

<b>Confidential</b>	<p style="text-align: center;"><b><u>LLANGOLLEN INTERNATIONAL MUSICAL EISTEDDFOD</u></b>  <b>EISTEDDFOD GERDDOROL RYNGWLADOL LLANGOLLEN</b></p> <p style="text-align: center;"><b>2020 Annual General Meeting and Extraordinary General Meeting of the Company held via ZOOM on Wednesday 9<sup>th</sup> September 2020 at 7:30pm</b></p>
<p><b>1. Present</b></p> <p><b>Apologies</b></p> <p><b>Introduction</b></p>	<p>Members present are listed in Appendix 1 to these minutes.</p> <p>Apologies were received from the members listed in Appendix 2 to these minutes.</p> <p>The Chairman, Dr Rhys Davies welcomed everyone to the meeting and explained that it would be a combination of the AGM and EGM. The AGM should have been in April but was cancelled due to Covid.</p>
<b>AGM</b>	
<p><b>2. Minutes of the Extraordinary General Meeting held on 17<sup>th</sup> July 2019</b></p>	<p>The minutes of the Extraordinary General Meeting held on Wednesday 17<sup>th</sup> July 2019 were proposed as correct by Keith Potts and seconded by Rhiannon Jedwell.</p> <p>There were no matters arising.</p>
<p><b>3. To re-appoint Salisbury's as auditors until the next AGM</b></p>	<p>Agreed</p>
<p><b>4a. Report of the Chairman, Dr Rhys Davies</b></p>	<p>The Chairman (RD) started by thanking all the staff and all the volunteers who have worked so hard over the last year and especially the staff who have continued to work in unprecedented times not knowing about their future or ours. RD also thanked all his fellow trustees for their support and in particular Keith Potts (KP), LIME's Vice Chair, and Paul Coleman (PC), LIME's Treasurer.</p> <p>LIME had a successful Christmas concert last year, with Rhys Meirion, Elan Catrin Parry and others.</p> <p>LIME has been dependent on volunteers (800 in total) and, following successful volunteer engagement, RD is very aware of the need to maintain that support through these difficult times. LIME couldn't function without its volunteers.</p> <p>The company members' database has been updated as best as possible. Endeavours have been made to ensure LIME has up-to-date contact details with at least an email address for each company member (or an email address we can use for contact). Due to the office being closed and staff working from home, LIME has come to rely on electronic communication and Zoom as have all similar organisations.</p> <p>2020 would have been Terry Waite's (TW) last year. LIME has missed an opportunity to say thank you and give him a send-off. RD speaks to TW regularly and will keep him updated on where LIME is. RD will write to TW to thank him and Jenny and invite them to join LIME next</p>

year in some capacity depending on what is being done. LIME will also have to consider a replacement for the irreplaceable, what is needed and what can be realistically got.

LIME has had a sustainability review supported by Arts Council Wales (ACW). It is important to note that the Board opted to take advantage of the opportunity, it wasn't imposed on LIME and was much needed assistance to future proof LIME, something to be welcomed by all.

Gregory Nash (GN), a creative consultant, undertook the review. He was acting as a consultant under an agreement between ACW and his cultural consultancy firm "People make it work". GN is Creative Director, Arts at the British Council, on sabbatical until June 2020. At British Council he leads expert advisory teams across six art forms and senior arts specialists in Scotland, Wales and Northern Ireland. He was previously Director Arts for British Council's Wider Europe region where, based in Istanbul, he led a team of 25 arts managers and a diverse programme across 15 countries and 11 time zones.

The full Nash report will be available to review, however RD précised the 37 page document which has been accepted by the Board. LIME could possibly lose ACW and WAG support if it chose otherwise which would seriously affect its sustainability. If anyone wants a copy of the report, please email Siân Eagar (SE).

The report identified the areas with the greatest influence on the sustainability of the organisation and developed these into 6 individual strategies with actions and timings as follows:

1. Core purpose
2. Leadership and management
3. Governance
4. Artistic programme and audiences
5. Financial sustainability
6. International

The 6th strategy, International, is supported by the discussions RD had with Eluned Morgan, Minister for International Relations and Welsh Language at the Senedd. LIME can support the international strategy of the Senedd by promoting Welsh language and culture on an international stage which we invite international artistes and competitors to share with us. LIME's USP is the fact that it is the only truly international eisteddfod, an international musical and dance competitive festival. LIME must maintain this standing and enhance its international offering as GN reports. It should be noted that LIME was identified as one of Wales' signature events in the WG international strategy that was published last year, a sign of LIME's positive working relationship that it has worked hard to develop.

GN's consultation involved interviews with SE, RD, ACW and others to glean information about the organisation. He also arranged an away day for board trustees and staff which was very productive. He had the opportunity to see how LIME functions and indeed commented that it's remarkable that LIME is able to put on such an event on such a small budget and indeed given the size of the event LIME didn't receive much support and should source more.

A SWOT (strength and weakness) analysis cites LIME's location as both a strength (attractive town and surrounding countryside) and a weakness (poor transport links and shortage of guest beds). The analysis also identified weaknesses in the Board make up. There needs to be clarity around mission, purpose and objectives of the eisteddfod. A lack of coherence in the 3 stranded artistic programme makes it difficult to articulate the vision and purpose. LIME needs to realise its potential to be a platform for the country's leading music and dance companies and artists. Financial stability can only be achieved with regular core funding and individual programme grants. A more diverse Board with more external perspective and broader range of skills is essential for LIME to be a more sustainable organisation. The recommendation was that LIME have a single creative / executive lead and it was proposed that funds are realised for a full time executive producer who is also the chief executive. The new role will be charged with evolving a new vision for LIME, creating greater coherence between the 3 strands (International music and dance competitions, evening concerts and outside stages/ entertainment). The organisation should then position itself as the leading international music and dance event in Wales. Another recommendation was that there will be a need to carry out a staff evaluation. Governance was an issue highlighted by the report, there is a need to diversify and enhance the skill base of the trustees, strengthen the decision making and create an inclusive, transparent process for recruitment of Board members. New TORS (Terms of Reference) were suggested. All the above was accepted by the board in February 2020.

It was recommended that:

1. Trustees become familiar with the newly adopted TORS , they are referred to frequently and reviewed annually
2. As Board positions become vacant they should be advertised nationally in Wales and recruited transparently using individual role profiles.
3. On completion of RD's term of service as chairman after the 2022 eisteddfod, the role should be advertised nationally with the intention to recruit a high profile individual with governance experience and an extensive network in the cultural sectors.
4. The number of trustees should remain at 13 or less.
5. The open recruitment of all Board members will remove the need to co-opt the external trustees. Whether external or "internal" the individuals with the best skill base will be appointed. A full working knowledge of how LIME works will be a required skill of some trustees on the Board. Trustees in the future will still come from our volunteers who have the necessary skills.

AND THEN COVID CAME ALONG! LIME applied for emergency funding to prevent it from being insolvent. A condition of receiving financial support from the Senedd was that in the meantime LIME took on an interim CEO, Betsan Moses (BM), who is currently also CEO of the Eisteddfod Genedlaethol. BM is charged with getting the governance changes made and, most importantly, the appointment of the CEO/EP. BM has been working with LIME for some time now and, on your behalf, RD welcomed her to this meeting. CROESO BETSAN.

**EGM**

<p><b>4b. Report of the Chairman, Dr Rhys Davies</b></p>	<p>Postponement of Llangollen 2020 has been a great disappointment to all and a great loss to the community, Llangollen and to Wales, but, like all the other festivals affected in the same way by Covid, LIME really had no choice and, depending on future developments and a steer from the Senedd, the Board have some very difficult decisions to make in the near future.</p> <p>After postponing 2020 it was soon realised LIME had to do something and at least ensure the annual peace message went out. RD is very pleased that, despite little finances, LIME was able to put on the Online Eisteddfod Arlein. RD hopes everyone had an opportunity to view the offering which went out daily from Tuesday to Saturday in the first week in July. RD is also very proud to confirm that LIME managed to get the peace message out in a different way.</p> <p>Online Eisteddfod Arlein was a success and a way of telling everyone LIME is still here. RD gave special thanks to:</p> <p style="padding-left: 40px;">Bethan Ramsey-Jones, LIME's communications officer.</p> <p style="padding-left: 40px;">Edward-Rhys Harry, LIME's artistic director.</p> <p style="padding-left: 40px;">Pippa Lea.</p> <p style="padding-left: 40px;">Elise Jackson (and husband Dave).</p> <p style="padding-left: 40px;">Christine Dukes for writing the online children's message.</p> <p style="padding-left: 40px;">Mererid Hopwood with whom RD hopes LIME will be beginning a long term relationship. Pre-Covid it was planned that Mererid would have given a peace lecture.</p> <p style="padding-left: 40px;">Elan Catrin Parry.</p> <p style="padding-left: 40px;">Terry Waite, CBE.</p> <p style="padding-left: 40px;">Baroness Floella Benjamin, DBE, DL.</p> <p style="padding-left: 40px;">Jools Holland, OBE, DL.</p> <p style="padding-left: 40px;">Sir Bryn Terfel, CBE.</p> <p style="padding-left: 40px;">London Welsh Male Voice Choir.</p> <p style="padding-left: 40px;">Amy Davies and the children from St Giles School Wrexham.</p> <p style="padding-left: 40px;">Linda Davies and the children from Ysgol Rhostyllen.</p> <p style="padding-left: 40px;">Amanda Edwards and the children from Ysgol Dinas Bran.</p> <p style="padding-left: 40px;">Denbighshire County Council.</p> <p style="padding-left: 40px;">Rondo.</p> <p>RD commented that as everyone is aware, the future remains uncertain and in the near future the Board will have to look at different options for next year which include:</p>
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	<ol style="list-style-type: none"> <li>1. Fallow year</li> <li>2. Digital Eisteddfod , enhancing and broadening the 2020 offering</li> <li>3. Digital Eisteddfod with smaller live input</li> <li>4. Full Eisteddfod</li> </ol> <p>Until LIME makes a decision as to the way forward all contracts will be on hold. Next year social distancing may well still be in place and foreign travel limited so LIME will have to plan differently. RD is sure a digital offering will become an integral part of the Eisteddfod in the future.</p> <p>Some very difficult decisions will have to be made in the near future. RD hopes that LIME can get back to putting on the Eisteddfod we all know and love, but with changes of the artistic vision and consideration of the long term implications of Covid to ensure our sustainability. Ideally LIME should have had an EP in place by now, but unfortunately Covid has prevented that.</p>
<p><b>5. Report of the Interim Chief Executive Officer, Betsan Moses</b></p>	<p>BM introduced herself to the members. She is the Chief Executive of the National Eisteddfod of Wales and LIME’s interim Chief Executive. BM was asked to assist LIME with the implementation of the Nash report and to develop a sustainable vision for the future.</p> <p>BM added weight to the Chair’s comments regarding the uncertainties LIME is facing and the difficult period ahead.</p> <p>BM is part of an Advisory Group of 15 senior industry professionals from across the event sector who advise Welsh Government, representing:</p> <ul style="list-style-type: none"> <li>arts/culture;</li> <li>sport;</li> <li>business events;</li> <li>venues;</li> <li>supply chain; and</li> <li>local authorities.</li> </ul> <p>The role of the group is to advise the Minister and communicate the views of the event industry to government and its agencies in relation to Wales’ national response and recovery planning effort, to identify key barriers encountered by the sector and to advise government and its agencies of their likely impact and give advice on how to achieve improved outcomes. The group is part of the AIS (Association of Independent Festivals) who surveyed the independent festival sector 4 months ago; 91% responded they were on the verge of collapse. The festival landscape could become a barren land.</p> <p>The group has proposed a phased approach for re-opening the sector and is broken down into two distinct strands, outdoor and indoor. It is recognised that many events such as ourselves comprise a mixture of both. It is understood that outdoor events pose a much lesser threat than indoor events. Outdoor transmission remains low risk. Outdoor performances and events therefore present real opportunities for progressive pilot events, with potentially lesser risks than indoor hospitality, which is already permitted. This is a phased and incremental approach that we’ve developed and where possible is designed to coincide with the Welsh Government 21 day review cycle for maximum effectiveness. The phases are</p>

	<p>underpinned by a robust set of guidelines and mitigation methods to support a safe phased opening of this sector. The process has started and 3 test pilots with an audience of up-to 100 where held in the last few weeks. Currently the group is campaigning for an audience of up-to 500 and gradually increasing to 5000 by February 2021. This could lead to festivals such as LIME happening next year. The phases are very tight and any second spike or having to pause the road map will significantly affect the likelihood of LIME realising an Eisteddfod next year. The Eisteddfod's pavilion is a 3,900 seater auditorium. The 2 metre rule would restrict this capacity to under 1,000 seats which would mean LIME would have to totally change its program. LIME has been lobbying to ensure that WG realise that LIME needs an early indication of when the 2m social distancing rule will be reduced or removed and also when it will be safe to start planning for 2021. Planning for 2021 needs to start in October and January at the latest. LIME has reminded WG that the events sector was amongst the first to be affected by the pandemic restrictions and will undoubtedly be the last to recover. Whilst the Tourism, Leisure and Hospitality sector is progressing out of 'lock-down' the events sector needs a clear indication when it can start re-opening events, the work of the taskforce is central to this. Music events alone contributed £260 million GVA to the Welsh economy in 2018 so there has to be a way to go forward.</p> <p>The end of the Coronavirus Job Retention Scheme at the end of October and no prospect of a quick return to normality or income until 2021, and possibly beyond, presents a huge challenge to LIME and the sector.</p> <p>LIME will have to be flexible in these uncertain times, and continue to advocate for the power of the event sector to generate significant social, cultural, economic and wellbeing impacts as an important part of the national recovery.</p> <p>Before BM ended, she apologised that her message was stark but there are huge hurdles to be overcome but overcome them LIME must.</p> <p>BM was mindful the Chair has thanked everyone and took the opportunity to thank him for all his work, he'd been a secure hand at the helm, steering a clear course during these tempestuous times.</p>
<p><b>6. To elect James Eastop as Company Secretary</b></p>	<p>Election of trustees has taken a different path to ensure that LIME carries out the recommendations of the sustainability review. LIME advertised all vacancies and vice-chair KP, Morag Webb (MW) and RD dealt with the applications. The best candidates that fulfilled the roles were chosen and those not known were interviewed on Zoom. All future vacancies will be dealt with in this way and this will result in LIME needing to change its articles of association in the near future. The concept of internal and external trustees will disappear.</p> <p>This year the process was run as a trial making use of the provisions in LIME's existing articles. A range of external candidates and volunteers applied. More external candidates than in previous years applied.</p> <p>James (Jim) Eastop (JE) was the only applicant for Company Secretary. JE who is well known as secretary of the Grounds Committee, has only recently become a volunteer but his help has been fantastic. KP, MW and RD proposed that JE become Company Secretary. The majority of those present agreed. RD welcomed JE as the new Company Secretary.</p>
<p><b>7. Appointment of members to the Board of Trustees</b></p>	<p>The Board recommended the following 2 candidates:</p> <ul style="list-style-type: none"> <li>Louisa Jones</li> <li>Karl Young</li> </ul>

	<p>Louisa is already on the Board and Karl is a member of staging committee. The majority of those present agreed with the recommendation. Louisa will continue on the Board and Karl will join it.</p>
<p><b>8. Update on appointment of External Directors</b></p>	<p>Two external directors have been nominated, Katrina Boydon and Rhian Hughes.</p> <p>Katrina Boydon (nee Broadhurst) was born in Llangollen and attended Dinas Bran School. She spent twenty years abroad and has lived and worked in London, Russia, France and the United States. As vice president and head of web content and media operations for a Silicon Valley media and marketing company, Katrina developed a wealth of expertise around digital media and online marketing. Since returning to the Llangollen area, she has set up a successful glamping and wedding venue, Barnutopia located near Llansilin, Oswestry. She looks forward to playing her part in ensuring that LIME continues to thrive and spread its message of global peace ever further.</p> <p>Rhian Hughes, from Haverfordwest, has 15 years' experience working for some of the UK's leading arts organisations. She's worked across strategy, brand, campaigns, audience development, partnerships and communications and has championed access for everyone. Rhian has worked in the Roundhouse, the Southbank Centre, some flagship festivals including WOW - Women of the World and Alchemy, a festival of art and culture from South Asia and the UK, and the Edinburgh Festival Fringe.</p> <p>The majority of those present and of the proxy votes agreed with the nominations. Katrina and Rhian will join the Board.</p>
<p><b>9. Questions Raised by Company Members</b></p>	<p><b>John Evans</b></p> <p><u>Question</u> It states, on the agenda, that there will be an update on the appointment of External Directors. Does that mean that company members will not have a say on these appointments, and who will, actually, be recommending these people? Would you also tell me if the external directors have the same voting rights as the democratically elected trustees, or is their capacity purely advisory?</p> <p><u>Answer</u> BM: Information regarding the external directors' appointments has been included as part of the Chair's report. Currently the Board can appoint up-to 3 external directors. Regarding voting rights, external directors have the same voting rights as other board members and they are also encouraged to become company members. The Board could call upon an advisor to assist with a specialist area, but they would be there purely in advisory capacity without any voting rights. RD: The recommendations came from the Chair, Vice Chair and MW. The concept of internal and external trustees will eventually go. All trustees have the same voting rights.</p> <p><u>Question</u> Having had past experience of Chief Executives, I must ask that if a particularly contentious or controversial decision is to be made, will the CEO and the Board discuss the matter, fully, and will the final outcome be arrived at in a democratic manner?</p> <p><u>Answer</u> BM: The Board leads and steers the strategic vision and decisions regarding LIME's future. CEOs are responsible for leading the operational delivery of said vision and strategy. Ensuring clarity of roles and the implementation of good governance has been highlighted in the Nash</p>

report. The festival currently spends £1.3m so it is imperative that LIME has a robust business model and processes in place to drive the agenda forward.

RD: RD agreed that all decisions are discussed by the Board and CEO. Previously decisions were discussed with the senior management team.

### **Ann Ankers**

#### Question

As we have not been privy to any information except the bare basics, since the announcement that the WAG/ACW were giving us money, how can we possibly ask questions relative to the situation? I think that what I really want is assurance that they will not be interfering in a format that has been proven over 74 years to be totally right and that giving us money is not some gateway to changing all that. It's actually what an awful lot of people want to know as well.

#### Answer

BM: The chair has provided an in-depth report of the Nash report and subsequent funding. I do believe we need to dispense of the myth that WAG/ACW drive the agenda and we must follow. I see the relationship as a partnership, we deliver on some of WAG's priorities regarding the international vision and provide opportunities for people within the community and further afield to experience the arts which is central to ACW policy. As part of this partnership we receive funds to realise our aims and by default fulfil some of theirs. The Board decides on LIME's future, it drives and develops the offer whilst holding dear the original vision. There is a need for scrutiny of any organisation that receives public money. There has to be specific criteria when applying for funding to ensure LIME follows good governance practices and is accountable. Change is inevitable, some health and safety updates have meant we've already had to alter ways of working over the last few years. We continually evolve, but this doesn't mean the baby and bath water analogy rings true. We are in charge of LIME's future.

RD: The format needs to change to produce a new, fresh artistic vision. The essential ethos of the Eisteddfod will remain, but without change we will not survive.

#### Question

As I assume that in the absence of any committee meetings with election of officers I could still be considered the secretary of the Delivery Group I sent out an email urging Chairs and Secs to ensure that as many of their committee members that were able, to join the meeting by Zoom. To my amazement it seemed that a number had not received the email from Mikala informing them of the meeting. It might therefore transpire that there are a lot more questions that volunteers who also may have not received the email but are unaware of this fact, want answers to, and will not get the opportunity to ask them at the meeting. What steps will be put into place that these members get the opportunity to ask them and hopefully get answers? I realise that time is limited at the meetings but all volunteers who have queries deserve the opportunity to air their views.

In view of the pandemic restriction's in place at present, but hopeful of an improvement, will the date for applications be put forward to March (as it always used to be).

#### Answer

BM: Six members hadn't received the notification and this became apparent at the end of last week. This was rectified over the weekend which provided a 4 day window for the said members to send through any questions. As the Chair noted in his report, we will check the database over the Autumn to ensure everyone's email/address has been captured correctly.

Regarding deadlines, LIME will have to be flexible about next year. If there is a way of realising the competitive element, LIME will have to be open to moving the deadlines. Some countries will be following a different timeline out of lockdown.

RD: The great majority of company members will have been contacted . Contact details should be up to date, providing members were contactable in the first place. Some members had moved and not left forwarding contact details. Depending on what is put on next year, applications will be accepted to fit in with the competitions planned. Until we know what we're doing we cannot choose a closure date for applications.

Question

It was obvious from the articles, both past and present, that were used in the LIME Newsletter that I put together over the past few months, that the Llangollen Eisteddfod is held in incredibly high regard not only by our volunteers but by some quite high powered personnel from all walks of life as well. Something we all need to hear now is that there will be a positive attitude to its reinstatement in its usual form and not some possible watered down version that the WAG/ACW see as the best result in their opinion. Will this be happening?

Answer

BM: I can't overstress that these are uncertain times. The Board will need to make difficult decisions to ensure we can weather the storm. Government and Arts Council's aspirations are the same as ours, an exemplar LIME, celebrating Wales and the World through music and dance, honouring the peace message.

RD: There will be no "watered down version" but as BM says above it depends on what we can realistically do. Re-instatement in its usual form may not be achievable post Covid and indeed we need to enhance our current offering and develop it further.

Question

Can I be sure that these questions will be answered as I have written them and not edited by anyone?

Answer

RD (also on behalf of BM): All questions have been raised as provided, no editing nor retractions have been made.

**John Blaze**

Question

Given that the current Covid situation is likely to extend well into next year we are extremely unlikely to have any international representation. Could the Eisteddfod legitimately go ahead with just competitors from the UK and if so what could be done to increase the numbers competing from the U.K?

Answer

BM: As part of the scenarios provided by the Chair, a smaller scale version of LIME will be discussed. Dependent on the easing of restrictions, an increased number of UK based competitors could be one option. Working in partnership with UK choral federations would be one way forward.

RD: There are many options, digital input, UK choirs, attracting UK resident overseas communities to perform and compete. Rondo may help.

Question

	<p>In recent weeks Llan has been heaving with visitors. There has been nothing in the town centre to make them aware of the Eisteddfod and its principal message. Given the resources available through the archive group surely there is enough material to establish an information centre in the town. It is noticeable that vacant units are used as advertising for other events in the area. A permanent presence in the town could create a potential merchandising opportunity as well and information point and impulse ticket sales.</p> <p><u>Answer</u></p> <p>BM: Due to the current restrictions and uncertainty regarding next year's Eisteddfod it was impossible to realise a presence this year. We will as a priority look at ways of providing information on the history of LIME as part of the year round visitor offer.</p> <p>RD: Agreed, but due to Covid restrictions we have been unable to put on exhibitions for visitors. Karl put on an excellent exhibition to be viewed from the street in July for which I thank him on your behalf. It was suggested to put up the flags on the bridge, but we were very much still in lockdown and there was concern about attracting too many to the town. All good ideas for the future. There is sufficient archive material to set up an exhibition which would be well worth doing.</p> <p><b>John Evans</b></p> <p>John thanked BM and RD for answering his questions above very well. However, there was a question he had submitted regarding the Artistic Director which hadn't been addressed.</p> <p><u>Question</u></p> <p>I appreciate the problems LIME has in relation to the Covid crisis but as we now have an excellent AD and we know how difficult it is to find such people, is every effort being made to retain his services?</p> <p><u>Answer</u></p> <p>BM: It isn't appropriate to discuss the contractual position of an individual in an open meeting but it must be stressed that the position of all staff and contractors will depend on what happens in 2021. The Chair has described the scenarios the Board will be discussing and as part of those scenarios appropriate structures to realise those scenarios will need to be discussed.</p> <p>RD: Currently LIME doesn't know what direction it is going in and has no steer from WAG. Decisions can only be made once it is known what sort of artistic input is required.</p>
<p><b>10. Chairman's closing comments</b></p>	<p>RD thanked everyone for attending this evening. The AGM is normally next April, but we'll be updating you all well before then.</p> <p>Some difficult decisions have to be made in the near future.</p> <p>Thanks for your patience, we all have the same goals, ACW, WAG, the Board, the Company and volunteers. As BM put it: An exemplar LIME, celebrating Wales and the World through music and dance, honouring the peace message. Remember our USP.</p>