Minute of a Meeting of Shetland Arts Development Agency Board of Trustees, held at 6.00pm on Monday 10th September 2012 at Mareel

Present:

Jim Johnston (JJohn), Trustee/Chair, Shetland Arts (Chair) Robina Barton (RB), Trustee, Shetland Arts Mark Burgess (MB), Trustee, Shetland Arts (from 6.25pm) Danus Skene (DS), Vice Chair/Trustee, Shetland Arts James Sinclair (JS), Trustee, Shetland Arts Irvine Tait (IT) Trustee, Shetland Arts

In Attendance:

Gwilym Gibbons (GG), Director, Shetland Arts Sheila Duncan (SD), Head of Finance and Admin, Shetland Arts Louise Morris, Administration Assistant Shetland Arts (minutes) Paul Hetherington, A9 Partnership Limited

Apologies:

John Dally (JDal), Trustee, Shetland Arts Joyce Davies (JDav), Trustee, Shetland Arts John Goodlad (JG), Trustee, Shetland Arts Leslie Lowes, (LL), Trustee, Shetland Arts Silke Reeploeg (SR), Trustee, Shetland Arts

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1	Welcome, Apologies & Declaration of Interest	
1a	The Chair welcomed everyone to the meeting and noted that until Mr Burgess arrived the meeting would not be quorate. It was agreed to begin the meeting, but no decisions would be taken until Mr Burgess arrived.	
1b	Apologies were received from Mr Dally, Mrs Davies, Mr Goodlad, Mr Lowes, and Ms Reeploeg. The Chair asked Mr Gibbons to compile a report of Trustee attendance at meetings for the year.	GG
1c	No declarations of interest were noted at the start of the meeting.	
2	Minutes of last meeting	
2a	Approval of Board Minutes for accuracy: 9 June 2012 Item 1.1 should be changed from Mr Irvine to Mr Tait.	Admin
	Subject to this change the minutes were approved as a correct record.	
2b	Matters Arising not on agenda	
	3c - Conflict of Interest Policy: Mr Johnston asked for Conflict of Interest Policy to be raised as an agenda item for the next	Agenda

	meeting.	
	3d – Trustee and Volunteer Expenses Policy: It was clarified that the only change made to this policy was updating the mileage rates in accordance with HMRC guidelines for taxable benefits. A copy of the policy will be uploaded to Basecamp.	Admin
3	Finance & Management	
3a	Annual Accounts 2011/2012	
	Paul Hetherington from A9 Partnership Ltd was in attendance to discuss the Annual Accounts 2011/2012. Mr Hetherington noted that the Board had already approved the accounts for audit but brought the Board's attention to some minor changes to the accounts:	JJohn
	 £101 investment has been added in the balance sheet (page 21) which includes a £1 investment in Shetland Arts IP C.I.C. This has improved Shetland Arts surplus for the year. A newer valuation for Mareel construction costs has been included, as well as the decision of the recent adjudication. 	
	Mr Burgess joined the meeting.	
	Mr Hetherington also brought the Board's attention to the following notes to the financial statements:	
	 Note 23 – Capital Commitments. The statement does not include an estimate of the amount of capital commitment required to complete the project, as to do so would prejudice the outcome of these ongoing negotiations. The Board agreed with this note. Note 1, page 23 – Going Concern. A note has been added clarifying the current position of funding the remaining construction works. This information has also been included in the Auditors' Report on page 19. The Board were happy with these notes. 	
	A typo was noticed on page 19, second paragraph, third sentence: "with" should be changed to "which."	SD
	The Chair's Statement requires updating, which Mr Johnston will do by the end of the week.	JJohn
	Ms Barton proposed the approval of the Annual Accounts subject to the correction of the typo and updated Chairs' report. Mr Sinclair seconded the motion and the Board approved.	
	Mr Hetherington left the meeting.	

3b	Director's Travel Update	
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	The Board noted Mr Gibbons' report on upcoming travel.	
4	Large Scale Project Updates	
- 4a	Mareel Opening Events	
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	This item was deferred to the next Board meeting.	Agenda
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4b	Hansel of Film	
	This item was deferred to the next Board meeting.	Agenda
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5	Any Other Business as agreed by the Chair at the start of	
	the meeting	
5a	Mr Gibbons noted that he has resigned as a Board member of	
	Creative Scotland. Original appointments to the Board had	
	been made on a 2 and 4 year term. His appointment had been	
	made on a 4-year term and has served 2 years of that.	
	Mr Gibbons noted that he was spending more time outside of	
	the meetings due to conflict of interest regarding Creative	
	Scotland's funding of Mareel. Recruitment is currently taking	
	place to replace the 2-year term Board members, and he felt	
	that it was the appropriate time to resign from the Board.	
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5b	Mr Gibbons noted that around three years ago he brought to	
	the Board's attention that the Scalloway Waterfront Trust's	
	approach regarding transferring ownership of The Booth to	
	Shetland Arts. At that time the Board agreed for the transfer to	
	proceed.	
	Mr Gibbons informed the Board that the transfer was nearing	
	completion. There had been legal delays due to a discrepancy	
	over the deeds and the disabled access owned by the SIC.	
	There will be little ongoing revenue costs as The Booth is	
	managed by WASPS who lease out the building as an artist	
	studio space. The only costs will involve a small amount for	
	insurance.	
6	Dates of future meetings	
6a	Thursday 18 October, 6pm @ Bonhoga	
	4b	
	Sunday 8 th December, 10am @ Mareel	
	The meeting closed at 8.00pm	

Jim Johnston Chair, Shetland Arts Development Agency