

Report to	<b>South Downs National Park Authority</b>
Date	<b>21 October 2021</b>
By	<b>Head of Governance &amp; Support Services</b>
Title of Report <b>Decision</b>	<b>Governance Matters</b>

**Recommendation: The Authority is recommended to:**

- 1. Approve the amended Terms of Reference for the Policy and Resources Committee as set out at Appendix 1**
- 2. Approve the amended SDNPA General Delegation of Authority to the Chief Executive and Directors as set out at Appendix 2**
- 3. Agree to appoint Authority Member Peter Diplock to the Policy and Resources Committee**
- 4. Agree to amend Standing Order 8.3 and Appendix 2, paragraphs 3.1(a) and 4.1(a) of Standing Orders for Regulation of Authority Proceedings and Business as set out at Appendix 3 of this report to provide that Co-opted Members of Committees are not eligible to be elected as Chair or Deputy Chair of committees**

**1. Summary and Background**

- 1.1 This report sets out proposed changes to the governance arrangements of the Authority.
- 1.2 The paper also seeks to appoint a new member of the Authority, Peter Diplock, to the Policy and Resources Committee to fill a vacancy created by the resignation of Authority Member Amanda Morris.
- 1.3 Members will note that the proposed amendment in Recommendation 1 is substantively the same as a proposed amendment to the Policy and Resources Committee's Terms of Reference that was considered and rejected by the NPA at its AGM in July 2021. Therefore, in accordance with Standing Order 16 (reversal of previous resolution) the following members have agreed that this motion be proposed and that it bear their names: Ian Phillips, Vanessa Rowlands, Doug Jones, Melanie Hunt, Maggie Jones and Tim Burr.

**2. Policy and Resources Terms of Reference**

- 2.1 It is proposed to amend the Terms of Reference for the Policy and Resources Committee to enable greater responsiveness in the Authority's ability to bid for grant funding, whilst ensuring adequate oversight by Members and reporting to the Committee.
- 2.2 Following discussion at the AGM in 2021, where a change to this Term of Reference was proposed and rejected, this proposed change has been developed in conjunction with the current and former Chairs of the Policy and Resources Committee.

2.3 It is proposed that the Policy and Resources Committee Terms of Reference, contained within Appendix 4 of Standing Orders for Regulation of Authority Proceedings and Business, be amended as follows:

- Delete the current Term of Reference 3.1 i.e. **“To agree the submissions of bids for grant funding, and the arrangements for application of grant funds received (subject to any urgent decisions required being made by the Chief Executive in accordance with Standing Order 18 and in consultation with Chair of the Committee)”**; and
- Insert the following new Term of Reference 3.1: **“To have oversight of bids for grant funding including to receive updates on the submission of bids for grant funding and the application of grants funds received.”**

2.4 It is also proposed to amend the SDNPA General Delegation of Authority to the Chief Executive and Directors, contained within Appendix 7 of Standing Orders for Regulation of Authority Proceedings and Business, to grant the Chief Executive the authority to: **“Approve, in consultation with the Chair of the Policy and Resources Committee, the submission of any bids for grant funding and the application of grant funds received, irrespective of value”**, as set out in Appendix 2 of this report.

### **3. Appointment of Member to Policy and Resources Committee**

3.1 Appointments of Members to Committees is a function reserved for the full Authority.

3.2 Under Schedule 7 Para 13 of the Environment Act 1995, the Authority has a duty to secure that the division of local authority appointed Members and Secretary of State appointed Members on any Committee is (as nearly as possible using whole numbers) in the same proportion as required in the case of the Authority itself.

3.3 Following the resignation of Authority Member Amanda Morris, it is proposed that the newly appointed Eastbourne Borough Council Authority Member, Peter Diplock, be appointed as a member of the Policy and Resources Committee. This proposal is in line with the Authority’s obligation set out at para 3.2

### **4. Co-opted Members as Chair or Deputy Chair of Committees**

4.1 It is proposed, for the reasons set out below, to amend Standing Order 8.3 and Appendix 2, paragraphs 3.1(a) and 4.1(a) of Standing Orders for Regulation of Authority Proceedings and Business as set out at Appendix 3 of this report to provide that Co-opted Members of Committees are not eligible to be elected as Chair or Deputy Chair of committees.

4.2 The Authority has the power to appoint non-voting co-opted members to its committees and, currently, it has appointed four such members to the Policy and Resources Committee. Co-opted members are members of the relevant committee and are not members of the Authority itself.

4.3 The Authority’s Standing Orders currently indicate that any member of a committee may nominate themselves for election as Chair or Deputy Chair of a committee and this would implicitly include co-opted members.

4.4 There are a number of reasons why the proposed change is recommended:

- A co-opted member is a non-voting member of the committee and does not therefore have the power to exercise the Chair’s casting vote. This is particularly relevant as the Terms of Reference of the Policy and Resources Committee include taking a number of important decisions on behalf of the Authority; The independent nature of the role of co-opted members on the Policy and Resources Committee, either to comply with CIPFA recommendations or to provide wider challenge, is greatly valued by the Authority as can be seen from the number of co-opted member appointments that it has chosen to make. Due to the role that Committee Chairs and Deputy Chairs play in a number of informal processes within the Authority, such as attendance at the regular meetings of Chairs and SMT, there is a risk that undertaking the role of Committee Chair or Deputy Chair would inherently undermine the independence of a co-opted member and weaken their role and purpose on the committee; and As co-opted members are not members of the Authority

itself, they do not normally attend full Authority meetings nor have any automatic right to speak at such meetings.

## 5. Other Implications

Implication	Yes*/No
Will further decisions be required by another committee/full authority?	No.
Does the proposal raise any Resource implications?	There are no direct financial implications arising from this report.
How does the proposal represent Value for Money?	Ensuring standing orders and the policy framework are up to date assists the efficient running of the organisation.
Are there any Social Value implications arising from the proposal?	None
Has due regard has been taken of the South Downs National Park Authority's equality duty as contained within the Equality Act 2010?	There are no direct equalities implications arising from the proposed changes to standing orders. The operation of Committees meets the obligations of the Equalities Act and reasonable adjustments will be made to support Members.
Are there any Human Rights implications arising from the proposal?	There are no Human Rights implications arising from this report
Are there any Crime & Disorder implications arising from the proposal?	There are no crime and disorder implications arising from this report.
Are there any Health & Safety implications arising from the proposal?	There are no Health and Safety implications arising from this report.
Are there any Sustainability implications based on the 5 principles set out in the SDNPA Sustainability Strategy?	The report contributes to principle 4 of the SDNPA sustainability Strategy: Promoting good governance.

## 6. Risks Associated with the Proposed Decision

Risk	Likelihood	Impact	Mitigation
Failure to maintain an up to date policy Framework and Standing Orders leads to decisions being challenged or delays in decision making	3	4	Standing orders and policy framework kept under review. Monitoring Officer Contract in place. Programme of Audits includes governance issues.

**ROBIN PARR**  
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**South Downs National Park Authority**

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Appendices: 1. Appendix I Draft terms of reference for Policy and Resources committee  
2. Scheme of delegation to the Chief Executive  
3. Standing Order 8.3 & updated rules on elections  
SDNPA Consultees Chief Executive; Director of Countryside and Policy Management; Director of Planning; Monitoring Officer  
External Consultees None  
Background Documents Current Standing orders

## **POLICY AND RESOURCES COMMITTEE: TERMS OF REFERENCE**

### **I. AUDIT**

- 1.1 To meet the requirements of the Accounts and Audit Regulations 2015 in respect of:
  - Conducting an annual review of the effectiveness of the system of internal control;
  - Conducting an annual review of the effectiveness of internal audit;
  - Reviewing the outcome of annual review of governance arrangements and approving the Annual Governance Statement, ensuring it contains any actions for improvement; and
  - Considering and approving the Authority's annual Statement of Accounts
- 1.2 To ensure the robustness of risk management and performance management arrangements.
- 1.3 To provide assurance as to the adequacy of arrangements for the prevention and detection of fraud and corruption.
- 1.4 To agree the internal audit plan and annual report, and receive progress and other relevant internal audit reports.
- 1.5 To agree the External Auditor's Annual Audit Plan, and receive the District Auditor's Audit Results Report and other relevant reports.
- 1.6 To provide assurance as to compliance with the Authority's Treasury Management Policy, Financial Regulations and Procedures and Capital Strategies
- 1.7 Consider and recommend to the Authority the approach to the appointment of the Authority's external Auditor
- 1.8 To recommend to the authority any material and/or substantial changes to the Financial regulations and Financial Procedures

### **2. STRATEGIES AND POLICIES**

- 2.1 To recommend annually to the Authority:
  - The Corporate and Business Plans including strategies and priorities, appropriate objectives and key performance measures; Treasury Management Policy and Capital Strategies.
- 2.2 To review and recommend to the NPA the adoption or revision of the Partnership Management Plan and monitor and review its delivery
- 2.3 To approve appropriate resource plans (including workforce plans, information strategies, procurement and estates strategy), and policies, procedures and systems to support effective resource management
- 2.4 To develop and consider policies and strategies for recommendation to the NPA save for when these are delegated to another Committee or Officer.
- 2.5 To consider, and where the Committee considers it appropriate, endorse Whole Estate Plans.
- 2.6 To consider, and where the Committee considers it appropriate, endorse non-planning related community led plans, including Parish Plans, Market Town Health Checks and Landscape Character Assessments
- 2.7 To decide applications for, or reviews, of directions for restrictions on Access Land referred to the Committee by the Chief Executive
- 2.8 To agree a strategy for the South Downs National Park Authority brand and identity, and to monitor and review its implementation.

### **3. GRANTS AND PROJECTS**

- ~~3.1 To agree the submissions of bids for grant funding, and the arrangements for application of grant funds received (subject to any urgent decisions required being made by the Chief Executive in accordance with Standing Order 18 and in consultation with the Chair of the Committee).~~
- 3.1 To have oversight of bids for grant funding including to receive updates on the submission of bids for grant funding and the application of grants funds received
- 3.2 To have oversight of the Strategic Fund including approving project bids to the Fund in excess of £50k up to a maximum SDNPA contribution of £100k To recommend for approval by the NPA any Strategic Fund project bid where the SDNPA contribution exceeds £100k.
- 3.3 To receive updates from the South Downs National Park Trust on the financial position and operational activities of the Sustainable Communities Fund.

### **4. PERFORMANCE AND PROCUREMENT**

- 4.1 To monitor and identify improvements arising from the outcomes and evaluation of projects identified by the Committee, audits, survey and other feedback and make recommendations as appropriate.
- 4.2 To monitor and review the performance, including financial performance, of the Authority in the context of its business delivery, and the management and maintenance of the Authority's assets in accordance with the Authority's agreed budget, Corporate Plan and other approved plans, and make recommendations for changes as appropriate.
- 4.3 To agree arrangements for the procurement and ongoing monitoring of external contracts for support services, and to authorize entering into contracts of a value of £100k or greater in accordance with Contract Standing Orders.
- 4.4 To monitor and review the performance including financial performance of South Downs Commercial Operations Limited in the context of its business delivery against the agreed operating agreement and annual business plan and make recommendations to the NPA as appropriate.
- 4.5 To review the operating agreement agreed between the Authority and South Downs Commercial Operations Limited and make recommendations to the Authority, as appropriate.
- 4.6 To exercise any function of the Authority with regard to audit and/or inspection arising under the operating agreement agreed with South Downs Commercial Operations Limited.

### **5. OTHER**

- 5.1 To consider and report to the Authority on any other matter delegated to it by the Authority.

## **DELEGATION OF FUNCTIONS TO THE CHIEF EXECUTIVE**

The Chief Executive is hereby authorised to:

- 3.1 Undertake the day-to-day management and control of the Authority, its officers, resources, premises and services.
- 3.2 Make such decisions and take such action as he considers necessary to give effect to any decision of the Authority, its committees and panels and any objectives within the PMP or Authority Corporate Plan to ensure the efficient and effective co-ordination and discharge of the Authority's functions, including power to commit resources and incur expenditure within the Authority's approved budget.
- 3.3 Commission or otherwise undertake due diligence or other such investigatory activity in relation to matters being considered for inclusion in the Authority's capital programme.
- 3.4 Authorise any other officer of the Authority to act on his behalf in the exercise of any of the functions delegated to him, but shall remain fully accountable to the Authority for the discharge of such functions.
- 3.5 Authorise any Director to discharge the functions hereby delegated to him, in his absence.
- 3.6 Act in relation to the appointment, termination, discipline and determination of all matters relating to the employment of staff.
- 3.7 Commence, defend, participate in or settle any legal proceedings in any case where he considers this necessary to protect the interests of the Authority, including the power to take all such procedural or other steps incidental to such proceedings.
- 3.8 Authorise any officer of the Authority to prosecute or defend or appear in any legal proceedings further to Section 223 Local Government Act 1972.
- 3.9 Authorise staff to exercise such powers of entry, inspection and survey of land, buildings or premises and to issue evidence of such authority.
- 3.10 Sign any order or document necessary to give effect to any decision of the Authority or committee.
- 3.11 Agree any term, condition or provision within any legal documentation to protect the interests of the Authority.
- 3.12 Discharge any function hereby delegated to any Director, instead of that Director, or to authorise another Director to do so, in the Director's absence or where he considers this to be in the interests of the Authority.
- 3.13 Implement, manage and administer the Coast to Capital Local Enterprise Partnership Joint Committee.
- 3.14 In consultation with the Chair of the Authority the appointment of members to outside bodies in accordance with rule 26 where such appointment cannot be deferred to the next Annual Meeting of the Authority.
- 3.15 In consultation with the Chair of the Policy & Resources Committee, the power to make decisions on applications for, or reviews of, directions for restrictions on Access Land which require public consultation (long-term restrictions), except in those cases when the Chief Executive and Chair of the Policy and Resources Committee are of the opinion that it should be dealt with by the Policy and Resources Committee.
- 3.16 Make such decisions and take such actions he considers necessary, in line with any conditions imposed by Defra, and where appropriate taking into account any recommendations received from the Local Assessment Panel, any guidance issued by Defra and any professional advice received, to deliver the Farming in Protected Landscapes programme including but not limited to, the appointment and administration of the Local Assessment Panel and the approval of grant funding applications, irrespective of value.

3.163.17 **Approve, in consultation with the Chair of the Policy and Resources committee, the submission of grant bids and the application of grant funds received irrespective of value**

3.173.18 In relation to the operation of South Downs Commercial Operations Limited, exercise the powers of the NPA as Shareholder to:

3.17.13.18.1 Change the bankers of the Company or open or close any bank accounts.

3.17.23.18.2 Give notice of termination of any agreements of a material nature in the context of the Business or make any material variation or amendment to any such agreements.

3.17.33.18.3 Commence, settle or defend any claim, proceedings or other litigation brought by or against the Company, except in relation to debt collection not exceeding £100,000 in the ordinary course of the Business in which case the Board of the Company may do this.

3.17.43.18.4 Alter the Company's accounting reference date.

3.17.53.18.5 Approve or sign the annual accounts of the Company.

3.17.63.18.6 Change any of the Company's accounting or reporting practices.

3.17.73.18.7 Recruit or dismiss any employee whose remuneration exceeds £40,000 per annum subject to an aggregate limit of £100,000 unless provided for in the Annual Business Plan. [provided always that any employee may be dismissed for gross misconduct by the Board of the Company]

3.17.83.18.8 Alter the remuneration or conditions of employment of any employee or any consultant of the Business unless provided for in the Annual Business Plan or unless obliged to do so by statute in which case the Board of the Company may do this.

3.17.93.18.9 Make any agreement with any revenue authorities or any other taxing authority, or make any claim, disclaimer, election or consent of a material nature for tax purposes in relation to the Company, its business, assets or undertaking.

3.17.103.18.10 Appoint or remove the Company Secretary.

3.17.113.18.11 Where required, approve the choice of alternate director proposed to be appointed by a director of the company pursuant to Article 11.1.1 of the company's Articles of Association.

3.183.19 In relation to the operation of South Downs Commercial Operations Limited, be the representative of the NPA as Shareholder and, in that capacity, to attend, speak at and vote at general meetings of the company as well as be the nominated person permitted to access the books and records of the company and to discuss its affairs with the directors and senior management pursuant to Article 28.2. of the company's Articles of Association.



## Standing Order 8.3

Pursuant to Standing Order 8.1(c), in the event that:

- (a) the Authority does not appoint the Chair and/or Deputy Chair(s) of a committee or sub-committee, the committee or sub-committee shall, at their first meeting following the Authority Annual Meeting elect from among their Members, except any Co-opted Members, a person or persons to fill the relevant vacancy or vacancies. The election shall take place in accordance with the rules on elections set out in [Appendix 2](#); and/or
- (b) a vacancy for the position of Chair and/or Deputy Chair(s) arises between Annual Meetings of the Authority, the committee or sub-committee shall, at their first meeting following a relevant vacancy arising, elect from among their Members, except any Co-opted Member a person or persons to fill the relevant vacancy or vacancies. The election shall take place in accordance with the rules on elections set out in [Appendix 2](#).

## 3 ELECTION OF CHAIR OF A COMMITTEE

- 1.1 In the event that the Authority does not appoint the Chair of a committee or in the event that a vacancy for the position of Chair arises between Annual Meetings of the Authority, the process for election of the Chair shall be as follows:
- (a) A Member of the committee wishing to stand for election as Chair of that committee shall inform the Chief Executive in writing (including email) not less than 5 clear working days before the date of the committee's meeting.
  - (b) A Member of the committee<sup>1</sup> shall be entitled to nominate themselves, and no proposer or seconder is required. A nomination shall include a declaration by the candidate that they are willing to stand for election, and a statement of not more than 100 words outlining the candidate's relevant skills and experience.
  - (c) At least 2 clear working days before the committee's meeting, the Chief Executive shall inform Members of the committee in writing or by email of all candidates duly nominated and provide a copy of the candidate's statement outlining their relevant skills and experience
  - (d) At the start of the committee's meeting, the Chief Executive (National Park Officer) or his/her nominee shall preside for this first item of business
  - (e) The Authority's Monitoring Officer, Deputy Monitoring Officer or Solicitor shall act as Returning Officer and shall be responsible for the election process
  - (f) The person presiding shall declare nominations closed and the Returning Officer shall announce the valid nominations which have been received
  - (g) If only one nomination is received, the person presiding at the meeting shall declare that person duly elected
  - (h) If more than one valid nomination has been received, the election shall proceed by ballot
  - (i) The person presiding shall invite each candidate to address the meeting for not more than 2 minutes, in alphabetical order by surname.
  - (j) Once the candidates have addressed the meeting, the ballot shall be held without comment, question or debate, as follows:
    - (1) The Returning Officer shall invite Members to vote clearly for one candidate only. Candidates shall be entitled to vote for themselves.
    - (2) The Returning Officer shall distribute the voting papers to Members and then collect them once the vote has been cast

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<sup>1</sup> In accordance with SO 8.3, a Co-opted Member is not eligible to be elected as Chair of a committee

- (3) The Returning Officer shall examine the voting papers and shall sort them into parcels according to the votes recorded for each candidate, rejecting any that are invalid
- (4) If once the votes have been counted the candidate with the highest number of votes has secured more than 50% or more of the number of votes cast, the Returning Officer shall declare that candidate duly elected
- (5) If the candidate with the highest number of votes does not secure more than 50% or more of the number of votes cast, the Returning Officer shall inform the committee that a further ballot is required and the name of the candidate with the lowest number of votes, who shall be eliminated from the ballot
- (6) The Returning Officer shall declare to the meeting the name of the candidate who is eliminated from the ballot and shall call for a further ballot between the remaining candidates
- (7) This process of elimination shall continue until such time as a candidate secures the highest number of votes **AND** more than 50% or more of the number of votes cast, at which time the Returning Officer shall declare that candidate duly elected
- (8) In the event of a tie or equality of votes in any ballot, for whatever cause, the person presiding at the meeting shall without comment, question or debate call for a further ballot. In the event of a further tie or equality of votes in that ballot, the matter shall be settled by the person presiding on the toss of a coin.

## 2. ELECTION OF DEPUTY CHAIR(S) OF A COMMITTEE

2.1 In the event that the Authority does not appoint the Deputy Chair(s) of a committee or in the event that a vacancy for the position of Deputy chair arises between Annual Meetings of the Authority the process for election of the Deputy Chair(s) shall be as follows:

- (a) A Member of the committee wishing to stand for election as Deputy Chair of that committee shall inform the Chief Executive in writing (including email) not less than 5 clear working days before the date of the committee's meeting.
- (b) A Member of the committee<sup>2</sup> – shall be entitled to nominate themselves, and no proposer or seconder is required. A nomination shall include a declaration by the candidate that they are willing to stand for election, and a statement of not more than 100 words outlining the candidate's relevant skills and experience.
- (c) At least 2 clear working days before the committee's meeting, the Chief Executive shall inform Members of the committee in writing or by email of all candidates duly nominated and provide a copy of the candidate's statement outlining their relevant skills and experience
- (d) The Authority's Monitoring Officer, Deputy Monitoring Officer or Solicitor shall act as Returning Officer and shall be responsible for the election process
- (e) The Chair shall declare nominations closed and the Returning Officer shall announce the valid nominations which have been received
- (f) If the total number of valid nominations received do not exceed the number of vacancies, the Chair at the meeting shall declare the person(s) duly elected
- (g) If the total number of valid nominations received does exceed the number of vacancies, the election shall proceed by ballot
- (h) The person presiding shall invite each candidate to address the meeting for not more than 2 minutes, in alphabetical order by surname.

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1. <sup>2</sup> In accordance with SO 8.3, a Co-opted Member is not eligible to be elected as Deputy Chair of a committee

- (i) Once the candidates have addressed the meeting, the ballot shall be held without comment, question or debate, as follows:
  - (1) The Returning Officer shall invite Members to vote clearly for the number of candidates for which there are vacancies. Candidates shall be entitled to vote for themselves.
  - (2) The Returning Officer shall distribute the voting papers to Members and then collect them once the vote has been cast
  - (3) The Returning Officer shall examine the voting papers and shall sort them into parcels according to the votes recorded for each candidate, rejecting any that are invalid.
  - (5) Once the votes have been counted, one of the following outcomes will apply:
    - (a) where there is only one vacancy, if a candidate has secured more than 50% of the number of votes cast, the Returning Officer shall declare that candidate duly elected.
    - (b) If the candidate with the highest number of votes does not secure more than 50% of the number of votes cast, the Returning Officer shall inform the committee that a further ballot is required and the name of the candidate with the lowest number of votes, who shall be eliminated from the ballot The Returning Officer shall declare to the meeting the name of the candidate who is eliminated from the ballot and shall call for a further ballot between the remaining candidates
    - (c) This process of elimination shall continue until such time as a candidate secures the highest number of votes AND more than 50% or more of the number of votes cast, at which time the Returning Officer shall declare that candidate duly elected
    - (d) In the event of a tie or equality of votes in any ballot, for whatever cause, the person presiding at the meeting shall without comment, question or debate call for a further ballot. In the event of a further tie or equality of votes in that ballot, the matter shall be settled by the person presiding on the toss of a coin
    - (e) Where there is more than one vacancy, the vacancies shall be filled by the candidates receiving the highest number of votes and the Returning Officer shall declare the candidates as duly elected.
    - (f) In the event of a tie or equality of votes in any ballot, for whatever cause, the person presiding at the meeting shall without comment, question or debate call for a further ballot. In the event of a further tie or equality of votes in that ballot, the matter shall be settled by the person presiding on the toss of a coin

