



CREATIVITY IN THE UK

MINUTES OF THE BOARD MEETING OF FESTIVAL 2022 LTD

(the "Company" and "Festival 2022 Ltd")

Friday 22 October 2021

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| <p>Directors & Observers present:</p> <p>Dame Vikki Heywood DBE, Chair - (VH) (Independent) Dr. Hayaatun Sillem CBE (HS) (Independent) Faraz Tasnim (FT) (Independent) Liam Hannaway (LIH) (representing Northern Ireland) Dr Bridget McConnell CBE (BM) (representing Scotland) Priya Lakhani OBE (PL) (representing England) Roger Lewis (RL) (representing Wales) Amali de Alwis MBE (AA) (Independent) Rob Smith MBE (RS) (Independent) Dr. Maggie Aderin-Pocock MBE, (MAP) (Independent) Gerwyn Evans (GE) (Observer- Welsh Government) Emma Squire CBE (ES) (Observer - Department of Digital, Culture Media and Sport (DCMS)) Richard Walsh (RW) (Observer – Scottish Government)</p> | <p>In Attendance:</p> <p>Martin Green, Chief Creative Officer (MG) Phil Batty, Executive Director (PB) David Grady, OC Group Chief Financial Officer (DG) Lucy Bailey, Senior Legal Counsel (LB) Bea Hendry, Head of Creative Programme (BH) Carrie Cook, Deputy Director, DCMS (CC) Tace Jones, Executive Assistant (Secretariat) (TJ) Laura O'Donnell, Assistant Project Manager (LO) Ben McKnight, Communications Director (BM) Hilary OShaughnessy, Head of Commissioning (HOS) Sam Hunt, Programme Director (SH) Samantha Skillings, Head of Audiences & Marketing (SS)</p> <p>Apologies</p> <p>Roger Mosey (RM) (Independent) Ian Reid, OC Group Chief Executive & Accounting Officer (IR) Caroline McCrory, Chief Legal Officer & Company Secretary (CM) Louise Hyland (LHy) (Observer, Northern Ireland Executive)</p> |
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| NO | ITEM | ACTION OWNER |
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| | Governance | |
| 1a | <p><u>Welcome</u></p> <p>VH welcomed everyone to the meeting, confirmed membership, observers and attendees. Apologies were noted from RM, IR and CM.</p> <p>The meeting was held in person and online via Microsoft Teams.</p> <p>VH confirmed to the Board, that the Company's legal name would remain Festival 2022 Ltd, with t/a UNBOXED used to reference the programme.</p> <p>VH welcome the in-person meeting with many Directors, and noted in-person Board meetings would take place across England, Northern Ireland, Scotland and Wales throughout 2022.</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><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 17 September 2021.</p> <p>VH and Board congratulated and thanked MG and the wider UNBOXED team for all their hardwork to date.</p> | |

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| | Executive Update | |
| 2 | <p><u>Executive & Creative Update: General Progress Report</u></p> <p>PB provided an update summarising the status of the Full Commissioning Agreements.</p> <p>PB noted that the a key risk of UNBOXED workforce recruitment has been downgraded, but that retention remains a key risk to be monitored by the ARAC due to the short-term nature of contracts.</p> <p>MG provided a creative update on the 10 commissions (“Projects”). MG Confirmed that the Projects were currently on time and on budget.</p> <p>MG provided an update on the progress of the learning and participation strand of UNBOXED. MG updated that the Head of Learning and Participation had departed, but confirmed resources and responsibilities had been re-allocated internally to fill the gap. Further recruitment will commence in this area prior to the end of 2021.</p> <p>The Board noted that learning and participation is closely interlinked with legacy. A discussion was had around both elements.</p> | |
| | Marketing, Communications & Stakeholder Relations | |
| 3 | <p><u>Programme Announcement Reflections</u></p> <p>BM provided an update on the programme launch activity following the programme launch on 21 October 2021. Overall, the media coverage was positive.</p> <p>MG introduced SS, UNBOXED’s new Head of Audiences and Marketing, who provided an update on the new website and visitor traffic. MG noted that the site was currently a minimum viable product site (MVP). An update on overall digital engagement was given.</p> <p>AA raised the importance live BSL and or other accessibility functions on digital event. PB confirmed that UNBOXED had appointed an accessibility consultant.</p> <p>It was discussed how the Ministers from all four nations were enthusiastic about UNBOXED.</p> <p>VH requested a grid of the Projects and associated events for where the Board needed to be prepared.</p> | |
| | Corporate & Business Integration | |
| 4a | <p><u>Audit, Risk and Assurance Committee (“ARAC”) Update</u></p> <p>FT provided an ARAC update and confirmed that there have been three ARAC meetings since the last Board meeting; one ordinary and two extraordinary, including a risk and contingency review, as well as a discuss on supplementary estimates.</p> <p>It was confirmed to the Board that ARAC has approved the Northern Ireland Proposal, as delegated by the Board at the last meeting and notified to the Board electronically.</p> <p>The ARAC reviewed in detail the contingency profile for the Projects and FT confirmed that it has a strong understanding of the financial risk profile of the programme and how this is being managed.</p> <p>FT confirmed that at the ordinary ARAC meeting, FT was comfortable with where UNBOXED was at and that there were no material issues to report relating to the Projects, internal audit, dissolution strategy, Covid-19 and cyber security at this stage. AA queried the contractual position on cyber security and whether UNBOXED had engaged cyber security specialists, which PB confirmed. The Board thanked FT and the ARAC for their support.</p> | |



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| 4b | <p>Finance Report DG discussed the finance paper provided in the Board Pack.</p> <p>DG noted there have been no instances of fraud and that all controls were operating effectively. DG confirmed that the second set of Monthly Management Meetings with each Project have now taken place and these are operating effectively.</p> <p>The Board approved an updated proposal presented by the Executive for the Project commissioned from NEWSUBSTANCE as set out in the Paper issued to Directors.</p> | |
| 5 | <p>Covid Approach and Gateway Review PB provided an update on the Covid-19 approach and the relevant gateway review referencing the paper contained in the Board Pack.</p> <p>The Board endorsed the approach set out in the Board Pack.</p> | |
| 6 | <p>Task & Finish Group Update: Legacy VH thanked PL and BH for their hard work on, as well as members of the Evaluation and Legacy Task & Finish Group.</p> <p>PL and BH ran through slides relating to the work and of Evaluation and Legacy Task and Finish Group. PL confirmed that the final Task and Finish Group had concluded, and the group had got to the stage where they wanted to be.</p> <p>A discussion was had relating to the report contained in the Board Pack particularly around ensuring that the Projects inspire future generations after delivery.</p> | |
| Creative Programme | | |
| 7 | <p>Project Parameters SH and HOS joined meeting for this item.</p> <p>VH noted the paper contained in the Board Pack had been sent to Board as a pre read and was being taken as read.</p> <p>PB set out context of the Project Parameters.</p> | |
| 8 | <p>Broadcast & Digital SH and HOS presented a digital update on each Project, including information relating to broadcasting and digital elements of each Project.</p> | |
| | <p>AOB It was noted that a Governance Manager would be starting in November 2021.</p> <p>VH confirmed that there will be a Board Effectiveness Review, which will be in the form of an online survey, followed by a moderated discussion with the Board Directors.</p> <p>PB confirmed that the UNBOXED team would provide operational deep dives on each of the Projects at upcoming Board meetings, commencing from December 2021.</p> | |
| Date of Next Meeting: Friday 10 December | | |