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DRAFT MINUTES OF HES BOARD MEETING - HELD ON 29 JANUARY 2026

LONGMORE HOUSE, EDINBURGH

Present:

Sir Mark Jones, Chair
Ian Baxter
Gemma Butterfield
Andrew Davis
Susan Deighan
Emma Herd
Simon Hodge
Gary Jebb
Ann Leslie
Ray Macfarlane
Nkosana Mafico
David Richardson

Apologies:

Joe Doogan

In attendance:

Katerina Brown, Chief Executive
Stephen Uphill, Interim Chief Operating Officer
ZB, Manager, Chief Executive's Office
LM, Senior Audit Manager, Audit Scotland
JM, Scottish Government
SM, Scottish Government
CG, Scottish Government

Introduction, Apologies, and Minutes of the Last Meeting

1. The Chair opened the meeting and welcomed members and attendees.
2. Apologies were noted from Joe Doogan.
3. The minutes of the meeting held on 20 November were approved as an accurate record.
4. The minutes of the meeting held on 18 December were approved, subject to an amendment.
5. The Board reviewed the Action Tracker and noticed areas that could be updated or clarified. They suggested making these corrections, so the Tracker stays as helpful as possible for everyone.

ACTION: CE Office

Matters Arising

6. No further matters arising were raised that were not already captured within the action tracker.

Chair's Update

7. The Chair informed the Board that David Martin started work on the review of the culture and organisation of HES on 19 January.
8. The Chair welcomed Stephen Uphill to the organisation and noted that his appointment has already had a positive impact on organisational leadership and operational coordination.
9. The Board was advised that a meeting of the Public Audit Committee is scheduled to take place on 4 February. The Accountable Officer has been invited to attend, along with the Chair, and it was proposed that Stephen Uphill also attend to support the session.

Executive Update

10. The Chief Executive presented a concise report outlining recent activity across both Accountable Officer responsibilities and wider Chief Executive duties. This included progress on financial management and year-end assurance.
11. In discussion, Board members sought further assurance on the organisation's approach to health and safety compliance, including progress against the fire risk assessments and the prioritisation of remedial actions. The Board agreed that further information would be brought forward, with appropriate oversight and reporting arrangements in place.

ACTION: People Director

12. The Board requested greater clarity on the current and future role of the Historic Scotland Foundation, including governance arrangements, financial considerations and implications for fundraising. It was agreed that this would be addressed through a future paper to the Board, developed in consultation with the Scottish Government.

ACTION: Director of External Relations and Partnerships

13. Board members also discussed fundraising ambition and delivery, including organisational capacity and the timing of Board engagement in shaping strategy. It was agreed that a more detailed update would be brought to a future meeting to support informed discussion.

ACTION: Director of External Relations and Partnerships

14. The Board sought assurance that learning arising from the Archive House matter had been fully captured and appropriately considered. It was agreed that lessons learned would be reviewed through ARAC with reporting to the Board in due course.

ACTION: ARAC Chair

15. In response to question on estate management, Board members requested further clarity on the non-PIC (ancillary) property portfolio and how this aligns with wider strategic planning. Further work will be undertaken and reported back to the Board.

ACTION: Chief Operating Officer

16. The Board discussed financial pressures, including pay and grading matter and vacancy management and agreed that further detail would continue to be considered through the Finance Committee to support effective oversight.

ACTION: Chief Operating Officer

Audit and Section 22 Actions

17. The Board received an update on progress in response to the Section 22 report. Members acknowledged that work was underway across a range of recommendations and noted the introduction of a consolidated action log to support oversight.

18. It was agreed that ARAC would continue to provide detailed scrutiny of progress, including consideration of relevant internal audit reports and agreed management actions, with further updates brought back to the Board through the established committee structure.

Gillian MacDonald joined the meeting.

Memorandum of Understanding

19. The Board considered a proposed Memorandum of Understanding between HES and the US Defense POW/MIA Accounting Agency. Members noted that the Memorandum set out a high-level framework for cooperation.

20. The Board agreed that the Memorandum could proceed in line with established approval processes.

Gillian MacDonald left the meeting.

Edinburgh Castle Admission Price

21. The Board considered a proposal to increase admission prices at Edinburgh Castle. The ongoing commitment to continuous capital investment at Edinburgh Castle was emphasised. Members noted that income generated through admission pricing plays an important role in supporting this continued investment.

22. It was requested that future reports include benchmarking information - covering Scottish, UK, and international comparisons - to support the Board in assessing the value for money of the current admission prices.

23. Following discussion, the Board approved the proposed increase in admission prices.

Committee Updates

24. Emma Herd, Chair of ARAC, reported that the Committee has not met since the last Board meeting and noted that recruitment for an independent member is currently underway.

25. Nkosana Mafico, Chair of the People Committee, provided a brief update on ongoing matters, including the pay offer, People Strategy deliverables, and the performance management system.
26. The Finance and Heritage Assets Committee has not met since the last Board meeting.
27. The Board received an update from the HESe Board, noting a forecast budget shortfall of approximately £1.5 million, largely driven by NCAP, while overall income was still expected to increase compared to the previous year. Members noted progress on the HESe business plan for the next financial year, due in draft in March, and discussed the need for stronger cross-directorate support to progress agreed actions.

THERE FOLLOWED A CLOSED BOARD MEETING SESSION.