

Meeting Minutes

Project: Garden Bridge	Date: 12 December 2013, 8am
Subject: Garden Bridge Trust Board Meeting	Venue: HQS Wellington, Thames Embankment
Taken by: Crispin Rees	Issued: Bee Emmott

Directors Present:

Mervyn Davies (MD, Chair)
 Paul Morrell (PM, Deputy Chair)
 John Heaps (JH)
 Joanna Lumley (JL)

Observer:

Julie Carlyle (JC, prospective Director)

In attendance:

Thomas Heatherwick (TH, Founder Member)
 Bee Emmott (BE, GBT)
 Crispin Rees (CR, GBT)
 Christian van der Nest (CvdN, GLA)
 Michelle Dix (MDx, TfL)
 Mike Glover (MG, Arup)

Apologies:

Roland Rudd (GBT)
 Rohan Silva (GBT)
 Isabel Dedring (GLA)
 Richard De Cani (TfL)
 Dan Pearson (DPS)

Note:-

- (1) notice of meeting given 14 November , papers issued 9 and 11 December 2013;
- (2) meeting quorate (minimum of 2 members);
- (3) meeting chaired by Mervyn Davies throughout.

Item	Description	Action	Action Date
1.0	Introductions, apologies for absence As above.		
2.0	Minutes of last meeting and matters arising		

2.1	The minutes of the meeting held on 13 November 2013 were agreed as a true record. Matters arising are covered below.		
Item	Description	Action	Action Date
3.0	Trust Formation		
3.1	The Certificate of Incorporation, Articles of Association, Memorandum of Association and Insurance Policy were all formally approved.		
3.2	Directors duties All Directors present confirmed that they are aware of and understand their statutory duties set out in section 171 et seq of the Companies Act 2006, and that they have taken or will take into account these and any other general duties owed by Directors in passing any resolutions.		
3.3	Authority to execute documents It was unanimously agreed that in relation to Director Duties any two Directors or any Director and the Company Secretary be authorised to execute documents approved by the Directors or an empowered committee of the Board.		
3.4	Appointment of Company Secretary It was unanimously agreed that the role of Company Secretary be performed by Broadway Secretaries Limited, a company operated by Bircham Dyson Bell, for the period of one year until 31 October 2014.		
3.5	Filing MD instructed BE to advise the Company Secretary of the outcome of this and previous meetings so that the Company Secretary can make all arrangements and appropriate entries in the books and registers of the Company, and arrange for the necessary forms and documents to be filed at Companies House.	BE	
3.6	Appointment of Auditors BE to circulate auditor EOIs to JC: Kingston Smith, Saffery Champness, Crowe Clark Whitehall and MHA MacIntryre Hudson.	BE	13/12/13
3.7	Appointment of Treasurer To be discussed further at next board meeting.		
3.8	Appointment of Bankers Suggestion made to use Metro Bank. To be discussed further at next board meeting.		
3.9	Board Committees, new Directors <ul style="list-style-type: none"> Director (Audit): JC has been identified as a potential Director and Chair of the Audit Board. JC must fulfil internal formalities before committing and so was attending this meeting as an observer. BE to provide necessary paperwork from BDB. Assuming formalities have been concluded, The Directors will consider a resolution to appoint her at January's Board meeting. Director (Operations): [REDACTED] has been identified as a potential Director and Chair of Operations Board. The Directors will consider a resolution to appoint her at January's Board meeting. JH to meet with [REDACTED] and BE to provide necessary paperwork from BDB. Director (Communications or Fundraising): [REDACTED] has previously been identified as a potential Director. [REDACTED] has completed the necessary paperwork and the Directors will consider a resolution to appoint him at January's Board meeting. MD was still discussing with [REDACTED] and [REDACTED] whether either might accept an invitation to become a Director/Trustee. Other: It was agreed that it would be beneficial to have a horticulturalist on the board. <p>Founder Member: TH, having indicated his willingness to act, was appointed as a Founder Member of the Garden Bridge Trust with immediate effect.</p> <p>Minutes confirming appointment of TH to be sent to Companies House (via BDB)</p>	BE BE CR	Say January board Say January board 28/12/13
3.10	Governance Manual Governance manual is drafted and to be sent to JH and JC for review.	JH, JC	Say January board

3.11	It was confirmed that everybody present had read and understood the document from BDB re privileged and confidential communications.		
3.12	Secondment and premise agreements These were agreed by the Board who approved these being executed under delegated authority. It was noted that it is likely that the Trust will need to extend the premises agreement and BE's secondment agreement beyond 1 February 2014, the current expiry date.		
3.13	Conflicts of interest and register All Directors confirmed that they have no direct or indirect interest in matters considered at the last or this meeting which they are required by Section 177 of the Companies Act 2006 and the Company's Articles of Association to disclose, other than those matters already disclosed. It was proposed that a Register of Conflicts and Interests be set up and maintained by the Company Secretary.	BE (for BDB)	Say January board
3.14	Website address and public email address The Board approved the website address www.gardenbridgetrust.org and the public e-mail address info@gardenbridgetrust.org for inclusion on the Charity Commission website on registration of the Company.		
4.0	Fundraising		
4.1	Strategy/organisation <ul style="list-style-type: none"> - See paper 2.10 circulated with agenda - The Directors noted that a fundraising resource and a fundraising board need to be put in place as a matter of urgency. - MD emphasized the importance that appointments are not rushed. MD will develop a framework for a team and circulate to the other Directors. - JL suggested a conversation with Colin Tweedy who has expressed an interest in fundraising support. MD to arrange. - It was agreed that a good time to launch the formal fundraising campaign would be when the planning application is formally submitted in April 2014. - The Directors noted that the Evening Standard could help with the public campaign. - Director's to brainstorm key high net worth individuals within their network, to help inform fundraising strategy. - In the meantime, the priority remains short term cash to establish the Trust and launch a fund-raising campaign. PM to agree with TfL/Arup a cash flow forecast, to confirm the short/medium term requirement. 	MD MD All PM	Say January board Say January board Say January board Say January board
4.2	Update on key funding discussions: <ul style="list-style-type: none"> • Government - A meeting has been set up between MD/PM and Paul Deighton, Commercial Secretary to HM Treasury, for 15 January 2014. • GLA/TfL – MDx raised the possibility of TfL's contribution being made in advance of construction, to support continuity of design and construction-related activities; but TfL would not be likely to fund the expenses of establishing the Trust or of fund-raising. PM and BE to meet with Sir Peter Hendy on 17 December 2013. • Family - MoU in process of being drafted. JH to confirm progress made to date. Meeting between GBT and the family to be set up in the New Year. • Wellcome – MD expressed how keen Wellcome are to become a significant partner. They have informally indicated readiness to raise their original pledge of £20m to £30m and potentially more. Wellcome have requested regular meetings with the Trust. • EY – draft MoU received from EY, and to be sent to JH to be reviewed by BDB. • First World War Centenary Programme – Pledged £1m but in return would require TH, as the artist, to produce an artwork in response to the FWWCP. The Directors noted that this would probably require the amount pledged to deliver, so there 	JH PM, JH	Say January board ASAP

	<p>would be no net contribution to the bridge itself. Resolved not to pursue this, as it would represent a distraction from the core objective of the Trust</p> <ul style="list-style-type: none"> Others: Hani Farsi has been suggested as an interested donor. A meeting is to be set up with TH and the Trust to establish if the bridge fits with his philanthropic ideology. 		
4.3	<p>Legacy position</p> <p>It was suggested there are two campaigns, one directed at raising funds for construction of the bridge. Another directed at raising funds for an endowment to cover the on-going maintenance.</p> <p>A paper outlining the funding strategy and 'Friends of the Highline' programme undertaken by the High Line would offer a useful comparison.</p> <p>PM noted that, whilst it might be preferable to complete the capital campaign before embarking on raising an endowment, it will almost certainly be a condition of Planning consent that the Trust can demonstrate that it has the wherewithal to manage the bridge on completion. The best hope is probably that this will need to be demonstrated before construction can commence.</p>	CR/BE	Say January board
5.0	Project		
5.1	<p>Progress Update</p> <ul style="list-style-type: none"> Plan is to deliver Stage D report by 20 February 2014, to ensure the Planning application can be submitted in April 2014. Arup envisage a joint bid from contractors with the relevant combination of expertise and experience in this field, to spread the risk. A design freeze for the Stage D report is proposed at 20 December for all elements except for the south landing. Discussions with Coin Street Community Board, relating to the form the southern structure will take, are ongoing. It was agreed that all interested parties need to gather together in the new year to discuss options. Lambeth have offered to coordinate this with TfL's assistance. 	MG, TH, TfL, PM	ASAP
5.2	<p>The Directors recognised that the anticipated high number of visitors to the bridge could impact on their enjoyment. This needs further analysis. A suggestion was made to look at the High Line's coping strategies and how they manage crowds. This could include video material of entry points onto the High Line, and activity at different times of the day. JC offered EY resource to assist with this.</p> <p>TH is meeting with the founders of the High Line, Robert Hammond and Josh David on 18 December 2013, and it was suggested they could present their experience to the Trust.</p>	BE/JC	Say January board
5.3	<p>Soffit material</p> <p>See paper 2.11 circulated with agenda.</p> <p>The Directors agreed that Arup should progress the design based on the use of bonded plated cupro-nickel as the soffit material. Three companies have submitted interest, two of which have given a guide price which is less than is currently estimated in Arup's project budget.</p>		
5.4	<p>Construction access</p> <p>It was agreed that Arup should consider alternative proposals for construction access, including investigating access from the river, and/or a potential access route between the ITV and IBM buildings, as an alternative or supplement to access via Bernie Spain Gardens.</p>	MG	ASAP
5.5	<p>Costs: latest estimate of total development cost</p> <ul style="list-style-type: none"> See paper 2.12 circulated with agenda. Many cost issues are still pending and will not be known until certain aspects of the design are revised and detailed - for example, the roof of Temple Station, services within the station, moving HQS Wellington, the treatment of the south landing, construction access etc. As at the date of the meeting, the bottom line of the revised budget was £171m (including VAT and inflation). Arup and TfL are in the process of revising and updating this figure. The Trust agreed that VAT exemption is unlikely. The potential to have voluntary 'donation banks' or a fountain was discussed. This would offer a vehicle through which members of the public can make small donations when using 	RDC/MG	Say January board

	the bridge (similar to those currently used at Museums). PM noted that voluntary donations would not qualify the bridge for VAT exemption.		
6.0	Real estate – critical issues		
6.1	Concern was expressed about how to approach Arundel Court residents re the proposal for the bridge (and perceived impact on their view). MDx reiterated that assisting with Arundel Court and the Duke of Norfolk negotiations falls within TfL's remit of securing planning permission, and are prepared to help in any way possible. It was noted that the Mayor is helping to facilitate a discussion with Amanda Staveley or the relevant person in her team dealing with this property.		
6.2	Discussions are on-going between TfL and Intertain with regard to the Walkabout lease.		
7.0	Planning		
7.1	MDx confirmed the public consultation has received over 2,000 responses to date; the majority of which are overwhelmingly positive, but with some qualified by the view that there should be no public funding. TfL to issue a summary of responses.	RDC	ASAP
7.2	Formation of Stakeholder Consultative Group RDC and PDM to discuss and make proposals.	RDC/PM	Say January board
8.0	Short-term priorities and actions		
8.1	See programme tabled at board meeting. PDM to meet with TfL to discuss the programme of key actions, events, milestones, etc for the next 3 to 6 months.	RDC/PM	Say January board
9.0	Any Other Business		
9.1	MD proposed that BDB should produce a note outlining TH's role and responsibilities to protect TH from any allegations of a conflict of interests while performing the unique role of designer of the bridge and Founder Member of the Trust. This was agreed.	JH/BDB	Say January board
9.2	A suggestion was made that the Trustees should undertake Charity Commission training. CR to liaise with Directors and BDB re a potential date for this to take place in January.	CR	Say January board
9.3	MD suggested IBM may be happy to donate resources (staff/funds). It was noted that BE is meeting with Dr Dave Watson, Director Emerging Technologies at IBM, on 19 December 2013, as suggested by David Stokes, CEO, IBM	BE	19.12.13
9.4	There being no other business, the Chairman declared the meeting closed at 10.30am.		
10.0	Future meeting		
10.1	The next Garden Bridge Trust meeting is yet to be finalised, but will take place in January 2014.	CR	20.12.13

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Lord Davies of Abersoch, Chairman

Date:.....