

**Present:** Dr. David Caldwell (Chair), Brian Lawrie, Fiona Davidson, Councillor Jane Ann Liston, Councillor Lesley Backhouse, Sarah Scarlett, Derek Bottom, Frank Quinault.

**Attending:** Heather Stuart, Kirsty Keay, Michelle Sweeney, Dallas Mechan, Lisa McGrotty, Martina Kutzer – Prenzlow, Diane White (Minutes) for FCT.

**Apologies:** Professor Nic Beech, Councillor Ian Cameron

### 1. Minutes of the meeting of 26<sup>th</sup> September.

The minutes were approved as an accurate record of the meeting

#### Matters arising

All matters arising were complete or covered later in the meeting. The Chief Executive explained that while Gillian Love was not able to join the Board she was keen to keep involved with the work of the Trust. Burness Solicitors had advised that employees of Fife Council cannot be appointed as independent directors without amendments to the Articles, due to a clause intended to safeguard against undue influence by the sole member. The restriction in relation to Council employees will be made clear in future recruitment adverts in an appropriate manner

A follow up session on engaging young people on Boards had taken place. Fiona Davidson recommended that the Directors watch the video sent out by email outlining the community engagement activity successfully undertaken by a museum in Santa Cruz. There was some discussion around recruitment of young people to the Board including the potential for a shorter term of office if that would increase attractiveness and flexibility. Work in relation to the wider community engagement approach of the Trust at Board level and generally will continue with updates to the Board in due course.

### 2. Declarations of interest.

There were no Declarations of Interest

### 3. Museums Collections Development Policy 2019 – 2023.

Dallas Mechan explained the policy and its need to be brought up to date with current legislation. The policy has been created from a standard template that has been personalised for the Trust. There was some discussion around museum accreditation. The Chair praised the collections at Bankhead and extended his thanks to museum staff for all their hard work and asked that Dallas pass this on. The Board approved the Policy and asked that it be sent to Fife Council.

**Action – Dallas Mechan to pass the Boards thanks to museum staff**

**Action – Dallas Mechan to send the Museums Collections Development Policy to Fife Council**

Dallas Mechan left the meeting at this point

#### **4. Approval of 2017/18 Accounts.**

The Board have been presented with 2017/18 FCT Accounts for this meeting. It was noted that the FCSTL Accounts have been approved by email. There was some discussion around the issues, covered in more detail at the Finance and Audit Committee, which have caused the accounts to be delayed for approval. It was advised that safeguards were in place to prevent a reoccurrence of these issues. The Board approved the 2017/18 accounts.

#### **5. Consideration of 2017/18 Stakeholder Annual Report.**

The Annual Report was discussed and the thinking behind the fully digital approach this time was explained. Directors complimented the work undertaken on developing the report. It was not known if the report could be downloaded or only viewed online, but it was agreed that this should be checked.

**Action – Michelle Sweeney to check if the Annual Report can be downloaded**

#### **6. Budget Update and Management Fee Review 2019/20 to 2020/21.**

The meeting on 6<sup>th</sup> November and the outcomes from this were discussed along with the FCT 'at a glance document' and updated Business Plan. Alternative strategies were discussed around Spend to Save proposals. Engagement with Fife Council on the 6<sup>th</sup> November had not resulted in any solid outcomes for the Trust and a further meeting was planned to present further information to underpin discussions. The Board approved the Business Plan and the proposed savings that were outlined. It was agreed that a brief note of the meeting of 10<sup>th</sup> December would go to the Board once the meeting took place.

**Action – A brief note of the meeting of 10<sup>th</sup> December to be sent to the Board**

#### **7. Proposed Dates for 2019 Board and Committee Meetings.**

The Board approved the proposed dates for 2019. It was agreed that the meetings should be set a year in advance and then reviewed six months in advance on a rolling basis. There was some discussion around Board Development Dates, and options for these would be sent to Board Members.

**Action – Options for Board Development Dates to be sent to Board Members**

#### **8. Nominations Committee Changes.**

The proposed changes to the nominations committee contained in paper 3 were explained. The Board was happy with the proposed changes and these were agreed. It was agreed that a new committee would be formed to deal with remuneration and appointment of the Chief Executive and senior staff. The background behind the change to the length of terms of office for independent directors was outlined in the context of ensuring business continuity particularly given current levels of vacancies. The Board approved the proposed change. Flexibility with lengths of terms in future was thought to be important.

## **9. Performance Report.**

The performance report was noted. There was some discussion around postage ensuring that this took place on a full cost recovery basis, and on booking fees for FCT theatre tickets, which will now be the subject of a wider strategic review of pricing within theatres and the organisation more widely with the support of TRG.

## **10. Chief Executive's Report.**

The Chief Executive's report was noted. The Chief Executive explained that a separate paper regarding St Andrews Library had not been brought forward, as there was an update in the CEO report and not sufficient progress to warrant a separate detailed report or recommendation. Fife Council has reverted to the original suggestion that the local office goes into the library. Any update on this situation will be given to the Board. Regarding the Library Opening Hours Review, the Trade Unions have balloted their members. There was some discussion around the way in which this information had been communicated to the management of the Trust. It was agreed that this would be picked up with the Trade Unions in due course.

**Action – Any update on St Andrews local office or library to be given to the Board if appropriate.**

## **11. Updates from Conveners**

The minutes from the HR Committee meeting minutes would be sent after the Board Meeting. A Ballot on strike action is anticipated to take place in January over pay with the possibility of a strike in February or March. Work is taking place to prepare for this and the Trust is in liaison with the Council's working group on this issue.

The living wage was increased in October, and it was agreed that this should be communicated to staff as a good news story.

The minutes from the Finance & Audit Committee would be sent after the Board Meeting. The detailed reports in relation to last year's accounts considered at the Finance & Audit Committee would be sent to allow Board Members to see the context behind the work being undertaken. Monthly updates along with Management Accounts have been requested until next meeting. Any questions on the reports can be directed to Brian Lawrie or Kirsty Keay when they go out.

**Action – The increase to the Living Wage to be communicated to staff as a good news story.**

**Action – Finance & Audit reports to be sent to Board Members along with the Minutes of the Finance & Audit Committee.**

## **12. Quarterly Highlights Report.**

The Quarterly Highlights report was noted. The Paper from Across the Sea exhibition in Dunfermline was commended, along with the Nairn event in Kirkcaldy and the Carnegie celebration in Dunfermline. There was also discussion around the Chocolate event at Kirkcaldy Galleries. Both Outlaw King film showings at DCL&G sold out. Thanks were expressed to Jim Anderson for his excellent support to the Dunfermline screenings

**Action – Thanks to be expressed to Jim Anderson for his work at the Outlaw King sessions.**

### **13. AOCB.**

It was agreed that no re-appointment of Board Members was needed due to the three year tenure however all members confirmed that they were intending to stay in post.

David Caldwell and Brian Lawrie agreed to stay as Chair and Vice Chair for the next two years. Board members were reminded that the Register of interests would need to be updated if applicable. It was agreed that the language used in this document should be improved for ease of use.

The Chair confirmed that he would be having meetings with Board Members going forward as part of their annual review, and that there could be some value in having all Board Members together for these meetings eg some in the morning and some in the afternoon with a crossover lunch. Options to be explored and dates circulated/agreed with Board members.

**Action – The language used in the Register of Interests form to be improved for ease of use in future.**

**Action – Dates and preferred approach for Chair discussions with Board members to be agreed**

### **14. Date of Next Meeting.**

13<sup>th</sup> March 2019

### **15. Chair's Business.**

There was no Chair's Business.