

Beltane Fire Society
Board Weekend Minutes

Date and time:	1.30pm - 5.30pm Saturday 7 July 2018 10.30am - 5pm Sunday 8 July 2018
Location:	Meeting Room 1, City of Edinburgh Methodist Church, Nicolson Square
Invited:	All new board (plus last year's board for 12.30pm - 1.30pm on Sunday)
Attended:	Erin Macdonald (chair), Shae Dunsmore, Alex Nuttgens, Brad McArthur, Dex de Cruz, Karen Dickson, Neil Rhind, Neil Barton, Tom Watton (arriving late)

SATURDAY 7 JULY 2016

1. Welcome

1.1. Welcome

1.2. Apologies

1.2.1. Board: Tom Watton (arriving at 3.30pm)

2. Being a Trustee

2.1. *What is our role as Trustees*

2.1.1. Governance (legal compliance, financial management, liability etc)

2.1.2. Strategic planning (planning for our future)

2.1.3. Operations (planning and running the festivals)

2.1.4. BFS as a charity vs BFS as a community (Trustees are responsible for BFS the charity)

2.1.5. Note that, in the event a Trustee is negligent, they can be held legally liable

2.1.6. Lots of new policies and procedures have been developed in past year

2.1.7. All trustees are volunteers

2.2. *Trustee Code of Conduct*

2.2.1. Brief recap of code of conduct

2.3. *Trustee Handbook*

2.3.1. Structure of BFS - registered charity (OSCR) and company (Companies House)

2.3.1.1. Introduces additional legal obligations

2.3.1.2. Required to submit paperwork, e.g. accounts, to Companies House

2.3.2. Constitution - Articles of Association and Memorandum of Association

2.3.2.1. Changes would required a special resolution of our members (minimum 75% vote in favour of changes by the members present at the meeting)

2.3.3. Recap of terms - board, committee, trustees, directors

2.3.4. Required roles

2.3.4.1. Required roles - Chair, Treasurer, Company Secretary

2.3.4.2. Other roles are flexible and defined by each board

2.3.4.3. BFS also has 2-3 contractors, but no employees

2.3.5. Conflicts of interest

2.3.5.1. Trustees declare conflicts of interest in the Trustee register (completed at start of board term)

2.3.5.2. Meetings also required declaration of conflicts of interest re particular agenda item

2.3.6. Charitable aims

2.3.6.1. Recap of current charitable aims

2.3.6.2. Could amend these via a special resolution of our members (as above)

2.3.7. Meetings

2.3.7.1. Board meetings are currently scheduled approx once a month

2.3.7.2. Additional meetings can be scheduled (e.g. GO selection)

2.3.7.3. Agendas sent out 1 week prior to meeting

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- 2.3.7.4. Minutes circulated 1 week after meeting
 - 2.3.7.4.1. Full confidential minutes viewable by board only
 - 2.3.7.4.2. Redacted minutes published on website (i.e. sensitive info relating to complaints removed from public view).
- 2.3.7.5. Blues are also invited to relevant parts of board meetings
- 2.3.7.6. Board-only parts of the agenda do not include participation from Blues
- 2.3.7.7. Recap of general meeting conduct (e.g. raising hands before talking)

2.3.8. Premises

- 2.3.8.1. Currently have a long-term lease for 16 East Cromwell Street
- 2.3.8.2. Premises includes both office and storage
- 2.3.8.3. Keys will be provided to all trustees (listed on key register)

2.4. *Trustee Register*

- 2.4.1. Reminder top new trustees to add their details
- 2.4.2. Register uses:
 - 2.4.2.1. Point of reference for contacting one another
 - 2.4.2.2. Required for some licensing applications
 - 2.4.2.3. Data used for registering trustees on Companies House
 - 2.4.2.4. Official register of Trustee conflicts of interest

2.5. *Board Meetings, decisions and discussions*

- 2.5.1. Covered above as part of Trustee Handbook recap

2.6. *Timelines for the year*

- 2.6.1. A detailed timeline is created for the year - shared and reviewed at meeting
- 2.6.2. Current timeline already maps out actions for rest of 2018
- 2.6.3. Event Coordinator recruitment currently underway
- 2.6.4. Shout-outs for court & GOs has to be prepared well in advance
- 2.6.5. Planning and recruitment of new Blues also takes some time
- 2.6.6. Other events (e.g. Jazz & Blues festival, Renfrewshire Council Halloween parade)

2.7. *Communication*

- 2.7.1. Gmail - all BFS business needs to come from a BFS account
- 2.7.2. Slack - task management tool with less risk of accidental sharing of confidential data (not a formal communication method, key details also sent via email)

3. **The Year Ahead**

3.1. *Goals/Aims*

- 3.1.1. Notes added to flipchart

3.2. *What will we do differently*

- 3.2.1. Notes added to flipchart

3.3. *Priorities*

- 3.3.1. Notes added to flipchart

3.4. *Setting Boundaries*

- 3.4.1. Shae - increased priorities in other areas, so may have less available time this year
- 3.4.2. Erin - intend to have a lower level of commitment this year
- 3.4.3. Alex - available to increase commitment level

- Tom Watton arrives -

4. Skills and Roles

4.1. *Skills Audit*

- 4.1.1. Skills audit completed - see table below:

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Skill/expertise/knowledge/ qualification	No. of Trustees with skill/exp	No. of Trustees with some of this skill	Relevant notes on who holds this skill / detail
Administration and minute-taking	5	3	
Board/committee experience	7	2	
Campaigning	3	3	
Change Management	5	3	
Governance experience outwith BFS	2	4	
Conflict resolution	6	3	
Customer/Audience care	7	0	
Enterprise/business development	3	5	
Facilitating meetings	3	6	
Finance	2	5	
Fundraising	1	3	
Health and Safety	2	4	
HR/Training	3	3	
Income generation	0	4	
Influencing key stakeholders	4	3	
IT/Systems	3	6	
Leadership	2	4	
Legal/understanding of legal req	2	4	
Listening	3	4	
Member of BFS	9	-	
People Management	4	5	
Online communications/marketing /social media	1	6	
PR / news media	1	3	
Project Management	7	1	
Property	0	4	
Relationship Management	5	4	
Team development	6	3	
Voluntary Sector Experience	5	2	

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Other (Specialist experience or qualifications relevant to our organisation)			
Performance in BFS context	9		
Production/tech in BFS context	3	5	
Event organising in BFS context	2	3	
Events sector experience	4	2	
Managing volunteers in BFS context	9		
Tourism sector experience	1	4	
Cultural sector experience (non BFS)	1	3	

Key gaps to be aware of/factor in when co-opting:

- Income generation/fundraising experience a real need
- More experience on comms and major event organising could be helpful

4.2. *Tasks/Roles Required*

4.2.1. Chair

- 4.2.1.1. TW proposes EMacd to be Chair
- 4.2.1.2. EMacd leaves the room during discussion and vote
- 4.2.1.3. **Vote:** 8/8 vote in favour of EMacd continuing as Chair

4.2.2. Treasurer

- 4.2.2.1. NB proposes himself as Treasurer and explains his background/experience
- 4.2.2.2. EMacd seconds NBs nomination
- 4.2.2.3. NB leaves the room during discussion and vote
- 4.2.2.4. **Vote:** 8/8 vote in favour of NB as Treasurer

4.2.3. Company Secretary

- 4.2.3.1. AN nominates himself and explains his background/experience
- 4.2.3.2. TW seconds the nomination
- 4.2.3.3. AN leaves the room during discussion and vote
- 4.2.3.4. **Vote:** 8/8 vote in favour of AN as Company Secretary

4.3. *Allocating Tasks*

- 4.3.1. Tasks allocated on flipchart

4.4. *Decision: Roles and Duties Confirmed*

- 4.4.1. Tasks allocated on flipchart

5. Close

SUNDAY 8 JULY 2016

6. Welcome

6.1. Welcome

6.2. Apologies

- 6.2.1. Board: Dex de Cruz (can only attend half of Sunday session), Karen Dickson (arriving late Sunday), Tom Watton (arriving late)

7. Finance as trustees

7.1. *Trustee Financial Responsibilities*

- 7.1.1. Legal obligation for BFS is shared amongst all Trustees equally, not just Treasurer

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- 7.1.2. All Trustees are responsible for informing board about financial conflicts of interest
- 7.1.3. Trustees should not accept gifts in exchange for performing their role
- 7.1.4. Current account signatories: BM & EMacd
- 7.1.5. **Action:** explore development of a whistleblowing policy
- 7.1.6. **Action:** EMacd & KD tackle non-financial files at BFS premises

7.2. Finance handbook

- 7.2.1. BM provided an overview of the Finance Handbook and current processes & issues
- 7.2.2. BM will arrange a handover of Treasurer duties with NB
- 7.2.3. **Action:** NB to look into online transaction best practice and appropriate checks
- 7.2.4. **Vote:** 6/6 vote in favour of adopting the Finance Handbook (pending the small amendments agreed during the meeting today)

7.3. General Financial Overview

7.3.1. Finance Strategy

- 7.3.1.1. BM provided an overview of the latest accounts, budget, forecast, & reserves (as of 5th July 2018)
- 7.3.1.2. BFS currently has 1 'operating' account
- 7.3.1.3. BM proposes that BFS opens a new 'reserves' account & suggests ethical bank Triodos
- 7.3.1.4. Demonstrates greater financial stability to stakeholders, builds in safeguards to prevent unplanned use of reserves, and ensures full coverage by FSA insurance
- 7.3.1.5. **Vote:** 6/6 vote in favour of NB & EMacd opening a reserves account with a suitable bank by the end of the current financial year
- 7.3.1.6. **Action:** NB to continue investigating ethical banking options for the existing operating account to be presented to board for sign off prior to account is opened

7.4. Fundraising and Finance Strategies

7.4.1. Fundraising Strategy

- 7.4.1.1. BM provides overview of the draft fundraising strategy policy
- 7.4.1.2. Policy focuses on diversification of income and sustainability for future years
- 7.4.1.3. BM gives a quick recap of potential income streams for board to consider over the board term
- 7.4.1.4. Formal version ready to be adopted around November
- 7.4.1.5. Trustees interested in participating in a fundraising committee: BM, EMacd, AN, NB, SD
- 7.4.1.6. EMacd suggests asking the wider BFS community for interested parties to assist

7.4.2. Finance Strategy

- 7.4.2.1. BM provides overview of the draft finance strategy
- 7.4.2.2. Discussion re current income stream ratios and dependencies (i.e. ticket sales)

7.5. Finances for the year ahead

- 7.5.1. BM provides an overview of Samhuinn 2018 budget options

8. Handover from Former Trustees

8.1. Nate Kelso

- 8.1.1. Notes added to flipchart

8.2. Erin McElhinney

- 8.2.1. Notes added to flipchart

8.3. Danielle Christie

- 8.3.1. Notes added to flipchart

8.4. Georgia Royes

- 8.4.1. Notes added to flipchart

- Tom Watton arrives -

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9. How some key things have worked

9.1. *Blues Processes*

9.1.1. SD provided overview of Blue selection processes

9.2. *Court Selection*

9.2.1. SD provided overview of Court selection processes

9.3. *GO Selection*

9.3.1. SD provided overview of GO selection processes

9.4. *GO Weekend, meetings, & debriefs*

9.4.1. SD provided overview of GO weekend, meetings and debriefs

9.5. *Volunteer paperwork*

9.5.1. SD provided overview of volunteer paperwork (role descriptions, volunteer handbook, etc)

9.5.2. **Action:** KD & RW to arrange 2 open sessions for members in run up to Samhuinn with introduction to society

9.6. *Complains and Issues*

9.6.1. SD provided overview of Resolutions, Grievance and Disciplinary procedures

10. Live Issues

10.1. *Premises*

10.1.1. TW provides brief overview of current status of BFS premises

10.1.2. There is budget available for accessible room hire for meetings if required

10.2. *Samhuinn Venue*

10.2.1. Calton hill paperwork has been submitted - awaiting response from Council

10.2.2. Community have been informed and a blether was held a few days ago to discuss this

10.3. *Live Community Issues*

10.3.1. Updated on current live community issues provided to new Trustees

10.4. *Safeguarding Project*

10.4.1. Announced to the community at the AGM in June and via email early July

10.4.2. Governance Consultant Joette is happy to assist us with safeguarding project

10.4.3. Further support found for audience/performer aspect of safeguarding

10.4.4. Had a few responses from community members who are willing to help

10.4.5. Essential that board define what is 'BFS time' and therefore within our remit

10.4.6. **Action:** BM to organise blether about 'the future' for November

10.5. *Strategy and Future planning*

10.5.1. To be discussed at a later date

11. Close