

Belfast Waterfront and Ulster Hall Ltd. Shareholders' Committee

Monday, 14th November, 2022

MEETING OF THE MEMBERS OF THE BELFAST WATERFRONT AND ULSTER HALL LTD. SHAREHOLDERS' COMMITTEE HELD IN HYBRID FORMAT

Members present: Councillor Maghie (Chairperson);
Alderman Haire; and Councillors Bradley, Cobain, Flynn,
Howard, Magee, McAteer, McCann, Newton and Smyth.

In attendance: Mr. I. Bell, Director of Finance, Risk and Corporate
Services, ICC Belfast (Belfast Waterfront and Ulster
Hall Ltd.);
Mr. J. Greer, Director of Economic Development;
Ms. S. Grimes, Director of Physical Programmes;
Mr. M. Whitmore, AGRS Manager;
Mr. A. McKinley, Internal Auditor;
Ms. V. Smyth, Democratic Services Officer; and
Ms. E. McGoldrick, Democratic Services Officer.

Apologies

No apologies were reported.

Minutes

The minutes of the meeting of 20th June 2022 were taken as read and signed as correct. It was reported that those minutes had been adopted by the Council at its meeting on 1st July.

Declarations of Interest

No declarations of interest were recorded.

The information contained in the reports associated with the following six items is restricted in accordance with Part 1 of Schedule 6 of the Local Government Act (Northern Ireland) 2014.

Resolved – That the Committee agrees to exclude the members of the Press and public from the meeting during discussion of the item as, due to the nature of the item, there would be a disclosure of exempt information as described in Section 42(4) and Section 6 of the Local Government Act (Northern Ireland) 2014.

Internal Audit Report For Year Ended
31 March 2022

The Audit, Governance and Risk Services (AGRS) Manager presented the Committee with an update on the outcome of an internal audit which had been undertaken at the Belfast Waterfront and Ulster Hall (BWUH) Ltd from February to April 2022.

The AGRS Manager explained that a 3-year Internal Audit Plan for 2021/2022 – 2023/2024 was agreed at the BWUH Ltd Audit and Risk Committee in December 2021. He outlined that the audit plan for 2021/2022 had planned to cover cyber security and data protection, as they were two key risks for the company, and it was critical that there were adequate controls in place to mitigate them. However, due to a long-term absence and a vacant post, it was agreed with management that the planned audits of cyber-security and data protection would be deferred. These areas were now scheduled to be audited as part of the 2022-2023 audit plan. The AGRS Manager highlighted that AGRS had seen evidence that management and the Board of the company had undertaken a lot of work to address issues previously raised in relation to IT Security. He said that the 2022/2023 audit would allow AGRS to validate the implementation of those actions and assess the extent to which risks were now managed.

The 2021/2022 audit was carried out from February to April 2022 and covered Finance, Risk, Performance Management and Property Maintenance. The audit report was agreed with the BWUH Ltd Chief Executive and Director of Finance and Systems, and the Executive Summary was presented to the BWUH Ltd Audit Committee in September 2022. The report would be presented to the Council's Audit and Risk Panel in December 2022.

The AGRS Manager advised the Committee that the audit had found that there were "some improvement needed" for the areas reviewed with some minor issues in relation to risk management and performance management. He reported that evidence had been found of good control in relation to financial and property maintenance processes, and further explained that management had agreed all the recommendations and had put in place an action plan for implementation by the end of October 2022. The implementation of these actions would be followed up as part of the 2022/2023 audit plan. AGRS had agreed with BWUH management to complete the planned audit for 2022/2023 in two parts. The first would commence in November 2022 and would cover performance, risk, and sales and marketing. The second was due to begin in January 2023 and would include IT security, data protection and finance. The AGRS Manager advised that the audit outcomes would be presented to the Members in due course.

A Member commented that it was disappointing that the cyber security audit could not go ahead as planned but acknowledged the impact of Covid-19 and resource issues. The Member added that the internal audit had been robust and provided opportunities for learning.

The Members noted the information which had been provided.

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Annual Report and Financial Statement
for Year Ended 31 March 2022

The Director of Finance, Risk and Corporate Services provided the Members with the BWUH Ltd Annual Report and Financial Statements for the year ended 31st March 2022. He explained how the venues had been closed until the end of September 2021, and how revenue had been curtailed due to Covid-19 restrictions in January 2022 as well as infections amongst the pantomime crew which had an impact on the shows.

The Committee noted the information which had been provided.

Performance Report Q1 2022/23

The Director of Finance, Risk and Corporate Services provided the Committee with an update on Belfast Waterfront and Ulster Hall Ltd.'s (BWUH Ltd.) performance and financial highlights for Q1 YTD covering the period 1st April 2022 to 30th June 2022.

The Committee was reminded that the venues reopened fully from 1st October 2021. The first quarter of 2022/2023 had been exceptionally busy which was in no small part due to the efforts of the team during the closedown to ensure as many events as possible were deferred rather than cancelled.

A number of high-profile events had taken place in the venues since the beginning of April, including the World Irish Dance Championships, Microbiology Society Conference, International Association of Teachers of English as a Foreign Language, the Harkin summit and the first All-Ireland Sustainability Summit hosted by ICC Belfast.

The Members noted the contents of the report and information provided.

Building and Maintenance Update

The Director of Physical Programmes provided the Committee with an update on capital and maintenance works at the ICC Waterfront and Ulster Hall.

The Members were reminded of major capital projects which had been identified at the Waterfront and were provided with a progress update.

- Escalator Replacement

The six new escalators had been installed, commissioned, and were operational.

- Replacement of the Chiller Units

A report had been commissioned to examine technical solutions for the replacement of the chiller units serving the Waterfront. The report made a series of recommendations with one option considered the most viable. In addition, further financing had been secured to install solar film to the glazing in the bar areas. Design work was due to commence on this shortly and, following a public

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tender exercise, it was hoped that a contractor would be appointed in late January 2023, with a view to having the works completed by the end of March 2023.

- Works to the Roof

Works to repair leaks in the roof were carried out while the new escalators were being installed. To date there had been no further leaks and this would be kept under review.

- Refurbishment of Toilet Facilities

As part of the overall refurbishment of the toilets in the Waterfront Hall, a new changing places facility had been provided and the works completed. The Director of Physical Programmes advised that designs were currently underway for the remaining toilet facilities, and she expected that these would be completed and agreed by the end of November, followed by a public tender exercise. She added the aim was to appoint a contractor by the end of February 2023.

The Members reviewed and noted the updates presented.

Sustainability Report

The Director of Finance, Risk and Corporate Services presented to the Committee an overview of the company's sustainability strategy, progress and ambitious plans to accelerate sustainable practices in BWUH.

The Director of Finance, Risk and Corporate Services explained that BWUH Ltd would be working to achieve the Green Tourism Gold award, and would be researching EarthCheck accreditation opportunities and benefits, whilst also reviewing and updating the sustainability policy, and rolling out sustainability awareness to the team. In addition, Hospitality Belfast was working towards their own Green Tourism accreditation and ISO 20121. He reiterated that ICC Belfast, Waterfront Hall and Ulster Hall recognised the impact that these iconic venues had in Belfast and Northern Ireland. Delivering world-class business and entertainment events benefits everyone – socially, culturally and economically.

The Director of Finance, Risk and Corporate Services reported that BWUH Ltd was in a good position from a sustainability perspective and progress had been made over the last 12 months. During the period of closure due to Covid-19, the Executive Leadership Team and Board took time to reflect on best practice and how the company could contribute further to a more sustainable Belfast which resulted in being awarded the silver accreditation in December 2021 for ICC Belfast. Further initiatives were developed, and the silver award accreditation was awarded to the Ulster Hall in August 2022.

The Members were advised that to add additional support and to offer an opportunity to a student in this field, a Sustainability Placement Student started in April 2022 to complete necessary research for BWUH which was added to their strategic project for their Masters qualification. In addition to this, a Green Team was developed

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with members of all departments in BWUH, with the first meeting held in July 2022. This would serve as a platform to gather feedback but to also embed sustainable practices in all areas of BWUH.

A Member asked if BWUH had an ethical procurement policy and the Director of Finance, Risk and Corporate Services replied that it did and he would forward this to the Member for information.

A Member commended the sustainability progress and added that it was positive and moving in the right direction.

The Members noted the information provided.

Merchandising Report

The Director of Finance, Risk and Corporate Services reminded the Members that Belfast was awarded UNESCO City of Music status in November 2021. As two of Belfast's most iconic music venues, BWUH needed to ensure that the company was supporting the local music industry and homegrown talent.

Due to feedback from the NI Music Awards in November 2021, the company decided to review the merchandise process with a view to better support local/upcoming artists in relation to merchandise sales. He provided the Committee with details of the new merchandising commission tier process and reported positive feedback from Chief Executive Officer of the Oh Yeah Centre in this regard.

The Members commended BWUH for supporting local artists and noted the information provided.

Board Members Update

The Director of Economic Development requested that the Committee note an extension to the contracts for three of the existing directors of the Belfast Waterfront and Ulster Hall Ltd until 31 March 2023. The extension was to accommodate the original pause in the recruitment process caused by the Covid-19 pandemic and subsequent new appointment of the BWUH Chair in November 2022.

The Committee noted the extension of ICC BWUH Director's contracts to the 31st March 2023.

BWUH Shareholders' Committee
Meeting Dates 2023

The Committee agreed to hold meetings, at 5.15pm, on the following dates in 2023:

- Monday 16th January;
- Monday 13th March;
- Monday 12th June;

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- Monday 14th August;
- Monday 11th September; and
- Monday 13th November.

Chairperson