

ABERDEEN CITY COUNCIL

COMMITTEE	City Growth & Resources
DATE	5 December 2019
EXEMPT	No
CONFIDENTIAL	No
REPORT TITLE	VisitAberdeenshire – Articles of Association
REPORT NUMBER	PLA/19/447
DIRECTOR	Angela Scott
CHIEF OFFICER	Richard Sweetnam – City Growth
REPORT AUTHOR	Dawn Schultz, City Promotion & Events Manager
TERMS OF REFERENCE	City Growth and Place – 2.2 & 2.3

1. PURPOSE OF REPORT

- 1.1 The purpose of the report is to seek approval for the amended VisitAberdeenshire Articles of Association.

2. RECOMMENDATION(S)

That the Committee:

- 2.1 Approves the amendments to the Aberdeen and Aberdeenshire Tourism Company Limited (VisitAberdeenshire) Articles of Association (provided in Appendix 1 to this report) and instructs the Chief Officer – Governance to sign and return the written resolution on behalf of Aberdeen City Council.

3. BACKGROUND

- 3.1 The board of directors of Aberdeen and Aberdeenshire Tourism Company Limited (VisitAberdeenshire) are seeking the Council's approval (as a member of the Aberdeen and Aberdeenshire Tourism Company Limited) to amend its Articles of Association. A full list of the amendments proposed are set out in Appendix 1.
- 3.2 Two director posts are being created – 'North Aberdeenshire Area Director' and 'South Aberdeenshire Area Director'. These posts have been created to replace the stakeholder director appointments from VisitRoyal Deeside and Banffshire Coast Tourism Partnership as both organisations are no longer in existence. These posts are not remunerated.
- 3.3 A further director post is being created – the "HA Appointed Director". The individual will be appointed by the Hotels Association. The Hotels Association appointed director post is an existing director post on the VA Board and is a change from stakeholder director to HA appointed director. This is a non-remunerated position.

3.4 A further amendment is that meetings of the members of Visit Aberdeenshire (Aberdeen City Council, Aberdeenshire Council, the Aberdeen City & Shire Hotels Association and Opportunity North East) will be quorate (meaning any decisions taken at it will be valid) provided 3 out of those 4 members send a representative. Notice of such a meeting must be given in writing, 2 weeks in advance of the meeting. This is separate to the arrangement for meetings of the board of directors which remains unchanged.

4. FINANCIAL IMPLICATIONS

4.1 There are no financial implications for Aberdeen City Council relating to this report.

5. LEGAL IMPLICATIONS

5.1 The proposed amendments of the Articles of Association of Aberdeen and Aberdeenshire Tourism Company (VisitAberdeenshire) do not change the Council's interest or control over the Company.

6. MANAGEMENT OF RISK

Category	Risk	Low (L) Medium (M) High (H)	Mitigation
Financial	No financial implications relating to this report.	L	Rigorous budget monitoring to ensure that the Visit Aberdeenshire strategy and business plan deliver against the Council's tourism and events objectives and offer appropriate value for money, using the KPIs/tourism data.
Legal	Decisions of the members of VisitAberdeenshire (i.e. future changes to the Articles of Association) could be made without the Council's representative being present.	L	The likelihood of this occurring is low. If it did, two weeks' notice of a general meeting must be given which is enough time for the Council to arrange for a representative to attend and vote on the Council's behalf.

Category	Risk	Low (L) Medium (M) High (H)	Mitigation
Employee	No employee implications relating to this report.	L	VisitAberdeenshire now has the staff team and structure in place to deliver on tourism industry support, business development and engagement as detailed in the Destination Strategy.
Customer	No customer implications relating to this report.	L	The plans have been developed following a six month consultation process and have the buy-in from core partners and within the Council. There is low likelihood of them not being approved by all relevant parties.
Environment	No environmental implications relating to this report	L	
Technology	No technological implications relating to this report.	L	Investment in technology and training that ensures digital engagement is core to the business developed/attracted through online destination promotion.
Reputational	Work transparently and accountably with partners to include festivals, businesses, residents, to improve the visitor and resident experience and address challenges through positive tourism experiences in Aberdeen. The Councils reputation will be impacted where activities are not delivered, actions	M	The Strategy acknowledges the importance of managing future success in the tourism industry and the economic benefits to be gained through the balance of managed tourism growth in Aberdeen. The VisitAberdeenshire tourism strategy aims to address the aspect of quality through ongoing engagement and seeking new opportunities for

Category	Risk	Low (L) Medium (M) High (H)	Mitigation
	not supported, or the quality is not of the standard expected.		focussed destination promotion.

7. OUTCOMES

Local Outcome Improvement Plan Themes	
	Impact of Report
Prosperous Economy	Enhance the city's image and reputation, developing tourism in ways which will greatly strengthen perceptions locally, nationally and internationally of Aberdeen as a unique city – in which to invest, live, work, study and visit
Prosperous People	Tourism provides a dynamic jobs market for Aberdeen supporting the long - term prosperity of the North East of Scotland and offering new opportunities that diversify the local economy and employment base.
Prosperous Place	Through the Aberdeen 365 Events plan and Culture Aberdeen Strategy, the city is developing a strong destination narrative that will attract residents, visitors and businesses to engage with the tourism products and experiences on offer supporting economic growth in new and existing leisure markets.

Design Principles of Target Operating Model	
	Impact of Report
Customer Service Design	Participation on the VisitAberdeenshire Board helps the Council to promote and enhance the long-term economic prosperity of Aberdeen and the wider region by attracting more businesses and leisure tourism. VisitAberdeenshire has a key role in the promotion of P&J Live at TECA, as well as delivery activities relating to the City Centre Masterplan including the redevelopment of Aberdeen Art Gallery, the Music Hall and the attraction and hosting of events in new and reactivated city centre spaces.
Organisational Design	Staff within City Growth will work closely with VisitAberdeenshire to improve the city's tourism performance and make it an attractive destination to visit. VisitAberdeenshire allows for greater collaborative working and alignment of resources as

	detailed in the Regional Economic Strategy, City Region Deal and Culture Aberdeen Strategy.
Governance	Management of the existing VisitAberdeenshire Service Level Agreement and financial monitoring of allocated funding.
Workforce	N/A
Process Design	N/A
Technology	Effective use of digital technology to engage with audiences and support destination promotion campaigns to targeted audiences locally, national y and internationally.
Partnerships and Alliances	Strong partnership working will ensure the successful delivery of this strategy.

8. IMPACT ASSESSMENTS

Assessment	Outcome
Equality & Human Rights Impact Assessment	Not required
Data Protection Impact Assessment	Not required
Duty of Due Regard / Fairer Scotland Duty	Not applicable

9. BACKGROUND PAPERS

N/A

10. APPENDICES (if applicable)

APPENDIX 1 - Amendments to Articles of Association

11. REPORT AUTHOR CONTACT DETAILS

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APPENDIX 1 – Amendments to Articles of Association of Aberdeen and Aberdeenshire Tourism Company Limited

Aberdeen and Aberdeenshire Tourism Company Limited (SC413620) (Company)

No	RelevantArticle(s)	Comment
1	2.5, 2.25 & 2.26	<ul style="list-style-type: none">• Definitions “Banffshire Coast Tourism Partnership” and “Visit Royal Deeside” deleted.• New definitions “Appointments Committee”, “North Aberdeenshire Area Director” and “South Aberdeenshire Area Director” inserted.• The Appointments Committee (composition per Article 2.5) to appoint the North Aberdeenshire Area Director and South Aberdeenshire Area Director (per Articles 57 & 58) respectively.
2	2.8	<ul style="list-style-type: none">• Definition “Chairman” replaced by” Chair” with consequential changes throughout.
3	27	<ul style="list-style-type: none">• Quorum for general meetings (ie meetings of members) reduced to 3 (from 4).• Note: the quorum for Board meetings (ie meetings of Directors) remains at 6 (per Article 91).
4	49	<ul style="list-style-type: none">• Categories of certain Directors redefined.
5	50	<ul style="list-style-type: none">• Maximum number of Directors remains the same (at 15) but changes made to reflect the redefined categories of Director.
6	57, 58, & 62	<ul style="list-style-type: none">• Uniform provisions inserted regarding the appointment of the North Aberdeenshire Area Director, the South Aberdeenshire Area Director and the HA Appointed Director reflecting the existing provisions relating to Council Directors and the Stakeholder Director.
7	60	<ul style="list-style-type: none">• The wording of Article 60 tidied up.
8	68.9	<ul style="list-style-type: none">• New provisions for the removal of a Director through repeated non-attendance at Board meetings with the Appointments Committee having the remit to recommend removal acting reasonably.
9	95	<ul style="list-style-type: none">• Amended so that in the absence of the Chair at Board meetings the Vice-Chair or a Director is nominated to chair the meeting.• Note: this change reflects the current arrangement for general meetings (per Article 29).