



## FCSTL Board Meeting Minutes

Tuesday 25<sup>th</sup> May 2021

17:00 – 19:00

Via Zoom

**Please note that this meeting was not quorate and therefore no formal decisions were made. Any outcomes below will be ratified at the next Board meeting, due to be held on 24th August 2021, to ensure that any decisions are made by a fully quorate meeting of the Board.**

**Present:** Brian Lawrie (Chair), John Silcock,

**Attending:** Heather Stuart, Kirsty Keay, Marcus Kenyon, Martina Kutzer-Prenzlow, Judy Rae, John Campbell, Paul Sykes

**Apologies:** Lorraine Brown, Frank Quinault

### 1. Welcome and Apologies

BL welcomed everyone to the meeting and introduced Paul Sykes who is interested in joining the Board and will be observing the meeting today.

BL thanked Sarah Scarlett and Derek Bottom for their time and effort over the last 3 years, both have recently resigned from their positions from the FCSTL Board.

### 2. Declarations of Interest

John Silcock declared his role as CEO of Borland Insurance

### 3. Minutes of last meeting

BL passed on FQ comments pointing out some typos and requesting that a sentence be reworded. Once these changes have been made the minutes would be accepted as an accurate record of the meeting.

**Action: Update minutes of the 23<sup>rd</sup> Feb meeting reflecting Board feedback**

### 4. Action Log

KK provided an update around item 2 and gave a summary of approved spending levels, she also confirmed that there was currently no specific provision for writing off bad debt. BL suggested that, in view of the upcoming changes to Board membership, we take the opportunity to review Board/Committee governance including the Scheme of Governance/Delegation. KK agreed and confirmed the work currently being undertaken around this,

All other actions were complete

## **5. Performance Report**

BL introduced the report and asked KK and JC if there were any areas to be highlighted to the Board.

JC provided a summary of room hires, specifically from the NHS. JS asked if the venues were still being used for COVID vaccinations. MK confirmed that the NHS have pre booked until the end of Aug, this will then be reviewed in line with our programming schedule.

BL referred to the level of debtors noted in section 2.3 of the paper. JC provided a breakdown of these. BL asked about section 3.1 and the activities carried out by FCSTL that do not meet the charitable purpose of FCT. KK provided some background around why FCSTL was established and the allocation of the management fee to cover services that do not form part of the charitable aims of Fife Cultural Trust. After reviewing the level of input/staff time required for each of these it was recommended that the 4-weekly allocation of management to FCSTL be increased to £18,197 to cover these costs, the Board agreed.

BL asked if there was a timescale for the review of the catering concessions. KK confirmed that work is underway to find a catering concession for DCL&G café. Whilst it is recognised that securing a provider quickly to capitalise on the anticipated staycation footfall to Fife while offering a café experience to returning customers would be beneficial this could be difficult in light of market conditions and there is a process that needs to be followed. JR advised that, working with the Food from Fife network and stakeholders from the hospitality industry, potential independent café operators and businesses have been identified. Interested operators will be invited to express their interest through an open and transparent tendering process.

BL referred to 6.3.1 The Jack Vettriano exhibition and asked for confirmation around the duration of the exhibition. JC confirmed this would run from the 17<sup>th</sup> June – 13<sup>th</sup> September 2022.

KK confirmed that the reworded debtor's policy will be taken to the Board for agreement.

There was further discussion around the escape room, EPOS and Jack Vettriano Sponsorship.

### **Action: FCSTL Debtor's Policy to be taken to the Board for agreement**

## **6. FCSTL Directors Report**

BL advised it was good practice to review the narrative prior to completion of the accounts and provided an overview of the report and asked the Board if they had any comments or questions. BL pointed out some consistency issues with how Trading subsidiary appears throughout the report (capital or small S and T), KK agreed that these should be capital T small s and the report would be amended to reflect this.

KK advised that reference to the NHS venue hires will be added to the report to provide explanation to the income section.

The Board approved the paper to be taken to FCT Board.

**Action: Check report for continuity re Trading subsidiary**

**Action: KK to add a section to the report around NHS venue hires**

**Action: FCSTL Directors report to be added to the papers for June's Board meeting**

**7. Proposed Budget and Assumptions**

BL asked the Board if they had any questions regarding the paper.

JS advised that as the future is unknown at present, due to the country reopening after COVID, this impacts how meaningful the budget is. He suggested the best way forward would be to scale back as much as we can particularly over the first 6 months of the year and work on a worst-case scenario. JS cautioned that cost v income should be the main priority going forward and being fluid to change.

MK provided an overview of the reopening plan for cafes, the impact of the end of furlough on staffing costs and the services we will be able to offer.

BL noted FQ comments, recognising that the budget is depending on circumstance and that due to the lack of certainty it is recommended that the Budget is reviewed after 6 months.

There was further discussion around the Adam Smith Café and the Jack Vettriano exhibition.

**8. Risk Report**

BL requested confirmation around the target dates for mitigation and the action required within this timescale. KK advised that these are on track but will continue to be reviewed from a wider business development perspective being mindful of environmental changes.

BL explained that some of the actions taken by the FCSTL Board are ultimately dependant on decisions made by the main Board. He went on to explain how caution must be taken and how difficult it would be to reopen trading activities in the current climate when visitor numbers are much lower than they were pre COVID.

There was further discussion around casual staffing, venue support for cafes and trading with limited capacity due to COVID restrictions.

KK provided background on the Heaven Scent situation and the suggested next steps to reach a resolution. BL referred to FQ comments suggesting that the recommendations are taken.

There was further discussion around the risks involved with the recommended actions and how we move forward. JS suggested that we check the legal cover on our insurance to see if we are covered for this type of claim. KK will feedback to the Board. Once confirmation was received regarding legal cover the Board suggested that in the first instance option 1 of the recommendations was pursued.

**Action: Check the legal cover on our insurance to see if we can use our insurance cover to take forward further action**

## **9. AOB**

HS provided an update from a recent Fife Council strategy meeting that she has attended noting the positive discussions that took place around trading and business development. There was further discussion around how the Trust engaging politically with Fife council around financial and high-risk topics.

BL felt that it was important for the FCSTL Board to be aware of the positive relationship that has developed recently between Fife Council and FCT, how this is a much-improved situation and how conversation are now much more productive.

BL to request that someone from the FCT Board should join the FCSTL Board, even if short term, to ensure the meetings are quorate until Sarah and Derek can be replaced formally.

**Action: BL to request that someone from the FCT Board to join FCSTL Board**

## **10. Chairs Business**

There was no Chairs Business.

Date of Next Meeting: 24<sup>th</sup> August 2021