



HISTORIC  
ENVIRONMENT  
SCOTLAND

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EACHDRAIDHEIL  
ALBA

## **MINUTE OF HES BOARD MEETINGS HELD IN 2015**

14 December 2015  
16 November 2015  
23 October 2015  
21 September 2015  
24 August 2015  
30 July 2015  
17 June 2015  
27 May 2015  
26 March 2015  
26 February 2015

**MINUTES OF OPEN SESSION AND ACTIONS**



**HISTORIC ENVIRONMENT SCOTLAND**

**MINUTES OF BOARD MEETING HELD ON 14 DECEMBER 2015**

**Edinburgh Castle**

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Andrew Holmes  
Paul Stollard  
Ken Thomson  
Alan Clarke  
David Gaimster  
Coinneach Maclean  
Fiona McLean  
Trudi Craggs

**In attendance:**

David Middleton, Chief Executive  
Paul Smart, Head of Governance and Performance  
Diana Murray, Senior Executive  
Stephen Duncan, Director, Commercial and Tourism  
David Mitchell, Director of Conservation  
David Storrar, Head of Conservation, Edinburgh  
Joann Russell, Head of Estates  
Nick Finnigan, Executive Manager, Edinburgh Castle  
Chris McGregor, Head of Major Projects  
Jane Rahil, Head of Conservation South  
Lorna Ewan, Head of Visitor Experience  
Barbara Cummins, Director of Heritage Management  
Richard Welander, Head of Collections  
Denise Mattison, Board Secretary

**Introduction and Apologies**

1. The Chair welcomed everyone to the Board meeting.

## MINUTES OF OPEN SESSION AND ACTIONS

### Declaration of Interests

2. There were no declarations of interest.

### Minutes of 16 November 2015 Board Meeting and Action Tracker (HES 120/15)

3. The minutes of meeting were confirmed, subject to minor amendments.
4. The Action Tracker was reviewed and progress noted. Scottish Government (SG) had confirmed that their approval was not required in respect of action HES/231015/046.
5. The Board noted that the revised Members' Code of Conduct, had been approved by the Board on 16 November, had been forwarded to the SG and notification of approval was received on 11 December. The Code will be published on the HES website.

### Chair's Report (Verbal Update)

6. The Chair reported on a very positive meeting of the Scottish Historic Environment Forum, held on 9 December in John Sinclair House and chaired by the Cabinet Secretary for Culture and External Affairs. The presentation from Stephen Duncan on the Heritage Tourism Strategy had been very well received. A discussion paper, on landscape, to which HES staff had contributed, will be brought to the HES Board for discussion in February. The Board agreed the role of HES in delivering Our Place in Time was becoming clearer and looked forward to further discussion as the architecture of delivery develops

**Action: Denise Mattison**

7. The Chair also noted that she and the Chief Executive had attended a very positive quarterly sponsorship meeting with the Scottish Government officials on 2 December. Matters discussed included HES Board membership, an appropriate governance cycle, finances and the need to understand strategic investment needs across the estate. In addition to the annual meeting with the Cabinet Secretary in February, Ms Hyslop is to be invited to attend a HES Board meeting in the summer.

**Action: Denise Mattison**

8. The Chair reported on the launch of the HES Corporate Plan consultation on 16 November and associated stakeholder event held on 26 November. Stakeholders had welcomed the Board actively taking time to hear their views on the future priorities of HES. BEFS will hold a further consultation session with their members on 20 January with the aim of considering issues arising from early consultation responses. On behalf of the Corporate Plan Steering Group, Fiona McLean reported that following successful procurement exercises Why Consultants had been appointed to analyse responses to the consultation and Leith Agency had been appointed to design the Plan. A timetable is in place to

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ensure delivery. The Board emphasised the ongoing need to ensure that the consultation reaches as wide a range of stakeholders as possible.

**Action: Adam Jackson**

**Chief Executive's Report (HES 121/15)**

9. The Chief Executive provided the Board with an update on his early engagement with staff, the outlook for the forthcoming spending review and longer-term financial outlook, relations with Sponsor, operational performance, the current financial position and an update on security status. The Board requested a bullet point briefing on the key headlines emerging from the budget announcement by John Swinney on 16 December and authorised the Chief Executive to prioritise unallocated budget in the current financial year.

**Action: Chief Executive/Jennie Smith**

10. The Chief Executive confirmed to the Board that the IS Project is deliverable. The Board sought further assurance on staffing provision associated with the project and operational business, cyber security, infrastructure, the Digital Strategy and links with information governance. The Chief Executive undertook to provide details of staffing arrangements, including additional resources available from the supplier. The Digital Strategy would come to the Board for approval in February in line with the Scheme of Internal Delegation and the Chief Executive confirmed the active interface between the IS Project and the work underway on information governance.

**Action: Chief Executive/Jo McCoy**

11. The Chief Executive also confirmed to the Board that the Engine Shed Project was still on track to be delivered by June 2016. The Board emphasised the importance of the project to Stirling as an anchor site for Forthside. Corporate reporting, stakeholder engagement and strategic communications are critical to promoting understanding of the full range of benefits arising from the Engine Shed.

**Action: Chief Executive**

12. Review of the Strategic Investment Plan is identified as a priority for the Chief Executive and the Board wish to see proposals for how this will be undertaken. The emphasis will be on immediate priorities but the review should also touch on the profiling over the next 3, 5, 10 years. The Board noted that the Plan should cover 4 key elements: PICs, Edinburgh Castle, Collections and facilities.

**Action: Chief Executive**

13. In terms of the archive collections, the Board confirmed the need for a full appraisal of options for the way forward, taking account of the condition of and access to the collections.

**Action: Chief Executive**

## MINUTES OF OPEN SESSION AND ACTIONS

[Stephen Duncan, David Mitchell, Chris McGregor, David Storrar, Jane Rahil Lorna Ewan, Joann Russell and Richard Welander joined the meeting]

### Edinburgh Castle

14. The main aim of the Board meeting was to provide time for the Board to develop a greater understanding of Edinburgh Castle through engagement with staff and familiarisation of the site.
15. The Board were introduced to the Castle in context and provided with details on the role of the Castle in HES its cultural significance, the visitor experience and recent major projects. The Board also heard about the condition of the Castle, conservation challenges, environmental impact, safety, security, resilience and collections.
16. Presentations on the Castle were interspersed with tours focussed on infrastructure, conservation and the visitor experience aimed at enhancing the Board's understanding of the context, issues and opportunities presented by the Castle in relation to the delivery of HES's Corporate Plan, Our Place in Time and Tourism 2020.
17. Following lively discussion, the Board emphasised the need for a masterplan for the Castle, which embraced the strategies and plans of others, including partner's onsite, and the PIC estate as a whole, accompanied by a dedicated investment plan. A similar session aimed at understanding Stirling Castle was sought in 2016.

**Action: Chief Executive/Denise Mattison**

[Barbara Cummins joined the meeting]

18. The final presentation of the day related to the role of HES as regulator and the Board were particularly interested in understanding the HES role as regulator in relation to the Properties in Care and how internal processes would operate. The Board were clear that the principles of better regulation should apply and that transparency of decision-making was critical both in terms of the framework in place and the process and outcome of individual decisions.

**Action: Barbara Cummins**

19. The Chair thanked all participants for their contribution to an extremely informative day.
20. Reflecting on the day, the Board identified the key issues and opportunities emerging. Greater focus on HES's 'lead and enable' role, enhanced partnership working and prioritisation of effort and investment are required to realise the opportunities to enhance the public benefit delivered by HES.

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21. The Board sought to understand the allocation of income and expenditure across the range of HES functions and at the February Board meeting wish to approach budget setting for 2016-17 from first principles, looking to examine the flexibilities available.

**Action: Chief Executive**

**Any Other Business**

22. There was none.

**Date of Next Meeting: 10.00am 10 February, Longmore House**

## MINUTES OF OPEN SESSION AND ACTIONS

HISTORIC ENVIRONMENT SCOTLAND  
LIVE ACTIONS

## ACTIONS ARISING – 14 DECEMBER

Actions arising from HES Board Meetings					
Action Ref	Action/Decision	Lead	Due Date	Comment	Progress–Feb 16
HES/141215/058	<b>Open Minutes of 16 November (HES 120/15)</b> The Board confirmed the minutes, subject to minor amendments. To be published online.	Denise Mattison	18 Dec 15		Complete. Minutes revised.
HES/141215/059	<b>Chair's Report</b> A discussion paper, on landscape, to which HES staff had contributed, will be brought to the HES Board for discussion.	Denise Mattison	10 Feb 16		See paper HES 129/16.
HES/141215/060	<b>Chair's Report</b> To invite Cabinet Secretary to attend HES Board.	Denise Mattison	11 Feb 16		Added to Board Plan -7/8 July.
HES/141215/061	<b>Chair's Report</b> Corporate Plan Steering Group to consider wider stakeholder engagement in development of Corporate Plan.	Adam Jackson	31 Jan 16		Complete.
HES/141215/062	<b>CEO Report (HES 121/15)</b> Spending Review - to provide a bullet point briefing to the Board on announcement.	CEO/ Jennie Smith	21 Dec 15		Complete. Briefing issued – 17 Dec.
HES/141215/063	<b>CEO Report (HES 121/15)</b> Budget 2015/16 – authority provided for CEO to prioritise unallocated budget.	CEO	10 Feb 16		See paper HES 127/16.
HES/141215/064	<b>CEO Report (HES 121/15)</b> IS Project – circulate details of Project Board membership and staffing of operational business.	CEO/ Jo McCoy	31 Dec 15		Complete.
HES/141215/065	<b>CEO Report (HES 121/15)</b> To bring Digital Strategy to HES Board for decision.	Jo McCoy	10 Feb 16		See paper HES 133/16.
HES/141215/066	<b>CEO Report (HES 121/15)</b> Engine Shed - to build into corporate reporting.	CEO	10 Feb 16		See paper HES 130/16.
HES/141215/067	<b>CEO Report (HES 121/15)</b> Strategic Investment Plan - to bring proposals for developing the SIP to HES Board.	CEO	18 Mar 16		Added to Board Plan – 18 Mar.
HES/141215/068	<b>CEO Report (HES 121/15)</b> Collections – to update the Board on progress towards full options, condition, access, risks and issues as part of the next CEO Report.	CEO	10 Feb 16		See paper HES 130/16.
HES/141215/069	<b>Edinburgh Castle</b> To bring a masterplan for the Castle and the PIC estate to HES Board (timetable to be confirmed).	CEO	tbc		In progress.
HES/141215/070	To plan Board meeting at Stirling Castle.	CEO/ Denise Mattison	7/8 Jul 16		Added to Board Plan – 7/8 Jul.
HES/141215/071	<b>Budget 2016-17</b> To develop and bring to HES Board budget proposals for 2016-17.	CEO/ Jennie Smith	10 Feb 16		See paper HES 127/16.

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## ACTIONS ARISING - CARRIED FORWARD FROM PREVIOUS MEETINGS

Actions arising from HES Board Meetings					
Action Ref	Action/Decision	Lead	Due Date	Comment	Progress
HES/210915/025	<b>Insurance and Indemnity (HES 70/15)</b> Further adjustments should be made to the draft business case – authority to sign off delegated to Chair and Trudi Craggs.	CEO	30 Nov 15	Carried Forward	SG have agreed to discuss and indicated there may be some areas where they accept the case for insurance. Meeting scheduled for 23 February.
HES/231015/039	<b>Heritage Management: Regulation and Board Engagement (HES 88/15)</b> <ul style="list-style-type: none"> <li>To establish appropriate escalation routes.</li> <li>To pass Protocol between HES and Sponsor to HES Board, along with comparators.</li> </ul>	Barbara Cummins/ Paul Smart	9 Dec 15	Carried Forward	A paper is being prepared and will be circulated by email.
HES/231015/047	<b>Grants (HES 97/15)</b> To bring forward findings from the Grants Review to HES Board.	Martin Fairley	18 Mar 16	Carried Forward	Added to Board Plan -18 Mar.
HES/161115/050	<b>Business model Implementation Plan (HES 104/15)</b> <ul style="list-style-type: none"> <li>To develop HESe Business Plan further;</li> <li>To develop Charging Policy for areas not covered by the Scheme of Delegation.</li> </ul>	CEO	18 Mar 16 10 Feb 15	Carried Forward	Added to Board Plan - 18 Mar.
HES/161115/053	<b>Transition Business Plan 2015-16 (HES 107/15)</b> Subject to proposed amendments revised Transition Business Plan approved: for submission to the Cabinet Secretary and publication.	Adam Jackson	2 Dec 15	Carried Forward	SG sign-off received on 22 Dec. TBP published on the website.
HES/161115/054	<b>Risk Register (HES 108/15)</b> HES SMT to review the draft risk register in light of Board discussion. Detailed consideration of the operation of risk management framework remitted to ARC.	Paul Smart	10 Feb 16	Carried Forward	See HES 130/16
HES/161115/056	<b>Information Governance (HES 109/15)</b> To bring forward to HES Board a comprehensive Information Management Policy, including training.	Jennie Smith	18 Mar 16	Carried Forward	In progress.
HES/161115/057	<b>Chief Executive's Report (HES 110/15)</b> CEO to develop action plan following staff survey for discussion with the Staffing Committee.	CEO	Feb 16	Carried Forward	In progress.
HES/161115/057	<b>Transition Programme Closure (HES 111/15)</b> The Transition Programme to close by 31 December CEO responsible for allocating mainstreaming responsibilities.	CEO/ Paul Smart	31 Dec 15	Carried Forward	Final Programme Board held on 10 Dec.

## MINUTES OF OPEN SESSION AND ACTIONS



### HISTORIC ENVIRONMENT SCOTLAND

#### MINUTES OF BOARD MEETING HELD ON 16 NOVEMBER 2015

John Sinclair House, Edinburgh

#### **Present:**

Jane Ryder, Chair  
Janet Brennan  
Andrew Holmes  
Paul Stollard  
Ken Thomson  
Alan Clarke  
David Gaimster  
Coinneach Maclean  
Fiona McLean

#### **In attendance:**

Paul Smart, Head of Governance and Performance  
Diana Murray, Senior Executive  
Jennie Smith, Head of Finance  
Stephen Duncan, Director, Commercial and Tourism  
Adam Jackson, Head of Corporate Affairs  
Martin Fairley, Head of Investments  
Kari Coghill, Head of Business Development & Enterprise  
Gary Sharp, Head of the Programme Office  
David Ambers, the Leith Agency  
Brian Cane, the Leith Agency  
David Paris, Head of Records Management  
Roger Green, Secretary

#### **Introduction and Apologies**

1. The Chair welcomed everyone to the Board meeting. There were apologies from Trudi Craggs and Chief Executive.

#### **Declaration of Interests**

2. There were no declarations of interest.

## MINUTES OF OPEN SESSION AND ACTIONS

### Minutes of 23 October 2015 Board meeting and tracker (HES 102/15, HES 103/15)

3. The minutes of meeting were approved with one amendment.
4. The Action Tracker was reviewed, noting that there were still administrative actions that remained outstanding which the Chair requested completed by 30 November.

[Stephen Duncan, Martin Fairley and Kari Coghill joined the meeting]

### Chair's Report

5. The Chair reported on a very successful conference in Dundee celebrating one year since launch of the Historic Environment Strategy. The conference was extremely well attended with much lively discussion. She particularly thanked HES staff who helped organise the event.
6. She also noted the meeting with the Chair and Director of NGS, which had been discussed in the earlier Closed Session. Board members had welcomed and endorsed the outcome and the approach taken. The Board confirmed that the Chief Executive should now take forward as a priority the further assessment of all HES investment options for consideration by the Board.

**Action: Chief Executive**

### Business Model Implementation - Business Plan (HES 104/15)

7. The Board welcomed the first draft of the Business Plan for the trading arm of HES and discussed the questions posed. The Board gave a clear steer on the potential remit of the trading arm, while addressing the key requirements to fully implement the plan. The Board recognised the need to consider investment priorities and challenges in developing commercial activities.
8. A small working group will develop the plan and it will be brought back to the Board in February for its approval.

**Action: Stephen Duncan**

[Stephen Duncan and Kari Coghill left the meeting]

### Scran Trading Subsidiary (HES 105/15)

9. HES Board considered and approved the recommendation for the creation of a second subsidiary company for HES as license holder for the purposes of completing the transfer of the trading activities of Scran to HES. Staff should proceed to seek Scottish Government consent.

**Action: Martin Fairley**

[Martin Fairley left the meeting]

### Financial Overview and Analysis (HES 106/15)

## MINUTES OF OPEN SESSION AND ACTIONS

10. The Board considered the in-year budgetary position and noted that preparations were in hand for budgetary planning for 2016-19. The Board emphasised the importance of aligning financial planning with the delivery of the new Corporate Plan. Chief Executive to take forward discussions with SG on budget on this basis.

**Action: Chief Executive**

[Adam Jackson joined the meeting]

### **Transitional Business Plan 2015-16 (HES 107/15)**

11. The proposed approach to finalising the revised Transition Business Plan was considered and agreed to. Subject to any further comments from the Board the revised version of the Plan will be finalised for submission to the Cabinet Secretary together with an accompanying letter from the Chair. It was agreed that the revised plan should be published on the HES websites.

**Action: Board and Adam Jackson**

[Adam Jackson left the meeting]

### **Audit and Risk Committee report – 28 October (HES 108/15)**

12. Andrew Holmes provided a verbal update to the Board covering salient points from the last Audit and Risk Committee meeting. The Board noted the position regarding the internal audit programme and confirmed the request that Internal Audit action the audit of the new Heritage Management regulatory systems and processes.

**Action: Audit and Risk Committee**

13. The Board reviewed the initial Risk Register. There was general agreement on the thematic approach to identification, with the Board identifying some additional strategic level risks. Drawing on other experience, the Board recommended that risks be specifically linked to strategic objectives, and consideration be given to alternative presentation of information. The Board expected that HES SMT will be fully engaged in developing the risk framework, and that the framework will include management at SMT level, as well as escalation routes. ARC is requested to stand over the development and routine operation of the system, with the Board addressing risk overall (including seeing the Strategic Risk Register).

14. The Board agreed that the risk framework should be developed and presented to the Audit and Risk Committee for its meeting on 20 January, and thereafter to the Board.

**Action: Paul Smart**

### **Organisational Identity (verbal update and presentation)**

## MINUTES OF OPEN SESSION AND ACTIONS

15. The Leith Agency had incorporated Board feedback on options for an HES corporate identity and logo and presented the latest proposals which the Board discussed. Following testing of selected options the Leith Agency will present its findings on a preferred approach for Board consideration at its meeting in December.

**Action: Tamsin Russell**

[David Paris joined the meeting]

### Information Governance (HES 109/15)

16. The Board considered and approved the draft Data Protection Policy and the proposal to implement the Model FOI Publication Scheme. HES will submit the Model Scheme to the Scottish Information Commissioner. The Board commended the work undertaken towards a comprehensive Information Management Policy, including Corporate Training.

**Action: Jennie Smith  
And Adam Jackson**

[David Paris left the meeting]

### Chief Executive's Report (HES 110/15)

17. In the absence of the Chief Executive, Paul Smart provided the Board with an update drawing on the Chief Executive's Report with a focus on the strategic context, operational developments and financial reporting.
18. The Engine Shed Project remained the subject of interest and some assurance was taken from the latest project performance reports regarding the construction timetable and associated budgetary adjustments. It was noted that the Engine Shed is of great importance as an anchor development for Stirling.
19. The IS transition project was discussed and the Board updated on a possible delay owing to data transfer issues. It was reported that work was in hand to develop a solution.
20. The HES staff survey summary corporate results were discussed. The Chief Executive is to provide a comprehensive analysis and develop an action plan following the staff survey for initial consideration by the Staffing Committee.

**Action: Paul Smart  
And Chief Executive**

21. The Board agreed to make use of the Scottish Government framework for legal services and undertake a procurement exercise for legal services for 2016 onwards.

**Action: Chief Executive**

[Gary Sharp joined the meeting]

### Transition Programme Closure proposals (HES 111/15)

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22. The Board considered proposals for programme closure and confirmed that it should close by 31 December 2016. The Chief Executive will assume responsibility for mainstreaming transition activity, monitoring and reporting on benefits realisation, and lessons learnt. The Board noted there will be a final Gateway review which will address Programme performance. The Board also discussed the possibility of other independent evaluation.

[Gary Sharp left the meeting]

### **HES Board Forward Plan (HES 112/15)**

23. Board discussion focussed on the next Board meeting on 14 December at Edinburgh Castle. Paul Stollard explained proposals for tours of the Castle focussing on Castle masterplan, sustainability, conservation issues and infrastructure. Arrangements for the rest of the day's business were also discussed, including arrangements for Leith Agency returning to discuss HES logo presentations with the Board. Paul Stollard is to finalise the agenda with Denise Mattison.

**Action: Paul Stollard  
And Denise Mattison**

### **Any Other Business**

24. There was none.

**Date of Next Meeting: 9.30am 14 December, Edinburgh Castle**

## MINUTES OF OPEN SESSION AND ACTIONS



### HES BOARD LIVE ACTIONS

Actions arising from HES Board Meetings				
Action Ref	Action/Decision	Lead	Due Date	Update – 14 Dec
HES/210915/025	<p><b>Insurance and Indemnity (HES 70/15)</b></p> <p>Further adjustments should be made to the draft business case – authority to sign off delegated to Chair and Trudi Craggs</p>	Chief Executive	30 November (for sponsorship meeting 2 December)	<p>Business case to be finalised prior to sponsorship meeting on 2 December.</p> <p>SG has acknowledged receipt of business case and is taking advice.</p>
HES/231015/038	<p><b>HES and Delivering Our Place in Time (HES 89/15)</b></p> <p>The Board concluded that Diana Murray's paper can be drawn on in further discussion regarding how support for the Strategy is engineered &amp; resourced for the Sector as a whole. Chief Executive to discuss with David Seers, SG. Briefing to be provided to the</p>	CEO	For Strategy Forum meeting on 9 December	CEO to report to Board on discussions with Scottish Government re delivery of the Strategy

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Actions arising from HES Board Meetings				
Action Ref	Action/Decision	Lead	Due Date	Update – 14 Dec
	Board in time for Strategy Forum meeting on 9 December.			
HES/231015/039	<p><b>Heritage Management: Regulation and Board Engagement (HES 88/15)</b></p> <p>Further consideration required to establish the level of appropriate escalation and decision making and related role of the Board.</p>	Barbara Cummins	30 November (revised date)	Carried forward
	<p>The Board requested to see Protocols being developed for the relationship between HES and Scottish Government.</p>	Barbara Cummins	30 November (revised date)	Discussions with SG are ongoing regarding draft Protocols. Once these have been progressed they will be passed to the Board for consideration.
	<p>Comparison protocols for other NDPBs/Sponsors to accompany the draft.</p>	Paul Smart	30 November (revised date)	

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Actions arising from HES Board Meetings				
Action Ref	Action/Decision	Lead	Due Date	Update – 14 Dec
<b>HES/231015/046</b>	<p><b>Catering contract extension (HES 96/15)</b>                      Board were content with the recommendation to continue working with Benugo subject to seeing legal advice to give reassurance about the contract status and subject to any Scottish Government approval required.</p>	Stephen Duncan	6 November	<p>SG confirmed authority not required.</p> <p>Board confirmed decision to proceed.</p>
<b>HES/231015/047</b>	<b>Grants (HES 97/15)</b>	Martin Fairley	March 2016	Grants review by Jura to be considered by the Board
<b>HES/161115/050</b>	<p><b>Business model Implementation Plan (HES 104/15)</b>                      As well as providing further clarity in certain areas HES staff to explore diversification of income generation. HES to develop appropriate charging policy for areas not covered by the Scheme of delegation</p>	Chief Executive	February 2016	In progress.

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Actions arising from HES Board Meetings				
Action Ref	Action/Decision	Lead	Due Date	Update – 14 Dec
<b>HES/161115/051</b>	<p><b>Scran Trading Subsidiary (HES 105/15)</b></p> <p>The Board approved the recommendation for the creation of a second subsidiary company for HES as licence holder. Proceed to seek SG consent</p>	Martin Fairley.	30 November	SG approval received.
<b>HES/161115/052</b>	<p><b>Financial Overview and Analysis (HES 106/15)</b></p> <p>The Board discussed the papers and provided feedback on in year position and future modelling.</p>	Chief Executive	30 November	Chief Executive lead discussion with SG
<b>HES/161115/053</b>	<p><b>Transitional Business Plan 2015-16 (HES 107/15)</b></p> <p>Subject to proposed amendments revised Transition Business Plan approved: for submission to the Cabinet Secretary and publication.</p>	Adam Jackson	Prior to sponsorship meeting 2 December	Transition Business Plan has been submitted to SG – awaiting final sign off.

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Actions arising from HES Board Meetings				
Action Ref	Action/Decision	Lead	Due Date	Update – 14 Dec
HES/161115/054	<p><b>Risk Register (HES 108/15)</b> HES SMT to review the draft risk register in light of Board discussion. Detailed consideration of the operation of risk management framework remitted to ARC</p>	Paul Smart	February 2016	In progress
HES/161115/055	<p><b>Organisational Identity (Verbal update and presentation)</b> Leith Agency to incorporate Board feedback on HES logo options and return to the Board in Dec.</p>	Tamsin Russell	7 December	Presentation at Board meeting on 15 December
HES/161115/056	<p><b>Information Governance (HES 109/15)</b> The Board approved the Data Protection Policy and FOI Publication Scheme for submission to the Scottish Information Commissioner. HES to develop a comprehensive Information Management Policy, including corporate training.</p>	Jennie Smith	March 2016	In progress

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Actions arising from HES Board Meetings				
Action Ref	Action/Decision	Lead	Due Date	Update
HES/161115/057	<b>Chief Executive's Report (HES 110/15)</b> CEO to develop action plan following staff survey for initial consideration by the Staffing Committee.	CEO	February 2016	In progress
HES/161115/057	<b>Transition Programme Closure (HES 111/15)</b> The Transition Programme to close by 31 December CEO responsible for allocating mainstreaming responsibilities	Paul Smart Chief Executive	31 December	In progress.  Final Programme Board was held on 10 December.

MINUTES OF OPEN SESSION



HISTORIC ENVIRONMENT SCOTLAND

MINUTES OF BOARD MEETING HELD ON 23 OCTOBER 2015

Longmore House, Edinburgh

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Andrew Holmes  
Paul Stollard  
Ken Thomson  
Alan Clarke  
David Gaimster

**In attendance:**

David Middleton, Chief Executive Designate  
Paul Smart, Acting Accountable Officer  
Diana Murray, Senior Executive  
Jennie Smith, Head of Finance  
Stephen Duncan, Director, Commercial and Tourism  
Adam Jackson, Head of Corporate Affairs  
Gary Love, Director of HR  
Barbara Cummins, Director of Heritage Management  
Martin Fairley, Head of Investments  
Tamsin Russell, Organisational Development Manager  
Janice Young, Head of Commercial Support  
Nick Thomas, Head of Commercial Performance & Systems  
David Amers, The Leith Agency  
Brian Coane, The Leith Agency  
Roger Green, Secretary

**Introduction and Apologies**

1. The Chair welcomed everyone to the first Board meeting since HES took up its full powers as the new lead public body for Scotland's historic environment. The Chair expressed her thanks for all the hard work from both the Board and HES staff that went into enabling the smooth transition into HES.

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2. There were apologies from Coinneach Maclean, Fiona McLean and Trudi Craggs.

**Declaration of Interests**

3. There were no declarations of interest.

**Minutes of 21 September 2015 Board meeting and tracker (HES 86/15, HES 87/15)**

4. The minutes of meeting were approved without amendment.
5. The Action Tracker was reviewed, noting that there were a number of administrative actions that remained outstanding which the Chair requested these be completed by 6 November. Changes to current draft Board agendas for November and December were agreed, including Business model implementation.

[Barbara Cummins joined the meeting]

**Heritage Management: Regulation and Board Engagement (HES 88/15)**

6. The Functions and Oversight paper, with a summary of internal process, was well received by the Board. However, the Board felt that as a matter of governance, the role of the Board required further consideration to establish the level of appropriate escalation and decision making. The December meeting at Edinburgh Castle offered a good opportunity to see what is proposed “ in practice” and the approach as fully developed should be appropriately reflected in the internal Scheme of Delegation. The Board also recommended priorities for internal development to assist decision making.
7. The Board noted the position in relation to WHO sites, where the state party is the UK. HES staff are liaising with Scottish Government policy team. Meanwhile Protocols for the relationship between Heritage Management and Scottish Government across all departments, are being developed to supplement their formal Framework Agreement. The Board asked to see the draft Protocol for the next Board meeting in November.
8. The latest Significant Cases spreadsheet was circulated to the Board. The Board agreed circulation in this format at present and the position can be reviewed in the New Year.

**Action: Barbara Cummins and Paul Smart**

[Barbara Cummins left the meeting]

**HES and Delivering Our Place in Time (HES 89/15)**

9. HES Board discussed the paper and the nature of HES relationships with other interested parties, including those to whom HES currently provides grants.

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10. It was agreed that the information should be used as a basis for further discussion regarding how support for the Strategy is engineered and resourced for the Sector as a whole. David Middleton to discuss this with Culture and Historic Environment Division, Scottish Government. Briefing is to be provided to the Board in time for the next meeting of the Strategy Forum on 9 December.

**Action: David Middleton**

[Tamsin Russell, David Amers, The Leith Agency, Brian Coane The Leith Agency joined the meeting]

**Organisational Identity (HES 94/15)**

11. David Amers and Brian Coane provided a presentation on potential straplines and logos. This was discussed by the Board along with, vision, mission and values and branding options. The Board discussed in detail and agreed substantive text, including the values.
12. Final finessing of the wording for vision and mission was delegated to Alan Clarke, Fiona McLean and David Gaimster to discuss the following week, to revise and agree final wording for sign off and for inclusion in the next draft of the Corporate Plan.
13. Following a lively discussion of branding options, David Gaimster, Tamsin Russell and Alan Clarke are to meet Leith Agency to discuss revised branding options on 3 November.

**Action: Tamsin Russell**

[David Gaimster, Tamsin Russell, David Amers, The Leith Agency, Brian Coane The Leith Agency left the meeting]

[Adam Jackson joined the meeting]

**Corporate Planning**

14. The latest version of the consultation draft of the Corporate Plan was circulated to the Board for comment, to be read with various Impact Assessments already circulated. The Board were pleased with the work that gone into this and approved all the amendments to date. The Board noted that the Steering Group are to undertake a final review of the Business Regulatory Impact Assessment. Feedback was provided by the Board to be incorporated into the draft. The final drafts should be available to the Board w/c 2 November, with formal launch agreed on 16 November.

**Action: Adam Jackson**

[Adam Jackson left the meeting]

**MINUTES OF OPEN SESSION****Accountable Officer's Report (HES 90/15)**

15. Paul Smart updated the Board with the contents of the Accountable Officer's Report focussing on strategic context, operational developments and financial reporting. Paul highlighted that there have been positive achievements in the preparations for 1<sup>st</sup> October including conclusion of the Framework Document and Scheme of Delegation.
16. It was noted that there have been discussions with the Scottish Government regarding the status of contracts associated with its properties in care, and there are some issues still to be resolved. The Board asked for this to be considered by the Audit and Risk Committee.
17. There was discussion on the Engine Shed project and the Board noted, with some concern the position regarding project slippage and the potential impact on funding. This should be addressed as a priority and details reported to November HES Board.

**Action: Paul Smart**

**Finance Report (HES 91/15)**

18. Jennie Smith updated the Board on the contents of the Finance paper. The Board noted the paper and provided feedback on priorities for any underspend for discussion with Scottish Government.

**Action: Jennie Smith**

19. It was noted that Scottish Government had requested updated submissions on capital projects to be considered as part of the Comprehensive Spending Review. These have been submitted on the basis of previous internal discussion, but HES overall investment requirements now need to be thoroughly reviewed in light of developments, including the Scheme of Delegation. This is a priority for the CEO. Meanwhile the Chair to raise with the Scottish Government to understand issues of timing.

**Action: Chair then CEO**

**Transition Business Plan (HES 92/15)**

20. The Board discussed the general proposals for revising the Transition Business Plan and requested a proposed plan be considered at its next meeting.

**Action: Adam Jackson**

**Transitional Programme (HES 93/15)**

21. Proposals for full programme closure for 31 December are to be brought to the Board meeting on 16 November. The Board asked that Organisational Development be mainstreamed and sit under the Chief Executive before closure, since the Organisational Identity work is now close to completion and emphasis shifts to implementation, including the incorporation of values and culture in practice.

**MINUTES OF OPEN SESSION**

22. There was discussion of the IS project and the Board noted, with concern the position regarding further project slippage and the potential requirements for further funding. This should be addressed as a priority and progress with the IS Transition Project is to be provided to the November HES Board.

**Action: Paul Smart**

[Stephen Duncan, Nick Thomas and Janice Young joined the meeting]

**Business Overview – Commercial and Tourism (HES 95/15)**

23. Stephen Duncan, Nick Thomas and Janice Young provided a presentation, detailing Commercial and Tourism key duties, performance and budget forecasting, challenges and future thinking.

24. The Board welcomed and discussed the associated Commercial and Tourism paper which summarised the scope, achievements, and plans of the Directorate. The Board requested some further information regarding profit and loss across the Estate.

**Action: Stephen Duncan**

**Catering Contract Extension (HES 96/15)**

25. Stephen Duncan updated Board members on options relating to the catering contract across staffed sites. HES Board were content with the recommendation in the paper, subject to reassurances being provided and subject to any Scottish Government approval required.

**Action: Stephen Duncan**

[Stephen Duncan, Nick Thomas and Janice Young left the meeting]

[Martin Fairley and Gary Love joined the meeting]

**Grants (HES 97/15)**

26. Martin Fairley provided an overview of the HES Grants Programme report including current financial commitment, work done on the analysis of the current Grant Schemes and how the grant schemes might develop in the future. Board discussion included questions as to current internal process, and when changes might be introduced. Time factors precluded a fuller discussion and this is a topic to which the Board should return.

**Action: Stephen Duncan**

[Martin Fairley and Gary Love left the meeting]

**SCRAN**

Noting the interest of Diana Murray as a SCRAN Trustee, the Board noted that a draft transfer agreement had been sent to the Scran Trust by MacRoberts and that an exchange of letters had taken place to allow continued trading between HES and Scran on pre-existing terms. The Board was pleased to learn that Scran had undertaken to resolve matters at an early date and that MacRoberts were considering how best the transfer might be effected.

**MINUTES OF OPEN SESSION**

**Any Other Business**

27. There was brief discussion regarding the Board Protocol but agreed this should be adopted now in current form; it can be reviewed and expanded at a later date in light of experience.

**Date of Next Meeting: 10am 16 November, John Sinclair House, Edinburgh**



**HISTORIC ENVIRONMENT SCOTLAND**

**MINUTES OF BOARD MEETING HELD ON 21 SEPTEMBER 2015**

**IET Glasgow: Teacher Building, 14 St Enoch Square, Glasgow G1 4DB**

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Trudi Craggs  
Andrew Holmes  
Fiona McLean  
Paul Stollard  
Ken Thomson  
Alan Clarke  
David Gaimster  
Coinneach Maclean

**In attendance:**

Ian Walford, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Transition Programme, HS & RCAHMS  
Gillian Milne, Indemnity and Legal Project Manager  
David Mitchell, Director of Conservation  
Jennie Smith, Head of Finance, HS  
Kari Coghill, Head of Business Development  
Tamsin Russell, Organisational Development Manager  
Lisa McGraith, Director of Communications  
Martin Fairley, Head of Investments  
David Amers, The Leith Agency  
Brian Coane, The Leith Agency  
Gary Sharp, Secretary

**Guests:**

Graeme Purves, Chair of BEFS  
Euan Leitch, Director of BEFS

**Introduction and Apologies**

1. The Chair welcomed everyone to the meeting of the HES Board. Gary Sharp assumed the role of Secretary in the absence of Malcolm Bangor-Jones. Diana Murray, Joint Chief Executive, HS & RCAHMS offered her apologies.

**Declaration of Interests**

2. There were no declarations of interest at the outset but note item 27

**Minutes of 24 August 2015 Board meeting and tracker (HES 68/15, HES 69/15)**

3. The minutes of meeting were approved without amendment.
4. The Action Tracker was updated in the light of progress made against action points.
5. **Heritage Management and Regulation:** the Board noted the outline decision tree but felt that more information was required. It was agreed it would be timely to have a detailed presentation on the whole topic of Heritage Management and HES role at the October Board. Without compromising the decision making process, the Board requested a moratorium on new scheduling decisions pending more information. The Board also requested staff ensure advance notice to the Board of "hot topics".
6. The Board recommended to the Audit and Risk Committee that internal auditors should undertake an early audit of the new regime in operation from 1 October.  
**Action: Barbara Cummins to present to October Board.**  
**Action: ARC members to relay request to the Audit and Risk Committee at the next meeting (October).**

[Gillian Milne joined the meeting]

**Insurance Business Case (HES 70/15)**

7. HES Board noted the content of the draft of business case and agreed that it would benefit from strengthening the narrative to recognise the implications of charity status, including treatment of restricted funds, and some include comparative detail. The Board particularly queried the position re NARA insurance which was to be clarified. Authority was delegated to the Chair and Trudi Craggs to sign and submit the revised business case  
**Action: Gillian Milne to further develop the draft for 1 October**

**Grants Review: Timeframe** (verbal update)

8. Ian Walford provided an update on the work taken forward to establish the optimum time for a grants review. The Board requested a paper detailed options and including details around total future commitments.

**Action: Paul Smart to develop the proposal**

**Chief Executive's Report** (HES 71/15)

9. Ian Walford provided an overview of performance to date against the Transition Business Plan and associated financial plans. There was discussion of the Engine Shed project, noting the possible implications of early slippage. The Board requested assurances re project management to ensure that there will be no further delays .
  10. Given the scale of the project and associated risks, members agreed that a presentation on project progress, how the project interacts with other activities and contractor performance would be timely and beneficial.
- Action: Paul Smart and Peter Buchanan**

[David Mitchell, Jennie Smith and Kari Coghill joined the meeting]

**HES Board Standing Orders** (HES 72/15)

11. The HES Board approved the paper with minor amendments.

**HES Framework Document** (HES 73/15)

12. The Board was content with the most recent draft. On receipt of the final Framework Document and side letter, the Chair is to formally respond to Scottish Government.
- Action: Chair**
13. The Board also noted that the formal Letter of Guidance has now been issued by the Cabinet Secretary. The Chair drew attention to the final , very helpful, changes to the Letter.

**Statutory Scheme of Delegation** (HES 74/15)

14. David Mitchell updated the Board regarding progress in relation to the Statutory Scheme of Delegation. There have been further discussions with Scottish Government colleagues on a range of issues. The work to date has been well received and discussions have been positive.
15. The Board congratulated David and his team for their efforts and with one or 2 suggested minor changes, agreed the content of the draft Scheme and associated documentation. The Board discussed and suggested changes to the draft cover letter from the Chair, to ensure that the Scheme is set in the wider context of HES overall responsibilities

**Action: David Mitchell to negotiate changes with SG . Authority for final sign off delegated to the Chair and Paul Stollard**

**Business Model: Business Plan Update (HES 75/15)**

16. Jennie Smith and Kari Coghill provided the Board with an update on the development of a HESE Business Plan. Discussion included the possible impacts to the business from any delay to implementation. It was agreed that a full Business plan, including financial, modelling of different options, and with implementation timetable be presented to the Board in November

**Action: Kari Coghill**

**Corporate Governance: Scheme of Internal Delegation (HES 76A/15)**

17. The Board approved the draft with minor amendments.
18. The Board requested details legal action underway (both being taken and defended).

**Action: Jennie Smith**

**Corporate Governance: Corporate Learning (HES 76B/15)**

19. Paul Smart provided an overview of the approach proposed following the approval of the scheme of internal delegation. The corporate approach was welcomed however, the Board recommended tailored learning for senior management as a priority.

**Action: Paul Smart and Gary Love to secure expert external advice.**

[David Mitchell, Jennie Smith and Kari Coghill left the meeting]

### **BEFS Session**

[Graeme Purves, Chair of BEFS and Euan Leitch, Director of BEFS Joined the meeting]

20. The Chair welcomed the guests from BEFS and introduced the session, outlining the points for discussion; namely, how our guests see the relationship between HES and BEFS evolving, particularly looking towards the development of the first Corporate Plan.
21. A variety of matters were discussed, including:
- Closer collaboration;
  - The impact of service cuts at Local Authorities and the risks to the sector;
  - The expectations of HES in supporting the delivery of 'Our Place in Time'; and
  - What success should look like

[Break for informal lunch with Graeme Purves and Euan Leitch]

**Organisational Identity** (Presentation and HES 77/15)

[Tamsin Russell, David Amers, The Leith Agency, Brian Coane The Leith Agency and Lisa Nicholson joined the meeting]

22. Tamsin Russell introduced both David Amers and Brian Coane to the Board and handed over to them for the presentation.
23. The Board was presented with the outcomes from focussed external consultations around the name of the organisation, the direction of the brand, and views around the purpose, vision and values.
24. Members welcomed the presentation , discussed the outcomes and agreed that Historic Environment Scotland (H.E.S.) should be retained as the name for the new organisation and that the domain name should be established as HES.scot. This should be communicated to all staff.  
**Action: Lisa McGraith and Tamsin Russell.**

**Communications** (HES 78/15)

25. Lisa McGraith updated the Board on Communications activity and plans publicising HES in the months ahead.
26. Members welcomed the plans outlined and recommended some further options for consideration around the December meeting at Edinburgh Castle which would offer an overview of the key challenges for the site, but contained within a day.

[Lisa Nicholson left the meeting]

**Corporate Planning Update** (HES 79/15)

27. Paul Smart provided an update on progress regarding the Corporate Plan, highlighting the discussion at the recent meeting of the Steering Group on 2 September. It was agreed that a consultation draft and associated documents would be presented to the Board in October.
28. The Board discussed the content including draft KPIs in the paper. In advance of the next meeting, further comments to the current draft, including the Key Performance Indicators (KPIs) should be offered to Dr Fiona McLean as Chair of the Steering Group.

**SCRAN: Transfer Agreement** (HES 80/15)

[Martin Fairley joined the meeting]

29. The Board noted that Diana Murray is a Trustee of SCRAN. To avoid the conflict of interest in the proposed transfer, arrangements had been put in place. Diana had instructed solicitors on behalf of the SCRAN Trustees, while

HS staff instructed solicitors on behalf of HES. Ian Walford as Accountable Officer was available to advise the HES Board.

30. The Chair declared that she had been a Trustee of SCRAN from 1995-2003 (before the move to the present arrangements with RCAHMS). It was agreed this did not represent a conflict of interest in the present circumstances.

31. Martin Fairley introduced the paper and draft agreement tabled, following discussion with the Chair and Trudi Craggs. The Board confirmed agreement with the recommendations made by McRoberts re the transfer route. Martin confirmed that the meeting of SCRAN Trustees planned for 25 September would be able to consider the proposal: on this basis there was a reasonable assumption that the transfer could be in place for 1 October.

**Action: Martin Fairley to instruct MacRoberts as agreed**

[Martin Fairley left the meeting]

**Transition Programme** (HES 81/15 and HES 82/15)

32. Paul Smart provided members with an overview of progress to date around the Transition Programme. The Board noted progress.

33. Paul Smart outlined proposals for formal programme closure: noting that there is a long tail re IT roll out but that other work streams should complete for December, the Board requested formal closure for 31 December.

**Action: Paul Smart / Gary Sharp to prepare formal plan for Board on 23 October**

**HES Board Forward Plan** (HES 83/15)

34. The Board considered the Plan. The October HES Board will be held in Edinburgh.

**HES Audit and Risk Committee** (verbal update)

35. Trudi Craggs provided an update to members following the first meeting of the HES Audit and Risk Committee on 9 September. The Board noted and agreed minor amendments requested to the Terms of Reference for the Committee. The next meeting in October will look at the formation of the HES Corporate Risk Register, allowing the Board to review as a whole at the November Board meeting.

**Any Other Business**

36. There was none.

**Date of Next Meeting: 10am 23 October, Longmore House, Edinburgh**

MINUTES OF OPEN SESSION



HISTORIC ENVIRONMENT SCOTLAND

MINUTES OF BOARD MEETING HELD ON 24 AUGUST 2015

John Sinclair House, Edinburgh

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Trudi Craggs  
Andrew Holmes  
Fiona McLean  
Paul Stollard  
Ken Thomson  
Alan Clarke  
David Gaimster  
Coinneach Maclean

**In attendance:**

Diana Murray, Joint Chief Executive, HS & RCAHMS  
Ian Walford, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Transition Programme, HS & RCAHMS  
David Mitchell, Director of Conservation  
Jennie Smith, Head of Finance, HS  
Kari Coghill, Head of Business Development  
Denise Mattison, Corporate Analysis and Performance Manager  
Robin Turner, Head of Survey and Recording, RCAHMS  
Lesley Ferguson, Head of Collections  
Adam Jackson, Head of Corporate Affairs, RCAHMS  
Tamsin Russell, Organisational Development Manager  
Lisa McGraith, Director of Communications  
Janet Hamblin, Baker Tilly  
Jim Burberry, Baker Tilly  
Roger Green, Secretary

**Guests:**

RCAHMS Commissioners (item 19 and 20 only)

**MINUTES OF OPEN SESSION****Introduction and Apologies**

1. The Chair welcomed everyone to the meeting of the HES Board. Roger Green assumed the role of Secretary in the absence of Malcolm Bangor-Jones.

**Declaration of Interests**

2. There were no declarations of interest.

**Minutes of 17 June 2015 Board meeting and tracker (HES 55/15, HES 56/15)**

3. The minutes of meeting were approved subject to minor amendment.
4. The Action Tracker was updated in the light of progress made against action points. Future Action Points should have a definite date for delivery or, by default, the deadline for delivery should be 10 days after the Board meeting.

**HES Strategy Landscape (HES 57/15)**

5. HES Board noted the content of the latest draft of the Strategy Map.

**Chief Executive's Report (HES 58/15)**

6. Ian Walford explained that trading had been good and online admissions were higher than expected. Income is being reforecast and reserves are being considered across the landscape. A quarterly Sponsorship meeting took place on 25 August. Items discussed included the Scheme of Delegation, Scran, and the Framework document.
7. HS Investment Team is carrying out stakeholder engagements around the current grants programmes, in the light of the creation of HES on 1 October. A timeframe for the Grants Review should be provided to the Board.
8. Within paragraph 9 of part one of the CEO Report, clarification should be required on what 'HES enabling maintenance' means.
9. Information on the Historic Environment Circular should be provided to the Board.

**Action: Joint Chief Executives****Transition Programme (HES 59/15)**

10. Paul Smart updated HES Board on delivering the Transition Programme for the establishment of HES.
11. The latest version of the Programme Status Report was discussed. Discussion focussed on the IS Project. Within the IS Project Performance Report the Board asked if there was a cap on expenditure regarding the

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Lockheed Martin work. A summary paper should also be provided to the Board detailing progress and options on the choice of domain name.

**Action: Paul Smart and Jo McCoy**

[David Mitchell joined the meeting]

**Statutory Scheme of Delegation (HES 60/15)**

12. David Mitchell updated the Board regarding progress in relation to the Statutory Scheme of Delegation. There have been further discussions with Scottish Government colleagues on a range of issues. The work to date has been well received and discussions have been positive.
13. The Board noted the content of the paper. The intention is to provide an agreed final version for the September meeting.

[David Mitchell left the meeting; Jennie Smith, Kari Coghill, Janet Hamblin and Jim Burberry joined the meeting]

**Business Model Implementation Options (HES 61/15)**

14. Jennie Smith, Kari Coghill and Janet Hamblin and Jim Burberry from Baker Tilly discussed the going live date for the new trading company (HESE). A workshop had been held with Baker Tilly to discuss the approach to this and the options set out in the paper to the Board. Discussion took place regarding accountability and governance surrounding the new trading arm.
15. The recommendation to proceed on 1 October is conditional on a satisfactory HESE Business Plan, with the intention to present this to the September Board. The HES Board requested that the HESE Business Plan include information on business constraints, risks, competitor analysis and online strategy.

**Action: Jennie Smith**

[Jennie Smith, Kari Coghill, Janet Hamblin and Jim Burberry left the meeting; Denise Mattison joined the meeting]

**Audit and Risk Committee Terms of Reference and Scheme of Internal Delegation (HES 62/15)**

16. HES Board were informed that David McGibbon agreed to Chair the HES Audit and Risk Committee. Paul Jardine, Commissioner to RCAHMS, Andrew Holmes and Trudi Craggs agreed to be Committee members.
17. The terms of reference were approved subject to some minor additions and amendments, including appropriate references to Equalities legislation.
18. Other minor changes were noted but the Board were otherwise content and approved both Terms of Reference for ARC and the Scheme of internal Delegation for implementation.

**MINUTES OF OPEN SESSION****Action: Denise Mattison**

[Denise Mattison left the meeting; Robin Turner joined the meeting]

**Survey and Recording** (presentation)

19. Robin Turner provided a presentation introducing the work of RCAHMS Survey and Recording Group, before leaving the meeting. A copy of the presentation was circulated to the Board after the meeting.
20. The Board then hosted a discussion and informal lunch with RCAHMS Commissioners, before visiting a market place event presented by staff. The Chair took the opportunity to announce the appointment of the new Chief Executive, David Middleton, currently and Chief Executive of Transport Scotland, who will join Historic Environment Scotland on secondment in mid-November.

[Lesley Ferguson joined the meeting]

**Collections** (presentation)

21. Lesley Ferguson provided a presentation on Collections, including the Granton Project.
22. The Board requested a copy of the Business Case for the National Collections Facility at Granton and an executive summary of stages involved, a timeframe including indication of any decision points for HES, details of where current storage is including ownership and condition.
23. Storage facilities should feature as part of a future HES Board tour.

**Action: Lesley Ferguson**

[Lesley Ferguson left the meeting; Adam Jackson joined the meeting]

**Corporate Planning Update** (HES 63/15)

24. Adam Jackson provided an update on progress regarding the Corporate Plan. Adam explained that when progressing the plan it is important to strike the right balance, being both collaborative and engaging. Adam advised the HES Board of the discussion which took place at the last Corporate Plan Steering Group meeting on 29 July.
25. Work has also begun on the environmental (SEA) and business regulatory (BRIA) and Equalities impact assessments for the Corporate Plan. The Steering Group will review progress on 2 September.
26. HES Board noted progress.

[Adam Jackson left the meeting; Tamsin Russell joined the meeting]

**MINUTES OF OPEN SESSION****Organisational Identity** (verbal update)

27. Tamsin Russell gave a verbal update on progress. This verbal update will be followed up with a supporting paper reviewed by the ISG for Organisational Identity and being sent for information only to the OD Project Board to reduce any lag in time.
28. The Discovery phase is well underway, facilitated by Leith Agency with various internal stakeholder 1:1 interviews already undertaken and more internal interviews completed by the end of August. An additional session for other HES Board members is in place for the 2nd September.
29. Four staff workshops are booked in Stirling, Edinburgh, Melrose and Fort George and an External Advisory Group has been created with six participants, with the first meeting scheduled for 16 September.
30. The Internal Steering Group is meeting on 9th September to discuss next steps and the next phases of the stream.
31. The Board noted the proposed delivery dates in line with the project plan. However given all the activity to date, the Board would like to see the outcomes from the Discovery phase, and would like these delivery dates accelerated with a view to early OI decisions at the September Board meeting. This will allow greater clarity for 1 October and for the Corporate Plan. The work on Brand identity should also be accelerated.

**Action: Tamsin Russell**

[Tamsin Russell left the meeting; Lisa Nicholson joined the meeting]

**Communications** (HES 64/15)

32. Lisa Nicholson updated the Board on Communications activity and plans publicising HES in the months ahead.
33. The Board noted the content of the Communications update. Discussion took place regarding the holding position for the for the web presence of HES as at 1 October. The Board were content with the proposed website messages, reflecting the change to HES.
34. Discussion confirmed the importance of the European Association of Archaeologists conference in Glasgow in September, and the Chair confirmed the invitation to speak at the formal dinner. Fiona McLean and Andrew Holmes will attend the Community Heritage Conference on 14 November 2015.

[Lisa Nicholson left the meeting]

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**HES Board Forward Plan (HES 65/15)**

35. The Board considered the Plan. The September HES Board will be held in Glasgow.

**Any Other Business**

36. There was none.

**Date of Next Meeting: 10am 21 September, Glasgow**

MINUTES OF OPEN SESSION



HISTORIC ENVIRONMENT SCOTLAND

MINUTES OF BOARD MEETING HELD ON 30 JULY 2015

Longmore House, Edinburgh

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Trudi Craggs  
Andrew Holmes  
Fiona McLean  
Paul Stollard  
Ken Thomson  
Alan Clarke  
David Gaimster

**In attendance:**

Diana Murray, Joint Chief Executive, HS & RCAHMS  
Ian Walford, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Transition Programme, HS & RCAHMS  
David Mitchell, Director of Conservation  
Jennie Smith, Head of Finance, HS  
Graham Turnbull, Head of Enterprises, RCAHMS  
Lisa McGraith, Director of Communications  
Adam Jackson, Head of Corporate Affairs, RCAHMS  
Tamsin Russell, Organisational Development Manager  
Martin Fairley, Head of Investments and Corporate Finance  
Gillian Milne, ICLL Transition Project Manager, RCAHMS  
Gregor Stark, Head of Estates, HS

Roger Green, Secretary

**Introduction and Apologies**

1. The Chair welcomed everyone to the meeting of the HES Board. There were apologies from Coinneach Maclean. Roger Green assumed the role of Secretary in the absence of Malcolm Bangor-Jones.

**MINUTES OF OPEN SESSION****Declaration of Interests**

2. A declaration of interest from Trudi Craggs was noted regarding the agenda item on Corporate Governance.

**Minutes of 17 June 2015 Board meeting and tracker**

3. The minutes of meeting were approved subject to minor amendment.
4. The Action Tracker was updated in the light of progress made against action points. The draft Digital Strategy was discussed. The Board requested more reference to customers and consumers to be included in the strategy. Individual Board members will provide feedback directly to Jo McCoy, copying in the rest of the Board.

**Action: Jo McCoy**

**NARA (HES 42/15)**

5. Diana Murray introduced the paper on the agreement between RCAHMS and NARA and the position on liability. The Board noted the content of the update.

**Chief Executive's Report (HES 43/15)**

6. Ian Walford congratulated Conservation Group for their work regarding the inscription of the Forth Bridge onto UNESCO's World Heritage list.
7. The Board agreed to discuss the Edinburgh Castle Water Towers project at the December meeting.
8. The Cabinet Secretary for Culture, Europe and External Affairs will issue a strategic letter of guidance prior to 1 October. The Board requested sight of the draft prior to issue.
9. The Board requested an overview of commercial performance and trends. Ian Walford explained that commercial income is higher than expected and there has been excellent performance in the trade sector. However, there are still uncertainties ahead that will need to be considered. The Board requested a key lessons report on commercial performance and trends.

**Action: Joint Chief Executives**

**Our Place in Time and the Contribution made by RCAHMS/HS (HES 44/15)**

10. Diana Murray explained to the Board the organisational structures for the Historic Environment Strategy, Our Place In Time's delivery. Following discussion, the Board agreed HES should consider future investment of resources towards delivery of the strategy. Recommendations should be provided to the Board detailing how HES could be more efficient in this area. Funding details should be included.

**Action: Joint CEOs**

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[Lisa Nicholson and Tamsin Russell joined the meeting]

**Communications (HES 45/15)**

11. Lisa Nicholson updated the Board on Communications activity and plans publicising HES in the months ahead. The Board requested a detailed paper regarding website proposals for 1 October launch and the subsequent fully developed website which would follow in 2016.
12. A holding statement explaining ongoing HES website proposals needs to be approved and in place prior to 1 October.  
**Action: Lisa McGrath**

**Organisational Identity (verbal update)**

13. Tamsin Russell, Project Manager for the Organisational Development project gave a verbal update on progress. Tamsin highlighted that a visual and verbal identity for HES is one of the agreed outputs for the stream but in addition to and in advance of the delivery of that output the two other agreed outputs will be delivered, Organisational Name and HES's Mission, Vision and Values.
14. A successful Kickstart meeting with the Internal Steering Group and the Leith Agency took place on the 29 July and set the tone, the ways of working and the ambition for this critical and pervasive piece of work that needs to be delivered within a tight timetable.
15. The Board noted Tamsin's update and requested a summary of progress.  
**Action: Tamsin Russell**

[Tamsin Russell and Lisa Nicholson left the meeting; Adam Jackson joined the meeting]

**Corporate Plan (HES 46/15)**

16. Adam Jackson invited the Board to note progress with the Corporate Plan and consider the attached draft of the Plan. The Board noted that choice of language should be reconsidered and clear objectives highlighted. Amongst these there needs to be more on investing in HES staff, internal engagement and consultation.
17. The Corporate Planning process should align with Organisational Identity.  
**Action: Adam Jackson**

[Adam Jackson left the meeting]

**Transition Programme (HES 47/15)**

18. Paul Smart presented highlights from the latest Programme Status report. The Strategy landscape is to be circulated to Board. The scope and remit of the

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forthcoming Gateway review are to be passed to Trudi Craggs and Chair as review interviewees.

**Action: Paul Smart**

**Information Systems (IS) Project (HES 47/15)**

19. The Board noted the content of the update paper.

[Graham Turnbull and Gillian Milne joined the meeting]

**Insurance and Indemnity (HES 48/25)**

20. The Board discussed the background paper and report presented by Graham Turnbull and Gillian Milne. The Board thanked the staff for the excellent work on this to date.

21. The Board were of the view that self insurance for occupier's liability is not appropriate. More detail and associated costs should be provided for a full suite of insurance requirements.

22. Assurances should be sought for Accountable Officers that existing legal contracts can transfer to HES.

**Action: Graham Turnbull**

[Graham Turnbull and Gillian Milne left the meeting]

**Corporate Governance (HES 49/15)**

23. The HES Board discussed proposals within the paper and requested staff to obtain agreement from solicitors and accountants currently advising HS/RCAHMS regarding Duty of Care letters to HES.

24. The Board agreed the principle of continuity for legal services and requested formal financial agreement from solicitors to extend contract for services for the remainder of the financial year

25. The Board agreed the principle of continuity for internal audit and requested formal agreement from SG Audit regarding the provision of their audit services for remainder of audit year at nominal cost.

**Action: Paul Smart**

26. The Board agreed proposals for establishment of the Audit and Risk Committee. The Chair is to take forward recruitment to HES Audit and Risk Committee.

**Action: Chair**

[David Mitchell, Gregor Stark joined the meeting]

**MINUTES OF OPEN SESSION**

**Statutory Scheme of Delegation (HES 50/15)**

27. David Mitchell updated the Board on the developing Scheme of Delegation, inviting them to note and comment on the activity underway. The Board requested reassurance regarding specific areas.
28. The Board requested assurance from legal advisors on the proposed text.
29. Further clarification should be provided on indemnities following earlier discussion of Insurance and indemnity and a communications plan should be developed for the Scheme of Delegation.
- Action: David Mitchell**

[David Mitchell and Gregor Stark left the meeting; Martin Fairley and Jennie Smith joined the meeting]

**Business Model Implementation (HES 51/15)**

30. Jennie Smith and Martin Fairley introduced the paper inviting the Board to discuss the approach and the work that is continuing to prepare a new trading arm for 1 October 2015. A Business Plan for the trading company should be provided.
31. Following discussion, the Board requested an options paper to be prepared for next Board meeting including 'pros' and 'cons' on deferring establishment of a trading arm beyond 1 October 2015
- Action: Jennie Smith**
32. The Board agreed the HES response to HEPU regarding implementation of the Business Model for HES
- Action: Chair, HES Board and Joint CEOs**

[Martin Fairley and Jennie Smith left the meeting]

**Transfer of Scran to HES (HES 52/15)**

33. Following a forthcoming meeting with Karen Watt, Diana Murray will report progress on Scran funding to the Board.
34. The Board noted that the impact study commissioned by Scran Trustees which is looking at Scran's contribution to education, culture and its wider users will be available to HES Board in October/November 2015.
- Action: Diana Murray**

**HES Board Forward Plan (HES 53/15)**

35. The Board considered the Plan and discussed holding the September meeting at a location outside Edinburgh.

**MINUTES OF OPEN SESSION**

**Any Other Business**

36. There was none.

**Date of Next Meeting: 10am 24 August 2015, John Sinclair House**



**HISTORIC ENVIRONMENT SCOTLAND**

**MINUTES OF BOARD MEETING HELD ON 17 JUNE 2015**

**John Sinclair House, Edinburgh**

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Andrew Holmes  
Fiona McLean  
Paul Stollard  
Ken Thomson  
Alan Clarke  
Coinneach Maclean  
David Gaimster

**In attendance:**

Diana Murray, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Transition Programme, HS & RCAHMS  
Lisa Nicholson, Director of Communications  
Jo McCoy, Head of Information Systems, HS & RCAHMS  
Thomas Knowles, Head of grants, HS  
Michelle Chambers, Think Consulting  
Simon Dickson, Think Consulting  
Roger Green, Secretary

**Introduction, apologies and declaration of interests**

1. The Chair welcomed everyone to the meeting of the HES Board. There were apologies from Trudi Craggs and Ian Walford. Roger Green assumed the role of Secretary in the absence of Malcolm Bangor-Jones.

**Minutes of 27 May 2015 Board meeting and tracker**

2. The minutes of meeting were approved and the following were discussed:

- the Chair confirmed she has written to our sponsor unit in the Scottish Government (HEPU) notifying it that the HES Board has approved the proposed partnership between RCAHMS / HES and the United States' National Archives and Records Administration (NARA). The Cabinet Secretary for Culture, Europe and External Affairs had responded positively.
- The Board to be issued the draft Business Model letter to Karen Watt, Director, Culture, Europe and External Affairs for information.
- Communications, the Corporate Plan, Organisational Identity and CEO Board report are all to appear as standing items on future HES Board agenda.
- Bòrd na Gàidhlig have written to Chair, HES Board to ask if HES will prepare a Gaelic language plan.
- The HES board meeting dates for the six months subsequent to September 2015 should be arranged.

**Matters arising****(i) Corporate plan (HES 32/15)**

3. Fiona McLean explained that she, Paul Smart and Adam Jackson met on 8 June to discuss taking forward work on the draft Corporate Plan. The meeting was useful and a revised version of the Project Brief and critical path were discussed along with the tone and design of the new Plan. Discussion also focussed on staff consultation and how to optimise this along with input from the Leith Agency into discussions on vision, mission and values. The Board welcomed the progress made. On a related matter the Board requested clarification on which Impact Assessments HES would be subject to and which of these are statutory requirements and which are not.

**Action: Paul Smart.**

**(ii) Organisational Identity**

4. An update was provided to the HES Board regarding work on Organisational Identity. This is part of the Organisational Development Project and the Leith Agency has been appointed to deliver it. Alan Clark and David Gaimster represent the HES board on the Steering Group. Alan Clark reported that a successful introductory meeting with the Leith Agency had taken place.

5. The Board requested:

- Strategic priorities arising from the Corporate Planning work should be fed to Leith Agency for inclusion within the project.
- An Organisational Identity progress report should be provided for the July meeting.
- The report should highlight the inter-relationship with the Communications Strategy and Corporate Planning.
- A pre-meeting should be arranged prior to the 'Kickstart' Briefing meeting. Chair HES Board, Alan Clarke, David Gaimster and a representative of the Communication Team should be invited to attend.

**Action: Tamsin Russell**

**(iii) Financial Planning Update (HES 33/15)**

6. The HES Board noted the content of the paper and approved the proposed approach.

**Chief Executive's Board Report (HES 34/15)**

7. The Board agreed that feedback to Joint CEOs on the frequency and content of the report be provided by Chair, HES Board and a weekly report should be provided to the Board on hot issues.

**Action: Chair, HES Board, to provide feedback**

**Action: Paul Smart to provide a weekly report**

[Lisa Nicholson joined the meeting]

**Communications (HES 35/15)**

8. Lisa Nicholson presented a paper and presentation inviting the Board to provide comment and feedback on the Shaping Our Future Board and Chair Engagement Plan and discuss the proposed Launch Handling Plan with a view to approval.
9. The Engagement Plan is to assist Board members with their engagement with key stakeholders and highlights potential opportunities for Chair and Board involvement. The draft Launch Handling Plan seeks to support the Board with the launch of the new body.
10. The Board welcomed the paper and presentation and requested Communications Team provide the Board with the present 'Shaping the Future' Communications Strategy document together with a copy of the launch handling plan presentation shown at the meeting.

**Action: Lisa Nicholson**

[Lisa Nicholson left the meeting and Barbara Cummins joined the meeting]

**Heritage Management and Regulation (HES 36/15)**

11. Barbara Cummins explained progress made towards achieving an appropriate and proportionate regulatory function within HES. The Board noted the general arrangements for decision making and requested that details of a decision making tree to Chief Executive and Board level explaining individual's roles and responsibilities. The Board asked that the decision making tree should be embedded in the internal scheme of delegation.

**Action: Barbara Cummins**

[Barbara Cummins left the meeting and Jo McCoy joined the meeting]

**IS Project (HES 37/15)**

12. Jo McCoy introduced a paper inviting the Board to note the steps being taken to deliver the IS Project. This is a key project within the transition programme. The project is a programme of work covering ten work streams providing for new and integrated IT services for HES. There are four key elements of the project which are:

- Coming off SCOTS (the Scottish Government's network) for Historic Scotland
- Moving onto the Scottish Wider Area Network (SWAN)
- Creating a core HES infrastructure to move onto
- Novating software licences to HES

13. The Board noted the paper and requested that a copy of the draft Digital Strategy should be circulated to the Board and a monthly IS project update should be included as part of the Transition Programme Performance report to the Board. The report should include financial and risk details.

**Action: Jo McCoy**

[Jo McCoy left the meeting and Thomas Knowles, Michelle Chambers and Simon Dickson joined the meeting]

### **Fundraising Strategy (HES 38/15)**

14. Following agreement by the Joint Senior Management Team Think Consulting Solutions were appointed to develop a stand-alone Fundraising Strategy for HES. Michelle Chambers and Simon Dickson from Think provided a presentation. The Board welcomed the progress made and reflected that developing a fundraising capability is a long term proposition that is complex in nature. The proposal in the strategy for the development of fundraising capacity for HES was also acknowledged.

[Thomas Knowles, Michelle Chambers and Simon Dickson left the meeting]

### **Committee Structure**

15. The Chair read the terms of reference to the Board for the Staffing Committee for its information.

### **Board Forward Plan**

16. The Forward Look was considered.

### **Any Other Business**

17. No other business was discussed.

**Date of Next Meeting: 10am 30 July 2015, Longmore House.**



**HISTORIC ENVIRONMENT SCOTLAND**

**MINUTES OF BOARD MEETING HELD ON 27 MAY 2015**

**Longmore House, Edinburgh**

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Trudi Craggs  
Andrew Holmes  
Fiona McLean  
Paul Stollard  
Ken Thomson  
Alan Clarke

**In attendance:**

Diana Murray, Joint Chief Executive, HS & RCAHMS  
Ian Walford, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Transition Programme, HS & RCAHMS  
David Mitchell, Director of Conservation  
Martin Fairley, Head of Investments and Corporate Finance  
Jim Burberry, Baker Tilly  
Janet Hamblin, Baker Tilly  
Gary Sharp, Head of Transition Programme Office  
Roger Green, Secretary

**Introduction and apologies**

1. The Chair welcomed everyone to the meeting of the HES Board. There were apologies from Coinneach Maclean and David Gaimster. Roger Green assumed the role of Secretary in the absence of Malcolm Bangor-Jones.

**Declaration of interests**

2. Board members confirmed they had returned their completed forms to Secretary.

## MINUTES OF OPEN SESSION – APPROVED 17 JUNE 2015

### Minutes of 26 March 2015 Board meeting and tracker

3. The minutes of meeting were approved.

The following were discussed in relation to the Action Tracker:

- the Chair confirmed she has written to Cabinet Secretary/HEPU in support of the Transition Business Plan.
- Chief Executive recruitment and NARA were discussed as separate agenda items.

### **NARA (HES 16/15)**

4. Diana Murray introduced the paper regarding proposals to develop an archive to archive partnership project with NARA, the US National Archives. The Board agreed to support the project and the RCAHMS/NCAP Digitisation Agreement with NARA (subject to Diana Murray providing assurance on insurance arrangements for RCAHMS staff working in the US with NARA staff) and that the Chair confirm the decision in writing with HEPU.

**Action: Diana Murray to confirm insurance.**

**Diana Murray to draft Chair letter for HEPU.**

**Chair to write to HEPU.**

### **Governance – Letter of Guidance**

5. The draft letter of guidance is with HEPU for consideration and therefore was not discussed.

### **Governance – Framework Document (HES 17A/15)**

6. Ian Walford introduced the paper on the Framework Document inviting the HES Board to discuss and consider the draft Document. The Board noted the terms of the Framework Document. This contains the normal standard provisions, including those relating to annuality which will have particular relevance to the Scheme of Delegation for properties in care and any long term financial strategy. The Board suggested further negotiation was needed, particularly on retention of income, asset sales and delegated levels of control. In the interests of transparency, the Chair recommended a specific reference to the Historic Scotland Foundation and the Board suggested It would also be helpful to have guidance on what might constitutes 'novel and contentious' expenditure. The Board authorised the Joint Chief Executive Officers to continue to negotiate on the terms of the Framework Document with the SG on behalf of HES.

**Action: Joint chief Executives.**

[David Mitchell joined the meeting]

### **Governance – Scheme of Delegation (HES 18/15)**

7. David Mitchell updated the Board on the developing Scheme of Delegation, inviting them to note and comment on the activity underway. The Board commended

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the proposed methodology for assessing the condition of PICs and appropriate standards, which were examples of best practice. However, the Board highlighted the requirement for a costing model as essential to allow the development of an appropriate asset management plan, including methodology for prioritising investment. This in turn would underpin the long term financial strategy HES would be required to develop and implement in order to be able to undertake necessary investment. There was uncertainty within the draft Scheme regarding provisions for 'indemnity and insurances' and intellectual property rights. David Mitchell also informed the Board about the development of a scheme for the associated collections. The Board authorised David Mitchell to continue to lead negotiations on behalf of HES with the SG on the terms of the Scheme of Delegation.

**Action: David Mitchell**

[David Mitchell left the meeting; Martin Fairley, Jim Burberry and Janet Hamblin joined the meeting]

### **Governance – Business model. (HES 19/15)**

8. Martin Fairley presented the Business Model paper recommending the Board agree the preferred option set out in the paper and authorise the necessary steps to put this in place. Following a full discussion with staff and the Baker Tilly further clarity was sought regarding the implications for VAT. Regarding internal governance, the Board noted the advice regarding membership of the Board of the trading company and also noted that the HS Foundation has invited a member of the HES Board to be a member of the its Board in due course. The Board agreed to approve the preferred business model, and agreed that the approval of the Cabinet Secretary be sought for the establishment of the preferred model including charitable status of HES and the creation of a trading subsidiary. Martin Fairley was asked to take forward associated actions on behalf of the Board.

**Action: Martin Fairley**

### **Financial Planning 2015-16. (HES 20/15)**

9. The Joint Chief Executive Officers presented the paper which sought to inform the Board of plans for the joint budget for the 2015-16 financial year; the management of in-year reserves; preparation for the 2015 Government-wide spending review and assessment of the medium and longer term outlook. The Board noted the budget and underlying assumptions and requested from the Joint CEOs an update at its July meeting on the development of financial planning and the associated financial performance framework for 2015-16.

**Action: Joint Chief Executives to take forward as above.**

[Martin Fairley, Jim Burberry and Janet Hamblin left the meeting]

### **HES Banking arrangements. (HES 21/15)**

10. The Board approved the use the Royal Bank of Scotland for banking services. Everyone present confirmed that they had returned their consent for credit checks forms.

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[Gary Sharp joined the meeting]

### **Corporate Planning. Transition Programme Performance.** (HES 22/15)

11. Paul Smart and Gary Sharp provided the Board with an update on the progress of the Transition Programme for the establishment of HES, together with background information on the planning for the Programme's next Gateway Review. The Board requested the Programme Office to provide:

- An implementation timetable for project dates with a revised Board key decisions critical path for its June meeting.
- A detailed paper for July Board on indemnity and insurance requirements for HES.
- The internal audit report on the Transition Programme for the Board's July meeting.
- The latest Gateway report for the August meeting.
- Transition Programme progress updates on a monthly basis.

**Action: Programme Office**

[Gary Sharp left the meeting]

### **Corporate Planning. Organisational Identity update.** (HES 23/15)

12. Diana Murray updated the HES Board on the Organisational Identity work stream within the Organisational Development Project. The Board noted the appointment of the Leith Agency for delivering this project and agreed to the setting up of a Steering Group including Alan Clarke and David Gaimster. Tamsin Russell was requested to provide the Board with:

- Suggestions for external representation on the Steering Group.
- Tender specification and Leith Agency's tender response document.

**Action: Tamsin Russell**

### **Corporate Planning: 2016–19: Content** (HES 24A/15)

13. The Chair introduced a short paper developing the discussions held at the Board/SMT Away Day. The Board agreed that the proposed mission and ambition were a good starting point. The Board agreed that the Leith Agency should support the Board in developing vision/mission/ambition as part of the Organisational Identity work. The importance of ensuring a strong link between the work on organisational identity and corporate planning was also emphasised.

**Action: Board members, supported by Tamsin Russell (OD) and Adam Jackson (Corporate Plan)**

### **Corporate Planning: 2016–19: Process.** (HES 24B/15)

14. The joint CEOs presented the Corporate Planning paper outlining a process and contribution of designated staff to the development and delivery of HES's first Corporate Plan. It was noted that time is relatively tight if the draft is to be available for consultation by November. The Board agreed that a Corporate Plan Steering

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Group be set up comprising Fiona McLean, Coinneach Maclean and David Gaimster. Fiona McLean to arrange meeting between Steering Group and project group and oversee production of draft plan for Board meeting on 17 June.

**Action: Fiona McLean (Board) and Adam Jackson**

**Any Other Business.** (HES 27)

15. The following items were discussed:

- The Board agreed to sign up as an early adopter to the SG's 5050 by 2020 initiative. The Chair noted that, although Board appointments were for Ministers, there may be ways in which the Board itself can encourage greater diversity and routes to Board membership e.g. in offering co-option of committees as an introduction.
- The Board requested a Board-only Sharepoint or similar be set up.
- Board members requested staff passes for HS and RCAHMS.

**Action: 5050: Gary love to advise SG  
Sharepoint - HS/RCAHMS IS;  
Passes - Denise Mattison**

**Date of Next Meeting: 10am 17 June 2015, John Sinclair House**



**HISTORIC ENVIRONMENT SCOTLAND**

**MINUTES OF BOARD MEETING HELD ON 26 MARCH 2015**

**John Sinclair House, Edinburgh**

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Trudi Craggs  
David Gaimster  
Andrew Holmes  
Coinneach Maclean  
Fiona McLean  
Paul Stollard  
Ken Thomson

**In attendance:**

Diana Murray, Joint Chief Executive, HS & RCAHMS  
Ian Walford, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Programme, HS & RCAHMS  
Jennie Smith, Head of Finance, HS  
Paul Jardine, Member of Transition Advisory Board  
Eleanor McAllister, Member of Transition Advisory Board  
Andrew Wright, Member of Transition Advisory Board  
Lisa Nicholson, Director of Communications, HS  
Nikki Ritchie, Head of Organisational Development and Policy, HS  
Malcolm Bangor-Jones, Secretary

**Introduction and apologies**

1. The Chair welcomed everyone to the meeting of the HES Board, particularly Andrew Holmes and Coinneach Maclean who were attending their first Board meeting. There were apologies from Alan Clarke.

**Board governance**

2. The Chair suggested that the role of the Board could be considered as falling into six categories (building on 'The five Ss in governance' by Julia Unwin). Three

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were outward facing: stewardship (which included reputation); strategy; stakeholders; and three were inward facing: scrutiny, holding the executive to account; support; and stretch, exploring options and new ideas. Board members indicated they found this approach helpful and further discussed the Board's role, noting the differences to the governance arrangements for Historic Scotland and RCAHMS.

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### **Model Code of Conduct (HES 3/15)**

3. The Board agreed to adopt the Model Code of Conduct.

### **Register of Interests (HES 4/15)**

4. The Board considered potential conflicts of interest and how they should be dealt with. The Board agreed to adopt the proposed Register of Interests form. Board members should return completed forms to the Secretary within 10 days.

**Action: All**

### **Template for Board papers**

5. The Chair tabled a template for Board papers, which was expected to evolve.

### **Board reports**

6. Members reported on meetings held on an individual basis with senior staff from Historic Scotland and RCAHMS. The Board discussed the Transition Programme and Corporate Planning.

### **Minutes of Board meeting of 26 February**

7. The minutes of the previous meeting were approved.

[Diana Murray, Ian Walford, Paul Smart and Jennie Smith joined the meeting]

### **Financial overview (HES 5/15; 6/15)**

8. Ian Walford introduced the papers setting out the long-term financial outlook for HES and summarising two years' work across HS and RCAHMS which had been carried out in discussion with the Scottish Government. The work included: the output from the Financial Sustainability Steering Group which had been established to offer the incoming Board of HES a long-term perspective on the financial outlook for the new body; and a 20-year Strategic Investment Plan for HES.

9. The Strategic Investment Plan assessed the long-term need for investment in the capital assets that would be inherited by HES. The aims of the Plan were to: conserve and provide public access; assess and manage risk for visitors and staff; improve the quality of the experience for users and visitors; and generate extra or at least maintain current income and improve efficiency. It set out a detailed business case showing the projected need for investment in HES capital assets and the gap between the investment needed and available HES resources.

10. The Board noted that a provisional bid had been submitted on behalf of HES for the 2015 Spending Review. The condition of the Properties in Care reflected to some extent under-investment over more than a decade and could pose a reputational risk. It was recognised that keynote projects could attract external funding: fundraising capacity would be essential given the increasing competition for funds within the cultural sector. The Framework Document, which would define the

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relationship between HES and the Scottish Government, and the Scheme of Delegation, which would deal with the relationship between the bodies with regard to the Properties in Care, would be important in determining the financial future of HES.

### **Business Model (HES 7/15)**

11. Paul Smart presented the paper updating the Board on the current position on the Business Modelling Project and the work underway to present the preferred option for the operating and legal structure for HES. The intention was to present a full paper to the Board in May 2015. The Board noted the update.

### **NARA (HES 8/15)**

12. Diana Murray introduced the paper proposing a partnership between RCAHMS/HES and the United States National Archives and Records Administration (NARA). The proposal had been approved by the Commissioners. The investment was not significant and would be good for the international reputation of HES. The Board sought clarification on a number of points, noting that RCAHMS would be the copyright holder for commercial users. The Board agreed that the proposal should be progressed: a final decision would be subject to due diligence and a further opportunity for the Board to give approval to a proposed contract.

### **SCRAN (HES 9/15)**

13. Diana Murray introduced the paper proposing that the Board should accept the proposal from the SCRAN Trustees that the assets of SCRAN be transferred to HES in October 2015. To enable the transfer to take place, HES would have to be a charity and have to have a trading company in place at the point of transfer. The Board agreed to accept the proposal from the SCRAN Trustees.

### **Transition Business Plan (HES 10/15)**

14. Ian Walford introduced the paper inviting the Board to consider the Transition Business Plan for 2015-16 and agree the next steps. A Plan covering the period 1 April 2015 to 31 March 2016 had been drafted under the direction of the Joint CEOs at the request of the Cabinet Secretary. The Cabinet Secretary had set out her expectations for the further development of the draft in a letter sent to all interested parties including the Chair of HES. The draft Plan put the year in its wider strategic context and contained deliverables, resources and key performance targets for 2015-16.

15. The Board agreed that the Chair should write to the Cabinet Secretary in support of the submission of the Plan prepared under governance structures that would exist to 30 September 2015, and which should provide an assured platform when the Board takes on its responsibilities from 1 October. The letter should explain the Board's position, including the need for the Board to determine the business plan priorities and deliverables for the period from 1 October 2015 to March 2016, as well as plan for 2016-19.

### **Action: Chair**

### **Corporate Planning for 2016/19 (HES 11/15)**

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16. The Board agreed that it would consider Corporate Planning at its next meeting.

[Diana Murray, Ian Walford, and Paul Smart left the meeting; Paul Jardine, Eleanor McAllister, and Andrew Wright joined the meeting]

### **Transition Advisory Board**

17. Members of the Transition Advisory Board (TAB) gave a presentation to the Board focusing on the long-term perspective, the role and operation of the TAB, and the strengths and weakness of the existing bodies. The Board thanked the TAB Members.

[Paul Jardine, Eleanor McAllister, and Andrew Wright left the meeting; Diana Murray, Ian Walford and Lisa Nicholson joined the meeting]

### **Communications (HES 12/15; 13/15)**

18. Lisa Nicholson presented the HES Communications strategy and Board engagement plan. The Board discussed the proposed Communications Plan including positioning messages and priorities; proposed engagement plan; interim web solution; and the launch of HES. The Board agreed to give further discussion to Communications at its next meeting in April.

[Ken Thomson and Lisa Nicholson left the meeting]

### **Organisational structure (HES 14/15)**

19. Ian Walford introduced the paper setting out early thoughts, from the perspective of the existing HS/RCAHMS joint SMT members, on the principles and considerations that might underpin the organisational design of HES. The Board discussed the paper and agreed that the CEOs should continue to develop scenarios for the configuration of HES, based on the principles set out in the paper and taking into account thinking on the Corporate Plan.

[Diana Murray and Ian Walford left the meeting; Nikki Ritchie joined the meeting]

### **HES CEO recruitment and appointment (HES 15/15; 15A/15)**

20. The Board's consideration of the CEO Recruitment took place during a closed session.

### **Staff Engagement (15B/15)**

21. The Board's consideration of Staff Engagement took place during a closed session.

[Andrew Holmes and Nikki Ritchie left the meeting]

## **MINUTES OF OPEN SESSION – APPROVED 27 MAY 2015**

### **AOB**

22. The Board discussed various issues including the Transition Programme and future Board meetings

23. The Chair thanked members for their contributions.

### **Date of next meeting**

24. The next meeting would take place at 10am on 20 April in Alloa.



**HISTORIC ENVIRONMENT SCOTLAND**

**MINUTES OF BOARD MEETING HELD ON 26 FEBRUARY 2015**

**Longmore House, Edinburgh**

**Present:**

Jane Ryder, Chair  
Janet Brennan  
Alan Clarke  
Trudi Craggs  
David Gaimster  
Fiona McLean  
Paul Stollard  
Ken Thomson

**In attendance:**

Karen Watt, Director of Culture, Europe and External Affairs, SG  
Andrew Fleming, Head of Historic Environment Policy Unit (HEPU), SG  
David Fleetwood, Head of Sponsorship and Policy Co-Ordination, HEPU, SG  
Diana Murray, Joint Chief Executive, HS & RCAHMS  
Ian Walford, Joint Chief Executive, HS & RCAHMS  
Paul Smart, Head of Programme, HS & RCAHMS  
Gary Sharp, Head of the Programme Office, HS & RCAHMS  
Nikki Ritchie, Head of Organisational Development and Policy, HS  
Malcolm Bangor-Jones, Secretary

**Introduction and apologies**

1. The Chair welcomed everyone to the first meeting of the HES Board. There were apologies from Andrew Holmes and Coinneach Maclean.
2. The Chair and Members introduced themselves.

[Karen Watt, Andrew Fleming, and David Fleetwood joined the meeting]

## MINUTES OF OPEN SESSION – APPROVED 26 MARCH 2015

### Strategic Context and HES Implementation architecture and timetable

3. Karen Watt reported that the Cabinet Secretary had been impressed with the calibre of the Board, was ambitious for HES, and had offered her warmest wishes to the Board. Karen set out the background to the establishment of her new Directorate and looked forward to the creation of a positive sponsorship relationship based on mutual respect and trust between the Directorate and HES. She mentioned the context provided by strategic priorities of the Scottish Government and the publication of The Scottish Government's Economic Strategy.

4. Andrew Fleming introduced the Historic Environment Strategy for Scotland, Our Place in Time, published in March 2014, and outlined the expectations which this placed on HES. The Strategy marked a new approach to the historic environment by setting out a collective approach to delivery of common outcomes: the approach recognised that the historic environment could contribute to the purpose and outcomes which were at the heart of the Government's National Performance framework. Mainstreaming the historic environment, in government, local government and wider civic society, was at the heart of the strategic approach. The historic environment was already more firmly in public policy agendas.

5. The Strategy provided a framework for all parts of the sector to work in partnership to identify shared priorities for action to deliver positive outcomes. The Strategy and the creation of HES were closely inter linked. The creation of HES as a single, sustainable and statutory organisation, building on and enhancing the strengths of the existing organisations, but crucially adopting a more enabling and empowering approach with stakeholders, had been one of the key actions of Government. The Board had a very useful platform from which it could build its leadership role. However, the leadership role for HES had to be earned. The Strategy did not provide unlimited resources, although the additional £3m in the HES base-line for next year would help. The issue was not all about resources, but how collectively resources were used and how other public policy agendas were influenced. The Board discussed the Strategy and the role of HES, recognising that the Strategy would evolve, and noting the importance of building consensus on what was deliverable and measurable.

6. David Fleetwood set out the sponsorship approach between the Scottish Government and HES which would be based around the CAR model, competence; ambition; and resilience, and outlined the seven key areas of Public Bodies Sponsorship Guidance. The foundation for HES was provided by the legislation while the short-term context was provided by the three-year Corporate Plan and the annual Business Plan. The roles and responsibilities of the Scottish Government, HS, RCAHMS and HES were described, as they currently existed, and for the future.

[Karen Watt left the meeting]

7. David pointed out that in the first phase of HES the Transition Business Plan was performing the role of the Corporate Plan. The Plan covered 2015-16 and was therefore a bridge between HS/RCAHMS and HES. The Board noted that the Scottish Government were seeking to have the Plan signed up to before 1 April.

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8. The Board thanked the Scottish Government representatives for their presentations.

[Andrew Fleming, and David Fleetwood left the meeting; Diana Murray, Ian Walford, Paul Smart and Gary Sharp joined the meeting]

### **Introduction to Chief Executives and Transition Programme Progress**

9. Diana Murray and Ian Walford gave a presentation on delivering the business of HS and RCAHMS in 2015-16. While the two organisations remained constitutionally separate until 30 Sept 2015, they had been working together since 2013. Much infrastructure was now integrated and progress was being made with organisational development to bring about the culture change which was required. Transition Programme Projects which related to the establishment of HES included the Estates Asset Management Project and the Heritage Management Project. The Historic Environment Strategy and the key deliverables associated with the Strategic Priorities were described. Current proposals for the Strategic Investment Plan and National Collections at Granton were outlined, comprising: expenditure of £170m over 20 years on the Properties in Care; £84m to be invested in 24 keynote projects; and £105m for Granton. The Financial Sustainability Model, Heritage Management casework, and the budget for 2015-16 were also briefly covered.

10. Paul Smart gave a presentation introducing the Transition Programme and setting out its aim and objectives. The Programme currently consisted of 13 Projects with over 160 Deliverables and there were over 180 staff directly participating. The Programme had a total budget of £3m (spread over 2014-15 and 2015-16): a significant proportion of the budget was devoted to the IS Project. The Programme timeline reached from January 2015 to March 2016. The Programme controls, Risk Register and Benefits tracker were described. Summaries of all the Projects were presented and reporting mechanisms to the Board were proposed. A strategy for Programme Closure would be in place by April 2015.

11. The Board discussed the presentations and thanked the CEOs and Programme Team members for attending.

[Diana Murray, Ian Walford, Paul Smart and Gary Sharp left the meeting]

### **Board priorities**

12. The Board discussed the critical path leading up to 1 October and considered its capacity and available resources. Areas which appeared to require greater intelligence included: the Transition Programme; organisational design; Properties in Care and the Scheme of Delegation; the business model; financial planning; the existing major initiatives; capacity for fund raising; and internal and external Communications. The Board considered topics for possible consideration at its next meeting in March. It was agreed that members might engage in early intelligence gathering on what were considered to be critical issues, as part of the rolling induction programme.

#### **Action:**

**The Chair to liaise with the CEOs**

## MINUTES OF OPEN SESSION – APPROVED 26 MARCH 2015

**Support Team to provide list of contacts**

**Board Members to investigate as follows:**

**Paul Stollard and Andrew Holmes: Estates Project**

**Ken Thomson and Janet Brennan: Organisational Development Project**

**Jane Ryder and Fiona McLean: Corporate Plan Project**

**Alan Clark: Comms Strategy**

**David Gaimster: Strategic Investment Plan**

**Trudi Craggs: Transition Programme & Risk Register**

**Transition protocol between HES, Scottish Government, Historic Scotland and RCAHMS**

13. The Chair introduced a draft letter setting out a transition protocol which was to issue in her name to Karen Watt and to John Hume, Chair of RCAHMS. The Board agreed the terms of the letter.

14. The Board agreed that HS and RCAHMS members of the Transition Advisory Board should be invited to the next meeting.

**IT Options for the Board (HES 1/15)**

15. The Board considered a paper presenting options for the Board to access and store documents.

**Action: Support Team**

[Nikki Ritchie joined the meeting]

**HES CEO recruitment and appointment (HES 2/15)**

16. The Board's consideration of the CEO Recruitment took place during a closed session.

[Nikki Ritchie joined the meeting]

**AOB**

17. The Board discussed various issues including: attendance by officials at HES meetings; the shape of the agenda for Board meetings; the desirability of holding Board meetings outwith Edinburgh; and the provision of information to Board members, for instance, on heritage management cases.

18. The Chair thanked members for their contributions.

**Date of next meeting**

19. The next meeting would take place at 10am on 26 March at RCAHMS, John Sinclair House, Edinburgh.