

# FestivalUK\*2022

## MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD

Tuesday 1 September 2020

Held via Microsoft Teams

Directors & Observers present:	In attendance:
<p>Ian Reid (IR) (Director and Chair until resigning at 11.43 am then in attendance)</p> <p>Vikki Heywood CBE, Chair - (VH) (Independent)</p> <p>Amali de Alwis MBE (AA) (Independent) (from noon)</p> <p>Dr. Hayaatun Sillem CBE (HS) (Independent)</p> <p>Dr. Maggie Aderin-Pockock MBE (MAP) (Independent)</p> <p>Faraz Tasnim (FT) (Independent)</p> <p>Liam Hannaway (LH) (representing Northern Ireland)</p> <p>Priya Lakhani OBE (PL) (representing England)</p> <p>Rob Smith MBE (RS) (Independent)</p> <p>Emma Squire (Observer) (ES) (DCMS)</p> <p>Paul Bush (Observer) (PBu) (Event Scotland)</p>	<p>Martin Green CBE, Chief Creative Officer (MG)</p> <p>Caroline McGrory, Chief Legal Officer (CMcg)</p> <p>David Grady, Chief Financial Officer (DG)</p> <p>Phil Batty, Executive Director (PBa)</p> <p>Sarb Hair, Corporate Operations Coordinator (SH)</p> <p>Clair Chamberlain (from 12.55pm)</p>

ITEM NO	ITEM	ACTION OWNER
1.	<p><b><i>Pre-meeting ahead of Inaugural Board meeting commenced at 11am</i></b></p> <p><u>Introduction</u></p> <p>VH welcomed everyone to the meeting. Each attendee introduced themselves.</p> <p>VH handed it over to IR to commence the formal business of the meeting.</p>	
2a.	<p><b><i>The Inaugural Board meeting commenced at 11.35am</i></b></p> <p>IR noted (as the sole Company Director of Festival 2022 Ltd) that notice of the meeting and the nature of the business to be considered had been duly given to all directors entitled to attend the meeting in accordance with the Company's articles of association.</p> <p><u>Declarations of Interest of Current Director</u></p> <p>IR declared his interests to the Company Secretary (CMcg). IR gave notice of the nature and extent of the following interests in the matters to be transacted at this meeting:</p> <ul style="list-style-type: none"> <li>• <i>CEO, Birmingham Organising Committee for the 2022 Commonwealth Games Ltd</i></li> </ul> <p>In accordance with the Articles of Association, the conflicts disclosed were permitted and authorised and as a result IR could vote and count in the quorum of the meeting. Considering <del>to</del> the meeting was deemed quorate (on the basis that as there was only one Director in office, the quorum was one).</p>	
2b.	<p><u>APPOINTMENT OF A NEW DIRECTOR AND CHAIRPERSON</u></p> <p>IR moved to the next item of business, relating to Board formation – namely, the appointment of the <b>Chairperson</b> and their respective declaration of interests.</p>	

	<p>VH was appointed as a Director and the permanent Chairperson with immediate effect by IR on behalf of the Sole Member of Festival 2022 Ltd (enacted by John Crabtree, the OC Chairperson).</p> <p>IR noted that, subject to his resignation being accepted (under item 2C), VH would <del>replace</del> IR as the sole Director of the Company.</p> <p><u>Declarations of Interest of New Director</u> VH declared her interests to the Company Secretary (CMcg). VH's disclosed interest did not give rise to any conflicts in the matters to be transacted at this meeting.</p> <p>The interests will be recorded on the Register of Members Interests.</p>	
2c.	<p><u>Resignation of Ian Reid, as Company Director</u> IR moved to the supporting item of business, namely his resignation undertaken on the appointment of VH as the appointed Chairperson in IR's place.</p> <p>IR tabled his resignation to the Chairperson, which was accepted with immediate effect by VH at 11:43 on 1 September 2020.</p> <p><b>VH replaced IR as the sole Company Director under Article 15.6 of the Articles.</b></p>	
2d.	<p><u>Appointment of New Directors (Independent &amp; Nation Representatives)</u> VH moved to appoint the following individuals as Directors of Festival 2022 Ltd (as a result of her being the sole director of the Company in accordance with the Articles of Association):</p> <ul style="list-style-type: none"> <li>• <b>DR. HAYAATUN SILLEM</b></li> <li>• <b>DR. MAGGIE ADERIN-POCOCK</b></li> <li>• <b>FARAZ TASNIM</b></li> <li>• <b>ROB SMITH</b></li> <li>• <b>AMALI DE ALWIS</b> (<i>Joining at 12noon and to declare interests at this point</i>)</li> <li>• <b>LIAM HANNAWAY</b> (<i>Chairperson Approved Director</i>)</li> <li>• <b>PRIYA LAKHANI</b> (<i>Chairperson Approved Director</i>)</li> </ul> <p>VH noted that all directors had consented to their respective appointments to the Board of the Company and that VH had provided her consent in respect to the two Chairperson Approved Directors appointed as Nation Representatives.</p> <p>The Directors' appointments were confirmed, and each individual continued the meeting in their capacity as Director (with permission to vote and count towards the quorum on the remaining business). The correct quorum for the remaining business of the meeting would, in accordance with Article 14.2 of the Company's Articles of Association, be 5 and this requirement was satisfied. The meeting could therefore continue to the next order of business.</p> <p>The Directors declared their interests to the Company Secretary (CMcg). The Directors' disclosed interests did not give rise to any conflicts in the matters to be transacted at this meeting. The interests will be recorded on the Register of Members Interests.</p> <p><u>Filing at Companies House</u> The Board instructed CMcG as Company Secretary to make the necessary filings at Companies House within the applicable time limits and to update the Company's statutory books as appropriate to address the new appointments.</p> <p><u>Confirmation of Board Observers</u> In accordance with Article 24 of the Company's Articles of Association, VH invited ES to become an ongoing participating non-voting Observer of the Board.</p>	

	<p>VH noted PBU was present at the current meeting as a participating non-voting Observer in lieu of a Chairperson Approved Director to represent Scotland.</p> <p><u>Purpose of the Meeting</u>  VH confirmed the business of the meeting was to consider and approve several matters, as further detailed in the Agenda circulated in advance of the meeting, namely:</p> <ul style="list-style-type: none"> <li>(a) matters relating to the set-up of the Company; including <ul style="list-style-type: none"> <li>• Background to the Project</li> <li>• Festival 2022 Ltd and Governance Structure</li> <li>• Financial update and matters relating to management of grant funding</li> </ul> </li> <li>(b) matters relating to Festival’s Research and Development (R&amp;D) Project, including the supporting Board Paper</li> <li>(c) a look forward, including consideration of a road map to the Festival and board strategies and priorities for future meetings; and</li> <li>(d) introductions to the Festival’s wider delivery team.</li> </ul> <p><u>VH confirmed to the Directors their responsibilities as directors under section 172 (1) of the Companies Act 2006.</u></p>	
3.	<p><u>Background to the Project</u></p> <p>ES provided an update on the background to Festival UK* 2022 and the journey to date.</p> <p>This included details of the original announcement in 2018, information about the Festival sectors and the discussion with the OC which led to the creation of Festival 2022 Ltd.</p> <p>ES noted that the project remains a nationwide festival of creativity and innovation, with two strategic objectives:</p> <ul style="list-style-type: none"> <li>• Bring people together</li> <li>• Promote our creativity internationally</li> </ul> <p>ES outlined her role as the Senior Responsible Officer for UK Government, and that ES’s team continue to work closely with the Executive Management to deliver the project.</p> <p>ES handed over to MG.</p> <p>MG outlined the Development Phase of the project, which the OC led between September 2019 to May 2020, at which point Festival 2022 Ltd was incorporated.</p> <p>As part of this, MG summarised the twelve visioning workshops which had taken place across the four nations to inform the vision and the key creative ambition that had emerged.</p> <p>MG confirmed the R&amp;D Project for the Festival was due to launch on 9 September 2020, for which a further update was provided later in the Agenda.</p> <p>The Board discussed this next key announcement and agreed to discuss this further under Item 6.</p>	
4.	<p><u>Festival 2022 Ltd and Governance</u></p> <p>PBA provided a presentation to the Board on Festival 2022 Ltd and the governance arrangement.</p>	

	<p>It was noted that Festival 2022 Ltd is a company limited by guarantee (12581221) incorporated on 1 May 2020, with the OC as its Sole Member.</p> <p>The Board of Festival 2022 Ltd is the formal governance for the delivery of Festival UK* 2022 across the four nations, and the Directors are ultimately responsible for the company activities and the management, curation, and delivery of the Festival.</p> <p>The Board noted the Company's Articles of Association and Company Objects as published on Companies House. It was noted that five eligible Directors are required for a Board meeting to be quorate, and the Board can establish sub-committees.</p> <p>PBa confirmed that the subsidiary Festival 2022 Ltd had been incorporated and classified as a special purpose vehicle (a short and temporary organisation with a lifespan of less than <del>ten</del> years). It was noted that Festival 2022 Ltd's primary income is public funds awarded via grant under Section 70 of the Charities Act.</p> <p>PBa outlined the delivery model for the Festival, including the role of the central teambased within Festival 2022 Ltd and the role of each nation's Strategic Delivery Bodies.</p> <p>The Strategic Delivery Bodies were noted as:</p> <ul style="list-style-type: none"> <li>• Scotland - EventScotland</li> <li>• Wales - Creative Wales</li> <li>• England - Festival 2022 Ltd (in addition to overseeing the UK-wide activity)</li> <li>• Northern Ireland - (subsequently confirmed as Belfast City Council)</li> </ul> <p>It was noted that the Executive Management for Festival 2022 Ltd is provided by the OC in the form of the Chiefs and Director in attendance at the Board Meeting.</p> <p>PBa outlined the Company Structure and its three departments:</p> <ul style="list-style-type: none"> <li>• Creative Programming</li> <li>• Business Integration &amp; Corporate Operations</li> <li>• Marketing &amp; Communications</li> </ul> <p>Festival 2022 Ltd continues to recruit employees focused solely on the delivery of the Festival.</p> <p>DCMS is the sponsoring department for the Festival on behalf of UK Government and PBa outlined the assurance and programme management structure for this.</p> <p>The Board discussed the importance of a clearly defined relationship between the OC and Festival 2022 Ltd and wider corporate and programme governance. PBa updated the Board on the work that has been undertaken to date on this, including the original paper to the OC's Board on the Festival and a subsequent update to the OC's ARAC.</p> <p><b>ACTION:</b> Festival ARAC agreed to review Governance at an inaugural meeting.</p> <p>The role of Strategic Delivery Bodies was discussed, and it was noted that these bodies would be responsible for delivering the nation-led projects funded through the devolved administrations. The Board agreed to work closely with the Strategic Delivery Bodies to ensure the success of the Festival across the four nations.</p> <p>It was noted that the four Governments will operate the Festival under a Memorandum of Understanding to support the coordinated delivery model and four nation funding.</p> <p><b>ACTION:</b> the slides for this section to be circulated to the Board following the meeting.</p>	<p>FT/PBa</p> <p>PBa</p>
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5a	<p><u>Amali de Alwis joined the meeting at 12 noon and confirmed that she had no interests not already notified to the Company and no conflicts.</u></p> <p><u>Financial Overview and Grant Funding</u></p> <p>DG and PBa provided an overview of the financial management of the Festival, confirming that Festival 2022 Ltd would receive direct funding from DCMS.</p> <p>DG outlined the financial management approach.</p> <p>An overview of key requirements associated with managing public funds was provided. It was noted that IR is the Accounting Officer for the Festival.</p> <p><b>ACTION:</b> A full finance paper would be presented at a future Board meeting, including the detailed budget once considered by ARAC.</p> <p><b>ACTION:</b> VAT liability to be referred to ARAC for discussion and a full briefing to be provided to the Board at a future meeting.</p>	<p>FT/PBa</p> <p>FT/PBa</p>
6a	<p><u>Appointment of Auditor</u></p> <p>VH moved to appoint the National Audit Office as auditor of the Company with immediate effect and to hold office until the end of the next period for appointing auditors and to authorise any director to negotiate and agree the terms of such appointments.</p> <p><b>The Board agreed to the appointment of the National Audit Office</b> as auditor of the Company with immediate effect to hold office until the end of the next period for appointing auditors and authorised any director to negotiate and agree the terms of such appointments.</p>	<p>DG</p>
6b	<p><u>Audit and Risk Assurance Committee</u></p> <p>VH proposed the Board establish an Audit and Risk and Assurance Committee (ARAC) to consider matters in more depth on behalf of the Board and to support the Executive.</p> <p>VH proposed to appoint FT as Chair of the Festival ARAC and to consider ahead of the next Full Board Meeting:</p> <ul style="list-style-type: none"> <li>• the proposed Terms of Reference for this Committee (including any delegations required of the Board), to be tabled and approved by this Board at the next meeting.</li> <li>• Membership of this Committee, including any wider independent members.</li> </ul> <p><b>The Board agreed to the formation of the ARAC and for FT to be appointed as Chair of ARAC.</b></p> <p><b>ACTION:</b> FT to consider the matters tasked to the Festival ARAC with Terms of Reference to be shared with the Full Board for approval at the next meeting.</p>	<p>FT</p>
6c	<p><u>Banking</u></p> <p>In respect to the appointment of bankers, VH proposed to appoint <b>The National Westminster Bank PLC NatWest</b> as bankers to the Company with immediate effect as required by the Government Banking Service as a condition of the Grant Funding.</p>	

	<p><b>The Board agreed to the appointment of The National Westminster Bank PLC NatWest as bankers to the Company with immediate effect.</b></p> <p>The Board was asked to authorise the following two individuals as AUTHORISED SIGNATORIES on the Bank Mandate:</p> <ul style="list-style-type: none"> <li>• IAN REID, Chief Executive &amp; Accounting Officer</li> <li>• DAVID GRADY, Chief Financial Officer</li> </ul> <p><b>The Board agreed to the authorisation of the above Authorised Signatories</b></p> <p>The Board were asked to authorise the Authorised Signatories to be named in the Third Party's authority held by the Bank giving access to Bankline Mandate and Electronic Services Registration for the provision of internet banking services by National Westminster (the Bank) as set out at <a href="http://www.natwest.com/terms">www.natwest.com/terms</a></p> <p><b>It was resolved that the Authorised Signatories would be authorised to:</b></p> <ul style="list-style-type: none"> <li>• complete and sign The National Westminster Bank Plc's Bankline Third Party Mandate</li> <li>• instruct the Bank to disclose information relating to its Accounts to the Bankline Account Holder named in Section 2 of this mandate and authorise the Bankline Customer to give instructions (including payment instructions) in relation to the Accounts</li> <li>• accept the Bankline Terms</li> </ul> <p>The Board was asked to note that the Scheme of Financial Delegation for Festival 2022 Ltd is being prepared and will be presented to the Board for review at the next meeting.</p> <p>The Board was requested to approve an Interim Delegation for Authorised Signatories to commit items of expenditure below £100,000.</p> <p><b>The Board agreed the Interim Delegation of £100,000 to the two named authorised signatories.</b></p>	<p><b>DG</b></p>
<p>6d</p>	<p><u>Grant Agreement</u></p> <p>In respect of the funding of Festival 2022 Ltd, the Board noted that this would be delivered by Grant Funding from DCMS under section 70 of the Charities Act 2006, for which there is a Grant Agreement.</p> <p>The Board noted that IR and ES are the Grant Agreement formal signatories and that IR be the designated Accounting Officer in respect of the Grant conditions.</p> <p><b>The Board noted this funding mechanism.</b></p> <p><b>ACTION:</b> The Grant Agreement to be made available to the Board following the meeting.</p>	<p><b>PBa</b></p>
<p>7</p>	<p><u>Strategic Approach to the Festival R&amp;D Project</u></p> <p>MG presented the Festival's R&amp;D Project to the Board, outlining the search for 30 creative teams from across science, technology, engineering, arts, and maths (STEAM) to develop potential commissions for the Festival.</p>	

	<p>From the R&amp;D, the Festival would seek to commission ten large-scale creative public engagement acts, each with the ambition of reaching millions.</p> <ul style="list-style-type: none"> <li>• Four of the commissions will be led by teams selected by each nation of the UK</li> <li>• Six of the commissions will be led by UK-wide teams</li> <li>• All ten will be global in reach.</li> </ul> <p>MG outlined the structure of the R&amp;D process and the assessment process.</p> <p>The Board discussed the detail of the R&amp;D Project and the process for identifying the 30 creative teams across all four nations.</p>	
8	<p><u>R&amp;D Approval: Budget and Sourcing Strategy</u></p> <p>A paper was tabled which outlined the budget to be allocated to the R&amp;D Project and the Sourcing Strategy - including financial, procurement and legal considerations.</p> <p>The Board were asked to:</p> <ul style="list-style-type: none"> <li>• Approve the approach to the R&amp;D Project as presented by MG</li> <li>• Endorse the Sourcing Strategy being utilised to secure 30 Creative Teams to participate in the R&amp;D Project. The Board noted that this is the basis of the process being utilised to identify, select, and subsequently contract the ten final commissions for the Festival.</li> </ul> <p><b>The Board agreed to these requests for approval set out above.</b></p> <p><b>ACTION:</b> At the next meeting further detail to be provided on the curatorial approach and the commissioning controls for the R&amp;D, including the proposed 30 creative teams.</p>	<b>MG/Pba</b>
9.	<p>Clair Chamberlain (CC), Interim Head of Comms joined the meeting.</p> <p><u>Communications Plan</u></p> <p>MG confirmed the Festival R&amp;D Project was due to launch on 9 September 2020. A discussion took place regarding the name of the Festival.</p> <p>CC presented the overall approach to communications of the R&amp;D Project.</p> <p>The Board noted the importance of working with all stakeholders to agree a coordinated communications approach and to minimise any possible political tensions. CC noted that all media requests should be directed through the Executive.</p> <p>A formal media handling and social media policy will be prepared by the permanent Communications Director upon him starting in October 2020; this will be shared with the Board in the December meeting.</p> <p><b>ACTION:</b> CC agreed to share the launch assets with the Board  <b>ACTION:</b> Communications Director to present media handling and social media policy to the Board at the December meeting.</p>	<b>CC BM</b>
10.	<p><u>Road map to the Festival</u></p> <p>PBa outlined the project phases of the Festival and key dates for the Board.</p>	

	<p>The Board agreed to set priorities and Board dates aligned to these key project phases and to meet in October and December 2020 to review progress, followed by a Board meeting February 2021 to discuss the output of the R&amp;D Project.</p> <p><b>ACTION:</b> Future Board dates to be scheduled</p>	<b>SH</b>
11.	<p><u>Board Strategies</u></p> <p>VH requested a Forward Plan for the Board and sub-committees.</p> <p>The Board requested that a review of Risk Management take place at the next meeting, with note for the impact of the global pandemic.</p> <p><b>ACTION:</b> Item to be included in a future Board Meeting following ARAC discussion.</p>	<b>VH/FT</b>
12.	<p><u>Introduction to the Wider Team</u></p> <p>The Festival delivery team, including representatives of the Strategic Delivery Bodies, joined the meeting and introduced themselves to the Board.</p> <p><b>There being no other business, the meeting ended at 2.01pm.</b></p>	
<b>Date of Next Meeting: 4 November 2020</b>		