

Please Note – decisions in italics are those introduced by the Board during debate and are in addition to those recommendations made by officers.

HIGH LIFE HIGHLAND

Minutes of Meeting of the Board of High Life Highland held in the Board Room, Old Library, Dingwall on Thursday 2 December 2015 at 2.00 pm.

PRESENT

Ms J Douglas	Ms C MacLean
Mr K Gowans	Mr K Nicol
Mr M Green	Mr F Parr
Mr D Graham	Mr I Ross
Mr D MacLachlan (Chair)	Ms J Welch

In attendance:-

Mr I Murray, Chief Executive
Ms M Morris, Company Secretary
Dr G Watson, Head of Resources
Ms F Hampton, Head of Business
Mr D Wilby, Head of Performance
Ms L Leonard, Finance Manager
Mr G McPhee, Human Resource Manager
Mr A Johnson, Marketing and Communications Manager
Ms J MacKenzie, Principal Business Support Officer
Mrs A MacArthur, Company Secretary's Office

BUSINESS

1. Apologies for Absence

There were no apologies for absence.

2. Declarations of Interest

Item 9 – Mr K Nicol.

3. High Life Highland Purpose, Key Business Objectives and Corporate Values 2015-19

There had been circulated and was **NOTED** a summary of High Life Highland's purpose, key business objectives and corporate values as extracted from the High Life Highland Business Plan 2015-19.

4. Confirmation of Minutes

The following Minutes had been circulated and were **APPROVED:-**

- i. Board Meeting held on 20 August 2015; and
- ii. Finance and Audit Committee held on 9 November 2015.

It was **AGREED** that where a reason for an apology for non-attendance had been given the reason would be recorded in the minute.

5. **Matters Arising – Board Meeting of 20 August 2015**

There had been circulated, for information, matters arising from the meeting of the Board held on 20 August 2015.

The Board **NOTED** the position.

6. **High Life Highland Successes**

There had been circulated Report No HLH24/15 dated 12 November 2015 by the Chief Executive presenting the best submissions from staff teams on the successful work being carried out by High Life Highland throughout the Highlands and across all areas of work.

The Board were pleased to see that the entries covered all the service headings and encompassed a wide range of different groups of people.

The Board **NOTED** that the selected items would form part of the long list for the annual Staff and Volunteer Award Scheme for 2015/16.

GOVERNANCE

7. **Board Work Plan and Meeting Dates 2016**

There had been circulated Report No HLH 25/15 dated 7 November 2015 by the Chief Executive setting out the Board Work Plan for High Life Highland for 2016.

The Board:-

- i. **AGREED** the Work Plan in Appendix A;
- ii. **AGREED** meeting dates and timings for the main company as detailed in paragraph 4.1 and summarised in Appendix B;
- iii. **NOTED** that the Trading Company will be meeting a minimum twice yearly as detailed in paragraph 4.1 and summarised in Appendix B;
- iv. **AGREED** meeting dates for the Finance and Audit Committee as detailed in paragraph 4.2 and summarised in Appendix B; and
- v. **AGREED** *that alternative facility visits should not be attached to the Board meetings, with the range of opportunities mentioned in item 5.3 of the report utilised where possible;*
- vi. **AGREED** *that the Health and Safety Committee meeting dates should be included in both the Work Planner and the Summary of Meeting Dates;*

8. Board/Committee Appointments

i. High Life Highland Board

The Board **NOTED** that there were three Independent Director vacancies, and **AGREED** that two places on the Board should be held for Inverness Leisure Directors. The process for recruitment would commence for the remaining place, with a view to the Nominations Committee making a recommendation to the Council at its meeting on 10 March 2016.

ii. Finance and Audit Committee

Following the resignation of Jenny Clarke, the Board had been invited to appoint a replacement Director.

The Board **AGREED** that two places be held on the Finance and Audit Committee for Directors from Inverness Leisure. It was further **AGREED** that Mr M Green be appointed to the Finance and Audit Committee.

iii. Nominations Committee

The Board had been invited to appoint an Independent Director to replace Jenny Clarke. For information, the composition of the Committee is one Council Director (currently Ken Gowans), one Independent Director, the Chief Executive and the Director (or nominated replacement) of the Council's Care and Learning Service. The remit of the Committee was to make recommendations to The Highland Council in relation to the selection of appropriate individuals for appointment as Independent Directors.

The Board **AGREED** following nomination that Mr I Ross be appointed to the Nominations Committee.

The Board further **AGREED** that one place be held for Directors from Inverness Leisure on the Health and Safety Committee.

9. Recommendation from Trading Board to amend Memorandum and Articles of Association

Mr K Nicol declared an interest as a member of the Trading Board and did not take part in this item.

There had been a recommendation from the Trading Board to amend its Memorandum and Articles of Association after Directors had referred to the low attendance and in light of the quorum of 4. Currently, the maximum number of Directors on the Trading Board was 7, of which 4 had to be from the Holding Company, and 3 Independent.

Trading Company Directors had suggested that the maximum number of Directors on the Trading Board be increased, particularly the pool of Independent Directors who could bring specialist skills to the Board. Following discussion on the correct balance between Holding Company and Independent Directors, a 4:5 respective split was considered ideal.

The Board **APPROVED** the altering of the Trading Subsidiary Memorandum and Articles of Association to allow the appointment of five independent Directors, rather than the three currently allowed for, through the adoption of the Members Written Special Resolution *with the appointment of the Directors* **DEFERRED** to the next meeting of the Board to enable Directors from Inverness Leisure to be considered following consideration of their specialist skills.

STRATEGY

10. Budget 2016/17 – work of informal Finance and Audit group

By way of a short presentation, the Chief Executive updated Directors on discussions held on the budget planning process at Finance and Audit informal and formal meetings and with Council officials.

Some of the discussion that took place included: savings that could be identified through the IL transfer of business; the anomalies in staff terms and conditions; and savings that would require to be found if potential changes in the funding formula with The Highland Council in relation to wage increases and pensions were agreed.

A short informal meeting with the Director of Finance was to take place immediately following this meeting and Directors were encouraged to stay for that meeting.

A meeting with COSLA on the Scottish Government settlement for local government had advised of a possible reduction in grant of 4 - 5% for 2016-17. The Scottish Government would announce the grant on 16 December 2015 and The Highland Council would meet thereafter to discuss the way forward.

The Board **AGREED** that an additional meeting of the Finance and Audit Committee would be held early in the New Year with an additional meeting of the Board between January and the start of the new financial year to discuss the outcome of the budget settlement.

QUALITY AND PERFORMANCE

11. Finance Report

There had been circulated Report No HLH26/15 dated 23 November 2015 by the Chief Executive providing Directors with an update on the financial performance of High Life Highland for the period ending 31 October 2015. The Report summary and recommendation at item ii should be amended to read "7 months to 31 October 2015".

The Board discussed the financial reports and whether the report and appendices should continue to be made public. Members debated the balance between public clarity and the risk following the introduction of the Community Empowerment Bill to High Life Highland of detailed figures. Until an informed decision could be made it was decided that the status quo should be maintained.

The Board:-

- i. **NOTED** the current financial position of High Life Highland as detailed in **Appendix A**;
- ii. **NOTED** the financial results for the 7 months to 31 October 2015 which had reported a positive variance of £183,240 on budget with the current financial position of High Life; the positive position was as a result of proactive management of budgets to meet the committed one off requirement for £181K (as HLH's proportion of a £200K total related to the delayed implementation of combining Inverness Leisure and HLH);
- iii. **NOTED** that with continued proactive management and after allowing for the £181K as detailed above, the projected final out-turn for the year is forecasted to be circa £121K surplus to the approved budget;
- iv. **NOTED** the award of contracts to Fitness Training Scotland and Sutherland Brothers; and
- v. following the recommendation of the Finance and Audit Committee to approve, **AGREED** an extension to the current uniforms contract until such time as the new National Framework is in place.

12. Performance Report

There had been circulated Report No HLH27/15 dated 20 November 2015 by the Chief Executive presenting performance information for the period July to September 2015.

Feedback on the changes to the Adult and Youth Services Staff Structure had been requested by Directors at a previous meeting.. Visits to all Youth Development Officers over the summer of 2015 had indicated that morale was good, with staff having clearer direction and support giving them increased confidence. Further development would be structured using the Customer Service Excellence framework which should be achieved in approximately 18 months' time. Youth Workers had been supplied with tablets, through savings in vacancy management, to improve their work through information communications technology and social media.

The Board:-

- i. **AGREED** that the overall health check on the company for the period was assessed as green; and
- ii. **NOTED** that the delivery of the business plan was assessed as green.
- iii. **NOTED** the feedback on the operation of the new Adult and Youth Services structure.

13. Human Resources Report

There had been circulated Report No HLH28/15 dated 16 November 2015 by the Chief Executive providing an update on Human Resources activity for July to September 2015 including a quarterly report on absence, disciplinary and grievance issues.

The Board **NOTED** the content of the quarterly report including the update on the staffing establishment.

14. Marketing and Communications Update

There had been circulated Report No HLH29/15 dated 16 November 2015 by the Chief Executive which provided an update on progress made in implementing the Marketing and Communications Plan.

The Marketing and Communications Manager indicated that the website was performing well. Improvements had been made to the cookies on the site in line with European legislation and the page width had also been improved. A contract had been agreed with Moray Firth Radio for the Breakfast Show where the presenter Gino Conti was to learn to swim through the "love to swim" programme with progress being broadcast and pictures appearing on the Moray Firth Radio website.

The Board **NOTED** the update.

The Board resolved that the following item be restricted to Directors and representatives from the Company Secretary's office.

15. Chair/Chief Executive Updates

There had been circulated Report No HLH30/15 dated 16 November 2015 by the Chief Executive which provided Directors with information and the opportunity to discuss issues affecting High Life Highland and its work at an early stage.

The Board thanked the officials for the amount of work that had been undertaken behind the scenes in connection with the merger with Inverness Leisure.

The Board:-

- i. **NOTED** the successful conclusion of the one year pilot and **AGREED** to the approach from Highland Football Academy Trust for HLH to adopt the long term management of the facility and TUPE transfer of the 5 part time staff;
- ii. **AGREED** to the request from Sutherland Community Sport and Recreation Hub to operate Golspie all weather pitch for a further 3 year period;
- iii. **NOTED** the update on the proposed Lochaber Indoor Training Facility;
- iv. **NOTED** the meetings timeline and content and current status of discussions with Inverness Leisure and The Highland Council;
- v. **NOTED** the Chief Executive's attendance at the Local Government and Regeneration Committee of the Scottish Parliament as part of its investigation into the governance of ALOs;
- vi. **AGREED** that the Chair write a letter to the Inverness Leisure Board welcoming the decision that the Inverness Leisure Board had made, High Life Highland looked forward to working with them.

The meeting ended at 4.05 pm.