

Paper I Minutes

Edinburgh Festival Fringe Society AGM

Fifty First Annual General Meeting of the Edinburgh Festival Fringe Society Ltd
Company Number: SC046605
Scottish Charity Number: SC002995

Date: Thursday 17 September 2020 at 11:30am

Venue: Zoom

Present

Tim O' Shea (Chair)
Colin Adams
Anthony Alderson
Miroslava Bronnikova
Fiona Davis
Judith Doherty
Gillian Harkness
Katy Koren
Tari Lang
Luke Meredith
Toby Mitchell
Susan Morrison
Matt Panesh
Tara Stapleton
Kate Smurthwaite
Richard Wiseman

Membership

| | |
|----------------------|------------------|
| Sharon Burgess | James Mackenzie |
| Marlene Zwickler | Jane-Ann Purdy |
| Stuart Powell | Rob Bushby |
| Bridget Stevens | Jen McGregor |
| Susan Provan | Thom Dibdin |
| Natasha Lee-Walsh | Tricia Bey |
| Allan Woolfe | Lubna Kerr |
| Nick Hunn | David Gibson |
| John-Paul Stephenson | Hartley Kemp |
| Allan Wilson | Karl Bevis |
| Stefania Bochicchio | Andy Jordan |
| James Seabright | Chris Scott |
| Stacey Haber | Ged Welch |
| Pete Forman | Neil Weir |
| Flavia D'Avila | Rachel Baynton |
| Daniel Matias Ferrer | Kathleen Bradley |
| Stephen Graham | Sally Lloyd |
| Casey Kwon | Richard Lloyd |
| Roger Austin | Mike Wade |
| Charles Pamment | Deborah Crewe |
| Daniel Saunders | Lorna Brain |
| David Jarman | Rebecca Austin |

Public

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|--------------------|--------------|
| Mike Hollingsworth | Duane Kelly |
| Jessica Yang | Natalie Chan |
| Xela Batchelder | Owen Donovan |
| André Agius | |

In attendance

Shona McCarthy (Chief Executive)
Lyndsey Jackson (Deputy Chief Executive)
Oliver Davies (Head of Marketing and Development)

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Anne Diack (Head of External Affairs)
Kevin Kimber (Head of Participant Services (Joint maternity cover))
Amy Saunders (Head of Participant Services (Joint maternity cover))
Jane Colton (Box Office Manager)
Alan Gordon (Registration Manager)
Rebecca Monks (Communications Manager)
Fiona Carr (Development Manager)
Brigid Kennedy (Marketing and Advertising Coordinator)
Elaine Keil (Marketing and Development Coordinator)
Niki Boyle (Marketing Content Officer)
Matt Lord (Participants Projects Coordinator)
Navida Galbraith (Operations Manager)
Fiona Payne (Designer)
Fee Todd –(Box Office Deputy Manager)
Eve Anderson (Website and Digital Development Manager)
Dominique Hughes (HR and Operations Officer)
Carl Emery (Finance Assistant)
Helen Darling (EA to Chief Executive) (Minutes)

Preamble

The Chair welcomed Fringe Society members and members of the public to the Annual General Meeting (AGM). He introduced Board members and commented that three members of the board are due to stand down, all of whom had provided tremendous service and contributed immensely - Anthony Alderson, Vice Chair, Judith Doherty and Kate Smurthwaite. They would be greatly missed.

The Chair highlighted that the meeting was being recorded for the purpose of minute taking after which the recording would be destroyed.

Apologies

Apologies not required in a Zoom meeting.

Notice

The Notice convening the meeting was taken as read. The Chair reminded any Members who had yet to vote in the election to do so immediately and allowed two minutes for final voting to be concluded.

Minutes of the 2019 Annual General Meeting

The Chair noted that the Minutes of the 2019 Annual General Meeting (AGM) had been circulated electronically and would be taken as read. The Chair asked if there were any questions or comments. As there were none, he requested for a Proposer and Seconder who were members of the Society. At this point James Seabright queried whether the Minutes of

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the 2019 Annual General Meeting had been circulated prior to the meeting. Lyndsey Jackson, Deputy Chief Executive commented that they would have been circulated as part of the Notice of the Meeting. It was soon established that members had not received the papers for the AGM. Lyndsey apologised for the oversight and confirmed that the Minutes would be uploaded to the Society's website. It was agreed that this item would be taken up at the end of the meeting.

Decision: See page 11.

Accounts

The Chair asked Fiona Davis, Chair of the Finance, Audit and Risk Committee if she would like to highlight any aspect of the Edinburgh Festival Fringe Society 2019 accounts. Fiona responded that the accounts were till the end of November 2019. At that stage, things were normal, and the accounts were quite standard. Profit and loss were on the right side of breaking even and reserves were sitting at £1.8M predominantly in property, and cash was around £900K. Not long after the accounts were finalised, the Society had to revisit financial projections on account of the Fringe not taking place. A raft of cost saving initiatives was implemented. The Executive team were pro-active in acquiring funding from the Scottish Government and the City of Edinburgh Council. As a consequence, the Society was able to see a way through to the Fringe in 2021.

The Chair asked if there were any concerns. James stated that he had not seen the Accounts and according to the chat on Zoom, other members had not received them, and they were not available on the website. Lyndsey apologised for the oversight in the process. The Chair announced that Lyndsey would ensure that the Minutes and the Accounts were available. Members who had any questions were requested to email Lyndsey who would pass them on to the relevant staff or Board member. The Chair sincerely apologised for the lapse. In a normal AGM, there would be spare copies to distribute. The Chair asked if this solution was acceptable.

James expressed his concern whether members were allowed to approve the Accounts without seeing them under charity laws. Gillian Harkness, Board member and a Charity lawyer clarified that legally members had to receive a copy of the Accounts before they were submitted to Companies House but were not required to formally approve them.

It was agreed that this item would be taken up at the end of the meeting.

Decision: See page 11.

Reappointment of Messrs Henderson Loggie, Chartered Accountants

The Board proposed to reappoint Henderson Loggie as the new auditors until the next Annual General Meeting at which accounts are laid before the members. The Chair asked if there were any questions or comments on the proposal. He requested members to propose and second the amendment.

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Decision: Messrs Henderson Loggie were unanimously reappointed as the new auditors until the next Annual General Meeting. Proposed by Anthony Alderson and seconded by Colin Adams.

Chief Executive's Report

Shona McCarthy apologised for the delay in circulating the papers and thanked members for their support. 2020 was the first year that the Fringe had not taken place in its 73-year history. The Society's approach in 2020 had been three-fold; firstly survival, secondly to stabilise the Society going into 2021 and thirdly to strengthen to be the best version in 2022 and beyond. The journey travelled since March had been significant with the reduction of the team to 30% capacity as a result of the need to avail of the Coronavirus Job Retention Scheme. The challenges of the remaining team had been working from home, reduced pay, and a complex set of demands in an entirely new context. Shona paid tribute to the team for their exceptional focus and commitment.

Since March, the team had secured a financial survival package for the Society and lobbied for new investment into the sector from the Scottish and UK governments and continued their efforts to ensure that investment was available to Fringe free lancers, companies and venues. The Society had refunded artists and audiences who had committed and registered for the 2020 Fringe. Some of the existing sponsorships had been converted into donations. The Society policy to Fringe content was to ensure that EdFringe was kept in the hearts and minds of participants, audiences and stakeholders in a fallow year. The Society therefore ensured a modest slate of digital programming options for the 2020 Fringe and created a listings environment to signpost to the extraordinary slate of programming that so many creative people and venues put together for August 2020. The Society had commissioned merchandise to mark the Fringe that did not take place, secured positive media coverage and sustained relationship building with senior political representatives in UK and the Scottish governments.

From July onwards, the Society's efforts were concentrated on; delivery of digital programming in August, signposting to the listings on the website and capturing the learning from that for future planning; fundraising for Fringe artists, companies and venues; and continued lobbying to shape the criteria for government funding to be available for Fringe participants. The Society survived the first year in 73 years with no Fringe and delivered a credible and successful suite of services in August. The team would do a full debrief on what worked, what did not, and what were the legacy projects and opportunities that could be taken into 2021 and beyond. From the Executive perspective, it worked well. The team shifted rapidly, effectively, technically and operationally.

There were multiple audiences for different activities and all of them felt engaged. The objective for the year was to keep the Fringe in the minds of artists, audiences, the international Arts Industry and the arts funding agencies not just in the UK and Scotland but across the world. The Society set out to support artists, companies and venues offering digital Fringe content by sign posting advice on how to monetise their own shows and by setting up a partnership with Crowdfunder to support artists and venues who wanted to go into the

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crowdfunding space. Artists were also supported through an online Fringe Central. Global relationships with the arts industry were retained through the Fringe Marketplace and Fringe Exchange. The Fringe brand was used to lobby for funds for Fringe constituents, venues, companies, artists and freelancers and had made the case for collective recovery, part of that being survival of the Fringe Society. It had also secured new allegiances with the Scottish and UK governments to ensure future resilience and recovery in 2021 and 2022.

The priorities for September to December 2020 was capturing and recording that learning and shaping and delivering a 2020 annual review.

For the future, the Society would need to consider all possibilities from an optimistic return to live performance with a reduced capacity of shows and audiences, through to a repeat of 2020 with no live performance, through to a hybrid model with part live performance and part digital. The Society would prepare for every eventuality and try to give members of the Fringe and constituents as much notice and forward advice as possible. The Society would need recurring annual public sector funding to be sustainable, maximise commercial income potential and secure new sponsorships. The Society would revisit and re-evaluate relationships across the Fringe venue network and work through a new contract that set out the relationship, mutual expectations and a mutually agreed way forward that strengthened the whole Fringe. More work had to be done with multiple stakeholder groups and the Fringe Society membership to take stock of what a strong and better Fringe would look like. There was a huge expectation from the city and the world that when the Fringe does come back, it will be the best version of itself. Who are the shapers in the success of the Fringe? What is the core purpose of the Fringe Society? What does a modernised, accountable and transparent Fringe Society look like in 2021, 2022 and beyond?

In summary, Shona stated that the Society would do a consultation across all stakeholders to come back as the best version of the Fringe Society and indeed the Fringe. The plan is to expand the membership, further democratize and look at the governance model of the Fringe Society with the membership to ensure it is modernized and fit for a new world order. Income generation will be a top priority over the coming months and years not only for survival but recovery. Shona reminded everyone that the £1M given by the Scottish government is a loan, not a grant, that must be repaid. The Society will develop a digital legacy. What people want the Fringe Society is for it to be inclusive, affordable, sustainable, accessible, inspirational and international. The Constitutional Review Working Group (CRWG) were looking at all possible methods of going forward to ensure that the Society has a membership that is representative of all Fringe stakeholders including residents in the city, people from education, community sector, higher education. A membership that is diverse and inclusive and reflected in the Board. CRWG are considering converting the Fringe Society from a company to a Scottish Charitable Incorporated Organisation (SCIO) to simplify its constitution.

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The Chair thanked Shona and announced that voting for elections to the Board was finished. The results would be declared on Friday 18 September and communicated to Society members.

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

Open Session

Question: Pete Forman, Fringe Society member, asked how many members the Fringe Society have and what is the rough breakdown of interest.

Response: Lyndsey Jackson (Deputy Chief Executive) confirmed there were just under 400 members. The Society does not ask members any information about their area of interest whether venue or performer, etc. Pete remarked that he raised the query in response to Shona's comments about membership.

Question: Stuart Powell, Fringe Society member, asked if there was a view on the impact of a second cancellation of the Fringe?

Response: Shona McCarty (Chief Executive) responded that the team did not know what 2021 looked like but the Society would plan for every eventuality such as return of live performance, semi return of live performance with part digital. The Society was also planning for a scenario where if the government guidelines declared there could not be live performances the same way as 2020, then there would be cut off points at which the Society would announce that the festival could not go ahead as planned. These plans would be presented to the Board in the coming months.

Question: Natasha Lee-Walsh, Fringe Society member, asked to hear more about achieving the objective outlined by Shona. Who is the Society planning to work with?

Response: Shona McCarty (Chief Executive) replied that the Society is currently working with a whole range of partners from the City of Edinburgh Council, the Scottish Government, Creative Scotland, Scottish Enterprise and partners in the performing arts sector from Parents in Performing Arts to Sick of the Fringe. Over the coming months, there was a real opportunity to take stock with stakeholder groups across the city, across the membership and across the Fringe landscape from venues to performers to companies not just for 2021 but for 2022, the 75th anniversary of the Fringe. The Society will need a new business plan and manifesto going forward to address issues such as sustainability, inclusivity, access and affordability.

Question: Richard Lloyd, Fringe Society member, asked if the Fringe Society would continue to programme work similar to what was done this year.

Response: Shona asked Olly to respond. Olly replied that in relation to the Fringe on Friday live shows, the Society did not have the funds to repeat that particular aspect of the crowdfunding campaign itself, but the Fringemakers platform would remain live over the new few months.

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Question: James Seabright, Fringe Society member, thanked the Fringe team for all the support with the challenges of this year and for finding ways to allow digital events to happen. What impact will the events this year have on the Blueprint document?

Response: Anne Diack, Head of External Affairs responded to one aspect of that. The Society was looking for digital solutions for the sustainability agenda and managed to fast track and pilot some of those elements. Shona added that the work done by Amy Saunders, Head of Participant Services (Joint maternity cover) and her team to take International Marketplace to a digital platform was really exciting. Normally programmers and curators from around the world come to the Fringe to find and select work. Being in the digital and live space allows the Society to have a reach that it could not possibly have had before. It allows the Society to engage with people who are interested in seeing the work on the Fringe platforms without the necessity of having to travel. Another objective was to find the Society a new home which might be delayed as staff are working from home. Speaking on the access agenda, Lyndsey commented that the priority particularly around the work being done with young people, community engagement and accessibility was to make sure those conversations were not side lined and remain central to how the Society moves forward. The team will create a new business plan in the long term and review what is in the Blueprint. With regards to affordability, Shona remarked that there will be a real change in accommodation provision in Edinburgh. Anne noted that conversations continued to be held with Universities and Campuses and legislation on short term lets by the Scottish government is currently out for consultation. She urged everyone to respond to the consultation as that could have an impact on the amount of accommodation available. On accessibility, Olly added that will all the digital outputs, the Fringe Society tried to ensure they are as accessible as possible to the widest range of audiences.

Question: Roger Austin, Fringe Society member requested for more information on the government loan. Did it have to be repaid at the end of the term and what level of interest payments were required? The question was raised to get an idea of the level of income needed to generate over the next year.

Response: Lyndsey Jackson replied that the Scottish government provide £1M with 0% interest rate which is why it was preferable to a bank loan. Repayment is over six years and will not begin until 2023 when the Society will be required to pay £100K, then £300K per year in subsequent years.

Question: Stephen Graham, Fringe Society member asked if audiences were to socially distance next year, it will clearly have a financial viability for shows. While visiting Edinburgh in August, he was struck by the inflated cost of accommodation during a normal Fringe. How would the Society be able to ensure that it is not just the performers and venues that would be shouldering the cost of a socially distanced Fringe?

Response: Shona McCarthy acknowledged that it was an enormous question. The two-fold answer was that the Society was very much part of several lobbying groups making the case

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for ongoing investment and support for the sector including the One Voice Campaign. If social distancing remains, then there would be a 30% audience capacity. There is a direct ask of the government to match that to enable 60% income. Anne added the Society is also working with Culture Counts Scotland who are looking at the manifesto for parliamentary elections next May. There are conscientious asks around finances and support for artists within that. The Society is lobbying both the Scottish and UK governments to ensure that venues and artists do not fall between the cracks in funding packages.

Question: Stefania Bochicchio, Fringe Society member asked how many industry passes were issued this year?

Response: Amy Saunders (Head of Participant Services (Joint maternity cover) responded that 2,500 attended the Fringe exchange events programme and there were 400 programmers from 31 countries registered with the Fringe Marketplace. In the light of the fact that two thirds of the UK industry were on furlough and most of the global industry were not at work, the Society's engagement and ongoing communication was commendable.

Comment: Chris Scott, Fringe Society member observed that there had been many criticisms of the overall Fringe experience over the last few years such as calls for accommodation, impact of tourism, etc. He was tentatively optimistic that one outcome of 2020 would be seeing positive changes that could not have been made without being forced to stop and rethink. It sounds the way the Society is looking to the future has potential to support these long-requested changes.

Response: Shona invited Chris to be a part of future discussions and contribute ideas on how to achieve that. She requested attendees to help the Society to shape how the Fringe can become more sustainable, affordable and accessible.

Question: Requesting to remain anonymous, one of the attendees asked what about the Society's plan to ensure ethnically diverse voices are not forgotten and are reflected in all areas of the Fringe Society's work e.g. the Fringe Society's management team is currently largely white.

Response: Lyndsey answered that the current management team is entirely white, and it has been communicated that changes in the Board structure would reflect diversity. Just over 12% of the core team are from ethnic minority groups. The Society's commitment through Fringe Advisors is to ensure that open and honest conversations are held, and proactive and meaningful interventions are made to ensure those voices are at the table and represented across all our work. The Fringe Central programme this year had a wide range of conversations about barriers to participation. Speaking on the research that was done on audience versus percentage of population in Scotland, Olly added the City of Edinburgh reports a population that is 92% white during August, whilst Fringe audiences are around 84% white.

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Comment: Ged Welch commented that next year, if there was a physical Annual General Meeting, could the Society also have a digital version because she enjoyed being able to participate.

Response: Anne replied that the Society could facilitate that.

Question: André Agius, member of the public asked as a prospective arts supplier in next year's Fringe, is there a deadline for when the Fringe Society will decide what type of Fringe will take place in 2021?

Response: Shona replied that it was not certain at this point as there were too many dependencies such as government decisions, restrictions in place and guidelines which could not be predicted. The Society will create a series of clear deadlines or critical moments in the timeline by which decisions will be made. The Society will give as much advance notice as possible. Kevin Kimber, (Head of Participant Services (Joint maternity cover) pointed out that it was important to remember the Society does not determine what type of Fringe will take place. It listens to what the constituents need and decisions are based on that.

Question: David Jarman, Fringe Society member enquired how effectively have Fringe festivals around the world been able to share their experiences for mutual benefit? Edinburgh has a leadership role here.

Response: Amy replied that the Society held an event as part of the online Fringe Central programme which brought together some of the Fringe festivals. Depending on where they had different experiences, some had sold out theatre shows and packed venues. There is an opportunity to get together in the autumn and catch up. Kevin added the Society would benefit from the timing of the current situation and the timing of each of those festivals. Their experience will differ based on when the festival is held. The festivals in Perth and Melbourne will happen before the Edinburgh Fringe so the learnings will be shared across the networks.

Question: Ged Welch, Fringe Society member asked how would the Society make a compelling case for increased investment for the Fringe from local and national governments in the future including writing off the loan. It is clear there are massive benefits to the city locally and add to the broader economy.

Response: Shona replied that it was astonishing that the Fringe Society has not been co-funded like any other festival. It would be great to move to a mixed economy model. One of the benefits that has emerged this year is that the Scottish government set up a Resilience Group around the Fringe Society in acknowledgement of the importance of the Edinburgh Fringe and what it brings to the city, nation and the cultural fabric of the UK. The Resilience Group is made up of Creative Scotland, Scottish Enterprise, the City of Edinburgh Council and senior representatives from Scottish Government. A meeting is scheduled with the Minister for Culture in the UK in the next two weeks. The Society has spoken directly to public sector

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decision makers. Shona asked the membership of the Edinburgh Festival Fringe Society to weigh in and support the Society in this ask.

Comment: Pete Forman, Fringe Society member commented that given the confusion around the 70th anniversary of the Fringe Society, the 75th anniversary will actually be the 75th festival.

Question: Mike Wade, Fringe Society member asked if the Society had qualms about the core public funding. The notion that the Fringe and International Festival are both government funded seems at odds with the historic independence of the Fringe.

Response: Shona replied that she would have qualms if the Society was suggesting 100% funding. Given that historically, the Society had received less than 4% in public sector funding investment, it could ask for the funding to be increased to around 30%.

Question: An attendee asked if the Society turned into a Scottish Charitable Incorporated Organisation (SCIO) what would happen with regards to outstanding loans?

Response: Gillian Harkness, Board member replied that there is a legislative process for turning into a SCIO. All properties, contractual arrangements etc currently in the name of the Society as a charitable company automatically converts on Office of the Scottish Charity Regulator (OSCR) approving the conversion.

The Chair noted that Lyndsey had emailed the minutes and the accounts to members and asked if they were also available as Pdfs on Zoom. Lyndsey confirmed that they were included in the Zoom chat and welcomed questions from members.

Returning to full business, the Chair asked if there would be any objections to adopt the minutes at this point. There were no objections and the minutes were unanimously adopted.

Minutes of the 2019 Annual General Meeting

Decision: The minutes of the 2019 AGM were unanimously approved. Proposed by Anthony Alderson and seconded by Marlene Zwickler.

Accounts

The Chair requested members to send their questions to the Society and the appropriate person would provide a response.

[no comments, questions or queries were raised from any member of the Society regarding the audited accounts]

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Any other business

There was no further business to discuss.

The Chair thanked Shona, Lyndsey and staff members for their efforts. He thanked all those who attended the Annual General Meeting and encouraged non-members to become members of the Society. He thanked members of the Board who donate considerable time, thought and effort to the activities of the Society.

At this point Lyndsey announced that membership for 2021 had been reduced to £5 to encourage membership to be as broad and diverse as possible.

The Chair declared the 2020 Edinburgh Festival Fringe Society AGM closed.

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