AGENDA ITEM 5 Matters Arising From HLH Board Meeting 20 June 2013

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| ITEM | DETAIL | LEAD | DUE DATE |
| 4ii. | Preventative Strategy to be discussed with partners and any significant amendments as a result to be brought back to a future Board meeting.*Discussions with partners are ongoing.* | GW | Ongoing |
| 5ii. | Directors to be provided with a listing of extracts of press cuttings with one colour copy being available at future Board meetings.*Listing included in Successes report for future HLH Board agendas.* | IM | Complete |
| 6iii.6v. | HLH Board minute of 28 March 2013 to be amended to include reference to the resignation of Mr J Watt from the Finance and Audit Committee.*Minute of 28 March 2013 HLH Board updated and placed on web pages.* Finance and Audit Committee minute of 30 May 2013 to be amended to clarify that the forecast outturn was a *surplus* £280K.*Minute of 30 May 2013 Finance and Audit Committee updated and placed on Directors secure site.*  | MM/IMMM/IM | CompleteComplete |
| 7 | Laurence Young area of interest to be changed from sport to outdoor education and Ken Nicol to be added to archives with a specific interest in the NNA.*Directors areas of interest updated*  | IM | Complete |
| 8v.8vi. | A Special Meeting of the HLH Board to be held early-mid September to approve the 2012/13 accounts.*Special Meeting of the HLH Board took place on 13 September 2013.*A narrative explanation for major variances to be included in future finance reports and for this report, to be added to the relevant web page.*Future reports to include narrative on major variances.* | MMGW | CompleteOngoing |
| 9.9ii. | A report on staff representation to be considered at October HLH Board.*Included in quarterly HR Report on 2 October 2013 HLH Board agenda.* A report on performance training for middle managers to be brought to a future HLH Board.*To be included in future quarterly HR report to HLH Board.* | GWGW | CompleteDecember 2013 |
| 10. | Head of Performance to provide Drew Millar with information about the number of libraries, against which HLH libraries had been compared, that were run by organisations other than local authorities.*Information provided by e-mail 30 August 2013.*Report to be presented to THCs ACS Contracts Sub Committee in August to be forwarded to Ken Gowans.*Report sent 21 August 2013.* | DWDW | CompleteComplete |
| 11. | Marketing and Communications plan to be updated taking comments into account.*Marketing and Communications Plan updated*  | IM | Complete |
| 12ii | Agreed the actions detailed in para 3.5 of Services Equality Report:1. Designate the Chief Executive as the senior officer responsible for ensuring the implementation of this policy
2. Undertake Equality Impact Assessments (EQIAs), and record the results, before initiating or changing policies, plans or services
3. Train managers in EQIA
4. Review the 9 areas of HLH work using EQIAs and implement the results by June 2014
5. Review the accessibility of HLH services, including disabled access to HLH building

*Training and workshop session for actions ii) to v) to be included on agenda at quarterly HLH Management Team meeting on 4 October 2013.*1. Report annually to the Board on the implementation of the policy to enable the Board to determine whether the Company is fulfilling its obligations under the 2010 act

*Included in Board Work Plan Calendar to report annually in March.* and the additional actions:1. Reference to the document “A Fairer Highland” should contain a date and version number;
2. Reference should be made to the separate policy that dealt with equality in recruitment;
3. Reference should be made to the complaints procedure that gave facility or service users the opportunity to report any inequalities they experienced or witnessed; and

*Reference to be included following development of HLH complaints procedure.*1. the next HR report should contain information on the number of HLH employees with disabilities.

*Included in HR report on 2 October HLH Board agenda.* | GWGWGWGWGWGWGW | CompleteOctober 2013OngoingCompleteCompleteOngoingOctober 2013 |
| 13 | Scheme of Delegation to be amended to include:1. Services Equalities Policy to be included in paragraph 1.1.1 once approved;
2. the roles of the Chair, the Chief Executive and the Company Secretary in relation to overall governance;
3. Paragraph 1.1.2 (iv) should refer to “a governance statement” rather than “the governance statement”;
4. Responsibility for the appointment of External Auditors should be included

*Clarified that this appointment was undertaken by the Member of the Company i.e. The Highland Council, at the AGM and was not the responsibility of HLH.*1. Reference to “officers” in section 2.3 should be amended to include “all staff and volunteers taken on to assist the company in meetings its aims and objectives”; and
2. Section 3.2 “Emergency/Urgent decisions” should reflect the importance of urgent information being communicated not only to the Board at its next meeting but also to Directors as quickly as practically possible.
3. Section 1.2.1 (iii) to be amended to show the HLH Board would approve both the revenue and capital budgets, giving the Chief Executive authority to spend within those approved budgets.
4. Chair role description to be revised to ensure level of expenditure authorised to approve corresponds with Chief Executive authority levels.

*Scheme of delegation and Chair role description has been updated to include all points above and both placed on directors’ secure web page.* | MMMMMMN/AMMMMMMMMMM/IM | CompleteCompleteCompleteCompleteCompleteCompleteCompleteCompleteComplete |
| 14 | Pending confirmation of the legal position recommendation to be made to the Highland Council that Article 61 of the Memorandum and Articles of Association be amended to read “At the conclusion of each annual general meeting, two of the Independent Directors *shall intimate their retiral from office with effect from the day prior to the Board meeting at which the two replacement Directors would be appointed,* but shall then be eligible for reappointment under article 56”.*Resolution expected to be considered at 24 October Highland Council meeting.* | MM | Ongoing |
| 15 | A Service Level Agreement with Highland Council was agreed for Company Secretary support.*The Company Secretary to keep a note of time spent on HLH work so that if, in future, it was decided to put the contract out for tender, it would be easier to estimate the time required to undertake the necessary work and future consideration to be given to undertaking elements of the work, such as the production of agendas and papers, in house by HLH**Board papers and draft minutes to be issued to Directors electronically as and when ready, with the final hard copy being posted out, as usual, one week in advance of a meeting.* | MMMM | OngoingOngoing |
| 16. | Governance document *Ken Nicol and Michelle Morris to discuss and circulate to HLH Board.*Director retiral and succession planning to be the subject of a report to the next meeting.*Discussions ongoing, a verbal update will be given at 2 October HLH Board meeting.* | MMMM | OngoingOngoing |