

**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 by video-conference on Monday 27<sup>th</sup> April 2020 at 4.00pm.

|                |                     |                                  |
|----------------|---------------------|----------------------------------|
| PRESENT:       | <u>Trustees</u>     |                                  |
|                | James Garden        | <i>Chairman</i>                  |
|                | Cllr Maureen Child  |                                  |
|                | Jeremy Chittleburgh |                                  |
|                | Cllr Neil Gardiner  |                                  |
|                | Mark Hopton         |                                  |
|                | Paul Jardine        | <i>Vice-Chairman</i>             |
|                | Julia Miller        |                                  |
|                | Chris Watkins       |                                  |
|                | Dorothy Wright      |                                  |
| IN ATTENDANCE: | <u>EWB staff</u>    |                                  |
|                | Adam Wilkinson      | <i>Director</i>                  |
|                | Kay Marwick         | <i>Operations Manager</i>        |
|                | Jenny Bruce         | <i>City of Edinburgh Council</i> |

Action

**Chairman's introduction**

1. The Chairman welcomed everyone to the meeting, which was taking place by video conference due to COVID-19.
2. The Chairman noted that the Director had resigned. The Board stated that they would be sorry to lose the Director's considerable skills and experience and acknowledged his extensive contribution to the organisation since 2008.
3. Declaration of interests:
  - Standing declaration of interest: James Garden, Mark Hopton (Old Town Projects)
  - Cllr Maureen Child (CEC, LPF), Cllr Neil Gardiner (CEC, Edinburgh Architecture Centre), Paul Jardine (Edinburgh Architecture Centre, Waverley Masterplan, HES), Dorothy Wright (LPF)

**Minutes of Board meeting 2<sup>nd</sup> December 2019 (circulated)**

4. The minutes were approved. They would be signed by the Chairman whenever this was possible. The minutes were also approved for the website, reserving paras 15-20 as confidential, under EWH's agreed definition of "confidential business".

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

5. The report on matters arising was noted and reported elsewhere on the agenda with the exception of the following:
6. The funding application for KORU II had not been successful, due to excessive demand on available British Council funding. Nominations for Europa Nostra prizes would not open until autumn and EWH might not be eligible as they would be funded by the European Commission.

**Summary of funding position** (*circulated*)

7. The summary of funding report was noted. Subject to audit, EWH had achieved a surplus of £18,000 in the financial year 2019-20.
8. Substantive discussion on the budget for 2020/21 was deferred to item 5 on the agenda. However, it was noted that overheads, including staff resources, had been greatly reduced to a baseline position from which to build. The gap between confirmed income and potential income was £45,800, which would be primarily filled through fundraising activities, although it was noted that this was a risk due to the potential negative impact of COVID-19.

**Finance report** (*circulated*)Management accounts at 31/03/20

9. The finance report was noted. The Board complemented the team on achieving a surplus of £18,000 and as such improving the reserves position. Redundancy costs had been accrued in the year.

Finance & GP minutes for 06/04/20 (*circulated*)

10. The minutes were noted. The Committee had considered in detail the impact of COVID-19 on the organisation, as well as future funding applications, the proposed budget for 2020-21 and the reserves policy.

**Budget 2020-21** (*circulated*)

11. The Budget for 2020-21 was discussed. It had been examined in detail by the Finance & General Purposes Committee who recommended it.
12. The Budget was presented in line with EWH strategic objectives. The assumptions for income and expenditure were noted. No pay rises for staff had been proposed. This could be reconsidered later in the year if the financial position improved.
13. It was recognised that there was a risk by not extending the contract of the Communications Officer, particularly giving the importance of delivering activities digitally as a result of COVID-19. This contract extension would be considered by the F&GP Committee in the event that additional revenue becomes available.

Action

14. The Board approved the Budget for 2020-21 without amendment, noting that it was a working budget and could require to be revised as circumstances continued to develop.

**Reserves Policy** (*circulated*)

15. The F&GP Committee Chairman talked through the reserves policy and in particular the impact on reserves of crystallising the pension liability at the level set out in the LPF funding agreement signed on 2<sup>nd</sup> May 2019. As such, the level of general unrestricted reserves as at 31st March 2019 were -£92,690. The expected level of general unrestricted reserves as at 31st March 2020 would be in the region of -£60,000, taking into account the payment of the annual instalment of £15,000, plus the expected surplus for the year of £18,000.
16. The F&GP Committee Chairman confirmed that the reserves policy of holding approximately three months' general expenditure (around £120,000) remained the aspiration but a realistic target to achieve this would be ten years i.e. 2030.
17. The Board approved this approach to the reserves policy.

**Director recruitment** (*report circulated*)

18. The draft application pack had been refined and the updated version would be circulated to the Board after the meeting. All Trustees were asked to provide comments by Friday 1<sup>st</sup> May. KM/ All
19. The Board agreed that proceeding with recruitment would send a positive message about the organisation. The new Director would provide a critical leadership role in light of the circumstances of COVID-19, as well as seek to attract funding. The Board approved the commencement of the recruitment for Director, noting the proposed timetable.
20. A proposal for running the organisation on an interim basis, assuming a Director vacancy for a period of time, would be put to the Board at the mini-Board meeting on 1<sup>st</sup> June 2020. KM

Paragraphs 21-24 reserved as confidential

**Strategy update** (*report circulated*)HES funding application for 2021-24

25. The Grants & Projects Committee Chair reported that the Committee had reviewed progress of the work carried out on the HES funding application to date on 24<sup>th</sup> April 2020. Guidance from HES on the application process was still awaited but the team would continue to work to a submission deadline of 31<sup>st</sup> August 2020. A working group including Committee members and the executive team would be established with the first meeting to take place in May. G&P

26. A more detailed paper would be put to the Board for discussion at the meeting of 6<sup>th</sup> July 2020. Action  
G&P

Strategy III pivot

27. The Strategy III: Capacity Building and Resilience had been approved by the Board on 17th September 2018, however it had not delivered as envisaged. The SMT had identified an opportunity to pivot the Strategy area towards building capacity and resilience to address the climate emergency. This would fit with government and city strategic priorities as well as potentially offering more funding opportunities. The Board was supportive of this idea and a full strategy paper would be presented to the Board at the meeting of 6<sup>th</sup> July 2020. AW

Historic City Management

28. Historic City Management was a strategic programme which had sought to bring together a number of existing initiatives into a cohesive narrative about upstreaming heritage into the decision-making process at city level. A full paper would be put to the Board for discussion at the mini-Board meeting on 1<sup>st</sup> June. AW

**Project Updates** (*report circulated*)

29. The report was discussed. The impact of COVID-19 on all projects was noted, in particular the closure of construction sites. The executive was managing and mitigating project risks.
30. HES had provided some assurance about being flexible on programme delivery. The Board noted that HES would have its own funding challenges as a result of COVID-19, although CHT funding was ring-fenced which could provide some protection. HES would provide another update on 4<sup>th</sup> May. The Director would continue to update the F&GP Committee and the Board on HES's position. AW
31. The Greyfriars Kirkyard project had postponed the recruitment of a new project officer until 2021. The funder, NLHF, had indicated flexibility on delivery.
32. Additional funding had been sought from Scottish Power Energy Networks Green Energy Fund to support the delivery of the Basil project. In the meantime, two EWH staff would be furloughed from 4<sup>th</sup> May 2020.
33. Interreg, the AtlasWH funder, had granted an automatic extension of the project to May 2021. This was highly beneficial to project delivery and a review of all activities, with associated spending, has been undertaken.

**Governance Committee** (*report circulated*)

34. The Governance Committee Chair provided an update on trustee recruitment. 36 trustee applications had been received and ten candidates had been selected for interview, taking into account the trustee skills gap and diversity.

Action

35. One candidate withdrew, leaving nine interviews which were carried out by video conference on 3<sup>rd</sup> April, 17<sup>th</sup> April and 24<sup>th</sup> April by the interview panel of Paul Jardine, James Garden and Dorothy Wright, with Kay Marwick attending as an observer. Four candidates would be recommended for appointment by the panel and those CVs would be circulated to the Board for comment by Friday 1<sup>st</sup> May. KM
36. The process for appointment was that the prospective appointees would be contacted and the appropriate checks, including references, carried out. The panel would formally recommend appointment of three at the Board meeting on 6<sup>th</sup> July, with appointment of the fourth taking place at the Board meeting on 7<sup>th</sup> September. The appointments would be ratified at the AGM on 7<sup>th</sup> September.
37. The Governance Committee Chair and Operations Manager would consider the arrangements for induction process for new trustees as well as how the vacancies on the OTP Board and Grants & Projects Committee would be filled. PJ/ KM

Governance Committee minutes 10/03/20 (circulated)

38. The minutes were noted.

**COVID-19 (report circulated)**

39. The Board noted the likely impacts of COVID-19 on EWH and the summary of mitigating steps being taken. Staff health and well-being was important to maintain, particularly if the team would be working from home on a longer-term basis. The SMT would consider the pattern of future working along with any required risk assessments. SMT

COVID-19 funding (circulated)

40. The funding was noted and would be updated on an ongoing basis.

**Organisational risk register (circulated with covering report)**

41. The organisational risk register was discussed. COVID-19 and the Director's resignation had increased some organisational risks and steps had been put in place to mitigate these.
42. The travel risk had decreased following the completion of the KORU project, with no high risk travel planned.
43. The audit was proceeding in May and information was being provided electronically.

**Director's report, IBP quarterly outcomes 2019-20, IBP 2020-21 (circulated)**

44. The Director had been contacted by Network Rail regarding the Waverley Masterplan. The Director was encouraging transparency in the process, and to learn the lessons of previous high-profile planning applications.

45. The IBP quarterly outcomes for 2019-20 were noted. The IBP for 2020-21 was noted and the associated quarterly outcomes would be revised in light of COVID-19 and circulated at the Board meeting on 6<sup>th</sup> July. Action  
AW

**Any other business**

46. None

**Date of next meeting:** Monday 1<sup>st</sup> June 2020 at 4.30pm (mini) by video conference  
Monday 6<sup>th</sup> July 2020 at 4pm (full). Venue: TBC