

**Decisions taken under a delegation in the report to Cabinet dated 17 February 2021 relating to the New Museums Trust For Sheffield**

**Services Agreement**

Approved thanks Gemma

Lisa

**Lisa Firth**  
**Director of Culture, Parks & Leisure**

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**From:** Day Gemma  
**Sent:** 30 March 2021 15:27  
**To:** Firth Lisa  
**Cc:** Hollis David (CEX); Maddox Rebecca; Barrass Tammy (NCC)  
**Subject:** For Approval - Services Agreement - Sheffield Museums Trust

Hi Lisa,

We have received the attached services agreement which will be between Sheffield Museums Trust and Sheffield City Council and replaces the previous services agreements which were with the previous museum trusts.

The Cabinet report noted and agreed in principle the proposed arrangements for the transfer of the funding and services agreement and delegated authority to the Director of Culture and Environment, in consultation with the Director of Legal Services approval to enter into the new contract for services.

The Localism Act 2011 provides local authorities with a “general power of competence” which enables them to do anything that an individual can do as long as the proposed action is not specifically prohibited. A purpose of the Act is to enable local authorities to work in innovative ways to develop services that meet local need. This allows the Council to enter in to the new Services Agreement.

I have provided you with a summary below:

- The previous agreements will be replaced by and combined into this one services agreement. This will ensure consistency across all sites and provided the opportunity to update, clarify and strengthen specific areas between the parties.
- The agreement continues until the earlier of the date it is terminated or when SMT cease to be entitled to occupy the properties.
- The obligations of both parties are detailed within the agreement. For example a business plan and asset maintenance plan must be prepared by SMT.
- The Council can terminate the services agreement by giving 12 months written notice, this will have the same effect as if it had been a determination notice served by the trust.
- In the event of the service of a determination notice, SMT would have to effect a surrender to the Council or transfer to a replacement service provider the assets and liabilities of the business of managing and operating galleries and museums. The Council has to indemnify

SMT against all costs, claims, demands and liabilities arising as a consequence of the transfer or from obligations incurred by SMT prior to the transfer. This will include any clawback of the HLF grant or other capital or revenue grant, and repayment of sums borrowed and all legal and professional costs.

- Liabilities of either party in relation to their warranties is £100,000.
- SMT will indemnify the Council for all costs, losses etc incurred in relation to the guarantee the Council are giving to SYPA under the Admission Agreement.
- Each year SMT put forward a price proposal. The Council will review and confirm if it is approved. If not approved the Council and the trust must enter into negotiations. There is a process which involves an expert if negotiations fail to agree the amount.
- Payments will be made quarterly to the Sheffield Museums Trust for the services.
- Lifecycle funding - £100k for 2021-2022. Further years to be agreed.
- The Public Contracts Regulations 2015 (as amended) and the Councils Contracts Standing Orders must be complied with. The current view of the Council is that the proposals are compliant.

Could you please confirm your approval to the above and attached and I will arrange for it to be sealed today.

If you have any questions at all, please do not hesitate to contact me.

Kind regards,

**Gemma Day**

**FCILEx**

Commercial Lawyer,

Legal and Governance, Resources,

Sheffield City Council

Level 3 North Wing, Moorfoot Building, Sheffield, S1 4PL

## **Novations – Sheffield Museums Trust**

Approved thank you

**Lisa**

**Lisa Firth**  
**Director of Culture, Parks & Leisure**

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**From:** Day Gemma  
**Sent:** 29 March 2021 16:52  
**To:** Firth Lisa  
**Cc:** Hollis David (CEX); Maddox Rebecca; Barrass Tammy (NCC)  
**Subject:** For Approval - Novations - Sheffield Museums Trust

Hi Lisa,

We have received the attached deed of novations for the Sheffield Galleries and Museums Trust Collections Agreement, Sheffield Industrial Museums Trust Collections Agreement and the Cementation Furnace Funding Agreement.

The Cabinet report delegated *'authority to the Director of Culture and Environment, in consultation with the Director of Legal Services to enter into the novations...'*.

I have provided you with a summary below of the novations:

- All novations replace the current parties with the Sheffield Museums Trust from the Transfer Date (the date when the assets and undertakings of the old trusts transfer to the new trusts).
- The new trust will have to perform the agreements as if it had been a party to the agreement from the beginning.

The intention is for the Collections Agreements to be reviewed going forward and a new combined collections agreement to be produced in the next 3 years.

Could you please confirm your approval to the above and attached and I will arrange for them to be sealed tomorrow.

If you have any questions at all, please do not hesitate to contact me.

Kind regards,

**Gemma Day**  
**FCILEx**  
Commercial Lawyer,  
Legal and Governance, Resources,  
Sheffield City Council  
Level 3 North Wing, Moorfoot Building, Sheffield, S1 4PL

## Termination Deeds

approved, thank you.

Lisa

Lisa

**Lisa Firth**  
**Director of Culture, Parks & Leisure**

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**From:** Day Gemma  
**Sent:** 29 March 2021 17:01  
**To:** Firth Lisa; Keyworth Ryan (CEX)  
**Cc:** Hollis David; Barrass Tammy (NCC); Maddox Rebecca  
**Subject:** For Approval - Termination Deeds

Hi Lisa and Ryan,

We have received the attached Termination Deeds for the Services Agreements to Sheffield Galleries and Museums Trust and Sheffield Industrial Museums Trust. This is due to a new services agreement being put in place with Sheffield Museums Trust.

This will be captured by the general delegation from the Cabinet Report *'To the extent not already delegated to them by the Leader's Scheme of Delegation, delegates authority to the Director of Culture and Environment, in consultation with the Director of Legal Services and the Director of Finance and Commercial Services, to take any other decisions necessary in order to meet the aims and objectives of the report'*. Although Cabinet did note and it was detailed in the report that the previous services agreements would be replaced by one agreement.

I have provided you with a summary below of the termination deeds:

- The original services agreement will terminate on the Transfer Date (the date when the assets and undertakings of the old trusts transfer to the new trusts).
- Each party releases the other from their liabilities under these services agreements.

Could you please confirm your approval to the above and attached and I will arrange for them to be sealed tomorrow.

If you have any questions at all, please do not hesitate to contact me.

Kind regards,

**Gemma Day**  
**FCILEx**  
Commercial Lawyer,  
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Sheffield City Council  
Level 3 North Wing, Moorfoot Building, Sheffield, S1 4PL

## **Simplex Car Documents**

Approved thanks Gemma

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**From:** Day Gemma  
**Sent:** Friday, March 26, 2021 5:21:01 PM  
**To:** Firth Lisa  
**Cc:** Maddox Rebecca; Barrass Tammy (NCC); Hollis David (CEX)  
**Subject:** For Approval - Simplex Car Documents

Hello Lisa,

We have received the attached documents in relation to the Simplex Car.

The Cabinet report approved for the loan to be discharged which is secured against the Simplex Car and for an agreement to be entered in to, to allow the simplex car to be loaned to the Trust. For completeness I have provided you with a summary below of the agreements to confirm your approval.

### Transfer Agreement

- Agreement between the Sheffield Industrial Museums Trust Limited and Sheffield City Council.
- Debt - £92,637
- In consideration of the release of the debt, the Council buys all the rights, title and interest in the car.
- The car is 'sold as seen'.

### Loan Agreement

- Agreement between the Sheffield Museums Trust Limited and Sheffield City Council.
- The Council will loan the car to SMT.
- No payment shall be due in relation to the lease of the car.
- The car will remain the property of the Council.
- Some of SMT's responsibilities in relation to the car include that they will at their own cost maintain the car, insure the car, keep it on display at Kelham Island Museum, keep the Council updated on all material matters relating to the car.
- SMT are able to terminate giving 12 months' notice.
- The agreement will terminate on termination of the collection agreements.

Could you please confirm your approval to the above and attached and I will arrange for it to be sealed next week.

If you have any questions at all, please do not hesitate to contact me.

Kind regards,

**Gemma Day**  
**FCILEx**  
Commercial Lawyer,  
Legal and Governance, Resources,  
Sheffield City Council  
Level 3 North Wing, Moorfoot Building, Sheffield, S1 4PL

## **Bill Brown Collection of Historic Cutlery Novation**

Yes that's fine thanks Gemma,

Lisa

**Lisa Firth**

**Director of Culture, Parks & Leisure**

**From:** Day Gemma

**Sent:** 26 March 2021 10:29

**To:** Firth Lisa

**Cc:** Maddox Rebecca; Barrass Tammy (NCC); Hollis David (CEX)

**Subject:** For Approval Bill Brown Collection of Historic Cutlery Novation

Hello Lisa,

We have received the attached deed of novation for the grant agreement which relates to the Bill Brown Collection of Historic Cutlery.

The Cabinet report delegated '*authority to the Director of Culture and Environment, in consultation with the Director of Legal Services to enter into the novations...*'.

I have provided you with a summary below of the novation.

- The original agreement was between The Trustees of the National Heritage Memorial Fund and Sheffield Galleries and Museums Trust. The Council were later joined as a party.
- This was for a grant of £425,000 in connection with the acquisition of the Bill Brown Collection of Historic Cutlery.
- The terms of the contract expire on the 15 December 2083.
- SGMT will be released and discharged from the application with effect from the 1 April 2021 and Sheffield Museums Trust will agree to perform the grant contract in accordance with its application and be bound by the grant contract.
- SGMT shall remain liable for any breaches on their part under the Grant Contract occurring up to the 1 April 2021.

Could you please confirm your approval to the above and attached and I will arrange for it to be sealed next week.

If you have any questions at all, please do not hesitate to contact me.

Kind regards,

**Gemma Day**

**FCILEx**

Commercial Lawyer,

Legal and Governance, Resources,

Sheffield City Council

Level 3 North Wing, Moorfoot Building, Sheffield, S1 4PL

## **Ruskin Collection Novation**

Here you go Gemma,

Thanks

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**Lisa**

**Lisa Firth**

**Director of Culture, Parks & Leisure**

**From:** Day Gemma

**Sent:** 17 March 2021 17:09

**To:** Firth Lisa

**Cc:** Maddox Rebecca; Barrass Tammy (NCC); Hollis David (CEX)

**Subject:** For Approval and Signature Ruskin Collection Novation

Hello Lisa,

We have received the novation for the Ruskin Collection Agreement.

The Cabinet report delegated *'authority to the Director of Culture and Environment, in consultation with the Director of Legal Services to enter into the novations...'*.

I have provided you with a summary below of the novation.

- The Ruskin Collection Agreement is between the Council, The Guild of St. George and Sheffield Galleries and Museums Trust and so the novation is to both the Council and the Guild of St. George.
- This novation allows SGMT to transfer all their rights, obligations and liabilities under this agreement to Sheffield Museums Trust from 1 April 2021 and confirms the Council's approval of this.
- The Council will release SGMT from all its obligations and liabilities under the agreement but we will be able to enforce the agreement against Sheffield Museums Trust as if they were the original party.
- If the transfer doesn't go ahead on the 1 April, then the transfer of the agreement will not take effect.

Could you please confirm your approval and arrange for the attached to be signed and returned to me or Rebecca so that we can send back to SGMT.

If you have any questions at all, please do not hesitate to contact me.

Kind regards,

**Gemma Day**

**FCILEx**

Commercial Lawyer,

Legal and Governance, Resources,

Sheffield City Council

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