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| HIGH LIFE HIGHLAND  REPORT TO BOARD OF DIRECTORS  14 December 2022 | AGENDA ITEM 7 REPORT No HLH /22 |

## **BOARD WORK PLAN AND 2023 MEETING DATES - Report by Chief Executive**

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| **Summary** This report sets out the Board Work Plan and meeting dates for High Life Highland for 2023.  It is recommended that Directors:-   1. comment on and agree the Work Plan in **Appendix A**; 2. agree dates and timings as detailed and summarised in **Appendix B**; 3. note the position relating to Directors’ facility visits; and 4. agree the meeting formats for 2023, subject to regular review. |

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| **1.** | **Business Plan Contribution** |
| 1.1 | This report supports all the highlighted Business Outcomes from the High Life Highland (HLH) Business Plan   1. Seek to continuously improve standards of health and safety. 2. Commit to the Scottish Government’s zero carbon targets and maintain the highest standards in environmental compliance. 3. Use research and market analysis to develop and improve services to meet customer needs. 4. Increase employee satisfaction, engagement and development to improve staff recruitment and retention. 5. Improve the financial sustainability of the company. 6. Value and strengthen the relationship with THC. 7. Develop and deliver the HLH Corporate Programme and seek to attract capital investment. 8. Use research and market analysis to develop and deliver proactive marketing and promotion of HLH and its services. 9. Initiate and implement an ICT digital transformation strategy across the charity. 10. Develop and strengthen relationships with customers, key stakeholders and partners. 11. Deliver targeted programmes which support and enhance the physical and mental health and wellbeing of the population and which contribute to the prevention agenda. |
| **2.** | **Background** |
| 2.1  2.2  2.3 | The Board Work Plan for 2022 has been updated to the end of 2023.  The current pattern of four meetings per year for the Charity Board, the Trading Company, the Finance and Audit Committee and the Health, Safety and Environmental Compliance Committee has been maintained for 2023, with Board and Committee meetings taking place on the same day where possible resulting in both time and environmental savings.  The Highland Council (THC) approved calendar of meetings for 2023 has been consulted in preparing the draft calendar for HLH to avoid clashes with known THC Director commitments and these dates have been avoided as far as possible. |
| 2.4 | Consideration was given at the 2021 HLH Board meeting and the informal Directors meeting in October 2021 around the future format of meetings. Officers were asked to bring back further options to the December Board meeting for agreement and at this time the Board agreed a blended meeting format of one in person meeting per year for 2022 subject to regular review. |
| **3.** | **Work Plan** |
| 3.1 | The Work Plan in **Appendix A** has been compiled taking account of the “Guidance Notes on Administrative Requirements” document used at the creation of HLH; the reporting requirements of The Highland Council; and the operational needs of HLH. |
| **4.** | **Meeting Dates** |
| 4.1 | Trading Board and HLH Board meeting dates and times for 2023 are proposed, commencing at 10.30 am for the Trading Board and 2pm for the HLH Board. A summary of all dates is provided at **Appendix B**.   * 14 March 2023 - HLH Trading Board 10.30am start; AGM 2.00pm start; HLH Board 2.10pm start * 13 June 2023 - HLH Trading Board 10.30am start; HLH Board 2.00pm start * 31 August 2023 - HLH Trading Board 10.30am start; HLH Board 2.00pm start * 7 December 2023 - HLH Trading Board 10.30am start; HLH Board 2.00pm start |
| 4.2 | Finance and Audit Committee and Health, Safety and Environmental Compliance meeting dates and times for 2023 are proposed, all taking place on a Monday, commencing at 10.00am for Finance and Audit and 2.00pm for HSEC. A summary of all dates is provided at **Appendix B**:   * 13 February 2023 – F&A Committee 10.00am start; HSEC 2.00pm start * 15 May 2023 – F&A Committee 10.00am start; HSEC 2.00pm start * 7 August 2023 – F&A Committee 10.00am start; HSEC 2.00pm start * 6 November 2023 – F&A Committee 10.00am start; HSEC 2.00pm start |
| 4.3 | The Nominations Committee will be required to meet to shortlist and interview prospective Directors and to make recommendations to The Highland Council in relation to the selection of appropriate individuals for appointment as Independent Directors.  Membership of this committee is 1 Highland Council and 1 Independent HLH Director, HLH Chief Executive plus Executive Chief Officer, Education or representative. Directors currently on this Committee are Marianne Hutchison and Tracey Ligema. Recruitment will commence in December and close on 20 January 2023. The following dates are scheduled for the Committee to shortlist and interview and these are included in the summary at **Appendix B**:  • 31 January 2023 – shortlisting  • 21 February 2023 – interviews |
| 4.4 | The HLH Board is represented at the Inverness Castle Project Delivery Group meetings by two nominated Directors, currently Michael Golding and Nick Finnigan, and dates for 2023 meetings are as follows (with all meetings taking place on Fridays and commencing at 9.00am) and included in the summary at **Appendix B**:   * 3 March 2023 * 2 June 2023 * 1 September 2023 * 1 December 2023 |
| 4.5 | With the annual Volunteer and Staff and Long Service Award (VASALSA) events having both restarted post pandemic, Directors are asked to note a provisionally scheduled date for a combined event of 5 October 2023. |
| **5.** | **Meeting Format** |
| 5.1 | Following agreement at the December 2021 HLH Board meeting, as restrictions were still in place, the August 2022 Board and Trading Board meeting was identified to be held in person with a hybrid option available. Suitable venues with appropriate technology continued to be an issue with one Director unable to attend in person unable to join the meeting. |
| 5.2 | For 2023, as all restrictions have now eased, it is proposed that all quarterly HLH Board and Trading Board meetings return to always meeting in person, with a hybrid option available for any non executive directors unable to attend in person. |
| 5.3 | It was agreed for 2022 that HLH continue with virtual meetings for the Finance and Audit and HSEC Committees and as some of these meetings can be quite short it is proposed to continue with this for 2023. |
| 5.4 | Teams meeting protocols for the Chair, included at **Appendix C** and Board members, included at **Appendix D**, have been updated to include relevant points and will be circulated by the Company Secretary with each meeting invite. These will be adapted for any changes to online platforms used. |
| 5.5 | Taking the experience of the August 2022 meeting into consideration meeting arrangements will be reviewed regularly, monitoring developments, e.g. technology used by THC or other partners, and HLH formats can be adapted as needed. |
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| **6.** | **Facility Visits** |
| 6.1 | Given the previously discussed diary challenges in arranging facility visits for Directors, it was agreed that future visits should be arranged around specific openings of buildings, either new or refurbished, or planned events. |
| 6.2 | It is suggested that in addition, Directors should aim to visit a minimum of 3 facilities/teams at any point in the year, letting the Chief Executive know in advance. Visits will be co-ordinated around operating requirements at the time. Directors will also be contacted seeking attendance at key events where this is possible. |
| **7.** | **Implications** |
| 7.1  7.2  7.3  7.4 | Resource Implications – there are no new resource implications arising from the recommendations of this report.  Legal Implications – there are no new legal implications arising from the recommendations of this report.  Equality Implications – there are no equality implications arising from the recommendations of this report.  Risk Implications – there are no risk implications arising from the recommendations of this report. |
| **Recommendation** It is recommended that Directors:-   1. comment on and agree the Work Plan in **Appendix A**; 2. agree dates and timings as detailed and summarised in **Appendix B**; 3. note the position relating to Directors’ facility visits; and 4. agree the meeting formats for 2023, subject to regular review. | |

Designation: Chief Executive

Date: 14 November 2022

Author: Jackie MacKenzie, Principal Business Support Manager

**High Life Highland Board Annual Work Plan Calendar 2023 Appendix A**

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| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| HLH Nominations Committee Shortlisting | As required | 31 January 2023 |  | Governance | Nominations Committee |  |
| HLH Finance and Audit Committee | Quarterly | 13 February 2023 |  |  | HLH Finance and Audit Committee |  |
| Financial Performance | Quarterly | 13 February 2023 |  |  | HLH Finance and Audit Committee |  |
| Budget Planning pre-approval | Annual | 13 February 2023 |  | Pre – HLH Board approval | HLH Finance and Audit Committee |  |
| Internal Controls | Quarterly | 13 February 2023 |  |  | HLH Finance and Audit Committee |  |
| Report - Data Breaches | Quarterly | 13 February 2023 |  |  | HLH Finance and Audit Committee |  |
| Risk Register Review | Quarterly | 13 February 2023 |  | Governance | Finance and Audit Committee |  |
| Corporate Programme Board Reports | Quarterly | 13 February 2023 |  |  | HLH Finance and Audit Committee |  |
| Health, Safety and Environmental Compliance Committee | Quarterly | 13 February 2023 |  |  | HSEC Committee |  |
| Health and Safety Performance | Quarterly | 13 February 2023 |  |  | HSEC Committee |  |
| HLH Nominations Commmittee Interviews | As required | 21 February 2023 |  | Governance | Nominations Committee |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| HLH Trading Company (10.30am) | Quarterly | 14 March 2023 |  | Legal | HLH Trading Company |  |
| Financial Performance | Quarterly | 14 March 2023 |  |  | HLH Trading Company |  |
| Catering Strategy update | Quarterly | 14 March 2023 |  | LH HL | HLH Trading Company |  |
| Trading Company Risk Register | Quarterly | 14 March 2023 |  |  | HLH Trading Company |  |
| Performance Report | Quarterly | 14 March 2023 |  |  | HLH Trading Company |  |
| Business Growth Monitoring | Quarterly | 14 March 2023 |  |  | HLH Trading Company |  |
| HLH AGM (15 months max) (2.00pm) | Annual | 14 March 2023 |  | Governance  Articles of Association paragraphs 20-34 | HLH Board/ Member |  |
| HLH Board (2.10pm) | Quarterly | 14 March 2023 |  | Legal | HLH Board |  |
| Financial Performance | Quarterly | 14 March 2023 |  | Governance/Legal | HLH Board |  |
| Human Resources | Quarterly | 14 March 2023 |  | Governance | HLH Board |  |
| Performance Report | Quarterly | 14 March 2023 |  | Service Delivery Contract Schedule Part 2 | HLH Board |  |
| Approval of Budget | Annual | 14 March 2023 |  | Governance | HLH Board |  |
| Effectiveness of Internal Controls Review | Annual | 14 March 2023 |  |  |  |  |
| Review Insurance Cover | Annual | 14 March 2023 |  | Governance | HLH Board |  |
| Review Data breaches | Quarterly | 14 March 2023 |  | Governance | HLH Board |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Health and Wellbeing Strategy Update | Bi-annually | 14 March 2023 |  |  | HLH Board |  |
| Chief Executive’s Performance Appraisal | Annual | March 2023 (tbc) |  | Governance | HLH Board |  |
| HLH Finance and Audit Committee (10.00am) | Quarterly | 15 May 2023 |  |  | HLH Finance and Audit Committee |  |
| Financial Performance | Quarterly | 15 May 2023 |  |  | HLH Finance and Audit Committee |  |
| Internal Controls | Quarterly | 15 May 2023 |  |  | HLH Finance and Audit Committee |  |
| Report - Data Breaches | Quarterly | 15 May 2023 |  |  | HLH Finance and Audit Committee |  |
| Review Risk Register | Quarterly | 15 May 2023 |  |  | HLH Finance and Audit Committee |  |
| Corporate Programme Board Reports | Quarterly | 15 May 2023 |  |  | HLH Finance and Audit Committee |  |
| Annual Review of Financial Regulations and Standing Orders | Annual | 15 May 2023 |  |  | Finance &  Audit Comm and HLH Board |  |
| Finance and Audit Committee – attendance report – action 2 AR and Assessment | Annual | 15 May 2023 |  | Governance | HLH Finance and Audit Committee |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Health, Safety and Environmental Compliance Committee (2.00pm) | Quarterly | 15 May 2023 |  |  | HSEC Committee |  |
| Health and Safety Performance | Annual | 15 May 2023 |  |  | HSEC Committee |  |
| Education Committee | 6 monthly report | 1 June 2023 |  | Governance | Education Committee |  |
| HLH Trading Company (10.30am) | Quarterly | 13 June 2023 |  | Legal | HLH Trading Company Board |  |
| Financial Performance | Quarterly | 13 June 2023 |  |  | HLH Trading Company |  |
| Catering Strategy update | Quarterly | 13 June 2023 |  |  | HLH Trading Company |  |
| Trading Company Risk Register | Quarterly | 13 June 2023 |  |  | HLH Trading Company |  |
| Performance Report | Quarterly | 13 June 2023 |  |  | HLH Trading Company |  |
| Business Growth Monitoring | Quarterly | 13 June 2023 |  |  | HLH Trading Company |  |
| HLH Board (2.00pm) | Quarterly | 13 June 2023 |  | Legal | HLH Board |  |
| Financial Performance | Quarterly | 13 June 2023 |  | Governance/Legal | HLH Board |  |
| Annual review of HLH Vision and Priorities | Annual | 13 June 2023 |  | Governance – AR and Assessment Dec 16 Action Point 1. | HLH Board |  |
| Finance and Audit Committee – att report – action 2 AR and Assess | Annual | 13 June 2023 |  | Governance | HLH Board |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Human Resources | Quarterly | 13 June 2023 |  | Governance | HLH Board |  |
| Performance Report | Quarterly | 13 June 2023 |  | Service Delivery Contract Schedule Part 2 | HLH Board |  |
| Health and Safety Report | Annual | 13 June 2023 |  | Governance | HLH Board |  |
| Annual Review of Financial Regulations and Standing Orders | Annual | 13 June 2023 |  |  | Finance and Audit Committee and HLH Board |  |
| Review Data breaches | Quarterly | 13 June 2023 |  | Governance | HLH Board |  |
| Marketing and Communications Plan Update | Bi-annually | 13 June 2023 |  |  | HLH Board |  |
| Health and Safety Report | Annual | 13 June 2023 |  | Governance | HLH Board |  |
| HLH Finance and Audit Committee (10.00am) | Quarterly | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| Review draft Annual Report and Accounts | Annual | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| Annual Report on Restricted Funds | Annual | 07 August 2023 |  | 3rd meeting in annual cycle | HLH Finance and Audit Committee |  |
| Financial Performance | Quarterly | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Internal Controls | Quarterly | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| Report - Data Breaches | Quarterly | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| Annual Statement – TECKAL | Annual | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| Review Risk Register | Quarterly | 07 August 2023 |  |  | HLH Finance and Audit Committee |  |
| Corporate Programme Board Reports | Quarterly | 07 August 2023 |  | Review and agree HLH Project Register | HLH Finance and Audit Committee |  |
| Health, Safety and Environmental Compliance Committee-2.00pm | Quarterly | 07 August 2023 |  |  | HSEC Committee |  |
| Health and Safety Performance | Quarterly | 07 August 2023 |  |  | HSEC Committee |  |
| HLH Trading Company (10.30am) | Quarterly | 31 August 2023 |  | Legal | HLH Trading Company |  |
| Financial Performance/ Approval of annual accounts | Quarterly/Annually | 31 August 2023 |  |  | HLH Trading Company |  |
| Catering strategy update | Quarterly | 31 August 2023 |  |  | HLH Trading Company |  |
| Trading Company Risk Register | Quarterly | 31 August 2023 |  |  | HLH Trading Company |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Performance Report | Quarterly | 31 August 2023 |  |  | HLH Trading Company |  |
| Business Growth Monitoring | Quarterly | 31 August 2023 |  |  | HLH Trading Company |  |
| HLH Board (2.00pm) | Quarterly | 31 August 2023 |  | Legal | HLH Board |  |
| Financial Performance | Quarterly | 31 August 2023 |  | Governance/Legal | HLH Board |  |
| Review Data breaches | Quarterly | 31 August 2023 |  | Governance | HLH Board |  |
| Human Resources | Quarterly | 31 August 2023 |  | Governance | HLH Board |  |
| Performance Report | Quarterly | 31 August 2023 |  | Service Delivery Contract Schedule Part 2 | HLH Board |  |
| Report on Risk Management and updates on substantial changes | Annual | 31 August 2023 |  | Governance | HLH Board |  |
| Approval of Annual Accounts | Annual | 31 August 2023 |  |  | HLH Board |  |
| Health and Wellbeing Strategy Update | Bi-annually | 31 August 2023 |  |  | HLH Board |  |
| Chief Executive’s Performance – 6 month Review | Annual | August 2023 (tbc) |  | Governance | HLH Board |  |
| \*Annual Return for main (Charitable) Company (to be prepared by Company Secretary) | Annual | 08 September 2023 | October 2022 (Within 28 days of incorporation anniversary) | Legal | Companies House |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| \*Annual Return for Trading C.I.C. (to be prepared by Company Secretary) | Annual | 23 September 2023 | October 2022 (Within 28 days of incorporation anniversary) | Legal | Companies House |  |
| PROVISIONAL TBC - HLH Board Directors Review and Assessment / Governance Training | Biennial | October 2023 |  | Governance | HLH Board |  |
| Annual Volunteer and Staff and Long Service Award Ceremony | Annual | 05 October 2023 |  |  | HLH Board and HLH Trading Company Board |  |
| HLH Finance and Audit Committee (10.00am) | Quarterly | 06 November 2023 |  |  | HLH Finance and Audit Committee |  |
| Financial Performance | Quarterly | 06 November 2023 |  |  | HLH Finance and Audit Committee |  |
| Internal Controls | Quarterly | 06 November 2023 |  |  | HLH Finance and Audit Committee |  |
| Report – Data breaches | Quarterly | 06 November 2023 |  |  | HLH Finance and Audit Committee |  |
| Review Risk Register | Quarterly | 06 November 2023 |  |  | HLH Finance and Audit Committee |  |
| Corporate Programme Board Reports | Quarterly | 06 November 2023 |  |  | HLH Finance and Audit Committee |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Health, Safety and Environmental Compliance Committee (2.00pm) | Quarterly | 06 November 2023 |  |  | HSEC Committee |  |
| Health and Safety Performance | Quarterly | 06 November 2023 |  |  | HSEC Committee |  |
| Education Committee | 6 monthly report | 23 November 2023 |  | Governance | Education Committee |  |
| HLH Trading Company (10.30am) | Quarterly | 07 December 2023 |  | Legal | HLH Trading Company |  |
| Financial Performance | Quarterly | 07 December 2023 |  |  | HLH Trading Company |  |
| Catering strategy update | Quarterly | 07 December 2023 |  |  | HLH Trading Company |  |
| Trading Company Risk Register | Quarterly | 07 December 2023 |  |  | HLH Trading Company |  |
| Performance Report | Quarterly | 07 December 2023 |  |  | HLH Trading Company |  |
| Business Growth Monitoring | Quarterly | 07 December 2023 |  |  | HLH Trading Company |  |
| HLH Board (2.00pm) | Quarterly | 07 December 2023 |  | Legal | HLH Board |  |
| Financial Performance | Quarterly | 07 December 2023 |  | Governance/Legal | HLH Board |  |
| Review Data breaches | Quarterly | 07 December 2023 |  | Governance | HLH Board |  |
| Human Resources (including annual review of Service Equalities) | Quarterly | 07 December 2023 |  | Governance | HLH Board |  |
| Approval of Annual Gender Pay Gap Report | Annual | 07 December 2023 |  | Legal | HLH Board |  |
| **Task** | **Frequency** | **Meeting Date** | **Deadline** | **Requirement/Reason** | **Stakeholder** | **Lead** |
| Performance Report | Quarterly | 07 December 2023 |  | Service Delivery Contract Sched Pt 2 | HLH Board |  |
| Marketing and Communications Plan Update | Bi-annually | 07 December 2023 |  |  | HLH Board |  |
| Review Directors’ Register of Interests | Annual | 07 December 2023 |  | Legal | HLH Board |  |
| \*Annual Accounts (High Life Highland and High Life Highland (Trading) C.I.C. | Annual |  | By 31 December 2023 (within 9 months after the accounting ref date) | Legal | Companies House |  |
| C.I.C. Annual Reporting | Annual |  | By 31 December 2023 | Legal | Companies House |  |
| \*Annual Return and Supplementary Monitoring Return | Annual |  | By 31 December 2023 | Legal | OSCR |  |
| Chief Executive’s Performance Review | Annual | Due March 2024 |  | Governance | HLH Board |  |
| Annual General Meeting | Annual | March 2024 |  | Governance  Articles of Association paragraphs 20-34 | HLH Board |  |

**HIGH LIFE HIGHLAND – SUMMARY KEY MEETING DATES 2023**  **Appendix B**

|  |  |  |  |
| --- | --- | --- | --- |
| **DAY** | **DATE** | **MEETING/EVENT** | **START TIME** |
| Tuesday | 31.01.23 | Nominations Committee (shortlisting) | Tbc (pm) |
|  |  |  |  |
| Monday | 13.02.23 | Finance and Audit Committee | 10.00 am |
| Monday | 13.02.23 | Health, Safety and Environmental Compliance Committee | 2.00 pm |
|  |  |  |  |
| Tuesday | 21.02.23 | Nominations Committee (interviews) | tbc |
|  |  |  |  |
| Friday | 03.03.23 | Inverness Castle Project Delivery Group | 9.00 am |
|  |  |  |  |
| Tuesday | 14.03.23 | HLH (Trading) C.I.C. Board Meeting | 10.30 am |
| Tuesday | 14.03.23 | AGM | 2.00 pm |
| Tuesday | 14.03.23 | HLH Board Meeting | 2.10 pm |
|  |  |  |  |
| Monday | 15.05.23 | Finance and Audit Committee | 10.00 am |
| Monday | 15.05.23 | Health, Safety and Environmental Compliance Committee | 2.00 pm |
|  |  |  |  |
| Friday | 02.06.23 | Inverness Castle Project Delivery Group | 9.00 am |
|  |  |  |  |
| Tuesday | 13.06.23 | HLH (Trading) C.I.C. Board Meeting | 10.30 am |
| Tuesday | 13.06.23 | HLH Board Meeting | 2.00 pm |
|  |  |  |  |
| Monday | 07.08.23 | Finance and Audit Committee | 10.00 am |
| Monday | 07.08.23 | Health, Safety and Environmental Compliance Committee | 2.00 pm |
|  |  |  |  |
| Thursday | 31.08.23 | HLH (Trading) C.I.C. Board Meeting | 10.30 am |
| Thursday | 31.08.23 | HLH Board Meeting | 2.00 pm |
|  |  |  |  |
| Friday | 01.09.23 | Inverness Castle Project Delivery Group | 9.00 am |
|  |  |  |  |
| Thursday | 05.10.23 | Annual Volunteer and Staff and Long Service Award Ceremony | 6.30 pm |
|  |  |  |  |
| Monday | 06.11.23 | Finance and Audit Committee | 10.00 am |
| Monday | 06.11.23 | Health, Safety and Environmental Compliance Committee | 2.00 pm |
|  |  |  |  |
| Friday | 01.12.23 | Inverness Castle Project Delivery Group | 9.00 am |
|  |  |  |  |
| Thursday | 07.12.23 | HLH (Trading) C.I.C. Board Meeting | 10.30 am |
| Thursday | 07.12.23 | HLH Board Meeting | 2.00 pm |

**TEAMS MEETING PROTOCOL - CHAIRS/VICE CHAIRS Appendix C**

**BOARD/COMMITTEE BUSINESS**

**(Chair/Directors/Company Secretary**)

Join TEAMS Meeting at least 15 minutes before the meeting is due to start in order to address any technical issues.

**(Company Secretary)**

Set up a TEAMS ‘Instant Message’ conversation with the Chair – this will be specifically for the purpose of communicating directly with the Chair as and when required and will be a separate conversation from the one used for the meeting.

**(Chair and Company Secretary)**

Can control whose microphone is muted or unmuted at any time to ensure no unnecessary background noise disrupts the meeting.

**AT THE START OF THE MEETING**

**(Chair)**

“Welcome to the Board/Committee.

If any Member loses connection or has any technical issues during this meeting, support will be available from Susan Menzies who will email you direct with contact details beforehand..

Please can Directors ensure that they have activated their cameras and muted their microphones – it is essential that you use both throughout the meeting.

However, in the event that use of your camera affects your connectivity, you can turn off the camera after confirming your attendance at the start of the meeting and only use it when you wish to contribute to the debate, move or second a Motion or Amendment and vote. You will also need to remember to unmute your microphone when you want to speak and to turn it back to mute thereafter.

If a Director wishes to ask a question or enter the discussion on an item, please activate the ‘electronic hand’ at the top of your screen. Your requests are being monitored and at the appropriate time I will invite you to speak.

The ‘electronic hand’ procedure also applies to Declarations of Interest and I will be asking for those in the next few minutes.

In relation to your Declarations of Interest - you need to ensure that if you have made a declaration which would normally require you to leave the Room (such as a financial interest), you should turn your camera off and mute your microphone when we come to that item. You will still be able to hear the discussion but not take part in any way. At the end of item, you can turn your camera back on and return to the meeting as normal.

If you have made a non-financial declaration, or any other declaration where you would not normally leave the Room, then you can leave your camera on if you wish and either take part (or not) in line with the terms of your declaration.

If a Director wishes to raise a Point of Order, this should be done by unmuting the microphone to interrupt proceedings and gain the attention of the Chair (as is the current practice).

The Conversation Line can be activated by clicking once on ‘conversation’ which you will see on the task bar at the top of your screen – this will have the effect of displaying the ‘conversation’ in the right-hand margin of your screen.

Please note that the Conversation Line should only be used to type in Motions and Amendments. Despite the name, and this is mainly for Board and Committee meetings, it is not actually to be used for conversation as this could be disruptive to the smooth running of the meeting and not least the debate on each item.

Finally, if we need to adjourn the meeting for any reason, you will be required to disconnect from the meeting at the point of that adjournment. A time will be given for the meeting to recommence and you will then just need to join the meeting again as normal. This will ensure that everyone is aware of the re-start time.

Breaks during meeting; a comfort break will be planned for at any meeting that is scheduled to last longer than 2 hours. A break will be scheduled every 2 hours, but may be taken slightly before/after depending upon any natural breaks in progressing through the agenda. Usual meeting adjournment protocols will be followed for each break. This should alleviate the need for anyone to leave for an unscheduled break, but should anyone need to do this then please note in conversation line “away from meeting” followed by “returned to meeting”.

**(Company Secretary)**

Roll Call for Sederunt to be undertaken.

**(Chair/Company Secretary)**

Declarations of Interest to be sought.

**MOTIONS AND AMENDMENTS/VOTING**

**(Chair/Directors/Company Secretary)**

Any Motions and Amendments being put forward should have been typed into the Conversation Line by Directors.

In the event of a vote, the Chair will ask the Company Secretary to read out these Motions and Amendments in order to provide transparency for the webcast of the meeting.

The Company Secretary will then take the vote by calling the roll and Directors will be asked to confirm support for the Motion, Amendment or whether they wish to Abstain.

**PRIVATE/ CONFIDENTIAL BUSINESS**

**(Chair)**

To ask Directors and Officers to confirm that they are in a private location with no-one else present.

**Appendix D**

**TEAMS MEETING PROTOCOL**

**BOARD/COMMITTEE BUSINESS**

**(Directors)**

* You are required to join the TEAMS Meeting for the Board/Committee at least 15 minutes before the meeting is due to start in order to address any technical issues.
* If you lose connection or have any technical issues during the meeting, support will be available from Susan Menzies who will email you direct with contact details beforehand.
* You must activate your camera and mute your microphone – it is essential that you use both throughout the meeting. However, if use of your camera affects your connectivity, you can turn it off once you have confirmed your attendance and only use it again when you wish to contribute to the debate, move or second a Motion or Amendment and vote.
* Please unmute your microphone when you want to speak and turn it back to mute when you have finished speaking.
* If you wish to ask a question or enter the discussion on an item, please activate the ‘electronic hand’ which is on your task bar towards the top of your screen. Your requests will be monitored and at the appropriate time the Chair will ask you to speak.
* The ‘electronic hand’ procedure also applies to Declarations of Interest -

In relation to your Declarations of Interest - you need to ensure that if you have made a declaration in respect of an item on the agenda which would normally require you to leave the Room (such as a financial interest), you should turn your camera off and mute your microphone when that item is being discussed. You will still be able to hear the discussion but not take part. At the end of the item, you should turn your camera back on and return to the meeting.

If you have made a non-financial declaration, or any other declaration where you would not normally leave the Room, then you can leave your camera on if you wish and either take part (or not) in line with the terms of your declaration.

* If you wish to raise a Point of Order, this should be done by unmuting your microphone to interrupt proceedings and gain the attention of the Chair (as is the current practice).
* The Conversation Line can be activated by clicking once on ‘conversation’ which you will see on the task bar at the bottom of your screen – this will have the effect of displaying the ‘conversation’ in the right-hand margin of your screen.

Please note that the Conversation Line should only be used to type in Motions and Amendments.

Despite the name, and this is mainly for Board and Committee meetings, it is not to be used for ‘conversation’ as this could be disruptive to the smooth running of the meeting and not least the debate on each item.

* Finally, if there is a need to adjourn the meeting for any reason, you will be required to disconnect from the meeting at the point of adjournment. A time will be given for the meeting to recommence and you will then just need to join the meeting again as normal. This will ensure that everyone is aware of the re-start time.
* Any Motions and Amendments being put forward should be typed into the Conversation Line when they are moved. This is the responsibility of the Director moving the Motion or Amendment.
* At the time of the vote, the Chair will ask the Company Secretary to read out these Motions and Amendments in order to provide transparency for everyone at the meeting.
* The Company Secretary will then take the vote by calling the roll and you will be asked to confirm support for the Motion, Amendment or whether you wish to Abstain. You will require to unmute your microphone to confirm your vote and then immediately afterwards ensure that it is muted.
* If the meeting requires to consider private/confidential items, you will be asked at that point to confirm that you are in a private location with no-one else present.
* Breaks during meeting, a comfort break will be planned for at any meeting that is scheduled to last longer than 2 hours. A break will be scheduled every 2 hours, but may be taken slightly before/after depending upon any natural breaks in progress through the agenda. Usual meeting adjournment protocols will be followed for each break. This should alleviate the need for anyone to leave for an unscheduled break, but should anyone need to do this then please note in conversation line “away from meeting” followed by “returned to meeting”.