

An Introduction to West Lothian Leisure

What is West Lothian Leisure

West Lothian Leisure (also referred to as WLL, the leisure trust, Xcite or the company) is a Company Limited by Guarantee (with West Lothian Council as sole member) registered in Scotland (SC 543017) and a Scottish Charity (SC 27470), and is governed by the Financial Services Authority (FSA) and the Office of the Scottish Charity Regulator (OSCR). WLL was established on 28 January 1998 as an Industrial and Provident Society and converted to a Company Limited by Guarantee on 17 August 2016.

In everyday terms this means that WLL is a non profit distributing organisation with charitable status, set up to benefit the community.

The Company's charitable objects, as set out in the Articles of Association (or constitution) are:

- To advance the arts, heritage, culture and science;
- To advance public participation in sport;
- To provide recreational facilities, and organise recreational activities, with such facilities/activities being made available to members of the public at large, with the object of improving their conditions of life;
- To advance education;
- To advance citizenship and/or community development (which may include the promotion of civic responsibility, volunteering, the voluntary sector and/or the effectiveness or efficiency of charities);
- To relieve those in need by reason of age, ill health, disability, financial hardship or other disadvantage;
- To advance such similar charitable purposes as the directors may consider appropriate from time to time; through the provision of services (including those entrusted to it by West Lothian Council), which contribute to advancing wellbeing (primarily the wellbeing of residents of the area served by West Lothian Council) including the operation, management, development and (where appropriate) delivery of the following facilities and services:
 - (a) services which meet the needs of young people;
 - (b) adult learning services;
 - (c) arts and cultural activities and events, artistic programmes, research programmes and educational projects;
 - (d) outdoor educational facilities;
 - (e) art galleries, archives, museums and other facilities which provide public access to collections of works of art, antiquities and objects of scientific interest;
 - (f) libraries and library and archive services;
 - (g) indoor and outdoor sports facilities (including arrangements to facilitate access to such facilities by those on lower incomes or having special needs and to encourage wider participation in healthy exercise);
 - (h) sports activities and events directed towards wider participation in sport; and
 - (i) services which promote health and well-being.

Our purpose, therefore, is centred around providing sports, health, active leisure, cultural and learning opportunities that enhance the quality of life and improve the health of the communities we serve. We do this primarily by managing and providing services from 24 public sports, cultural and leisure facilities leased from West Lothian Council.

Why does it exist?

It was established by West Lothian Council to manage and operate its major public sports cultural and leisure facilities in a more cost effective way and to make use of funding and support only available to charities and social enterprises.

Who does it benefit?

The real beneficiaries are the community and the users of the service and this comes about in two ways. Firstly, the savings made by the Council are redirected into other Council priority areas such as schools and community care; and, secondly because WLL is established for the benefit of the community of West Lothian and any surpluses made by the Company are put back into the service for local people.

Who are the Directors of the Company?

The Directors (or Trustees) of the Company are the Board of Directors (Non Executive Directors). There are 11 Directors made up as follows:

- Five nominated by West Lothian Council
- Four independent Directors, who can be customers, people with a particular expertise or from the local business
- One nominated by the Trade Unions
- One employee of the Company elected by a ballot of all employees

How is the Company Managed?

The day to day operations of the Company is managed by the Trust's Senior Management Team (Executive) led by the Chief Executive, who is given strategic direction by the Board of Directors. The Directors have ultimate control of the Company subject to providing and operating the services in accordance with contracts, leases and funding agreements made with West Lothian Council. Directors and paid staff of the Company have a duty to act in the interests of the charity and operate in accordance with its objects and purposes.

What is expected of Directors on the Board?

Directors are expected to conduct themselves in a business like fashion and only to take decisions, which are in the best interests of the Company. The Directors on the Board owe a legal and fiduciary duty to the Company and should do nothing through their decision-making or actions, which is contrary to the Articles of Association, Standing Orders, Operating Guidelines and Code of Conduct.

Directors are expected to contribute to the Company's business planning and to bring their own skills and expertise to the Board.

Do Directors on the Board have any liabilities?

Directors do have some legal responsibilities and potential liabilities. A brief overview, prepared by our Company's lawyer, is included in this pack. The Company has arranged insurance cover to indemnify Directors for legal claims made against them arising from decisions they take whilst acting as Directors of the Company.

Are Directors paid or can they profit from the Company?

No, Directors are volunteers and they cannot profit from the operation of the Company.

How often does the Board meet?

The Board meets at least six times per year on a regular schedule and if necessary on a more frequent basis. Meetings are normally held on the last Thursday of every second month in the evening, and normally last around two hours.

The Board has two standing Sub Committees: the Audit and Finance Sub Committee and the Appeals Sub Committee, on which Board members sit. The Audit and Finance Sub Committee meets regularly throughout the year to further scrutinise finance in particular. The Appeal Sub Committee only meets when required.

Elections to the standing sub committees and office bearer elections (Chair, Treasurer, Secretary, etc) are held at each Annual General Meeting. AGM's are held in September each year.

What types of decisions does the Board take?

The Board oversees a range of matters, which include:

- Investment proposals
- Legal and Financial compliance
- Appointment of Professional Advisers
- New policies and practices
- Business planning
- Performance monitoring
- Strategy and direction of the Company