



## **Minutes of a meeting of Visit Jersey Limited (“VJ”)**

Held at St Brelade’s Bay Hotel, St Brelade, Jersey  
on Tuesday 15<sup>th</sup> September 2020 at 2.50pm

### **Present:**

Kevin Keen (KK) – Chair  
Amanda Burns (AB) - CEO  
Amanda Wilmott (AW)  
Patrick Burke (PB)  
Tim Crowley (TC)  
Catherine Leech (CL)  
Mike Graham (MG)  
(collectively referred to as the “Board” or the “Directors”)

### **In Attendance**

Dan Houseago (DH), EDTSC, Government of Jersey (GOJ) (Observer)  
Aimee Maskell, AM to PM Secretarial Services (Scribe)

### **APOLOGIES**

No apologies were noted.

### **CONFLICTS**

KK noted that his daughter works for Switch Digital (who have recently been engaged to work with VJ on the delivery of their new website).

### **MINUTES OF THE PREVIOUS MEETING**

**It was noted** that the minutes dated 29<sup>th</sup> July 2020 had been circulated with the agenda and **it was resolved** to defer approval of the same pending further review by KK. **Action: KK**

The Board reviewed the action log, a copy of which had been circulated with the agenda, and AB confirmed that all actions were complete.

### **APPOINTMENT OF AB AS DIRECTOR OF VJ**

The Board reviewed the resolution appointing AB as a Director of VJ, a copy of which was tabled to the meeting, and after due consideration, **it was resolved** to sign the same.

### **RE-APPROVAL OF SCHEDULE OF MATTERS RESERVED FOR DECISION BY THE BOARD**

The Board reviewed the Schedule of Matters Reserved for Decision by the Board of Directors, a copy of which had been circulated with the agenda. KK stressed the importance of reviewing this

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Schedule on a regular basis, which was last reviewed on 6<sup>th</sup> November 2015, noting that if a specific matter were not included on it, the CEO would be authorised to do it.

TC expressed concern that it was previously possible to amend payment limits on VJ's online banking system to allow payments to go through without Board members input and confirmed that this has now been amended so that only VJ's accountant (whose role is outsourced) and the Head of Corporate Services can act as administrators.

Included for review would be:

- Item 15 ("approval of any major reorganisation including redundancy terms") which should include intention to compromise any member of staff out of the organisation;
- Consideration whether Item 11 should make reference to expenditure more explicit, however it was agreed that reference to specific companies was not appropriate as these may change over time;
- To review the monetary amounts specified to ensure they are still reasonable for day to day expenditure;
- Update name of the Government department to EDTSC; and
- Make wording of appointment of additional headcount above £50K more explicit to provide CEO with authority to replace existing headcount where required without Board approval

KK invited the Board to provide AB with any further suggested amendments to the Schedule via email and **IT WAS RESOLVED** that she would update the same and present a revised copy at the next meeting for the Board's further review. **Action: AB**

The Employee Handbook was also discussed. The Board acknowledged that the existing CEO should not be responsible for deciding on policy making for the next CEO. The Board also agreed that anything new permitted in the Staff Handbook should be agreed by the Board and **it was resolved** to ask the Remuneration Committee to review the same to ensure that with the exception of statutory benefits, anything contractual should be approved by the Board. **Action: Remco**

## CEO REPORT

The Board reviewed the CEO Report, a copy of which had been circulated with the agenda.

**Covid Update** - A discussion took place regarding the (approx.) 30 visitors a day who were arriving in the Island unaware of current isolation rules and who were causing significant complications. AB reported that consideration has been given to allocating some of VJ's recent cost savings from the Tourist Information Centre (TIC) to assist the Airport in this regard. However, she advised that Ports of Jersey (POJ) had confirmed that whilst this is not currently required, they have asked that VJ ensure messaging to visitors around the restrictions is made clear and that they are encouraged to check the current position before they travel and ensure they register as required.

**It was noted** that the VJ website currently directs visitors to the Government of Jersey (GOJ) website and AB suggested that the link could be made more noticeable. It was also discussed and agreed that a VJ member of staff should act as key liaison between Industry, Trade and Government to focus on encouraging the GoJ to improve their communications. **Action: AB**

DH drew the Board's attention to the list on the gov.je website which classifies regions into green,

amber and red. However, MG noted that there was no reference on gov.je website as to when the list will next be updated and stressed that this plus RAG rated list of regions on the gov.je website, broken down into individual countries was required. **Action: DH**

KK queried who VJ should liaise with in the GOJ to obtain up to date information and DH suggested that Lyndon Farnham's (LF) Private Secretary would be the best point of contact, noting that she is required to provide various people with updates from STAC. He therefore agreed to ask her to include VJ on her distribution list going forward. **It was therefore resolved** that DH would provide this feedback, to ask VJ to be included by LF's Private Secretary on the STAC updates. **Action: DH**

Regarding marketing activity, AB advised that VJ have had to put some promotions on hold whilst a decision regarding the increase in amber regions is awaited from the GOJ (expected on Wednesday 16<sup>th</sup> September 2020) but that media channels were chosen to allow activity to be switched on and off quickly to reflect these changes.

**Staff/Operations** – AB reported that following consultation with Law at Work (LAW) regarding staff travel, staff have been asked to book additional time for their annual leave as required for isolation on return from red/amber zones. However, this does not apply to green zones which are changed to amber/red during their holiday. Given the risk of travel at the current time, the Board considered whether staff should also be required to use their annual leave if they need to isolate on return from a green zone which has changed to a red/amber zone during their holiday. **It was noted** that whilst this was contrary to advice received from LAW and practice by other organisations, VJ was not obliged to implement all advice received from them.

## FINANCIAL UPDATE

The Board reviewed the profit and loss account and balance sheet as of 31<sup>st</sup> August 2020, copies of which had been circulated with the agenda and AB summarised the same. She reported that VJ was expected to have a £1.5m surplus upon receipt of its next grant payment at the year end. However, she proposed reviewing the position on a line by line basis against the forecasts which have been prepared by VJ's accountant for the year end. This will provide clarity on where opportunity can be taken to ensure the most is made of the remainder of the year to optimise promotion of Jersey for the rest of the year. **Action: AB**

PB queried whether VJ can claim back the £500k it returned to the GOJ earlier in the year and AB confirmed that she has already raised this with John Vautier (JV) and he had advised that this was unlikely. DH added that if available it would also be dependent on VJ's year-end forecasts and whether the organisation needs it.

## RISK REGISTERS

The Board reviewed the standard risk register and the CV19 risk action plan, copies of which were circulated with the agenda and **it was resolved** that AB would combine these going forward. **Action: AB**

## POSSIBLE RECOVERY OF £500k PREVIOUSLY RETURNED TO GOJ

**It was noted** that this was discussed in item 8 above.

## **BOARD RECRUITMENT**

Board recruitment was discussed, in particular the specific experience that was required when replacing/recruiting directors and the timetable for replacing the current Directors.

**It was noted** that MG had agreed to remain on the Board until the end of the year and KK advised that he proposed stepping down at the 2022 AGM (or sooner, if necessary), which delayed the requirement to recruit a director with accountancy experience. However, whilst KK welcomed the recruitment of someone with industry experience who had an accountancy qualification, he advised that the Chair did not need to be an accountant, but they did need to be independent.

KK advised that, in accordance with the Appointments Commission guidelines, VJ will have to undertake an open recruitment process for the role of Chair. He therefore proposed considering possible Chairs when undertaking the recruitment process for replacement Directors this year. He suggested that this will ensure an internal applicant can apply for the role, noting that at the moment, only AW would be able to do this. However, AW stressed the importance of the Chair being based on Island, having insight into the GOJ and having sufficient time to undertake the role.

The Directors' terms of office were briefly discussed, and KK reminded them that they were not able to exceed nine years. Therefore, MG would step down at the end of the year followed by CL, KK and TC thereafter.

Given that a large proportion of the Board will be stepping down over the next two years, the Board agreed that recruitment for another two directors should begin in October and one of the successful candidates could possibly become an internal nominee for Chair at a later date. However, whilst the Chair should not have any financial interest in the industry, the Board agreed that they must care about it.

KK reminded the Board that a process to recruit additional directors was started earlier in the year and several applications were received. Unfortunately, the process was stopped due to Covid. Therefore, it will be necessary to re-advertise the position.

Consideration was given to whether the new directors should be from on or off-Island with mixed views about the benefits of recruitment in the UK or mainland Europe and that they do not necessarily need to be from Jersey or the UK but that focus should be placed on recruiting from the UK rather than Europe for off-Island directors (given that the UK was Jersey's main target market and access and attendance at Board meetings coming from Europe would be more challenging).

KK reassured the Board that directors will only be appointed if they can make a difference, stressing the importance of maintaining a balance between on and off-Island directors. He echoed AW's earlier comment that the Chair should be based on Island and reiterated the independence required for this role. He added that whilst two new directors are currently vacant, two appointments will not be made for the sake of it if the applications received are not deemed appropriate and consideration may also be given to recruiting more.

The Board discussed the merits of different areas of expertise including HR, organisational development, change management, strategic development, an on-island tour operator or from the aviation industry. **It was noted** that a discussion previously took place about whether MT should be invited to formally join the Board, and, at that time, it was agreed this was not necessary.

TC stressed the importance of the Board identifying what AB requires in terms of director support to deliver her plan for VJ and he noted that transport experience (particularly aviation experience) was lacking on the Board. He expressed concern in this regard given that access was the main issue for him currently. Whilst he acknowledged the value of MT's input on the Board, he proposed that consideration be given to recruiting someone with commercial airline experience (e.g. a retired airline director).

AB agreed with TC and advised that experience in Strategy and Change Management would be particularly beneficial given the future requirements for a new Destination Plan.

**It was noted** that it is important to ensure VJ maintains a diverse Board when undertaking the recruitment process.

The discussion then extended to the wider role and alignment of ALOs and the merits of further collaboration to deal with pressures in the future. DH suggested that consideration may need to be given to how VJ wants to defend its budget, noting that consultations and conversations are ongoing in this regard within the ALOs and GOJ Departments at the current time. It was agreed that VJ should cooperate where sensible in terms of alignment but push back on it otherwise, to prevent loss of focus and wasting of money (rather than cost savings). TC suggested that consideration should be given to the sharing of facilities that are common to all ALOs (e.g. buildings, accounting, etc.), but a five-year plan was needed around this. However, DH stressed that this was a tactical piece of work VJ will have to deal with eventually and this was acknowledged by KK. That said, he suggested that it would be difficult for the ALOs to share everything, albeit some organisations will be easier to put together than others. AB expressed concern that the GOJ may believe that marketing could be carried out by one ALO and DH suggested that VJ may need to be proactive in this regard, noting that whilst LF was a very strong voice in support of the tourism industry on the Council of Ministers it will be an overall Council of Ministers' decision eventually.

## **ANY OTHER BUSINESS**

1. MG stressed the importance of the industry adopting smarter and broader thinking in 2021 to encourage visitors to travel to the Island. He suggested that all businesses need to consider how they operate under the "new normal" and welcomed advice from VJ and Industry leaders in this regard. This was echoed by the Board and **IT WAS THEREFORE RESOLVED** that AB would arrange to invite an external speaker to speak at VJ's industry event scheduled for 9<sup>th</sup> December 2020 on this topic. **Action: AB**
2. CL proposed that Jersey take the opportunity to promote a "flexible Jersey" campaign whereby all partners offer flexible booking policies, noting that this would be a very strong marketing message. KK reported that contrary to information received at the previous Board meeting, all Jersey providers on booking.com offer free cancellation policies and PB explained that providers offer different cancellation terms depending how the booking is made and he expressed concern about VJ getting involved in commercial arrangements between tour operators and hotels. MG added that whilst he did not propose offering a free cancellation policy going forward, he would consider how he could offer more flexibility and TC stressed the importance of encouraging visitors to take out insurance.



**DATE OF NEXT MEETING** - The Board noted the 2020/21 Forward Board Meetings Calendar, a copy of which was circulated with the agenda. **IT WAS NOTED** that the next meeting was scheduled for 21<sup>st</sup> October 2020 at 9.30am.

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Chair

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