

Architecture & Design Scotland

Ailtearachd is Dealbhadh na h-Alba

ARCHITECTURE & DESIGN SCOTLAND

MINUTES OF BOARD MEETING

The Burrell Collection, Pollok Park, Glasgow

10:30 on Wednesday 26 October 2022

Present: Ann Allen (AA) Chair, Angela Bonney (AB), Alistair Scott (AS), Caroline Parkinson (CP), Kirsty Macari (KM) Lynn Wilson (LW) & Daisy Narayanan (DN)

Staff: Jim MacDonald (JMacD) CEO, Sue Reynolds (SR), Anja Ekelof (AE), Morag Bain (MB), Daniel McKendry (DM) and Kate Hendry (KH)

Observers: Eilidh Henderson and Lizzie Smith

Apologies: Bruce Ross, Samantha McCabe, and Georgiana Varna

1. WELCOME, APOLOGIES & DECLARATIONS OF INTEREST

The CEO welcomed everyone to the Board Away Day.

Apologies were received from Bruce Ross, Samantha McCabe, and Georgiana Varna.

There were no declarations of interest.

The Board were introduced to and welcomed Eilidh Henderson and Lizzie Smith, who joined the meeting as observers and were shadowing the A&DS board for a short period over the next 12 months to gain Board experience.

2. PREVIOUS MINUTES AND MATTERS ARISING

The previous Minutes were then AGREED subject to the one change on dates reported on item 3 paper on climate change.

Matters Arising

The matters arising were **NOTED**.

There was one update from the CEO on Matters Arising (May 22 (no5) – working of Outcome 7 would be reviewed towards the end 22/23.

3. PLACEMAKING IN GLASGOW - Presentation

Graeme Ross (ex-board member) joined the meeting to present a presentation of Placemaking in Glasgow. Graeme explored the role of public realm spaces in all cities and towns across Scotland.

The presentation provided the Board with a lot of insight into how the public realm spaces can play a big part in 20-minute neighbourhoods and the place principle going forward.

Ann Allen thanked Graeme Ross for the stimulating and thought-provoking presentation and noted that A&DS would be returning to the issues raised within his presentation as the business planning for 2022/23 begins.

4. SCOTLAND + VENICE: ARCHITECTURE EXHIBITION 2023 - Presentation

Kate Hendry and Morag Bain presented an update on the 2023 exhibition proposals. The contract had been awarded by the Project Board for the designing and installing of the Venice 2023 exhibition in Venice.

As there were quite a few new board members, the presentation provided a reminder of how the Venice Biennale has progressed over the last 10 years and provided a glimpse of what the 2023 exhibition will involve.

Ann Allen thanked Kate Hendry and Morag Bain for their insightful presentation – which had been a timely reminder of how A&DS supports this biannual event and how it aligns with our strategic aims over the coming year, including how we will be developing the exhibition in the context of the climate emergency and how we support the local communities in Venice through our contribution to the Biennale.

5. STAKEHOLDER STRATEGY

Daniel McKendry presented an outline paper on how A&DS propose to build relationships with key stakeholders to support delivery of our Corporate Strategy 2021-31.

This paper set out what this strategy will look like and what the planned implementation looked like to ensure the best set of relationships to realise our ambitions. The Board noted, that once adopted, and subject to regular review, the stakeholder strategy will guide how we interact, communicate with, and involve our key stakeholders over the next ten years.

The Board also noted that the stakeholder strategy will sit alongside the wider communication activities which will continue to promote our work to our range of audiences and the success of the Corporate Strategy relies on changing the way the built environment is designed.

The Board will be kept up to date on progress on a regular basis and advised of any intelligence gathered along the way.

The Board **NOTED**:

- a) A Review of the current stakeholders would be carried out during November and a revised stakeholder map produced;
- b) The next version of the fleshed-out Stakeholder Strategy would build in media elements e.g., Digital strategy and publications lists to ensure the wider picture is included in this strategy.

The Board were keen to be involved in delivery of the Stakeholder Strategy and were pleased to see it progressing. The Board **APPROVED** the direction of the paper.

6. GOVERNANCE

Sue Reynolds presented a paper to the Board to seek approval for amendments both Audit Committee terms of reference and the A&DS Scheme of Delegations.

- a) **Audit Committee** The Board noted that the Committee is currently made-up of five co-opted members of the Board and requires three members for a quorum and that there was a vacancy on the Audit Committee due to an existing member replacing the outgoing Chair in April 2022. The maximum number of co-opted members as set out in the Terms of Reference is **no less than four and no more than five**. The current vacancy has created some challenges recently as meetings have gone ahead despite not being quorate.

The Audit Committee Chair had asked for volunteers to join the Committee but there was no take up to this request from Board members. To address this issue the Chair of the Company Board has proposed extending the membership of the Audit Committee to all nine Board members.

The Board noted that this model has been adopted by other public bodies and is an appropriate way of addressing the issue and ensuring the Committee is able to operate effectively.

The Board **AGREED** the proposed changes to the Audit Committee's Terms of Reference – namely all Board members (excluding Board Chair) are members of the Audit Committee

- b) It was noted that under our current Scheme of Delegation, responses to consultations must be signed-off by the **Policy and Consultations Sub-Committee**. Having reviewed our recent responses and in anticipation of future consultations, the Leadership Team believe that this could usefully be delegated to the Chief Executive instead. All such responses would be shared with Board for information and any issues raised highlighted in the process.

The Board **AGREED** the proposed amendments to the Scheme of Delegation to remove sign off by the Policy and Consultations Sub Committee and remove this sub-committee from the list and assign responsibility to CEO to sign off.

The meeting closed at 1:00pm.

A handwritten signature in black ink, appearing to read "Ann Allen". The signature is written in a cursive, flowing style.

Ann Allen, Chair

Date: 17 November 2022