

BOARD MINUTES

Date and Time	12 th May 2015 at 5.30pm
Location	Fèis Rois Office, Strathpeffer Road, Dingwall
Purpose	Quarterly Meeting
Present	Fiona Dalgetty (Chief Executive), Harriet Dempster (Chair), Caroline Hewat, Colin McLean, Duncan MacQuarrie Maggie MacDonald was present from 6.30pm Jennifer McGlone (via Skype) entered the meeting from 6.30pm
Apologies	Carole Miller, Colin Sandilands, Mark Sheridan

SUMMARY OF ACTION POINTS

Action Ref. Number	Action	Responsibility	Time line
Item 1	Check income / expenditure status of specific education projects.	Fiona Dalgetty / Rachael Duff	ASAP
Item 2	Post hard copies of quarterly management accounts to Board members.	Marion MacKay	Before next meeting
Item 3	Amend presentation of management accounts to show clearly where projects are closed off	Fiona Dalgetty / Marion MacKay	Before next meeting
Item 4	Contact staff in Highland Council Criminal Justice department re: working together	Fiona Dalgetty	Dependent on funding
Item 5	Contract Senscot Legal to revise existing Constitution	Fiona Dalgetty	ASAP
Item 6	Ensure smooth transition to new office	Colin Sandilands / Fiona Dalgetty / Marion MacKay	Within a month
Item 7	Revise the delivery format of Fèis Rois nan Oileanach	Fiona Dalgetty	Within a year
Item 8	Provide breakdown of numbers attending CPD / training events	Rachael Duff	Before next meeting
Item 9	Confirm staffing arrangements for period of Chief Executive's maternity leave	Harriet Dempster / Fiona Dalgetty	ASAP
Item 10	Agree a date for a Board away day	Harriet Dempster / Fiona Dalgetty	Within this financial year
Item 11	Seek clarity on Duncan MacQuarrie's role as representative of Fèis Rois on FnG Board	Harriet Dempster	ASAP

Agenda Item

2015.01.01 Preliminaries and Matters Arising

Harriet Dempster welcomed everyone to the meeting. On behalf of the Board, she offered congratulations to the Chief Executive and her husband on the news that they are expecting a baby in September. The Board also congratulated Colin McLean and his partner Jenny Delmonte on the arrival of their first baby in April.

The minute of the previous meeting on 20th January was agreed as a correct record. The minute was moved by Duncan MacQuarrie and seconded by Caroline Hewat.

There were no matters arising from the previous minutes. In light of the Chief Executive now taking a period of maternity leave, the Executive Group had met since the previous meeting to discuss staffing levels.

2015.04.02 Reports and Updates

(a) Financial Report

Fiona Dalgetty gave a detailed update on the current financial position of the company.

The Board spent a significant part of the meeting reviewing the completed management accounts for the financial year 2014/15. The overall picture is a good one with the company showing a surplus of over £150,000. However, the Chief Executive cautioned that much of this surplus is for the delivery of ring-fenced projects crossing two financial years with much of the surplus being funds for the development of the new Highland Youth Arts Hub.

The Board noted that the general fundraising target of £8,000 had not been met. However, they acknowledged that organising relatively small scale fundraising events is time consuming for the small staff team we have at Fèis Rois. They noted that other areas of income generation had been very successful, For example, the high level of sponsorship secured and the significant strategic funding secured to establish a Youth Arts Hub in Highland. The Chair asked Board members to consider their role in raising funds for Fèis Rois.

The Board queried the income from North Lanarkshire Council that had been budgeted at £13,000 but with only £7,400 having been received in 2014/15. The Chief Executive explained that, as the project takes place over the academic year (i.e. crossing two financial years), it is likely that the balance will show in the 2015/16 accounts. A similar explanation was given for the slight overspend showing on the delivery of an education project for Dumfries & Galloway Council: a further payment is due before the end of the academic year, i.e. June 2015.

ACTION: Fiona to check the status of the North Lanarkshire project and the Dumfries & Galloway project with the Education Manager and report back to the Board.

The Chair reminded the Board of their duty to scrutinise all financial information circulated in advance of Board meetings. The Board acknowledged that, with such a wide range of projects being undertaken, there is a lot of detail in the management accounts. It was agreed that the Board would like hard copies of the management accounts posted out in A3 size in advance of Board meetings. In line with the company's environmental policy, everyone is happy to receive all other Board papers electronically.

ACTION: Fiona to ask the Office Manager to post hard copies of the quarterly management accounts to Board members in advance of meetings.

The Board requested that the management accounts be presented in such a way that it was very clear where projects had been closed off and all monies had been received.

ACTION: Fiona to work with the Office Manager to clearly show where projects are closed off in the management accounts. This can easily be done by providing the Board with the existing individual budget monitoring spreadsheets for each project. These are used by staff to monitor the income and expenditure of the individual projects they are responsible for managing.

Fiona Dalgetty gave a detailed report on the funds secured and the funds applied for in 2015/16. She explained that HIE have made it clear that, although they are happy for Fèis Rois to become an Account Managed Client, they are not happy to provide £10,000 of funding previously awarded to Fèis Rois from HIE via Fèisean nan Gàidheal. This is because they see the funding as being for existing and not new activity, i.e. weekly classes, Ceilidh Trail and residential courses. The Board agreed that Fiona should not spend any more time pursuing this route.

Fiona has submitted an application to the Highland Culture Take Pride Take Part Investment Programme for a new project working in partnership with HM Prison in Inverness. If the application is successful, Harriet Dempster suggested connecting with Fiona Palin and/or James Maybee in the Criminal Justice department at Highland Council.

ACTION: Fiona Dalgetty to make contact with Fiona Palin and James Maybee.

The Board had a confidential discussion about external fraudulent activity that led to money being deposited into the Fèis Rois business account in April 2015. Due to our robust systems and procedures, this was noticed immediately by the Office Manager who acted appropriately in informing the Chief Executive, Directors and the Bank. The Chair, Chief Executive and Office Manager are continuing to liaise with the bank to resolve the issue.

(b) Staff Reports

The Board warmly thanked the Chief Executive and the staff team for the significant work that had been undertaken over the past quarter.

It was noted that Emma Campbell, our Lead Officer at Creative Scotland attended Fèis Rois Inblich and had since sent an e-mail to the Chief Executive commenting on the *inspiring, welcoming and music-packed atmosphere*. Jennifer McGlone had attended this event and commented on the success of the whole weekend but, in particular, the Fringe programme, the highlight of which was the launch of the CD, *The Voyage of The Hector*, a suite of music commissioned by Fèis Rois last year.

The Board acknowledged the success of Fèis Rois Oigrìdh in April 2015. A discussion was had around the evaluation of the event and the request by some young people to have WIFI made available at the event. It was agreed that, for reasons of safeguarding, WIFI should not be made available. In future, this information will be incorporated into the letter that the parents of all participants receive in advance of our residential events.

The Chief Executive explained that whilst Fèis Rois nan Oileanach, our Gaelic-medium traditional arts course for matriculated students, had been a very positive experience for those who attended, despite the best efforts of staff to promote the event, the course attracted a very small number of students. She recommends that we do not run this event in its existing format in future years. The Board agreed and questioned the need for Fèis Rois to continue delivering this work now that several universities and colleges have Gaelic Development Officers.

ACTION: Fiona to speak with Fiona Dunn at Glasgow University regarding a future approach to providing opportunities for Gaelic speaking college/university students to come together socially to learn skills in the traditional arts.

The Chief Executive has been in touch with Sencot Legal in Glasgow to discuss the possibility of Sencot supporting Fèis Rois to update and amend our existing constitution. The Board approved that Sencot Legal should be contracted to review the existing constitution, which is out of date in that it refers to the Companies Act of 1985 rather than the revised Companies Act of 2006.

ACTION: Fiona to liaise with Sencot Legal re: reviewing constitution.

The Board acknowledged that we have been served notice on our current office premises. Our 3-year lease is up at the end of June and the landlord is not considering renewing the lease as he has a larger company looking to take over the whole building, including our office suite. The Board approved the proposed office move and recognise that it will have some cost implications for the organisation.

ACTION: Colin Sandilands to support the Chief Executive and Office Manager in finalising the lease and ensuring a smooth transition to appropriate new office premises.

Directors, Colin McLean and Maggie MacDonald both commented that, over the past year, they had taught on the Highland YMI programme and both had very positive comments about the organisation of the programme by the Fèis Rois Education Manager.

The Chief Executive explained that the development of the Fun Folk app for Early Years was an ambitious project that had taken up more staff time than originally anticipated. The project is progressing well and the app will now likely launch in autumn 2015.

The Board thanked Allison Watson for the great job she has done in consolidating and strengthening the weekly classes programme.

The Board commended the staff on the comprehensive training programme offered to freelance artists. The Chief Executive commented that there had been an issue with some people booking onto courses and then pulling out at the last minute or not turning up on the day. A discussion was had centring round whether a small fee should be charged for these courses which could then be reimbursed if people attended. The Board requested a breakdown of the number of freelance artists attending each of the training courses.

ACTION: Education Manager to include a breakdown of the numbers signed up to each training course in her next report to the Board.

(c) Executive Group Report

Since the last meeting, the Executive Group met to discuss a proposal submitted to the Board by the Chief Executive for the period of her maternity leave. The Board acknowledged the considerable commitment that Fiona has towards Fèis Rois, and the many additional hours she contributes to the organisation. The Board agreed to Fiona's maternity leave proposal and, in addition, suggested that they could make an exception to the usual TOIL policy in that they would look favourably upon Fiona accruing TOIL and taking this in a block in the latter stages of pregnancy before she goes on maternity leave.

It was agreed that Rachael Duff would be offered the opportunity to be Acting Chief Executive for the period 28th September – 18th December. It was also agreed that additional support staff would be contracted to help with the delivery of key projects, including Fèis Rois nan Deugairean.

ACTION: Chair to speak with Rachael Duff and offer her the opportunity to be Acting Chief Executive.

2015.01.03 Strategic Planning Overview

The strategic plan as outlined in the Business Plan is well underway and excellent progress has been made in only the first few weeks of the financial year 2015/16.

It was agreed that the Board should give support to the Chief Executive in writing and updating a number of strategies and policies. Harriet Dempster suggested that the Board and Chief Executive have an away day to further this.

ACTION: Agree a date for an away day during the year 2015/16.

Duncan MacQuarrie asked how Fèis Rois is getting on with monitoring its carbon footprint. Fiona Dalgetty explained that Office Manager, Marion MacKay has been nominated "Green Champion" for Fèis Rois and has been liaising with Creative Carbon Scotland.

2015.01.04 Press & Publicity

A file was circulated with recent press cuttings. The Board thanked Marion for collating this and congratulated staff on keeping the profile of Fèis Rois high within the local press.

2015.01.05 Date and Time of Next Meeting

It was agreed that an earlier meeting time might suit some Board members. The date and time for the next meeting was agreed as 5pm on **Tuesday 18th August 2015**. In light of the forthcoming Fèis Rois office move, Colin Sandilands offered to host the August meeting at his office at Camas House, Pavilion 3, Fairways Business Park, Inverness, IV2 6AA.

It was agreed that the AGM will take place on **Tuesday 10th November 2015** at a time and venue to be confirmed.

2015.01.06 AOCB

The Chair reported that she and the Chief Executive had taken part in a very useful training day organised by Arts & Business Scotland and the Clore Leadership programme on Monday 11th May. The event brought together Chairs and Chief Executives from a wide range of arts organisations across the country. Following the event, Harriet and Fiona reflected that, overall, governance is very strong at Fèis Rois. However, there is always room for improvement and Harriet and Fiona propose that the Board should consider the following:

- Increasing the number of meetings between the Chair and Chief Executive throughout the year;
- Reviewing how well the Board is operating;
- Growing the Board to include younger directors and those engaged in the lifelong learning programme;
- Planning next year's AGM (2016) around an event to encourage more members of the public to attend.

A key theme that emerged for all organisations was the need to balance capacity and ambition. This is something for the Board to consider at the proposed Away Day.

Duncan MacQuarrie raised the question of his Board membership. After 6 years of excellent service, Duncan is due to step down from the Board of Fèis Rois at the AGM in November. However, he is presently Chair of the Board of Fèisean nan Gàidheal (FnG). As a membership organisation, the Board of FnG is comprised of representatives from the committees and boards of the individual fèisean. Duncan's place on the FnG Board is as the representative of Fèis Rois. Duncan asked if he could continue to represent Fèis Rois on the FnG Board even although he would no longer be on the Fèis Rois Board.

ACTION: Board members to read FnG constitution and seek clarity on this matter for Duncan before the next Board meeting.