

**A MEETING of the LIVE ACTIVE LEISURE LIMITED BOARD
will be held in the Hay Suite, Dewars Centre, Glover Street, Perth
on Thursday, 26 October 2017 at 5.15 pm**

A G E N D A

1 Apologies

2 Declarations of Interest

Directors are reminded of their statutory duty to declare any financial and non-financial interests they may have in the items of business for consideration, identifying the relevant agenda item and the nature of their interest, in accordance with the Conflict of Interest Policy.

4 Annual Accounts and Report by Chairman

Approval of financial report and abstract of accounts for year to 31 March 2017 incorporating the Treasurers Report, Auditors Certificate and Chairman's Report (copy enclosed).

5 Live Active Leisure Board – Retiral of Independent Directors

The non-Council Members are Mrs L Hudson who was appointed to the Board on 19 June 2014, Mr G Bannerman who was re-appointed to the Board on 30 October 2014, Mr M Robinson who was appointed to the Board on 27 October 2015, Mr C Allan who was appointed to the Board on 23 June 2016, Mr WRL Duncan and Mr D Longmuir who were re-appointed to the Board on 27 October 2016 and Ms M Colvin who was appointed to the Board on 27 October 2016.

In terms of Article of Association 54, two Independent Directors shall retire at each Accounts Sign-off Board Meeting, but each of them shall, providing he/she is willing to act, be eligible for re-appointment. In terms of Article of Association 55 the Independent Directors to retire at each Accounts Sign-off Board Meeting, shall be those who have been longest in office since they were last appointed or re-appointed, if three or more Independent Directors were last appointed or re-appointed on the same date, the question of which of them are to retire shall be determined by some random method. Mrs L Hudson and Mr G Bannerman will therefore fall due to retire by virtue of their seniority. They are eligible for re-election.

In addition, Mr WRL Duncan has indicated that he will be retiring from the Board as of 26 October 2017 and from his position as Vice-Chairman.

Note:

1. The Council Members of the Board appointed by Perth and Kinross Council being Councillors G Laing on 23 May 2012 & 17 May 2017 and W Robertson and A Forbes on 17 May 2017.

6 **Appointment of Chairman***

The Board is required to appoint a Chairman of the Board in terms of Articles of Association 62-64.

7 **Appointment of Vice Chair***

The Board is required to appoint a Vice-Chairman of the Board in terms of Article of Association 62.

Note: *The Chairman and Vice Chair appointed above will also serve as the Chairman and Vice Chair of the Live Active Leisure Trading Board.

8 **Appointment of Auditors**

It is recommended that Campbell Dallas Audit Services, 5 Whitefriars Crescent, Perth be re-appointed Auditors to the Company.

9 **Minutes**

- (i) Board Meeting of 24 August 2017 (copy enclosed)

10 **Matters Arising**

- (i) Matters Arising Update/Actions Report (enclosed)
- (ii) Any Other Matters Arising

11 **Reports for Information:**

- Company Business Plan – 6 Monthly Progress Report
- FOI (Scotland) Act 2002 - Annual Progress Report
- Marketing & Sales Progress Update
- Lal Directors Focus Areas Progress Update

12 Sports Related Initiatives - Draft Funding Proposal – Report No LAL/17/16 - **CONFIDENTIAL**

13 Board Committees & Director's Portfolios – Report No LAL/17/17

14 Company Strategic Risk Profile Update – Report No LAL/17/18

15 Utilities Procurement – Report No LAL/17/19

- 16 Barclay Review Update – Report No LAL/17/20
- 17 Community Consultation Programme – verbal Update
- 18 Capital Projects Update – Report No LAL/17/21
- 19 2018-19 Revenue Budget Preparation - Report No LAL/17/22 - **CONFIDENTIAL**
- 20 HR Committee Update – Report No LAL/17/23 – **CONFIDENTIAL – Late Report & Presentation**
- 21 AOCB
- 22 Date of Next Meeting – Thursday, 14 December 2017

LIVE ACTIVE LEISURE LIMITED

MINUTES OF THE MEETING OF THE BOARD OF LIVE ACTIVE LEISURE HELD IN THE HAY SUITE, DEWARS CENTRE, GLOVER STREET, PERTH ON THURSDAY, 26 OCTOBER 2017 AT 5.15 PM

Present:

Mr M Robinson, Mrs L Hudson, Mr C Allan, Mr D Longmuir, G Bannerman, M Colvin and Councillors G Laing and W Robertson. Mr B Duncan attended up to Item 6 of the meeting.

Mr J Moyes (Chief Executive Officer), Mr P Cromwell (Head of Operations), Mrs F Cameron (Financial Controller), Mrs K Nicol (Business Planning & Marketing Manager), Mr G Watson (Contracts & Projects Manager), Mr D Gaffney (HR & Admin Manager) and Mrs H Fairweather (Board Administrator).

In Attendance: Mr G Boland (Senior Business & Resource Manager, PKC).

Mr Robinson in the Chair

1 APOLOGIES

Apologies were received on behalf of Councillor A Forbes.

2 DECLARATIONS OF INTEREST

There were no other declarations of interest.

3 ANNUAL ACCOUNTS AND REPORT BY CHAIRMAN

The financial report and abstract of accounts for year to 31 March 2017 incorporating the Treasurer's Report, Auditors Certificate and Chairman's Report were approved.

4 LIVE ACTIVE LEISURE BOARD – RETIRAL OF INDEPENDENT DIRECTORS

In terms of Article of Association 54, two Independent Directors shall retire at each Accounts Sign-off Board Meeting, but each of them shall, providing he/she is willing to act, be eligible for re-appointment. In terms of Article of Association 55 the Independent Directors to retire at each Accounts Sign-off Board Meeting, shall be those who have been longest in office since they were last appointed or re-appointed. Mrs

L Hudson and Mr G Bannerman therefore fell due to retire by virtue of their seniority. They were eligible for re-election.

Resolved:

(i) Mrs Hudson and Mr Bannerman were re-elected as Directors of the Company.

5 RETIRAL OF VICE CHAIRMAN AND FINANCE DIRECTOR

Mr WRL Duncan had indicated that he would be retiring from the Board as of 26 October 2017 as Director of Finance and from his position as Vice Chairman.

Mr Allan joined the meeting at this point.

The Chairman thanked Mr Duncan for his service and commitment to the Company and the Board over the past fifteen years and presented Mr Duncan with a trophy commemorating his service to the Company,

Mr Duncan stated he had enjoyed his fifteen years with the Company during which time it had almost doubled in size. Mr Duncan stated he had been proud to be a part of the Company and thanked the Senior Management Team for their skill in guiding the Company through some very difficult times and wished them well in the future.

6 APPOINTMENT OF CHAIRMAN

The Board were required to appoint a Chairman of the Board in terms of Articles of Association 62-64.

The Chief Executive Officer reported Mr Robinson had confirmed his willingness to stand for Chairman. No other nominations were received for consideration.

Resolved:

Mr Robinson was re-elected as Chairman of the Board.

7 APPOINTMENT OF VICE CHAIR

The Board were required to appoint a Vice-Chairman of the Board in terms of Article of Association 62.

The Chief Executive Officer reported Mrs Hudson had confirmed her willingness to stand as Vice Chair. No other nominations were received for consideration.

Resolved:

Mrs Hudson was elected as Vice Chair of the Board.

It was noted the Chairman and Vice Chair appointed would also service as the Chairman and Vice Chair of the Company's Trading Board.

8 APPOINTMENT OF AUDITORS

The Chief Executive recommended the re-appointment of Campbell Dallas Audit Services as Auditors to the Company.

Resolved:

- (i) The Board agreed the re-appointment of Campbell Dallas Audit Services as the Company's Auditors.

9 MINUTES

9.1 Minutes of the Board Meeting of 24 August 2017

The Minutes of the Board Meeting of 24 August 2017 were submitted, approved as a correct record and authorised for signature.

10 MATTERS ARISING

10.1 Matters Arising Update/Actions Report
There were no matters arising from this report.

10.2 Any Other Matters Arising
There were no other Matters Arising.

11 REPORTS FOR INFORMATION

11.1 COMPANY BUSINESS PLAN – 6 MONTHLY PROGRESS REPORT

A report by the Chief Executive Officer for information was submitted and noted to provide Directors with a 'high level' six monthly update on progress in relation to the Company's Business Plan.

11.2 FOI (SCOTLAND) ACT 2002 -ANNUAL PROGRESS REPORT

A report by the Chief Executive Officer for information was submitted and noted to provide Directors with an update on the Company's compliance with the Freedom of Information (Scotland) Act 2002 and the Environmental Information (Scotland) Regulations 2004.

11.3 **MARKETING & SALES PROGRESS UPDATE**

A report by the Chief Executive Officer for information was submitted and noted to provide Directors with an update on marketing activity for the second quarter of 2017-18.

11.4 **LAL DIRECTORS FOCUS AREAS PROGRESS UPDATE**

A report by the Chief Executive Officer for information was submitted and noted to provide Directors with progress made in relation to the Focus Areas identified by Directors in conjunction with the Chairman.

12 **EXTERNALLY FUNDED SPORTS RELATED INITIATIVES – DRAFT FUNDING PROPSAL - CONFIDENTIAL**

Enclosed separately

13 **BOARD COMMITTEES & DIRECTOR'S PORTFOLIOS**

A report by the Chief Executive Officer (LAL/17/17) in relation to Board Committees was submitted and noted.

Resolved:

- (i) Directors agreed the Committee representation pending a further review following the recruitment of the two vacant Board positions (Finance and Property portfolios)

14 **COMPANY STRATEGIC RISK PROFILE UPDATE**

A report by the Chief Executive Officer (LAL/17/18) was submitted and noted to provide Directors with details of the Annual Self-Assessment Risk Profile carried out by Senior Company Managers as part of the Company's approach to good governance and the management of risk for the financial year 2017-18.

Resolved:

- (i) Directors agreed the Business Risk Profile including amendments highlighted
- (ii) Directors continue to support the Risk Management process identified

15 **UTILITIES PROCUREMENT**

A report by the Chief Executive Officer (LAL/17/19) was submitted and noted to provide Directors with an update to the Board on the ongoing discussions with Perth & Kinross Council around potential savings on the procurement of utilities following the Shared Services Review of 2016.

Resolved:

- (i) Directors agree the Company work in collaboration with Perth & Kinross Council on the principle of the procurement of utilities on the basis that Live Active Leisure's exposure to fluctuating prices is minimised
- (ii) Directors agreed that, once clarification on the proposed agreement is received, that delegated authority be granted to the Finance & Governance Committee and the Financial Controller to review and consider the progression of this agreement
- (iii) Directors agreed to receive an update at its next meeting on 14 December 2017

16 BARCLAY REVIEW OF BUSINESS RATES - UPDATE

A report by the Chief Executive Officer (LAL/17/20) was submitted and noted to provide Directors with an update in relation to the Barclay Report and its potential impact on the Company as an ALEO (Arm's Length External Organisation) and services provided.

Resolved:

- (i) Directors agree to provide any support they can to assist the Company and wider Trust sector to pursue a more positive position being adopted by the Cabinet Secretary for Finance and Constitution and Scottish Government
- (ii) Directors agree that, subject to the decision taken by Scottish Government, early discussion on any impact on the Company be discussed with the Council as a matter of urgency

17 COMMUNITY CONSULTATION UPDATE – VERBAL UPDATE

The Business Planning and Marketing Manager reported the Company was now in a period of community consultation to engage with customers to obtain their ideas and encourage them to take on ambassadorial roles on behalf of the Company. A digital survey has been sent out with meetings in each venue commencing at the beginning of November.

18 CAPITAL PROJECTS UPDATE

A report by the Chief Executive Officer (LAL/17/21) was submitted and noted to provide Directors with a brief update in relation to the Company's Capital Projects and those with a significant impact on Live Active Leisure

Resolved:

- (i) Directors noted the wide-ranging content of the report in relation to key venue projects

19 2018-19 REVENUE BUDGET PREPARATION - CONFIDENTIAL

Enclosed separately

20 HR COMMITTEE UPDATE – STRICTLY CONFIDENTIAL

Enclosed separately

21 ANY OTHER COMPETENT BUSINESS

21.1 Environmental/Energy Efficiencies – A report to be prepared regarding possible environmental and energy efficiencies for a future Board Meeting.

21.2 Company Development Day – The Chief Executive reported the Company's Development Day will be held on Monday, 18 December 2017.

22 DATE OF NEXT LAL BOARD MEETING

Thursday, 14 December 2017 at 5.00 pm