UNRESTRICTED MINUTES OF THE ALEXANDRA PALACE AND PARK BOARD TUESDAY. 2 MARCH 2010

PRESENT: * denotes attendance

Councillors *Egan (Chair), *Hare, *C. Harris, *Peacock, *Scott, *Thompson

(Vice-Chair), and *Williams

Non-Voting *Mr N. Willmott, *Mr M. Tarpey, *Ms V. Paley

Representatives:

Observer: *Mr D. Liebeck

Also present:

Mr A. Gill – Interim General Manager – Alexandra Palace**

Mr I. Harris – Trust Solicitor

Ms H. Downie – Head of Finance – Alexandra Palace **

Ms R. Kane – Managing Director – Alexandra Palace Trading Limited **

Ms J. Parker – Director of Corporate Resources – LB Haringey

Mr C. Hart – Committee Manager (Clerk to the Board) LB Haringey

MINUTE

NO.

SUBJECT/DECISION

APBO18. APOLOGIES FOR ABSENCE

An apology for lateness was received from Councillor Hare, and Val Paley.

NOTED

APBO19. URGENT BUSINESS

The Clerk to the Board – Mr Hart advised that in respect of Agenda Item 9 – Minutes – the Minutes of the meeting of the Alexandra Palace and Park Consultative Committee held on 16 February 2010, and the Alexandra Park and Palace Advisory Committee held on 9 February 2010 had been marked 'TO FOLLOW' and had been forwarded to Board members during the latter part of the previous week.

NOTED

APBO20. DECLARATIONS OF INTERESTS

Councillor C. Harris declared a non prejudicial interest in respect of Item 7 – Budget 2010/11, and Item 8 – Finance Update as Chair of the Pensions Committee of the LB Haringey.

Councillor Thompson advised that as he was no longer a member of the pensions Committee he did not have to declare any interests as previously.

Mr Gill – Interim General Manager – Alexandra Palace declared an interest in

^{**} present for the unrestricted part of the proceedings only

Exempt Items 12 – 14 as Interim General Manager.

Ms Downie – Head of Finance – Alexandra Palace declared an interest in Exempt Items 12 – 14 as Head of Finance Alexandra Palace Trading Limited.

Ms Kane - Managing Director Alexandra Palace Trading Limited declared an interest in Exempt Items 12 – 14 as Managing Director Alexandra Palace Trading Limited.

NOTED

APBO21. QUESTIONS, DEPUTATIONS OR PETITIONS: TO CONSIDER ANY QUESTIONS, DEPUTATIONS OR PETITIONS RECEIVED IN ACCORDANCE WITH PART 4, SECTION B29 OF THE COUNCIL'S CONSTITUTION Nil.

APBO22. ADVICE ON THE OUTCOME OF THE MEETING AT THE CHARITY **COMMISSION ON 3 FEBRUARY 2010**

The Chair asked for a brief introduction of the report.

In a brief introduction the Trust Solicitor – Mr Harris advised the meeting of the discussions that took place at the Charity Commission on 3 February 2010. The meeting had been attended by the Interim General Manager - Mr Gill, and the Managing Director - APTL - Ms Kane, and himself. Mr Harris commented that the Commission had requested the meeting, to be updated in relation to various matters concerning the charity and the conduct of its affairs. The charity had also asked for consideration of some points. The agenda attached to the circulated report had been kept to and had been agreed prior to the meeting. Mr Harris gave a summary of the meeting as detailed in the attachments to the report and emphasised the position of the Charity Commission that there was no current contemplation of the removal of Haringey as trustee. There had been an awareness that this point had been argued quite forcibly by a number of correspondents and there was appreciation of the Commission's position.

Mr Harris also advised that some discussion had centred on structural models and the Charity Commission had indicated that if new trustees were to be appointed that were not members of Haringey Council this would require a Section 17 Charities Act 1993 scheme. Discussions had also centred on possible car park charging and that the Commission remained willing in principle to promote a Section 26 Order empowering trustees to levy charges for car parking. with a probable need/requirement to consult upon a proposed order and that a draft would probably need to be advertised. The Commission advised that dependant upon any response to consultation an order could take between 2 and 12 months to be made. Mr Harris commented that this point was a helpful and important indication, and reminded the Board of its meeting on 12 January 2010 where it had received a paper on additional income sources and one of the options was levying car parking charges in respect of which the trustees directed that it be given further consideration. In the light of this indication further work would now be undertaken on this by officers. Mr Harris concluded that it was the belief of the Interim General Manager, the Managing Director of APTL and himself that there was common ground in that what both Commission and trustees would like to see was a vibrant, solvent self supporting charity that

ceased to be the subject of ongoing complaints to the Commission.

The Chair thanked Mr Harris for his brief and succinct report, and asked if there were any points of clarification.

Councillor C. Harris sought clarification as regards the comments in paragraph 5.7 of the report and whether she had misheard Mr Harris in his introduction by stating that the Charity should be independent and self supporting, and that this had been agreed as an ultimate aim.

In response Mr Harris clarified that was not the case but that it was the common wish to see a vibrant and self supporting charity, but not an independent charity.

There being no further points of clarification the Chair summarised and it was:

RESOLVED

That the outcome of the meeting at the Charity Commission on 3 February 2010, as detailed in the report of the Trust Solicitor be noted.

APBO23. GOVERNANCE UPDATE

The Chair asked for a brief introduction of the report.

The Managing Director Alexandra Palace Trading Limited – Ms Kane, on behalf of the Interim General Manager informed the Board that major barriers to current governance were identified at both away days in the autumn of 2009 and common ground for how to progress with the future of Alexandra Palace and Park captured around the following headings: a) Objectives, b) Principles and c) Processes. The Board had been recommended to adopt the NCVO *Good Governance* code. It was the intention to carry out more work to implement the code during the May induction process, and in time, the code would be bespoke to suit the preferred structure of the trustees and reflect the work already completed by trustees and stakeholders on the three areas above. The seven key principles which combined a cross reference of the NCVO code and governance outputs arising from the Awayday and Stakeholder Forum were listed at appendix 1 of the report. For ease of reference, a further copy of the report had been tabled as the copied and sent versions had not been particularly easy to read. Ms Kane outlined the seven principles, being:-

Board Leadership

- The Board in control
- The High Performance Board
- Board Review and Renewal
- Board Delegation
- Board and trustee Integrity
- Board Openness

(Councillor Hare arrived at 19.37hrs)

Ms Kane advised that the pros and cons of structural options had been assessed by attendees, and KPMG had also tested a number of models against tax, charitable law and governance criteria. Ms Kane also advised of the planned road show for the week commencing 15 March 2010 and a planned open day on 22 May 2010. The details of the 7 principles, objectives and pros/cons, and details of the proposed road show venues would also be placed on the community pages of the APTL website.

The Chair sought clarification as to the need for emphasis on whatever model to be adopted needed to be explicit in terms of the objectives of the Charitable Trust and development of the fund raising arm of the Charity, and he commented on the possible development of fund raising through both the Advisory, and Consultative Committees, as well as the possible development of the concept of 'Patrons' of the Palace and Park.

Ms Kane responded that in terms of such the idea of 'patrons' and possible fund raising was detailed within Model 4.

Councillors C Harris and Hare commented in respect of the possibility of exploring external funding sources, and local fund raising, and the need for sensitivity in terms of attracting external funding sources, and local fund raising. Ms Kane commented that such avenues would be explored when resources permitted and local fund raising needed handling carefully. In terms of 'Patrons' there would possibly be a 'Patron's Committee' though exactly how the 'Patrons' concept would work did also require some special consideration.

Councillor Scott commented that at a community level there could be some specific areas of fund raising with a clear structure of how local groups and interested parties could contribute to the Palace and park.

Mr Liebeck commented that in his view the Board was actually going 'overboard' in its efforts to consult and take on views of the local community, and that there was surely a conflict in terms of the whole issue of the Charitable Trust being comprised of elected local Councillors. In his view, there was a need for a totally

independent Board of Trustees without local authority influence and only then would the Charity be able to effectively run. Mr Liebeck also commented that the Charity's effort to engage and seek views regarding governance were, in his view the wrong approach, and that in terms of consultation it was a fact that the Board had previously failed during the Firoka process to engage with the Community when indeed consultation at that time should have been effectively carried out. with the resultant High Court action having shown that consultation had not been effective. Mr Liebeck also commented that in his view apart from the professionalism of the Managing Director – Alexandra Palace trading Limited in terms of both her current and previous position all others connected with the running/management of the Palace were amateurs and that in that sense both the previous 20 years and future direction of the Palace would always be affected by this fact in terms of managing the strategic objectives of the future direction of the Trust. Also in terms of the issue of encouraging the Advisory Committee to be involved in fund raising this was not something that in his view that the Advisory Committee should be involved in nor should it be a path to be taken by the Board.

The Interim General Manager Alexandra Palace – Mr Gill placed on record his objection to the assertion of Mr Liebeck in respect of officers of the Charity being amateur in their running of the palace and that such comments were extremely unhelpful. The Chair, in sharing Mr Gill's views, urged Mr Liebeck to consider withdrawing such comments.

Mr Liebeck commented that he would stand by his comment and reiterated his comment in respect of the past 20 years being hampered by no professional direction.

Mr Gill, in again commenting on the unhelpfulness of such comments advised that it was the case that since the issue of the Firoka development, which was now closed, the Board had adopted a new way forward and this Board had moved on from the comments expressed by Mr Liebeck. There had been significant advancement of community engagement in an effort to address a whole range of developmental matters pertaining to the future of the palace and the governance report before the Board demonstrated a commitment to a new beginning as well as significant community/local involvement. Mr Gill urged Mr Liebeck to withdraw his remarks.

Councillor Hare commented that the conflict of interest as alluded to by Mr Liebeck was certainly of importance and asked whether the Trust Solicitor would remind the Board what exactly the conflict of interest was.

The Trust Solicitor – Mr Harris advised in response that it was a fact that LB Haringey was actually the Trustee and it had delegated the responsibility as Trustee to a Board of now eight Board members. Mr Harris advised that as Trustees in terms of any conflict the advice given by himself had always centred on the fact that as appointed trustees collectively and individually they had to act solely in the interest of the charity and act in a bi-partisan manner, putting aside any political considerations or affiliation in favour of the best interests and

aims/objectives of the Charitable Trust. It was also the aims and objectives of this Trust, as supported by the recent view of both its management and the Charity Commission that the Board would wish to be self supporting and vibrant. There were also conflicts in relation to legislation pertaining to Local Government and Charity acts but these conflicts were largely managed effectively.

Councillor Scott commented that it was neither helpful or relevant to bring into question the professionalism/amateurism of officers in terms the management of the Trust and exampled a school governing body where personal political views or conflicts were always put aside by Governors as they would come together and make decisions purely in the interest of the School and its welfare. Councillor Peacock commented that Councillor Scott's comment was exceptionally well put.

Mr Harris also advised that the Trustees did not control or run the Chartable Trust on a day to day basis and that Mr Liebeck's comment in terms of strategic direction was correct in that the charitable trustees were required to give a clear strategic direction for officers of the Charity to then work towards.

Councillor C Harris commented that she had some concerns at the expressed view of Mr Liebeck in terms of officers being unprofessional and amateur and questioned why such comments were necessary. She added that it was also in the interest of the Charity to obtain as much external sourcing of funding as possible and if this included fund raising which brought in any additional income then surely this should be welcome.

The Chair then asked that Ms Kane conclude her report.

Ms Kane, in drawing the introduction to a close advised that there would be further engagement with trustees, stakeholders, the Council and the Charity Commission and it was anticipated that decisions would be sought later in 2010 when further legal/tax analysis would also help inform decision making. In terms of the overall budget situation the Project Steering Group had been tasked with reviewing the communications strategy to ensure that it met the overall project deliverables. As a result of the review and changing timescales, the remaining activity would be achieved within existing budgets for the current financial year. Ms Kane briefly outlined the recommendations in the report for the Board to consider which mirrored the sentiments of the introduction of the report. Ms Kane also advised that she would be seeking the Board's views as regards a possible visit to the Eden Project so that the Board could see an effective operation of a charitable trust and an excellent working and structured model. Ms Kane also said that she would send trustees a briefing note on the Dartford /Kidd Legacy which had been touched on at the meeting with the Commission.

The Chair thanked Ms Kane for concluding her report presentation and asked if there were further any points of clarification from Board members.

Members referred to the venues for some of the intended road shows and whether some were as suitable as others were. Ms Kane undertook to review the venues.

(Ms Val Paley arrived at 19.56hrs).

The Chair then summarised and it was:

RESOLVED

- i. that NCVO Good Governance code (and the Key principles: as detailed at appendix 1 of the report) be endorsed and adopted subject to the provisions of Haringey Council's Constitution as they apply to the Alexandra Palace and Park Board and its officers;
- ii. that it be noted that the NCVO code had been presented to both the Alexandra Park and Palace Statutory Advisory Committee and to the Alexandra Palace and Park Consultative Committee, and that it be further noted that the Alexandra Park and Palace Statutory Advisory Committee would further consider governance at a special meeting on 17 March 2010 to discuss governance and feed back to their comments to the Board;
- iii. that the pros and cons of the various structural options currently available for comment which had been subject to scrutiny of KPMG and officers, with some of which having also been discussed at the Trustee and Stakeholder away days as detailed in Appendix 2 of the report be noted;
- iv. that it be noted that the project would be delivered within the budget available to year end 2009/10.
- v. that the proposed time frame for the project and key milestones including an Open Day and a road show to broaden engagement as detailed in appendix 3 of the report be noted, and that the Managing Director APTL review 2/3 of the venues to ensure maximum participation; and
- vii. That the managing Director Alexandra Palace Trading Limited be authorised to explore and initiate trustees visit or host visits to Alexandra Palace from charities operating similar venues and parks in a bid to learn more about effective governance in action.

APBO24. BUDGET 2010/11

The Chair asked for a brief introduction of the report.

The Head of Finance Alexandra Palace – Ms Downie informed the Board that the proposed revenue budget for the 2010/11 financial year was given at Appendix 1 of the report. Ms Downie formally reported that Alexandra Palace had been successful in securing some funding against all the bids that were submitted to LB Haringey for the 2010/11 financial year as follows:-

- Capital allocation £2m to address ice rink dilapidations, and £500k per annum for 2 years to address key buildings dilapidations
- Revenue allocation £243k revenue growth bid £211k to cover shortfall

in gift aid due to ice rink closure, and £50k for master planning work

Ms Downie advised that :-

- The Budget being presented was the Trust's revenue budget for 2010/11 which corresponded with the amount awarded by LB Haringey
- A separate capital budget would be prepared in relation to the £500k allocation for 2010/11 – to be presented to the next Board meeting
- The Budget did not include £50k for master planning although this was revenue spend, a separate project budget would be prepared for master planning
- Income budget included £170k licence fee from the Trust. The Interim General Manager was seeking professional advice on an appropriate level of fee now that the ice rink capital project had been approved. At Board meeting on 12 January 2010 – the Board delegated to the General Manager the setting of the licence fee for 2010/11 – the final amount of the fee would be reported back to a future Board meeting
- Section 7 of the report set out the assumptions made in the budget. It could be assumed that Trust's activities would continue as is.
- The APTL gift aid payment was set at £239k this took into account the reduction of £211k due to the closure of the ice rink. This was subject to ongoing feasibility testing

Ms Downie also highlighted the following risks in relation to the budget, and that the budget was an estimate based on assumptions that may change over time and would inevitably contain risks. The risks could be mitigated to some extent by regular budget monitoring, re-forecasting and taking corrective action but they could not be removed. The key risks associated with the Trust budget were:

- The Trading Company was unable to deliver the anticipated £239k gift aid payment due to the economic climate or other factors beyond its control;
- Sponsorship for the fireworks display was not secured and costs exceed the £100k budgeted
- Public donations for the fireworks were lower than budgeted
- The anticipated savings on the buildings security/maintenance contract were not deliverable
- Utilities estimates were inaccurate
- Any cessation payment due upon the expiry of the security contract was larger than anticipated (see para 7.4)
- Additional legal work was commissioned and costs exceeded the £72k budgeted

The Chair thanked Ms Downie for her detailed introduction and asked if there were any comments or questions.

Councillor C Harris referred to para 7.4 and asked if the pension risk was built

into the budget and Ms Downie responded that the risk was not specifically built in but under the TUPE arrangement the cost would be negligible.

Councillor Hare referred to paragraph 7.7 of the report in relation to the repairs and maintenance budget and the allocation of monies for road repairs, and commented that as a result of the bad weather during the winter season there may be a need for additional funding for likely increased road repairs, together with parts of the park landscape being water logged.

In response the Interim General Manager – Mr Gill advised that there was likely not to be an increase in the allocated budget for 2010/11 with no fluidity to increase.

Following further points of clarification the Chair MOVED and it was:

RESOLVED

That approval be given to proposed revenue budget for the 2010/11 financial year, on the basis that the LB Haringey gave its approval to fund the deficit budget.

APBO25. FINANCE UPDATE

The Chair asked for a brief introduction of the report.

The Head of Finance – Alexandra Palace Ms Downie reported the report before the Board detailed the financial results for the ten month period to 31 January 2010 and the forecast outturn for the 2009/10 financial year. Ms Downie advised the Board that overall, year to date income was £33k above budget and expenditure was £137k above budget, giving a net adverse variance against budget of £105k. Income was £33k above budget due to the receipt of £21k of restricted income which was not budgeted for and community events income being £11k above budget. The latter included public donations for the fireworks, which were £6k above budget. Concession/lease income was £4k above budget due to a backdated rent review on the Vodafone lease. Sundry sales were £4k below budget.

Ms Downie reported that prime costs were £70k (5%) over budget for the year to date, with salaries £79k above budget due to higher management costs and increased staff costs during the secondment period. The contracted services were £9k below budget in the areas of park security and park maintenance, although the Park Manager had indicated there was likely not to be an underspend in his budget overall by year end. In respect of fixed overheads Ms Downie reported that these were £21k above budget due to a £41k overspend in legal costs offset by a £20k underspend in central admin charges. Legal fees include fees from LBH Legal Services Team as well as Howard Kennedy.

Ms Downie, in reference to the forecast gift aid payment from Alexandra Palace Trading Limited, advised that this had now been forecast at £454k, as reported to the APTL Board. .

Ms Downie concluded that as previously reported, the Trading company's performance was monitored by the APTL Board and Senior Management Team on a monthly basis and the Managing Director liaised closely with the Interim General Manager of the Trust to highlight areas of concern.

The Chair thanked Ms Downie for her introduction and asked if there were any comments or points of clarification.

In response to a point of clarification from Councillor C. Harris Ms Downie advised that in terms development (governance) expenditure was on budget year to date the budget but was likely to be approx £5K above budget at the end of the financial year – representing the Trust's contribution to the governance and branding work.

There being no further comments the Chair summarised and it was:

RESOLVED

That the results for the ten month period to 31st January 2010 and the forecast outturn for the 2009/10 financial year be noted.

(Mr Willmott arrived at 20.25hrs)

APBO26. MINUTES

The Chair asked that the Clerk to the Board give a brief resume of the Minutes for consideration.

The Clerk to the Board – Mr Hart informed the meeting that before it this evening there were the Minutes of the Board meeting of 12 January 2010 for approval. Those Minutes referred to the approval of the minutes of the previous meeting of the Board on 24 November 2009 as an accurate record. Since this approval, Councillor Hare had advised that he should have raised a point of amendment to those minutes in relation to MINUTE APB064 where he had commented on his concern with an additional point of clarification. Mr Hart advised as the Minutes had already been agreed as an accurate record they stood as that however if the Board was in agreement the amendment could be recorded as a matter of record at this item as a matter of note.

Councillor Hare concurred with the comments expressed by Mr Hart and the Board agreed to the noting of the comment as follows, nemine contradicente:

'Cllr Hare also questioned the nature of the material to be imported and the costs involved. In response a Golfwise representative explained that the material was waste material that would otherwise have to be deposited in land-fill sites, that they would be paid to import the material and that without these payments the project could not go ahead. '

NOTED

Mr Hart also referred to the Minutes of the Consultative Committee of 16 February 2010, and also the Minutes of the Advisory Committee of 9 February 2010 together with a number of recommendations for consideration, which had been marked 'TO FOLLOW' and had been circulated. Mr Hart drew the Board's attention to the Advisory Committee's minutes of 9 February 2010 and attachments which asserted that the Board had not given consideration and response to a number of resolutions of the Advisory Committee arising from previous meetings of the Advisory Committee.

Mr Hart advised that following receipt of the Advisory Committee's recommendations the Chair of the Board had consulted with the Interim General Manager and Trust Solicitor, and himself, and as a result a letter of response had been prepared in draft and circulated to Board Members for perusal prior to this evening's meeting setting out a response from the Chair of Board to those recommendations. The Board were now asked to consider the draft response and endorse the proposed draft letter, as well as considering two other points of clarification from the Advisory Committee of 9 February 2010.

The Chair thanked Mr Hart for his succinct clarification and asked if the Board were in agreement to draft response. The Board agreed to the draft letter of response nemine contradicente

In respect of the remaining two points of consideration arising from the Advisory Committee of 9 February 2010 following clarification of the points from the Interim General Manager Mr Gill, and the Trust Solicitor Mr Harris, the Chair summarised and it was:

RESOLVED

- i. that the minutes of the Alexandra Palace and Park Board held on 12 January 2010 be agreed and signed by the Chair as an accurate record of the proceedings:
- ii. that the minutes of the Alexandra Palace and Park Consultative Committee held on 16 February 2010 be agreed;
- iii. that in respect of the Minutes of the Alexandra Park and Palace Advisory Committee of 9 February 2010:
 - a. the draft letter from the Chair of the Board in response to assertions that the Board had not given consideration and response to a number of resolutions of the Advisory Committee arising from previous meetings of the Advisory Committee be agreed (a copy of the letter will be interleaved with the minutes); and
 - b. That in respect of the two resolutions of the Advisory Committee of 9 February 2010 which sought the Board's consideration and response, the response be as follows:

Resolution (i) of the Advisory Committee: That the Board be asked to note the comments of the Advisory Committee and is encouraged to aspire to meet the requirements of the NCVO Good Governance Code.

RESPONSE OF THE BOARD

That in response to resolution (i) the comments be noted.

Resolution (ii) of the Advisory Committee: That the Board be informed that the Advisory Committee would like an opportunity to contribute towards the 3 year business plan for Alexandra Palace before it is approved.

RESPONSE OF THE BOARD

That in response to resolution (ii) the request be rejected and that it was not appropriate for the Advisory Committee to see any 3 year business plan for Alexandra Palace before it had been approved by the Board.

APBO27. ANY OTHER UNRESTRICTED BUSINESS THE CHAIR CONSIDERS TO BE **URGENT**

NIL

APBO28. EXCLUSION OF THE PUBLIC AND PRESS

The Chair advised that the next scheduled meeting of the Board on 22 April 2010 would be cancelled due to the nearness of the meeting to the forthcoming local elections, and the need to ensure that Board members would not be politically compromised prior to the election.

The Clerk to the Board advised that should the need arise for non controversial business to be considered then an Urgency panel or Special meeting of the Board would be convened.

NOTED

RESOLVED

That the press and public be excluded the from the meeting for consideration of Items 12, 13, and 14 as they contain exempt information as defined in paras 1,2, 3, and 5 of Section 100a of the Local Government Act 1972 (as amended by Section 12A of the Local Government Act 1985); namely information relating to an individual, information which is likely to reveal the identity of an individual, information relating to the business or financial affairs of any particular person (including the authority holding that information), information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.

At this point in the proceedings Mr Gill, Ms Kane, and Ms Downie left the proceedings for the remainder of the meeting.

SUMMARY OF EXEMPT CONFIDENTIAL PROCEEDINGS

APBO29.	STAFFING ISSUES
	AGREED RECOMMENDATIONS
APBO30.	OFFICER DELEGATION
	AGREED RECOMMENDATIONS
APBO31.	MINUTES
	AGREED – the exempt minutes of the Alexandra Palace and Park Board held on 12 January 2010 with an amendment
APRO32	ANY OTHER EXEMPT BUSINESS THE CHAIR CONSIDERS TO BE URGENT
AI DOOL.	ANT OTHER EXEMIT POOMEGO THE SHARK GONGIDERG TO BE GROENT
	Nil.
	The Chair on behalf of the Board thanked all officers for their work during the past year

The meeting ended at 21.00hrs.

COUNCILLOR PAT EGAN Chair