
CAIRNGORMS NATIONAL PARK AUTHORITY

FOR DECISION

Title: BOARD COMMITTEES: TERMS OF REFERENCE

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Purpose

This paper proposes terms of reference covering the new Board Committee arrangements approved in principle by members at the Board meeting of 12 February 2021.

The paper also sets out proposals for moving forward with the revised arrangements for Board Committees, should members agree to move forward with this revised Committee structure.

Recommendations

The Board is asked to:

- a) **Consider the draft terms of reference for Board Committees presented with this paper;**
- b) **Agree any required amendments to the draft terms of reference;**
- c) **Agree implementation of the new Committee structure on the basis of these terms of reference, including any agreed amendments**
- d) **Agree the process of Committee membership should begin with election of the Committee Chairs**
- e) **Agree the process and timetable for election of Committee Chairs as set out in this paper**
- f) **Agree the paper to the Board meeting of February 2021 identifying a proposed change to the election of Committee Chairs represents an appropriate notification of a proposal to change Standing Orders, as required by paragraph 47 of those Standing Orders**
- g) **Agree the amendment to Standing Orders set out in paragraph 10**
- h) **Agree to seek members' preferences for Committee membership in parallel with the process for election of Committee Chairs.**

Background

- I. The Board agreed in principle to change the structure of the Board's Committees, subject to the Director of Corporate Services drafting Terms of Reference for each of the proposed Committees to allow members to consider the overall fit of the new Committee proposals and their likely coverage of key areas of work required by the

Board's governance and assurance processes. The work developing draft Terms of Reference is now complete and is presented with this paper.

Draft Committee Terms of Reference

2. The Committee terms of reference have been developed further since being circulated to all members for any comments of detail. This exercise resulted in the following main themes of feedback:
 - a) Potential duplication of role purpose between Committees;
 - b) Associated lack of clarity around which Committee would act on some elements of work;
 - c) Potential lack of coverage of some elements of the Authority's activities, for example the statutory access role.

3. Draft terms of reference now presented vary for the version seen by members when given the opportunity to consider any detailed comments in the following ways, following review of the feedback provided:
 - a) A summary table of the role of each Committee is presented at the beginning of the document, allowing the roles of each Committee to be considered side by side and making the overall purpose and focus of each Committee clear to seek to give a better sense of the fit of the Committees.
 - b) Common elements of committee terms of reference have been taken out of the individual Committee terms of reference and added to a separate "generic terms of reference for all Committees" to help focus each Committee's specific terms of reference on their main purpose.
 - c) No specific further amendment is made to the terms of reference regarding point c). The draft terms of reference of the Performance Committee includes at point "f": "To maintain oversight of performance against key strategic outcomes", citing the two specific examples already identified for this Committee of performance against Climate Change targets and the Authority's public and stakeholder engagement targets. Other specific areas of performance may be added by the Board at any time to this aspect of the Performance Committee's remit should there be appropriate levels of strategic risk to justify doing so. Currently, there are no strategic risks identified around the Authority's statutory access performance. On consideration of Board and Committee workload and also of the balance of staff resources in supporting these Committees, it is proposed that there is no need to be comprehensive at this stage on the areas of work that the Performance Committee might look at on delegation by the Board, and to leave that open to organisational needs assessment on the basis that delegation can be accommodated by this aspect of the draft terms of reference.

4. Should the Board agree to move to this proposed Committee structure on the basis of the draft terms of reference, including any agreed amendments to the draft, it is suggested that the new Committee structure begins to operate once confirmation of membership and identification of Committee Chairs has been finalised. This process is considered further in the following section.

Establishing Committee Membership

5. The paper prepared by the Convener and Deputy Convener and considered by the Board on 12 February 2021 indicated that Committee Chairs will be elected by the full Board. Membership of Committees will be confirmed by the Governance Committee, following members' indication of their first and second choice for Committee membership. The Governance Committee would seek to confirm memberships respecting these first and second choice preferences while balancing skills and expertise.
6. The natural first step in establishing Committee membership therefore appears to be to determine the Chairs of Committees, in order to form the proposed Governance Committee.

Election of Committee Chairs

7. I propose that the existing election process set out in the agreed standing orders, as used for Convener, Deputy Convener and Planning Committee Convener and Deputy Convener is adopted for the purpose of electing Chairs of the Committees. Given current ongoing COVID19 Business Continuity Restrictions preventing in person meetings, the modification of those standing orders to support nomination and seconding of proposed Chairs and postal ballots are proposed to also apply to the election of the Committee Chairs.
8. The election processes were last updated by the Board in November 2020 following election of the Deputy Convener, prior to the election of the Planning Committee Convener:
[201113CNPABdPaper2AAElection Process Review Plan Cttee Convener Elect.pdf \(cairngorms.co.uk\)](#)
9. I propose the election for Committee Chairs follows the same format as that adopted by the Board in November 2020. This would provide for the following timetable for election of Committee Chairs:
 - a. 28 May: Board confirms process for election of Committee Chairs
 - b. 11 June 17:00: deadline for receipt of validated nominations and seconds of Committee Chairs
 - c. In week commencing 14 June: confirmation of nominations for each Committee Chair and issue of ballot papers together with supporting candidate statements. Target issue of these papers Wednesday 16 June.
 - d. Wednesday 30 June 17:00: deadline for receipt of ballot papers
 - e. By Friday 2 July: count of ballots; announcement of results of elections; confirmation of Committee Chairs.
10. The paper to the Board meeting in February 2021, in setting out a proposal to change the process of election of Committee Chairs, established a requirement to change Standing orders.
11. In order to confirm the election of Committee Chairs following this process, the following amendment is required to the current standing orders:

- Replace Standing order paragraph 40: “... Committees, other than Planning Committee provided for at paragraph 22, shall appoint a Chairperson and a Vice Chairperson at their first meeting following agreement of their membership by the Board, from among the membership of the Committee agreed by the Board...” with
- 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.

Committee Memberships

12. I propose to open the process seeking members’ views on their first and second preferences for Committee membership over the same time period as the election process for Committee Chairs. I will coordinate emails to all members seeking first and second preferences for Committee membership, and compile responses for consideration by the Governance Committee with a completion deadline of Friday 2 July. According the above timetable for elections, memberships can be considered by a Governance Committee meeting from week commencing Monday 5 July.

David Cameron

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