



Confidential	<p style="text-align: center;"><u>LLANGOLLEN INTERNATIONAL MUSICAL EISTEDDFOD</u> EISTEDDFOD GERDDOROL RYNGWLADOL LLANGOLLEN</p> <p style="text-align: center;">2021 Annual General Meeting and Extraordinary General Meeting of the Company held at The Royal International Pavilion & on ZOOM on Wednesday 1st September 2021 at 7:30pm</p>
1. Present	Members present are listed in Appendix 1 to these minutes.
Apologies	Apologies were received from the members listed in Appendix 2 to these minutes.
Introduction	<p>The Chairman, Dr Rhys Davies (RD) welcomed everyone to the hybrid meeting.</p> <p>RD explained that questions could not be accepted unless they had been submitted in advance and that those received would be addressed at the end of the EGM.</p> <p>RD sadly reported that David Edwards had died earlier in the day. He had been a great supporter and volunteer for the Eisteddfod. He had been a member of the Publicity Committee, was secretary of publicity and also a Trustee.</p> <p>RD pointed out that it is once again a combined AGM/EGM in view of the circumstances over the last 18 months. The AGM is normally held in the spring and the EGM following the Eisteddfod. This year the digital Eisteddfod finished when Luke Jerram's bridge decoration came down on August 6th and so LIME is holding the EGM within the allotted 4 weeks. Several items could as before come under either the AGM or the EGM; RD said he had tried to separate them as best as he could.</p>
AGM	
2. Minutes of the Annual General Meeting / Extraordinary General Meeting held on 9th September 2020	<p>The minutes of the combined Annual General Meeting /Extraordinary General Meeting held on Wednesday 9th September 2020 were proposed as correct by John Blaze and seconded by Gethin Davies</p> <p>There were no matters arising.</p>
3. To re-appoint Salisbury's as auditors until the next AGM	Agreed

EGM

4. Report of the Chairman, Dr Rhys Davies

RD thanked everyone for their continued support of LIME through what had been a very difficult period. Unfortunately LIME has had to make a significant number of staff redundant and thanks goes out to them, particularly for their understanding and continued support. LIME hopes to still be seeing them in the future. In particular RD thanked Hayley Miller for her work in finance and Mikala Nash for her contribution during the summer and both for their work for the AGM / EGM. RD also thanked his fellow trustees for their continued support of LIME and what it's been trying to do as an organisation. Involvement of volunteers has obviously been less and it does concern RD that LIME needs to keep their engagement and bring in new and younger volunteers to ensure its continued existence.

RD reminded members they will have received an email from him on the previous Friday explaining the agenda in more detail which he hoped would make things clearer. The Board is still discussing revision of the Articles which will be sent out to the company members prior to the next EGM for discussion and acceptance.

The one person RD wanted to thank personally and also on behalf of members and Trustees is the interim CEO Betsan (BM). Her experience and knowledge of festivals in Wales has ensured LIME is still here. The intention is to hold an Eisteddfod in 2022; there are still unknown factors, for example social distancing, international travel. RD thanked BM and let her know he had enjoyed working with her in what had been very challenging times.

LIME is now in the good position of having appointed an Executive Producer (EP) so Betsan (BM) will be continuing with her normal job with the Genedlaethol. All at LIME will miss her and wish her all the best. BM will be welcome in Llangollen any time and RD hopes to continue the relationship.

RD asked Louisa Jones (LJ) to report on the role of and the interview process for the EP. LJ reported that following the recommendations of the Nash Report the Board had agreed to appoint an EP. The EP role combines the CEO and Artistic Director (AD) roles and combines strategic vision, business acumen and strong leadership qualities with broad artistic insight, innovative programming and the ability to bring it altogether to fulfil the ambitions of LIME's funders and sponsors. The interview panel consisted of three members of the Board (RD, Dr Iwan Llewelyn Jones (ILJ) and LJ) and were supported by BM, ACW representative Cerys Wynne-Williams and a representative from LIME's external HR consultants. The panel worked well together and were able to reach a consensus easily and quickly. The role was advertised twice. After the first round the panel were unanimous that none of the candidates met the criteria so the role was re-advertised and three excellent candidates were short listed. The panel were unanimous in their decision to appoint one of these and an offer has been made and accepted by the preferred candidate. It should be possible to reveal their name soon.

	<p>RD continued with his report. Further postponement of Llangollen 2021 had been a great disappointment to all and a great loss to Llangollen and to Wales. RD hoped everyone had had an opportunity to view LIME's online offering, the concert from the pavilion on S4C and the programmes on BBC Wales and S4C. Thanks go to Mari Pritchard who did so much for LIME's online offering, Mererid Hopwood and Paul Mealor for Tangnefedd, Terry Waite, Catrin Finch, Mr Phormula, Kuljit Bhamra, Oasis One World Choir, John's Boys, Cor y Fflint, CF1, Cor Ieuenctid Mon, International Choirs, Rhian Lois, school children for Ble Mae Heddwch, Where is peace, Rachel Collier, Magugu and Lily Beau for Adref, Home is where the heart is, Chris Adams for his archive presentation and many others. Rondo did LIME proud. Luke Jerram's decoration of the bridge made a massive impression and brought a lot of PR and interest in Llangollen and LIME. LIME even got mentioned in the Brisbane Times in Australia!</p>
<p>5. Nominations Committee Terms of Reference</p>	<p>The Terms of Reference (TORs) had been circulated in advance of the meeting. RD invited Ian Lebbon (IL) to comment further.</p> <p>IL started by saying that at the previous AGM / EGM recommendations had been made about the appointment of Trustees and were documented in the minutes. IL reminded everyone that a Nomination Committee acting under the Board's authority would be responsible for managing future Trustee selection. The proposed Terms of Reference include the procedures, standards of conduct and the accountability which LIME applies to the recruitment process, all of which is based on open selection of Board members and removes the need for external co-option. IL noted that in the TORs CEO will be replaced by EP. The whole purpose is to provide a framework for the natural development of the Board which will meet the Eisteddfod's present and future needs. The main headings determine the membership and responsibility of the committee and the election process. The intention is to present the TORs at the follow-up EGM later in the year.</p>
<p>6. Strategic Planning Facilitator / Consultant Tender Document</p>	<p>The tender had been circulated in advance of the meeting. RD informed the members that funding had been obtained by BM via the Cultural Recovery Fund (CRF). RD invited Karl Young (KY) to report on the results of interviews and what happens next.</p> <p>KY started by saying that it has been reported LIME has 800 volunteers. The number is not important but instead the reason why is. Volunteers give different reasons. At present LIME has various statements about its vision and purpose. LIME's messaging and understanding is unclear so how can others be inspired to join and help it. By developing a values, vision and mission statement LIME can come to a clear understanding of what it is. There will be changes after the pandemic. At present LIME has an opportunity to define its destiny. It is important that the final statement is not filed away but instead must be embedded in everything LIME does. Riah Pryor, who has knowledge of LIME, has been recruited to create a statement. A steering group comprising Board and committee members will be set up. The statement should be ready for next year. LIME will also be developing a 5 year plan.</p>

<p>7. Report of the Chief Executive Officer, Betsan Moses</p>	<p>BM reported on the staff consultation and re-structure undertaken at the beginning of the year. One-to-one meetings were held with all members of staff who all conducted themselves in a professional manner. Two posts were created. Hayley Miller (HM) accepted the lead 0.8 finance role and Chloe Gibbons (CG) accepted the lead 0.6 administrator role. CG was on maternity leave and Mikala Nash (MN) was offered the cover role. Redundancies had to be given to 5 members of staff; BM thanked them for their services to LIME.</p> <p>LIME was successful in securing grants to realise the year’s artistic offering. Securing core and strategic funding is crucial for the future. There were 2 opportunities to apply for grants from the Cultural Recovery Fund (CRF). LIME was awarded £150k in both rounds. The first round of funding was used for core and project costs between November 2020 and March 2021. The second round was for operational costs between April 2021 and September 2021.</p> <p>Discussions with Welsh Government (WG) included the financial security of LIME. A successful application to ACW for strategic funding grant of £100k was made. This will be used for core costs including the EP role from the end of September 2021 for 1 year.</p> <p>LIME’s message of hope and peace is needed more than ever now. This year’s offering centred around the global peace message. LIME collaborated with the Peace Academy and under the multinational intercultural exchange. There was also the Peace Lecture, peace poems and young peace makers’ award ceremony. There were new commissions including Tangnefedd, ‘What is Peace’ and the documentary that was part of the digital offer. Children’s post cards were displayed in shop windows. There was a new partnership with Horizons, the BBC project which created the ‘Tic Toc’ dance. There was the art installation on the bridge by Luke Jerram, BM thanked Karen Price and Nerys who assisted during the build. There was a commission with Catrin Finch who worked with a plethora of performers. Finally for programming, LIME went into partnership with Rondo which resulted in 2 fly on the wall documentaries and the gala concert. M&S assisted with the latter. Terry Waite opened the digital offer. The archive committee assisted with content and BM thanked Chris Adams for his work. Responses to this year’s offer were very positive and LIME had worldwide coverage. BM thanked HM and MN for going the extra mile to help realise the offer.</p> <p>For 2022, LIME has to live with Covid and look at how a hybrid approach can be realised. There is a way of celebrating internationalism within Wales as well as using digital to link with the world.</p> <p>BM thanked LIME for welcoming her to the fold and hoped she had played a small part in stabilising the organisation so it can soar high and become one of the major festivals within Europe and the world.</p>
<p>8. Update on members of the Board of Trustees</p>	<p>RD reported there had been resignations from the Board and also people coming to the end of their tenure. Treasurer Paul Coleman, Company Secretary Jim Eastop and external Trustee Rhian Hughes have resigned. Jillie Saunders has come to the end of her tenure. RD thanked them all for their support.</p>

<p>including Officers</p>	<p>RD referred to the email to members clarifying the Board’s interpretation of the Articles in agreement with the Charity Commissioners and LIME’s lawyers. LIME will be advertising in the near future both to volunteers and outwardly for a Company Secretary (which is mandatory) and will re-advertise the Treasurer role. The Board has recently met and have backed the interpretation of the Articles.</p>
<p>9. Update on appointment of External Directors</p>	<p>RD reported that once the Strategic Planning Facilitator has presented LIME with a framework for the future it will endeavour to fill the trustee vacancies with people with the required skill set.</p>
<p>10. Questions and Answers</p>	<p>Question 1 Article 11 requires the EGM that follows the festival needs to be an Election Members Meeting (EMM). Article 44 requires 2 elected trustees to stand down at the EMM so there should always be an election at every EMM. The maximum number of trustees referenced in article 28 is to ensure that the board does not make temporary appointments which dilute the effectiveness of the elected directors – it does not allow a reduction in elected trustees as this would be in conflict with article 44 because the election is mandated and does not leave the board free to choose the number of trustees to be appointed. Can you explain why the board decided to act against the explicit requirements of the articles and not hold an election which was an entirely forecastable requirement for the EMM and has been undertaken in every preceding year? Does this not make this meeting improperly convened as the articles are not being followed?</p> <p>Answer 1 According to advice received, provided LIME gives an explanation it has acted properly. The EGM has been properly convened since we have followed the Articles in the way we have with the support of the Charities Commission and lawyers.</p> <p>Article 44 doesn’t require 2 members to be appointed each year, In addition, article 42 states that the Standing Board shall appoint up to six Elected Directors, being (under article 43) those persons that have been elected by the Members at the relevant Election Members Meeting.</p> <p>If a director is required to retire under article 44, such director may stand for re-election subject to the provisions of article 31.</p> <p>Question 2 Did the board explicitly approve the issue of the EGM agenda without provision for an election? If not, who approved this and on what basis?</p> <p>Answer 2 The Board was aware that we hadn’t advertised for an additional trustee as we had discussed the possibility of needing new skill sets post Mission and Vision work. We had advertised for a treasurer, so we could have had an election for the treasurer role had someone applied, but this would be 1 not 2 members. The Board had a lengthy</p>

	<p>conversation about turnover of Board members and how the 2016 articles update meant the cycle wouldn't be fully operational until post 2022 (when a substantial number will be leaving). The Board was also aware that the main area of discussion would be around the new Articles, but this had to be amended as we didn't have consensus on the draft version to be presented and were notified that an update on our current thinking would be given instead.</p> <p>Last year, the papers – following a similar Board discussion around trustee recruitment etc. were drawn up by Siân, Betsan and Rhys (as we didn't have a Company Secretary). This year Betsan consulted with Rhys and Jim. Therefore although copies weren't circulated the content has been discussed and amended prior to circulating.</p> <p>Agenda are not normally discussed with the Board, but in this case the principles were. Agendas have never had to be approved by the Board in RD's time.</p> <p>There may have been a technical breach of the Articles in view of the circumstances we found ourselves in, but the Charities Commission and lawyers are happy with the way we have progressed. The breach will be corrected within a timely fashion.</p>
<p>11. Final comments</p>	<p>RD thanked everyone for coming and added that members would be informed of all developments.</p> <p>Finally RD said that Board members would hold a meeting to discuss the way forward.</p>