

# FestivalUK\*2022

**MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD**  
**Wednesday 4 November 2020**  
**Held via Microsoft Teams**

| <b>Directors &amp; Observers present:</b>   | <b>In attendance:</b>  |
|---|--|
| <p>Dame Vikki Heywood CBE, Chair (VH)</p> <p>Amali de Alwis MBE (AA)</p> <p>Dr. Hayaatun Sillem CBE (HS)</p> <p>Faraz Tasnim (FT)</p> <p>Liam Hannaway (LH), representing Northern Ireland</p> <p>Priya Lakhani OBE (PL), representing England</p> <p>Rob Smith MBE (RS)</p> <p>Dr Bridget McConnell CBE (BM), representing Scotland</p> <p>Roger Lewis, representing Wales</p> <p>Emma Squire, DCMS (ES), Observer</p> | <p>Ian Reid, Chief Executive Officer (IR)</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>Sam Hunt (SHu), Programme Director</p> <p>Hilary O'Shaughnessy (HOS), HoCommissioning</p> <p>Ben McKnight (BMc), Communications Director</p> <p>Gerwyn Evans (GE), Creative Wales</p> <p>Marie Christie (MC), EventScotland</p> <p>Rachel Stewart (RS), Executive Assistant</p> <p>Sarb Hair (SHa), Corporate Ops Coordinator</p> |

**Apologies – Dr. Maggie Aderin-Pocock MBE (MAP)**

| <b>NO</b> | <b>ITEM</b>  | <b>ACTION OWNER</b> |
|-----------|--|---------------------|
| 1a.       | <p><u>Introductions</u></p> <p>VH welcomed everyone to the meeting. Apologies were noted from Dr. Maggie Aderin-Pocock MBE.</p>  |                     |
| 1b.       | <p><u>Approval of the Minutes &amp; Matters Arising from last meeting</u></p> <p><b>The Board approved the minutes from the Board Meeting held 1 September 2020.</b></p> <p>The actions from the meetings are being tracked as complete or were covered in the agenda as specific items.</p>   |                     |
| 1c.       | <p><u>Confirmation of Register of Interests</u></p> <p>VH reminded the Board to report any changes or updates to the Directors Register of Interests to CMcG and noted a copy of the Register is available on the Virtual Board Room under 'Governance'.</p> <p>VH noted in relation to the Business of today's meeting the following Registered Interest was to be recorded in respect of the proposed 30 R&amp;D Creative Teams under Item 3b:</p> <ul style="list-style-type: none"> <li>AA is an employee of Microsoft. Microsoft is represented in one of the Northern Ireland Creative Teams.</li> <li>BM is Chief Executive of Glasgow Life. Celtic Connections, part of Glasgow Life is a Lead Organisation for one of the Scotland Creative Teams.</li> <li>VH is on an Advisory Group to the Imperial War Museum. Imperial War Museum is represented in one of the UK wide Creative Teams.</li> </ul> <p>VH confirmed that none of the above Non-Executive Directors were present during the assessment and selection of Creative Teams and that the assessment was undertaken</p> |                     |

|              |  |                     |
|--------------|--|---------------------|
| <p>1d.</p>   | <p>by an independent panel. VH reminded the Board to declare any new interest which may not have been declared, particularly following MG's presentation.</p> <p><u>Appointment of Directors</u><br/>VH moved to appoint the following individuals as Directors of Festival 2022 Ltd with immediate effect:</p> <ul style="list-style-type: none"> <li>• ROGER LEWIS (RL)</li> <li>• DR. BRIDGET McCONNELL CBE (BM)</li> </ul> <p><b>Following confirmation that each Director has consented to their respective appointment, the Board approved the appointment of RL and BM as Directors of the Company and noted that they had been appointed as Chairperson Approved Directors (acting as Nation Representatives) noting VH's consent as Chairperson. CMcG was asked to file the appointments at Companies House.</b></p> <p>RL and BM confirmed they had declared their interests to the Company Secretary (CMcG) and the interests are recorded on the Register of Members Interests.</p> <p><u>Purpose of the Meeting</u><br/>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.</p> | <p>CMcG</p>         |
| <p>2a.</p>   | <p><u>Departmental Updates</u><br/>MG gave the Board a verbal update on the set up of the company and ongoing recruitment. The significant media coverage around the R&amp;D launch was noted.</p> <p>PB confirmed to the Board a positive Quarterly Assurance Meeting had been undertaken with DCMS in respect of the Grant Funding</p> <p>ES, as DCMS Senior Responsible Officer noted the significant progress undertaken since the last Board Meeting, including Finance Committee approval of the Outline Business Case. ES noted that a Project Assurance Review (PAR) had been undertaken and agreed to work closely with the Festival Company to implement the recommendations.</p> <p><b>ACTION</b> - VH requested ES update the Board on progress implementing the PAR recommendations at the next full Board meeting.</p> <p>MG confirmed Belfast City Council had been appointed as the Strategic Delivery Body for the Festival in Northern Ireland by the Devolved Administration.</p> <p>VH outlined plans to undertake a series of informal "lunch-and-learn" sessions with the Board and to arrange a Strategy Day.</p> <p><b>ACTION</b> – RS to schedule with the Board.</p>         | <p>ES</p> <p>RS</p> |
| <p>2b/2c</p> | <p><u>ARAC Terms of Reference</u><br/>FT provided an update on the set up of the Audit &amp; Risk Assurance Committee (ARAC) and the outcome of the Planning Meeting held on 30 October 2020.</p> <p><b>The Board approved the ARAC Terms of Reference.</b></p> <p>The Festival's Commercial &amp; Financial Management Framework was tabled for approval.</p> <p><b>The Board approved the Commercial and Financial Management Framework, inclusive of the following key Policies:</b></p>  |                     |

|     |   |       |
|-----|---|-------|
|     | <ul style="list-style-type: none"> <li>• Scheme of Financial Delegation</li> <li>• Procurement Policy</li> <li>• Financial Management Policy</li> <li>• Treasury Management Policy</li> </ul> <p>FT noted the significant progress made in these areas, noting the ARAC Priorities. HS requested Risk Management be added to a future Board Agenda.</p> <p><b>The Board approved the delegation of the review of the Annual Budget to ARAC, whilst reserving the review and approval of the Lifetime budget for the Board.</b></p> <p><b>The Board were asked to note the ARAC Priorities from the Summary Report, the Actions, and the Update.</b></p>   | PB    |
| 2d. | <p><u>Policies</u><br/>PBa provided an updated to the Board on Festival 2022 Ltd Policy Development, as outlined in the supporting Policies Update Paper.</p> <p><b>The Board delegated approval of the Policies as stated in the paper.</b></p> <p>As part of this delegation, the following Policies were reserved for Board Review and Approval: Counter-Fraud, Gifts &amp; Gratuities, Health &amp; Safety, Anti-Slavery and Scheme of Finance Delegation.</p> <p>VH noted that the size of the Festival Company and the relationship with the OC meant that a separate HR Subcommittee of the Board was not required. However, VH requested a Non-Executive Director undertake a task-and-finish review with the Chair on the areas of human resources and workforce.</p> <p><b>ACTION</b> – HS agreed to undertake this task-and-finish review with VH.</p> | HS/VH |
| 2e. | <p><u>Covid-19 Planning</u><br/>MG provided a verbal update to the Board on the planning being undertaken in respect to the global pandemic and its potential to impact the Festival.</p> <p>It was agreed that a further update on OC Covid-19 Planning would be provided at the next Board Meeting.</p> <p><b>ACTION</b> – IR to update the Board.</p>  | IR    |
| 3a. | <p><u>Overview of the R&amp;D Project: Selection Process</u><br/>HoS, SHu, BMC, GE, ME joined the Board Meeting to present the R&amp;D Project.</p> <p>MG restated the strategic objectives for the Festival and confirmed the R&amp;D Project sought to commission 30 Creative Teams to undertake a three-month period of development work to shape one of 10 potential commissions for the Festival.</p> <p>MG outlined the high-level of interest that the R&amp;D Project had attracted and confirmed 299 submissions were received by the assessment team across all four nations.</p> <p>The Sourcing Strategy for the R&amp;D Project was restated, as approved by the Board on 1 September 2020, and MG confirmed that the process had been undertaken in accordance with this Sourcing Strategy and in line with public procurement.</p>                 |       |

|   | <p>MG confirmed that assessment of the Scotland, Northern Ireland and Wales team submissions had been undertaken by the appropriate nation's Strategic Delivery Body. The central team at Festival 2022 Ltd assessed the England and UK team submissions.</p> <p>It was confirmed that an Equal Opportunities monitoring exercise had been undertaken.</p>   |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
|---|--|--|-------|-------|---------|----------------------|--|-----------------|--------------------------|--------------------|----------|-----------------|--------------------------------------|-------------------------------------|-------------|---|-----------------------------|----------------------------------|-------------------|----------------|--------------------------|--------------------------|---------------------------------------|------------------------------|---|--|-----------------|----|
| 3b/3c   | <p><u>R&amp;D Project: Successful Teams &amp; Contract Award Recommendation</u><br/>MG (alongside by SHu, GE and ME) updated the Board on each of the 30 Creative Teams in turn, noting all were endorsed by their respective Strategic Delivery Body.</p> <p>The Board discussed the 30 Creative Teams and the R&amp;D Project Open Call.</p> <p>Board approval was sought to award each of the 30 Creative Teams an R&amp;D Commissioning Contract.</p> <p><b>The Board approved the Award Recommendation for the 30 selected R&amp;D Project Creative Teams.</b></p>  |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| 4a  | <p><u>Forward Look</u><br/>VH proposed the Forward Look be considered in two parts - a "Business of Board Meetings" and "Annual Strategy Session."</p> <p>PBa outlined the Forward Plan for upcoming Full Board Meetings</p> <table border="1"> <thead> <tr> <th>DECEMBER</th> <th>MARCH</th> <th>APRIL</th> </tr> </thead> <tbody> <tr> <td>Finance</td> <td>Final 10 Commissions</td> <td>Lifetime Budget Review &amp; Annual Accounts</td> </tr> <tr> <td>Risk Management</td> <td rowspan="2">Modern Slavery Statement</td> <td>Full Business Case</td> </tr> <tr> <td>COVID-19</td> <td>COVID-19 Review</td> </tr> <tr> <td>Comms Strategy &amp; Social Media Policy</td> <td rowspan="2">Programme Assurance (Delivery Plan)</td> <td>Risk Review</td> </tr> <tr> <td>R&amp;D Creative Studio: Update on Progress</td> <td>Annual Grant Review Outcome</td> </tr> <tr> <td>Evaluation, Procurement Approach</td> <td>Policies Approval</td> <td>Evaluation ARF</td> </tr> </tbody> </table> <p>A discussion took place on the Full Business Case approval process, the relationship with funding awarded to the Devolved Administrations under the Barnett Formula and the role of HM Treasury. ES noted it was the intention to submit an FBC in Spring 2021.</p> <p>The following discussions areas were proposed and agreed for a Board Strategy session:</p> <table border="1"> <thead> <tr> <th>2020/21 STRATEGY SESSION</th> <th>2021/22 STRATEGY SESSION</th> </tr> </thead> <tbody> <tr> <td>Company Strategy, Values &amp; Priorities</td> <td>Business Operating Framework</td> </tr> <tr> <td>Social Values Charter (inc. Sustainability &amp; EDI)</td> <td rowspan="2">Future of the R&amp;D Output (Creative Commons, Exhibition, Archive)</td> </tr> <tr> <td>Legacy Planning</td> </tr> </tbody> </table> <p><b>ACTION</b> – VH to scope 2020/21 Strategy Session further.</p> | DECEMBER                                 | MARCH | APRIL | Finance | Final 10 Commissions | Lifetime Budget Review & Annual Accounts | Risk Management | Modern Slavery Statement | Full Business Case | COVID-19 | COVID-19 Review | Comms Strategy & Social Media Policy | Programme Assurance (Delivery Plan) | Risk Review | R&D Creative Studio: Update on Progress | Annual Grant Review Outcome | Evaluation, Procurement Approach | Policies Approval | Evaluation ARF | 2020/21 STRATEGY SESSION | 2021/22 STRATEGY SESSION | Company Strategy, Values & Priorities | Business Operating Framework | Social Values Charter (inc. Sustainability & EDI) | Future of the R&D Output (Creative Commons, Exhibition, Archive) | Legacy Planning | VH |
| DECEMBER  | MARCH  | APRIL                                    |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Finance   | Final 10 Commissions   | Lifetime Budget Review & Annual Accounts |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Risk Management                                   | Modern Slavery Statement   | Full Business Case                       |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| COVID-19  |  | COVID-19 Review                          |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Comms Strategy & Social Media Policy              | Programme Assurance (Delivery Plan)  | Risk Review                              |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| R&D Creative Studio: Update on Progress           |  | Annual Grant Review Outcome              |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Evaluation, Procurement Approach                  | Policies Approval  | Evaluation ARF                           |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| 2020/21 STRATEGY SESSION                          | 2021/22 STRATEGY SESSION   |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Company Strategy, Values & Priorities             | Business Operating Framework   |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Social Values Charter (inc. Sustainability & EDI) | Future of the R&D Output (Creative Commons, Exhibition, Archive)   |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| Legacy Planning                                   |  |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |
| 4b/4c   | <p><u>Evaluation Approach &amp; Legacy Planning</u><br/>PBa provided a general update on the planned evaluation approach and agreed to provide a further update during the next Full Board meeting.</p>  |  |       |       |         |                      |  |                 |                          |                    |          |                 |                                      |                                     |             |   |                             |                                  |                   |                |                          |                          |                                       |                              |   |  |                 |    |

# FestivalUK\*2022

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|   | <b>ACTION</b> – PBa to update on Evaluation at the December 2020 Full Board meeting. | <b>PBa</b> |
| 5   | <u>AOB</u><br>No other business was tabled, and the meeting was closed.              |            |
| <b>Date of Next Meeting: 10 December 2020</b> |  |            |