

Minutes

Edinburgh Festival Fringe Society AGM

Forty-sixth Annual General Meeting of the Edinburgh Festival Fringe Society Ltd

Company Number: SC046605

Scottish Charity Number: SC002995

Date: Tuesday 25 August 2015

Venue: Balmoral Hotel, Princes Street, Edinburgh

Present

Sir Tim O'Shea (Chair)
Anthony Alderson
Judith Doherty
Sam Gough
Richard Lloyd
Gareth Morinan
Susan Morrison
Tommy Sheppard
Kate Smurthwaite
Richard Wiseman
Charlie Wood
Collin Wood

In attendance

Tigho Ayovuare (Operations Manager)
Elizabeth Burchell (Head of Marketing and Sponsorship)
Barry Church-Woods (Venues and Companies Manager)
Fiona Davis (potential future Board Member)
Janet Hamblin (Baker Tilly)
Lyndsey Jackson (Head of Operations)
Brigid Kennedy (Marketing and Advertising Coordinator)
Kevin Kimber (Venues and Companies Officer)
Neil Mackinnon (Head of External Affairs)
Kath M Mainland (Chief Executive)
Fiona Payne (Designer)
Rachel Sanger (Head of Participant Services)
Cat Smith (Marketing and Publications Coordinator)
Louise Thomson (PA to Chief Executive) (Minutes)

Membership:

Nick Awde
Xela Batchzelder
Lorna Brian
Stephanie Brotchie
Sally Cowling
Thom Dibdin
Tamsin Fitzgerald
Frank Galbraith
Andrew Girvan
Elise Harris
JD Henshaw
Hils Jago
Kent Lawson
Kate Lindey
Sally Lloyd
José Machado
James Mackenzie
Luke Meredith
Adrian Minkowicz
Margaret Moll
Darren Neale
Matt Panesh
Martin Powell
Andy Quinn
Christopher
Richardson
Bridget Stevens
Barrie Taylor
Ged Welch
Allan Woolfe
Danny Worthington
Heather Young

Public:

Andrew Anderson
David Bates
Rachael Brink
Sharon Burgess
Muriel Cassie
Deborah Crème
Allison Fan
Brian Ferguson
J Finn
Rebekah Gibb
Steve Gove
David Hossack
David Jarman
Jaclyn Kelly
Vrettos Kostis
Richard Lewis
Chelsea Liller
Andrea Marques
Phil Miller
Barnaby Miln
Dec Munro
Elaine Pritchard
Heather Reese
Stewart Reid
B Rennie
Majid Salam
Arin Segal
Herbie Treehead
Keren van den Broek
Mitrakas Vasilis
Sarah Wagner-Bloom
Marlene Zwickler

Preamble

The Chair welcomed Fringe Society members and members of the public to the AGM explaining that formal proceedings would be covered first from the agenda followed by a guest speaker and then an informal question and answer session after the conclusion of formal business. The Board of Directors introduced themselves.

Apologies

Apologies had been received from Shelagh Mackay, Alister O'Loughlin and Pip Utton.

Notice

The Notice convening the meeting was taken as read.

Minutes of the 2014 Annual General Meeting

The minutes of the 2014 Annual General Meeting were taken as read and approved with no alterations. This motion was proposed and seconded.

Decision: **The minutes were unanimously approved.**

Accounts

The Chair invited Kath M Mainland as Chief Executive and Company Secretary of the Edinburgh Festival Fringe Society to present the 2014 accounts. Kath commented that the accounts were self-explanatory. She noted that the Trustees' report outlined the key activities over 2014/15 and the priorities for the Society going forward. 2014 had been another successful year in which over 2.1 million tickets were issued and the Society returned a significant consolidated surplus of £247,000. This would stand the Society in good stead to discuss how best to meet its objectives as set out in the Business Plan covering 2015-19.

The Chair opened the floor for questions of a financial nature. There were no questions.

The adoption of the accounts was proposed and seconded.

Decision: **The accounts were unanimously adopted.**

Appointment of Auditors

The Chair informed those in attendance of the Board's proposal to re-appoint Baker Tilly as auditors for the coming financial year.

Allan Woolfe asked whether, in the light of the issues which arose earlier this year and were made public, this was something which the auditors should have picked up on.

Kath Mainland confirmed that Mr Woolfe's question was in relation to the fraud which was uncovered earlier in the year. She commented that although it involved a significant amount of money over a number of years, it was not a significant amount in any one year, amounting to less than 1% of turnover annually. The Board had commissioned a forensic report into

financial processes and procedures and were confident that steps had been taken to ensure these were fit for purpose, and due to the ongoing police investigation the Board felt that this would not be the best time to change auditors.

The re-appointment of Baker Tilly was proposed and seconded.

Decision: Baker Tilly were reappointed as auditors.

Chief Executive's Report

Kath Mainland gave a brief update on the Fringe Society's activities over the past 12 months.

○ Roadshows and events

The Society undertook a programme of roadshows and events, with six in the UK (one of which was live-streamed) and international roadshows in Perth, Melbourne, Adelaide, Sydney, Auckland, Grahamstown, New York and Orlando. Trips to Amsterdam and South America were planned for later in the year.

○ Fringe Central

Fringe Central had seen over 5,000 people through its doors this year. It hosted over 89 free events with themes including Health and Wellbeing, Making the Most of Your Fringe and Breaking Down Barriers. Fringe Central's partners included among many others Equity, Playwright's Studio Scotland, Imagine, Arts and Business, The Envelope Room, Unlimited, Creative Carbon Scotland, Spotlight and Independent Theatre Council.

○ Arts Industry

The Arts Industry office had thus far accredited 1,098 industry professionals, an increase on the previous year. There were 39 countries represented in the 2015 programme, again an increase on the previous year in which there were 35. There were also 15 Emerging Producers this year, more than double the number for 2014. The Arts Industry office had spoken to over 326 individuals about their work and their professional development post-Fringe. In general, engagement across the industry continues to grow.

The Chair thanked Kath for her report and concluded the formal business. The Chair closed the meeting, confirmed that the Chief Executive would introduce the guest speaker and then he would invite those present to ask questions in an open session.

Tommy Sheppard MP

Kath Mainland introduced Tommy Sheppard MP, founder of The Stand comedy club and Member of Parliament for Edinburgh East, who was stepping down from the Board to concentrate on his political activities. Tommy spoke for around ten minutes on the role of the Fringe in ensuring it remains accessible to all performers, and remains relevant to the residents of the city of Edinburgh.

The Chair opened the meeting to an informal question and answer session.

Open Session

Andrew Anderson (non-member) wished to discuss the issue of freedom of expression and recounted his experience of events surrounding the cancellation of Israeli show *The City* last year. Mr Anderson wanted to know what the Board was going to do to support companies in the future that are threatened by protest action. He also congratulated Underbelly on its *Walking the Tightrope* series. Kath Mainland agreed that the situation around the cancellation of *The City* was incredibly unfortunate and that the Fringe remains an open access festival. She confirmed that the Society was in talks with City of Edinburgh Council and Police Scotland around setting up a task force to come into effect should a similar situation occur in the future. Charlie Wood confirmed that as well as having the right to perform, everyone should also be *able* to perform, provided that their performance is legal, whilst also maintaining freedom to protest.

Herbie Treehead (non-member), a street performer, wished to praise the Society for its efforts to engage with street performers and commented that the street performance community enjoyed a great relationship with the Society. He expressed his hope that this would continue to flourish.

Frank Galbraith (member) expressed his surprise that Society's membership remained low relative to the size of the event. He asked whether the Society had considered alternative facilities for reduced membership rates. Kath Mainland confirmed that different models had been discussed, however it would not be beneficial to simply raise the number of members without them being engaged, and automatic mechanisms for membership would not encourage engagement. It was an issue that the Society would continue to monitor.

Any other business

There was no further business to discuss. The Chair thanked all those present for their attendance and engagement and declared the 2015 Edinburgh Festival Fringe Society AGM closed.