

AITC GENERAL BOARD MEETING 27th and 28th January 2022

Venue: Cameron House, Loch Lomond

Attendees: **Chair:** Iain Jurgensen (IJ) – attended remotely due to Covid
Vice Chair; Emma Clark (EC)
Calum Ross (CR)
Fiona McPhail (FM)
Cathy Craig (CC/CEO)

Apologies: Neil MacKay (resigned), Andy Roger (AR) – personal time

Agenda:

1. Chair opening remarks

- a. Apologies
- b. Declaration of Interests
- c. Minutes of last meeting
- d. Resignation of Neil MacKay as Director

2. CEO report

- a. Monthly report – Jan '22

3. Risk & Assurance Committee Report

- a. Overview of the role of the RAC
- b. Points to note, RAC report
- c. AITC Risk Register – for approval

4. Board Structure

- a. Are AITC a Destination Marketing Organisation or a Destination Management Organisation – the decision will help inform the memorandum of association and provide the CEO with direction when determining which matters to be involved with

5. Membership Review

- a. Status
- b. Direct bookings presentation – for approval of direction of travel

6. AITC Commercial strategy – for discussion

- a. Business plan to support financial sustainability

7. Confirmation of end of probation period for CEO

Notes:

1. Chair Opening Remarks

- Apologies were noted. It was acknowledged that with Andy's absence (Director) and Neil's resignation (Director) prior to the board meeting the board were not quorate. Arrangements are to be made to hold a follow up board meeting as soon as is practicable to brief Andy on decisions and actions and to gain agreement.
- The Chair asked for declarations of interest - No declarations of personal interest were offered.

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- The minutes of the last meeting 10.12.21 were approved.
- The Chair confirmed that Neil MacKay had resigned as a director as he wished to spend more time with family since turning 70 in December '21. The board accepted the resignation and acknowledged Neil's pivotal role as a founding member of AITC and wish to thank him with a small token of their appreciation for his support over the years. The Chair noted that it was time to recruit new Board members.

ACTION(S):

- CEO to send a small token of appreciation to Neil with a note of thanks.
- Companies house to be updated with resignations of both Gavin Dick and Neil MacKay.

2. CEO Report

- The CEO presented her report which had been circulated to the Directors prior to the meeting. The Directors were asked if they require additional information in the reports each month. Some suggestions were made and will be included going forward.
- A discussion was held around the need for visibility of a cashflow, and it was confirmed this has been actioned because of the RAC meeting. Further, the Directors were unclear as to whether the new bank accounts, held with Virgin Money, had overdraft facilities. This is to be determined.
- CR asked what progress was being made with Travel Trade given that AITC had set aside budget for this development activity. CEO confirmed that she is in the process of engaging a specialist consultant who would carry out a review of our current preparedness for travel trade and setup the actions, associated costs and resources required to maintain this going forward. The Chair raised the point that the Travel Trade model should address the issue of discounts – so that members are not offering accommodation or food & drink that could otherwise be sold at full price. The CEO confirmed that she would bring a report and recommendations to a later board meeting and that the board would then need to decide to proceed. The CEO also said that she believed that the HIE funding could be used for this purpose and that she would check with our HIE Account Manager before engaging the consultant formally.
- EC asked how we can connect the Pedaddling campaign to the UCI Championships being held in Scotland in 2023. The CEO confirmed she would ask the campaign team to consider.
- CEO raised the issue of slowly improving but still an issue, around member engagement, reading newsletters, getting back to us on email. A suggestion was made to periodically ask members to ensure that they are opening their newsletters and adding themselves to signal to ensure they are kept upto date with their membership.
- The Direct Booking presentation was held over to the next board meeting.

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ACTION(S):

- CEO to check with our HIE Account Manager before engaging the Travel Trade consultant that HIE funding can be used for this purpose.
- CEO to bring back to the board a Travel Trade proposal for agreement.
- CEO to add Membership Dashboard to each month's board report.
- CEO to ask Campaign team to consider how we can connect the Pedaddling campaign to the UCI Championships being held in Scotland in 2023.
- Membership Executive to periodically ask members to ensure that they are opening their newsletters and adding themselves to signal to ensure they are kept up to date with their membership.

3. RAC Report

- Calum Ross confirmed to the board that the CEO had met with himself to conduct the first RAC (Risk & Assurance Meeting) as agreed at the last board meeting. At that meeting, the CEO had presented a paper outlining risks, mitigations, and commentary. These papers were reviewed, discussed and agreed to be presented to the 27th of Jan '22 board meeting.
- CR confirmed that together, he and the CEO had produced a draft Risk Register. This risk register, which had been circulated to the Directors prior to the board meeting, was reviewed and amendments agreed. It was also agreed that the risk register be presented – together with the findings and any recommendations from the RAC – at each board meeting as a standing agenda item.
- CR also confirmed that the RAC does not make decisions, its role is to review the information, discuss implications and mitigations and then make recommendations to the board.
- CEO presented that the P&L provided gave a snapshot of financial performance at the time of reporting but that due to the nature of our grant funding, it did not provide the necessary information around cashflow. CEO confirmed that Ainsley Smith, AITC Accountants, have been asked to produce cash flow statements which would be reviewed at RAC.
- The board discussed and agreed that any risks identified in the CEO's paper should also appear on the risk register. The board checked if there were any additional risks to be added and none were identified. The board did want two additional risks to be added.
- The board approved the process for managing risk to the organisation.

ACTION(S):

- CEO to make agreed amendments to the Risk Register and circulate to the board.

4. Board Structure – Part 1

- A general discussion was held regarding the core purpose of AITC e.g., focus on marketing the destination or management – the latter meaning to be involved in

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policy development, more directly involved in lobbying on behalf of businesses etc. The board agreed that it would continue to support the following matters: -

- i. Development of a long-term solution for the A83
- ii. Representation of the ferries service on island communities
- iii. Input to the Rural Growth Deal investment

So long as the core team resources could manage this. The CEO agreed that she would monitor the various stakeholders asks and if unable to resource would bring the matter to the board.

- The CEO noted that for the period of the HIE funding, our outcomes were set and must be delivered.
- The board discussed the need for new directors to join AITC and the recruitment process was agreed to be focussed on skills required; Commercial, Financial & Product Development.

ACTION(S):

- CEO to bring individual matters to the board for consideration when resources were not available to meet a specific stakeholder request.
- CEO to draft recruitment process and advert for board approval. Board onboarding and induction to be considered also.

5. Membership Review

- The CEO presented an overview of the current membership model, noting which elements of the model were working well and which needed addressing.
- The board discussed the need for a whole team approach to recruiting members as the revenue derived YTD was falling short of the initial target set by some 20k.
- Credit was given to Lynne and Dowe and Helen Dick for bringing in most members to date.
- The CEO noted that DMOs and other partners needed an MOU putting in place lasting the 12 months of membership that should be reviewed by both parties prior to renewal.
- EC noted that Scotland Hour can be a good way to engage members. Team to have a look at this.
- The board asked for a membership one pager to support them in forwarding leads for membership.

ACTION(S):

- CEO to meet separately with director Fiona McPhail to look at improvements needed to the model.
- The board noted a decision is to be taken prior to the next AGM (November '22) on raising the membership fees.
- Create membership one pager to support them in forwarding leads for membership.

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4. Board Structure – Part 2 (Memorandum of Association & Directors Charter review)

- It was determined at the board meeting held in December that the current Memorandum of Association was developed for DMO membership, and it is no longer fit for purpose for individual members.
- The board reviewed the document in detail and noted which articles they wished to revise.
- Chair noted that Cooperative Development Scotland were involved in the development of the original articles and that their input should be sought again.

ACTION(S):

- CEO plus Chair to meet with Co-operative Development Scotland for guidance on the changes required.
- Once the new memorandum of association is drafted; a member's EGM is to be called to approve the proposed changes.

6. AITC Commercial strategy – for discussion

- This item was not covered due to lack of time available – to be held over to next board meeting.

7. Confirmation of end of probation for CEO

- The CEO's probation period ends on 6th Feb. The CEO stepped out of the room and the board approved the move to confirm completion of successful probation period

ACTION(S):

- Chair to confirm in writing to CEO.

Signed as correct:



Iain Jurgensen, Chair