

MINUTE of the ANNUAL GENERAL MEETING of the BOARD of WEST LoTHIAN LEISURE LIMITED held by VIDEO CONFERENCE, on THURSDAY 16 SEPTEMBER 2021.

Present – Cindy Brook (Chair), Beverley Greer, Cllr Angela Doran-Timson, Cllr Andrew Miller, Tom Carr-Pollock, Paul Williams, Karen Anderson, Sergio Tansini, Karen Anderson, Cllr Tom Conn, Cllr Chris Horne, Kyle Risk

Apologies – Alan Colquhoun, Robert Young (West Lothian Council)

In attendance – Tim Dent, Karen Wenham, Andrew Heron, Mark Chambers (West Lothian Leisure Limited), Jim Cameron (West Lothian Council), Nick Bennett (Azets)

1. RECORD OF ATTENDANCE AND ASCERTAINMENT OF A QUORUM

Attendance is noted above. A quorum of Trustees was present.

2. ADDITIONAL OR ANY OTHER COMPETENT BUSINESS TO BE CONSIDERED AT THE END OF THE MEETING

None

3. APOLOGIES FOR ABSENCE

Noted above.

4. DECLARATIONS OF INTEREST

Councillor Directors declared a non-financial interest in the whole of the agenda as elected members of, and appointees to the Board by West Lothian Council.

5. MINUTES OF LAST AGM HELD ON 10 SEPTEMBER 2020

The Board approved the Minutes of the Annual General Meeting held on 10 September 2020.

MINUTES OF BOARD AND AUDIT SUB COMMITTEE MEETINGS HELD BETWEEN 1 APRIL 2020 AND 31 MARCH 2021

The Board noted its previous approval of the Minutes of all Board Meetings and all Audit and Finance Sub-Committee Meetings held between April 2020 and March 2021.

## 6. AUDITED ACCOUNTS FOR 2020/21 (REP-0890)

### a) CHAIR'S STATEMENT

Dr Cindy Brook highlighted that as a result of the Covid-19 pandemic, 2020/21 had been exceptionally challenging year and thanked the Leadership Team, Board Directors and staff for their skills and dedication in steering the charity through this difficult period.

The Chair thanked West Lothian Council for their emergency financial support and support in kind during this period.

The Chair also thanked outgoing Directors Paul Williams and Karen Anderson for their unstinting work and valuable contribution to the Board during recent years.

The Chair's statement was circulated to Directors who were asked to note the contents.

### **Decision : To note the Chair's Statement**

### b) DIRECTORS REPORT

The outbreak of the Covid-19 pandemic had a catastrophic impact on income with a loss of trading income in excess of £8m. Only two months membership fees were collected with our facilities only open for 9 weeks of the year (except for golf).

Despite the extensive financial challenges faced, these were mitigated by:

- Securing financial assistance from WLC and the passporting of funds from the Scottish Government, Lost Income Scheme
- Off-setting salary costs for 90% plus of employees through the UK Government Job Retention Scheme furlough scheme
- Cost savings from buildings being closed and voluntary staff pay cut
- Successful application to the Creative Scotland Performing Arts Venue Relief Fund
- Investment in technology to ensure effective and efficient home-working capability to ensure business continuity
- Development of new on-line services and income streams.

West Lothian Leisure had previously experienced significant growth in membership prior to the closure; however, it now faces a significant period of business recovery to build back membership from a much lower base and increase other income to previous pre-Covid-19 levels.

The FRS 102 pension valuation of the pension scheme has resulted in an increase in the pension deficit. The increase of this liability is due to an actuarial loss arising from a change in the financial assumptions made by the actuaries, this being recognised in the Statement of Financial Activities. The balance on the pension fund will change annually according to economic

conditions and the Board will keep the position under review.

Key to the organisation's financial stability, viability and business recovery during the next two years has been the securing of an emergency financial reserve from West Lothian Council for 2021 to 2023.

This reserve enables the company to draw down up to £1.5m p.a., payable in advance per quarter, where required; despite access to these funds, the core management fee from the Council is planned to reduce by £500k over the next two years - £250k each year.

The 2020/21 Business Plan was supported by Departmental Plans and Facility Plans which have more specific action plans that relate to the stated aims.

Company goals and themes included:

1. Improving lives and communities: We want to get more people more active to improve health and reduce health inequalities.
2. Improving the customer experience: We want to provide high quality and engaging activities and ensure customers feel valued and listened to
3. Growing the business: We want to become a financially secure and sustainable business so we can invest more and do more, to improve lives
4. Improving the business: We want to become a more efficient, more agile, and more effective organisation and a company our employees are proud to work for

**Decision : To note the Director's Report**

- c) INDEPENDENT AUDITOR'S REPORT
- d) FINANCIAL STATEMENTS
- e) AUDIT MANAGEMENT REPORT
- f) MANAGEMENT REPRESENTATION LETTER

Nick Bennett (Azets) presented the audited accounts for financial year 2020/21 noting that they were unqualified in relation to the truth and fairness of the report. He was satisfied that the accounts had been properly prepared and complied with the appropriate financial practices. The Directors present unanimously approved the 2020/21 audited accounts and were content for the Secretary to sign the Letter of Representation on behalf of the Board.

**Decision: To approve the 2020/2021 Annual Accounts; to note the Audit Management Report and approve signing of the Management Representation Letter.**

## 7. APPOINTMENT OF OFFICE BEARERS

Cindy Brook handed the Chair to Sergio Tansini for this item. Nominations invited were from the Board for the position of Chair. Beverley Greer nominated Cindy Brook and Cllr. Tom Kerr seconded.

### **Decision:**

1. To unanimously reappoint Cindy Brook as Chair until the date of the next AGM

Tim handed the Chair back to Cindy Brook who invited nominations for the positions of Secretary, Treasurer and Health & Safety Trustee.

### **Decisions:**

2. To unanimously appoint Beverley Greer as Secretary until the date of the next AGM
3. To hold the position of Treasurer vacant until such point a replacement Board Director (Finance) is appointed
4. To appoint Karen Anderson as interim Health & Safety Trustee until Kyle Risk is able to assume this role

## 8. APPOINTMENT OF MEMBERS OF THE AUDIT & FINANCE SUB COMMITTEE AND ITS CHAIR

The following Trustees were appointed to the Audit and Finance Sub Committee: Cindy Brook, Beverley Greer, Cllr Tom Kerr, Sergio Tansini and Cllr Tom Conn. It is expected the incoming Treasurer will also be appointed to the Committee.

## 9. APPOINTMENT OF AUDITOR

It was recommended and agreed that Azets be re-appointed as Auditor to West Lothian Leisure for 2021/22.

**Decision: To unanimously appoint Azets as Company Auditor.**

## 10. MEETING DATES 2021/22

Meeting dates for future Board meetings and the Audit and Finance Sub-Committee were circulated for approval.

**Decision: 2021/22 Meeting dates were approved**

## 11. AOCB

The Chair thanked everyone for attending by video conference and closed the AGM.