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| HIGH LIFE HIGHLAND  20 October 2011 | **AGENDA ITEM 8 REPORT No HLH 13/11** |
| REPORT TO BOARD OF DIRECTORS |  |

## **Board Work Plan and Meeting Dates**

### **Report by Chief Executive**

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| **Summary** This report sets out the Work Plan for the Board of HLH for the coming year. It is recommended that Directors:   1. comment on and agree the Work Plan in **Appendix A**. 2. agree meeting dates for the main company (2pm) and the trading subsidiary (10am) as follows;   29 March 2012  21 June 2012  27 September 2012  06 December 2012   1. agree that separate days be set aside for a programme throughout the year for facilities / programme visits, beginning March 2012, with a draft date and first itinerary being considered at the 6 December 2011 meeting. |

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| **1.** | **Background** |
| 1.1 | At its meeting held on 22 September 2011, Directors requested that a Work Plan for the Board for the coming year be proposed to the 20 October 2011 meeting. |
| **2.** | **Work Plan** |
| 2.1 | The Work Plan in **Appendix A** has been compiled taking account of The “Guidance Notes on Administrative Requirements” document supplied by Burness LLP as part of the Transfer process;the reporting requirements of The Highland Council; and the operational needs of High Life Highland. |
| **3.** | **Meeting Dates** |
| 3.1 | Board meeting dates for 2012 for the main company and the trading subsidiary (previously agreed as happening on the same day) are proposed:  29 March 2012  21 June 2012  27 September 2012  06 December 2012 |
| **4.** | **Facility / Programme Visits** |
| 4.1 | It has been previously discussed that days, if possible Board meeting days, be set aside for facility or activity programme visits. |
| 4.2 | As the Directors on High Life Highland (Trading) have requested that its Board meetings happen on the mornings of the main Board, separate days and itineraries, beginning early March 2012 will be proposed at the 8 December 2011 meeting. It is recognised that Directors diaries will not allow all to attend these days, but the provision of proposed itineraries in advance will enable Directors to prioritise those visits of particular interest to them. |
| **Recommendation** It is recommended that Directors:-   1. comment on and agree the Work Plan in **Appendix A**: 2. agree meeting dates for the main company (2pm) and the trading subsidiary (10am) as follows;   29 March 2012  21 June 2012  27 September 2012  06 December 2012   1. agree that separate days be set aside for a programme through the year for facilities / programme visits, beginning March 2012, with a draft date and first itinerary being considered at the 8 December 2011 meeting. | |

Signature:

Designation: Chief Executive

Date: 10 October 2011

**Appendix AHigh Life Highland Board Work Plan Calendar**

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| **Task** | **Frequency** | **Board Meeting Date(s)** | **Deadline Date** | **Requirement/Reason** | **Stakeholder** |
| Establish Nominations Committee | One-off | 20 October 2011 | 20 October 2011 | Memorandum and Articles of Association paragraphs 60; and 114-117 | HLH Board |
| Establish Finance and Audit Committee | One-off | 20 October 2011 | 20 October 2011 | Memorandum and Articles of Association paragraph 111 | HLH Board |
| Business Planning | Every 3-5 years | 29March 2012 | 29 March 2012 | Governance | HLH Board |
| Review board agreed policies | Every 2-3 years | 2015 | By Rotation | Governance | HLH Board |
| Approval of Budget | Annual | 29March 2012 | 01 April 2012 | Legal | HLH Board |
| Review Insurance Cover | Annual | 29March 2012 | 01 April 2012 | Governance | HLH Board |
| Performance Report: October to December | Quarterly | 29March 2012 | 01 April 2012 | Service Delivery Contract Schedule Part 2 | The Highland Council Board |
| Financial Performance January to March(forecast) | Quarterly | 29March 2012 | 29 March 2012 | Governance/Legal | HLH Board |
| Human Resources October to December | Quarterly | 29March 2012 | 29 March 2012 | Governance | HLH Board |
| Health and Safety | Annual | 29 March 2012 | 29 March 2012 | Legal | HLH Board |
| Review Risk Register | Annual or when new significant risks are identified | 21June 2012 | 21 June 2012 | Legal | HLH Board |

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| **Task** | **Frequency** | **Board Meeting Date (s)** | **Deadline Date** | **Requirement/Reason** | **Stakeholder** |
| Performance Report Year End 2011 | Annual | 21June 2012 | October 2012 | Service Delivery Contract Schedule Part 2 | The Highland Council ECS Committee 09 August 2012 |
| Financial Performance Year End 2011 | Annual | 21June 2012 | October 2012 | Governance/Legal | HLH Board |
| Human Resources Year End 2011 | Annual | 21June 2012 | June 2012 | Governance | HLH Board |
| Financial Performance April to June | Quarterly | 21June 2012 | 21 June 2012 | Governance/Legal | HLH Board |
| Consider annual retirals/nominations for new board members required at the AGM | Annual | 21June 2012 | September 2012 | Articles of Association paragraphs 61-63 | HLH Board  The Highland Council |
| Submission of detailed budget and service delivery plans and associated performance targets | Annual | 27September 2012 | October | Service Delivery Contract Part 3 | The Highland Council |
| Appoint Chair and Vice Chair | Normally every two years | 27September 2012 | 27 September 2012 | Articles of Association and Board decision to make one year appointments initially | HLH Board |
| **\*Annual Return** | **Annual** | **27September 2012** | **October 2012 (Within 28 days of the anniversary of Incorporation)** | **Legal** | **Companies House** |

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| **Task** | **Frequency** | **Board Meeting Date(s)** | **Deadline Date** | **Requirement/Reason** | **Stakeholder** |
| **\*Annual Accounts** | **Annual** | **27September 2012** | **31 January (within ten months after the accounting reference date)** | **Legal** | **Companies House** |
| **\*Annual Return and Supplementary Monitoring Return** | **Annual** | **27September 2012** | **End December** | **Legal** | **OSCR** |
| Performance Report April to June | Quarterly | 27September 2012 | 27 September 2012 | Service Delivery Contract Schedule Part 2 | HLH Board. The Highland Council |
| Financial Performance July to September | Quarterly | 27September 2012 | 27 September 2012 | Governance/Legal | HLH Board |
| Human Resources April to June | Quarterly | 27September 2012 | 27 September 2012 | Governance | HLH Board |
| Annual General Meeting | Annual | 27September 2012 (after 8 September) | First AGM must be within 18 months of incorporation (20 September 2012) | Governance  Articles of Association paragraphs 20-34 | HLH Board |
| Review Directors’ Register of Interests | Annual | 06 December 2012 | 06 December 2012 | Legal | HLH Board |
| Performance Report July to September | Quarterly | 06 December 2012 | 06 December 2012 | Service Delivery Contract Schedule Part 2 | HLH Board |
| Financial Performance October to December | Quarterly | 06 December 2012 | 06 December 2012 | Governance/Legal | HLH Board |
| Human Resources July to September | Quarterly | 06 December 2012 | 06 December 2012 | Governance | HLH Board |

\* Legal Requirement