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| **HIGH LIFE HIGHLAND**  **REPORT TO BOARD OF DIRECTORS**  **19 March 2025** | AGENDA ITEM  REPORT No HLH/ /25 |

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| **REVIEW OF MEMORANDUM AND ARTICLES OF ASSOCIATION – Report by Company Secretary** |

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| **Recommendation**  This report contains proposed amendments to High Life Highland’s Memorandum and Articles of Association.  It is recommended Directors:   1. review and comment on the proposed changes at **Appendix A**; and 2. agree to ask (subject to incorporating any changes suggested) the Highland Council to adopt the amended Memorandum and Articles of Association. |

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| **1.** | **Strategy Contribution** |
| 1.1 | High Life Highland’s (HLH) purpose is Making Life Better. The HLH Strategy 2025-2030 contains five strategic objectives which support the delivery of this purpose, and this report supports all of the highlighted objectives:   1. **Delivery of affordable, accessible and inclusive services across the region.** 2. **Maximise and grow income to reinvest across services.** 3. **Ensure a consistent high value of delivery across HLH services.** 4. **Commit to the net zero and sustainability agenda.** 5. **Efficient and effective service delivery through our people and processes.** |
| **2.** | **Background** |
| 2.1 | The Health and Safety and Environmental Compliance Committee discussed the importance of Non-Executive Directors participation at its November 2024 meeting. Following discussions with the Company Secretary’s office and at their 11 December 2024 meeting Directors then noted the intention to incorporate this consideration into a wider review of the Memorandum and Articles of Association (M&A), this to be undertaken and reported back to the March 2025 meeting. |
| 2.2 | Two updates have been made to the M&A’s since they came into operation on 8 September 2011 (in 2013 and 2017), and it was a timely opportunity to undertake a wider review to check they remained fit for purpose. |
| 2.3 | The Board Advisory panel (the arrangement set up for the SDC review) met on 10February to consider the proposed revisions in advance of this meeting. Clarifications and amendments from this meeting have been incorporated in **Appendix A** attached. |
| **3.** | **Memorandum and Articles of Association** |
| 3.1 | Following review, the M&A’s remain generally fit for purpose with some changes, namely:     * General updates including communication mechanisms (4, 29, 119, 124,125) * Standardising eligibility of directors (53) * Updates to appointment/retirement/removal of Director articles where no longer required (60; 62e; 63b,c,d; 64.3; 64.6; 64.8) * Committee updates to standardise membership and quora where required (111; 112; 113 and 115) |
| 3.2 | Directors are asked to review and comment on the proposed revisions detailed in **Appendix A** and subject to any further changes agree to ask the Highland Council to adopt the amended M&A’s. |
| **4.** | **Implications** |
| 4.1 | Resource Implications – there are no new resource implications arising from this report. |
| 4.2 | Legal Implications – the revised M&A’s will support HLH in meeting its legal duties and enhance its governance arrangements. |
| 4.3 | Equality Implications – there are no new equality implications arising from this report. |
| 4.4 | Risk Implications – there are no new risk implications arising from this report. |

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| **Recommendation**  It is recommended Directors:   1. review and comment on the proposed changes at **Appendix A**; and 2. agree to ask (subject to incorporating any changes suggested) the Highland Council to adopt the amended Memorandum and Articles of Association. |

Designation: Company Secretary

Date: 12 March 2025

Authors: Stewart Fraser, Company Secretary