



(01A) Minutes of a meeting of Visit Jersey Limited ("VJL")

Held at the Visit Jersey Boardroom on Tuesday 19th July 2022 at 9am

| the "Directors" or the "Board" | In Attendance |
|--------------------------------|---|
| Lisa Springate (LS) – Chair | Dan Houseago (DH) - GoJ (Teams) - part |
| Amanda Burns (AB) - CEO | David Schofield (DS) -Company Secretary |
| Amanda Willmott (AW) | Matt Thomas (MT)-PoJ |
| Catherine Leech (CL) | Meryl Laisney (ML)-part |
| Ian Gray (IG) | Ruth Perchard (RP)-part |
| Lawrence Huggler (LH) | Sarah Barton (SB)-part |
| Patrick Burke (PB) | Tracy Maurant (TM)-part |
| Tim Crowley (TC) | |

GENERAL

- 1. APOLOGIES** - LS welcomed everyone to the meeting and confirmed there were no apologies.
- 2. CONFLICTS OF INTEREST** - The Board confirmed there were no new conflicts of interest.
- 3. MINUTES FROM THE PREVIOUS MEETING** - Having been circulated, LS asked the Board if they had any questions about the minutes of the 19 May 2022 meeting. TC noted that the next meeting date on the minutes needed correcting. There being no other changes, it was **RESOLVED** to approve the minutes of the Board meeting, for signing by LS. **ACTION LS/DS.**
- 4. BOARD CORPORATE GOVERNANCE AND STRUCTURE** - LS said that as the incoming Chair, she had familiarised herself with the Memorandum and Articles of Association, share structure of VJL, as well as the lengths of tenures for the members of the Board. LS also informed the Board that VJL had been asked by the GoJ to provide details of the NED appointment dates/lengths of tenure as part of the H2 payment. LS asked if there were any comments regarding this, none were raised and it was **AGREED** the said details would be released to GoJ.

FOR APPROVAL

5. **THE NEW PARTNERSHIP AGREEMENT (PA)** – **LS** informed the Board that **AB** and her had had several calls with GoJ and VJL's legal counsel (David Hill of Parslows) regarding the PA. Further to their email to the Board in relation thereto, **LS** thanked everyone for their comments which she said **AB** and her had fed back to DH and then on to GoJ. **LS** said she was pleased to announce that VJL had reached agreement with GoJ in relation to the terms of the PA. **LS** said that whilst she hoped there would never need to be any recourse, there was now a timeframe and mechanism within the PA, for resolving any disputes. **LS** noted that paragraph 21 within the PA states 'not used' and this was to be taken out but was retained to avoid incurring more legal costs. **CL** asked if VJL's PA was in line with other ALOs. **LS** confirmed this was not information she was privy to. **IG** asked whether or not the full business plan should be detailed in schedule one. **AB** confirmed this had been discussed with Parslows and it was decided that the full business plan should be included and not extracts. **LS** invited any further questions regarding the PA and there being none, the discussion was concluded. **ACTION LS/DS**. **LS** informed the Board that the certification and usage rights for jersey.com (which is another matter which she wishes to conclude) were not included in the PA, but that there had been discussion with Ian Clarkson (IC) (now that the PA has been concluded) that this matter would be dealt with as soon as possible. IC is due to depart from the GoJ in mid-August and so the intention is to conclude before his departure.

FOR DISCUSSION/UPDATE

6. **THE RISK REGISTER** - **IG** noted that the risk register had been updated with new sections. **IG** noted the following changes to the register had been made by ARC in conjunction with the executive team, route disruption had been changed from 4C to 3C. New sections had been added regarding the effect of rising inflation on VJL's target market. **AB** said that the register is regularly reviewed by the executive and as a team, they look at what VJL is accountable for and is within its control, as well as macro risk out of its control but which VJL could have a view on to advise GoJ. **LS** asked if the Board had any comment. **AW** noted that the document was a great improvement and the inclusion of loss of VJL buying power due to inflation was pertinent. **TC** highlighted that unavailable bed stock to the tourist market presented a risk which should be recorded. **IG** noted that this point should be submitted to ARC and added to the register once proven.
7. **MANAGEMENT ACCOUNTS** - **IG** noted year to date all the grants were on budget and the variances were merely timing issues and there were no items which the Board needed to be concerned about. **LS** invited any other question regarding the management accounts and there being none, the discussion was concluded.

SB, ML and (RP by Teams) joined the meeting at 9.20am. DH joined by Teams at 10am

8. **CEO update - AB** updated the Board on the roadmap and 2022 KPIs as per her update in the board pack. **SB** updated the Board on Trade activity. **ML** updated the Board on marketing activity. The Board congratulated **AB, ML** and the team for the recent marketing awards they had won. **RP** updated the Board on visitor and passenger arrivals data and took questions. **TC** asked for the Board presentation to be sent in advance. It was **AGREED** in future to provide the Board with the presentation deck, where possible, as soon as possible before the Board meeting.

SB, ML, DH and (RP Teams) left the meeting at 10.45am. DH (Teams) re-joined after the break at 11.10am

9. **Purpose and role of Visit Jersey - LS** updated the Board on the recent helpful meetings which **AB** and her had had with the GoJ (and which had included the new CEO, Suzanne Wylie), regarding the role of VJL and funding. **LS** informed those present about the proposal to establish a Tourism Advisory Board (TAB). As with the Financial Services Advisory Board (FSAB) which **LS** is familiar with from a financial services perspective, the proposal would be for the TAB to be led by the Minister for Economic Development, Tourism, Sport & Culture and to meet quarterly with the key industry stakeholders. The terms of reference would need to be agreed but the objective of the TAB would be to try and tackle head on, issues such as the shortage of skills, bed capacity, staff accommodation etc.. in a co-ordinated way and to avoid unnecessary duplication. In this regard, **LS** said that her observation to date, from her short time in the role, is that there are several stakeholders (the Jersey Hospitality Association, Jersey Business, Chamber of Commerce, IoD Jersey etc..) who were also trying to do likewise. **LS** said that she wished for the TAB to be inclusive but recognised that there is a downside of progressing items, if there are too many voices around the table and this needed to be carefully considered. **LS** invited comments from the Board in respect of this proposal. **LH** said that he thought it was a brilliant idea and much needed. **AW** thought it was a great idea and would help VJL move forward. **PB** thought the idea was good but wanted the luxury side of the industry to be considered as a voice. **CL** said she supported it whole heartedly, but it needed to include attractions and the JHA. **LS** assured the Board there would be wider stakeholder consultation and inclusion. **IG** thought it was needed. **TC** thought it was a great idea but was concerned about why VJL was leading on it, given the role of VJL as outlined in paragraph 12 of the PA. **LS** clarified that GoJ would lead on the TAB, as with the FSAB. It was **AGREED** that **LS** will work on the terms of reference for TAB and circulate to the Board to discuss at the next Board meeting. **ACTION LS**

DS left the meeting at 12.10pm

10. Future Board Meetings - It was **AGREED** to change the 24th January 2023 meeting date to 31st January, 2023. The Board to advise Rachel Winchurch of any further meeting dates that cause problems. **ACTION:** Board to feedback.

11. AOB - It was noted by **LS** that Tracy Maurant's tenure as Board Apprentice would continue until 28th October 2022 and this had been confirmed in writing. **LS** raised the amount of Professional Indemnity for NED Board Members, advising that the current cover is £2.2 Million per annum and asked them to consider whether they consider that this is enough to cover all liability, or needs to be increased. **ACTION:** Board to feedback by end of July.

12. DATE OF THE NEXT MEETING – The Board noted that the date of the next Board meeting was 12th October, 2022.

Aspinogate 20 October, 2022

Chair

ACTIONS

| ACTION | RESPONSIBILITY | STATUS |
|--|-----------------------|---------------|
| LS to sign May meeting minutes, DS to file | LS/DS | Complete |
| LS to sign Partnership Agreement, DS to file. | LS/DS | Complete |
| LS to circulate terms of reference for TAB before next Board meeting. | LS | Complete |
| Board to Advise Rachel Winchurch on dates for 2023 Board Meetings that may cause problems. | All Board members | Complete |
| Board to feedback to LS on Directors insurance coverage. | All Board members | Outstanding |
| | | |