

MINUTES of the MEETING OF THE BOARD OF DIRECTORS of WEST LOTHIAN LEISURE LIMITED held within Head Office, Bathgate Leisure Centre on Thursday 27th JUNE 2019.

Present – Cindy Brook (Chair), Cllr Tom Kerr, Cllr Chris Horne, Paul Williams, Karen Anderson, Beverley Greer, Tom Carr-Pollock, Cllr Andrew Miller

Apologies – Cllr Harry Cartmill and Cllr Angela Doran

In Attendance – Robin Strang, Mark Chambers, Andrew Heron, Will Reeves, Kerry Taylor, Ian McLean (West Lothian Leisure), James Cameron, Alan Colquhoun (West Lothian Council), Neil Ross (Integratis), Karen Wernham

1.	<u>QUORUM</u>	<u>ACTION</u>
	<p>The Chair advised that a quorum was present and that the meeting could proceed as planned.</p> <p>The Chair introduced Karen Wernham, who will join West Lothian Leisure on 1st July as our new Head of Operations.</p>	
2.	<u>ADDITIONAL OR ANY OTHER COMPETENT BUSINESS TO BE CONSIDERED AT THE END OF THE MEETING</u>	
	None	
3.	<u>DECLARATIONS OF INTEREST</u>	
	None.	
4.	<u>MINUTES OF THE BOARD MEETING ON 25th APRIL 2019</u>	
	<p>There were 6 members of the Board of Directors present for item 12, the 2019/20 pay award. Only 3 voted (in favour) and 3 abstained (the minutes did not note this). Paul, who had abstained, stated that he would support the decision which, therefore, made the decision competent.</p> <p>Alan Colquhoun raised that the minutes of the previous meeting didn't reflect discussions around how the pay award was to be funded. Andrew Heron informed that the pay award was factored in to the budget for this year and we were not using reserves to cover it.</p> <p><u>Decision:</u> With the above amendment the minutes were accepted as a true and accurate record.</p> <p><u>Matters arising:</u></p> <p>It was noted that the cashflow projection for the full year is yet to be completed. But there are no immediate cashflow concerns.</p> <p>It was noted that the 'letter of comfort' from WLC has not yet been received. Alan Colquhoun to inform WLC that it still outstanding.</p>	<p>AH</p> <p>AC</p>
	<p><u>MINUTES OF THE SPECIAL GENERAL MEETING held on 21st March 2019</u></p> <p>Jim Cameron said that as he had just received the minutes he would review them and pass any comments to the Chair at a later date.</p>	

	<p>The Chair noted two corrections to the minute.</p> <p>Decision: Noting the above the minutes were accepted as a true and accurate record. Any further comments to be given to the Chair.</p>	
5.	<u>MINUTES OF THE AUDIT SUB COMMITTEE MEETING held on 29th May 2019</u>	
	<p>Paul Williams highlighted the wording in Section 8, paragraph 3, should be changed from 'completion' to 'completeness'.</p> <p>Decision: With the above amendment the minutes were accepted as a true and accurate record.</p>	
6.	<u>PERFORMANCE REPORT: APRIL TO MAY 2019 (REP-0804)</u>	
	<p>Robin Strang went through the Chief Executive's report and the non-financial indicators noting that all are on target.</p> <p>Andrew Heron went through the financial report for April/May 2019 noting that although income is doing well and expenditure is under control a breakeven budget is reliant upon achieving the savings within the three year financial plan. There are no cashflow concerns.</p> <p>Following discussion on corporate risks it was agreed that a more regular review of strategic risks is required, particularly in the current climate.</p> <p>Decision: to note performance to date</p>	RS
7.	<u>REVIEW OF STANDING ORDERS (REP-0806)</u>	
	<p>Robin Strang took Directors through some proposed changes to the wording in some clauses within the Standing Orders.</p> <p>Following discussion it was agreed that clause 2.6 (on page 13) should read: – 'Directors must ensure that they are responsible for the proper use of income derived from all sources, such as from West Lothian Council, NHS, Creative Scotland and sportscotland'.</p> <p>The wording in clause 7.2 (on page 17) needs to quantify non-attendance by Directors and provide a mechanism for removing a Director for persistent non-attendance. This was delegated to the Chair and Chief Executive to come up with appropriate wording.</p> <p>Decision: to agree the changes and further review the wording of clause 7.2 (page 17) as noted above</p>	CB/RS
8.	<u>AGM NOTICE AND MEETING DATES FOR 2019/20 (REP-0807)</u>	
	Directors were asked to note the dates for meetings up to the AGM in 2020.	
9.	<u>AOCB</u>	
	None	
10.	<u>Date of next Meetings</u>	

	Audit & Finance Sub Committee: Wednesday 7 th August 2019 Board & AGM: Thursday 12 th September 2019	
11.	<u>THREE YEAR FINANCIAL PLAN – PROGRESS REPORT</u> (confidential)	
	<p>Members of the Three Year Plan implementation team went through progress in some detail. This included the computerised drowning detection system, staff suggestions, early retirement and voluntary redundancies, the modernisation programme and the communications plan.</p> <p>There was in depth discussion on the plan. It was asked if the plan could be distracting from the day to day operations with so much time being spent on it. Kerry Taylor, Operations Manager advised that the staff are continuing to deliver an excellent service to customers, they have stepped up and doing a fantastic job within the resources we have.</p> <p>There was discussion on the funding request to the Council to fund the severance packages. The request (to cover all severance packages) of c£900k was submitted to WLC within the timescale identified by them, however, we were informed that there was insufficient time to discuss and prepare a report and insufficient money in the modernisation fund.</p> <p>The Three Year Plan implementation team (in liaison with the council) proposed a phased approach:</p> <p>Phase 1 – Funded by WLL Phase 2 – Funding request to be submitted to the Council for consideration at 20th August Council Executive Phase 3 – Funding request to be submitted to the Council for consideration at 8th October Council Executive</p> <p>It was agreed that authority be delegated to Robin Strang to determine who should go into each phase.</p> <p>Tom Carr-Pollock highlighted that the majority of redundancy and retirement requests are from PW1 sites. These staff recently transferred from the council and the majority of their service was with the council. In this case should the council not pay for their severance packages and not WLL (via a loan from the council)? It was agreed that Robin Strang write to the council to ask this question.</p> <p>Cindy Brook said that she had attended most of the Three Year Plan implementation team meetings and was very impressed by the detail and extent of work going on to successfully implement the plan.</p>	RS