

REPORT OF ADMINISTRATION & DEMOCRATIC SERVICES MANAGER

SUBJECT: MEMBER REPRESENTATION ON OUTSIDE BODIES

Purpose of report

To adopt a role description and associated protocol for Members appointed to represent the Authority on outside bodies.

Background

In February 2014, Members agreed a suite of role descriptions for various Member roles within the Authority, including:

Chair of the Authority;
Member of the Authority;
Committee Chair;
Standards Committee Member;
Standards Committee Chair;
Scrutiny Committee Member, and
Scrutiny Committee Chair.

Member representation on outside bodies

One role that remains outstanding from that suite of role descriptions is that of a Member appointed by the Authority to serve on outside bodies. Two documents are therefore attached Members' consideration:

- A role description, and
- A protocol

for Members appointed to represent the National Park Authority on outside bodies.

The protocol is based on the Welsh Local Government Association's guidance.

Member Development Strategy Working Group

The above-mentioned Working Group met to discuss these documents on the 22nd October 2014. The documents were agreed at that meeting, subject to

minor amendments which have been included in the documents appended to this report.

Financial considerations

There are no additional financial implications arising from the adoption of these documents. Travelling expenses are already paid to Members attending meetings of outside bodies.

Risk considerations

The Authority appoints Members to a number of outside bodies. The adoption of a role description and guidance will support Members in that role and will help demonstrate that the Authority works to a high standard of governance.

Compliance

The proposal complies with Improvement Outcome 4 of the Corporate Strategy: The National Park Authority is recognised as meeting good practice standards in terms of governance, providing value for money and listening to the views of residents, visitors and partners.

Human Rights/Equality issues

No negative implications.

Biodiversity implications/Sustainability appraisal

No negative implications.

Welsh Language statement

The proposal will be delivered in accordance with the Authority's Welsh Language Scheme.

RECOMMENDATION:

That the draft role description and protocol for Members appointed to represent the Authority on outside bodies be approved.

(For further information, please contact Janet Evans, Administration & Democratic Services Manager on 01646 624834, or by e-mailing janete@pembrokeshirecoast.org.uk)

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MEMBER APPOINTED TO REPRESENT THE NATIONAL PARK AUTHORITY ON OUTSIDE BODIES

ROLE DESCRIPTION

1. Accountabilities

- To the National Park Authority (who makes the appointment).
- To the outside body.

2. Role Purpose and Activity

- To give the Authority's perspective and promote National Park purposes.
- To facilitate communication and promote positive relationships between the organisations.

3. Governance, Ethical Standards and Relationships

- To observe the outside body's Code of Conduct (if any) and local protocols. Members must also have regard to the National Park Authority's Member's Code of Conduct.
- To refer to the Authority's document *A protocol for Members appointed to Outside Bodies* for further guidance in relation to their role on outside bodies.
- Where appropriate, Members should arrange for their nominated substitute to attend a meeting of the outside body if they are unable to attend the meeting themselves.

4. Reporting back

- Members are required to provide feedback to the Democratic Services Manager following every outside body meeting, and particularly when there is a requirement to follow up on any actions agreed at the meeting.

5. Attendance and Allowances

- Members are able to claim allowances in line with the Authority's Scheme of Member Allowances (subject to the submission of a report of the meeting as set out in Section 4 above).

6. Values

To be committed to the values of the National Park Authority and the following values in public office:

- Openness and transparency.
- Honesty and integrity.
- Tolerance and respect.
- Equality and fairness.
- Appreciation of cultural differences.
- Sustainability.

**PEMBROKESHIRE COAST NATIONAL PARK
AUTHORITY**



**PROTOCOL FOR MEMBERS APPOINTED TO
REPRESENT THE NATIONAL PARK AUTHORITY ON
OUTSIDE BODIES**

1. Introduction

As a Member of the National Park Authority, you may be appointed to one or more outside bodies, including tourism partnerships, local authority working groups and Welsh Government advisory groups.

A number of benefits – for Members as well as the Authority – can be gained from such appointments:

- Increased knowledge, skills and expertise which might not otherwise be available to Members;
- Consolidation and maintenance of good relationships with the Authority and the outside body;
- The opportunity to work on partnership projects with the outside body and the possibility of leveraging in external funding which might not be available to the Authority on its own.

Please note that you will only be considered a representative of the Authority on an outside body if you have been formally appointed or nominated by the Authority to this role. You should not purport to act as an Authority representative on an outside body unless such a formal appointment has been made.

This protocol gives advice to those Members who have been appointed by the National Park Authority to represent it on outside bodies.

2. Reporting back to the Authority

It is important that you provide regular feedback to the Authority on what the outside body is doing. This can be done either by submitting a short written report to Democratic Services, or advising relevant officers of any actions necessary from the meetings attended.

You will need to ensure that the outside body provides you with sufficient information to enable you to make this report, BUT you are not required to disclose anything which is commercially sensitive as this may be in breach of:

- The Members' Code of Conduct (or the outside body's Code, if it has one);
- Your duties of confidentiality to the outside body (whether as a director, trustee or more generally), or
- Confidence in the general sense.

Regular reports will enable the Authority to determine whether there is a need for future Authority involvement with the outside body concerned.

3. General advice and guidance

- Ensure that you know the legal status of the outside body and read the governing document to understand your responsibilities;
- Ensure that, if you are appointed a director of a Company, the relevant form (form 288) is filed at Companies' House upon your appointment and resignation;
- Make any general declarations of interest at the first meeting (see Section 7 below);
- Ask if there is any personal liability insurance or indemnity in place – sometimes referred to as directors' liability insurance (see Section 8 below);
- Clarify whether the outside body will pay allowances or expenses (see Section 8 below);
- Ensure the board or management committee (if you have been appointed to serve on one) has regular financial and other reports which detail the current financial situation of the organisation and any liabilities. Take an interest in the business plan;
- Discuss with relevant officers any new activities that the outside body undertakes (you may need to provide them with copy papers) and ensure that risks are properly identified in reports (consistent with local authority decision making – ensure that all relevant information is presented);
- Observe duties of confidentiality – in both directions (see Section 7 below);
- Carefully consider any conflicts of interest, declare interests and, if appropriate, leave the room for consideration of the business (see Section 6 below);
- Take advice from the Authority's Monitoring Officer, Finance Manager and/or your lead officer contact as appropriate – not just when the outside body is likely to become insolvent, but generally. Occasionally, that advice may be to seek external advice on your position, especially if there is a conflict between the outside body and the Authority;
- Manage conflict – usually issues can be balanced but ensure that, when in meetings of the outside body, you act in the body's best interests, which may not necessarily be those of the Authority. If all else fails, resign from the body. Do not just remain a director and fail to attend meetings or you may find that you are in breach of your duty to act in the best interests of the outside body (see Section 6 below);
- Finally, question the need for future Authority involvement! Has the organisation come of age, or has it changed direction from when the Authority first became involved – what useful purpose would ongoing representation serve?

4. General Duties of a Representative on an Outside Body

Being a National Park Authority representative on an outside body does not necessarily mean that you will be representing the Authority's interests on that body at all times. For example, in carrying out your duties as a Trustee or Director of an outside body, you must take decisions without being influenced by the fact that you are an Authority Member. Your primary duty in acting as a representative making management decisions for the outside body is to make these decisions in the best interests of that body. You should always ensure that your fellow directors/trustees are aware of the fact that you are a Member of the Pembrokeshire Coast National Park Authority.

In such cases, you will be expected to act in the interests of the outside body and exercise independent judgement in making decisions, in accordance with your duty of care to that body. You are not there just to vote in accordance with the Authority's wishes. You may have regard to the interests of the Authority, but this should not be the overriding consideration. In some cases, voting in the Authority's interests could be a breach of your duty to that body.

The overriding responsibility is to seek to avoid a situation where duty and interest conflict and, therefore, if you are unsure about declaring an interest, it would be wise to declare and leave the meeting during consideration of the business.

Where you act as a representative of the Authority on an outside body, you must comply with the Code of Conduct of that body, if it has one. If it does not, you must comply with the Authority's Members' Code of Conduct unless observance of the Code would conflict with any other obligations (i.e. the duty to act in the best interests of the outside body).

5. Particular duties and responsibilities of Directors and Trustees

If you are appointed a director of an outside body then you must act in the best interests of that body. The main duties of a director are:

- To act honestly and in good faith and in the best interests of the outside body as a whole;
- Not to make a personal profit and to take proper care of the outside body's assets;
- To attend board meetings and follow the rules on the declaration of interests;
- To exercise reasonable skill and care (this is a subjective test based upon the individual's own knowledge and experience) and to act with due diligence;

- To comply with statutory obligations imposed by the Companies Acts, other legislation and any procedural rules set out in the governing document.

If you are appointed as a trustee of an outside body then the duties of trustees are generally the same as that of a director but in addition you must make sure the trust acts in accordance with the aims and objectives of the trust and you should make sure that you have a clear understanding of what these are (there is normally a trust deed which sets these out).

6. Managing Conflicts of Interest

In general terms, the purposes of an outside body and what it wants to do often coincide with the Authority's interest and so conflicts may be rare. However, they may arise in some circumstances, e.g. if the outside body:

- is not complying with the terms and conditions of a funding agreement between the Authority and the body;
- it wishes to appeal against a decision made by the Authority, or
- it wishes to pursue activities which would conflict with Authority policy.

You will need to manage the conflicts that will arise appropriately and you may decide to withdraw from taking part in certain decisions or, in extreme circumstances, resign from the outside body. Similarly, if the Authority does not feel that a representative on an outside body is properly fulfilling their role and responsibilities e.g. if the Member is not attending meetings or is voting in ways which may be inappropriate, then the Authority could choose to change its representation on the outside body. Clearly, there is greater scope for conflicts to arise where you hold an office on the outside body, e.g. Chair, Vice-Chair, Secretary or Treasurer, than if you are a general member.

7. Declarations of Interest and Duties of Confidentiality

You should ensure that details of your appointment on the outside body are included in your Register of Interests, which is kept by the Democratic Services Manager. You should also complete the outside body's Register of Interests, if it has one.

When outside bodies consider issues related to the National Park Authority, or where you may have a personal interest in relation to the body's activities, these need to be declared in line with the rules of the outside body and/or the Authority's Members' Code of Conduct. The specific rules adopted by each body will vary and therefore you should ask for advice and guidance from the relevant officers of the outside body and/or the Monitoring Officer as appropriate.

Confidential information must be treated with care and if you have any doubt over the status of any information then you should keep that confidential and check with the relevant officer. You must always observe duties of confidentiality, both to the Authority and the outside body, and any deliberate leaking or disclosing of confidential information will be a breach of the Authority's Members' Code of Conduct.

You must also note that, when the Authority considers issues relating to, or affecting the outside body to which you have been appointed as the Authority's representative, you must declare your personal interest in the matter in accordance with the Members' Code of Conduct. If this is your only interest then it will not be considered a prejudicial interest unless the matter relates to an approval, consent, licence, permission or registration, and you will be allowed to take part in the debate and vote.

8. Allowances, insurances and indemnities

The Authority may have authorised attendance at meetings of outside bodies as an approved duty for Members and, as such, you will be entitled to claim for travelling and/or subsistence allowances (subject to the submission of a report of the meeting you attended – see Section 2 above). However, the outside body itself may pay its members certain allowances, in accordance with its own rules. **If the body does pay expenses, you may not claim from the Authority.**

In some instances, Members who represent the Authority on outside bodies may carry personal liability for decisions they make and actions which they take in their representative capacity. This is most likely to arise if you have been appointed as a director or a trustee, or you hold an office on the management board of that body. The outside body may have insurance to cover your liability in these cases and you should check with the relevant officers. Alternatively, the Authority has an indemnity policy to cover any liabilities incurred by Members acting in a representative capacity.

Acknowledgement:

This document is based on the Welsh Local Government Association's Members' Toolkit Appointments to Outside Bodies: The Councillors' Roles – General Guidance and Potential Pitfalls and Conflicts, and has been adapted for the use of the Pembrokeshire Coast National Park Authority.