



Governance and Board Standing Orders

Paper for decision

1. Introduction

- 1.1 A programme to review all the Standing Orders and Terms of Reference for Board and Committee meetings is underway. For the Statutory Groups any amendments to the documents will need to be approved by the Board. The first document to be considered by the Board is the Board Standing Orders. This document and the proposed amendments were reviewed by the Strategy Group on 24th August.

2. Recommendation

- 2.1 Members are invited to agree the revised Board Standing Orders and to agree the proposed timetable for review of the Standing Orders.

3. Background

- 3.1 The programme to review all the Standing Orders and Terms of Reference for Board and Committee meetings has been underway for some months and has been diverted by other vital Board business. The most important of these Governance documents is the Board Standing Orders on which we have received legal advice and for which a number of recommendations for amendment have been made. Once the amendments to the Board Standing Orders have been agreed the review of the remaining Standing Orders and Terms of Reference can be moved forward.
- 3.2 The Board Standing Orders are, on the whole, fit for purpose. Most of the suggestions made during review have been accepted as they are simply technical improvements to the document which do not affect the way the Board and its supporting officers transact Board business. Nonetheless there are a number of areas where further consideration is merited in order to reach agreement on a final form of words. Where changes to the Standing Orders are proposed these are shown in the document at Appendix 1.

4. Board Standing Orders – Points for Clarification/Discussion

- 4.1. Several points require clarification before it will be possible to finalise the review of the Board Standing Orders. These are related to:
- the quorum for Board meetings (SO 19 also 24 and 38)
 - dealing with matters via correspondence (SO 46)
 - the use of a secret ballot (SO 12e and 43)
 - and the timescales for papers and minutes (SO 41 and 62)

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- 4.2. Quorum. In several areas of the Standing Orders the quorum necessary for Board decisions is described and legal advice has queried the level at which these quorums are set. Currently the Standing Orders state that the full Board is quorate only if two thirds of the members are present. This level is not laid down in legislation and other similar organisations use different levels. For instance, Cairngorms National Park Authority is quorate if one half of the members plus one member are present. This would represent a quorum of 9 instead of the current 12 for our Board. Local authorities use a quorum of one quarter and while this would be competent, it is a very low number for the nature of the decisions which our full Board takes. Should the Board quorum change then other areas where the Standing Orders call for a higher than required quorum would also need to change. For instance, the requirement for 10 members in order to be able to call a special Board meeting or include an item on an Agenda without the consent of the Convener/Depute Convener.

Proposal: That the quorum of two-thirds of the statutory total number of members remains in the Standing Orders.

- 4.3. Correspondence. Legal advice commented on the way that the Board Standing Orders allow for matters to be dealt with by correspondence. This provision has mainly been utilised in the past to deal with urgent procedural matters. A recent example was when the membership of the recruitment panel for the CEO had to change at very short notice after a member could no longer take part. This change was ratified at the next Board meeting. The concern of legal advisers is that there is a clear public record on an issue before the Board which is not formally exempt. Therefore removal of this option from the Standing Orders was considered.

Proposal: That the option to deal with Board matters by correspondence remains in the Standing Orders in urgent matters, but that the relevant section is strengthened to make it clear that those decisions must be notified to and ratified by the Board at the next Board meeting.

- 4.4. Secret Ballot. Arrangements for a secret ballot are described in the Standing Orders, firstly for the situation where there is more than one candidate standing for election as Convener / Depute Convener and secondly at the Chair's discretion during a Board meeting. This has been in place since the very first set of Standing Orders for the National Park Authority and for Cairngorms National Park Authority however consideration has been given to remove the ability to hold a secret ballot from the Standing Orders.

Proposal: That the ability to hold a secret ballot at the Chair's discretion is removed from the Standing Orders, but that Standing Orders retain the option of using a secret ballot for the election of office holders.

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4.5. Timescale for papers/minutes. Finally two more administrative issues were raised of which the Board need to be appraised.

4.5.1 The Standing Orders currently state that all papers and agendas will be available for public inspection seven working days before the meeting and that in exceptional circumstances late papers may be permitted up to three working days in advance of the meeting. In legislation the requirement is for papers to be published three clear working days before a meeting. Amending the Standing Orders would mean that there would no longer be a requirement to publically declare a paper published between seven and three working days ahead of a meeting as a late paper.

Proposal: That the Standing Orders be amended to remove the requirement to publish papers seven working days before meetings. Officers would continue to aim for publication well in advance of the statutory three days.

4.5.2 The Standing Orders state that the draft minute is made available within two weeks following a meeting and legal advice is that this is onerous and that circulating the minute with the next Agenda meets the legislative requirement. The draft minute will be made available as soon as is practicable.

Proposal: That the Standing Orders be amended to state that the draft minute will be circulated with the meeting agenda for the subsequent meeting.

5. Timetable for Review

5.1 The table below shows the timetable which is being worked towards to review the complete set of Standing Orders and Terms of Reference for the Board and its Committees. Should it prove possible to bring any dates forward, this will be done.

Document	Timing
Board Standing Orders	Legal Advice received Reviewed by Strategy Group 24 th August Agreement by Board 26 th October
Planning & Access Committee	To be reviewed by Legal Advisers Review by Planning & Access Committee November business session Agreement by Planning & Access Committee December or January Agreement by Board March 2016
Local Review Body	Legal Advice received Review by LRB Chair and Depute Chair October Review and Agreement by Planning & Access Committee December or January Agreement by Board March 2016
Audit Committee	To be reviewed by Legal Advisers Review by Audit Committee Chair and Depute Chair November Agreement by Audit Committee December

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Document	Timing
Delivery Group	Agreement by Board March 2016 To be reviewed by Legal Advisers Review by Delivery Group Chair and Depute Chair December Agreement by Delivery Group February 2016
Strategy Group	To be reviewed by Legal Advisers Review by Strategy Group Chair and Depute Chair December Agreement by Strategy Group February 2016
Remuneration Committee	Last reviewed March 2015, formal review not required until March 2017, but a check for consistency will be carried out for agreement by Remuneration Committee if necessary in February 2016

Appendix 1 – Park Authority Standing Orders

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