

**ITEM No ...5.....**

**REPORT TO:** POLICY AND RESOURCES COMMITTEE – 11 SEPTEMBER 2017

**REPORT ON:** LEISURE & CULTURE DUNDEE, SCIO (SC042421) – AMENDMENTS TO CONSTITUTION

**REPORT BY:** DIRECTOR, LEISURE AND CULTURE

**REPORT NO:** 218-2017

**1.0 PURPOSE OF REPORT**

To seek approval for amendments to the Constitution of Leisure & Culture Dundee.

**2.0 RECOMMENDATIONS**

- 2.1 The Committee and members of Leisure & Culture Dundee are asked to agree the proposed changes as detailed.
- 2.2 The Committee and members of Leisure & Culture Dundee are asked to agree to introduce six monthly briefing sessions to which all Elected Members would be invited and at which issues relating to services provided by Leisure & Culture Dundee can be discussed.

**3.0 FINANCIAL IMPLICATIONS**

None.

**4.0 BACKGROUND**

- 4.1 Dundee City Council approved the formation of a charitable organisation to manage leisure and culture facilities in Dundee in February 2011 (Article II, Policy and Resources Committee, 10 February 2011, Report 71-2011 refers).
- 4.2 In the intervening six years, the partnership between Leisure & Culture Dundee and Dundee City Council has continued to mature and develop.
- 4.3 The Board of Leisure & Culture Dundee has been renewed on a number of occasions through a public appointments process and is a strong independent body of Trustees who have a clear appreciation of their role and the partnership with the City Council.
- 4.4 The City Council commissioned an internal audit of governance which reported to the Scrutiny Committee on the high standards of governance and probity and confirmed that there were no issues of concern relating to governance of the SCIO. (Article II, Scrutiny Committee, 22 August, 2012, Report 309-2012 and Article VI, Scrutiny Committee, 12 February 2014, Report 76-2014 refers)
- 4.5 Over the last five years, Leisure & Culture Dundee has worked with OSCR (Office of the Scottish Charity Regulator), VOCAL (the national association for culture and leisure managers), and COSLA (Convention of Scottish Local Authorities) to support other local authorities and trusts in considering how best to configure their future governance and operational arrangements for the delivery of services such as leisure, arts, heritage, culture and sport.
- 4.6 In December 2016, office bearers of Leisure & Culture Dundee and representatives from Dundee City Council commenced a process of reviewing the constitution to ensure it remained fit for purpose and, following consultation with OSCR, the proposed amendments are intended to refresh the constitution and to ensure that, going forward, it allows Leisure & Culture Dundee to thrive while protecting the public interest in the services it delivers.
- 4.7 A number of the changes proposed reflect the fact that the original constitution was drafted prior to the formal establishment of Leisure & Culture Dundee and can now be deleted.

Copies of the Constitution have been passed to Lord Provost and Group Leaders.

The substantive changes are as follows:

#### **4.7.1 Composition of the Board**

To reduce the number of Elected Members appointed to serve on the Board from four to three. This reflects OSCR's guidance and is intended to avoid a situation where the total number of Council appointed trustees ever exceeds the total number of independents.

Accordingly, the number of independent charity trustees would be increased from seven to eight.

#### **4.7.2 Retiral of Trustees**

The normal term of office for a Trustee serving on the Board of Leisure & Culture Dundee is defined as "a period of six years", after which the Trustee is required to retire from office at the AGM which follows. Amendments are intended to ensure that both independents and Trustees appointed by the Council are put on equal parity.

#### **4.7.3 Office Bearers**

Originally, provision was made for a Secretary. It has been found over the last six years that such a role is not required and that secretarial functions are performed by officers of Leisure & Culture Dundee, with support from Dundee City Council's Committee Services Section.

It is proposed to delete the requirement to fill this role.

In line with recommendations from OSCR the appointment of the Chair would be remitted to the Board.

#### **4.7.4 Nominations Committee**

The proposed change is to ensure that there is clearer guidance given in the make-up of any future Nominations Committee.

#### **4.8 Implementation**

Subject to approval, the recommendations contained within this report would be effective from the date of the next AGM, 15 November 2017.

### **5.0 POLICY IMPLICATIONS**

This report has been screened for any policy implications in respect of Sustainable Development, Strategic Environmental Assessment, Anti-Poverty, Equality Impact Assessment and Risk Management. There are no major issues.

### **6.0 CONSULTATIONS**

The Council Management Team, the Board of Leisure & Culture Dundee, and the Office of the Scottish Charitable Regulator (OSCR) have been consulted in the preparation of this report.

### **7.0 BACKGROUND PAPERS**

None.