



KA LEISURE BOARD MINUTES

Meeting	KA Leisure Board Meeting
Date/Venue	5th December 2024 – 10am, 22 Quarry Road, Irvine, KA12 0UG
Present:	<p><u>Directors</u> Ashley Pringle (Chairperson) Anne Todd Councillor John Sweeney (Vice Chairperson)</p> <p><u>Employees</u> Malcolm McPhail (C.E.O) Laura Barrie (Head of Active Communities) Stephanie Napier (PA to CEO) Brian Wright (Finance Consultant)</p>
Apologies	Rhonda Leith – Head of Service (Connected Communities) David Hammond – Executive Director (Communities and Housing) Councillor Jim Montgomerie Councillor Ian Murdoch Councillor Jean McClung Lorraine Tulloch Helen Campbell Ross Glover
MINUTES	
1. Apologies	
Please see above.	
2. Minutes of Meeting held on 31 October 2024	
The minutes of the meeting held on 31 October 2024 were approved.	
3. Matters Arising/Action Points	
<p>Ashley Pringle confirmed that as the meeting was not quorate, additional authorisation from Directors would be sought via email for all proposals outlined in the meeting. Ashley stated that following the meeting he would write to the rest of the Board and if enough responses were received for quorum, then the proposals should at that point be considered as formally approved.</p> <p>Anne Todd requested an update on the KPI framework, Laura Barrie confirmed that work was ongoing, and a further Audit committee would be put in place to discuss further. It was agreed that work should be concluded by the start of the new financial year.</p> <p>Ashley updated the Board on the response received from David Hammond on the recent letter sent to him requesting to work collaboratively to update the historical agreement between KA and NAC (last updated in 2000), which is essential for clarifying expectations and improving operational and financial planning. Ashley reported that David’s response was positive, and he was willing to work together to develop the agreement. Ashley noted that there were also governing documents that require to be updated but these were interlinked with the NAC agreement and KPI review.</p>	

Malcolm McPhail provided an update on Lee Gillan's health and confirmed that Brian Wright was still in the business providing financial support. Ashley requested that best wishes are sent on to Lee from the Board.

4. Annual Report and Accounts 2023-24

The Annual Report and Accounts 2023-2024 were presented to the Board by Brian Wright (Finance Consultant).

The general reserves position as at 31st March 2024 is £6926, this figure includes a pension scheme deficit of £172,000. The investment reserves balance is £262,698 of which £258,747 remains unallocated.

An exercise was carried out in the last financial year to 31st March 2023 to revalue fixed assets. A revaluation reserve of £222,821 was created at this time.

Brian discussed in detail the notes to the accounts highlighting any significant variances from 2022/23 to 2023/24 that have taken place.

Neil Morrison discussed the Audit Highlights Memorandum and thanked the Company for their assistance with the audit confirming they have no concerns and concluded a clean audit opinion.

The Chairman thanked Neil Morrison for attending the meeting and North Ayrshire Council for their continued support. He also thanked the Financial Consultant, Finance Team and Management for their work in producing the annual accounts.

As the meeting was not quorate further approval will be sought from Directors via email for the Annual Report and Accounts 2023-24. Following email responses, the proposal should at this point be considered as formally approved or denied.

5. Director Retirements

Ashley reported that in accordance with Clause 6.5 of the Company's Articles of Association, all Directors who have served 3 years (from being appointed or reappointed) as a Director shall retire from office. It is recommended that the Board accepts the retirement of the following Directors:

- Mr Ashley Pringle
- Mrs Anne Todd
- Mrs Lorraine Tulloch
- Mrs Helen Campbell

As the meeting was not quorate, further approval will be sought from Directors via email for the Retirement of Directors. Following email responses, the proposal should at this point be considered as formally approved or denied.

6. Appointment of Directors

Ashley announced that following 14 years on the Board, 10 of these as Vice Chairperson and the last 4 as Chairperson, he would be retiring from the role at the end of March 2025. Ashley confirmed he was happy to be reappointed until this date but that the process of recruiting a new Chairperson should commence as soon as possible.

Arising from the retirement of Directors, Malcolm advised that 4 vacancies exist on the Board and in accordance with Clause 6.5 of the Company's Articles of Association, the meeting may appoint any Director who retires having served 3 years. Therefore, individual Directors who have retired are eligible for reappointment. Malcolm proposed the following appointments should be considered as eligible for reappointment:

- Mr Ashley Pringle – Ashley advised that he was willing to be appointed but would be stepping down as Director by 31st March 2025 or nearest equivalent date.
- Mrs Anne Todd
- Mrs Lorraine Tulloch
- Mrs Helen Campbell

As the meeting was not quorate, further approval will be sought from Directors via email for the Appointment of Directors. Following email responses, the proposal should at this point be considered as formally approved or denied.

Ashley continued the conversation on Board recruitment and made the following proposals:

- In line with the recommendation of O'Donnell Consultancy's report on KAL governance, the number of Board members should be increased and its skills base broadened. It was proposed to recruit 2 Directors as soon as possible, and seek a new Chairperson to replace the current Chair through due Board process supported by Kirsty Jordan Head of HR.
- It was agreed that the appointment of non-NA-residents to the Board could be considered, on the condition that they are either employed or have an interest in the area.
- As recommended by O'Donnell's report, the Articles of Association requires to be updated. The wording surrounding the question of appointing non-NA residents is written in a manner which could be open for interpretation. The suggestion is that the document is updated to be clearer for understanding.

As the meeting was not quorate, further approval will be sought from Directors via email for the Number and Residency of Board members and suggested amendments to the Articles of Association. Following email responses, the proposal should at this point be considered as formally approved or denied.

7. Appointment of Executive Office

Anne reported that in accordance with Clause 10 of the Articles of Association appointments to executive office are to be made at the first meeting of Directors following 20th August each year. Anne proposed the following Directors are appointed to the Executive Office positions:

- Chairman – Mr Ashley Pringle (Ashley advised that he was willing to be appointed but would be stepping down as Chairperson by 31st March 2025 or nearest equivalent date)
- Vice Chairman – Councillor John Sweeney

As the meeting was not quorate, further approval will be sought from Directors via email for the Appointment of Executive Office. Following email responses, the proposal should at this point be considered as formally approved or denied.

8. AOB

There was no other business.

9. Date of Next Meeting

The date of the next meeting is Thursday 27th February 2025.