

**National Centre for Circus Arts**  
**Minutes – Meeting of the Board of Trustees**  
**Tuesday 5 December 6.30pm**

Chaired by: Alison King (AK)  
 In attendance: Sean Lynskey (SL)  
 Stuart Smith (SS)  
 Esther Wallington (EW)  
 Diana Salazar (DSa)  
 Darshak Shah (DSh)  
 Paul Steggall (PS)  
 Maureen Nicholas (MN)  
 Nimisha Carver (NC)  
 Kate White (KW), CEO  
 Glen Stewart (GS), Director of Professional Development  
 Dan Cowdrill (DC), Commercial Director  
 Frances Keyton (FK), Office Manager & Clerk to the Board (Minutes)  
 Roxanne Ramnauth (RR) Head of Finance  
 Joe O'Neill (JO'N) Observer

**1. Apologies**

1.1 Apologies were received from Mark Friend, Rachael Williams, William Underhill, Cameron Brookhouse and Brett Carron.

1.2 It was acknowledged that the meeting was quorate.

**2. Declaration of Interests**

2.1 There were no declarations of interest.

**3. Minutes of the last meeting**

3.1 The minutes of the meeting held on 11 July 2023 were **confirmed** as a fair and accurate record of the meeting.

**4. Action Tracker and Matters Arising not elsewhere on the agenda**

4.1 A call for any remaining trustees to complete their online NSPCC safeguarding training and to return their Declaration of Interest forms to FK.

*Action – FK to check who has and hasn't sent back.*

4.2 DSh and GS to consider best practice for conversion strategies - ongoing

4.2.1 There was a discussion around bringing this action to the Academic Board or the Finance Committee. It was decided that it could be alluded to in the Finance Committee but should remain in the full Board Meeting agenda. Student recruitment would always be an item for Academic Board

4.3 SS to share 'pulse' surveys recently used following a restructure – ongoing.

4.4 DSa to send the wording she would recommend around equality, diversity & inclusion in terms of reference for subcommittees to KW – ongoing.

4.5 The remaining actions were completed.

**5. Chair's update**

5.1 AK acknowledged how brilliant the scratch night in Leicester Square was. With 355 attendees, it was an improvement in audience numbers on last year and a huge success. Congratulations were offered to everyone involved.

- 5.2 Gratitude was extended to Kate Cavelle who has served her time as a trustee, for her support and her contribution over the last 9 years.
- 5.3 The board welcomed the new COO, Joe O'Neill. Joe will start in post in January.
- 5.4 The degree shows at the end of the summer were commended.
- 5.5 Our first full year in the OfS has come to an end, along with the transition caused by the loss of ACE funding and subsequent staff redundancies. Praise and thanks were offered to SMT and the organisation for navigating a challenging year.

## **6. RAN Committee**

- 6.1 The minutes of the meeting on 6 November 2023 were received.
- 6.2 KW confirmed that she will be leaving the organization at the end of this academic year after 17 years. The board thanked her for giving plenty of notice for the succession process to take place.

## **7. Audit Committee**

- 7.1 The minutes of the meeting on 21 November 2023 were received.
- 7.2 Huge thanks were given to RR for her work on the audit.
- 7.3 It was noted that there were two red flag items in the audit which seemed overly cautious. Upon explanation, although these were reconciliation issues, they were not serious but automatically flagged as red by the auditors by their nature.
- 7.4 The accounts were approved by the full board.
- 7.5 The Board was satisfied that NCCA is a Going Concern.
- 7.6 It was agreed that the accounts could be signed off by WU, AK and KW.

## **8. Finance Committee**

- 8.1 The minutes of the meeting on 14 November 2023 were received.
- 8.2 DS noted an improvement in finances versus the forecasted budget, but reminded the board that there will be a negative impact on this year's finances.
- 8.3 DS observed little variation in the pattern of our costs over the last 5 years.
- 8.4 There will be more discussion around the purpose of the reserves and therefore how we should set reserves targets in future. The Finance Committee will bring a paper to the board outlining this in the new year.

## **9. Academic Board**

- 9.1 The minutes of the meeting on 22 November 2023 were received.
- 9.2 The degree meetings have been restructured. Instead of the Staff Student Teaching and Learning Committee, there is now a Student Voice Forum, and the Learning and Teaching discussions will happen separately. Both will feed back into the Academic Board.
- 9.3 It was noted that the OfS compliance regulations were a good tool in order to stay compliant and on track, but that they are difficult to digest. Stevie Taylor (Head of Academic Administration) is working on drip-feeding the necessary information to students in a measured way.
- 9.4 There was an excited discussion about the possibility of seeing students for a part audition in Las Vegas, as part of VivaFest in March. This will be the first time we have done anything similar and we hope it will help us to build more connections with American circus schools. Three staff members will be going along to represent the school and will be judging on the competition panel as well as running workshop events.
- 9.5 With regards to student numbers, we had the lowest number of applications ever for our 2023 intake. Despite this we managed to fill 30 spaces. We then lost some students due to confusion around international fees for students now including EU students post

- Brexit. A decision was made to admit 2 students from the waiting list who are now settling in well but have more work to do, and require more support.
- 9.6 There is a huge amount of neurodiversity in the student body which is offering a challenge to both students and staff.
- 9.7 There is a desire for NCCA to formalize and further develop the support we give to neurodivergent students, but currently there is no capacity in any role that can take on that extra strand of work.
- 9.8 The student open day on 1 December was a success with around 35 prospective students in attendance, and we are aiming to hold another one in March. Praise was extended to Jo Young for organising it.

## **10. Equality, Diversity & Inclusion Committee**

- 10.1 The minutes of the meeting on 12 October 2023 were received.
- 10.2 DC explained the decision to reinvigorate the agenda and the meeting's direction once a new chair is in place.

*Action - AK to speak to Kaveh about their ongoing involvement in the EDI Committee and to MN about potentially joining the group and taking on the chair role in time.*

## **11. Departmental Reports**

- 11.1 A question was raised around cybersecurity. KW confirmed we have a cybersecurity policy and that SpirIT provide us with protection. It was added that as part of the induction process, every employee undertakes data protection training.
- 11.2 It was noted that our IT contract ends next year, and there is a strong desire to move to more cloud-based resources as we are well aware that our servers are outdated.
- 11.3 We now have another year to submit our APP, which gives us more time than we thought since OfS created a 'third wave' for resubmission of APP's last week. We have joined an organisation called SEER who will offer us a lot of help and support around both the creation of the APP and also the evaluation and publication of outcomes.
- 11.4 Our off-site physiotherapist has reported concern around several students' mental health and historic trauma. This has been picked up by the student support manager and Head of Academic Administration. We are looking into bringing in the physio for a full student screening again in future although students are asked to disclose any issues at the point of application.
- 11.5 The most recent commercial hire (Project Norway) was discussed, with special praise of the fact that students, graduates and members of our professional community were employed as well, bringing circus to the forefront of a commercial hire. The team aim to encourage clients to use circus where possible and suitable.
- 11.6 The Trusts and Foundations manager left in October, and we hope to create a new role of Giving Manager in the new year with a focus on individuals but with a broader fundraising remit overall.
- 11.7 There was a discussion around recreational classes and whether we should look at creating more levels for long-standing students who can feel 'stuck' at level three.
- 11.8 There was a question around how we deal with negative Google reviews. This will be discussed with the new Marketing Manager.
- 11.9 The presence of NCCA staff, supporting graduates and students at Edinburgh Fringe Festival was commended.
- 11.10 KW urged all trustees to go and see the Rebel Pucks shows this Winter. They have been selected for the Cirque Du Demain festival 2024 in Paris. The National Centre is supporting their training and rehearsal and the company of eleven artists are almost all graduates.

## **12. Any other Business**

12.1 There was a plea for more volunteers to be student business plan mentors. The students have to write a business plan and they benefit from building a relationship with a professional. This role is not labour-intensive and will mainly require involvement between March and May 2024. There are 21 students and we currently only have 7 mentors. Equally, if trustees know any colleagues/friends who would have capacity for this, their support would be appreciated.

*Action – trustees to volunteer as student mentors / put colleagues forward*

*Action - AK to contact previous trustees as well*

12.1 After the recent reorganisation of committee members, if anyone is not happy with a committee they are on, they are encouraged to contact AK.

12.2 Enormous gratitude was extended to all trustees for their help this year.

**Date of next quarterly Board meeting – Tuesday 6 February 2024**



**National Centre for Circus Arts**  
**Minutes – Meeting of the Board of Trustees**  
**Tuesday 6 February 2024 6.30pm**

Chaired by: Alison King (AK)  
In attendance: Sean Lynskey (SL)  
Esther Wallington (EW) [via Zoom]  
Diana Salazar (DSa)  
Darshak Shah (DSH)  
Paul Steggall (PS)  
Mark Friend (MF)  
Rachael Williams (RW)  
William Underhill (WU)  
Cameron Brookhouse (CB)  
Brett Carron (BC)  
Maureen Nicholas (MN)  
Nimisha Carver (NC) [via Zoom]  
Kate White (KW), CEO  
Glen Stewart (GS), Director of Professional Development  
Dan Cowdrill (DC), Commercial Director  
Roxanne Ramnauth (RR) Head of Finance  
Joe O'Neill (JO'N)  
Frances Keyton (FK), Office Manager & Clerk to the Board (Minutes)

**1. Apologies**

- 1.1 Apologies were received from Stuart Smith.
- 1.2 It was acknowledged that the meeting was quorate.

**2. Declaration of Interests**

- 2.1 There were no declarations of interest.

**3. Minutes of the last meeting**

- 3.1 The minutes of the meeting held on 5 December 2023 were **confirmed** as a fair and accurate record of the meeting.

**4. Action Tracker and Matters Arising not elsewhere on the agenda**

- 4.1 Safeguarding - Remaining trustees to complete online NSPCC safeguarding training.
- 4.2 EDI Committee - AK to speak to MN who has joined the group about possibly taking on the chair role in time.
- 4.3 The remaining actions were completed.

**5. Chair's update**

- 5.1 Gratitude was extended to everyone who came to FD2 Ensemble show, and the students and team were congratulated.
- 5.2 AK encouraged trustees to go to watch the BA Ensemble performance from 22-24 February at Arts Depot.
- 5.3 AK met recently with the Arts Council to talk about the sector. They are very keen for NCCA to return to the national portfolio and are encouraging us to submit some project proposals for grants for the arts to ease our way back in before the new national portfolio round opens for 2027.

## 6. RAN Committee

- 6.1 The minutes of the meeting on 9 January 2024 were received.
- 6.2 There was a query around why the comfortable number of trustees is 20. It was confirmed that 20 provides a good safety net and populates the subcommittees well enough to give cover in case any trustees cannot attend a meeting. However the main driver for ongoing trustee recruitment is ensuring the composition of the board is right and shows our commitment to diversity and inclusion.

## 7. Audit Committee

- 7.1 The minutes of the meeting on 23 January 2024 were received.
- 7.2 The cost of the Buzzacott audit was queried. RR confirmed additional fees beyond the original quote were £3k for NCCA, £1.25 for CSE and CSP, and £7.5k for the VAT report.
  - 7.2.1 Going forwards the aim will be for more upfront clarity on costs from Buzzacott to be implemented at the first stage audit planning meetings.
- 7.3 The Audit committee will soon be undertaking its effectiveness reviews of the other sub committees.

## 8. Risk Register

- 8.1 The latest risk register was received.
- 8.2 It was suggested that we increase the post-mitigation risk 1 of '*Failure to meet earned income targets*' from 2 to 3 on impact.
- 8.3 The financial section of the risk register will be reviewed upon receipt of the updated finance report from the Finance Committee.
- 8.4 A question was raised around whether we needed risk 12 '*Pandemic outbreak limits NCCA's ability to deliver programmes*'. It was agreed we would leave it for the time being.
- 8.5 It was agreed we would review the importance of the Trusts and Foundations risk alongside the broader risk around fundraising in general.
- 8.6 The Risk Register was approved in its current form, with the caveat that this is a constantly changing document.
- 8.7 It was decided we would review the risk register periodically, making it a standing agenda item.

*Action – add risk register as a standing agenda item for every audit committee and annually for the full board*

## 9. Finance Committee

- 9.1 The minutes of the meeting on 16 January 2024 were received.
- 9.2 DSh gave an overview of the meeting highlighting the fact that NCCA is looking at a deficit of 150k against a budgeted deficit of 50k. This is due to the loss of ACE funding, unexpected maintenance costs, and commercial revenue shortfall.
  - 9.2.1 DSh outlined the need to consider solvent liquidation, especially the maximum liability we have to fulfil our obligations to students in our reserves planning.
  - 9.2.2 GS confirmed that the students operate on a pay as you go system, so HE are compiling a statement that in the event of solvent liquidation, students will complete the year they are currently in, and will receive that certification.
  - 9.2.3 DSh encouraged us to go back to the CMA's new wording to ensure we are within the guidelines for student obligations.
- 9.3 DSh also highlighted the analysis of the 5 year AFR forecast.

*Action – 5 year AFR forecast to be sent to all trustees*

- 9.4 There was a query about the last valuation of our 3 leases. DSh confirmed they had a combined value in excess of £8 million, but that there are charges on these. It was noted that if we could write this into the forecast, it might be a more positive overview.

## **10. Academic Board**

- 10.1 The minutes of the meeting on 22 November 2023, the OfS compliance tracker, EORR & Programme monitoring report were received.
- 10.2 WU requested a simplified rundown of deadline dates within the OfS compliance tracker.
- 10.3 It was noted that the link to the CMA compliance tracker doesn't work in section C.
- 10.4 KW outlined the process of how we recruit an external examiner.
- 10.5 There was a request for the EORR to be shared with the EDI committee.

*Action – Send EORR to EDI Committee*

## **11. Equality, Diversity & Inclusion Committee**

- 11.1 The minutes of the meeting on 25 January 2024 were received.
- 11.2 JO'N gave an overview of the recent meeting, noting how the committee is being re-energised.
- 11.3 MN gave an insight into how we can improve the committee, noting the need of a periodic reminder of what the EDI Committee has achieved so far, with each new intake of students.

*Action - RW to share document with EDI committee on how they have diversified their working groups at Streetwise Opera.*

- 11.4 There was a question around how the HE Assist programme might have a greater impact with a higher budget. GS explained that HE Assist budget (£2k) is managed through L&P but that we would benefit from some additional budget going to HE for their workshops, such as at Swindon Dance.
- 11.4.1 DSh queried whether we could package this programme as outreach and obtain external funding that way.

## **12. Departmental Reports**

- 12.1 Operations & Administration
- 12.1.1 There was a question around the cost of the buddleia removal, for which we have been quoted £30k. It was confirmed that although we remove it and spray it each year, it's now a bigger issue of regrouting and repairing cracks in the wall which have been caused by both the buddleia and possible movement in some steel beams.
- 12.1.2 It was suggested that we make a case to the building 'chargees' complaining about inherent problems since we started leasing the building, to try and get a release of around £100k to increase the health of our bottom line.
- 12.1.3 WU suggested we look into investing cash with Insignis Cash.
- 12.1.4 JO'N confirmed that we have to reach a final decision on our IT strategy by 24 May as that's when we have to consider renewal with our existing supplier. A review of all IT provision is well underway.
- 12.2 Professional Development
- 12.2.1 There was a question around to what extent neurodiversity is impacting the learning environment. GS highlighted how the quiet room is helpful, but that we could benefit from an additional person with neurodiversity experience to be on hand for support during lessons with larger student groups. It may well be that we have to consider our maximum capacity for neurodivergent students in the student cohort within our recruitment processes.
- 12.2.2 There was a question around disability support. GS confirmed that the disability support pot is there for a student to apply for independent of what is supported within



our APP. We haven't observed any gaps in our provision, which is exemplified by our student results, and by how students seem to settle in more in the second year.

#### **12.3 Commercial**

12.3.1 DC explained the thinking behind choosing not to hire a Trusts and Foundations manager currently. He noted that by hiring one, we would be looking at a salary of £35k, which means that they would have to raise £75k per year to make a significant difference.

12.3.2 RW confirmed that the fundraising sector is struggling for arts organisations. RW suggested either increasing student numbers or fundraising via galas to improve growth, and also suggested hiring a consultant to help with the decision-making process around how to proceed and design a new fundraising strategy. It was agreed that we need a long-term investment in this area, but that it's the right decision to pause the hiring of a Trusts and Foundations manager.

12.3.4 NC suggested marketing our funding requirements as 'educational funding' rather than 'circus funding' to try and appeal more to corporate funders and their CSR schemes.

12.3.5 There was a suggestion of having a 'tap to donate' machine around the building and at our graduate shows, to encourage more individual giving. This could also be amplified by having more of a 'please donate' presence at the shows, maximizing the fact that people have just enjoyed themselves and are in good spirits.

12.3.6 RW confirmed that Streetwise Opera is 80% trusts and foundations funded with all their work focused on hard-to-reach groups, so investing in a Trusts and Foundations manager is a certain investment, whereas with our organisation it's an uncertain investment.

#### **13. Any other Business**

13.1 There was no other business.

#### **14. Trustees only session**

14.1 KW, DC, GS, RR, JO'N and FK left the meeting.

**Date of next quarterly Board meeting – Tuesday 30 April 2024**

**ACTION TRACKER AS OF FEBRUARY 2024**

DESCRIPTION	ACTION	OWNER	DATE RAISED	DATE DUE	STATUS
Safeguarding	Remaining trustees to complete online NSPCC safeguarding training.	SMT	11.07.23	asap	OPEN
EDI Committee	AK to speak to MN about potentially joining the group and taking on the chair role in time.	AK	5.12.23	30.4.24	OPEN
	RW to share document with EDI committee on how they have diversified their working groups at Streetwise Opera.	RW	6.2.24	30.4.24	OPEN
	Share EORR with the EDI committee	FK	6.2.24	30.4.24	completed
AFR forecast	5 year AFR forecast to be sent to all trustees	FK	6.2.24	asap	completed
Risk Register	Make risk register a standing agenda item	FK	6.2.24	asap	completed

**National Centre for Circus Arts  
Minutes – Meeting of the Board of Trustees  
Tuesday 30 April 2024 6.30pm**

Chaired by: Alison King (AK)  
In attendance: Sean Lynskey (SL)  
Esther Wallington (EW) [via Zoom]  
Diana Salazar (DSa)  
Darshak Shah (DSH)  
Stuart Smith (SS)  
Rachael Williams (RW)  
William Underhill (WU)  
Cameron Brookhouse (CB)  
Brett Carron (BC)  
Maureen Nicholas (MN)  
Glen Stewart (GS), Director of Professional Development  
Dan Cowdrill (DC), Commercial Director  
Joe O'Neill (JO'N), COO  
Frances Keyton (FK), Office Manager & Clerk to the Board (Minutes)

**1. Apologies**

- 1.1 Apologies were received from Paul Steggall, Kate White, Nimisha Carver and Mark Friend.
- 1.2 The meeting was quorate.

**2. Declaration of Interests**

- 2.1 There were no declarations of interest.

**3. Minutes of the last meeting**

- 3.1 In minutes point 9.2, the number should be 120 not 150.
- 3.2 With this amendment, the minutes of the meeting held on 6 February 2024 were **confirmed** as a fair and accurate record of the meeting.  
*ACTION – FK to amend minutes*

**4. Action Tracker and Matters Arising not elsewhere on the agenda**

- 4.1 All actions were completed.

**5. Chair's update**

- 5.1 AK thanked all those who attended the BA Ensemble show at Arts Depot.
- 5.2 Congratulations were extended to the team for continued high student numbers.
- 5.3 We have closed the CEO recruitment process, and had the first selection meeting last night.
- 5.4 Tickets will be on sale in 10 days for the third year final shows on 27/28/29 June.

**6. RAN Committee**

- 6.1 The minutes of the meeting on 25 March 2024 were received.
- 6.2 We are still looking out for new trustees, and would appreciate any recommendations.
- 6.3 The committee had discussed improving internal communications, and how we can improve relationships with those who only work a few hours at National Centre.

6.4 AK mentioned that the drop-in sessions and informal chats about new CEO recruitment had been very productive.

6.5 It was decided it would be beneficial to have more regular drop-in sessions (two a year) for staff members to speak to AK. If any other trustees want to volunteer their time for this as well, it would be appreciated.

*ACTION – AK/FK to organise more drop-in sessions between chair and staff members.*

*ACTION – Trustees to let AK know if they'd be available for drop-in sessions.*

## **7. Audit Committee**

7.1 The minutes of the meeting on 23 April 2024 were received.

7.2 The committee had conducted an audit of the Finance Committee.

7.3 WU thanked the members of the Finance Committee who responded to the committee effectiveness survey.

7.4 It was agreed that it would be useful for Finance Committee members to submit their questions in advance of the meeting.

## **8. Finance Committee**

8.1 The minutes of the meeting on 16 April 2024 were received.

8.2 The committee had analysed the second quarter data.

8.3 DSh explained that we have created two scenarios which show 1) the current financial situation with an emphasis on looking forwards, and 2) what the cost would be to liquidate the organisation should we need to.

8.4 Our obligation to students had been discussed and other higher education institutions had been researched.

8.5 It was explained that until we've finalised the scenarios and liquidation costs, we are not in a position to alter our current policy.

8.6 At the next FSC we will have data on the third quarter, which will help us create a framework for any big policy changes.

8.7 DSh outlined the reasoning behind planning for liquidation – although we do not currently have a need for it, some of the forward-planning scenarios seem precarious.

8.8 It was agreed that while it's important and useful to consider all scenarios and alleviate fears, we should not put pressure on the Senior Management Team to do the vast amount of extra work required.

*ACTION – DSh, KW and AK to have a meeting to set some clear parameters for potential scenarios, and to look at the reserves policy.*

*ACTION - Audit Committee to create a methodology for the reserves policy.*

## **9. Academic Board**

9.1 The OfS compliance tracker, EORR & Programme monitoring report were received.

9.2 GS gave a verbal update.

9.3 A company called SEER are helping us write our APP for next year and have been very useful.

9.4 The first APP committee meeting launches this week.

## **10. Equality, Diversity & Inclusion Committee**

10.1 The minutes of the meeting on 17 April 2024 were received.

10.2 The regularity of committee meetings is under review, to fit in more effectively with term dates.

10.3 We have created a recruitment working group, joined by MN.

10.4 The issue of safeguarding arose, which is now under review.

## **11. Departmental Reports**

#### 11.1 Operations & Administration

11.1.1 There was a question about the staffing shortage in front of house. JO'N explained that it is an ongoing result of last year's staff restructure and recent staff departures. We are conducting interviews for new staff members this week and have allowed for additional cover roles.

#### 11.2 Professional Development

11.2.1 Student numbers - offers have gone out to students for the next academic year. GS is hopeful that we will meet our target of 85.

#### 11.3 Commercial

11.3.1 We are £300 away from reaching £100k for recreational course sales this term, which is a huge success.

11.3.2 DC had a positive meeting with Arts Council and is working on funding application proposals.

11.3.4 DC highlighted how both the paid-for socials and our new Marketing Manager have had a very positive impact on the National Centre.

11.3.5 We are participating in the Pride march this year, (29<sup>th</sup> June) and invitations will be sent out next week for anyone who wishes to join.

11.3.6 We have reorganised the schedule on Fridays which *could* offer space for some Level 4 recreational classes.

#### 11.4 CEO

11.4.1 KW was not present so the internal communications update will be carried forwards to the meeting on 23 July.

*ACTION – FK to add internal comms update to July's agenda.*

#### 12. Any other Business

12.1 There was no other business.

#### 13. Trustees only session

13.1 DC, GS, JO'N and FK left the meeting.

**Date of next quarterly Board meeting – Tuesday 23 July 2024**

# ACTION TRACKER AS OF APRIL 2024

DESCRIPTION	ACTION	OWNER	DATE RAISED	DATE DUE	STATUS
Minutes	FK to amend a number in the minutes from 6.02.24 (point 9.2)	FK	30.04.24	ASAP	Completed
CEO succession/RAN Committee	AK/FK to organise more drop-in sessions for trustees and staff.  Trustees to let AK know if they'd be available for drop-in sessions.	AK/FK  Trustees	30.04.24  30.04.24	For review 23.07.24	Ongoing
Finance Committee/reserves policy	DSh, KW and AK to have a meeting to set some clear parameters for potential scenarios, and to look at the reserves policy.  Audit Committee to create a methodology for the reserves policy.	DSh, KW, AK  Audit Committee	30.04.24  30.04.24	ASAP  ASAP	Ongoing  Ongoing
Internal Comms update/ CEO report	FK to add internal comms update to July's agenda.	FK	30.04.24	23.07.24	Ongoing

**National Centre for Circus Arts**  
**Minutes – Meeting of the Board of Trustees**  
**Tuesday 10 December 2024 5:45pm**

Chaired by: Alison King (AK)  
 In attendance: Cameron Brookhouse (CB) [via Teams]  
 Esther Wallington (EW)  
 Darshak Shah (DSh) [via Teams]  
 Sean Lynskey (SL)  
 Rachael Williams (RW)  
 Brett Carron (BC)  
 Maureen Nicholas (MN) [via Teams]  
 Paul Steggall (PS)  
 Diana Salazar (DS)  
 Mark Friend (MF)  
 Jack Horner (JH)  
 Kate White (KW)  
 Glen Stewart (GS), Head of Learning & Engagement  
 Dan Cowdrill (DC), CEO  
 Joe O'Neill (JO'N), COO  
 Roxanne Ramnauth (RR), Head of Finance  
 Frances Keyton (FK), Office Manager & Clerk to the Board (Minutes)

**1. Apologies**

- 1.1 Apologies were received from Stuart Smith, Nimisha Carver and William Underhill.
- 1.2 The meeting was quorate.

**2. Declaration of Interests**

- 2.1 There were no declarations of interest.

**3. Minutes of the last meeting**

- 3.1 The minutes of the meeting on 23 July 2024 were approved.

**4. Action Tracker**

- 4.1 AK will be sending out personal emails to trustees asking them to be Vice Chair in the new year. This will be a fixed year position.
- 4.2 DSh suggested that 10.7 should be an action, and 10.10 needs to be changed to 'subject to review by the Finance Committee and the auditors.'
- ACTION – FK to change minutes and bring to next meeting for approval.*
- 4.3 All other actions were completed.

**5. Chair's update**

- 5.1 AK congratulated DC on his first term as CEO, and the Senior Management Team as a whole.
- 5.2 AK offered gratitude on behalf of the board to KW for 17 years as CEO.
- 5.3 AK congratulated everyone involved in the recent scratch nights at the Spiegeltent Leicester Square.
- 5.4 AK introduced new trustee JH.
- 5.5 AK thanked all the trustees for another year of sterling service, especially during a tough period for the arts, charitable and subsidised sectors.

**6. RAN Committee**

6.1 The minutes of the meeting on 12 November 2024 were received.

**7. Finance Committee**

7.1 The minutes of the meeting on 19 November 2024 were received.

7.2 The budget for 24/25 was initially proposed to the FSC in July, and after some small additions made in November, has been approved.

7.3 There had been some discussion about the reserves policy wording, and the current wording is reflective of the policy as a conservative estimate.

7.4 The FSC will have a dedicated discussion with SMT to finalise the policy, encompassing the potential downsides and the upsides.

**8. Audit Committee**

8.1 The minutes of the meeting on 26 November 2024 and the annual accounts were received.

8.2 MF outlined how the audit focused on IT and internal communications. Next year the auditors will be looking at GDPR and safeguarding.

8.3 The board approved the annual accounts for approval on a basis of 'going concern'.

8.4 The committee thanked JO and RR for their work on such a clean audit process.

8.5 The board approved the 5-year forecast as a developing document.

**9. Academic Board**

9.1 The minutes of the Academic Board meeting on 2 December 2024 were received.

9.2 GS shared the news that 12 out of 17 students received 1<sup>st</sup> class degrees at the end of the 23-24 academic year.

**10. Equality, Diversity & Inclusion Committee**

10.1 The minutes of the meeting on 20 November 2024 were received.

10.2 AK is still looking for a new Chair to replace her.

10.3 There is still more work to be done on the effectiveness of the committee.

10.4 DC outlined his intention to make the EDI Committee more of a scrutiny committee, looking at what the organisation is currently doing and how it can improve.

**11. Departmental Reports**

11.1 Operations, Administration & Hires

11.1.1 A question was raised about the recent staff turnover in the Operations department. JO confirmed that he feels the department will be in a stronger position from January onwards.

11.2 Internal Communications

11.2.1 DC had met with all administrative staff members to get their thoughts on the organisation.

11.2.2 DC expressed how it had been challenging to meet all the recent simultaneous deadlines which need board approval, and how perhaps changing the board meeting structure would ease this in the future.

**12. Strategy Day**

12.1 AK proposed Tuesday 4 February for a strategy afternoon before the next board meeting, from 2pm with refreshments provided.

**13. Introduction of new trustee**



13.1 JH introduced himself to the board, outlining his history of working in the circus and his passion for the sector.

**14. Any other Business**

14.1 DC proposed a restructure of board meetings for the academic year 25/26 and beyond, which would see the full board meetings roughly taking place in early October and then December, March and June.

**Date of next quarterly Board meeting – Tuesday 4 February 2025**

## ACTION TRACKER AS OF DEC 2024

DESCRIPTION	ACTION	OWNER	DATE RAISED	DATE DUE	STATUS
Vice Chair	FK to add this as an agenda point. Trustees to consider whether they would like to put themselves forward.	FK/Trustees	23.7.24	For review 4.2.25	Ongoing
CEO succession/RAN Committee	AK/FK to organise more drop-in sessions for trustees and staff.  Trustees to let AK know if they'd be available for drop-in sessions.	AK/FK  Trustees	30.04.24  30.04.24		Ongoing
Minutes	Change July's minutes 10.7 and 10.10 according to DSh comments – for approval	FK		4.2.25	