Glenurquhart Road

Inverness

IV3 5NX

12 March 2025

**To: Directors of the Board of High Life Highland**

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| Michael Boylan Biz Campbell David Finlayson Nick Finnigan Michael GoldingRoddy Henry | Marianne Hutchison Andrew Jarvie Tracy LigemaDrew Millar Kerry Ross Alli Vass |

Dear Director

A meeting of the Board of **High Life Highland** will take place in **Boardroom, Inverness Library, Farraline Park, Inverness** on **Wednesday 19 March 2025** at **2.05 pm.**

Yours faithfully

**STEWART FRASER**

**COMPANY SECRETARY**

**BUSINESS**

1. **Apologies for Absence**
2. **Declarations of Interest**

Directors are asked to consider whether they have an interest to declare in relation to any item on the agenda for this meeting. Any Director making a declaration of interest should provide some information on the nature of the interest. Advice may be sought from Officers prior to the meeting taking place.

1. **High Life Highland 2025-30 Strategy P.1**

There is circulated High Life Highland Strategy for 2025-30.

1. **Confirmation of Minutes PP.2-27**

The following Minutes are circulated for approval:-

* 1. Board Meeting held on 11 December 2024 (pp.2-9);
	2. Special Board Meeting held on 22 January 2025 (pp.10-11)
	3. Chief Executive’s Performance Review Committee held on 8 February 2025 (pp.12);
	4. Finance and Audit Committee held on 10 February 2025 (pp.13-16);
1. Health and Safety and Environmental Compliance Committee held on 10 February 2025 (pp.17-20);
2. Nominations Committee held on 14 February 2025 (pp.21);

and for noting:-

1. High Life Highland (Trading) held on 11 December 2024 (pp.22-27).
2. **Matters Arising – Board Meeting of 11 December 2024 P.28**

There is circulated, for information, matters arising from the meeting of the Board held on 11 December 2024.

The Board is invited to note the position.

1. **Chief Executive’s Updates PP.29-32**

There is an update from the Chief Executive providing information to Directors.

The Board is invited to comment and note the update.

1. **Review of Memorandum and Articles of Association PP.33-60**

There is circulated Report No. HLH/1/25 by the Company Secretary setting out proposed amendments to the Memorandum and Articles of Association.

The Board is invited to:-

* 1. review and comment on the proposed changes at Appendix A of the report; and
	2. agree to ask (subject to incorporating any changes suggested) the Highland Council to adopt the amended Memorandum and Articles of Association.
1. **High Life Highland (Trading) C.I.C. – Independent Director Vacancies**

Following resignations, the Board is invited to appoint Mr A Button, Mr D Ellis and Mrs V Graham to fill vacancies on the Board of High life Highland (Trading) C.I.C.

1. **Independent Directors to the High Life Highland Board and Vacancies on Committees**

The Highland Council’s Education Committee, on 26 February 2025, agreed the recommendation of the Nominations Committee to appoint Mr M Boylan and Ms A Vass to the two vacant Board positions which arose due to the resignation of Mr K Nicol and Mr M Tate.

As a result of the resignations there are vacancies on each of the following Committees which the Board is invited to consider:-

(a) Finance and Audit Committee (1 vacancy)

1. Health and Safety and Environmental Compliance Committee (4 vacancies)
2. High Life Highland (Trading) Board (up to two vacancies)
3. **Finance Report PP.61-68**

There is circulated Report No. HLH/2/25 by the Chief Executive updating Directors on the financial performance of High Life Highland for quarter three 2024/25 and other relevant matters.

The Board is invited to note:-

* 1. the results for the period to December 2024 detailed in Appendix A reports a net deficit of £1.35m;
	2. the draft year-end outturn of a net surplus of £264k;
	3. no breaches of internal controls have been reported in the past quarter;
	4. the recommendation from OSCR; and
	5. there have been no data breaches reportable to the Information Commissioner in the past quarter
1. **2025/26 Budget Approval PP. 69-73**

There is circulated Report No. HLH/3/25 by the Chief Executive with a summary of the operating budget for 2025/26, together with details of planned savings measures and price increases.

The Board is invited to:-

* 1. approve the operating budget for 2025/26 as summarised in Appendix A of the report;
	2. note the net pressure of £894k and the Highland Council’s agreed financial support of £894k plus £690k funding for the 2025/26 pay award and c£396k for the increase in employers National Insurance contributions;
	3. agree to the income and efficiencies at Appendix B of the report; and
	4. approve the undesignation of the £300k pay related reserve.

**The Board is asked to resolve that the following item be restricted to Directors and representatives from HLH and the Company Secretary’s office.**

1. **Inverness Castle Experience 2025/26 Budget Approval PP.74-79**

There is circulated Report No. HLH/4/25 by the Chief Executive providing a summary of the Inverness Castle Experience operating budget for 2025/26.

The Board is invited to:-

* 1. approve the Inverness Castle Experience operating budget for 2025/26 as summarised in Appendix A of the report; and
	2. note the Highland Council’s agreement to underwrite any deficit incurred in the first year of operation.
1. **Strategic Performance Report PP. 80-130**

There is circulated Report No. HLH/5/25 dated by the Chief Executive presenting performance information for the outcomes identifies in the High Life Highland Strategy 2025-20230.

The Board is invited to:-

* 1. comment on and note the new performance reporting which is being developed as contained in Appendix A to the report;
	2. note and comment on the performance information;
	3. note that some performance reporting areas required as part of the strategy are new and will be developed over time;
	4. approve the Digital Delivery Plan in Appendix B of the report; and
	5. approve the Marketing and Engagement Delivery Plan in Appendix C of the report.
1. **Human Resources Update PP. 131-159**

There is circulated Report No. HLH/6/25 by the Chief Executive providing an overview of the charity’s Human Resources performance.

The Board is invited to note:-

* 1. the HR performance information for quarter three, October to December 2024;
	2. that the former Service Delivery Contract group has reviewed and commented on the report;
	3. and comment on the Exit Survey 2024;
	4. the legislation changes relating to PVG; and
	5. and comment on the work which is underway on the development of an HR Delivery Plan.