



## For Decision

**Title: Notice of Forthcoming Board Election of Convener, Deputy Convener and Committee Chairs and Standing Orders Considerations**

**Prepared by: David Cameron, Deputy Chief Executive and Director of Corporate Services**

### Purpose

1. This paper notifies the board of forthcoming elections for the offices of Convener, Deputy Convener and Chair of the Audit and Risk Committee and Performance Committee.
2. The paper also confirms the cessation of business continuity arrangements in the operation of standing orders and notifies the board of proposed changes to Standing Orders.

### Recommendations

The Board is asked to:

- a) agree the full suspension of all business continuity adaptations to Standing Orders and an immediate return to adopted Standing Orders
- b) Note the Intention to bring forward proposed amendments to Standing Orders regarding provisions on quorum for meetings at the next board meeting.
- c) Agree arrangements for the election of the Board Convener and Board Deputy Convener at the next scheduled formal board meeting on 23 June, to be conducted in accordance with agreed Standing Orders.
- d) Agree proposed arrangements for elections of Committee Chairs as set out in this paper.



## Background Information

3. The Board Convener has announced his Intention to step down from the role of Convener with effect from close of business on 31 July 2023.
4. The Board agreed at its meeting of 26 August 2022 and subsequently by correspondence, following the postponement of the 9 September 2022 board meeting as a mark of respect for the passing of Her Majesty The Queen, that the Board Deputy Convener should be elected for a one year term ending 30 September 2023.
5. With effect from 1 April there will be vacancies for at least two Chairs of Board Committees: the Audit and Risk Committee and the Performance Committee following the end of terms of appointment of members currently elected as Chair of those committees.
6. The Board agreed implementation of business continuity arrangements in the operation of its Standing Orders to support effective governance arrangements over the period of the COVID19 pandemic at its meeting on 27 March 2020. These business continuity arrangements have not yet been formally repealed by the board.
7. The board is currently going through a period of transition in membership with a number of vacancies being carried for a short period. In reflecting on the operation of Standing Orders at times when there may be vacancies in board membership, the Convener has suggested that standing orders may be better phrased to reflect that quorum of board and Committee membership should reflect actual numbers of board members In place rather than an assumed membership of 19.
8. This paper takes forward these matters.

## Standing Orders

9. The Board agreed a number of variations to Standing Orders at its meeting of 27 March 2020 and also through subsequent reviews of those amendments over the period of the pandemic. This established effective business continuity arrangements to support good governance processes during the COVID19 pandemic which required various amendments to agreed working practices.
10. The business continuity amendments to Standing Orders agreed on 27 March 2020 included the provision that "The period of implementation of BCP arrangements may



be extended as required and agreed by the Board". (Reference paper 3, Annex 2, point 2g

200327CNPABdPaper3Annex2BusinessContinuityStandingOrderAmendments.pdf (cairngorms.co.uk)) The business continuity arrangements adopted have not been formally suspended and now, almost three years on from the adoption of those arrangements, the board are recommended to agree the full suspension of all business continuity adaptations to Standing Orders and an immediate return to adopted Standing Orders.

11. For reference, the adopted Standing Orders can be accessed at:

- a) <https://cairngorms.co.uk/wp-content/uploads/2019/12/190614-Board-Standing-Orders-Approved-June-2019.pdf>

## **Notice of Amendment to Standing Orders**

12. Paragraph 9 of the approved Standing Orders states that:

- a) "The quorum of the NPA board will be half of its total number plus one - in other words, 10 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 Convener 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."

13. Paragraph 45 of the approved Standing Orders also states that:

- a) " Committee meetings shall be quorate provided that at least 4 members are present to conduct business. If meetings remain without a quorum 15 minutes after the designated start time then the meeting shall be postponed with the Chief Executive and Proper Officer then responsible for arranging an appropriate date and time for the meeting to take place."

14. In reflecting further on the implications of this wording, and in the context of potential periods of transition in board and committee membership, the Convener believes there may be merit in altering this wording. Notice is therefore given as required under standing orders of the intention to consider amendments to standing orders to cover these points at the next board meeting.



## **Election of Board Convener and Board Deputy Convener**

15. As we have advance notice of the end of term of both the Board Convener and Board Deputy Convener at end of July and early September 2023, notice is given under paragraph 4 of the Standing Orders that a meeting will be convened on the same day as the next scheduled formal board meeting, 23 June 2023, to elect first the Board Convener and secondly Board Deputy Convener to take up appointment following the end of the current appointments: 1 August and 9 September respectively.
16. The process of that election shall be conducted in accordance with Standing Orders and will commence with an Invite for nominations in accordance with paragraph 4a of those Standing Orders at least 15 days prior to the board meeting of 23 June.
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17. In considering the election process and the proposals set out in this paper, members' attention is drawn in particular to the point that elections over the last years have been undertaken by postal ballot rather than in face to face meetings. This election process appears to have been an effective way of ensuring all members can participate in elections irrespective of other commitments. Members are therefore invited to consider in particular whether this aspect of the business continuity arrangements should be suspended at this time.

## **Election of Committee Chairs**

18. The board agreed a variation to Standing orders at Its meeting of 28 May, whereby Committee Chair elections are now undertaken as follows:
- a) " Committee Chairs shall be elected by the full Board using the voting procedures set out in these Standing Orders for the election of the Board Convener. Committee Chairs so elected shall be a member of the Committee in terms of that Committee's terms of reference. Any subsequent requirement for review of the membership of the Committee in question shall be undertaken by the Convener and the Governance Committee. The Vice Chair of Committees shall be appointed by each Committee from among the membership of the Committee agreed by the Board."
19. Election of Committee Chairs shall also be undertaken at the meeting called to undertake the election of the Board Convener and Board Deputy Convener. The election of Committee Chairs shall follow after the election of the Board Convener and Board Deputy Convener In the following order:



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- Audit and Risk Committee Chair
  - Performance Committee Chair
  - Resources Committee Chair if required