

# **DRAFT MINUTES OF THE GOVERNANCE COMMITTEE MEETING of**

## **THE CAIRNGORMS NATIONAL PARK AUTHORITY**

**Held via Lifesize Video Conference  
on 29 October 2021 at 8.30am**

### **PRESENT**

Xander McDade (Committee Chair)	Gaener Rodger
Carolyn Caddick	William Munro
Deirdre Falconer from 8.44am	Judith Webb

### **In Attendance:**

Grant Moir, CEO  
David Cameron, Director of Corporate Services  
Kate Christie, Head of Organisational Development  
Oliver Davies, Head of Comms and Engagement  
Vicky Walker, Governance & Reporting Manager  
Alix Harkness, Clerk to the Board

**Apologies:** None.

### **Welcome and Apologies**

1. Xander McDade, Chair welcomed everyone to the meeting of the Governance Committee.
2. Apologies- None

### **Declarations of Interest**

3. There were no interests declared.

### **Minutes of Previous Meetings & Matters Arising**

4. The minutes of the previous meeting, 27 August 2021, held via video conferencing, were approved with no amendments.

### **Supporting Board & Committee Processes (Paper 1)**

5. David Cameron, Director of Corporate Services introduced the paper which sets out the processes to be adopted in the development of Board and Committee agendas and papers. He made the following points:
  - A) The paper is looking to give clarity and guidance to board members and staff as to what the expectations are around the development of papers and when board members can expect to have sight of those papers.
  
6. The Governance Committee discussed the paper and made the following comments and observations:
  - a) Comments made that the paper is helpful in setting out ongoing working relationship between chairs and senior officers and will be particularly useful for new committee and board members.
  - b) Suggestion that the current version is not fully compatible with the cadences of Planning Committee processes and it was recommended that this was referenced in the paper.
  - c) Similarly, suggestion that the Audit and Risk Committee is reliant on external audits and reports and there is not the same ability to manage timescales as with internal committees and recommended that this be referenced in the paper.
  - d) Comment made that the paper serves as a guiding structure rather than for strict adherence as there will always be last minute changes but it will help to manage expectations.
  - e) Suggestions to reduce length of doc where possible while recognising the input made by members had also suggested areas for addition.
  - f) Comment made that it would be good to include reference to the importance of soft conversations that help align the chair and senior officers as well as board / committee members.
  
7. The Committee were invited to ask about any further points of clarity and the following points were raised:
  - a) Is this an operational paper or a governance paper? It is not an operational paper it is a governance paper and will come back to the governance committee for final sign off.
  - b) How close are the recommended timescales to current practice? Currently timescales are quite variable. Setting out expected process in this paper is an effort to crystallise understanding under a single standard set of expectations and reduce the variability of approach where appropriate.
  - c) Is there a template that sets out level of detail expected? There is a template in place to guide papers. The recommendations are not intended to put pressure on officers to put full details into draft papers / agendas nor should board members expect full details in draft papers. The intention is for Conveners, Deputy Conveners and Chairs to have sight of adequate content and structure

to understand what the rationale for each paper is; and what steer they might want to give to authors in terms of content and committee handling, while respecting the role of officers as authors of papers in their role as professional advisors to members.

- d) Clarity sought over who sets agenda? David Cameron, Director of Corporate Services explained that there is usually an open conversation between the chair and senior officers in the lead up to a meeting to discuss what it would be useful to have on the agenda at the next committee/ board meeting. This open flow of communication is not specified in the paper.
- e) Clarity sought over item No.12 on paper. David Cameron, Director of Corporate Services explained that the paper is to support good conversation between board members responsible for the committee and officers who are writing papers, while also protecting the ability of officers to put the points forward to the full board/committee that they believe in their professional capacity need to be made, albeit with awareness of the views that may be held by Conveners/Chairs and Vice Conveners/Vice Chairs.
- f) Discussion had around agenda setting. Recommendation to clarify agenda setting processes to ensure that it is clear that chairs have ownership of the meeting and are involved in setting the agenda. Suggestion that agenda setting process starts at end of last meeting and perhaps conversation needs to be laid out to ensure that officers and members are aligned. Suggestion to tweak wording to reflect that the meetings are owned by the chair, the papers are owned by the officers and we are all trying to align collectively and come to a good outcome.

**10. The Board Convener concluded that:**

- a) **There was consensus that it is a good paper and when finished it will be helpful in giving clarity around processes for old and new members.**

**11. The Governance Committee will discuss the paper again once amendments have been made.**

**12. Action:**

- i. David Cameron, Director of Corporate Services to consider all comments and recommendations and amend paper for the final consideration.

**Update on Committee Terms of Reference Reviews (Oral)**

13. David Cameron, Director of Corporate Services provided an oral update on the Terms of Reference for each of the Board Committees. He made the following points:

- a) There are one or two points of discussion and suggested tweaks drawn out from committee meetings in August

- b) David Cameron, Director of Corporate Services will pull together feedback gathered for amended TORs to bring to the next meeting

**14. Action: David Cameron, Director of Corporate Services will provide an overview of potential adjustments to terms of reference to the next Committee meeting (December 2021).**

**Board Development Day (Oral)**

15. Board Convener and Governance Committee Chair presented this item. He highlighted the following points:
- a) Members have been updated on slight changes to board meeting schedules
  - b) The plan is to hold formal Board meeting after Planning Committee, in the afternoon of 10 December.
  - c) Board Development Day planned for November with the purpose being to give board members the opportunity to have discussions in person that are difficult to have over VC and encourage networking between members that will help with relationship building ahead of difficult topics coming up in next few months.
  - d) There will be content heavy days coming up in January such as the NPPP responses and the plan is to use the November day to look at how we might structure that conversation and create stronger and better ways for board to be involved.
  - e) Content of agenda being finalised and will be shared in advance. The aim is to keep the day as interactive as possible.
16. The Governance Committee discussed the update and made the following comments and observations:
- a) Will members need to have a negative lateral flow test (LFT) from the day before to attend? David Cameron, Director of Corporate Services explained the recommended guidelines are to respect face to face meetings and ask that everyone do LFT so that those attending can have some assurance. This cannot be mandated as it falls under individual choice. Kate Christie, Head of Organisational Development explained that even though the venue is outwith CNPA building and facilities control, we will still require windows and doors to be open and provide hand sanitation to ensure the safety of board and staff in place.
  - b) The Chair added that it is weather dependent but the hope is to be outside for most of the day. It was also commented that the event will be postponed / cancelled if required due to weather or COVID risk.

**Communications (Oral)**

23. Grant Moir, CEO provided an update on Communications work being undertaken on NPPP consultation and wider organisational awareness and recognition. Oliver Davies, Head of Comms and Engagement, gave a presentation on the latter of these subjects.
24. The Governance Committee discussed the update and made the following comments and observations:
  - a) It was suggested that the presentation be given again to all members on the away day - perhaps with a workshop around it. There was consensus around this idea.
25. **The Board Convener concluded that: discussion on presentation to happen at the away day**

### **Spending Review Exercise (Oral)**

28. Grant Moir, CEO gave an update on the budget. He made the following points
  - a) Scottish Government have their figures for their block grant from Westminster
  - b) It is likely to be 1 yr budget with some indication on future years
  - c) There is some discussion of moving to 3 year budget cycle in the future
  - d) CNPA have put their submissions to SG.
  - e) Board members will be updated on 10th Dec.
  - f) A budget will be given for National Parks collectively within the Scottish Government's budget document and this will be followed up with a breakdown for individual parks from Scottish Government officials.
  - g) Capital budget of £600,000 remains for 2022/23 within the Scottish Government's multi-year capital plans.
30. The Chair concluded that the capital looks good and the board will look forward to hearing about the settlement

### **December Board Agenda & Outline of Papers including likely Meeting Arrangements (Oral)**

33. David Cameron, Director of Corporate Services and Grant Moir CEO introduced the subject and made the following points;
  - a) The board will meet on afternoon of the Planning Committee.
  - b) There are two main papers to share: the end of season review of visitor management which has gone out to all partners for them to feed back into the paper; and timetable for developing the corporate plan from 2022 based on NPPP development.
  - c) There will be an update on the green recovery grants update.

- d) It is a relatively short agenda and there will be time constraints with the afternoon meeting.

## **Heritage Horizons Progress Update**

- 34. David Cameron, Director of Corporate Services introduced the subject and made the following points:
  - a) The Authority's team have supported due diligence work with NLHF
  - b) Heritage Horizon start date is 1st Oct so the Project is now live.
  - c) There are dates in diary for first programme meeting and 1<sup>st</sup> advisory group meeting to begin the structuring of programme development.
  - d) A first set of overview information has been put out to stakeholders involved in project delivery.
  - e) The main action is to get supplementary information out about the overarching approach to financial control and to procurement so we can facilitate action happening.
  - f) The HR team are working to support recruitment into key posts.
  - g) Everyone who was asked to sit on both panels has agreed which is encouraging
  - h) Progress is currently on track and going to performance committee later today.
  
- 35. The Governance Committee discussed the item and made the following comments and observations:
  - a) Discussion had around recruitment. Kate Christie, Head of Organisational Development, explained that all posts are advertised internally in first instance. The expectation is that they will fill some but not all positions. External recruitment is commencing 15<sup>th</sup> Nov. Kate Christie clarified that if an internal candidate is unsuccessful in the internal round they are encouraged to reapply in the external round and also explained that any internal role changes for this programme are being handled as secondments for 18 months (fixed term posts).
  - b) It was clarified that CNPA have a recruitment partnership with LLTNPA, NatureScot and SEPA and any roles advertised internally go to staff within all of these organisations
  - c) David Cameron, Director of Corporate Services highlighted that CNPA have already recruited a programme support officer role to help drive work forward and support David Clyne, and have also contracted for project management software.
  - d) The question was asked is it proving difficult to find people to apply for fixed term posts? Kate Christie, Head of Organisational Development answered typically no, the NPA is viewed as attractive employer and have appointed 45 posts since lockdown most of which are fixed posts.

35. The Chair concluded that:
- a) This was a helpful update and pleased to hear lots of internal applicants. A positive sign that people are keen to be involved and with the new projects and direction the Park is going.

### **Board Portal Update (Oral)**

36. Vicky Walker, Governance & Reporting Manager introduced the subject and made the following points:
- a) Thank you to everyone who attended board portal training
  - b) Recorded sessions will be available for Board Members.
  - c) The approach going forward is to start using the portal with members.
  - d) The next step is to work with the Planning Team in November, recognising Planning Committee is one of the more complicated committees to develop processes and papers behind.
  - e) The plan is that the Planning Committee can use the portal from the beginning of 2022.
  - f) The next step will be to look at processes outlined in David Cameron's paper considered earlier in the meeting to use in the portal. Currently working on dual systems. From Jan or Feb the team aim to move to adopting the portal as the standard mechanism for distribution of papers.
37. The Chair concluded that the update sounds very positive and we hope members will take to it quickly but recognise that it will take time to bed in

### **AOCB**

The following question was asked:

- a) Is there a requirement to get consent from everyone participating in video conference meetings if that meeting is being recorded for publication? The Chair replied that under 1973 Local Government Act meetings are open to the public unless in confidential session. The Board took a position in March 2020 that we would live stream or record and post later on. David Cameron, Director of Corporate Services added that the delivery of online meetings is a conversion of meetings that would usually have been held in public. There is an expectation that those attending the meeting by video conference have given implied consent and for associating recordings to be kept of those meetings there is carry forward of deemed consent. If any board member has a concern get in touch about it but it would conflict with members' ability to participate on the Board.

- b) It was suggested that, as happens with council meeting recordings, it would be good to announce the recording at the beginning or send an email prior to the meeting.
- c) David Cameron Director of Corporate Services will liaise with Vicky Walker, Governance & Reporting Manager and Alix Harkness, Clerk to the Board, about adding something to the Board memo that sets out a consent notice in advance of the meeting.

### **Date of Next Meeting**

The next meeting of the Governance Committee will take place on Friday 10<sup>th</sup> December 2021 or 11<sup>th</sup> February 2022: to be confirmed.

The meeting finished at 10.20 hours.