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| HIGH LIFE HIGHLAND  REPORT TO BOARD OF DIRECTORS  27 February 2014 | AGENDA ITEM  REPORT No HLH /14 |

## **GOVERNANCE DOCUMENTS – REVIEW OF DOCUMENTATION**

## **Report by Company Secretary**

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| **Summary** This report informs Directors of the various Governance Documents in place for the Board of High Life Highland.  It is suggested that the Board:   1. note the current status of the Governance Documents produced by High Life Highland; 2. consider which Governance Documents would merit a review; and 3. agree the Content of the Governance Publication and that these documents be made available on the High Life Highland website and the Directors’ web page, as detailed in Appendix 2. | |
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| **1.** | **Business Plan Contribution** |
| 1.1 | This report contributes to the achievement of outcome seven of the High Life Highland (HLH) Business Plan “A growing company”. |
| **2.** | **Background** |
| 2.1  2.2 | Good governance is essential for the success of any organisation. A Board needs to have proper procedures and the purpose of this report is to assist Directors in their decision making and maintaining their accountability.  Since the first meeting of the Board in September 2011, a suite of documents have been produced by the Company Secretary. It is appropriate, and good practice, for the Board to review, and where appropriate, amend these documents to reflect changes in both the internal and external environment. |
| **3.** | **Governance Documents – Programme of Review** |
| 3.1  3.2  3.3 | Separately, but at the same time as the Company Secretary was pulling together various strands of work, a project was carried out by a Director, Mr K Nicol, towards a CIPFA qualification and this report aims to tie in what was suggested in that document to what is in place and to identify any gaps. For ease of reference, the table marked as **Appendix 1** tothis report details the issues which it was suggested a Governance Publication should cover and the documents agreed/in place to address them.  Some of the documents may not need to be revised while others would benefit by being revisited. Some of these documents are of interest/relevance to the public as a whole as well as Directors and it is recommended that these be made available on the Company’s website on both the Director and Public pages.  Other documents focus on guidance documents which new/existing Directors might also wish to see. These are more specific to the role of a Director and it is suggested that these be made available on the Directors’ webpage. By publishing these electronically this will allow the suite of documents to be kept up-to-date as and when documents are updated and allow easy access by both the general public and Directors. For ease of reference the proposed publication of documents is detailed in **Appendix 2**. |
| **4.** | **Implications** |
| 4.1  4.2  4.3 | Resource Implications – there are no resource implications as the time involved in revising and producing the necessary documents will be contained within the Service Level Agreement in place for the Company Secretary’s services.  Legal Implications – there is a requirement for a number of the Governance documents to be in place e.g. the Memorandum and Articles of Association.  Risk Implications - there are no risk implications arising from the content of the report. |
| **Recommendation** It is recommended that the Board:-   1. note the current status of the Governance Documents produced by High Life Highland; 2. consider which Governance Documents would merit a review; and 3. agree the Content of the Governance Publication and that these documents be made available on the High Life Highland website and the Directors’ web page, as detailed in Appendix 2. | |

Signature:

Designation: Company Secretary

Date: 21 January 2014

**APPENDIX 1**

**PROPOSED GOVERNANCE HANDBOOK**

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| **Section** | **Documents in Place** |
| **Introduction** | * Certificate of Incorporation (Companies House document) * Guidance for Charity Trustees (Office of the Scottish Charity Regulator document) * Being a Charity Trustee: Good Governance Checklist for Elected Members(Office of the Scottish Charity Regulator document) * Directors – Names and Contact Details |
| **Purpose, Key Objectives, Corporate Values and Accountability** | * Memorandum and Articles of Association (approved by the Highland Council on 19 December 2013) * High Life Highland Business Plan |
| **Roles, Responsibilities and Code of Conduct** | * Expenses System for Directors of High Life Highland (agreed on 22 September 2013. Rates still reflect the level which Elected Members of Highland Council are paid) * Code of Conduct (agreed on 20 October 2011) * Guidance for the Acceptance of Gifts and Hospitality for Directors (agreed on 20 October 2011) * Declaration of Directors’ Interests – Guidance and Form * Role Profile – Director and Additional Duties of the Chair * Role of Chief Executive (as detailed in the Job Description) * Role of Company Secretary (as detailed in the Service Level Agreement) |
| **The Board and Committees** | * Annual Work Calendar * Committees, Working Groups, Project Boards etc * Directors’ Three Main Areas of Interest * Directors’ Length of Service |
| **Delegated Powers** | * Scheme of Delegation (agreed on 20 June 2013 and that this document be reviewed every two years) |
| **External Accountability** | * Highland Council’s Culture and Leisure Contracts Scrutiny Sub-Committee * Companies House * Office of the Scottish Charity Regulator |
| **Key Policies** | Various Policies Approved |

**APPENDIX 2**

**PROPOSED GOVERNANCE PUBLICATION**

**CONTENT**

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| --- | --- | --- |
| **Name of Document** | **Public Web Page** | **Directors’ Web Page** |
| **Introduction** |  |  |
| Certificate of Incorporation | Yes | Yes |
| OSCR Guidance for Charity Trustees |  | Yes |
| OSCR “Being a Charity Trustee: Good Governance Checklist for Elected Member” |  | Yes |
| Directors – Names and Contact Details |  | Yes |
| **Purpose, Key Objectives, Corporate Values and Accountability** |  |  |
| Memorandum and Articles of Association | Yes | Yes |
| High Life Highland Business Plan |  | Yes |
| **Roles, Responsibilities and Code of Conduct** |  |  |
| Expenses System for Directors of High Life Highland | Yes | Yes |
| Code of Conduct | Yes |  |
| Guidance for the Acceptance of Gifts and Hospitality for Directors | Yes | Yes |
| Declaration of Directors’ Interests – Guidance and Form | Yes | Yes |
| Role Profile – Director and Additional Duties of the Chair | Yes | Yes |
| Role of Chief Executive (as detailed in the Job Description) |  | Yes |
| Role of Company Secretary (as detailed in the Service Level Agreement) |  | Yes |
| **The Board and Committees** |  |  |
| Annual Work Calendar |  | Yes |
| Committees, Working Groups, Project Boards etc | Yes | Yes |
| Directors’ Three Main Areas of Interest | Yes | Yes |
| Directors’ Length of Service | Yes | Yes |
| **Delegated Powers** |  |  |
| Scheme of Delegation | Yes | Yes |
| **External Accountability** |  |  |
| Highland Council’s Culture and Leisure Contracts Scrutiny Sub-Committee | N/A | N/A |
| Companies House | N/A | N/A |
| Office of the Scottish Charity Regulator | N/A | N/A |
| **Key Policies** |  |  |
| Various Policies Approved | Yes | Yes |