

FestivalUK*2022

MINUTES - BOARD MEETING OF FESTIVAL 2022 LTD (the "Company" and "Festival")
Wednesday 18 August 2021

Venue: 1 Brindley Place and Microsoft Teams

Directors & Observers present:	In Attendance:
<p>Dame Vikki Heywood DBE, Chair - (VH) (Independent) Dr. Hayaatun Sillem CBE (HS) (Independent) Faraz Tasnim (FT) (Independent) Liam Hannaway (LH) (representing Northern Ireland) Dr Bridget McConnell (BM) (representing Scotland) Dr. Maggie Aderin-Pocock MBE, (MAP) (Independent) Priya Lakhani OBE (PL) (representing England) Roger Lewis (RL) (representing Wales) Roger Mosey (RM) (independent)</p> <p>Emma Squire CBE (ES) (Observer - Department of Digital, Culture Media and Sport (DCMS)) Richard Walsh (RW) (Observer – Scottish Government) Marie Christie (MC) (Observer – Scottish Government)</p>	<p>Martin Green, Chief Creative Officer (MG) Phil Batty, Executive Director (PB) Tace Jones, Executive Assistant (Secretariat) (TJ) Bea Hendry, Head of Creative Programme (BH) Ben McKnight, Communications Director (BM) Caroline McCrory, Chief Legal Officer & Company Secretary (CM) David Grady, OC Group Chief Financial Officer (DG) Ian Reid, OC Group Chief Executive & Accounting Officer (IR) John Darnbrook, Head of Business Integration (JD) Lucy Bailey, Senior Legal Counsel (LB) Karl Aussia, Interim Head of Brand (KA) Zaylie-Dawn Wilson, Head of Learning & Participation (ZW) Hilary OShaughnessy, Head of Commissioning (HOS) Sam Hunt, Programme Director (SH)</p> <p>Apologies Amali de Alwis MBE (AA) (Independent) Professor Mary Stuart CBE (MS) (Independent) Rob Smith MBE (RS) (Independent) Louise Hyland (LH) (Observer – Northern Ireland Executive) Gerwyn Evans (GE) (Observer- Welsh Government)</p>

NO	ITEM	ACTION OWNER
	Governance	
1a	<p><u>Welcome</u></p> <p>VH welcomed everyone to the meeting, confirmed membership, observers and attendees. Apologies were noted from MS, AA, RS, LH and GE.</p> <p>The meeting was held in person and online via Microsoft Teams.</p> <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>	
1b	<p><u>Approval of the Minutes & Matters Arising</u></p> <p>VH confirmed that there are no matters arising or outstanding actions from the previous minutes.</p> <p>Board approved the minutes from the meeting held on 6 July 2021.</p>	

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	Executive Update	
2a	<p><u>Festival General Progress Update</u></p> <p>MG provided a general update on the creative development of the projects, including confirmation of a number of locations.</p> <p>A discussion was had around health and safety where MG noted that a key benefit of being part of the Organising Committee for the Birmingham 2022 Commonwealth Games (OC) is that Festival have access to the OC's dedicated team who look at safety in relation to Covid-19.</p> <p>PB provided an update on organisational and corporate matters.</p> <p>A status update was provided to the Board in relation to the contract negotiations with each team. PB offered regular updates to the Board on the status of contract negotiations.</p> <p>MG and VH confirmed that no further payments will be made to the teams prior to the signing of the commissioning agreements.</p> <p>PL highlighted that these projects present a good opportunity to platform clean technology, which will be a focus after COP 26.</p>	
	Corporate & Business Integration	
3a	<p><u>Extraordinary Audit, Risk and Assurance Committee (ARAC) (2 August): Update to the Board</u></p> <p>It was highlighted that a key risk for Festival is recruitment of staff and the concern from an ARAC perspective. The Board were advised that there had been progress on this issue since the last ARAC, and that there are weekly recruitment update meetings with Gi Group to monitor recruitment. Gi Group have also recruited additional staff in order to help with efficiency and servicelevels. It was further confirmed that all options were being explored, including discussions with DCMS. A further update will be provided at the next Board meeting, and it was confirmed that Festival will provide monthly updates to ARAC on this until the risk is confirmed as amber or green.</p> <p>MG clarified that the commissioned teams were not facing as many issues around recruitment.</p>	
3b	<p><u>Operational Programme Management</u></p> <p>FT provided an update regarding the ARAC review of the operational programme management systems, tools and processes.</p> <p>The Board were provided with detailed slides as a pre-read to the meeting.</p> <p>FT mentioned that there had been discussions around the Second Line of Defence and that ARAC had requested that this be looked at closely by the Festival Team.</p> <p>FT confirmed that ARAC are recommending to endorse the risk management process.</p> <p>The Board endorsed the approach set out in the Board Papers.</p>	
3c	<p><u>Finance Report</u></p> <p>DG provided a finance report update and confirmed that the R&D Agreement extensions are being controlled, and he confirmed that all contingency and risk provisions remain in place.</p>	
3d	<p><u>Full Business Case (FBC) Progress & IPA Gateway Review</u></p> <p>ES confirmed that the FBC was approved by the DCMS Finance Committee and confirmed that the next stage is the Treasury approval point in September 2021. The DCMS Finance Committee will report a positive outcome of the IPA Gateway 3 Review to an amber Rating. ES further confirmed that some recommendations were made, all of which are aligned to the current operational priorities, but ES will work with Festival to ensure that all have been taken on board.</p>	

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	Marketing, Communications & Stakeholder Relations	
4a 4b	<p><u>Audience Research</u> <u>Branding: Creative Territories & Name</u></p> <p>VH welcomed the agency SEA Design to the meeting to provide a presentation on:</p> <ul style="list-style-type: none"> i) Audience Research & Segmentation (Mindset Profiles) (ii) Creative strategy & positioning (leading to three Territories) (iii) Design trend work that is informing the creative (iv) The brand naming approach (v) Design name options and branding <p>A discussion was had around the Board's thoughts on the branding options.</p> <p>The Board noted the complexities of finding one name and one descriptor that was worked across the partnership, but they felt good progress was being made to find a solution.</p>	
4c	<p><u>Launch Update</u></p> <p>BM provided an update on launch plans on 21 October 2021.</p> <p>LH raised a query in relation to language translations.</p>	
	Creative Programme	
5a	<p><u>Engaging 66m people in the Creative Programme</u></p> <p>MG gave an update on progress towards engaging millions of people in the Creative Programme, which will include:</p> <ul style="list-style-type: none"> • Live Activity • Digital & Broadcast • International (Creative Conversation) • Learning & Participation • Media <p>ZW provided an introductory session to learning and participation in her role as Head of Learning & Participation.</p> <p>The Board reflected on the complexity of delivering an engagement programme that must meet the requirements of different educational systems. A presentation on the details of the learning and participation approach plan will be made to the Board in October following consultation.</p>	
5b	<p><u>Commission Deliverables & Output: Review of Indicators</u></p> <p>PB lead a talk on commissioning deliverables, ways of working and project parameters of the commissions. The task of identifying the key deliverables for each project will be completed and presented to the Board in October.</p>	
	Forward Plan	
6a	<p><u>AOB</u></p> <p>VH highlighted than an extraordinary Board meeting will take place on the morning of 17 September 2021 which will last for 2 hours. No other business noted. VH closed meeting.</p>	
<p>Date of Next Meeting: 17 September 2021 (Extraordinary) with the next full Board Meeting to be held in person on 22 October 2021 at Festival 2022 headquarters (6 Brindley Place).</p>		