

DRAFT MINUTES OF THE GOVERNANCE COMMITTEE MEETING of

THE CAIRNGORMS NATIONAL PARK AUTHORITY

held via Lifesize

on 12th August 2022 2022 at 11.30am

PRESENT

Xander McDade (Chair)

Carolyn Caddick

Deirdre Falconer

William Munro

Gaener Rodger

Judith Webb

In Attendance:

David Cameron, Director of Corporate Services

Kate Christie, Head of Organisational Development

Oliver Davies, Head of Communications

Mariaan Pita, Executive Support Manager

Alix Harkness, Clerk to the Board

Apologies: Grant Moir, CEO

Welcome and Apologies

1. Xander McDade, Board Convener welcomed everyone to the meeting of the Governance Committee.

Declarations of Interest

2. There were no interests declared.

Minutes of Previous Meetings & Matters Arising

3. The minutes of the previous meeting, 2 June 2022, held via video conferencing were approved with no amendments.
4. **Action points arising from previous meeting:**
 - a) **At Para 12i) In Hand** – Communications Update paper to be brought to a future meeting of Performance Committee.

- b) **At Para 17i) In Hand** – Board skills matrix survey monkey questionnaire to be repeated in June 2023.
- c) **At Para 19a In Hand** – Planning Committee Induction training to be opened up to existing Board Members as a refresher.
- d) **At Para 19b In Hand** – Second Board Effectiveness session with the Board and Senior Staff facilitated by David Robertson of WildThinking to be scheduled for May 2023.
- e) **At Para 19c In Hand**– Risk and Risk Appetite training to be incorporated into mandatory induction Governance Training for Board members
- f) **At Para 19d Closed** – One hour of time with the Board found on 24th June 2022 to agree actions from the Board Effectiveness session on 20th May 2022.

5. **Action Point Arising: None.**

Communications Update (Paper 1)

- 6. Olly Davies, Head of Communications presented an update of current communications activity and outlined a number of key priorities for the next quarter. Link to Heritage Horizons consultation site for reference:
<https://cairngorms2030.commonplace.is/>
- 7. The Governance Committee discussed the update and made the following comments and observations:
 - a) Comment made that Delnadamph Estate was being used a lot for publicity recently, was this as a result of the Palladium project and concern raised that this could be seen on the outside as being favouritism. Head of Communications provide reassurance that it was entirely coincidental, they gone out to Estates asking to do a piece on the ground and Delnadamph came forward and volunteered.
 - b) Green Space Dark Skies project, was that the event that happened the night before in Badenoch? Was it not normal practise for Board members who live in the area or are directly elected to that particular area be invited to attend or at least given information about it? Head of Communications advised that UKNP's were the organisers and the CNPA were not directly involved. UKNP's focus was on those with disabilities and was a closed invite. He advised that the CNPA were able to feed into the invite list, suggesting key groups to invite. More information surrounding it would be forthcoming when it becomes a Countryfile broadcast.
 - c) More information sought into the comment that the broadcast would become an episode of Countryfile? Head of Communications confirmed that this was correct, he explained that the BBC were hosting the broadcast and targeted at

groups that were not involved in nature. He added that the CNPA were advised that these were closed events and were not to be promoted however some local groups had shared it through their own social media channels.

- d) A member expressed surprise that despite the UKNP's leading they had not involved local NP's, comment made that the locally elected member should have at the very least been invited to attend. Head of Communications agreed to feed this back to UKNP's.
- e) Would the images be available for anyone to use on the website? Head of Communications advised that they'd be updating the central resource page in due course.
- f) Praise given for the information that the Board receives. Sympathy towards the locally elected Board member who was not notified or invited to the Green Space Dark Skies Event. Comment made that locally elected board members, should be made aware when something is going on their doorstep, in a bit more detail than the rest of the board members. Suggestion made that events like this are fed through the board Secretary's to Board members. Head of Communications agreed to feed that back.
- g) Suggestion made that at the UKNP's Chair's meeting ahead of the conference which was taking place in September that this be feedback at this meeting. Where UKNP's are leading on and coordinating an event in a particular location, there is an opportunity for engagements with the Local NP Board Members and in turn this would help strengthen the work being done across the network. Deputy Convener advised that she would be attending this meeting and would make the point.

8. The Convener concluded thanked the Head of Communications for the update.

9. The Governance Committee noted the significant progress made across a range of communications channels in the past six months, and discussed the identified priorities for Q4 of 2022.

10. Actions:

- i. Head of Communications to feed back to UKNP's that locally elected Board Members should have at the very least been invited to attend the closed event.**
- ii. Carolyn Caddick, Deputy Convener to make the point that when UKNP's are leading on an event/ events in a particular location, that this brings an opportunity for local engagement with the local NP Board members which in turn would help strengthen the work being**

done across the network, at the next UKNP's Chair's meeting in September.

Election of Board Deputy Convener (Paper 2)

11. David Cameron, Director of Corporate Services introduced this paper which notifies board members of the forthcoming end of appointment as a board member of the current Board Deputy Convener. The paper notifies board members of the need for an election to the role of Board Deputy Convener seeks agreement of Board members to the process for conduct of that election.

12. The Governance Committee discussed the update and made the following comments and observations:
 - a) On the subject of Convener and Deputy Convener can nominate and second, there was nothing in the Standing Orders that would not allow them to. If stay with the system where a proposer and a seconder is required then there should be no issues. Director of Corporate Services confirmed that there was nothing in the Standing Orders that prevented the Convener and Deputy Convener from participating in nominations.
 - b) Comment made that a postal ballot was a good way of doing this, saves the awkwardness of candidates if having a face to face ballot on the day. The postal ballot system allows everyone to vote regardless of where they are.
 - c) With regards to the timings, inclined to suggest that it would be fairer to leave it until new members are in place and they can select a deputy Board Convener from the new pool of members.
 - d) Director of Corporate Services advised that he was conscious that the Governance Committee was a sub group of the Board and that all Board members would have a say on the direction of this.
 - e) A member agreed that a postal vote would be preferred this time around and no need to remove the nominating rights of Convener and Deputy Convener.
 - f) A member agreed with the consensus and questioned the need to Board members to be nominated in the first place and suggested they'd be happy if Board members put their name in the ring without the need for being nominated first. Another member clarified that it was normal practise for someone to nominate someone, feels right way it and works on most boards and most public organisations.
 - g) Discussion around delaying the voting of a new Deputy Convener would leave the current Convener without a deputy for a few months. The Convener had already had two periods without a Deputy Convener and this proved difficult for him and the officers. Would need to allow new members time to get to know everyone. Suggestion made to vote in a Deputy Convener for a fixed term 1

year post. Director of Corporate Services advised that this could be another option that the Governance Committee recommend to the Board.

- h) Comment made that they did not think should be moving away from requiring a nomination in order to be put forward for position of Chair or Vice-Chair of Committee's.
- i) Comment made that the first suggestion of putting off the election until new members were in post, the idea would be to elect soon after they were in post and not wait until they had the opportunity to get to know one another. In order to do this, would need a change to Standing Orders and the circumstances in which this would be done would need clearly defined, whatever is agreed would need the Board's approval to do things differently. It is within the Board's gift and with over half the Board changing in the next 6 months, would be a valid reason.
- j) Director of Corporate Services explained that the paper is written on the basis of arrangements in place along the lines of business continuity. Should the Board want to do things differently for example a shorter term for the post of Deputy Board Convener, then amendments would need to be made to the Standing Orders. He went on to explain that it would be a two-step process; that the Board meeting at the end of August would need to be used as a means for the Board to broadly agree how they want to go about the election and the use the September Board meeting to agree those changes and carry out the vote thereafter.

13. The Governance Committee Chair drew from the consensus that the Board are to be presented with two options, with the second option being the preferred option of the Governance Committee:

- a) Option 1: The Board continue to appoint a Deputy Board Convener as Standing Orders currently sets out.**
- b) Option 2: The Board agree to change Standing Orders which would allow a short term appointment of Board Deputy Convener from the current membership to last 1 year and this time next year the Board to elect someone into the post for a three-year term.**

The Governance Committee agreed.

14. In addition the Governance Committee agreed:

- a) The nominating rights of Board Convener and Deputy Convener are to remain as they are.**
- b) Postal ballot to remain in place for time being.**

15. Action Point Arising:

- i. **Director of Corporate Services to draft paper to be brought before the Board at their meeting on 26th August presenting the options and recommendations from the Governance Committee as detailed in paragraphs 13 and 14 above.**

Review of Board Committee's Terms of Reference (Paper 3)

16. David Cameron, Director of Corporate Services introduced this item which seeks to review the Board Committee's Terms of Reference (ToR) one year into its inception.
17. The Governance Committee discussed the paper and made the following comments and observations:
 - a) Willie Munro, Performance Committee Chair raised that the reporting format had evolved as had the strategic risk to the Authority but the word risk did not appear in the Performance Committee ToR and asked for a sentence reflecting this to be added to the ToR. Director of Corporate Services drew attention to the opening paragraph which depicts the role of the Committee and highlighted that it was enshrined in there. Performance Committee Chair thanked Director of Corporate Services and said he was satisfied.
 - b) Judith Webb, Chair of Audit & Risk Committee (ARC) asked for the following wording to be added under the ARC ToR: new and or strategic risks that are found, those are then escalated to the attention of the ARC thus ensuring that there is a clear route of escalation through to ARC. Director of Corporate Services agreed to make this tweak.
 - c) Commendation for the new Board Committees which seemed be working well.
18. **The Convener concluded that the Board Committee were still settling in but the themes of the Committees were much more aligned and was working well with how the organisation runs too.**
19. **The Governance Committee agreed the Terms Of Reference with one addition to remit of the Audit & Risk Committee TOR as detailed in paragraph 17b.**
20. **Action Point Arising:**
 - i. **Director of Corporate Services to make addition to Audit & Risk Committee Terms of Reference.**

Make Up of Planning Committee (Oral)

21. Xander McDade, Board Convener presented the discussion on the make-up of the Planning Committee and highlighted the following points:
 - a) He reminded the Committee that they had agreed to hold off this discussion until after the NPPP had been approved.
 - b) He asked the Committee if they still wanted to have this discussion around potentially changing the make-up of the Planning Committee.

22. The Governance Committee discussed the update and made the following comments and observations:
 - a) Comment made that it was worth a discussion and perfect time for it. Might be raised, attendance to site visits, planning team jumpy about changing status quo and getting quorate to planning committee meetings.
 - b) The Convener added that it was an opportunity to change how we do the Board diary and as part of that was the consideration of site visits.
 - c) Comment made that they did not think should be changing the make-up of the Planning Committee and that there was merit in having the full board on the Planning Committee. But felt it would be fair put to the Board to draw a conclusion.
 - d) Question asked if it had always been the full board on Planning Committee. Any discussion has that background information. The Convener confirmed that it had always been the full board on the Planning Committee. On the second point he advised that there was some potential to make some changes around member's responsibilities that suit their personalities, not contribute in planning meetings but contribute instead in the corporate side of things.
 - e) Convener explained that they get a lot of requests for policy topics which they struggle to schedule in too and a revamp of the Planning Committee may free up some time to facilitate that better.
 - f) Convener asked the Committee if they'd like to have a discussion about this now or when new Board Members were in place.
 - g) Comment made that it was a good time to have the discussion, back end of the year with new members, spend a lot of time on planning issues and not enough time on policy or strategy, planning is only small element of what the National Park actually does. How much time should we give to Planning Committee meetings each month?
 - h) Convener explained that if we were to go down the route of changing the makeup of the Planning Committee, would look for the Planning Committee to be on a different Friday and give it as long as it needs, members on that Committee might not sit on that and a Corporate Committee. This would be an opportunity to spread ourselves out, ensuring there was time for site visits and

the Planning Committee could run on as long or as short as it needs. Has been uptake in interest requests for topics for discussion, created extra demand for time that we do not have in the diary. Equalities training had been scheduled, extra time put in the diary for that and there was reluctance initially in changing the Board Corporate Committee but that was working well now.

- i) Comment made that it needed a discussion and that they were conscious that just because it had been the same for years meant that it needed to stay the same. Additional comment made that it would be helpful not to lose the experience of the people currently on the Planning Committee and thought to be put into how to retain some the opinions and knowledge. Importance in capturing that. Suggestion made to have a short discussion on it with current Board Membership and a more substantial discussion when new members are in.
 - j) Comment made that members would need to have clarity of what the task is, legitimate discussion in each bit and for everyone to know what their remit is in a particular discussion.
23. **The Convener concluded that it was important to get a balance of the old and the new in terms of views. He advised that he, the Board Deputy Convener, the Planning Committee Convener and Deputy Planning Committee Convener would have a further discussion on what a consultation may look like with the current Board and how it could be presented to the new Board. It would include opportunities from a Board point of view as well as from a Planning Committee point of view, fleshing out what that might mean and contextualizing the changes to make them look less abstract. He would also have wider discussions with CEO, Director of Corporate Services and Head of Strategic Planning to tease out how changing the makeup of the Planning Committee may help or negatively impact them as officers.**
24. **The Governance Committee agreed to the Conveners next steps as detailed in paragraph 23.**
25. **Action Points Arising:**
- i. **Board Convener to hold a further detailed discussion with Planning Committee Convener and Vice-Convener and Deputy Board Convener on what a Board Consultation may look like.**
 - ii. **Board Convener to have wider discussions with CEO, Director of Corporate Services and Head of Strategic Planning on the implications of changing the makeup of the Planning Committee might have on them (both positively and negatively).**

Board Representation on External Groups Update (Oral)

26. Xander McDade, Chair presented the update on Board Representation on External Groups. He highlighted the following points:
 - a) He had spoken to all Board members and representation had changed dramatically.
 - b) Had received feedback from continuing Board Members which groups they were interested in being involved in.
 - c) Proposed holding until new Board members are in post and then look at making those changes.
27. **The Governance Committee noted the update and agreed the approach.**
28. **Action Point Arising:**
 - i. **Board Representation on External Groups to be updated once new Board Members are in post.**

Governance Committee Annual Report to the Board (Paper 4)

31. David Cameron, Director of Corporate Services introduced this item which presents the draft Annual Report of the Governance Committee to the Board. He added that he has incorporated Board Convener and Board Deputy Convener's comments into the draft.
33. **The Convener thanked the Director of Corporate Services for preparing the Annual Report. He commented that they thought the new Committees have been working well. All Committees continue to be finding their role fully and from an officer point of view, Director of Corporate Services had established where should be going on reporting front.**
34. **The Governance Committee reviewed and agreed the draft Annual Report to the Board.**
35. **Action Point Arising:**
 - i. **Annual Report to be circulated to the Board at their meeting on 9th September 2022.**

Palladium Project and Partnership Update (Oral)

36. Motion to take this item in confidential session due to it being commercially sensitive in nature. This was seconded by Carolyn Caddick. Members agreed.

AOCB

37. Members were invited to raise any items of business. The following was raised:
- a) Clarification sought as to why Resources Committee papers were not available on the website? Where items were confidential could all board members see them? Board Convener advised that Resources Committee papers were not released in wider terms, every board member can request any confidential paper. Normally only issued to the people on those Committee's, confidential items remain confidential to the Committee they are intended, all papers are available to all board members at all times. Director of Corporate Services added that where something is marked as confidential, only circulate to that Committee. Agreement for information to go out to the Board don't circulate all the confidential papers.
 - b) A few board members were annoyed that another Board member had attended the Royal Highland Show at the expense of authority for two nights, usually everyone on the Board should be given opportunity to attend if they wanted. In future can we make sure, that they are opened to others? Board Convener explained that there is a procedure in place, circulate events and put forward for approval through Governance Committee. The Board Member misinterpreted his position to the CEO. Will be picking up with the Board Member to remind him of the policy and will tighten up approval arrangements on Travel and Subsistence as part of that to prevent a similar instance happening again.

Date of Next Meeting

38. The next meeting of the Governance Committee will take place on Friday 9th December 2022.

****The date of the next meeting was subsequently changed to Friday 20th January 2023***

39. The meeting finished at 14.01 hours.