

EDINBURGH WORLD HERITAGE TRUST

(Incorporated in Scotland and limited by guarantee, Registered Number: SC195077 Scottish Charity No. SC037183)

MINUTES of the MEETING of the BOARD of DIRECTORS of EDINBURGH WORLD HERITAGE TRUST held at 61 Dublin Street, Edinburgh EH3 6NL on Monday 16th September 2019 at 4.00pm.

PRESENT:	<u>Trustees</u> Brian Lang Cllr Maureen Child Jeremy Chittleburgh James Garden Mark Hopton Paul Jardine Jim MacDonald Chris Watkins	<i>Chairman</i> <i>Vice-Chairman</i>
IN ATTENDANCE:	<u>EWB staff</u> Adam Wilkinson Kay Marwick Nicholas Hotham Jenny Bruce	<i>Director</i> <i>Operations Manager</i> <i>Head of External Relations (item 6)</i> <i>City of Edinburgh Council</i>
APOLOGIES:	Cllr Neil Gardiner Julia Miller David Williamson Dorothy Wright	

Action

Chairman's introduction

1. The Chairman welcomed everyone to the meeting and thanked Jeremy Chittleburgh for Chiene & Tait's hospitality for the Board meeting and AGM.
2. Declaration of interests:
 - Standing declaration of interest: James Garden, Brian Lang, Mark Hopton, Jim MacDonald (Old Town Projects Ltd)
 - Cllr Maureen Child (CEC)
 - Paul Jardine (HES, Waverley Masterplan)

Minutes of Board meeting 8th July 2019 (circulated)

3. The minutes were approved and signed by the Chairman. The minutes were also approved for the website, reserving paras 19-22 as confidential, under EWH's agreed definition of "confidential business".

Action**Progress report on matters arising from Board minutes** (*circulated*)

4. The report on matters arising was noted and reported elsewhere on the agenda.

Summary of funding position (*circulated*)

5. The autumn fundraising campaign included a push on the gala dinner, individual donations and corporate membership. The Director asked the Board to consider any other potential table owners or auction prizes. All
6. The 2020/21 forecast was discussed. A number of projects, particularly in Strategy III were being shaped and applications were being submitted to appropriate potential funders. If these were not successful then cuts would be required at the turn of the year and in particular when considering the budget for 2020-21. AW/ KM

Finance report (*circulated*)Management accounts at 31/08/19

7. The finance report was noted. It was agreed that the Ethical Fundraising Policy would be circulated to the Board. Funding due to be received from the Springford Trust in connection with the education programme had been assessed against this policy. The potential conflict of interest was noted. KM

Finance & GP minutes for 27/08/19 (*circulated*)

8. The minutes were noted. The Chairman provided an update on employment issues as discussed by the Finance & GP Committee.

Governance (*circulated*)

9. The proposal to establish a Governance and Nominations Committee was discussed. This would be an opportunity to examine governance in more detail and provide the Board with more comfort and reassurance. Greater transparency and oversight was required.
10. It was agreed that Paul Jardine would chair the new Committee. James Garden would be entitled to sit on the Committee as the incoming Board Chair. It was agreed that Dorothy Wright and Julia Miller would be asked to sit on the Committee. The Director and Operations Manager would represent the executive. PJ
11. The priority for the Committee would be nominations for the two new vacancies on the Board. Governance issues would also be included in the Board away day discussions. PJ/ KM

Paragraphs 12-16 reserved as confidential

Action**Planning** (*circulated*)

17. There was an extended discussion on the planning paper. There were different opinions on the strategic role that EWH should play. These would require to be explored in more detail at the Board away day in order to reach a consensus. KM
18. It was noted that EWH's current role and expertise was greatly valued by both CEC officers and the Planning Committee.
19. Further training for the Board on Outstanding Universal Value may be useful. Also engaging the Board in planning issues at an earlier stage in the process may assist with providing oversight and enabling appropriate Board contribution. Details of how this would be achieved would be proposed once EWH's strategic role had been settled. AW

Project Updates (*report circulated*)

20. The report was noted.

Organisational risk register (*circulated with covering report*)

21. The organisational risk register was noted.

Director's report and IBP quarterly outcomes 2019-20 (*circulated*)

22. The Director's report and IBP quarterly outcomes were noted. It was noted there were PANs in the pipeline for both New Town North and the Quaich project.

Any other business

23. The Chair advised that he was standing down. James Garden's appointment as Chair was confirmed by the Board. Brian Lang was thanked for his tremendous contribution to the organisation over the last four years.

Date of next meeting: Monday 2nd December 2019 at 4pm. Venue: Chiene + Tait, 61 Dublin Street.