

Minutes of Board Meeting

Held on Wednesday 26 May 2021 by video conference

Present: Michael Sheldon (MS) Chair
Jeffrey Halliwell (JH) Deputy Chair
Nigel Edwards (NE)
Graham Black (GB2)
David Brooks (DB)
Mike Mitchell (MM)
Linda Rosborough (LR)
Nathan de Rozarieux (NdR)
Harry Wick (HW)

Executive: Marcus Coleman (MC) CEO
Louise Ballantyne (LB) Interim Finance Director
Grace Baxter (GB) Interim HR Director
Aoife Martin (AM) Operations Director
Linsey Neill (LN) HR Director

In attendance: Chris Lamb (CL) Panel Chair: Consumer & Supply Chain
Jon Parker (JP) Panel Chair: Processing & Importers
Jerry Percy (JP2) Panel Chair: Domestic & Export

Minutes: Lesley Cunningham (LC) PA

1 **Welcome & Apologies**

- 1.1 The Chair welcomed new Board members to their first meeting.
- 1.2 Apologies were received from Heather Jones (HJ) and Hazel Curtis (HC).

2 **Declaration of Interests**

- 2.1 At future Board meetings, members will be asked by the Chair to declare any potential conflicts of interest. Any such declaration is recorded in the minutes.

ACTION: MC to form a template to capture Declarations of Interests and circulate to the Board. The complete Register of Interests will be shared at the next Board meeting.

3 **Minutes of Previous Meeting**

- 3.1 The minutes of the meeting held on 23 February 2021 were approved. MS to sign the minutes in due course.

3.2 **Action Tracker**

The Board noted the items on the Action Tracker.

3.3 **Item 13: Edinburgh and Grimsby Offices**

Returning to the workplace conversations were held with staff. The Grimsby office lease has expired in 2018 with a 6-month rolling rental contract now in place with a 30-day notice clause should we wish to terminate the arrangement at any time. The Board had previously agreed that the office was no longer fit for purpose.

However, plans to relocate were put on hold due to the pandemic. This matter will be revisited.
The Edinburgh office property is owned by Seafish.

ACTION: MC to update the Board regarding further workplace developments.

4 **An introduction to Seafish for New Board Members**

MS gave the new Board members an opportunity to reflect on the pre-Board and initial meetings with the Executive Team.

4.1 **Strategic Review - Stakeholder Workshops**

Board members expressed an interest in attending the planned workshops. MC stated the facilitators do not want too many observers due to the groups being small in numbers (8-12) and may affect the dynamics of the discussions. AM noted that all the workshops will be recorded, and these recordings can be shared with the Board.

ACTION: AM to circulate the Stakeholder Workshops dates to the Board.

ACTION: Board members to inform AM of their interest to attend the Stakeholder Workshops.

5 **Strategic Review – Briefing on process and progress**

AM provided a detailed cover paper of the Board-led Seafish Strategic Review, gave an update on progress to date, outlined the priorities and the schedule of work for the next few months.

An interim report on the preliminary findings from the workshops and online survey will be produced and shared at the September Board meeting. It was intended that a formal recommendation could be agreed by the Board at its November meeting.

The Board briefly reflected on feedback received from the 2011 Seafish court case and subsequent review and noted comments from the Consumer & Supply Chain Chair regarding the Panel's understanding and the purpose of the review.

AM confirmed workshop information packs had been produced that included facts/statistics about levy and summarised the 5 key challenges. Invitations had been extended to levy-paying and non-levy-paying sectors to attend the workshops.

Clarification was sought on the Tailored Review. AM confirmed the Cabinet Office oversees any Tailored Review process. In this instance, a Steering Group comprising representatives from all four fisheries Administrations has been set up to review the Strategic Review outputs provide assurance related to the functions, form, performance, and governance of Seafish. Seafish is producing an information pack for the Steering Group who will then assess the findings and offer a formal response to the Cabinet Office.

MS stated the stakeholder groups and Panels will not provide the ready-made answer to the Strategic Review. The onus will be on the Seafish Board to distil the valuable contributions received from the Stakeholder Workshops and collate these into a final proposition.

6 **End of Year 2020/21 Financial Position**

LB presented a paper providing an early view of the full year financial results for the year ended 31 March 2021 in the form of draft management accounts.

6.1 **Draft Accounts**

The draft management accounts presented to the Board should be considered as an early view of the full year results and are subject to change.

Work is ongoing by the Finance Team to create a final view for the NAO audit in August 2021. The Team are also waiting for receipt of the pension liability actuarial valuation and corresponding report.

MS advised that he was confident in the position presented by the Finance Team and noted that Seafish has a good working relationship with the NAO. Both LR and NdR are members of the ARC Committee and expect a successful audit and the laying of the accounts in due course

Both the Annual Report and Accounts will be presented to the Board for sign off prior to being laid before Parliament at the end of 2021.

6.2 **P&L Account**

Due to the pandemic and Brexit, early financial results for the year to 31 March 2021 indicated that Seafish returned a deficit of £1.7m. Levy income was higher than predicted at the start of the pandemic; £0.2m better than the expectation set in the Revised Budget.

7 **Annual Plan for 2021/22 – Final version for approval**

The paper sought Board's approval for the Seafish Annual Plan for 2021/22. This is the fourth Annual Plan under the current Corporate Plan cycle, following Ministerial approval in 2020 to extend the three-year corporate plan by a further year.

AM stated due to financial constraints Seafish would not be able to deliver all projects. A phased approach will be required depending on the financial situation with a final decision on these projects will be required by October 2021.

7.1 **New Activities for 2021**

The Board asked for the proposed changes to the comprehensive delivery of mandatory fishermen's training be incorporated with an explanation about the regulation and how this may affect industry. AM referred Board members to Challenge 3: A safe and skilled workforce where preparatory work on the new rules is underway.

The Board raised concerns about Seafish's partnership with the MCA and agreed that Seafish's involvement with Fishing Safety would be the subject of careful scrutiny during the Strategic Review process.

7.2 **Love Seafood**

The Love Seafood campaign is progressing well with facts and statistics shared at the Sector Panel meetings. The Marcomms Team continue to receive requests for regional and local direct sale activities. MS noted that he would write to departing CR Director, Hazel Curtis, to thank her for all her contributions towards the Love Seafood project and to wish her best wishes for the future.

The Board approved the Seafish Annual Plan 2021/22.

8 **Budget for 2021/22 – Final version for approval**

LB presented the breakeven budget for 2021/22 for sign off by the Board.

8.1 **Overheads**

The Executive Team identified over £200k of overhead cost savings.

MS stated a break-even budget requires the deferral of £100k of projects being reviewed over the year. He noted that a pragmatic approach was required and that he was not against proceeding with these projects if that meant only a modest deficit being created.

8.2 **Pension deficit**

The Board raised concern in relation to the West Yorkshire Pension Scheme (WYPF) deficit.

LN stated the WYPF scheme is closed to new members but remains open to 17-18 staff employed by Seafish at the time of this change in 2006. LB asked the Board to note that the ongoing WYPF contributions are one of Seafish's significant costs. LB stated that employer contributions to the WYPF scheme are 37% compared to 10% for the current Seafish pension scheme - Legal & General.

MC confirmed the pension liability would be shared across the 4 administrations in the event that Seafish was wound up.

8.3 **Cycle and Planning**

Board members requested the Annual Plan and corresponding budget be brought forward to be agreed prior to the start of the financial year. It was agreed therefore that the 2022/23 Annual Plan and budget will be presented to the Board at its March 2022 meeting. The budget would therefore be in place by 1 April 2022.

The Board approved the budget for 2021/22.

9 **Seafish Staff Health, Safety & Wellbeing update**

GB stated the Health, Safety & Wellbeing Report is a standing item on the Board agenda.

9.1 **Health & Safety Committee**

The committee met in February 2021 where an update on care, compliance and Health & Wellbeing measures were discussed. To date there are no accidents reported. All staff continue to work from home.

9.2 **Returning to Work**

Managers have held discussions with team members in relation to staff returning to work, how this would be managed with government guidance being taken into consideration.

9.3 **Wellbeing**

Seafish has focused on wellbeing and supporting staff and their families throughout the pandemic. There is commitment to continue to work closely with employees in relation to their concerns in terms of coping with

and managing change. Staff were demonstrating remarkable resilience in the circumstances.

9.4 **Times 100**

Seafish will participate once again in the Sunday Times Best Companies Survey taking place at the end of 2021. This is Seafish's way of benchmarking itself against organisations who value and believe in employee engagement.

9.5 **Giving something back**

Greater effort will go into promoting and encouraging staff to make use of up to 5 days to "giving something back".

9.6 **Recruitment process**

NdR stated raised concerns in relation to the Executive Team turnover and noted that in his view previous recruitment processes were not carried out in a satisfactory manner.

MC stated the Executive Team will not rush into recruiting externally or restructuring the Corporate Relations Division and will consult the Remuneration Committee before any recruitment commences.

The Board recognised the restructuring and redundancy process in 2020 and how this was handled by the Executive Team where staff were treated with dignity and respect. The Board commended the Executive for this approach.

10 **Digital Transformation Programme: Description and Audit Proposal**

The paper provided the Board with an overview of Seafish's Digital Transformation Roadmap.

The Board raised its concerns in relation to the size and scale of the Digital Programme. LB confirmed that assurance is being sought via Internal Audit to address these concerns. LB noted that everyone involved wanted to ensure that the programme was the right scale, scope and impact for an organisation of Seafish's size.

10.1 **Progress Update**

The delivery of several projects was delayed with higher digital transformation costs due to the extent of the work required to modernise and improve the IT infrastructure.

10.2 **Independent Project Review**

The Digital Transformation Board has suggested that an independent review be carried out of the programme at the end of Phase 1. LB confirmed the review will be carried out by our Internal Auditors, BDO with 4 audits in total planned for 2021/22.

ACTION: LB to update the DTB and Seafish Board on progress and audit findings.

10.3 **Digital Transformation Board**

ACTION: MS and MC to meet and discuss the future membership of the Digital Transformation Board and the item placed on the next Audit & Risk Committee agenda.

ACTION: The Audit & Risk Committee is to concentrate on risk management, security and assurance frameworks in relation to the digital roadmap.

11 Proposed changes to the delivery of mandatory fishermen’s training – briefing ahead of required decision in September 2021

The purpose of the paper is to provide Board members with an overview of:

- Seafish’s role in the delivery of mandatory fishermen’s training.
- The proposed changes that the Maritime & Coastguard Agency (MCA) is making to delivery of mandatory training for fishermen.
- The implications of the proposed changes for Seafish and how this aligns with the Seafish Strategic Review.

The Board noted:

- the contents of the briefing paper and understood the importance of the mandatory fishermen’s training and the question of Seafish’s continued involvement to administer this on behalf of the MCA.
- Potential levy savings if Seafish were to cease the delivery of the training.

The Board raised concern regarding the current relationship between Seafish and the MCA and supported the Executive Team’s intention to improve the working partnership.

12 CEO Report and Delivery Dashboards

12.1 CEO Report

MS thanked MC for producing the in-depth report for the benefit of new Board members.

The paper provides the Board with the CEO’s perspective of key developments for Seafish since the last meeting in February 2021.

12.2 Corporate Relations

MC confirmed HC had resigned from the post of Director of Corporate Relations and asked for the information to be kept confidential until Seafish staff members had been informed of HC’s resignation.

12.3 Internal Audit

The draft End of Year Report produced by BDO will be reviewed by the Audit & Risk Committee.

12.4 Staff Wellbeing

Seafish continues to focus on wellbeing throughout the year with results from a recent staff survey shared with HoTs. The HoTs continue to be engaged with staff members and mental health placed on the leadership forum meeting agendas.

12.5 Refreshed Project Management Approach

A recent audit suggested improvements to our project management approach. LB and AM are reviewing and redesigning the project management approach. Staff will be trained on the revised approach shortly.

12.6 Levy Debtors

The Levy Team continue to chase levy debtors, but to date, are unable to visit premises due to COVID

restrictions.

12.7 **Seaspiracy**

In March 2021, Netflix released Seaspiracy, a negative film about the global seafood industry. MM stated Seafish responded to the criticism by producing an excellent piece of work which was supported by the UK industry.

13 **Chair's Report**

The Chair's confirmed his priorities as:

- The Board to understand the new strategic review and ensure we have a robust proposition to deliver a strong proposition to Devolved Administrations and to Rachel Muckle at Defra in November
- Supporting the Executive Team to build its relationships with the MCA/MMO.

13.1 **Defra**

MS confirmed his attendance at Defra's Arm's Length Bodies Chair meetings where various items are discussed including public policy outcomes, environment issues, government, and social responsibilities.

14 **Seafish Board Sub-Committee Appointments**

The paper proposed new membership of the Seafish Board's two sub-committees following the recent appointment of new Board members to the Seafish Board.

14.1 **Seafish Board Proposed Sub-Committees**

Audit & Risk Committee proposed membership:

David Brooks (Chair)
Linda Rosborough
Graham Black
Harry Wick
Nigel Edwards

Remuneration Committee proposed membership:

Jeff Halliwell (Chair)
Heather Jones
Mike Mitchell
Nathan de Rozarieux

ACTION: The Chair to discuss the proposal with the new Board members and confirm Committee membership.

15 **Annual Pay Awards – Recommendation from the Remuneration Committee**

The paper confirmed the recommendations regarding Annual Pay Awards made by the Seafish Remuneration Committee at its extraordinary meeting on 17 May 2021. The Board accepted the recommendation.

16 **Forward Plan**

The draft Forward Plan shows an overview of Board papers and presentations planned over the next 12 months. Additional items will be added to the schedule as they arise.

16.1 **Seafish Board Meeting – date change**

To enable the budget and annual plan to be tied up for the end of the financial year, it was suggested to change the date of the February meeting to March 2022. This was agreed.

16.2 **Defra Non-Exec Induction Training**

The dates for the next induction training are 29 and 30 June.

ACTION: MC to circulate the link to Board members.

17 **AOB**

MC confirmed Chris Lamb's retirement from Panel Chair of the Consumer and Supply Chain and LN returning from maternity leave.

MC wished GB and CL in their future ventures.

MS thanked GB and CL on behalf of the Board for all their support and professionalism.

18 **Dates for the next Board meetings**

Board dates for 2021 are as follows:

27/28 September and 22/23 November 2021.

The Chair thanked the Board for their input at the meeting and for their support and involvement.

19 **Acronym list**

The list was circulated for information.

20 **End of Meeting 12.30pm.**