

DRAFT MINUTES OF THE GOVERNANCE COMMITTEE MEETING of

THE CAIRNGORMS NATIONAL PARK AUTHORITY

**held via Lifesize
on 27 August 2021 at 9.30am**

PRESENT

Xander McDade (Committee Chair)	Gaener Rodger
Carolyn Caddick	William Munro
Deirdre Falconer	Judith Webb

In Attendance:

Grant Moir, CEO
David Cameron, Director of Corporate Services
Kate Christie, Head of Organisational Development
Vicky Walker, Governance & Reporting Manager
Alix Harkness, Clerk to the Board

Apologies: None.

Welcome and Apologies

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

Declarations of Interest

2. There were no interests declared.

Minutes of Previous Meetings

3. The minutes of the previous meeting, 2 July 2021, held via video conferencing were approved with no amendments.
4. The Appointment Sub of 5th August 2021 – The Committee Chair advised that he had not had sight of this so it would be moved to the next meeting.
5. Action Point Arising:

- i. **The Appointment Sub of 5th August 2021 to be brought to the meeting on 29 October 2021.**

Matters Arising

6. There were no items presented.

Homologation of Decisions taken by correspondence

7. The Committee Chair provided the following update for recording in the minute:
 - a) Appointment of Carolyn Caddick and Judith Webb as Governance Committee representatives to the Senior Office Appointments Sub-Committee for the position of Director of Nature & Climate Change (3rd June 2021)
 - b) Confirmation of Committee Membership Nominations (15th July 2021)
 - c) Appointment of Judith Webb as an observer to the NatureScot Scientific Advisory Committee Capercaillie Sub-Group (28th July 2021)

Terms of Reference (Paper I)

8. David Cameron, Director of Corporate Services introduced the paper which presents the validity of the Terms of Reference (ToR). He made the following points:
 - a) His intention was to draw up items other Committees have raised on their ToRs.
 - b) Resources Committee and Audit & Risk Committee (ARC) did discuss the need to ensure there was crossover between Committee's in view of the Annual Accounts while noting that one current member of the ARC sat previously on the Finance & Delivery Committee therefore providing some cross over. However it was agreed that all Board members would be invited to attend the ARC meeting where the Annual Accounts for 2020-2021 were being signed off to further ensure adequate crossover.
 - c) The ToR would be reviewed one year after it had been in place.
9. The Governance Committee discussed the paper and made the following comments and observations:
 - a) Clarity sought around the responsibilities of each Committee surrounding the Annual Report, quarterly reporting goes to Resources Committee whereas the annual report only goes to ARC? Director of Corporate Services explained that the Resources Committee are presented with a summary of the outturn position. And ARC go through the final accounts and statement of

recommended practise, to ensure account policies and practises have been carried out/ followed through.

- b) Judith Webb, Chair of ARC advised that the same issue had been raised in their Committee's discussions where Azets the internal auditor suggested a distinct link could be made whereby the Chair of the Resources Committee could attend the appropriate ARC meeting, to keep informed. The Chair of the Resources Committee made a plea to be invited to the next meeting where the Annual Report would be on the Agenda. Director of Corporate Services advised that the best person to attend the meeting would be the previous Chair of the Finance & Delivery Committee, Willie Munro.

10. The Committee Chair concluded that:

- a) **No changes of major noting as a result of today's discussions.**
- b) **Moved the motion to approve the paper. This was seconded by Carolyn Caddick, the Deputy Committee Chair.**

11. The Governance Committee approved the Terms of Reference.

12. Action:

- i. **All Board Members and in particular the previous Finance & Delivery Committee Chair to be invited to attend the ARC meeting on 10th September 2021 where the 2020-21 Annual Report would be discussed.**

Board and Committee Arrangements Post-Covid (Paper 2)

- 13. Kate Christie, Head of Organisational Development introduced the paper which presents an update on the proposed Board and Committee meeting arrangements post-covid. She highlighted the following points:
 - a) There was still a degree of uncertainty with the one metre Scottish Government rule applied across public sector and with this rule the board room facilitates 12 people.
 - b) Working towards November Formal Board meeting being able to accommodate everyone on site.
 - c) However there had been a significant spike in numbers of Covid infections and an announcement was being made today by the First Minister.
- 14. Vicky Walker, Governance & Reporting Manager reported that they were looking at significant changes going forward, providing access to the public and the need to be

flexible and agile to respond to a constantly changing environment. She highlighted the following areas:

- a) Key issue was evaluation and testing, it was hoped that the meeting on 26 November could take place face to face but some considerable thought needed to go into the arrangements to enable this to happen.
- b) With regard to the return to the office, the total head count of staff had increased, not enough space for 1 person per desk and therefore a hybrid approach post covid was being looking at, to make the best use of space.
- c) Not done this before, continuing to review our process, what does this Committee need by way of information on this going forward?

15. Head of Organisational Development added that they were mindful of the benefits of Lifesize to allow members of the public to view Board meetings via the livestream function and it was likely that going forward Board meetings will be in a hybrid model. Pre-covid Board meetings were held at different venues throughout the National Park, going forward connectivity may be an issue, she invited the Governance Committee to discuss this point.

16. The Governance Committee discussed the paper and made the following comments and observations:

- a) Comment made that it was helpful and know the associated uncertainties around it, how we might going forward continue to hold a presence of board activity across the Park.
- b) Suggestion made that the paper should have included a short paragraph that acknowledges that some Board members (clinically vulnerable) that are less confident about moving towards face to face meetings. The Chair agreed and added that the desire to drive towards hybrid meetings was primarily to accommodate clinically vulnerable people, members and the public. Director of Corporate Services agreed that they should have been explicit on dependency of personal requirements and others medical requirements and that it was omitted from the paper because it was more focussed on the return of face to face meetings while respecting and being mindful of others circumstances, had centred all our thinking.
- c) Comment made that they were pleased to see a hybrid model going forward which would also help to reduce carbon footprint and the need to travel in bad weather.
- d) Were there any stats available surrounding the numbers of people watching the livestreams of meetings, were they the same people all the time and the same people who regularly attended the face to face meeting pre-covid or did they differ? Director of Corporate Services advised that they had changed their contract with Lifesize and therefore no longer hold database evidence. However more people had been attending albeit a core of similar people attending.

Holding the meetings virtually and livestreaming them had proven a real benefit to the wider staff group being able to attend/ hear items of relevance to them, without using time to attend, staff benefit and value to organisation. He added that attendance data going forward would be pulled out.

- e) Comment made that in addition to acknowledging the clinically vulnerable, those with a caring role should also be acknowledged.
- f) The Chair commented that the hybrid model would provide flexibility where some members experience poor connection and want to return to face to face meetings.
- g) Comment made that flexibility is what was looking for in general whatever the reason to ensure efficient running of the National Park and Board. Really value online broadcast of the Board/ Committee meetings as it was about inclusivity, and audience numbers may not be huge unless there is something of interest and meaty on the Agenda.
- h) Comment made that it was still important to move meetings around the National Park to ensure visibility. He acknowledged that some locations might have capacity. Suggestion made to Record the meeting and have it available online for a week afterwards, can hear what was said albeit not live. The Chair advised that lots of work had been carried out by the CNPA Digital Communications Officer in remote locations which found options could be explored. He expressed his point of view which was that there was less of a desire to move meetings as opposed to getting out to speak to people around the Park opposed to holding meetings. He explained that holding all the Board's smaller Committee meetings on one day electronically allowed for capacity when meeting for Planning or Board going out to have conversations with people on the ground. This would be more effective than driving to a location and doing meeting there. From public point of view cannot go back, ability to livestream, have technology in place and test for November meeting and in the next few months, the organisation will move to Microsoft Teams which should help. Director of Corporate Services advised that they were still looking at it from a legal point of view, what constitutes a public meeting, designate a place the meeting is taking place from, potentially staff could watch it on TV from a different location for example. Still intend to continue and plan around hybrid meetings, all options live stream and publish after meeting had finished, preferable to get visual as well as sound. Look to consider venues around the Cairngorms, need to look at travel and additional set up costs, early and tested costs in cash and staff time. Drawing up IT action plan, may keep Lifesize in parallel with the move to Microsoft Teams. The move should take place in the next 12months or so.
- i) The Chair reported on the number of people watching virtually versus those attending in person, he regularly checked this during meetings and it was an average of 20/3. He commented that the attendance was better virtually than in

person and this would be something worth keeping. Livestreaming meetings allowed for better engagement.

- j) Does Staff use the Board room? Director of Corporate Services advised that it could accommodate larger team meetings, with the 1m social distancing this limit was 12 people. He explained that currently the room could only be used between cleaning cycles, so if it was used for a meeting in one day it could not be used again until the following day (following the cleaning cycle).
- k) Comment made that the Planning Committee meetings taking place virtually were working well, apart from site visits and an appetite to continue them in this way going forward. Other Board Committee's also to be held online. Suggestion that the Board visits should take place around the National Park and because of the nature of the visit, connectivity should not be required. This would reduce costs and the organisations carbon footprint. CEO commented that Formal Board meetings would take place in Grantown. The Chair advised that this would be the best way to use Board and staff time effectively and the days where visits were taking place, the time could be maximised.

17. The Chair asked if they were content to continue holding their Committee meetings online. The following points were made:

- a) Gaener Rodger, Planning Committee Chair recognised that this Committee meets almost monthly and this was proving tiring for many Board members, as these meeting were typically long. She suggested a mixed model be considered going forward. The Chair agreed and suggested ensuring big or contentious items are determined on in-person days as well as strategic discussions. This would mean planning agendas to maximise Board days to manage the dual hybrid model.
- b) Willie Munro, Performance Committee Chair advised that he was content as Chair of that Committee but could not speak on behalf of members of that Committee. He explained that he had quite a few members eager to get back to face to face meetings. He went on to say that members of his Committee would like to see the start time of Committee's rotating so that Performance Committee was not always the 3pm meeting on a Friday. The Chair explained that the rationale for it being the last meeting of the day, was because it often ran over however he would be happy to rotate the meeting start time, if the discussion could be kept to the time allocated. Chairs of the other Committees confirmed they'd be content to rotate.
- c) Judith Webb, Chair of Audit & Risk Committee reminded members that the Internal and External Auditors attend the meetings of that Committee and plenty of notice was required for them to accommodate them. So she would be content to rotate if the timing of the meeting worked for them.

- d) The Chair thanked the Committees for their input. He advised that he would talk to the relevant staff around the placement of Committee meetings and would come back to them on that point, when he had looked at the timetable.

18. The Governance Committee approved the Board & Committee Arrangements Post-Covid.

19. Action Points Arising:

- i. **'Meaty' papers on topics taken by Planning Committee and/ or Board to take place at face-to-face dual hybrid meetings which will need careful agenda planning.**
- ii. **Committee meeting timetabling rotation to be looked into.**

Report on Appointment of Director of Nature & Climate Change (Oral)

- 20. Kate Christie provided a report on the appointment of Andy Ford to Director of Nature and Climate Change. She explained the process that was undertaken:
 - a) 16 Applications were received.
 - b) Kate Christie, Carolyn Caddick, Judith Webb, Xander McDade and Grant Moir were involved in the sift and whittled it down to 6 people who scored highest in the essential criteria.
 - c) The candidates were asked to carry out an exercise then invited to return to do a virtual interview.
 - d) Kate Christie observed the discussion on who was the best candidate. There was not always consensus across the panel and it came down to scores, there was a stand up candidate.
 - e) The next day Xander McDade and Grant Moir met with the candidate who scored the highest and were satisfied he was the right person for the job.
 - f) It was a good, robust process and one which will be carried out again in the future.

Update on Ministerial Visits of 11th & 13th August (Oral)

- 21. The Chair provided an update on the ministerial visits of 11th and 13th August 2021. He highlighted the following points:
 - a) Mairi McAllan, Minister for Environment, Biodiversity and Land Reform on 11th August met at Highland Wildlife Park and spoke about endangered species including capercaillie, met with Seafield Estates and showed her the restoration

work around river there. It had been a productive visit, and the minister was very enthusiastic and really interested in the area.

- b) Met with Michael Matheson, Cabinet Secretary for Net Zero, Energy and Transport on 13th August 2021 out on Cairngorm Mountain and met with representatives from Cairngorms Connect, went cycling on e-bike at Badaguish and talked about the Alzheimer's centre which was part of the Heritage Horizons bid. He had said that the visit was both productive and useful and selling benefits on NP and that he considers the National Park to be a critical part of infrastructure.

Schedule of Business for the Year Ahead (Oral)

- 22. David Cameron, Director of Corporate Services introduced the subject which looked to agree a schedule of business for the year ahead. He explained that this was a Standing item for all Committee's with the expectation for a review of effectiveness of the Committees in the Board cycle. He added that this would be means of picking up on how we are working so that the desirable elements of reporting cycle can be best structured accordingly.
- 23. The Governance Committee discussed the Schedule and made the following comments and observations:
 - a) Suggestion made that the schedule of forthcoming Board meetings including the topics for Board visits/ discussions and what is on the other Committee's agenda should be brought to this Committee on a quarterly basis for review.
 - b) Suggestion made that a press release announcing the election of Committee Chairs and any substantial items of interest to the public on the agenda of any of the Committees could be set out in a Board-led press release.
 - c) With regards to the Heritage Horizon's project suggestion that this Committee look at the communications strategy and protocols in place for that project. Agreed that this should be brought to the next meeting.
- 24. The Governance Committee approved the Schedule of Business for the coming year.
- 25. **Action Points Arising:**
 - i. **Quarterly forward look of Agenda items on informal/ formal Board and Committee meetings to be brought to the Governance Committee.**
 - ii. **Heritage Horizons Communications Strategy and Protocols paper to be prepared and brought to the next Governance Committee meeting on 29th October 2021.**

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26. Director of Corporate Services asked the Committee if they were content that the Papers for the Governance Committee including today's papers were uploaded to the CNPA website. The Governance Committee confirmed that they were. Suggestion was made that the minutes should be kept concise particularly when discussing items of a confidential nature. The Chair agreed to discuss this with the Director of Corporate Services offline.

27. Action Points Arising:

- i. Governance Committee meeting papers for today's meeting and subsequent future meetings to be uploaded to the CNPA website.**
- ii. Governance Committee Chair to provide the Director of Corporate Services will guidance on ensuring the minutes are kept concise.**

Date of Next Meeting

28. The next meeting of the Governance Committee will take place on Friday 29th October 2021.
29. The meeting finished at 9.49 hours.