the Finance and General Purposes Committee on the 13th January 2021 would move to the 20th January 2021. The Chair of Screen Committee would agree the dates for the meetings in 2020/21.</p> <p>An updated schedule would be sent to the Board to incorporate the changes agreed.</p>
9.	Board and Committee terms of reference, annual review and membership
	<p>The annual review of the terms of reference were shared in the papers, tracked to show changes. It was requested that the terms of reference for the Board include under item 8.0 the basis on which the Board can make approvals by exception. The wording under 4.2 would be amended to 'scrutinise and approve'. It was suggested that some of the wording in the Finance and General Purposes Committee terms of reference at points 4.1 and 4.4.1 were repetition, but on reflection it related to two separate points and should remain.</p> <p>The Chair of A&R Committee requested that the quorum for the Committee remain at 2 whilst membership was being resolved. The Chair of F&GP Committee was happy that the quorum is increased to 3.</p> <p>As an aside to the TOR, it was requested that an item be brought to the January Board meeting to discuss a schedule of Board agenda items for meetings over the course of the year.</p> <p>It was suggested that the Nominations Committee consider if there is a need for specifying the length of membership on each Committee. It was also agreed that the refreshed terms of reference for both the Nominations and Screen Committees be brought to the next meeting for approval.</p> <p>Finally, membership of each Committee was updated. DC had agreed to join the A&R Committee and EA and SF had agreed to join the F&GP Committee.</p> <p>These were formally agreed and approved by the Board.</p>
10.	Proposed process for Board self-assessment
	<p>The Board was requested to approve a process and timeline for member self-assessment of Board performance, along with the draft questionnaire. The detail of the questionnaire was agreed, with the request to remove Section 6 which was considered more appropriate for inclusion as part of members' 121 annual review meetings with the Chair. This would then allow the timeline to be shorted.</p>

	<p>It was agreed that as this assessment reflected the year past, new Board members would not be required to complete it.</p> <p>With these suggestions agreed, the Board were happy to approve the process.</p>
11.	Scotland + Venice Art and Architecture Biennales – strategic approach
	<p>AC joined for this agenda item.</p> <p>The Board were updated on the development of an integrated strategic approach to the delivery of Scotland + Venice across both the Art and Architecture Biennales. The approach was for a four-year plan at a permanent site as a platform for both biennales.</p> <p>The work has previously been undertaken on a year by year, edition by edition process. AC stated that the changes will enable more efficient and effective strategic planning and operational delivery, building on the considerable successes from past years. It would also help further fuse the work and commitment of the partners, British Council Scotland, Scottish Government, National Galleries of Scotland and Architecture and Design Scotland.</p> <p>Securing a single dedicated accessible site would enable a full time presence for Scotland at the Architecture Biennale for the first time.</p> <p>The budget implications were fully explored and discussed. Whilst CS would continue to be the major funder, discussions were taking place regarding enhanced contributions from the partners and the need to explore opportunities for private investment.</p> <p>The Board approved the proposal.</p>
12.	Sistema Scotland Grant Award
	<p>The Board was requested to approve the Sistema Scottish Government ring fenced award of £850,000.</p> <p>The Board were happy to approve the award but requested a discussion with SG on a clearer strategic role for CS in relation to Sistema's work.</p>
13.	Funding Review Update
	<p>CG joined for this agenda item.</p> <p>CG updated the Board on the progress made so far with the Funding Review, noting the extensive and positive external input to the process. Discussions were taking place with staff based on an analysis of the themes which had emerged from the external conversations.</p>

	<p>The update also prompted a discussion on the interrelationship of the various pieces of organisational development work underway, including digital transformation, and the need to ensure integrated solutions.</p> <p>Given the significance of the funding review, it was agreed that the January Board meeting would be extended to include a two hour workshop to enable the Board to work through the options and agree the way forward.</p>
14.	Environmental Action Plan
	<p>KM joined for this agenda item.</p> <p>KM updated the Board on the progress made to date, and a desire for Creative Scotland to act further to help address the climate emergency. The refreshed staff Green Team, which now included EP to represent the Board, would consider some key aspects of the environmental action plan, particularly travel, energy usage and waste as key areas of focus. Again, digital transformation would play a key role in the gathering and monitoring of data.</p> <p>The Board approved the acceleration of approach.</p>
15.	National Lottery 25th Anniversary
	<p>KM remained for this agenda item and highlighted the activity that would be undertaken as part of the 25th Anniversary of The National Lottery. He addressed the key aspects of the programme. There would be a strong use of both social and traditional media. CS has joined a small working group to contribute and highlight local successes.</p> <p>Further information would be brought to the Board via the weekly Communications update.</p>
16.	Screen Scotland Update
	<p>DS spoke to the draft notes of the last Screen Committee meeting, highlighting the review of funding guidelines in consultation with industry, the update of the business plan and alignment with the National Performance Framework.</p> <p>A screen Fringe event, bringing together producers with attendees, had been well received.</p> <p>Finally, it was reported that the Screen Risk Register would be a standing item on every Screen Committee meeting</p>
17.	AOB
	<p>Karen Lannigan was in conversation with Scottish Government to formalise the arrangements for a young person observer for the Board, hopefully attending for a year from January.</p>

	<p>It was requested that an Equalities update be brought to the January meeting.</p> <p>It was suggested that a thank you dinner be organised for Erin and Sheila, with a hope that the new Board members would be able to join. There was a desire this take place before Christmas.</p>
	<p>Date of next meeting Thursday 16 January 20220 1000 – 1600 Board Room – Waverley Gate</p>

Rebel Wilson

Approved