



CREATIVITY IN THE UK

**MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD (the “Company” and “Festival”)
Friday 5^{March} 2021
Held via Microsoft Teams**

<p>Directors & Observers present:</p> <p>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) (representing Scotland) Dr. Maggie Aderin-Pocock MBE (MAP) (Independent) Roger Lewis (RL) (Representing Wales) Roger Mosey (RM) (Independent) Emma Squire (Observer) (ES) (Department of Digital, Culture Media and Sport (DCMS)) Gerwyn Evans (GE) (Observer – Welsh Government) Louise Hyland (LH) (Observer – Northern Ireland Executive) Richard Walsh (RW) (Observer – Scottish Government)</p>	<p>In Attendance:</p> <p>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, Director of Communications (BMcK) Rachel Stewart, Executive Assistant (RSt) Lucy Bailey, Senior Legal Counsel (LB) Tace Jones, Executive Assistant (TJ)</p> <p>Apologies:</p> <p>Professor Mary Stuart CBE (MS) (Independent)</p>
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NO	ITEM	ACTION OWNER
1a	<p><u>Introductions</u></p> <p>VH welcomed everyone to the meeting, confirmed membership, observers and attendees. Apologies were noted from Mary Stuart. The meeting was held via Microsoft Teams.</p> <p>VH introduced the nation representatives who will be attending the Board as observers alongside DCMS:</p> <ul style="list-style-type: none"> • Gerwyn Evans – Welsh Government • Richard Walsh – Scottish Government • Louise Hyland – Northern Ireland Executive 	
1b	<p><u>Appointments & Declarations of Interest</u></p> <p>VH moved to appoint the following individuals as Directors of Festival 2022 Ltd:</p> <ul style="list-style-type: none"> • Professor Mary Stuart CBE (<i>apologies noted for this meeting</i>) • Roger Mosey <p>VH noted that all directors had consented to the respective appointments to the Board of the Company. The Board confirmed they consented to these appointments.</p> <p>VH moved to the appointment of a Deputy Chairperson in accordance with the articles of Association:</p> <ul style="list-style-type: none"> • Dr Hayaatun Sillem CBE <p>The Board noted there were no direct conflicts of interest with the business of this meeting. However, they were asked to note the following declared conflicts of interest in relation to the wider Festival:</p> <ul style="list-style-type: none"> • DR Bridget McConnell CBE is CEO of Glasgow Life which has a connection with the lead organisation of one of the Scottish teams. It was clarified that the Scottish team will be independently selected by EventScotland with no decision-making involvement from any non-executive Director of Festival. The final decision of the Scottish team will be taken by EventScotland’s Board on 18 March 2021 and both Scottish teams are being proposed and endorsed at this Festival Board meeting. • Microsoft is included as a team member in the recommended Northern Irish team and Amali de Alwis is an employee of Microsoft. Other than the Non-Executive Director Liam Hannaway, who acted as an independent panel member for the Northern Ireland Executive, 	

	<p>no non-executive Director of Festival has been involved in the decision making of the Northern Irish team.</p> <p>Additionally, VH noted her spouse is chairman of National Theatre Wales who are part of the Welsh team, and Roger Lewis was an independent panellist for the Welsh teams, but not in his capacity as Non-Executive Director for Festival.</p> <p>The Board confirmed they consented to this appointment.</p> <p>1c <u>Approval of the Minutes & Matters Arising</u> The Board approved the minutes from the meeting held on 10 December 2020. The actions from that meeting have been tracked as complete or were covered in the agenda as specific items.</p> <p>1d <u>Follow Up on Project Assessment Review (PAR)</u> ES provided an update on the Project Assessment Review as DCMS's Senior Responsible Owner (SRO) for the Festival. It was confirmed that the status of the Festival has now been regraded as amber, previously amber/red, which recognises the progress made against specific recommendations. DCMS noted the importance of the Full Business Case and a detailed action plan is to be developed (to be discussed further in item 5).</p> <p>ES provided an update on the Concordat:</p> <ul style="list-style-type: none"> • Scottish Government – requested minor amends which have been made, so they are now able to sign. • Welsh Government – in a position to sign. • Northern Ireland Executive – have delegated to Permanent Secretary, which will expedite process. <p>The Board had no additional comments regarding the Concordat or PAR.</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>2a.</p> <p>2b</p> <p>2c</p>	<p><u>Festival Progress Report</u> The Board were asked to note the Festival General Progress Report.</p> <p>MG confirmed that Festival's team (the "Team") continues to grow and deadlines continue to be met. PB provided assurance that the Team continue to integrate across all areas of the Organising Committee of the Commonwealth Games ("OC").</p> <p>IR noted, as Accounting Officer, the QAR meetings between Festival and DCMS continue to progress.</p> <p>The Board confirmed they had no queries regarding the progress report and congratulated the Team for the work over the recent months.</p> <p><u>Creative Update and Stakeholder Briefings</u> MG advised that various stakeholder meetings have taken place and are scheduled over the coming weeks following the decision of the 10 teams (the "Proposed Projects").</p> <p>The Board noted that the Prime Minister had been briefed about the commissioning.</p> <p>PB confirmed ministerial meetings in the four nations are being arranged to ensure alignment and support of the commissioned projects.</p> <p><u>Executive Update</u> PB provided an executive update.</p>	
<p>3a.</p>	<p><u>Commercial Process, Commissioning Controls and Contracting</u></p>	

<p>3b & 3c</p>	<p>PB provided an overview of the commercial process, commissioning controls and contracting of the teams to full commission.</p> <p>PB assured that all teams have been rigorously assessed as part of the R&D process and that the Proposed Projects meet the assessment criteria.</p> <p>Assessment Criteria can be found on Virtual Boardroom (VBR) within the document library.</p> <p>FT confirmed the ARAC is comfortable and supportive of this process.</p> <p>PB confirmed ARAC are exploring income funding routes, and a paper is due to be taken to the March ARAC on this matter, before taking to the Board in April. The confirmed strategy from these meetings can inform the organisational position.</p> <p>ACTION - PB to explore national security further to determine if it is relevant to each individual project and report back at next meeting</p> <p><u>Creative overview of Festival Commissions</u> <u>Commercial & Technical Analysis: Festival Commissions</u></p> <p>SH and HO provided a creative overview and assessment criteria overview of each of the Proposed Projects.</p> <p>LH and RL were invited to provide their overview of the Projects for Wales and Northern Ireland as part of the assessment panel.</p> <p>PB confirmed an update will be provided to the Board once the EventScotland Board has taken place, where the decision on the Scottish project will be made.</p> <p>PB advised there will be certain teams where, due to the risk profile sitting across multiple organisations, it will be ensured from a contractual point of view that the commercial framework of these specific teams reflect that risk profile so as to not put undue pressure on any one of the individual contracting organisations.</p> <p>VH stated that having the Festival's Producing and Legal Team embedded within the Proposed Projects provides a great deal of reassurance to the Board. ARAC will be required to closely monitor the risks associated with the Proposed Projects and how the Board can assist the teams with these.</p> <p><u>Board Decision: Festival Commissions</u></p> <p>The Board approved the seven UK-wide & England Commissions, and endorsed the single Wales and Northern Ireland Commissions, and the two Scottish Commissions (the "10 Commissions").</p>	<p>PB</p>
<p>3d</p>	<p><u>Board Decision: Stage Three Funding</u></p> <p>The Board approved the Executive to proceed with the R&D contract extensions.</p> <p>The Board are asked to note the following intended timeline:</p>	
<p>3e</p>	<ul style="list-style-type: none"> • Stage Three development work • The dates for ARAC to review the commercial parameters of the seven Festival-led Commissions on 31 March 2021 • Board to endorse those commercial parameters on 16 April 2021 • Heads of Terms to be negotiated within the commercial parameters, concluding in May • Board to agree final Contract Award Recommendation on 4 June 2021 • Full Contracts to be executed by end of June 2021, with a longstop date of 31 July 2021 	
<p>4a.</p>	<p><u>Communications Plan: Announcement of 10 Teams</u></p> <p>BMcK provided an overview of how the announcement of the 10 Commissions will progress. BMcK outlined an announcement schedule contained in the presentation.</p>	

<p>4b.</p>	<p>ACTION - Presentation to be uploaded to VBR (Virtual Boardroom).</p> <p>BMCK confirmed that there are regular discussions with the communications teams across the Four Nations. It was further confirmed that they are in agreement that the main narrative of the announcement will come from Festival, however Scotland, Northern Ireland and Wales may do individual pieces to engage with local and regional media.</p> <p>MG confirmed that this announcement will be focused on the voices of the 10 Commissions' Creative Teams. The team are working closely with the Creative Teams to support their chosen representative to provide a quote.</p> <p><u>Discussion (Q&A) on Upcoming Comms Activity</u></p> <p>MG confirmed that the 10 Commissions are being supported to handle the engagement from the media.</p>	<p>RSt</p>
<p>5a.</p> <p>5b.</p> <p>5c.</p> <p>5d</p>	<p><u>ARAC Report to the Board</u></p> <p>FT was invited to provide an update on the February ARAC (Audit and Risk Assurance Committee) meeting.</p> <p>FT confirmed financial controls and non-financial controls are operating effectively.</p> <p>The Lifetime Budget was reviewed at the ARAC and is the next item on this meeting's agenda.</p> <p>FT confirmed PwC have been appointed as the internal Audit Team. External audit plans have been signed off with the National Audit Office.</p> <p>The Board noted that ARAC has appointed DG as the Board-level responsible officer for Fraud and CMcG as the Executive-level officer for Fraud. The Board endorsed these appointments.</p> <p><u>Finance Report & Annual Budget</u></p> <p>DG confirmed that progress is being made for the Festival supplementary estimates.</p> <p>DG confirmed there have been no instances of fraud in the period and introduced the current financial position of Festival.</p> <p>The Board were asked to note the Lifetime Budget update, including income expenditure.</p> <p>DG noted the expected out-turn for the 2020/2021 financial year and that Festival continue to monitor this closely.</p> <p>The Board approved the Lifetime Budget for 2021/2022 in the context of the updated Annual Budget as detailed in Item 5b ii) of the Board Pack.</p> <p><u>Audit Plans</u></p> <p>The Board noted the appointment of PriceWaterhouseCoopers (PwC) as the Internal Auditors and the previous appointment of National Audit Office as External Auditors.</p> <p>The Board approved the Internal Audit Charter as included in their Board Pack</p> <p><u>Policies Approval</u></p> <p>The Board noted that the policies have been developed over the last 6 months and this is the culmination of that work.</p> <p>This is an area where Festival has benefited extensively from the OC. VH thanked the OC for this work.</p>	

	<p>VH highlighted that each policy has an Executive Owner across the Management Team, as stated in the report. As Head of Business Integration, JD, has day-to-day responsibility for ensuring all policies are implemented across Festival and reviewed accordingly.</p> <p>ACTION - JD to investigate how COVID-19 may affect certain policies and update/amend accordingly if required.</p> <p>ACTION - JD to highlight the policies that apply to the Board and upload to VBR.</p> <p>FT confirmed that those policies requiring ARAC review, have been reviewed.</p> <p>JD noted that there are a small number of policies that require further development, and this will be aligned with the Festival's Equality Impact Assessment which will be taken to the Board in April 2021.</p> <p>The Board approved the following Policies:</p> <ul style="list-style-type: none"> • Anti-Slavery & Human Trafficking / Modern Slavery Statement • Workplace Wellbeing Policy • Health & Safety Policy Statement / Health & Safety Strategic Plan • HR Policies (inc. Disciplinary Action, Grievance, Whistleblowing, Equal Ops & Workplace Behaviour) • Terms of Reference for Contracts Approvals • Accessibility Commitment • ICT Acceptable Use & Information Security <p>The Board noted the outstanding policies not yet submitted, which will be approved at the relevant levels.</p> <p><u>Full Business Case Timeline</u></p> <p>PB set the context for the Full Business Case and confirmed that Festival have worked closely with DCMS.</p> <p>JD provided an overview to the Board of the approach that has been agreed with DCMS for development of the Full Business Case; Board review on 4 June 2021, ARAC to endorse following delegation to the Board in June 2021, and Treasury approval in September 2021.</p> <p>The Board noted the approach to the development of the Full Business Case.</p>	<p>JD</p> <p>JD</p>				
<p>5e</p>	<p><u>Forward Plan</u></p> <p>PB provided an update on the five elements that make up the forward plan item:</p> <table border="1" data-bbox="244 1496 1316 1747"> <thead> <tr> <th data-bbox="244 1496 782 1529">April Board</th> <th data-bbox="782 1496 1316 1529">June Board</th> </tr> </thead> <tbody> <tr> <td data-bbox="244 1529 782 1747"> Risk Appetite Statements Strategic Priorities Inter-Company Agreement Commercial Parameters: Final 10 COVID-19 Scenario Planning Update Evaluation Branding Update </td> <td data-bbox="782 1529 1316 1747"> Output of Stage Three Development Work on 10 Commissions Contract Award for 7x Festival 2022 Ltd Commissions Dissolution Planning </td> </tr> </tbody> </table> <p>ACTION - Forward plan to be uploaded to Virtual Boardroom for review.</p> <p>PB to produce a clear narrative on how cost effective the two projects, being the Festival and OC, working together are.</p> <p>The Board are asked to approve the forward plan and future items.</p>	April Board	June Board	Risk Appetite Statements Strategic Priorities Inter-Company Agreement Commercial Parameters: Final 10 COVID-19 Scenario Planning Update Evaluation Branding Update	Output of Stage Three Development Work on 10 Commissions Contract Award for 7x Festival 2022 Ltd Commissions Dissolution Planning	<p>PB</p>
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6b	<u>AOB</u> No other business was tabled, and the meeting was closed.	
Date of Next Meeting: 16 April 2021		