

**Minutes of a Meeting of the Board, held via Microsoft Teams
On Thursday 18th May 2023 – 8am**

Present: Trevor Brocklebank – Chair (“TB”)
Eleanor Underhill (“EU”)
**Marketing Cheshire
Directors** Sarah Callander-Beckett (“SCB”)
Steven Broomhead (“SB”)
David Walker (“DW”)
Tracey O’Keefe (“TO”)
Rob McKay (“RM”)
Philip Cox (“PC”)
Ian Brooks (“IB”)

In Attendance: Diane Cunningham (“DC”)
Sharon Pond (minute taker)

Apologies: Rob Charnley (“RC”)
Jamie Christon (“JC”)
Mark Goldsmith (“MG”)
Peter Mearns (“PM”)

- **Opening by the Chairman and Welcome**

TB welcomed Board members and thanked them for joining the meeting. It was confirmed that apologies had been received from RC, JC, MG and PM.

TB welcomed Diane Cunningham to her first Board meeting, Diane advised that she leads the Oneday team who are covering the CEO and Head of Marketing Roles. Diane is assisted by Rob March who undertakes the day-to-day management of the MC Team, Keith Blundell who is a tourism specialist working on the TBid and the Visitor Information Review, Matt Bell and Matt Roche.

- **Declarations of Interest**

TB asked Board members to advise of any declarations of interest.

- **Minutes and Actions from the last Meeting**

The Board confirmed that the minutes from the meeting on the 1st February were correct.

It was confirmed that the actions from the previous meeting have been dealt with.

- **Recruitment update**

TB advised that the recruitment of the Managing Director role has been temporarily delayed due to the uncertainties around what the role will be going forward and in what structure it will exist. As soon as we have further clarity on this, we will resume the recruitment for this role. The recruitment for the Head of Marketing vacancy is progressing as a permanent role and interviews are taking place on Friday 19th May.

- **Business Overview and LEP Transition**

TB advised that conversations are taking place at both LEP and MC levels. A Task and Finish group has been set up to ensure that the directors' recommendations and views are fed into the process to inform decisions for MC.

SB confirmed that the recent local election results in Cheshire meant a continuation, and therefore relative stability, in the running of those local authorities.

SB stated he would like to see MC remain as a sub-regional structure beyond April 2024, continuing to support and serve the visitor and hospitality sectors and with a degree of independent operational freedom.

DW advised that the Audit Group met on the 26th April and one of the outcomes of that meeting was to ensure that the board have a voice in the processes going forward. The audit group had discussed the risks associated with income and stressed the need for a clear business plan to ensure financial sustainability.

TO stated that we as board of directors of MC have a separate set of duties to ensure the business is moving forward. There is a need to retain a degree of independent thinking albeit that MC is a subsidiary of the LEP. It is a different business and need to ensure how, in the absence of an MD, we are maintaining our key relationships, developing partnership and commercial income and supporting staff.

SCB emphasised that the MC team have really stepped up and are doing a fantastic job so their contribution going forward will be really important.

DC advised that Oneday have been commissioned to look at the future options for MC. This work commenced last week and involves looking at structures. There are 130 DMO organisations across the country and 5 have been chosen for an in-depth review which are Manchester, Liverpool, North Wales Tourism, York and Yorkshire Coastal Bid. Alongside this Oneday will also review the successful LVEP DMOs. The report will look at the structures and legal entities of the organisations along with income structures, Board composition and membership. The report will not cover HR or legal aspects of implementation, so it will be important for this work to link into the governance work being undertaken by Ian Books.

PC advised that in terms of the legal decision-making process, as the LEP is the sole member of MC it places MC into the remit of the Local Authorities.

It was requested that the board have the opportunity to review the options and legal advice before the report is circulated outside of the organisation. It would also be beneficial to have an understanding of the outcome of the Local Authority meeting on the 2nd June.

SB reassured Board members that there is no appetite for Marketing Cheshire to be divided between the 3 Local Authorities.

IB confirmed that the MC Directors have a fiduciary duty to Marketing Cheshire, independent of the LEP, and advised that he has commissioned Mills & Reeve (the LEP's retained lawyers) and will include Marketing Cheshire in the scoping arrangement. Risks and issues associated with the transfer will be included in this scoping exercise.

TUPE rules will be triggered should the activities move into the Local Authorities, and this will mean that staff roles associated with these activities will be protected.

IB agreed to share the MC relevant parts of the report with the Board once the updated draft is available. It was agreed that it would be beneficial for this report to be linked with the work Oneday is undertaking.

Action IB

PC advised that there are added complications with the LEP transfer due to the assets owned by the company. It is a company Limited by Guarantee so with few means to distribute them to the LA. There may be a need to continue the LEP as a legal entity, under a different name, to address the net asset position.

SB voiced concerns on the number of hotels being used to house Asylum seekers and requested a report on the number of businesses in the area that are being used in this way as this will have a negative effect on our business tourism work. **DC to review report from Stoke on Trent City Council.**

Action DC

It was agreed that the MC Board would meet again early June and early July – **SP to look at dates.**

Action SP

TB advised that our purpose, what we are constituted to ensure we are delivering, is detailed in the articles of association and is legally binding. TB requested that Board members review these articles. **SP to circulate to Board for review.**

Action SP

TB stated that we are here to ensure our members' interests are being represented, the LEP is the only member of CWTB, therefore legally that is our obligation.

TB emphasised that there is a sense of urgency to maintain the momentum across Marketing Cheshire. How this process impacts our partners, and our external relationships is fundamental so will be a key focus for us.

TO – advised that it would be helpful to have a plan that sets out what we are doing over the next 12 months. **SP to circulate current delivery plan.**

Action SP

TB updated on discussions from the recent Task and Finish Group as follows: -

- MC has two primary functions, the visitor economy and the place marketing work. Place marketing is part of the LEP and economic strategy and is guided by the local authorities. The visitor economy orientates towards the private sector and benefits from being kept outside the local authorities, subject to funding. The data intelligence sits across both areas.
- A business voice in local planning and priorities is expected to continue via an independent business board with Clare Hayward becoming chair of this group and sitting on the Leaders and Chief Executives Group (LACE).
- The LEP has over the last decade brought huge economic investment to the area, facilitated sub-regional programmes such as the Pledge, Growth Hub, Destination Chester and Destination Cheshire.

Board members wishing to join the task and finish group to advise TB.

- **CEO Report**

DC referred Board members to the report circulated within the Board pack and highlighted the following key items: -

- Achievement of the LVEP status, there is also a national group being formed and VE have asked if they can have an observer on the board going forward.
- TBid is with Cheshire West and Chester to consider next steps.
- Destination Chester Showcase taking place 20th June.
- The Science Corridor launch on the 13th September.
- Keith is working on the short term let's review.

- The Visitor Information review included within the pack will go out to tender shortly.

Board members requested that going forward the following should be included within the board pack.

- Additional VE information for the wider Cheshire and Warrington area. It was questioned how we would measure how well Cheshire is doing outside Chester.
- TO asked whether future reports could link into the different lines of income to give a better understanding of trends and where extra focus is required.

Comments from Board

- It was questioned that with regard to the Partnership rate card what the pricing structure was based on and whether it is too low. It was advised that the sales team are finding the renewals quite challenging. **DC to discuss with the team and report back.**
- The need for a dynamic marketing plan detailing what we can offer partners was highlighted and it was suggested that the Destination Cheshire Group could help create this strategy. EU advised that the larger partners have their own marketing teams therefore the marketing may need to be targeted at the smaller partners, but this could be something that the new Head of Marketing can review once in post.

Action DC

- **Company Finances**

TB introduced IB to give an overview of the company finances.

IB referred Board members to the current YTD report included within the board pack advising that the operating result is better than budgeted returning a small deficit. The VIC performed very well in Q4 with an additional onetime ticket commission benefit. The operating reserves remain above the minimum required level. IB ran through the key elements of the report noting that the Audit Committee are comfortable with the cash position and use of reserves.

Comments from Board

It was questioned why the income received from the LEP has been reduced. IB advised that the income from the LEP is to undertake marketing on behalf of the LEP. As the LEP has lost some of the Growth Hub marketing funding post covid this in turn has reduced the marketing monies provided to MC from the LEP.

There are also management charges to MC from the LEP for Finance, IT services and HR.

It was requested that IB report on the legal and financial implications at the June meeting. **Action IB**

Action IB

The need to have a long-term business plan interlocked with the finances was emphasised.

TB congratulated the team on the finance report.

- **Any Other Business**

It was advised that Brendan Flanagan, Tatton Park, who has sat on a lot of Local Authority Boards is retiring at the end of June and it was questioned if there a process in place where his contribution can be recognised. **PC to review options.**

Action PC

RM advised that he has a potential sponsor for the Awards. **PC to discuss with RM.**

It was questioned what the rationale is behind the awards being a not-for-profit event. It was suggested that the awards should come under commercial income and be part of our business planning going forward.

Action PC/RM

TB requested that Board members advise of their input into the future of MC.

TB thanked the directors who attended the MC awards, the event really highlighted what great work being carried out across Cheshire and the impressive accolades in Warrington and it is important that we increase attendances at future events.

Future Board Meetings

Thursday 7th Sept 2023

Thursday 16th Nov 2023

Thursday 14 December 2023

Signature (Trevor Brocklebank, Chair)

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Date