

**HADRIAN'S WALL HERITAGE LIMITED**  
**MINUTES OF A MEETING OF THE BOARD**  
**HELD AT EAST PETEREL FIELD, HEXHAM**  
**ON TUESDAY 30 OCTOBER 2007 AT 10.00am**

**Present:**

**Directors**

Ann Green	Chairman
James Berresford	North West Development Agency
Louise Davis	One NorthEast
Peter Henriksen	Non Executive Director
Eric Robson	Non Executive Director
Martin Shaw	Natural England
Humphrey Welfare	English Heritage

**In attendance**

Linda Tuttiett	Chief Executive
Vineet Lal	Director of Branding & Marketing
Nigel Mills	World Heritage & Access Director
James Arkless	Secretariat

**Observer**

Martin Walker	Sustainable Development Director designate
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## 1. Welcomes and Apologies for Absence

Apologies were received from Stacy Hall who was unwell and Susan Achmatowicz who was in Africa for three months.

The Chairman welcomed Louise Davis, who was taking Stacy Hall's place, and Martin Walker, who was again observing the meeting in advance of taking up his post on 3 December.

## 2. Declaration of Interests

No declarations were made.

## 3. Minutes of the meeting held on 18 September 2007

The minutes of the meeting held on 18 September 2007 were agreed as a correct record and signed by the Chairman.

## 4. Matters arising

**Universities:** this item was being carried forward to the next meeting. Eric Robson observed that Rt Rev John Sentamu was being installed as Chancellor of Cumbria University in the next month.

**Publication of papers:** It was agreed that Board papers as well as minutes should be published on the HWHL website.

**Membership:** Since the last Board meeting the Board had been advised that Cumbria Wildlife Trust did not have the appropriate legal status to be a member of the company. It remained important to engage with them as a stakeholder.

**All Party Group:** The Chairman had written to Peter Atkinson MP who was approaching interested MPs. Eric Robson recommended a direct approach to Lord Clark of Windermere who chaired the Forestry Commission and the Lake District National Park Commission.

**Cashflow forecasts:** Peter Henriksen requested a realistic projection of spending at the December meeting of the Finance & Resource Committee

**KPIs** would be discussed at the December Board meeting.

### **Actions:**

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|--|-----------|
| <i>i) Publish Board papers &amp; minutes on HWHL website</i>           | <i>VL</i> |
| <i>ii) Write to Lord Clark of Windermere re all party group</i>        | <i>AG</i> |
| <i>iii) Cashflow/ income &amp; expenditure projections to next FRC</i> | <i>LT</i> |

### 4a. Appointment of Alternate Director

The Chairman had received a letter from Stacy Hall nominating Louise Davis as her alternate director. The Board noted that an express power for RDA directors to nominate alternates was contained in an amendment to the Company's Articles which was to be put to General Meeting today. Subject to that amendment being carried, they approved the appointment with immediate effect.

**Resolved:**

***That Louise Davis be appointed as Alternate Director to Stacy Hall subject to the proposed amendment to Articles 51-52 of the Articles of Association being carried at the Annual General Meeting which would follow this meeting.***

**5. Chairman's Report**

The Chairman thanked Linda Tuttiett and the Executive team for the hard work of the past few weeks, notably the highly successful roadshows, the production of an impressive Annual Review and the major task of restructuring of the team, which had been an essential and challenging exercise.

She reported that she had met with Margaret Fay, Chairman of One NorthEast, who had been extremely understanding of the issues and pressures facing the company, including anticipated reductions in funding due to the CSR and Visit Britain's review. However the Board also noted that there were some hopeful signs that the heritage sector may fair better than expected in the coming spending round and it was important to engage with national and local government and with bodies such as the Campaign for the Protection of Rural England and press HWHL's case as a uniquely placed organisation.

James Berresford suggested that carefully crafted individual letters be sent to key contacts to coincide with the distribution of HWHL's Annual Review, and that Board members could oversee this and use their contacts to enlist support.

**Action: Proposed list of contacts to be shared with the Board**

**LT/  
Board**

**6. Report of Chief Executive**

The Chief Executive presented paper HWH-07-OCT-01, which was her report on activity since the last Board meeting and the Board congratulated her on it. She highlighted various matters from her report:

The Culture 10 funding stream could benefit HWHL. There would be significant marketing opportunities around the opening exhibition at the new Great North Museum, and the British Museum's Hadrian exhibition, both of which were due to tour the USA.

Garrison events in the spring were expected to be world class and it was agreed that HWHL should be associated.

The Board noted that the building up of a bank of Scheduled Monument Consents, discussed previously, was work in progress. Delays in trail maintenance funding had held this up somewhat.

The roadshows had gone extremely well with amazing turnouts at all eight venues. With the majority of feedback being positive, they had provided an opportunity to engage with those that were unhappy and begin to address their concerns.

Eric Robson stressed the importance of including community groups in any 'Friends of HWHL' as people liked to feel a sense of ownership at a local level. The Chairman agreed and highlighted the need for a 'Friends association' to be formed.

## Minutes of the Board of Hadrian's Wall Heritage Ltd 30 October 2007

The Chief Executive thanked the remaining directors for their support through the re-structure and the World Heritage & Access Director commended her handling of the process.

Following some discussion of recent contacts with and between HWHL's Founder Members, Peter Henriksen asked that the Chief Executive check that all necessary formal funding applications to the Founder Members for 2008 had been submitted.

### **Actions:**

- i) Check funding applications submitted to Founder Members** **LT**
- ii) Formation of Friends association to be examined in 2008** **LT**

### **Resolved:**

- i) That the Board note the content of the report; and**
- ii) That the report may be published.**

## **7. Report of the Audit Committee**

The Chairman of the Audit Committee reported verbally that whistleblowing and anti-fraud policies had been approved by the Committee and would be circulated to the Board and staff.

The Committee had also reviewed the risk register and made constructive comments on monitoring the management of risks.

## **8. Management Accounts**

The Chief Executive presented paper HWH-07-OCT-02 (Management Accounts). The report showed no significant changes and the cashflow position was good. Full reports with commentary would be initiated by the interim finance officer David Dawe from next month, and he would meet with Peter Henriksen to discuss technical issues. The Board also asked for the new staff structure to be circulated.

### **Actions:**

- i) Full management accounts with commentary to next meetings;** **DD**
- ii) PH to meet with David Dawe; and** **PH/DD**
- iii) Circulate new staff structure to Board** **LT**

### **Resolved:**

- i) That the Board note the content of the report; and**
- ii) That the report may be published.**

## **9. Development Programme**

The Chief Executive presented paper HWH-07-OCT-03 which updated the Board on the Development Programme. There was progress on Housesteads at last, and the prospect of the Great North Museum and Tullie House as eastern and western gateways to the Wall was exciting. It was agreed that, under Quality Accommodation, reference should be made to Cumbria Tourism's quality assessment campaign.

She also circulated a draft of the *Working in Partnership* bid document, which listed HWHL's priorities for enhancing the visitor experience along the corridor.

The Board noted that the strategy and rationale behind projects was fully aligned to HWHL's public duty objects. They agreed the vital importance, when bidding for funds, of linking the rationale of projects to the objectives of funders.

The Board suggested that the list of priorities needed further interpretation, and noted the importance of prioritising such an ambitious and substantial list of projects. Not all projects would be realised but the list was both exciting and realistic. The intention was that budgets included project management costs, which minimised the risk of resources being dominated by a single large project.

It was noted that the development programme report would become more sophisticated in the near future with the introduction of MS Project software.

**Actions:**

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|------------|---|------------------|
| <b>i)</b>  | <b><i>Prioritise development projects</i></b>                     | <b><i>LT</i></b> |
| <b>ii)</b> | <b><i>Add reference to Cumbria Tourism quality assessment</i></b> | <b><i>LT</i></b> |

**Resolved:**

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|------------|--|
| <b>i)</b>  | <b><i>That the Board note the content of the report; and</i></b> |
| <b>ii)</b> | <b><i>That the report may be published.</i></b>                  |

*There was a short refreshment break at 11.40am. The meeting resumed at 11.55*

**10. Camp Farm**

The Chief Executive presented paper HWH-07-OCT-03 which had been produced by the Company Secretary. The paper summarised the options for taking forward the acquisition of Camp Farm.

The Board noted that there were a number of issues to be addressed and significant risks to be mitigated. Much depended on the outcome of feasibility work currently being undertaken.

Issues of access and the ownership of adjoining buildings were critical and the Board favoured securing an option over the remaining buildings on the site. There was a lengthy discussion of the valuation of the land, and the Board noted that the District Valuer's valuation was being obtained.

The support of the local community and local authority was of key importance, and the Board noted that action was already underway to involve them, as required by HLF. Any new attraction should also be linked into the existing Roman attractions locally. Although development of the new site would be a long term programme an excavation site could open before the full infrastructure was in place. The support of English Heritage would be critical, and the Board noted that DCMS appeared supportive.

The Board were advised that the funding offered by West Cumbria Development Fund for the acquisition of the land was definitely available this financial year. No conditions were attached and there was no requirement for matched funding.

The Chairman summarised as follows:

- 1) the feasibility study was crucial and the Board should be involved;
- 2) some outstanding issues would be resolved by the outcome of the study;
- 3) HWHL must communicate fully and clearly with funders & the vendors;
- 4) Financial viability, market potential and timescales must be clarified;
- 5) State Aid issues needed to be clarified;
- 6) Planning should consider how the project sits with HWHL's structure & resources;
- 7) Clarity was needed on development funding such as HLF;
- 8) Any tax implications must be clarified.

Whilst the vendors were keen to proceed swiftly, the Board agreed that they could not make a final decision until at least an initial feasibility report had been received. However the project was potentially very exciting. Subject to proper risk assessment, confirmation of market potential, and resolution of all legal and practical issues, they were in principle supportive of the proposals.

**Actions:**

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|---|-----------|
| <i>i) Examine State Aid issues fully;</i>   | <i>PJ</i> |
| <i>ii) Feedback to vendors and funders on progress made; and</i>                                      | <i>LT</i> |
| <i>iii) Ensure initial feasibility information available for consideration at next Board meeting.</i> | <i>LT</i> |

**Resolved:**

- i) That the Board welcome the proposals and agree to consider the findings of initial feasibility work as soon as possible; and*
- ii) That this report may not be published for reason of commercial confidentiality.*

**11. Local Authority Communication Plan**

The Chief Executive presented a table showing proposed levels of contact with local authorities from April 2008, which would form part of a wider communications strategy. The Board agreed that tourist boards should be represented at the planned cultural event and that a connection with Northumberland Strategic partnership should be built into the plans. They noted that funding approaches for the current year had already been made and initial responses were positive.

**Resolved:**

- i) That the Board approve the approach suggested ; and*
- ii) That the report may be published.*

**12. Any other business**

There was no other business

**13. Date of Next Meeting**

The next Board meeting would be on **Tuesday 11 December 2007 at 10.30am** at Tullie House, Carlisle.

Dates for 2008 had been agreed and circulated. Venues would be confirmed in the next few weeks, with the January meeting to be held at East Peterel Field.

**The meeting closed at 1.10pm.**

I confirm that these minutes are a true record of the meeting to which they relate:

Signed: ..... Dated: .....

Ann Green (Chairman)