

MINUTES OF BOARD MEETING: 31st March 2014

10am Monday 31st March 2014
Stormont Hotel, Belfast

Present: Rotha Johnston (Chair), Michael Catto, Adeline Dinsmore, Jennifer Johnston, Fiona MacMillan, Aodán MacPóilin, Tim McKane, James Penny, Laurence McKeown, Arthur Scott (DCAL)

In attendance: Richard Williams (CEO), Linda Martin (Head of Finance), Andrew Reid (Head of Production), Moyra Lock (Head of Marketing), Bernard McCloskey (Head of Education), Bríd Falconer (Head of ILBF), Elsie Brown (Operations Manager), Marie Shivers (minutes)

Apologies: Brian McMahon (Vice Chairperson), Michael Kuhn, Ian Parsley

Conflicts of Interest

No conflicts were declared.

1.0 Minutes of the Board meeting of 24th January 2014

- 1.1 The minutes of the January meeting were agreed with two minor amendments.
- 1.2 The Chairwoman updated the Board on the status of action points noting that only the CEO's Remuneration was outstanding, and that it was in train.

2.0 Chairwoman's business

- 2.1 The Chairwoman congratulated those involved in helping to secure approval for £42.8m DETI funding for the next four years.
- 2.2 The Chairwoman will progress the issue of Board appointments with DCAL officials and will update at the next meeting.

3.0 CEO Report

- 3.1 The CEO reported to the Board on a recent familiarisation visit by executives from one of the major US studios. This visit went well and the executive team will follow up.
- 3.2 The CEO updated the Board on the current status of proposed new sound stages noting that a planning application has been approved and discussions are continuing.
- 3.3 The CEO updated the Board regarding Lottery funding from ACNI and advised that the Arts Council's Board was reviewing our proposed framework for Lottery funding for film.

- 3.4 The CEO informed the Board of our intention to seek opportunities to work more closely with the Ulster Orchestra.
- 3.5 CEO noted the new standardised form of presenting information to the Board on investment decisions. An Events Calendar will also be re-introduced with future papers.
- 3.6 The Chair asked that the delegation schedule showing authorisation levels for Committees be circulated to the Board for information.

4.0 Finance Audit & Governance

- 4.1 The Management Accounts were approved by the Board.
- 4.2 Funding remains a key issue on the Risk Register, in particular the availability of Invest NI funding in 2014-15 (£8m) against the full value of the Letter of Offer (£42.8 or £10.7m pa). This issue will crystallise in September during the monitoring round.
- 4.3 Organisation performance was added to the register. Studio space will also be added.
- 4.4 A number of risks were removed from the register including the risks associated with the Zero Budgeting exercise, staff terms and conditions and the VAT appeal.
- 4.5 A priority 1 issue was added to the Quarterly Assurance Statement (QAS) following the internal audit review of Corporate Governance against the 2014 Code of Good Practice. The priority 1 issue is related to Board composition which can be resolved through the next Board recruitment process. New risks on the Corporate Risk Register were added to the QAS.
- 4.6 Mike Catto asked that the safeguarding issues around Film Certificates on Belfast Film Festival screenings be reviewed.

5 PI Report

- 5.1 The CEO advised that there had been no significant changes to the Performance Indicator Report since the last meeting. Screen Fund production economic targets have been substantially exceeded in the year.

6. Board Effectiveness Review Follow-up

- 6.1 The Chair thanked Board members for completing the Questionnaires and noted that she was happy to discuss the issue on an individual basis if Board members would welcome it. It was agreed that a sub-group/workshop on digital issues will be explored and the Chair invited Tim McKane to take the lead on this.
- 6.2 The Chair invited each Head of Department to present their department strategy to the Board at subsequent meetings starting with Marketing.

- 6.3 CEO will provide a monthly update to the Board on Northern Ireland Screen business.
- 6.4 The Board expressed an interest in Northern Ireland Screen working more closely with the Business Alliance umbrella which includes the CBI and Chamber of Commerce.
- 6.5 The Board will arrange a training session on 'How the Industry Works' in terms of finance for film and television, and distribution. James Penny agreed to take the lead.
- 7. Approval of Terms of Reference for Board, Strategic Resources Committee and Audit and Risk Committee**
- 7.1 The Board approved the Terms of Reference for the Board with one minor amendment.
- 7.2 It was agreed that two committees would be set up to separate audit and risk from strategic operations in line with best practice. Terms of reference for the two committees were agreed.
- 8.0 Appointment of Committee Members**
- 8.1 The Chair will explore individually with Board members and make appointments to Committees. (DCAL clarification on term extensions to be confirmed.)
- 9.0 For Noting, Economic Appraisal of Opening Doors Strategy**
- 9.1 Approval of the economic impact and VFM of the strategy went through Invest NI Board, DETI and DFP without amendment. The Chair paid tribute to the Executive and Board for what has been achieved.
- 10.0 Approval of Opening Doors Staff restructuring and recruitment**
- 10.1 CEO briefed the Board on the new staff structure which supports the new Strategy. The costs have been included in the budgets agreed by DCAL and Invest NI. It is hoped that recruitment can begin shortly following clearance from the sponsor department.
- 10.2 Board approved.
- 11.0 Approval of Operating Plan 2014-15**
- 11.1 Targets will be updated to reflect the Economic Appraisal and a revised Operating Plan circulated to the Board. The draft Operating Plan is currently with DCAL for approval. Once approved it will be published on the website.
- 11.2 Board approved.

12.0 Committee Updates

12.1 Investment Committee

Andrew Reid updated the Board on current projects.

12.2 Irish Language Broadcast Fund (ILBF)

Aódán MacPoilin updated the Board noting that 19 applications had been received in the latest round. Brid Falconer informed the Board that the ILBF Training Scheme may be extended to focus more on writing skills and other areas where skills are deficient.

12.3 Ulster-Scots Broadcast Fund (USBF)

The Committee will be meeting soon to review its priorities. The Chair of the Committee and the CEO recently met the Chair of the Ministerial Advisory Group on Ulster-Scots and agreed to a stronger dialogue and alignment including an annual invitation for the Ministerial Advisory Group to join an investment meeting.

12.4 Education Policy Working Group (EPWG)

Adeline Dinsmore updated the Board on recent developments, noting the Future Classrooms event had been very successful. The Into Film launch is now confirmed for 10th April.

12.5 Skills Panel/Training

The CEO confirmed that there was nothing to report since the last meeting.

12.6 Exhibition Committee

It was noted that the Exhibition Committee had originally been set up with a specific and temporary purpose. It was agreed that CEO would propose additional work for new developments through this Committee where appropriate.

13.0 Briefing on Strategy Launch

13.1 Moyra Lock briefed the Board on the Strategy launch noting that Minister Foster would be officially launching the Strategy and trade press including Screen Daily, Screen International and Broadcast Now would be in attendance.

14.0 Any Other Business

14.1 No other business was raised.

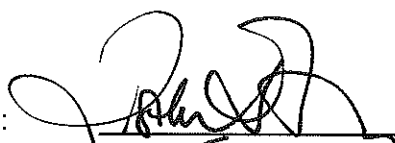
15.0 Date of Next Meeting

15.1 The date of the next Board meeting will be Tuesday 17th June. 2014 dates will be re-circulated to members.

| <i>Point</i> | <i>Detail</i> | <i>To be actioned by</i> |
|--------------|--|--------------------------|
| | [Action carried forward from January 2014 meeting] | |
| 11.1 | CEO to set up review of under-representation of women in the sector | CEO |
| 8.2 | BBC proposals gathered from Board. Adeline Dinsmore, Tim McKane and Jennifer Johnston to consider education possibilities | CEO |
| | Actions from March meeting | |
| 1.1 | Amendments to the previous minutes to be made and circulated for approval and signature. 8.2 and 8.5 carried forward into actions | CEO |
| 3.6 | Circulate delegation schedule to Board | LM |
| 4.3 | Add 'studio space' issue to the Risk Register | CEO |
| 4.6 | Review of film certifications on Belfast Film Festival screenings | ML |
| 6.1 | Board to set up sub group on digital issues | Chair, Tim McKane |
| 6.2 | Presentation of marketing strategy to next Board meeting in June | ML |
| 6.3 | CEO to provide monthly update for Board | CEO |
| 6.4 | Explore membership to Business Alliance organisations | CEO/LM |
| 6.5 | Training session for the Board on 'How the Industry works' finance and distribution for film and television | James Penny |
| 7.1 | Amend Board Terms of reference to say 'no less than' quarterly meetings | EB |
| 8.1 | Board appointments to Committees to be actioned | Chairwoman |
| 11.1 | Update Operating Plan with targets in economic appraisal and circulate to Board | LM |
| 12.1 | Re-circulate dates for 2014 meetings to Board members | EB |

Signed: _____

Date: _____


17 June 2014