

FestivalUK*2022

MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD (the “Company” and “Festival”)
Friday 4 June 2021
Held via Microsoft Teams

Directors & Observers present:	In Attendance:
<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) Professor Mary Stuart CBE (MS) (Independent) Roger Lewis (RL) (representing Wales) Roger Mosey (RM) (independent)</p> <p>Emma Squire (Observer) (ES) (Department of Digital, Culture Media and Sport (DCMS)) Gerwyn Evans (GE) (Observer- Welsh Government) Richard Walsh (RW) (Observer – Scottish Government)</p>	<p>Martin Green, Chief Creative Officer (MG) Phil Batty, Executive Director (PB) Caroline McCrory, Chief Legal Officer & Company Secretary (CM) Lucy Bailey, Senior Legal Counsel (LB) David Grady, OC Group Chief Financial Officer (DG) John Darnbrook, Head of Business Integration (JD) Hilary O’Shaughnessy, Head of Commissioning (HO) Sam Hunt, Programme Director (SH) Richard Pomfret, Senior Finance Manager (RP) Ben McKnight, Communications Director (BM) Tace Jones, Executive Assistant (Secretariat) (TJ) Adam Richards, PricewaterhouseCoopers (AR)</p> <p>Apologies: Ian Reid (Chief Executive & Accounting Officer) Louise Hyland (LH) (Observer – Northern Ireland Executive)</p>

NO	ITEM	ACTION OWNER
	Governance	
1a	<p>The meeting was held via Microsoft Teams.</p> <p><u>Welcome</u></p> <p>VH welcomed everyone to the meeting, confirmed membership, observers, and attendees. Apologies were noted from Ian Reid, on annual leave, and Louise Hyland. It was also noted that David Grady could only attend part of the meeting.</p> <p>VH confirmed there were no new directors or observers.</p>	
1b	<p><u>Declarations of Interest</u></p> <p>The Board noted there were no direct conflicts of interest with the business of this meeting.</p> <p>PL declared her appointment as a DCMS Non-Executive Director which has been included in the Register of Interests. It was agreed there was no direct conflict with her role as a Board Member and the business of today’s meeting.</p> <p><u>Approval of the Minutes & Matters Arising</u></p> <p>The Board approved the minutes from the meeting held on 16 April 2021.</p>	
	Executive Update	
2a	<p><u>Festival General Progress Report</u></p> <p>MG provided a creative update. MG confirmed that a brand agency had been appointed unanimously by the evaluating panel, and that the supplier was currently in a 10-day standstill period.</p> <p>PB provided a general update on organisation and corporate matters, including that Festival is continuing to recruit at a fast pace, and that the internal audit team were progressing well. AR has been invited to the meeting today to observe the Board discussion on commissioning approvals. DG provided assurance that EMT (Executive Management Team) has reviewed the proposals and</p>	

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<p>2b</p>	<p>highlighted the risk profile associated with commissioning creative works and that the auditors understand the risk involved.</p> <p>DG further updated the Board that the Festival team were working hard on Festival's first annual accounts, and that external audit was ongoing.</p> <p>DG confirmed that there were no instances of fraud.</p> <p><u>Dissolution Planning – Overview of Approach</u></p> <p>JD outlined the overall dissolution approach for the Company which will be aligned with the OC approach to maximise efficiency and ensure an orderly wind down.</p> <p>JD explained that a Festival dissolution working group has been set up, initially looking at five key areas:</p> <ul style="list-style-type: none"> • Assets & Liquidation • Contract Close Out • Information & Data • Workforce • Dissolution Management & Business Operations <p>The group is also represented on a wider OC (Commonwealth Games Organising Committee) Group Dissolution Working Group.</p> <p>The intention is to have the Company operationally wound up by early 2023, and the final accounts and strike off notice issued in March 2023, which is in line with Festival's original classification outcome of having a lifespan of less than 36 months.</p> <p>FT asked for reporting into ARAC (Audit and Risk Assurance Committee) and JD confirmed that he was happy to do that.</p> <p>RL asked if appropriate liabilities had been considered and whether there would be any direct liabilities for the directors' post dissolution. It was confirmed that a full contract liability review would be undertaken by Festival as part of the dissolution working with DCMS. In respect of directors' and officers' insurance, PB confirmed that DCMS have issued the Festival with a letter to confirm that insurance provisions must be consistent with Managing Public Money guidance (unless agreed between HMT and the Accounting Officer) and as such there is no requirement to procure directors and officers insurance from the commercial market.</p> <p>It was confirmed that a dissolution strategy would be brought to the October Board Meeting.</p> <p>ACTION: VH requested that the presentation slides are made available on the virtual board room</p>	<p>TJ</p>
<p>Festival Commissioning & Delivery</p>		
<p>3a</p>	<p><u>Commissioning Update</u></p> <p>PB introduced the commercial context behind the ten commissions (the "Projects"), which covered:</p> <ul style="list-style-type: none"> • the sourcing approach • budget context • governance arrangements for each the Projects <p>The Board noted its role in approving the financial, legal and commercial considerations of the seven UK & England projects as the lead commissioning entity. For the Northern Ireland, Scotland and Wales projects, the Board set out to endorse the approaches put forward in a capacity of overall programme assurance and Festival organiser, working with Strategic Delivery Bodies who will be the lead commissioning entities for those three projects.</p> <p>MG highlighted the importance of safeguarding contingency until 2022 based on risk but acknowledged that there are variables and unknowns to be considered in planning.</p> <p>LB provided an overview on contracting, which included:</p>	

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<p>3b</p>	<ul style="list-style-type: none"> • A summary of where Festival was at with the R&D Agreement, Variation Agreement, Heads of Terms and commercial dialogue sessions • A high-level overview of the key provisions within the Full Commissioning Agreement <p>HO presented an update on the Festival commissions and the key approvals. HO then went through each of the seven UK and England projects in turn and provided:</p> <ul style="list-style-type: none"> • A recap on each project • Highlighted any key contractual or commercial elements of report • Proposed target contract value • An explanation of rationale for recommendation, explanation of the amounts requested by the project (core and enhanced) and the operational contingency level • An overview of the risk profile <p>SH and HO provided an update on the Northern Ireland, Scotland and Wales Projects. Strategic Delivery Body (SDB) colleagues in attendance provided further information.</p> <p>SH and HO discussed the locations overview for all the commissions, highlighting how spread out they were across the UK, and provided an overview of any potential dates.</p> <p>FT noted that from an ARAC perspective, it has reviewed the approach, and he gave the Board re-assurance that ARAC will monitor changes in risk profile.</p> <p>The Board discussed how STEAM needs to be reflected more in the parameters of each commission. VH requested that Festival reports to the Board on the approach to STEAM, digital, audience engagement and the engagement of young people.</p> <p>VH requested that the Board notes the wider contents of the report and proposed that the August Board meeting focuses on audience engagement and more comprehensive digital plans.</p> <p>The Board approved the expenditure commitments for the UK & England Festival commissions and commercial principles as set out in the Board Paper, and endorsed the update on the Scotland, Wales, and Northern Ireland commissions.</p> <p><u>Legacy & Evaluation – Progress</u></p> <p>PL and PB provided a progress update on the legacy and evaluation work.</p> <p>PL summarised the key achievements of the Task and Finish Group.</p> <p>PB outlined an indicative legacy positioning statement and explained that this is not being finalised at today’s Board meeting but is a starting point to give direction and guidance to the Festival partnership.</p> <p>PB provided a summary of the work with DCMS on top-level benefits to inform the Full Business Case. PB confirmed the evaluation model and PL outlined the next steps.</p>	
	<p>Forward Plan</p>	
<p>4a</p>	<p><u>Brand Engagement Timeline</u></p> <p>BM provided an update on brand development, the engagement approach, and timelines for delivery.</p> <p>It was confirmed that a branding agency had been appointed.</p> <p>VH confirmed that the next Board meeting will take place on 6 July 2021 and that the day will consist of one hour of Board business, including the sign-off of the company accounts, followed by a three-hour workshop, which will include a branding session with the whole Festival team.</p> <p><u>AOB</u> None</p> <p>The meeting closed.</p>	
<p style="text-align: center;">Date of Next Meeting: 6 July 2021</p>		