

FestivalUK*2022

MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD (the "Company" and "Festival")
 Friday 16 April 2021
 Held via Microsoft Teams

Directors & Observers present:	In Attendance:
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) 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)	Ian Reid, Chief Executive Officer (IR) Martin Green CBE, Chief Creative Officer (MG) David Grady, Chief Financial Officer (DG) Phil Batty, Executive Director (PB) Lucy Bailey, Senior Legal Counsel (LB) Tace Jones, Executive Assistant (TJ) Karl Aussia (KA) Item 6 Ben McKnight (BMk) Item 6

NO	ITEM	ACTION OWNER
1a	<p><u>Welcome</u></p> <p>VH welcomed everyone to the meeting, and confirmed membership, observers, and attendees. Apologies were noted from Caroline McGrory (Chief Legal Officer) who is on annual leave, however LB, who is the Senior Legal Counsel, was confirmed to be in attendance. Apologies also noted for Emma Squire (DCMS Senior Responsible Officer) who is also on annual leave, and is replaced by Carrie Cooke (Deputy Director, Strategy & Stakeholders).</p> <p>VH welcomed colleagues representing the devolved administrations as observers at the meeting and noted that they would be joined by BMk and KA for Item 6.</p> <p>The meeting was held via Microsoft Teams.</p>	
1b	<p><u>Declarations of Interest</u></p> <p>The Board noted that there were no direct conflicts of interest with the business of this meeting.</p>	
1c	<p><u>Approval of the Minutes & Matters Arising</u></p> <p>The Board approved the minutes from the meeting held on 5 March 2021. The actions from that meeting have been tracked as complete or were covered in the agenda as specific items.</p>	
2a.	<p><u>Festival Progress Report</u></p> <p>The Board were asked to note the Festival General Progress Report.</p> <p>MG provided creative update and an update on stakeholder briefings, including an update confirming that Dandelion has been approved by EventScotland and the Scottish Government as the commissioned Scotland commission.</p>	

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<p>2b</p>	<p>MG briefly discussed that conversations with BBC were commencing to assist with identifying areas in the Project where BBC would be interested in being involved.</p> <p>The Project has also been presented to the Secretaries of State for the Territorial Offices (with representatives from Scotland, Wales and Northern Ireland) which was positively received.</p> <p>PB provided a general update on organisation and corporate matters.</p> <p>HS requested an update for the board on overall year plan and where the festival sits within this. MG to discuss at next board meeting.</p> <p><u>Covid Scenario Planning Update</u></p> <p>IR provided an update on Covid-19:</p> <ul style="list-style-type: none"> Working closely with DCMS and the Chief Scientific Officer, it was confirmed that the Company has a good understanding of health and safety implications of the “new norm”. It was confirmed that the Festival team will undertake and review Covid-19 planning measures with the 10 teams at meetings in June to determine how to build Covid-19 planning into each commission. 	
<p>3a.</p>	<p><u>Approach to Negotiating Commissioning Contracts</u></p> <p>VH noted that the approach to negotiating commissioning contracts has been endorsed by ARAC.</p> <p>PB and LB provided an overview of the commercial process and contracting approach to each commission, including an update on how the commercial dialogue sessions between Festival, and where applicable, Belfast City Council, Creative Wales, or EventScotland, are going with the respective commissioned organisations and the parameters within which these conversations are being held.</p> <p>LB explained how under the R&D agreements Festival was the contracting party for all 30 teams, but for the ten commissioned teams, the Festival will be contracting with the England commission and six UK commissions, and Belfast City Council, Creative Wales, and EventScotland will be contracting directly with their respective teams. It was confirmed that the Festival will be assisting Belfast City Council, Creative Wales, and EventScotland with their contract drafting and negotiations, where required, to ensure all commissions are aligned.</p> <p>At the 4 June Board Meeting the Board will be asked to approve the proposed contract awards to each of the seven creative teams being commissioned directly by Festival and to endorse the Northern Irish, Scottish and Welsh commissions.</p>	
<p>4a.</p> <p>4b.</p>	<p><u>Strategy & Organisational Updates</u></p> <p><u>Strategic Priorities: Feedback</u></p> <p>PB ran through presentation slides. An action was taken for the slides to be uploaded to VBR.</p> <p><u>HR & Workforce: Task & Finish Group</u></p> <p>VH noted that Task & Finish Groups are to meet three times, and that this group has now had its third meeting.</p> <p>PB ran through content of each of the three meetings.</p> <p>At the first meeting:</p>	

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- PB talked through the organisation context, the co-location with the Organising Committee for the Birmingham 2022 Commonwealth Games (“OC”) and the Company’s departmental structure.
- Caroline McGrory presented the Remuneration Strategy, including the salary banding and overall operating environment in which workforce is managed
- There were discussions around the access to GI Group as the shared Recruitment Outsourcing Provider.
- The group was joined by Marie Holding, who is the Festival’s HR Business Partner and learnt more about the HR function.
- Input, direction and guidance was given on the People Policies and those have since been approved by the Board.
- The Key Person Risks & Business Continuity People Plans were also reviewed.

At the second meeting:

- A more in-depth conversation took place on the importance of Equality, Diversity & Inclusion (EDI).
- The training requirements of Festival and the OC were discussed.
- Festival, in a wider OC operating environment, was considered.

At the third and final meeting:

- They were joined by Clare Miles (Interim HR Director for the OC).
- A detailed overview of the Festival’s company’s workforce EDI data was reviewed.
- An approach to language and terminology on race and ethnicity was discussed.
- The output of the EQiAs on the Policies were discussed.
- Impact of Covid-19 on the Policies was summarised.

4c.

Legacy & Evaluation: Task & Finish Group

PL provided an update on the Legacy and Evaluation task and finish group.

PL discussed the 5-point framework:

- i. The benefits realised from the Festival itself – for people, communities, the sectors, the nations and the UK.
- ii. Opportunities for sustained activity, wrap around and post-Festival programming – where creative projects or activity created for the Festival continue beyond 2022, and the legacies delivered through working in partnership or collaboration.
- iii. Creation of physical manifestations and digital future life – where the Festival generates assets and resources that can live on beyond the Festival.
- iv. Major policy announcements leveraged by the impact and evidence of the Festival.
- v. The lasting memories and shared experiences from across the public programme will live on in the minds of audiences for decades.

It was discussed that the Festival is looking to adopt four impact statements for the Theory of Change.

The group discussed that it might be that these were likely to be refined further to three impact statements to address crossover.

PL stated that under RL’s suggestion, a big ambition statement is being worked on to articulate the direction of travel for this programme of work.

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	<p><u>Evaluation Next Steps</u></p> <p>PB provided a status update on the Evaluation Plans.</p>	
5a.	<p><u>Corporate & Business Integration</u></p> <p><u>ARAC Update to Board</u></p> <p>FT confirmed that financial controls and non-financial controls are operating effectively.</p> <p>FT:</p> <ul style="list-style-type: none">• Highlighted that the Audit & Risk Assurance Committee (ARAC) received a positive Internal Audit report from PwC on the Creative Programme Procurement Process.• Updated on progress for External Audit by National Audit Office.• Confirmed that ARAC endorsed the negotiation of the commissioning contract approach (covered earlier in agenda).• Confirmed that ARAC agreed the Financial Year End Governance and the approach to Consolidated Financial Statements and the Key Financial Judgements and Accounting Policies.• Confirmed that ARAC Reviewed the Inter-Company Agreement (which is covered later in the agenda).• Updated on Procurement Pipeline and confirmed that it showed strong commercial planning in place. <p>FT explained that a deep dive on operational costs took place and that ARAC will continue to do this for other areas of the Lifetime budget.</p> <p>While reviewing the risk universe, the Board had a conversation about communications (which is to be covered later in the agenda) and the potential risk of 'Loss of Public Support'.</p>	
5b.	<p><u>Finance Report</u></p> <p>DG confirmed that there had been no instances of fraud in the period and introduced the current financial position of the Festival.</p> <p>DG set the context of the Government Accounting & Year End Reconciliation and updated on the risks around this.</p> <p>DG noted the expected out-turn for 20/21 Financial Year, and that this is a positive result.</p> <p>It was noted that grant income is being received in line with the schedule.</p> <p>Noted that 2021/22 year-end out turn has been flagged as a risk to the DCMS and the need for flexibility given the delivery dates of the festival programme.</p>	
5c.	<p><u>Inter-Company Agreement</u></p> <p>VH handed over to PB to talk through the Inter-Company Agreement update in Caroline McGrory's absence.</p> <p>PB noted the areas where recharges are taking place, and the basis upon which those recharges are occurring.</p> <p>VH noted that this has been reviewed and endorsed by ARAC. VH confirmed approval with IR.</p>	

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<p>5d.</p>	<p>HS noted that there is mention that the Festival delivery will not materially impact the Birmingham 2022 Commonwealth Games (the “Games”). It was queried if there was a reciprocal clause providing commitment that Games delivery will not affect Festival. IR agreed that a sentence could be added to cover this.</p> <p>VHG confirmed with Board approval to cover inter-company expenditure as per the paper’s recommendations.</p> <p><u>Third Party Funding & Income</u></p> <p>DG set the strategic context in which the Festival is operating and referenced MG’s commitment to prioritising the ability of creative teams to make the best work of their careers with the amazing resources available to them under the Festival budget.</p> <p>PB provided update on</p> <ul style="list-style-type: none"> • Core Festival Funding • Use of Existing Resources • Commercial Ticket Income • Third Party Public Funding (UK) • Commercial Sponsorship & Foreign Government Investment • Future Exploitation & IPR • Other Revenue Generation <p>PL raised a question re: food trucks and food supply and if this provides a commercial opportunity.</p> <p>MG stated that this will be managed locally by the individual production management of that event (if they need food and beverage there) and it will go into their budget. When signing off, the Festival will ensure that the provision is appropriate and under the ethos of the Festival and that there are no risks being taken and that revenue does not become depended on for the success of that project.</p> <p>RL queried how international opportunities that may or may not exist around the Festival are being managed (i.e., media rights).</p> <p>MG emphasised that the Festival was not seeking overt financially based media opportunities. MG stated he would like to demonstrate that every possible media is involved. Stated that this is an investment in creativity, and having reviewed the restricted opportunities it is highly unlikely, or feasible, for Festival 2022 to be the recipient of any commercial income.</p>	
<p>6a.</p> <p>6b.</p>	<p><u>MARKETING, COMMUNICATIONS AND STAKEHOLDER RELATIONS</u></p> <p><u>Recap on Announcement of 10 Teams & Digital Activity</u></p> <p>BM provided a recap on the announcement of the 10 Teams.</p> <p>The board discussed the overall positive reporting following the announcement and noted that specific reporting towards individual teams and team members should be monitored.</p> <p><u>Approach to Festival Branding</u></p> <p>KA provided a presentation on Festival branding.</p> <p>VH requested Board endorsement of approach set out, which was confirmed.</p> <p>It was confirmed that the Concordat has been agreed and that it sets out a group way of marketing.</p> <p>It was noted that there are political sensitives to be considered.</p>	

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<p>6c.</p> <p>6d</p>	<p><u>Communications: Strategic Issues Risks & Mitigations</u></p> <p>BMk provided a presentation on</p> <ul style="list-style-type: none">• Planned activities for building an integrated marketing and communications strategy across the 10 projects• The strategic issues and risks• Mitigations and ongoing plans towards launch <p>BM outlined support available to teams.</p> <p>RM requested comms are shared with the Board in advance of publication so that they can share.</p> <p><u>DCMS Select Committee</u></p> <p>MG provided an update on the approach to the DCMS Select Committee.</p>	
<p>7a.</p> <p>7b.</p> <p>7c.</p>	<p><u>Future Board Agendas</u></p> <p>PB provided an update on the forward plan:</p> <ul style="list-style-type: none">• Stage Three Development Work: Update on 10 Commissions• Contract Awards: Seven Festival 2022 Ltd Commissions• Dissolution Planning• Covid-19: Gateway Review• Branding <p>VH requested that the Board agree the forward plan.</p> <p><u>Board Lunch in Birmingham – July</u></p> <p>VH noted the intention to hold a Board lunch in Birmingham on either 5 or 6 July 2021 and requests the Board agrees a preferred date.</p> <p>PB noted that this meeting will be the sign-off for the annual accounts.</p> <p>ACTION Date to be agreed for board lunch meeting in July.</p> <p><u>AOB</u></p> <p>No other business was tabled and the meeting was closed.</p>	
<p style="text-align: center;">Date of Next Meeting: 4 June 2021</p>		