

Minute of a Meeting of Shetland Arts Development Agency Board of Trustees, held at 10.00 am Saturday 2nd February, 2013 at Mareel

Present:

Jim Johnston (JJohn), Trustee/Chair, Shetland Arts (Chair)
 Robina Barton (RB), Trustee, Shetland Arts
 Steven Cheverton (SC), Trustee, Shetland Arts
 John Dally (JDal), Trustee, Shetland Arts
 Jill Franklin (JF), Trustee, Shetland Arts
 John Goodlad (JG), Trustee, Shetland Arts
 Leslie Lowes, (LL), Trustee, Shetland Arts
 Danus Skene (DS), Trustee, Shetland Arts
 Silke Reeploeg (SR), Trustee, Shetland Arts
 Irvine Tait (IT) Trustee, Shetland Arts

In Attendance:

Gwilym Gibbons (GG), Director, Shetland Arts
 Christine Simpson, (CS) Finance Assistant, Shetland Arts

Christine Ferguson (CF), Director Corporate Services, Shetland Islands Council

Apologies:

Mike Palmer

Item	Topic	Action
1	<p>Welcome, Apologies & Declaration of Interest The chair welcomed everyone to the meeting and introduced Christine Ferguson, Chair of the Due Diligence Review who was invited to update the Board. The Board agreed to take the Due Diligence Update which was under closed business first.</p> <p>Apologies were received from Mike Palmer.</p> <p>No declarations of interest were noted at the start of the meeting.</p>	
2	<p>Minutes of last meeting</p>	
2a	<p>Approval of Board Minutes for accuracy: 10th September, 18th October, 22nd November, 8th December.</p> <p>Page 5 – Amend quote attributed to JJ to RB Change spelling from J Daly to J Dally</p> <p>Subject to this change the minutes were approved as a correct record. Approved: Les Lowes Seconded: Robina Barton</p> <p>Matters Arising: Trustee’s attendance report to be tabled. Action</p>	GG

2b	<p>Matters Arising from items not on Agenda.</p> <p>Acoustics in Café Bar – re-negative comment in local paper. GG assured Trustees the café bar was designed for such and had hosted several successful events.</p> <p>A Press Release announcing the appointment of three new Trustees was requested. Action</p> <p>JJ was keen to arrange an Away Day for all Trustees. There is still a number of key business decisions to be made and planning for the future is necessary. Action</p>	<p>GG</p> <p>JJ</p>
3	<p>Finance and Management</p>	
3a	<p>Management Accounts: January 2013</p> <p>DS updated the Board on Finance Sub Group meetings and distributed the minutes of the last FSG meeting of January 18th. He invited the Board to suggest three new members to join the Group to replace outgoing Trustees. Action</p> <p>DS gave a report on meetings he had with SD which was very useful for updates on the capital A/C. He felt SADA was in difficult position regarding capital issues, in his opinion a flashing orange scenario.</p> <p>GG updated the Board with the news on Mareel Interim Valuation No. 42 which had been issued on Friday. The cost report on defective works was also supplied.</p> <p>The Management Accounts showed a slight surplus at the year end which is good news story given all the challenges faced. The cinema in particular is a huge success and attendance figures show no signs of letting up. IT said critics predicated the cinema would be a failure and the opposite is true.</p> <p>Minutes of the Finance Sub Group were approved by LL and seconded by JD.</p> <p>Matters Arising: Minutes of meetings are uploaded onto Basecamp for Trustees to look at. Trustees would like notification and early submission of minutes where possible.</p>	<p>DS</p>
3b	<p>Directors Travel The Board noted the report on Mr Gibbon’s travel.</p>	
3c	<p>Administration Regulations The administration regulations were last approved in April 2006.</p>	

	<p>GG suggested the quoracy be changed from six Trustees to five Trustees. JJ added that it was normal for the quorate rate to be one third of the Board. After a short discussion LL put forward a motion to reduce the quorate number from six to five Trustees. This was seconded by DL. The vote was passed unanimously.</p>	
3d	<p>Update to Power of Attorney At present, five Trustees have Power of Attorney status and were able to sign legal documents on behalf of all Trustees. Two members have since left and there are two vacancies to be filled. John Goodlad advised that he is often unavailable and would therefore prefer to be removed from the PoA list too. This request was accepted by the Board. Nominations for the vacancies were: Les Lowes Danus Skene Irvine Tait</p> <p>The above were Proposed by Robina Barton and Seconded by Jill Franklin. Trustees agreed these appointments.</p>	
4	<p>Any other Business It was agreed to leave the other agenda items till the next meeting. The Chair apologised he would be unavailable for the next meeting.</p> <p>GG proposed that a date to meet regarding the outcome of the SIC meeting. He anticipated a huge amount of media interest prior to the meeting when the Agenda is made public. A sounding board of Trustees to draft a media response on behalf of SADA was agreed – JJ,DS,RB,JD. JF.</p> <p>They agreed to meet at 7pm on the 18th February in Dressing Room 2 at Mareel.</p> <p>Minute approved 20 February 2013</p> <p>Danus Skene</p> <hr/> <p>Name: Chair, Shetland Arts Development Agency</p>	
5	<p>Closed Items:</p> <p>Due Diligence Review update</p>	