

FestivalUK*2022

MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD (the “Company” and “Festival”)
Thursday 10th December 2020
Held via Microsoft Teams

Directors & Observers present: Dame Vikki Heywood DBE, Chair - (VH) (Independent) Amali de Alwis MBE (AA) (Independent) Dr. Hayaatun Sillem CBE (HS) (Independent) Faraz Tasnim (FT) (Independent) Liam Hannaway (LH) (representing Northern Ireland) Priya Lakhani OBE (PL) (representing England) Rob Smith MBE (RS) (Independent) Dr Bridget McConnell (BM) (Scotland Representative) Dr. Maggie Aderin-Pocock MBE (MAP) (Independent) Emma Squire (Observer) (ES) (DCMS)	In Attendance: Ian Reid, Chief Executive Officer (IR) Martin Green CBE, Chief Creative Officer (MG) Caroline McGrory, Chief Legal Officer (CMcG) David Grady, Chief Financial Officer (DG) Phil Batty, Executive Director (PB) Hilary O'Shaughnessy, Head of Commissioning (HO) Ben McKnight, Communications Director ((BMcK) Rachel Stewart, Executive Assistant (RSt) Lucy Bailey, Senior Legal Counsel (LB) Apologies: Roger Lewis (RL) (Welsh Representative)
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NO	ITEM	ACTION OWNER
<p>1a</p> <p>1b</p> <p>1c</p>	<p><u>Introductions</u> VH welcomed everyone to the meeting, confirmed membership, observers, and attendees. Apologies were noted from Roger Lewis. The meeting was held via Microsoft Teams.</p> <p><u>Approval of the Minutes & Matters Arising</u> The Board approved the minutes from the meeting held 4 November 2020. The actions from the meeting have been tracked as complete or were covered in the agenda as specific items.</p> <p>ES presented an update on the Project Assurance Review (PAR) as DCMS's Senior Responsible Officer (SRO) for Festival 2022 Ltd. The Festival was listed at amber/red. ES confirmed that the project is making progress on this rating and DCMS are regularly liaising with the IPA on the VAT position. ES confirmed that there is no set date for the next review, however it is expected it to take place mid 2021 based on the current milestones.</p> <p><u>Purpose of the meeting</u> VH confirmed the business of the meeting was to consider and approve the matters detailed in the agenda.</p> <p>VH advised the Board that an offer has been extended to each of the three DAs (Devolved Administrations of the UK) to attend future Board meetings as observers. This will support effective communication, coordination, and transparency of planning.</p>	
<p>2a.</p>	<p><u>Festival Progress Report</u> VH advised that the project is now well into the R&D phase, the creative direction is established and there will be key matters for the Board to review relating to these live developments.</p> <p>MG provided a verbal update on the expansion of the Team to build on capacity and organisational resilience. MG also confirmed Company set up continues to progress at pace. The Board were advised that media surrounding the project is more balanced.</p> <p>IR supported MG's statement regarding the growth of the team and provided reassurance to the Board that the relevant resources are being recruited.</p> <p>PG provided a detailed summary on resource and system performance.</p> <p>MG congratulated the Festival team for the success of the Creative Studio and onboarding the Creative Teams. A more detailed update on the Creative Studio will take place under Item 3a of the Agenda by HO.</p>	

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	<p>VH confirmed that the strategy session this month will enable the Board to provide leadership and direction to the setting up and delivery of the Festival.</p> <p>2b. i. <u>ARAC Report to Board</u> FT was invited to provide an update on the December ARAC (Audit, Risk & Assurance Committee) Meeting. FT confirmed that RL has joined the committee.</p> <p>FT confirmed that the Risk Management Framework was discussed in detail at the meeting and is on today's agenda for the Board to consider and approve (Item 2c).</p> <p>FT stated that the role of ARAC is to review and assure the controls and the process around risk, and it is for the Board to set the Risk Appetite. It was confirmed that discussions relating to the risk appetite of the Company will take place following a Board strategy day in early 2021.</p> <p>FT confirmed that the financial controls and non-financial controls are operating effectively.</p> <p>VH and FT stated that the budget has been reviewed. The budget is on today's agenda for approval in Item 2b ii.</p> <p>FT and DG confirmed the output of the VAT Briefing Paper, as contained in the ARAC report. It was stated that the current position on the Company's VAT is that there is no anticipated commercial income in the programme, and VAT will therefore be non-recoverable. ARAC will revisit this position on VAT when the funding is to be awarded to the 10 teams.</p> <p>The Board were asked to note the ARAC report. Approvals will follow in the subsequent agenda items.</p> <p>2b. ii. <u>Finance Paper</u> DG confirmed there have been no instances of fraud in the period.</p> <p>DG advised the Board that they will be asked to review the lifetime of the Festival budget, as opposed to undertaking annual budget reviews. This will be delegated to ARAC.</p> <p>PB noted the Budget was updated, including income and expenditure.</p> <p>The Board were asked to note the finance paper.</p> <p>2b. iii <u>Budget Approval</u> VH noted that the budget was developed as part of the outline business case and has been reviewed by ARAC.</p> <p>MG confirmed the allocations to the DAs are Barnetted. PB confirmed this is a programme being delivered by coordination and collaboration and that positive conversations have been had with the DA's regarding shared costs.</p> <p>ES addressed concerns that the Barnett Formula may have changed, and these conversations are being resolved.</p> <p>MG confirmed that we are working with each team to ensure that they have a clear understanding of what should be contained in their team budgets, and it was stated that this should include all taxes.</p> <p>HS queried the percentage of the budget allocated to evaluation. DG confirmed he will provide the split of this.</p> <p>ACTION – DG to provide HS with the budget split.</p> <p>The Board were asked to approve the lifetime budget of the Company and note that the annual budget is delegated to ARAC</p> <p><i>The Board formally approved the lifetime budget</i></p>	<p style="text-align: center;">DG</p>
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2c.	<p><u>Risk Management Framework</u></p> <p>PB outlined how the risk management framework for the Company will be practically implemented across the Festival. It was confirmed that this process will be aligned to the work in the OC and that if the risk management is applied internally, with stakeholders and the teams, it will provide assurance to the Board.</p> <p>VH stated that a key element of the Festival came down to risk.</p> <p>PB confirmed that JD is working with all levels of the Festival to ensure that all risk is monitored and documented in an active process. Each of the departmental directors is responsible for ensuring that their risks are updated monthly, where risks are then reviewed by SMT in more depth. PB confirmed that any red/amber risks will be escalated to EMT to ensure key actions are taken on these risks.</p> <p>PB confirmed that he is working closely with the Chair of ARAC and Chair of the Board to ensure any actions are taken on risks where necessary.</p> <p>JD stated that it will be important to get the Lead Organisations to identify their own risks so that Festival can have sight of these.</p> <p>PB presented the risk universe to the Board outlining the key six areas.</p> <p>PB proposed providing a post mitigation version of the risk universe at the next Board meeting.</p> <p>ACTION - PB to include near misses in the report following a request from HS and to ensure this is circulated.</p> <p>FT confirmed the relationship between ARAC and the Board regarding Risk Management and that it is the Board's responsibility to set the risk appetite, which should be informed by the strategy of the Festival.</p> <p>A question was raised by AA regarding cyber security, and VH asked PB to note that the Board requires reassurances on cyber security due to the relationship between Festival.</p> <p><i>The Board were asked to consider and approve the Risk Management Framework, which has been reviewed and endorsed by ARAC.</i></p> <p><i>The Board formally approved the Risk Management Framework</i></p> <p><u>Update form the Chair on Workforce and HR Policies Review</u></p> <p>VH outlined the initial review session of the Company's policies, attended by HS and VH:</p> <ul style="list-style-type: none">i. Organisational Contextii. Company Structure & OC/Festival Matrix Managementiii. Remuneration Strategy and Salary Bandsiv. Role of GI Group as the Recruitment Providerv. An introduction to the OC Human Resources Functional Areavi. Equality, diversity, and inclusionvii. Key Policiesviii. Business Continuity Planning and Key Person Risk <p>VH noted the ongoing priorities and confirmed that a further update will be provided at the next Board meeting.</p> <p>VH requested RS to join the next review of policies on E&D in January. RS confirmed he would be happy to attend.</p> <p>HS confirmed reassurance for the Policies. EDI being the area requiring more work.</p> <p>VH confirmed the team have been asked to review policies that may need to be in place longer than the OC's policies, due to the Festival going beyond the lifetime of the OC.</p> <p>PB noted these will be sent electronically to the Board in January 2021 for the Board's approval. VH agreed this approach.</p>	PB
2d.		

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<p>2e.</p>	<p>There was a brief discussion around the landscape of the end of the Festival and how the Company will be dissolved.</p> <p>COVID-19 Preparations IR presented the COVID-19 presentation for the OC which was approved by the OC Board in November 2020.</p> <p>IR confirmed that there is a significant time challenge on the Festival and that a dedicated team within the OC are (and will be) liaising with the Board on key decision points.</p> <p>IR outlined the COVID-19 scenario governance and the resources in place to support the OC and Festival, which includes panels and cross-partner specialists. Discussions are taking place with DCMS with a view to asking independent scientific advisors with no specific link to the OC to attend the panel.</p> <p>IR outlined the process that the OC has undertaken and the output of the review, including the impact of the crisis and the key objectives.</p> <p>The OC Board agreed three key decision points:</p> <ol style="list-style-type: none"> i. April 2021 – allows time to inform and to make key decisions based off the risks and scenarios ii. September 2021 – key decision for the games (supply chain, operational, budget implications). iii. April 2022 – final decision for games (communicating with spectators and stakeholders) <p>IR suggested Festival requirements are now included in the COVID-19 panel. With work taking place between Jan - April for the Board to review in May. In Sept/Oct 2021, a review to determine if the 10 team concepts are still deliverable would be required.</p> <p>The presentation provided context for future and ongoing COVID-19 discussions and is to be uploaded to VBR.</p> <p>ACTION – RSt to upload presentation to VBR</p>	<p>RSt</p>
<p>3a.</p>	<p><u>R&D creative studio reflections</u> HO provided an update to the Board on the Festival's R&D Creative Studio.</p> <p>ACTION – R&D slides to be uploaded to the Virtual Boardroom (VBR).</p> <p>HO outlined the aims of the Festival's R&D project which are identified in the presentation along with the three stages of the R&D process.</p> <p>MG advised the Board of the Festival's relationship with, and funding from, the British Council.</p> <p>ACTION - RSt to reshare link to the creative studio with the Board to enable the Board to access the recordings of the Creative Studio sessions.</p> <p>MG advised the Board that unfortunately a couple of team members had withdrawn from the Festival. MG reassured the Board that the Festival's Communications Team had, and continue to, provided regular support to all the teams.</p> <p><i>The Board were asked to note the progress on the R&D project</i></p> <p><u>Assessment of the 10: Process and Guidelines.</u> PB reminded the Board that this is a commercial process underlying a creative process and outlined the timeline of the process which can be seen within the presentation.</p> <p>MG confirmed this is a legal and procurement process, alongside a curatorial process.</p>	<p>RSt</p>

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<p>3b.</p>	<p>The assessment criteria listed in the presentation outlined what has already been assessed to select the final 30 teams for the R&D stage. These criteria will not be reassessed when deciding the final 10 teams.</p> <p>It was confirmed that the sourcing of the commissioned programme is being undertaken in accordance with the original guidance issued to all teams and is in line with the sourcing strategy approved by the Board at the September 2020 meeting.</p> <p>MG reminded the Board of the original brief provided to the teams.</p> <p>PB confirmed the 'Festival Concept Deliverables' that will be provided by the end of Jan 2021:</p> <ol style="list-style-type: none"> i. Part A – Creative ii. Part B – Technical iii. Presentation <p>PB outlined the Evaluation Process that will be undertaken to take a final decision on the 10 teams.</p> <p>The panel for the pitches for the England and UK-wide teams (noting Northern Ireland, Scotland and Wales have different panels) is comprised of the following members. As well as the panel there will also be technical subject matter assessors for the UK and England teams:</p> <ol style="list-style-type: none"> i. Martin Green, Chief Creative Officer, Festival UK* 2022 Sam Hunt, Programme Director, Festival UK* 2022 ii. Creative Advisor iii. Independent Member <p>PB confirmed that the process will commence on the 28 January 2021 and will be taken to the Board in March to seek approval on the seven UK and England commissions to move to a 'Preferred Commission Status'. Financial approval from the Board will be requested in April.</p> <p>MG provided an overview of the full commissioning timeline on the final 10 teams, which can be found in the presentation.</p> <p>ACTION – Presentation to be uploaded to VBR</p> <p>MG confirmed that the Festival team were working closely with the Strategic Delivery Bodies (the SDBs). The decision of the final teams within the DAs sits with each DA for a final decision.</p> <p>VH highlighted the complexity of the contracting process and confirmed that this is a key area of focus for PB and CMcG.</p> <p>VH highlighted that not all teams will receive the same budget for their concept, as budget will be allocated to the needs of that team. PB confirmed that further details will be provided on the allocations of the budget to each team and the different budget scenarios.</p> <p>The Board formally approved the Process and Guidelines for the assessment of the 10 teams.</p>	<p>RSt</p>
<p>4a.</p> <p>4b.</p>	<p><u>Update on R&D press and Social Media Coverage</u></p> <p>VH introduced BMcK to provide an update on the Festival's press and social media coverage. VH noted that a R&D press and social media coverage report has been issued to the Board as a pre-read.</p> <p><u>Communications Strategy – Direction of Travel</u></p> <p>BMcK presented the Festival's Outline Communications Strategy and the timeline of the communications strategy for phases 1 – 6. Further detail of the six phases were made available in the presentation.</p> <p>VH drew attention to the timing of the announcement and confirmed that this would not affect the decision of the final 10.</p> <p>MG confirmed that the Festival team work closely with the relevant teams at Birmingham 2022, CWG, BBC 100 (etc.) to ensure that the relevant activities in 2022 will be timed correctly.</p>	

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<p>4c.</p>	<p>MG confirmed the decision of the announcements is to be made by the end of 2020 to ensure that the stakeholder meetings can be arranged, and the planning of the announcements can commence. BMcK confirmed that they are working closely with communications colleagues across the DAs to ensure this is possible.</p> <p>MG advised the Board that only the 10 teams will be announced at this time, and not the concepts.</p> <p>The Board confirmed its support for the direction of the communications strategy</p> <p><u>Social Media Policy</u> Social Media Policy submitted as a pre read to Board for approval</p> <p>The Board formally approved the Social Media Policy</p>	
<p>5a.</p> <p>5b.</p>	<p><u>Evaluation: Strategy and Procurement Approach</u></p> <p>PB confirmed that the purpose of the update was to set the groundwork for the upcoming procurement activity relating to evaluation that will require electronic approval in January 2021 due to the value of the contracts.</p> <p>An Evaluation & Monitoring Working Group has been established with representatives from all four SDBs and the four Governments. The Festival will lead on the management of the evaluation, working across all partners to deliver a UK-wide evaluation and procuring an external supplier to support.</p> <p>PB updated on the Theory of Change development work, and how the upcoming strategy session with the Board can inform and shape this. Updated Theory of Change to be shared with the Board in early 2021.</p> <p>PB confirmed that the Evaluation Supplier will be appointed by the end of April 2021.</p> <p>PL confirmed that she will lead the Evaluation and Legacy working group and MG confirmed his desires for the evaluation of the project. PL agreed to address these desires in the working group.</p> <p><u>Legacy Planning: task and Finish Group</u> VH advised the Board that PL has been asked to convene a legacy and evaluation planning task and finish group. The first meeting of the Task and Finish group will take place on Tuesday 12 January 2021.</p> <p>PL requested for evaluation to be addressed at the upcoming strategy session with the Board.</p> <p>MG requested that legacy evaluation be creative and innovative, and that it was important to implement the legacy report.</p> <p>The Board confirmed its support with the approach to Evaluation</p>	
<p>6a.</p>	<p><u>Board Strategy Session</u> VH shared ambitions for the strategy session.</p> <p>PB shared documents outlining the purpose of the day, including:</p> <ol style="list-style-type: none"> i. Overview of the OC and how Festival sits underneath it as an SPV and subsidiary ii. Values and core purpose iii. The impact of the Festival <p>PB confirmed the session will be held on Mural so members can collaborate in the session. PB to share a link with the Board.</p>	

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6b.	<p>ACTION – PB to share the link to Mural with the Board ahead of the strategy session</p> <p><u>AOB</u> No other business was tabled, and the meeting was closed.</p>	PB
Date of Next Meeting: 3 March 2021		