

Falkirk Community Trust

Board Meeting Minute

Minutes of a meeting of the Board of Directors of Falkirk Community Trust Limited (the "Company") held at Callendar House on 28th June 2012 at 9.30am. Ian Scott (IS) chaired the meeting throughout.

Present: Ian Scott (IS) Chair; Provost Pat Reid (PR); Cllr Malcolm Nicol (MN); Bob Tait (BT); Ann Cowen (AC); Alex McQuade (AMcQ); Cllr Linda Gow(LG); Gayle Martin (GM); Cllr Dennis Goldie(DG); Cllr Joan Paterson (JP); Maureen Campbell (MC); Neil Brown (NB); Paul Finnie (PF); Lesley O'Hare (LoH); Jane Clark (JC); Danny Cairney (DC)

Apologies: Nil

Declarations of Interest: Item 9 - Councillor Linda Gow, Board Director of The Helix Trust
Item 15 - Councillor Linda Gow, Board Director of Forth Valley NHS Board

No.	Agenda Item	Agreement / Action	Due Date	Who
1	Minute of Meeting of 29.03.12	The Board approved the minute of 29 th March 2012.		
2	Matters Arising	<u>In relation to item 6 in the minute</u> The Board noted that Directors are welcome to attend the drop in sessions arranged for the Culture, Libraries, Sport & Recreation Strategy consultation.		
3	Appointment of Directors & Vice Chair	The meeting considered the appointment of Directors. The Board resolved to appoint under clause 19.2(i) of the Articles of Association, Dennis Goldie and Joan Paterson, each of whom consented to the appointment as Directors of Falkirk Community Trust Ltd. The Chairman welcomed the new Directors to the meeting. The Board considered the appointment of the Vice Chair. PR nominated Dennis Goldie as Vice Chair. LG seconded this nomination. Decision Dennis Goldie was appointed as Vice Chair.		
4	Appointment to Sub Committees	The meeting considered appointments to sub committees and agreed the following: Decision People Sub Group: no changes proposed. Audit & Performance Sub Group: Dennis Goldie (Sub Group Chair) and Joan Paterson to be appointed.		
5	Birkhill Clay Mine Options	IS summarised the background to the issues surrounding Birkhill. The Board noted the following points: <ul style="list-style-type: none"> ▪ The site needs investment to just make it safe to bring back in to use; ▪ There is limited potential and capacity to develop further as an offer for visitors; ▪ The industrial heritage market is relatively static and the audience is different to that for the majority of SRPS users; ▪ Succession planning issues to secure required mine management skills; ▪ It is a unique facility of national significance; 		

		<ul style="list-style-type: none"> ▪ To date no additional funding sources have been identified; ▪ The site is valued by interest groups who are vocal in their support to retain the facility; ▪ There has been informal discussion with the National Mining Museum Scotland (NMMS). <p>The Board discussed the options available and points included:</p> <ul style="list-style-type: none"> ▪ Concern around health and safety liability; ▪ BCM not perceived to be high on Council's priorities; ▪ Need for careful consideration now and timescales to plan and effect any future managed withdrawal; ▪ Current decision to mothball stands until April 2013 allowing time to formally test viability of an alternative operator; ▪ Securing a mandate from the Council to enter formal discussion to test investment potential and alternative management arrangements; ▪ Future plans could include an alternative offer to focus on industrial heritage; ▪ Concerns about investment in something that may not be sustainable and that could impact on investment in some of our other attractions; ▪ Need to understand the financial costs of closure. <p>Decision The Board:</p> <ol style="list-style-type: none"> a) agreed to formalise discussions with Falkirk Council, SRPS and NMMS; b) asked the Chief Executive to prepare a report to the Council seeking their approval to enter into discussion to seek an alternative operator; and c) asked the Trust Management Team to begin to prepare to effect a managed withdrawal should that be agreed. 		<p>MC</p> <p>LoH</p>
6	Brand Identity	<p>The Board noted that IS, AC and BT had met with the Council's design team at the end of April and had considered two identity design proposals and agreed to one of these going to a panel for consultation. The Board noted that the panel has endorsed the design proposal.</p> <p>NB tabled the identity design with examples of its application. The Board discussed the design and points included:</p> <ul style="list-style-type: none"> ▪ All sub brand identities including that of Helix will continue; ▪ Designers were asked to look at legibility of some colours and use in black in white; ▪ The new identity will be applied as material is replaced or updated; ▪ Management team is drafting guidance to ensure proper recognition of the Council is included on material, through narrative acknowledgement and /or crest. <p>Decision The Board:</p> <ol style="list-style-type: none"> a) approved the new brand identity; and b) asked that the Management team ensure designers take on board comments about legibility. 		<p>NB / JC</p>
7	Financial Performance	<p>The Board considered the unaudited accounts for 2011/12 and noted that the audit of the accounts is currently on-going and should be signed off at the August Board meeting.</p> <p>The Board noted the surplus of £355,000 largely arising from</p>		

		<p>vacancies, and the performance of the Trading Subsidiary which operated at a loss.</p> <p>The Board discussed the setting of a level for maintaining reserves and noted that any balance against this would be available for investment. The Chief Executive flagged the importance of utilising investment to generate new income for the Trust.</p> <p>Decision The Board:</p> <p>a) agreed to set a reserve of £205,000, subject to audit; b) asked the Chief Executive to come back with proposals on how to invest the balance of £150,000.</p>		MC / NB
8	Proposed Changes to Terms & Conditions	<p>The Board noted the proposed changes to car allowances, public transport rates and proposed introduction of the Living Wage and that Falkirk Council has made budget available to implement this introduction.</p> <p>The Board noted the wording at para 3.2 should read: <i>"It is not anticipated that the implementation of a no compulsory redundancy agreement within the Trust until 31st March 2013, would pose any issues."</i></p> <p>Decision The Board:</p> <p>a) agreed to implement the proposed changes subject to provision of budget from Falkirk Council; and b) approved the preparation of a Collective Agreement for signing by the Chief Executive and Trade Unions to enable implementation to progress on 1st September.</p>	By 1/9/12	MC
9	Helix	<p>The Board discussed the progress associated with the transfer of responsibilities from the Helix Trust (HT) to the project partners and the transfer of operational activity from Falkirk Council to Falkirk Community Trust (FCT).</p> <p>Points noted included:</p> <ul style="list-style-type: none"> ▪ FCT will not take on any liabilities or outstanding claims associated with the capital works and that these would continue to rest with Falkirk Council; ▪ There is potential to invite HT Board representative to take up co-opted places on the FCT Board; ▪ Transfer timescale being worked to is September 2012 and 2 members of HT staff to transfer to FCT from 1st September 2012; ▪ The legal documentation will be "supplementary" to FCT's existing funding and transfer agreements; ▪ Management team to arrange a separate meeting for the Board to learn more about the project and a site tour; ▪ Capital works are progressing and there are exciting ideas being explored for access to the internal of the Kelpies. <p>Decision The Board:</p> <p>a) authorised the Chief Executive to conclude all necessary agreements to allow the transition to be concluded as outlined in the Board report; and b) asked that should any significant issues arise, these are brought to the attention of the Board.</p>	asap	JC
			September	MC

10	Environmental Policy Statement	Decision The Board approved the Environmental Policy Statement for the Trust.		JC
11	Catering and Retail Review	The Board noted the Action Plan to reduce the losses of the trading activity and that a target of 3 years has been set to bring performance to break even, with a target of £50k in 2012/13 derived from additional income and reduced costs.		
12	External Funding Opportunities	The Board noted the funding opportunities highlighted in the report and discussed the funding environment. Points noted include: <ul style="list-style-type: none"> ▪ Work on determining priorities has commenced, these need to be agreed; ▪ Clear steer on capital priorities needed to enable discussion with the Council; ▪ Councils capital programme faces increasing challenges; ▪ Communication with Falkirk Council is key. The Board agreed that discussion would continue through another Board development session.		Board
13	Olympic Torch Relay	The Board noted the very positive feedback on the Trust's input to the Torch relay and asked that their thanks is passed on to Gillian Thomson and her teams.		PF
14	Callendar House Feasibility Update	The Board noted on-going work and that a further report will be presented to the August meeting to enable consideration of action for next year's Business Plan.	August '12	LoH
15	Bonnybridge Hospital	MC provided a verbal update on work to find alternative accommodation for services currently occupying Victoria Buildings, principally around exploring the feasibility of the former Bonnybridge Hospital. The Board noted that the licence to occupy Victoria Buildings is being extended but that health and safety concerns with continued occupancy remain. The Board noted that initial plans are being drawn up but that funding is a key issue and the focus is on how to create a viable model for consideration by the Board and the Council asap and that a position would be clear by August. The Board noted that this item is confidential.	August'12	MC/NB
16	Procurement	The Board noted that one contract was placed during the period from end March to June to a value of £18,980. The Board noted that further contracts entered into by the Council allow the Trust to benefit from access to larger joint purchasing contracts.		
17	Minute of People Sub Group	The Chairman advised that positive meetings have been held with Trade Union representatives. The Board discussed item 4 of the minute and noted that the Director vacancy is being re-advertised next week.		Nominations Group
18	Minute of the Trading Company	The Board noted that AC had been appointed as Chair of the Trading Company board and that the main subject of this minute had been discussed at item 11.		
19	AOCB	<u>Local Media Relations</u> The Board agreed to discuss this item at a future meeting.		

		<p><u>Board Development Session</u> The Board agreed to hold another session between mid-August and mid-September to focus on capital.</p> <p><u>Agenda planning</u> The Chairman asked Directors who would like an item placed on the agenda to contact him at least 10 days prior to a Board meeting.</p> <p><u>Team Leader Engagement</u> The Board agreed that a joint planning session involving the Board and team leaders should be arranged once the priority setting is completed. The Board noted that a 3 day team leader development session is planned in October and there may be some scope to involve Board members.</p>		<p>MC/IS</p> <p>Board</p> <p>Management team</p>
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Meeting Chair : Ian Scott

Date: 30 August 2012