

**Minutes of the CGLMC Ltd Full Meeting Held in the Boardroom, Links House on Monday
12th November 2018**

Present: P Sawers (Chairman), C Yule, J McLeish, I Frier, L Gordon, K Fraser, G Paton, D Cheape, G Murray, J Gilbert, T Healey, A McColgan, R Myles

In Attendance: M Wells (Chief Executive), A Simpson (Finance Director)

The meeting began at 1857 hours.

1. Apologies:

A McArtney, A McKeown

a) Any Additional Agenda Items

M Wells requested a discussion regarding full board meeting times and frequency.

c) Declarations of Interest

I Frier and J Gilbert declared an interest in the Code of Conduct. M Wells explained that this item, from a supplier, was shown for information purposes only.

2. Approval of the Minutes of the CGLMC Ltd Full Meeting of Monday 10th September 2018

Approved: G Paton

Seconded: T Healey

a) Matters arising therefrom

Lighting

D Cheape enquired about how the lighting outside Links House was progressing. M Wells explained that the lighting directly outside was complete, but an additional 3 lamp posts were currently being installed next to the road and black slab car park.

3. Health and Safety

M Wells explained that an external Health & Safety company had been brought in carry out an audit and produce a fresh set of H&S policies for the organisation. A sample of the H&S policy document and index of individual policies was attached to the agenda to demonstrate to the Board the nature of what was being rolled out throughout the organisation over the next few months. He explained that these would continue to be developed and integrated into the organisation, which an emphasis on staff adopting a culture of H&S within the business, carrying out training where appropriate. T Healey commented that the policies were excellent, but asked that a separate HAVS policy be introduced, especially for the greenkeeping side of the organisation. M Wells agreed to see to this.

A discussion took place regarding the introduction of a full time H&S position within the organisation. It was agreed to have further discussions and take time to evaluate this position, before making a final decision.

4. Chief Executives Report

Use of Links House and Season Ticket Holder Engagement

M Wells presented a paper to the board considering findings on the day to day use of Links House, with staff having now occupied the building for over 6 months. The paper highlighted the staff's recommendations on the best use of the areas within the building and considered findings from the Season Ticket Holder survey regarding the lockers for use by Season Ticket Holders.

He advised that the current locker rooms are underutilised, and the staff proposed that a better use of space would be to supplement the existing locker rooms with additional lockers to meet the requirements of both Season Ticket Holders and visiting golfers. This would present a more fulfilling use of space and enable other rooms within the building to be used for other business opportunities.

G Murray, the Finance Convener, asked that the design and costings be brought to the Board to alleviate any concerns over available space within the existing locker rooms to accommodate this. K Fraser suggested that it would be useful to provide the Board a pictogram of the ground floor and the intended use to be considered in alignment with proposed costings.

The Board agreed with the concept of supplementing the existing locker rooms with additional lockers and a caddie cart area. It was agreed that the executive would take back recommended designs options and costs for approval. It was also agreed that a plan highlighting the uses of ground floor rooms would be provided when available.

A Simpson updated the Board on the continual work being carried out to rectify snagging issues and more significant building concerns within Links House. He explained that meetings continued to take place with main contractors Ogilvie's, and WJR Christie to get these issues addresses and closed out as soon as possible.

Opening Hours

M Wells explained that a print out of all the winter opening hours for Links House, Pro Shop and The Rookery was enclosed within the agenda for the boards information.

Business Action Plan

M Wells presented an updated version of the business action plan, re-iterating from the previous board meeting that reference to the business action plan would become an integral part of the full board agenda, to judge the performance against the objectives set out in the 3-year business plan.

It was decided that the 2019/20 action plan be brought to the next full meeting.

The Open De Brief

M Wells explained that he had attended The Open Silver group de brief meeting recently, which essentially closed out 147th Open Championship business from an executive administration perspective. The R&A gave the new Links House building a glowing report for use as a players' facility and with the record crowds, fantastic national and international media coverage, Carnoustie couldn't have been shown in a better light. This year's Open has certainly helped Carnoustie contribute to building a positive perception as a long-term Open venue.

Local Club Captains Meeting

M Wells advised that the meeting he and the Finance Director had held with the local Club Captains had been well received and that the Captains had been supportive of the executive looking at all aspects of the business, including the Season Ticket Holder model, governance and commerciality of the organisation. M Wells explained that he wanted to engage on a more regular basis with the local clubs going forward and proposed engaging with them and other external stakeholders to discuss the Season Ticket Holder model. Once local clubs and other key stakeholders had been engaged with, the executive would bring final recommendations for a potentially revised STH model to the Board for approval.

J Gilbert asked for brief notes of what was discussed at future Captains meetings, to be passed to Trustees, which was supported by G Murray. This was agreed.

D Cheape stated that there had been lack of communication in the past and these meetings would be welcomed by all parties. K Fraser agreed and said that he was fully supportive of this approach.

Season Ticket Holder Review

A Simpson explained that he was in the advanced stages of the Season Ticket Holder review and he anticipated it would be presented to the Board in the first quarter of 2019. He explained that the modelling has utilised over 40 million data points and is solely based on facts.

It was agreed that a separate meeting of the full Board would be required for the presentation once ready and after engagement with key stakeholders as agreed in the previous point.

Code of Conduct

A Simpson explained that Caddie Master, A Roy, had produced a Code of Conduct to be introduced within a caddie programme for next season. This Code of Conduct has been passed to the Trustees for information purposes only by A Roy, the contracted service provider for caddie services at Carnoustie Golf Links.

The Trustees commended the contractor on this policy and it was agreed that a similar Code of Conduct should be introduced for Carnoustie Golf Links staff and Trustees.

Sales and Marketing

K Speirs gave a presentation on the brand and marketing plan, which was welcomed by the committee. M Wells indicated that Sales and Marketing would be presented again to the board in due course as this area of the business matures.

Gifts and Hospitality Policy

A Simpson summarised the proposed gifts and hospitality policy, presented to the board within the agenda, which was to replace the organisations current register.

T Healey suggested that a minimum monetary limit be introduced. A Simpson explained that this had been considered, but it was decided to have everything declared to begin with and then reassess it at a later date.

K Fraser asked for the wording “Trustees” to be added under the policy breach section. A Simpson agreed.

The Trustees agreed to approve:

- i) The implementation of the Gifts and Hospitality Policy as provided.

Project Drive

K Fyffe, a consultant brought in for this agenda point, gave a presentation on Project Drive, including an appraisal of recent staff engagement survey results. The presentation also included an assessment of the organisational requirement for an HR role.

M Wells thanked Karrie for her comprehensive summary of project drive and suggested to the board that the executive team had now carried out what was asked of by the Board in April, about an HR position in the organisation. He explained that based on the status presented in the project drive report and experience of day to day organisational issues, it was now the time to recruit a full time HR Manager. The board discussed that a fixed term contract may be a consideration and concluded that the executive can decide if this would be a suitable position to take in the first instance.

The Trustees agreed to approve:

- i) The recruitment of a HR Manager as stated in the report.

Organisation Chart

M Wells explained that a copy of the evolving organisation chart had been attached for the Trustees information.

A Simpson informed the board that a more robust approach is being taken concerning the replacement of existing roles and confirmed that business cases were required to be submitted by the applicable manager if a position becomes available in their department.

GDPR

M Wells advised that Thorntons had carried out a GDPR audit on the organisation and provided a GAP analysis for the Senior Management Team to work through. He explained that a full report identifying the organisations compliance status with regards to GDPR will be provided at the next full board meeting.

VAT Reclaim

A Simpson explained that HMRC had rejected the organisations claim regarding a special method approach to VAT. Another option had been thoroughly looked at, but after taking all matters into consideration, the organisation has decided not to pursue this case any further.

Online Shop

M Wells explained that the executive was unhappy with the online shop offering and had decided to terminate the contract with the current provider. He advised that the organisation is currently looking to the market for another company to run the online shop.

Junior Season Review

M Wells advised that the Junior programme had an extremely successful season and alluded to the report, which had been brought to the Board, which all agreed was excellent reading. M Wells expressed his thanks to Keir McNicoll, Rebecca Tully and Sean Fay for all their hard work with the Junior coaching over the year.

The Return of The Open

M Wells provided the Board with a private and confidential update on current discussions regarding Carnoustie and The Open Championship. This update is recoded in a Private and Confidential minute.

5. Risk Register

A Simpson provided the board with a synopsis of the Risk Register highlighting the areas of significant risk that are currently being worked through. He emphasised that the board were only provided with red items in the register and that a culture was being developed internally to use the risk register as a live/ every day tool for use throughout the organisation.

6. Companies House

A Simpson advised that the statutory accounts would be ready for the next Finance meeting in December. He also explained that the secretarial duties related to Companies House matters would be taken in house from March 2019.

7. Greens and Environment Business

a) Approval of Minutes of the Greens Meeting of Monday 15th October 2018

Approved: I Frier

Seconded: L Gordon

b) Matters Arising Therefrom

J Gilbert advised that the Winter Works Report had been brought to the Board and as there were no questions, these would be carried out as stated.

J Gilbert asked for the executive to investigate and report back on the issues around free access to the Buddon and Burnside courses after 1pm during the winter. He also asked the executive to consider how we can use existing personnel to provide a policing role on around the courses similar to what the rangers used to provide. M Wells agreed to look at this and report back.

8. Finance Business

a) Approval of Minutes of the Finance Meeting of Monday 24th September 2018

Amendments:

C Yule's name to be added to the list of attendees.

Point 4. Remove the sentence beginning "A McKeown highlighted".

Approved: T Healey

Seconded: K Fraser

b) Matters Arising Therefrom

Tassie

P Sawers asked for the agreement of the Board that the Finance sub-committee, when they meet in December, can discuss and approve the Tassie price for 2019.

The Board agreed.

Management Accounts

A Simpson covered the management accounts, October results and the full year forecast.

G Murray congratulated A Simpson, D McDonald and D Sturrock for the excellent reporting.

M Wells also passed on his thanks for all the work carried out recently in the finance team providing strategic financial reporting for the board to consider.

9. Tournament Business

P Sawers explained that as the Convenor was unavailable at this meeting, C McLeod would email the Trustees the Tassie results.

10. Community Benefits Business

a) Approval of Minutes of the Community Benefits Meeting of Wednesday 24th October 2018

Approved: J McLeish

Seconded: P Sawers

b) Matters Arising Therefrom

Grants and Donations

G Paton asked for approval of the grants and donations as discussed by the Community Benefits sub-committee as listed on the report provided to the Board.

The Trustees approved:

- i) Grants and donations to the 18 groups and organisations as listed on the report presented to the Board.
- ii) A donation to the Carnoustie branch of The British Legion to help support their charitable activities.

11. Meeting Times

M Wells proposed that the frequency of full board meetings be changed to possibly quarterly and the time be brought forward to within working hours. He suggested that he come forward with options at the next meeting.

It was agreed that the next full board meeting would take place at 5.30pm. The executive is to bring options for meeting dates.

12. Note of Thanks

P Sawers said that on the behalf of the Trustees' she wanted to pass on her thanks to G Paton for his hard work during his 19 years' service on the Carnoustie Golf Links Board and as Community Benefits Convenor.

M Wells said that on behalf of Carnoustie Golf Links he congratulated P Sawers on receiving the special recognition award at the Scottish Golf Tourism awards. P Sawers thanked him and congratulated the executive, A Reid and the greenkeeping team for winning the Best Golf Course award at the Scottish Golf Tourism Awards recently.

There being no further business the meeting closed at 2213 hours.