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| HIGH LIFE HIGHLAND  REPORT TO BOARD OF DIRECTORS  24 March 2021 | AGENDA ITEM 6  REPORT No HLH1/21 |

## **INDEPENDENT DIRECTORS TO THE HIGH LIFE HIGHLAND BOARD AND APPOINTMENT OF INDEPENDENT DIRECTOR TO HIGH LIFE HIGHLAND (TRADING) C.I.C.**

## **Report by Company Secretary**

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| **Summary** This report informs Directors of how the two vacant Board position which arose due to the resignation of Mrs E MacRae and Mr J Murray were filled, subject to the approval of the Council on 25 March 2021. In addition, as a result of one of the appointments being an Independent Director on the High Life Highland (Trading) Board, this in terms of the Company’s Memorandum and Articles of Association, means a vacancy has arisen on that Board.  It is recommended that the Board:-   1. note the appointment of Mr D Finlayson and Mr N Finnigan will be confirmed by the Highland Council at it meeting in 25 March 2021; and 2. agree the recommendation of the Nominations Committee that the Board appoint Mr K Tudhope as an Independent Director of High Life Highland (Trading) C.I.C. | |
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| **1.** | **Business Plan Contribution** |
| 1.1 | This report supports the highlighted Business Outcomes from the High Life Highland (HLH) Business Plan   1. Sustain a high standard of health and safety, and environmental performance 2. Implement the Service Delivery Contract with THC 3. Improving customer engagement and satisfaction 4. Improving staff engagement and satisfaction 5. **Enhance the positive charity image** 6. **Be a trusted and effective partner** 7. Achieve sustainable growth across the organisation 8. Develop health and wellbeing across Highland communities 9. **Develop and promote the High Life brand** |
| **2.** | **Background** |
| 2.1  2.2 | The Nominations Committee met in January/February 2021 and appointed two Independent Directors to the Board, in accordance with the Articles of Association. As a result, Mr D Finlayson and Mr N Finnigan were recommended to the Highland Council to be appointed as Independent Directors.  Mr Finlayson is also a Director on the High Life Highland (Trading) Board. As soon as he is appointed to the Board of High Life Highland he will cease to be a Director on the Trading Board. |
| **3.** | **Director Recruitment Process** |
| 3.1  3.2  3.3  3.4  3.5 | The Nominations Committee and the Chair assessed the skills mix required by the Board. Consequently the Skills Set, as detailed in **Appendix 1**, was amended.  Following the advertising and promotion of the vacancies a shortleeting took place on 28 January 2021 and four candidates were invited for interview.  For clarification, the appointment of Directors takes effect when the Highland Council notifies the Company Secretary. This will take place on 25 March 2021 (or the following day should the meeting run over).  The Nominations Committee were of the view that two applicants filled the skills set of the Main Board. They are Mr D Finlayson and Mr N Finnigan, both of whom have been invited to the Board meeting today.  The Nominations Committee were aware of the need to minimise any prolonged periods when either Board’s membership was incomplete. The Committee were also impressed with a third applicant, Mr K Tudhope, and it was felt that, at this present time, given his background, he would be well suited as a Director of High Life Highland (Trading). C. I.C. The Chief Executive and the Chair of the Nominations Committee will be able to provide additional information as to Mr Tudhope’s background. |
| **4.** | **Implications** |
| 4.1  4.2  4.3  4.4 | Resource Implications – there are no new legal implications arising from this report.  Legal Implications – the need for two Independent Directors to retire at each AGM is a requirement of the Company’s Articles of Association.  Equality Implications – this reduces the percentage of female Directors on the main Board. There were no female candidates and further attempts to encourage more female applicants will be pursued in future.  Risk Implications - there are no risk implications arising from the content of the report but there could be governance risks if the Board operated below full membership capacity for a prolonged period. |
| **Recommendation** It is recommended that the Board:-   1. note the appointment of Mr D Finlayson and Mr N Finnigan will be confirmed by the Highland Council at it meeting in 25 March 2021; and 2. agree the recommendation of the Nominations Committee that the Board appoint Mr K Tudhope as an Independ Director of High Life Highland (Trading) C.I.C. | |

Designation: Company Secretary

Date: 1 March 2021

**APPENDIX 1**

**High Life Highland - Skills Set for Directors**

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| **Category** | **A - Essential Criteria** | **B - Desirable Criteria** |
| Experience | A.1 Good track record in business or community management  A.2 Knowledge of the cultural, learning and / or leisure sector in the Highlands  A.3 Working as part of a Board or Senior Management Team | B.1 Leading a team within a company or community organisation  B.2 Fund raising experience  B.3 Understanding of corporate governance issues including risk management  B.4 Development of strategic policy |
| Skills | A.4 Relevant skills to contribute to the development of the company; such as financial, legal, personnel, marketing, ICT, property and general management  A.5 Analytical skills to understand subject matter that may be complex from written and verbal sources  A.6 Effective communication skills including the ability to listen to other opinions to form a balanced view and to challenge and debate in a constructive manner.  A.7 Ability to contribute effectively to the work of a team or Board for the benefit of the organisation |  |
| Personal  qualities | A.8 Commitment to the success of the charitable objects of the company  A.9 Good team player  A.10 Able to act effectively as an ambassador for the company | B.5 Commitment to the wellbeing of the Highlands  B.6 Positive outlook and approach |
| Other  requirements | A.11 Resident in the Scottish Highlands OR connection with the area  A.12 Flexibility in attending meetings | B.7 Appreciation of the status and operation of a charitable organisation  B.8 Appropriate skills and experience to represent the diverse geographical nature of the Highlands |
| Additional  requirements  for Board Chair | A.13 Able to act effectively as main ambassador for the company  A.14 Able to plan and conduct Board meetings effectively  A.15 Previous Board or similar experience | B.9 Developed leadership skills  B.10 Able to maintain an overview of company performance and development and advise accordingly  B.11 Good management skills |