

Visit Inverness Loch Ness Ltd
Board Meeting
29th August , Caley Cruisers

Present: Board of Visit Inverness Loch Ness Ltd: Graeme Bell (GB), Marina Huggett (MH), Joyce Arbuckle (JA,) Lyn Forbes (LF), Claire Christie (CC), Angela Wilson (AW) and Fraser Campbell (FC)

Also present: Graeme Ambrose (GA) and Michael Golding (MG)

Apologies:), Robbie Bremner (RB), John Martin (JM), Cllr Helen Carmichael (HC)

Item		Action
1	<p>Welcome and Apologies</p> <p>GB welcomed everyone, in particular AW, FC and MG as the replacement to GA who will step down from his position as CEO on the 23rd September. MG, GB said was attending the meeting today as an observer.</p> <p>Apologies were noted, including that of Robbie Bremner (RB) who informed the Board at an earlier date that he was resigning today after 5 years as a VILN director. On behalf of all directors and GA, GB thanked RB for his service and support of VILN</p>	
2	<p>Declaration of interests</p> <p>There were no declarations of interest</p>	
3.	<p>Minutes of 23rd May</p> <p>GA updated the Board on the outstanding actions. It was noted that with the resignation of RB, the Board were back to being three directors (including the co-opted director position) short on the Board. GA highlighted the recommendation under Item 7 to appoint Jane Slaughter as the co-opted director and said that nominations for the two other positions would be opened on Wednesday 4th September. There were no other issues raised and the minutes were duly approved.</p>	
4	<p>Income & Expenditure</p> <p>GA talked the Board through the Income and Expenditure update. Key points highlighted were 1) the introduction of a new line for the Visit Scotland Growth following award of £21,500 towards the Inverness Influencer Lodge Project. 2) Levy payments to date – GA said that as of July 87% of this year’s total levy revenue had now been received, equating to £174K. The expected annual total for the year he said was anticipated to be 96% as per previous years. LF noted that the I&E did not show the £20K received from SSE towards the Loch Ness</p>	

	<p>Ranger Project. However, GA reassured her that this money was ring fenced and would be brought in once all funds towards the project had been secured and the project able to progress. There were no further questions.</p>	
5	<p>Draft Accounts 2018/2019</p> <p>GA talked directors through the draft accounts. GA highlighted that a surplus of £12,642 had been made in 2018/2019. This he said was expected and primarily due to changes in the reconciliation of Visit Britain expenditure and expenditure associated with the development of the South Loch Ness Trail. GA also brought to the attention of directors that due to the addition of this year's surplus on top of previous years, the reserve total was now £52,301. This GA said was unnecessary and he felt that a figure of around £35,000 was suffice going forward</p>	
6.	<p>AGM & Networking event September 19th</p> <p>GA took directors through the format for the day, who would be speaking from member businesses and also that MG would be attending and make a short presentation introducing himself to members. Directors were reminded that they must confirm their attendance by booking through Eventrite. Also that they are expected to attend the AGM at 12.30 before the networking event.</p>	Directors
7.	<p>Composition of director sub groups and date of first meetings</p> <p>The Board agreed the following:</p> <ol style="list-style-type: none"> 1. Sub Group composition & chairs: <ol style="list-style-type: none"> a) Finance & Governance – GB, (chair of group) and LF confirmed but two others still required. LF suggested asking Douglas Graham a VILN member on to advise or someone else with a strong finance & governance background. CC said, as previously highlighted by her, it was also important also that this group had someone with good HR knowledge, although there were no suggestions from directors as to who this might be. Directors did agree though that Jane Slaughter (see Item 7) may be amenable to being on this group too b) Business Development – MH (chair of group), JA, GB, FC. c) Loch Ness Challenge – AW (chair of group), CC, JM. It was also suggested that Mike Dunthorne from In Your Element should be invited to join this group in an advisory capacity <p>CEO to report to all groups. Alan Rawlinson to report to Business Development</p> <ol style="list-style-type: none"> 2. Meeting Schedule: It was agreed that these groups should meet at least once between Board meetings. However, in the case of the LochNess Challenge group it was likely to be more frequently and that there was a requirement for this group to meet by the end of September as this 	<p>GA</p> <p>GA</p>

	<p>project was reaching a critical stage. For the other two groups it was suggested meetings be arranged at the earliest convenience of directors</p> <p>3. Delegated authority: Directors were of the opinion that until they understood the remit of the groups it was not possible to define what decisions within each group could be delegated and which would require to come back to the Board for final decision. To this end, GA was asked to prepare a brief for each group before the initial group meetings.</p>	GA
8.	<p>Recommendation re Jane Slaughter to join Board as the co-opted director</p> <p>Directors agreed with the recommendation from MH and GA that Jane be offered the position as co-opted director of VILN. Directors felt that with her strong high level business background and skill set she would make a valuable contribution. GA to confirm with Jane. MH and GA also said that Mike Dunthorne had expressed an interest in becoming the co-opted director but had also said that he would not stand in the way of anyone else. MH said that Mike had much to offer and reminded directors that Mike had been involved with the BID at the very beginning on the Steering Group. It was thus suggested and all directors agreed, that he be approached to become an adviser to the Board and in particular, be invited to sit on the Loch Ness Challenge sub group (see Item 7)</p>	GA
9	<p>Draft induction schedule for MG and GA retiral</p> <p>MG left the room while this item was discussed</p> <p>Directors agreed that the draft schedule by GA was a good basis for Michael's induction and also the timeline for the handover period. As a result GA's last day will be Thursday 10th October</p> <p>However, GA's offer to further assist Michael if required over the first few months was also welcomed by the Board and also that GA retain involvement in the LochNess Challenge project in 2020 and in delivery of developments and maintenance on the South Loch Ness Trail in 2019/2020. GA would carry out this work as a consultant to VILN and not as an employee of VILN</p> <p>Directors then asked GA to leave the room too to discuss the terms of GA's continued work for VILN.</p> <p>GA and MG rejoined the meeting</p> <p>GB informed GA that he would speak with GA about terms after the meeting but also that the Board wished to invite Graeme and management team to a dinner to mark GA's retirement.</p>	GA
10	<p>Management Team Appraisal and pay reviews</p>	

11	<p>GA talked directors through the appraisals that he had conducted with the management team in July. It was appreciated by directors that associated salary increases or not on the basis of these appraisals was a highly sensitive and confidential issue. It was agreed that the best way forward to determine any increases was for the CEO with the chair to agree development plans with the management team, specifying outputs required. These would then be put before the Board for final decision on whether-or-not to award further pay increases.</p> <p>General Updates</p> <p>LF asked GA if he had any further updates re the map trademark issue. GA said he would have no more until Ken Laird had spoken with his legal adviser which he hoped to do on return from holiday on the 29th August.</p> <p>On another matter LF also asked it be minuted that she had been asked to sit on the Living Wage Committee</p> <p>There were no further questions</p>	GA/GB
12	<p>AOCB</p> <p>GB asked and directors agreed, that Alan be invited to all Board meetings henceforth to give update on his Business Tourism related activities</p> <p>GB also said that he was conscious that the Board had not reviewed the Risk Register for some time and that therefore this be an agenda item at the next Board meeting</p> <p>There were no other items raised and the meeting finished at 12.15</p> <p>Date of next meeting 28th November venue tbc.</p>	

ACTIONS

Actions	Who	Update
Improving member communications and raising the profile of VILN	GA	Work in Progress
Book Attendance at AGM and networking event	Directors	Actioned
Extend invitation to Douglas Graham to join the F&G sub group as a director	GA	
Extend invitation to MD to become an adviser to VILN and sit on the LN Challenge sub group	GA	
Set up initial meeting of LN Challenge group by end of September	GA	Actioned
Set up meeting of the F&G group and BD group at earliest convenience of all	GA	

Prepare sub group briefs	GA	
Extend invitation to Jane Slaughter to become a director of VILN	GA	
Prepare induction schedule for MG	GA	Actioned
Board and management team dinner to mark retiral of GA	GA	Actioned
Development Plans for staff to be developed	CEO/GB	