

**Minutes of a meeting of Visit Jersey Limited ("VJ")**  
**Held at Visit Jersey, Commercial House, Commercial Street, St Helier, Jersey, on**  
**Tuesday 19<sup>th</sup> March 2019 at 1.30pm**

<b>Present:</b>	Kevin Keen (KK) – Chair
Patrick Burke (PB)	Keith Beecham (KB)
Catherine Leech (CL)	Tim Crowley (TC)
Amanda Wilmott (AW)	Sam Watts (SW)
(collectively referred to as the "Board" or the "Directors")	
<b>In Attendance</b>	
Darren Scott (DS), Economic Development Tourism Sport and Culture (EDTSC) (Observer)	
Aimee Maskell, AM to PM Secretarial Services (Scribe) (from 2pm onwards)	

1. **APOLOGIES – No apologies were noted.**
2. **CONFLICTS OF INTEREST – There were no conflicts of interests to declare.**
3. **PROPOSAL FOR THE SELF-ASSESSMENT OF THE BOARD** – AW reported that whilst she had undertaken a review to identify ways in which the Board could improve their governance, the recent Comptroller and Auditor (CAG) Report stated that VJ's corporate governance was very good for the size of the organisation and she therefore suggested that this be borne in mind. She added that as the Island's arms' length organisations (ALOs) were continuing to face increased scrutiny, VJ was likely to be required to adopt further corporate governance measures going forward. Therefore, at this stage, in order to satisfy the CAG, she proposed that VJ carry out a holding exercise whereby it implements the following governance processes to ensure the organisation operates efficiently and appropriately evidences everything it does:
  - 1) ***The maintenance of an attendance record for Board and Committee meetings*** – AW proposed that this should include details of the meeting; the date of the meeting; and a signed list of attendees and **IT WAS RESOLVED** that KB would prepare the same for meetings going forward. **Action: KB**  
  
 TC queried whether it was proposed to include details of attendance in the Annual Report and KK suggested that an attendance register should be tabled at each meeting for signature by the attendees which would be filed accordingly. Furthermore, reference should be made in the Annual Report to the number of meetings attended by each Director during the year. KB reported that, in response to comments received from the CAG, there is a statement in the draft financial statements providing details of Directors' contributions and AW stressed the importance of maintaining attendance registers for the Committee meetings to further highlight the level of contribution of Directors. **Action: KB**
  - 2) ***Directors to record details of duties undertaken and meetings attended*** – AW proposed that this should be submitted to KK on a quarterly basis together with any relevant expenses. A template for recording Directors' duties/attendance at meetings was tabled to the meeting and **IT WAS RESOLVED** that the Directors would use the same going forward. However, AW stressed that this did not constitute a timesheet, noting that it was not necessary to record time spent. **Action: Directors**
  - 3) ***Undertake a Board Evaluation*** – AW reported that she has created a Board Evaluation Questionnaire based on questionnaires previously used by herself and KK together with a questionnaire from the National Audit Office. The Directors noted the Questionnaire, copies of which was circulated with the agenda and tabled to the meeting, and AW invited them to review the same and revert to her with any suggested amendments with a view to completing the same on an annual basis.

AW suggested that following completion of the Questionnaires her and KK would review the same and present any significant issues to the Board for discussion. This process was welcomed by KK and he requested that the Directors complete and submit the Questionnaire to AW (as the Board's Senior Independent Director) by 29<sup>th</sup> March 2019. Thereafter, AW would prepare a summary of the results, anonymise the comments; and share the same with the Board for discussion at the next meeting scheduled for 24<sup>th</sup> April 2019. **Action: Directors/AW**

The Board considered whether, going forward, March was the most appropriate time of year to complete the Questionnaire and, after a brief discussion, it was agreed that from 2020 Questionnaires should be completed in January. **IT WAS THEREFORE RESOLVED** that KB would update the "Forward Board Meetings and Other Board Events" calendar accordingly. **Action: KB**

TC sought clarity from DS as to whether other ALO's were undertaking board evaluations and he advised that VJ was already above the standard of most ALO's and confirmed that he was comfortable with AW's proposals. KK welcomed the implementation of a Board evaluation, particularly as the free text aspect of the Questionnaire will enable the Directors to raise any concerns anonymously.

4) **Training** – AW proposed attending (at her own expense) a one day corporate governance refresher course to ensure she was entirely up to date in respect of any new corporate governance rules and regulations. She noted that there were various ICSA courses available over the next few months and **IT WAS RESOLVED** that she would make the necessary arrangements to attend one. **Action: AW**

4. **SATORI PROPOSAL** – The Directors noted the proposal from Giles Naylor (GN) at Satori in relation to the provision of an external Board review, a copy of which was circulated with the agenda. KK proposed responding Giles Naylor (cc'ing AW) to advise him that the Board has agreed to undertake an internal Board assessment with a view to this providing context on any potential issues. Thereafter, the Board will consider whether any external input is required and, if necessary, KK will revert to Giles Naylor for his further support. **Action: KK**

KK's approach was supported by the Board, albeit that concern was expressed by SW as to whether this may be received negatively by VJ's funder, particularly when organisations such as the Ports of Jersey and Andium Homes are undertaking external Board reviews. However, DS reassured the Board that this was unlikely to be the case on the basis that these organisations are States-owned bodies as opposed to ALOs. He added that government will take comfort from VJ considering an external Board review and will welcome the Board's decision to put this on hold as long as the reasons for this are documented accordingly.

5. **VJ INITIAL RESPONSE TO CAG REPORT** – The Board reviewed VJ's initial response to the CAG Report dated 25<sup>th</sup> January 2019, a copy of which was circulated with the agenda. KB reminded the Board that the response was compiled by a sub-committee of the Board in a limited time frame. Therefore, it was submitted with the caveat that further responses may be provided in due course if required and KK suggested that the recommendations should be reviewed on a regular basis to ensure that the actions are being undertaken/progressed.

In answer to a question from CL, KK advised that the Public Accounts Committee reviewed VJ's response and advised that they were "content" with the same.

KK took the Board through the recommendations numbered R11 to R24 and sought any further observations or actions from the Board. The recommendations were discussed in detail and the following observations/actions were noted:

(a) R12 – The Board acknowledged that reference should be made in the Annual Report to VJ not having spent its full grant in 2018. **IT WAS THEREFORE RESOLVED** that KK would highlight this, and the importance of governance, in his Chairman's Report in the Annual

Report. **Action: KK**

(b) R15, R16 and R17 – **IT WAS NOTED** that the adoption of internal, external and formal Board effectiveness reviews/evaluations were discussed in item 3 above and it was agreed that AW as Senior Independent Director should be responsible for the introduction of a formal evaluation process for Board members (R17) rather than the Chair. **Action: KB**

(c) R18 – The Board agreed that VJ was too small to introduce an internal audit function. However, **IT WAS NOTED** that the appointment of an external accountant provided some comfort in this regard. Furthermore, an internal book keeper had recently been appointed and was due to start next week. In answer to a question from AW, **IT WAS NOTED** that whilst minutes of all sub-committees were taken, these were not published. However, **IT WAS RESOLVED** that KB would upload these to VJ's Office 365 "portal" for the Directors' review/information. **Action: KB**

(d) R23 – The Board welcomed on-going discussions with the Statistics Unit regarding their potential involvement in compiling Exit Survey data, noting that this would provide an appropriate level of independence going forward. The Board agreed that it was particularly positive that an experienced statistician with previous tourism experience was currently working with the Statistics Unit.

(e) R26 - KB acknowledged that the 2018 Annual Report should make it clear whether VJ has achieved its KPIs or not and KK proposed that in addition to KB's CEO's statement in the 2018 Annual Report, David Edwards should be asked to prepare a further "drier/colder" report focusing on VJ's finances/statistics in order to respond to the CAG's recommendation regarding the Annual Report. **Action: KB/KK (DE)**

After a careful review of VJ's initial response, **IT WAS NOTED** that whilst work was continuing on a number of the actions to the recommendations, no change was required to the initial response. However, there was the flexibility to respond further in due course if appropriate/required. In answer to a question from KB, the Board confirmed that no further formal response to the CAG/States was necessary at this time.

PB queried whether a meeting ever took place with the CAG to discuss her report and KB advised that whilst he and members of the VJ Executive Team met with one her officials, one of the recommendations was that he liaise with the Board but this did not happen. DS reported that he and Sean Pritchard also met with the CAG's official regarding the report and noted that the CAG and her officials tend to prefer receiving information rather than meeting people/hearing a narrative. However, he reassured the Board that the report was not as negative as the Board perceived it to be, reiterating that VJ is one of the best ALOs in terms of process, governance etc.

KB noted that the Report also made a number of recommendations for the States and he queried whether VJ could provide any support in this regard. DS advised that a series of workshops will be organised in due course to deal with these at which time the Board will be invited to participate.

**6. REMUNERATION FOR STATES OWNED COMPANIES AND ARMS' LENGTH BODIES**  
– **IT WAS NOTED** that the CAG is currently undertaking a review of remuneration for States' owned bodies and ALOs and VJ has received a number of requests from the CAG in this regard. The Board reviewed KB's proposed response to these requests, a copy of which was circulated with the agenda, and KK sought the Directors views on the same. KK noted that his only slight reservation in this respect was the proposal to provide the CAG with a copy of VJ's draft 2018 financial statements and suggested that these should be submitted at a later date when they are in final format instead. This was echoed by TC, who proposed that VJ did not provide the CAG with any draft figures on the basis that her report should be based on fact.

After further careful consideration, **IT WAS RESOLVED** to provide the CAG with the information and documentation as outlined in KB's proposal. However, at this stage she would only be provided with factual extracts from the draft 2018 financial statements (e.g. the table of Directors' remuneration) together with a copy of the terms of reference for the Remuneration Committee with a view to providing her with a final version of the 2018 financial statements upon completion. **IT WAS FURTHER RESOLVED** that when submitting the same, KB would offer to meet with the CAG to discuss the review/information/documentation if required. **Action: KB**

GDPR implications of sharing the information requested by the CAG were discussed, and the Board agreed that whilst the provision of names added little value to the review, there was no GDPR implications on the basis that the information will not be published. KK highlighted that the information requested by the CAG only relates to the Board, not VJ staff, and KK noted that the Annual Report already provides details of the Directors and their annual remuneration and therefore did not express any concern in providing these details to the CAG.

DS advised that further work is likely to be undertaken by the States' Head of Programme and Partnerships following completion of the CAG's review to agree a consistent remuneration structure across all ALOs, noting that currently different boards are remunerated at different levels (with some being voluntary).

KK tabled an email dated 15<sup>th</sup> March 2019 from Charlie Parker to the meeting. **IT WAS NOTED** that this had been sent to all ALOs and highlighted concerns expressed by the Chief Minister in relation to director appointment processes adopted by ALOs, particularly in respect of increases in director remuneration, director reappointments, and the refreshing of boards on a regular basis. However, KK advised that whilst Appointment Commission input is required on the appointment of the VJ Chair and CEO, the Partnership Agreement currently in place between VJ and the States does not deal with Board appointments. Therefore, they are considered on a case by case basis and do not require the approval of the States/Minister and, if approval is required, an amendment to the Partnership Agreement would need to be made.

KK noted that following the AGM on 22<sup>nd</sup> May 2019, there will be two Director vacancies. He reported that CL has kindly agreed to take on the responsibility for filling these vacancies and he invited CL to provide an update on the same. CL proposed continuing to invite Alan Merry (Interim CEO of POJ) to attend meetings as an observer but defer recruiting a replacement for Doug Bannister (DB) until a new POJ CEO has been appointed. Furthermore, although she accepted that SW's marketing expertise will be a loss to the Board, in order to save money, she proposed that this position is not filled until such time as it was necessary so that as much focus as possible can be placed on the recruitment process for a new CEO to replace KB in 2020.

Mixed views on the replacement of DB and SW were provided and the value of maintaining VJ's relationship with POJ and the importance of having a Director with marketing expertise on the Board was noted. KK stressed that a decision regarding the replacement of DB and SW was not required at this stage and DS proposed that whatever is agreed could form VJ's response to CP's email (discussed above). **IT WAS THEREFORE RESOLVED** that the Directors would provide CL with any further comments on the Director vacancies via email for further discussion at a future date. **Action: Directors**

KB suggested that there was no urgent or immediate need to appoint another on-Island Director with marketing expertise and he queried whether such an individual even existed. He added that the VJ team are in regular liaison with POJ at an executive level outside of the Board. However, whilst KB recognised the importance of POJ being a strategic partner with whom VJ must engage, he stressed that their strategic ambition was different to VJ's. He therefore proposed re-visiting the replacement of DB and SW following completion of the Board evaluation (discussed above) and this was echoed by the Board.

7. **VJ Q4 2018 REPORT FOR EDTSC** – The Board reviewed the VJ Q4 2018 report dated

13<sup>th</sup> March 2019, a copy of which was circulated with the agenda and was due for submission to EDTSC as soon as possible. CL expressed concern regarding the 51% underspend in Q4. However, KK explained that this was a phasing issue. TC added that VJ works to an annual, not a quarterly budget and KB suggested that the change in marketing manager half way through the year had an impact on this. Furthermore, VJ's campaigns do not necessarily fit into accounting quarters. SW queried whether the budget should be amended to reflect VJ's campaigns and TC confirmed that this was now the case, noting that a purchase order system has been implemented so that commitments can be estimated at the year end.

**IT WAS NOTED** that the NPS figures on page 1 of the report required amendment and **IT WAS RESOLVED** that KB would update this accordingly. **IT WAS FURTHER RESOLVED** that the Directors would provide KB with any further comments on the report prior to Friday 22<sup>nd</sup> March 2019, at which time, he would submit it to DS. **Action: KB/Directors**

8. **AOB** – There was no further business to discuss.

9. **DATE OF NEXT MEETING – IT WAS NOTED** that the next meeting was scheduled for 24<sup>th</sup> April 2019 at 9.30am at VJ's Office.

There being no further matters to discuss, the meeting was closed at 3.10pm.

  
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Chair

24<sup>th</sup> April 2019