

## CAIRNGORMS NATIONAL PARK AUTHORITY

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**Title: CNPA STANDING ORDERS**

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### **Purpose**

To seek Members' agreement to bespoke standing orders for the NPA, to replace the interim arrangements (based on Schedule 7 of the Local Government (Scotland) act 1973) put in place at the first meeting of the NPA.

### **Recommendations**

That the Board:

- adopt the standing orders set out in Annex 1, subject to any minor drafting changes that may be required.
  - that Members agree to a fixed period of 3 years for future elections of Convener and Deputy Convener.
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## CNPA STANDING ORDERS

### Discussion

1. These standing orders set out a framework of rules and good practice for the conduct of meetings of the NPA board and its committees. They are intended to provide clarity on how the meetings of the board and its committees should be conducted, as well as ensuring that the objectives of fairness, openness and transparency are met. At the same time, they recognise that the success of the Board depends as much on its adopting a culture of trust, understanding, and constructive discussion, as it does on a having a highly prescriptive set of rules that cover every eventuality. These standing orders have therefore been drafted with relatively light touch in that they provide for conduct of business and decision making generally by consensus, with a degree of judgement exercised by the Chair in deciding, for example, when and whether a vote is needed, and whether items should be added to an agenda.
2. These Standing Orders are not the only document governing the proceedings of the board. They are part of a framework along with other provisions in legislation and guidance (as listed at the end of the Annex). This creates a degree of complexity, so these standing orders have tried to refer to other relevant legislation where appropriate, and also to replicate provisions from elsewhere so that these standing orders can be read as a complete guide. But it should be noted that changes to standing orders, now or in the future, do not extend to changes to legislation which already govern the Board and its proceedings.
3. The main points to note in these new standing orders are as follows:
  - a) Paragraphs 4-5 set out the process for *election of the Convener* and Deputy Convener. This is largely the same as the process used at the first CNPA meeting on 15 April. The National Parks legislation is silent on the matter of how long the period of office of convener and deputy convener should be. At the first CNPA board meeting, this was decided by the board immediately before the convener/deputy convener was elected. This would, as a general practice, allow the period of office to be tailored to circumstances (and is shown in italics in paragraph 5). The alternative and arguably tidier arrangement as proposed in the Standing Orders, is a fixed period such of 3 years. This is a common period of office for appointed chairs, and represents a balance between continuity on the one hand (given that some members will change every year) and an opportunity for periodic fresh leadership. If a Convener resigned as convener, or ceased to be a member of the CNPA, this would trigger an election of a replacement Convener. A further alternative is that a Convener/Deputy Convener is always elected for one year, and may be re-elected. ***The three options are offered for Members' consideration.***
  - b) The standing orders (albeit not legislation) can be ***changed*** at any time, but only by agreement of 13 CNPA members (i.e. a majority of the whole board).
  - c) ***The quorum*** for the NPA board is set at a simple majority of the whole board (13). The local government standing orders set this figure much lower at one

fourth of the total, with a complex amendment if there are vacancies in membership. The argument for setting the quorum at 13 is simply that decisions should not be being taken by the Park Authority if only half its members are present; regardless of the reason. It is most unlikely that there would ever be such a number of unfilled vacancies that a quorum was not reached.

- d) Provision is made for an item at board meetings of *Any Other Competent Business* under which a member may raise an issue at a meeting of the Board if they consider the matter is of significant interest and relevance to the Board as a whole. The standing orders do not require that such questions be notified to the Chair in advance in writing – it will not always be practical for Members to do so – but they do require that the Chair is told before the meeting starts. It is clearly in the interests of efficient use of everyone’s time that Members use this item with discretion.
- e) There is a presumption that *decisions* will be reached on the basis of a consensus. There will however be times when a vote is needed, and the standing order makes provision for this.
- f) These standing orders will apply to any *Committees*, unless they wish to adopt their own standing orders, in which case those must be endorsed by the whole Board. It is recognised that the needs of different Committees may justify differences in practices and procedures, although there are some fundamental principles which would not be open to change. The Planning Committee is expected to have its own standing orders covering matters that arise only in the context of determining planning applications, such as site visits, rights of representation, etc.

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## STANDING ORDERS FOR MEETINGS OF THE CAIRNGORMS NATIONAL PARK AUTHORITY

1. The Cairngorms National Park Authority (referred to as “the Board” in the rest of this document) was established on 25 March 2002 by the Cairngorms National Park Designation, Transitional and Consequential Provisions (Scotland) Order 2003, which in turn was made under the National Parks (Scotland) Act 2000. Under paragraph 19 of schedule 1 of that Act, the National Park authority may determine its own procedure.
2. This paper sets out the procedures which apply to meetings of the Board and of its committees. These standing orders are in addition to any requirements set out in the Act and in the founding designation order, and any further Acts of Parliament or guidance from Scottish Ministers.

### **NPA Membership**

3. The NPA board comprises 25 members as prescribed in the Designation Order. The 25 is made up of 5 members directly elected in accordance with the Cairngorms National Park Elections (Scotland) Order 2002; 10 members directly appointed by Scottish Ministers and 10 appointed by Scottish Ministers on the nomination of the relevant Local Authorities. All members are appointed or elected on an individual basis, and not as representatives of organisations. Duration of appointments is as set out in a Member’s letter of appointment, and in the case of elected Members is until the next NPA election.

### **Convener and Deputy Convener**

4. In accordance with schedule 1, paragraph 11, of the Act, the board elects the Convener and Deputy Convener from among its number. At the second-last CNPA meeting before the term of office of a current Convener expires, election of the next convener shall take place. The process of election for convener shall be conducted by the proper officer. The process of election will be as follows:
  - a) The chair will seek nominations from members of the NPA at the meeting. Any member may propose another NPA member as convener, and a third member must second the nomination for it to be valid.
  - b) Each candidate who has a valid nomination will be asked if they wish to make a short statement to the meeting.
  - c) Members who are absent from the meeting may be put forward for election, provided they have indicated to the chair of the meeting their consent to being nominated. A statement by such a candidate may be circulated at the meeting.
  - d) Election will be by absolute majority, as follows:
    - Members may only cast one vote in each round of voting;
    - Only Members who are present may vote;
    - Once the first set of votes has been cast, the candidate with the lowest number of votes will be excluded;

- A fresh vote will be taken on the remaining candidates where again each member can only cast one vote for the candidate of their choice; again the candidate with the lowest number of votes will be excluded.
  - This process will continue until one candidate emerges with an absolute majority of the votes cast by those members present and voting.
  - Where there is an equality of votes among those candidate who have least votes, then a decision on who is to be excluded will be determined by lot.
  - If it is the case that there is only one candidate for either position, then that person will be declared elected.
5. The duration of the office of Convener and Deputy Convener will be 3 years (unless the member concerned ceases to be a Member of the NPA, or resigns from the position of Convener/Deputy Convener before the end of the period). [*Alternative 1: Members will be asked to decide what the duration of the Convenership should be. There should be a proposer and seconder for any such proposal, and agreement will be by simple majority and a show of hands.*  
*[Alternative 2: A Convener/Deputy Convener will be elected for one year, and can be re-elected]*
6. For cases in which a Convener/Deputy Convener resigns or ceases to be a Member, the above process will apply, as the first item of business, at the next board meeting following the vacancy arising.
7. The above process in paragraphs 4-5 will also apply to the election of Deputy Convener, which shall take place after the election of Convener if both posts are to be decided at the same meeting.

### **Quorum**

8. The quorum of the NPA board will be half of its total number plus one - in other words, 13 Members. This will apply regardless of vacancies in membership. No business will be transacted at a board meeting unless a quorum is present. If the chair of the meeting finds during a board meeting that the number of members present has reduced below the quorum, the meeting shall end at that point. All attendance and absences shall be recorded in the minutes of the meeting. The quorum for committees will be as agreed for each committee individually.
9. Participation will normally be in person, but may exceptionally (with agreement of the chair of the meeting) be by telephone or video-conference. In these cases, such members will be deemed to be present and constitute part of the board for the purpose of the meeting.
10. People who are not members of the NPA board may be invited by the Convener to attend for all or part of the meeting, but they will not be entitled to vote.

### **Schedule of Meetings**

11. The board shall approve in advance of each calendar year a provisional set of dates and venues for its board meetings. The schedule will be published on the CNPA

website, and posted up in the reception area of the CNPA offices, and will be notified to the four local authorities with part of their area within the Park.

12. The Convener may convene a special meeting of the board when it appears that an item of business requires urgent attention. In the absence of the Convener, such a meeting may be convened by the Deputy Convener. Any member may request that such a meeting be called, but the final decision rests with the Convener (or Deputy Convener in the absence of the convener) unless the request is made to the proper officer by at least 13 members in which case the meeting must be called within 21 days of receipt of the request.
13. The Chief Executive is responsible for overall organisation, management and staffing of the NPA. It is the responsibility of the Chief Executive to advise the board on matters of financial propriety and regularity. The Chief Executive shall have the right to attend all Board meetings and Committee meetings (albeit without voting rights), except for parts of meetings when agreed by Board Members that the matters under discussion should involve Members only, for example where performance, remuneration or conduct of the Chief Executive is under discussion.

### **Public Attendance At Meetings**

14. The National Parks Scotland Act (Schedule 2, paragraph 12) provides that access to meetings and documents of the NPA board are covered by the provisions of Part IIIA of the Local Government (Scotland) Act 1973. In broad terms this means that meetings of the CNPA board are to be open to the public, unless there are good reasons to the contrary (such as breach of an obligation of confidence, or a confidential staffing matter). Annex 1 to these standing orders sets out more detail.
15. The Proper Officer for the CNPA is appointed by the board (as required under the terms of the National Parks (Scotland) Act 2000) and is charged with ensuring the application of the provisions outlined in paragraph 14 above about public access to meetings. The Proper Officer advises on the issues that arise, such as exclusion of papers from public inspection, for example, if it is decided this relates to an item likely to be taken in private session.
16. The venues for board meetings will be decided by the Convener in discussion with the Deputy Convener and Chief Executive, based on a policy of moving meetings around the Park area, and ensuring good access by the public of all abilities.

### **Board Papers**

17. Board papers will be prepared by CNPA officials, and considered and approved by the Chief Executive prior to submission to the board. The CNPA's policy will be to circulate papers to Members 7 clear days in advance of a meeting. As required through statutory provisions in the National Parks (Scotland) Act, copies of the papers will be sent to the four local authorities with part of their area within the Park. Papers will be available for public inspection at all the offices of the CNPA, and at the local authority offices. Papers will also be sent to the sponsor division of the Scottish Executive, and will be made available on the CNPA website. The CNPA will strive to

ensure the papers of the board and its committees are made as readily available as possible to members of the public, but commensurate with the need to make prudent use of resources. Methods of ensuring this will be kept under review, but is likely to mean, for example, that staff will not be required to send out copies of papers on request except in exceptional circumstance. Copies of papers will be available at board meetings and committee meetings to members of the public who attend. Copies of board papers will be available on the CNPA's website as soon as they have been circulated to Members.

### **Members' Issues and Questions at Board Meetings**

18. Each board meeting will take an item at the end of the agenda of *Any Other Competent Business* under which a member may raise an issue if they consider the matter is of significant interest and relevance to the Board as a whole. Such issues/questions must be notified to the Chair in advance of the meeting— it will not always be practical for Members to do so in writing, but advance notice should be given orally to the Chair before the start of the meeting, unless the matter is one which has arisen during the course of the meeting. It is clearly in the interests of efficient use of everyone's time that Members use this item with discretion. On questions of order, including whether an item is considered "competent" the Chair's ruling will be final.

### **Chairing Meetings**

19. At a meeting of the NPA board, the Convener will preside. In his/her absence the deputy convener will preside. If neither is able to be present, the Convener will indicate which other member should preside. If no advice from the Convener is available, Board Members present will choose by majority vote of those present, that one of their number will preside.
20. Committees will be chaired by the person agreed by the whole NPA board as the chair of that committee; and his/her absence, by the deputy chair who is also agreed by the whole board.
21. The Chair of a Board meeting or Committee meeting will preserve order; determine all matters of order, competency and relevancy; determine whether a conflict of interest requires a member to withdraw from discussion; and will ensure members have sufficient opportunity to express their views on any matter under consideration.

### **Board Decisions**

22. Decisions of the board will generally be by consensus of attending members. A member departing early will be treated as a non-attending member for the purpose of any decision taken after the time of departure. A board member may have his/her dissent recorded to a decision of the Board provided he/she has attended for the whole of the discussion and decision, and asks to record his/her dissent immediately after the decision is concluded.
23. Written comments on agenda items submitted by board members who are not attending will be circulated to Board Members.

24. Exceptionally, if a Board decision is required urgently and it is not possible to convene a meeting, the matter will be dealt with through correspondence. The decision to do this will be made by the Convener or Deputy Convener. In such circumstances, views will be sent to the Convener (or Deputy Convener, as appropriate). The decision will be ratified at the next board meeting.
25. At board meetings, the Chair will determine whether it is necessary to take a vote in order to reach a decision. Decisions will be reached by simple majority following a vote (with the Chair having the casting vote in cases of a tied vote) on the following occasions:
  - when the chair detects that there is a body of opinion among members who either disagree with a proposal or have expressed reservations about it and no clear consensus has emerged;
  - when a member requests a vote to be taken and this is supported by another member in attendance;
  - any other circumstances where a the chairman's discretion it is felt that a decision should be preceded by a vote.
26. Only attending members will be able to vote, and generally this will be done by a show of hands. At the Chair's discretion, this can be conducted through a secret ballot. In such circumstances the proper officer will issue and collect ballot papers, count the vote, and announce the result to the board.
27. A decision made by the Board will not generally be reconsidered by the board within 6 months of that decision being carried, except in exceptional circumstances and with the agreement of the board.

### **Declaration of Interests**

28. The National Parks (Scotland) Act provides (paragraph 18, schedule 1) for the declaration of interests by Members at Board meetings. In addition, the NPA holds a register of Members' interests, available for public inspection. The rules on registration and declaration of interests are set out in the Members' Code of Conduct.

### **Personal Liability of Members**

29. As set out in the Model Code of Conduct for Members, if an individual Board Member incurs a civil liability in the course of carrying out his/her responsibilities for the Board, that Member will not be required to personally pay that liability provided he/she acted honestly and in good faith. This indemnity does not, however, protect a Member who acts recklessly or in bad faith.

### **Corporate Responsibility and Confidentiality**

30. Board Members share corporate responsibility for decisions taken by the Board as a whole. Members must therefore either accept (and support) the collective decision of the Board or resign. Members are expected to respect the confidentiality of sensitive



information held by the organisation, as well as the discussions and papers taken in private session.

### **Board Minutes**

31. Minutes of all board and committee meetings will be taken by a member of staff designated by the Chief Executive. Taken in conjunction with the papers presented to the meeting, the minutes should provide a correct record of the meeting and the decisions reached, and sufficient detail to indicate the issues discussed in reaching those decisions.
32. Minutes should include the action points agreed at the meeting, and these carried forward to following meetings until discharged.
33. Draft minutes will be approved by the Chief Executive and the Chair of the meeting, marked clearly as “unapproved”, and circulated to Members, who can propose amendments in writing or raise these at the next board meeting. The Chair, Deputy Chair and Chief Executive will arbitrate over matters of dissent.
34. Minutes will be approved at the following meeting, and signed by the Chair as a correct record (subject to any amendments agreed). Approved minutes will be put on the CNPA website.

### **Committees**

35. In accordance with Schedule 1 paragraph 17 of the Act, The Board may establish Committees, and may appoint onto those Committees people who are not NPA board members, but a majority of Committee members must be NPA board members. The board may delegate functions and decisions to Committees, or to officers of the CNPA. The board shall decide the remit, membership, chairmanship and deputy chairmanship of committees. Committees shall report direct to the board.
36. These standing orders shall apply to each Committee of the Board unless a Committee adopts its own standing orders, in which case they must be endorsed by the whole Board. The Planning Committee in particular will be expected to have its own standing orders covering issues which arise only in the context of determining planning applications (such as dealing with representations by applicants, management of site visits, etc).
37. Agendas and minutes of all committee meetings will be sent to all members of the Board.

### **Delegation of Functions**

38. As set out in Schedule 1 of The Act, the Board may delegate authority (generally or specifically) to Committees of the Board, to staff, or to any of its Members.

## **Suspension and Amendments of Standing Orders**

39. These standing orders may be varied, revoked or added to only by the NPA board, and any such alterations will require the consent of 13 members. Notice of the intention to bring forward proposed amendments to standing orders must be signified at the previous board meeting. Notwithstanding this provision, no standing order may be suspended or amended if this would contravene any statutory provision or direction made by Scottish Ministers.

## **Other Provisions which together with these standing orders, provide for the conduct of NPA board meetings**

### **National Parks (Scotland) Act 2000: Schedule 1, paragraph 18**

- Declaration of Members' interests

### **Local Government (Scotland) Act 1973, Part III (by virtue of Schedule 2, paragraph 12, of the National Parks Scotland) Act)**

- Access to Meetings and Documents

### **Members' Code of Conduct**

- Registration of Interests

## Annex 1 To CNPA Standing Orders

### Access to Meetings and Documents –Rules Governing the CNPA

Schedule 2 paragraph 12 of the National Parks (Scotland) Act 2000 applies *Part IIIA of the Local Government (Scotland) Act 1973* to a National Park Authority. Its provisions are broadly as follows:

- Meetings of the CNPA to be open to the public, unless:
  - Confidential information would thereby be disclosed in breach of an obligation of confidence; this includes information furnished by the Government on terms which forbid disclosure to the public, of information for which disclosure is prohibited by law or a court order;

Or, the CNPA resolves to exclude the public from consideration of a particular item when they consider it is likely that there would be disclosure of exempt information as follows:

- Information relating to a particular employee or potential employee of the CNPA, or particular office holder or potential office holder.
- Information relating to a particular individual who is an occupier of accommodation provided by the CNPA; a recipient of or applicant for financial assistance from the CNPA; a recipient of or applicant for any service provided by the CNPA.
- Information relating to the financial or business affairs of any particular person;
- The amount of any expenditure proposed to be incurred by the CNPA, or terms proposed under any particular contract for property, goods or services.
- The identity of any person offering any particular tender for a contract with the CNPA.
- Information relating to any consultation or negotiations in connection with labour relations matters arising between the CNPA or Minister and employees or office holders of the CNPA.
- Any instructions to Counsel and any opinion of Counsel in connection with legal proceedings by or against the CNPA, or the determination of any matter by the CNPA.
- Information which, if disclosed to the public, would reveal that the CNPA proposes to make an order or direction under an enactment.

Where a resolution is passed to exclude the public on these grounds, the resolution must identify the proceedings affected, and state the reasons. The meeting is then not required to be open to the public.

- For a meeting of the CNPA, public notice of the time and place of the meetings shall be posted at the offices of the CNPA at least 3 clear days before the meeting (unless the meeting is convened at shorter notice).
- Where a meeting is open to the public, duly accredited members of the press shall be given reasonable facilities (as far as is practicable) for taking their report of the meeting (but not necessarily photographs).

- Copies of the agenda and reports for the meeting shall be open to inspection by members of the public at the CNPA offices at least 3 days in advance of the meeting (except where the meeting is convened at shorter notice). It is for the proper officer to exclude from this such reports as are not likely to be open to the public. Copies of reports and agenda shall be available to the public at the meeting.
- An item of business may not be considered at a meeting unless the report (assuming it is open to the public) has been available for public inspection as set out above, or If there are special circumstances (to be specified in the minutes) which lead the Chair to the view that the item must be considered as a matter of urgency.
- Every report which is not open to the public shall be marked “Not for Publication”.
- Newspapers may request, provided they pay postage or necessary transmission fee, a copy of a meeting agenda and reports.
- Various meeting documents shall be available for public inspection up to 6 years after a meeting – the minutes, agenda, and relevant reports.
- Where various parts of a meeting are closed to the public, to prevent disclosure of exempt information, and the minutes do not provide the public with a reasonably fair and coherent record of the proceedings, the proper office shall make a written summary to provide such a record without disclosing the exempt information.
- The rules above apply to Committees of the CNPA.
- The CNPA shall keep a register of the names and addresses of members of each of its current committees, open to the public.