



CREATIVITY IN THE UK

**MINUTES OF THE BOARD EXTRAORDINARY MEETING OF FESTIVAL 2022 LTD
VIA VIDEO CONFERENCE ON FRIDAY 29 APRIL 2022, 16:00 – 17:00**

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

Present:

Dame Vikki Heywood DBE	Board Chair, Non-Executive
Faraz Tasnim	Independent Non-Executive Director
Dr. Hayaatun Sillem CBE	Independent Non-Executive Director
Dr. Maggie Aderin-Pocock MBE	Independent Non-Executive Director
Roger Lewis	Non-Executive Director, representing Wales
Liam Hannaway	Non-Executive Director, representing Northern Ireland
Dr. Bridget McConnell CBE	Non-Executive Director, representing Scotland

Observers Present:

Nicola Hewer	UK Government, Department of Digital Culture Media and Sport ("DCMS")
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In attendance:

Martin Green CBE	Chief Creative Officer
Phil Batty	Executive Director
Ian Reid	Chief Executive Officer
Caroline McGrory	Chief Legal Officer
David Grady	Chief Financial Officer
Bea Hendry	Head of Programmes
Hilary O'Shaughnessy	Director of Commissioning
Sarah Tromans	Head of Finance Management
Lucy Bailey	Senior Legal Counsel
Laura O'Flynn	Governance Manager (Note-taker)

47/22 Welcome, apologies for absence and declaration of interest

The Chair welcomed all present for an extraordinary meeting dedicated to receiving an update on SEE MONSTER and GALWAD in order for the Board to provide the Executive Team strategic direction.

Apologies were received from Amali de Alwis, Rob Smith, Prof. Andrew Thompson, Roger Mosey and Priya Lakhani, along with Emma Squire, Gerwyn Evans, Richard Walsh and Louise Hyland.

The Chair reminded of her declaration of interest in relation to GALWAD and informed that during this segment of the meeting she would leave, HS would Chair with the support from FT as the focus is on contingency budget.

48/22 SEE MONSTER Update

PB had circulated a paper to Board that contained all relevant information on the waste management challenge and took this as read.

PB specifically emphasised the key areas where challenged presented itself and highlighted the interdependencies between them:

- 1) The Human Environment & Transport Inspectorate in the Netherlands / Inspectie Leefomgeving en Transport (ILT) regulatory position
- 2) The Environment Agency in the UK (EA) in the UK's regulatory position
- 3) The requirement for a local enforcement position at Weston-Super-Mare

PB informed that NS in dialogue with UNBOXED issued a notice of delay to the shipping supplier responsible for transporting the structure. Once a permit is in place, the team will need to re-align the movement of the rig with a high-demand infrastructure based on tidal movements and weather.

PB provided an overview of the key risks.

The Chair opened for discussion and the Board considered the following points:

- The benefits realisation under a delayed timetable and the viability of the project. The Executive Team outlined their support for a revised timetable and the role of SEE MONSTER within the context of the UNBOXED Programme.
- Regulator timescales and the ability to determine a credible critical path. PB outlined that UNBOXED and NS have received external legal advice from specialists in this field, working together with DEFRA. This has informed the revised planning assumptions.
- The financial management of the project during this period to ensure public funds are safeguarded and financial risk is managed appropriately.
- The nature of the regulators as independent agencies. DCMS outlined there was cross-Whitehall support for the project and working group assisting.

The Board gave its support to the Executive to progress the delay scenario to a structured timeframe that clearly identifies a critical path to inform decision-making, with assurance and risk oversight from ARAC and the Executive.

The Chair thanked all for their contributions and gave particular thanks to DCMS for all their support and asked NH to forward this onto colleagues.

ACTION: The Executive Team to provide ARAC a critical path, affordability assessment and key review points for this interim period.

The Chair left the meeting.

49/22 GALWAD Update

The Deputy Chair, HS took the paper as read and framed that this item is specific to the cost increase and therefore handed to the ARAC Chair, FT.

FT reminded that a risk had been around GALWAD to ensure reach, timing and closure of the overarching programme. Originally it had a £0.5M contingency budget attached to it. The ARAC are still comfortable with this, however, in light of the earlier

discussions, the ARAC would want to complete a full cost impact analysis of the overarching UNBOXED Programme and outlined it is not based solely on the two projects discussed today.

PB outlined that the GALWAD project would become a co-commissioned project between Creative Wales (on behalf of Welsh Government) and UNBOXED (on behalf of UK Government) and referred to the strategic case included in the paper. There are significant time pressures so decision would be required next week pending the ARAC review. RL acknowledged his role as the Wales nation representative on the board and echoed the timeframe constraints.

HS opened for discussion and to take Board questions.

- NH thanked for the information provided. DCMS are reviewing the financial contingency release request and welcomed the Welsh Government contributing funds. NH felt this project would generate reach to a wider UK audience.
- PB confirmed that all 10 projects contain the four Funders brand lock up.
- NH asked for the purpose of the Board discussion given the ARAC must complete a cost analysis. HS informed that it was to check the level of Board endorsement of the strategic case.
- The contract variation value of GALWAD is within the Executive delegated limits but came to the Board because of the strategic case and now moves onwards to the ARAC to consider affordability on contingency for the programme.
- RL informed that Gerwyn Evans and the team met with the Minister to present the GALWAD briefing, and the Welsh Government were supportive.
- It was confirmed that at this stage there were no other known risks relating to GALWAD.

HS summarised that the Board endorsed the strategic case, but recognised that the ARAC are required to scrutinise costs on the UNBOXED programme, and the relevant contingency approvals would be required.

Reflections and closing remarks

The Deputy Chair thanked everyone.

Close of meeting

The meeting closed at 17:00.

Distribution by email unless stated otherwise:

Board Directors

Board Observers

Executive Management Team

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