
CAIRNGORMS NATIONAL PARK AUTHORITY

FOR DECISION

Title: Board Operating Arrangements

Prepared by: Jane Hope, Chief Executive

Purpose

Decide new arrangements for dealing with Board business following changes to the Board size and membership.

Recommendations

That the Board:

- a) Agrees changes to standing orders as set out in paragraph 5 ;
- b) Agrees interim arrangements for position of Deputy Convener at paragraph 10;
- c) Agrees Committee membership as set out in Annex 1;
- d) Agree a member to sit on Cairngorms Outdoor Access Trust at paragraph 19, and to chair the sustainable tourism steering group at paragraph 21;
- e) Notes the schedule of meetings for 2011, and agrees to consider later this year, once new Members are familiar with the CNPA's work, how to use that schedule for Board business.
- f) Notes that new arrangements in respect of dealing with Planning business: namely for dealing with call-in; some changes to Standing Orders for the Planning Committee, and arrangements for election of Deputy Convener of the committee, are set out in a separate paper.

Executive Summary

A number of changes to Board operating procedures are set out for agreement, in the wake of changes to Board size and membership.

Changes to Standing orders are proposed, to set a new quorum in line with the smaller board size. With the departure of the Deputy Convener, arrangements are proposed (requiring temporary suspension of standing orders) to allow election of a new Deputy Convener as an interim measure until January when new Members are more familiar with the Board, and an election can take place for someone to hold the post for three years.

With the changes in Board membership, this paper seeks agreement to revised membership of the three "organisational" committees.

A number of changes in respect of planning and the operation of the Planning Committee are set out in the associated paper.

BOARD OPERATING ARRANGEMENTS FOR DECISION

Background

1. This paper is essentially procedural, and seeks agreement to some changes necessary in the wake of the changes in Board size and membership. An associated paper proposes changes specifically in respect of the planning committee (a committee of the whole board) and its procedures.
2. The changes are designed to ensure CNPA business keeps going efficiently with no procedural hitches (quorum, changes to committee membership), while also recognising that with substantial changes to the Board makeup, it is reasonable to allow time for new members to settle in before long term decisions are made – hence the proposal to have an interim arrangement for Deputy Convener until early next year when an election can be held in the usual way.
3. It is also proposed that while the Board meeting dates are agreed for 2011, the way those meeting days are used should be considered by the Board later this year, as the arrangements used in recent times may well not be fit for purpose in the future – not least because the average travel for Members is greater; and because new arrangements are proposed in the second paper today for dealing with call-in, which will free-up time on board meeting and planning committee days. The proposal is to bring a further paper to the Board on board meeting arrangements early in the new year.

Changes to Standing Orders

4. Standing orders (SOs) govern the procedures for handling business at Board meetings (note that a separate set of standing orders exists for the Planning Committee, because of the complexities of running meetings at which there may be applicants and objectors wanting to speak). Board standing orders are attached at **Annex I**. Three changes are proposed:
 - a) SO 8: sets the quorum of half the total plus one; with the new board of 19 this would become 10.
 - b) SO9: remove the word “exceptionally”. While conducting Board business by video link remains challenging and is not ideal as the norm, we now have VC equipment in both offices, and in bad weather it may be a sensible option for Committees and /or Board.
 - c) After SO 39 there is a paragraph listing other provisions to be read together with the SOs. The reference to National Parks Scotland Act 2000 schedule 1, paragraph 18 needs to be removed, as this has now been repealed.

Recommendation

5. **That members approve changes to SOs as set out in paragraph 4 above**

Convener and Deputy Convener- Election and Nomenclature

6. The Deputy Convener post became vacant with the departure of Eric Baird from the Board. Standing Orders (SO 4) provide a process for election of a replacement. Where the vacancy arises due to the post holder ceasing to be a member, standing orders state that the election process will apply at the following board meeting. Consistent with this, the Board may now proceed to elect a replacement Deputy Convener.
7. Alternatively, the Board could agree to suspend standing orders, given that in light of the significant changes to the Board make up, the election would be more meaningful if held at the January Board meeting once Members had got to know each other. In the meantime, the current convener of the Planning Committee (Duncan Bryden) could act as stand-in for the Convener in chairing the Board if necessary.
8. Standing Orders prescribe 3 years as the usual term of office for Convener and Deputy Convener. So an election on 29th October would run until October 2013; an election in January would run until January 2014, with both of these dates being significantly after any change in Convener in September 2012. There is no particular reason why the two posts should change at the same time, and in that respect either date for electing Deputy Convener is feasible.
9. On a small point of nomenclature, the Act and hence the standing orders refer to the “convener”. This appears to cause some confusion publicly when we also refer to the “convener” of the Planning Committee as a separate person (in press interviews for example, on planning decisions). Added to this, in NDPB circles, the term “Chair” is more usual and more readily understood by the public. It is therefore proposed as a matter of practice that we refer to the CNPA Chair, and to the Planning Committee Convener (and likewise for the deputies)

Recommendations

10. **That election for CNPA Deputy Convener (i.e. Deputy Chair) takes place at the January Board meeting; and**
11. **That in the interim, the Convener of the Planning Committee chairs the Board in the absence of the Convener; and**
12. **That as a matter of practice we refer to the CNPA Chair, and the Planning (and other committees) Convener.**

Finance Committee, Audit Committee, Staffing & Recruitment Committee

13. The purpose of Committees is to streamline the decision making of the CNPA Board by delegating certain roles to smaller groups of members. With the exception of the Planning Committee, which has a very particular purpose, these delegated roles tend to involve monitoring the controls on, and implementation of, decisions of the CNPA, giving more attention to detail than is appropriate at whole Board level.

14. Given the changes to the Board, revised membership of the Committees needs to be agreed.
15. The remit of each of these committees is set out in the Annex 2. The expectation is that Finance and Audit meet once a quarter; they do not generally have any members in common, as the function of the audit committee is to monitor the internal control processes of the organisation – and in some cases that will involve monitoring of financial processes and systems. The Staffing & Recruitment committee meets as necessary, which in practice is about 3 times a year.
16. Proposed revised membership of these three committees is also shown in **Annex 2**. Further specific training is available on the role of members of finance and audit committees – but it is worth making the point that you are not expected to be an expert accountant or auditor to sit on such committees, as the value Members add is often by giving the “outside” view, and bringing the perspective of someone not too close to the detailed operations. Equally, training on personnel matters and dealing with appeals can also be arranged. I am happy to arrange further training as required on audit, finance or HR matters, in liaison with the Committees.
17. Each of these three committees elects its own Convener for a year (and in each case election is due now). Each committee is serviced by members of the Corporate services staff. It used to be the case that all Board members received all papers for audit and finance committees for information. Now, in the interests of saving paper we no longer circulate all papers (which can be found on the website), other than the agendas so that Members are aware that meetings are taking place, and can access the papers if they wish. All meetings are open to the public, and so any member can attend if they wish.

Recommendation

18. **That the Board agree Committee membership as set out in Annex 2.**
19. There are two other groupings on which CNPA has membership which needs to be reviewed.
20. ***The Cairngorms Outdoor Access Trust:*** the CNPA has two seats. To date one is filled by a senior member of staff, the Director of Corporate Services (David Cameron), and one is filled by a Board Member (Dave Fallows) who has just left the CBPA Board. So a replacement CNPA nominee is required. The COAT meets once a quarter. It is a free standing body set up with CNPA support; it leverages in funding and deploys this to manage and build paths throughout the Cairngorms National Park.

Recommendation

21. **That David Paterson is nominated to sit on COAT.**
22. ***The Sustainable Tourism Forum:*** this brings together partners (public, private and community) with an interest in the sustainable Tourism Strategy. Given that the

CNP A is leading the process of preparing the strategy, which will underpin our application for renewal of the European Charter for sustainable tourism, we have undertaken to chair the group. The current chair Drew Hendry.

Recommendation

23. **That Jaci Douglas takes over chairmanship on behalf of CNPA of the Sustainable Tourism steering group.**
24. ***The Staff Consultative Forum:*** the Staff Consultative Forum provides a forum for two-way information flows between management and staff representatives on matters which may in some manner significantly affect the future of the Authority or its operations. To date, two Board members (Anne Maclean and Eric Baird) sat on the SCF as observers; it is proposed that the Staffing and Recruitment Committee decide who should now attend the SCF in their place.
25. ***Brand Management Group:*** this was established to oversee and guide the work of the staff in administering the Brand and developing policy and practice for its future use. It is currently chaired by Bob Kinnaird and attended by Eleanor Mackintosh, Lucy Grant, Willie McKenna. This membership was established from among those with a particular interest, and can continue to function with its current membership from the CNPA Board. There are currently no proposals for change, but if a Members wishes to replace Lucy Grant, that option remains open.

Schedule of Board Meetings for 2011

26. Board meeting dates for 2011 are shown at Annex 3. Members are asked to note these dates. Venues will be confirmed shortly. It is proposed that the way Board meeting days are used is re-visited early in 2011 once new members and new call-in arrangements have settled in, and the Board can take stock of the challenges ahead and consider how best to deploy their time collectively as a board to deal with these.

Jane Hope
27 September 2010
janehope@ Cairngorms.co.uk

CNPA AUDIT COMMITTEE
Terms of Reference

- Membership:** 5 (quorum 3)
- Members:** Ian Mackintosh
Angela Douglas
David Paterson
Brian Wood
Gregor Hutcheon
- Staff in Attendance:** Chief Executive (Accountable Officer) – non voting
Head of Corporate Services - non voting
- External Attendance:** To include external auditor and internal auditor as required. These representatives have the right to free and confidential access to the Chair of the Committee.
- Remit:**
- a) To agree appointment of an internal auditor;
 - b) To oversee and monitor the development of the CNPA's internal audit plan (in accordance with the Scottish Public Finance Manual);
 - c) To receive and consider reports by the internal auditor; review the adequacy of management responses to issues identified by audit activity, and to review arrangements for monitoring implementation of agreed recommendations
 - d) To monitor the adequacy of the CNPA's internal control systems;
 - e) To review the planned activity of the Authority's external auditors and to consider reports by the external auditor on the CNPA's annual accounts and other matters;
 - f) To oversee the CNPA's arrangements for ensuring use of resources economically, efficiently and effectively (as required by s.19 of the National Parks (Scotland) Act 2000).
 - g) To oversee the CNPA's risk management and corporate governance arrangements.
 - h) To provide advice to the Accountable Officer on completion of the Statement of Internal Control.
 - i) To review major findings of other relevant audit reports or Parliamentary Committee findings, insofar as they affect the overall performance of the Authority.
 - j) To review the CNPA's work on implementing the Authority's Organisational Greening plans and the progress of work addressing climate change issues agreed within the Park Plan.
- Committee Life:** Permanent, but with a review of membership, chairmanship and remit each year.

CNPA FINANCE COMMITTEE

- Membership:** 5 (quorum 3)
- Members:** Eleanor Mackintosh
David Green
Gregor Rimell
Marcus Humphrey
Mary McCafferty
- Staff in Attendance:** Finance Manager – non voting
Head of Corporate Services - non voting
- Remit:**
- a) To oversee the preparation of annual budgets for the CNPA;
 - b) To oversee the preparation of the corporate plan and seek approval of the whole CNPA Board prior to submission to Scottish Ministers;
 - c) To monitor income and expenditure during the year against budget and report to the CNPA board once per quarter;
 - d) Seek approval of the CNPA board to the annual accounts.
- Committee Life:** Permanent, but with a review of membership, chairmanship and remit each year (in September).

CNPA STAFFING AND RECRUITMENT COMMITTEE

Membership: 5 (quorum 3)

Members: David Green
Bob Kinnaird
Geva Blackett
Brian Wood
Kate Howie

External Attendance: For appointment of the Chief Executive, the Committee should include the Head of Environment Group, Scottish Executive (since the appointment is subject to approval by Scottish Ministers).

Remit:

- a) To oversee and monitor the HR (human resources) systems put in place for the CNPA, including in particular the pay and grading system, performance appraisal system and related performance related pay system.
- b) To advise the CNPA Board on annual pay awards.
- c) To provide an interface between staff representative group(s) and the Board, and play a role in arbitrating on staffing issues as set out on the organisation's procedures, and as otherwise required
- d) To oversee the recruitment of senior staff (Heads of Group and Chief Executive) including agreeing the job descriptions, adverts and salary; to take responsibility for interviewing and selecting the successful candidates, and seeking the endorsement of the whole CNPA Board (and of Scottish Ministers in the case of the Chief Executive);

Committee Life: Permanent, but with a review of membership, chairmanship and remit each year (in September).