NORTHERN LIGHTHOUSE BOARD
GOVERNANCE BOARD
MINUTES – 16 FEBRUARY 2023

PRESENT:	Alastair Beveridge	Chair
	Elaine Wilkinson	Vice-Chair
	Brian Archibald	Commissioner
	Aisha Anwar	Commissioner
	Ruth Charteris	Commissioner
	Dick Welsh	Commissioner
	Bill Lobban	Commissioner
	David Cameron	Commissioner
	Mike Bullock	Chief Executive
	Phil Day	Director of Operations
	Mairi Rae	Director of Business Services
IN ATTENDANCE:	Karen Charleson	Senior Executive Assistant (minutes)

1. WELCOME, APOLOGIES AND INTRODUCTION

Apologies for absence were received from Commissioners Bain, Aldridge, Ross, Woodward, Lewis, Corry, Turnbull, Shaw and Pyle.

The Governance Board noted Commissioner Shaw's recent ill-health and sent him their best wishes for a quick recovery.

2. DECLARATIONS OF INTERESTS

There was no declaration of interests raised for noting.

3. MINUTES OF THE PREVIOUS MEETING

The minutes of the Governance Board held on 8 November 2022 were approved and can be published on the website.

Action: Senior Executive Assistant

4. MATTERS ARISING

The Governance Board noted the status report on matters arising from the previous meeting.

HQ Refurbishment - An understanding of the overall total cost of the investment in 84 George Street once the project has finished would be provided to the Board in due course.

Action: Chief Executive

UKHO Paper Charts - Software is still being investigated for vector charts. The NavOps Committee will be given a presentation on the new software in due course.

Environmental, Social and Governance (ESG) - Commissioner Wilkinson has made 3 approaches to find out what others organisation are doing and will submit a report in due course. However, NLB appears to be well ahead of other organisations.

Action: Commissioner Wilkinson

JSB – Due to a potential clash in dates for the JSB meeting in November 2023 and the timing of the Corporate Plan, Commissioner Archibald has asked the Secretary of the JSB to look at alternative dates. It currently looks like the JSB will move to 20/21 November 2023 and this should be confirmed within the next few days.

5. ORGANISATIONAL PERFORMANCE

Overview

The Chief Executive, who is also the Accounting Officer, gave an overview of the main issues since the last meeting. The overview covered:

- Health and Safety
- Climate Emergency/Greening Government Commitments
- Capital and Revenue Projects
- HQ Refurbishment
- Aviation Services Project
- Corporate Plan 2023-2028
- 2022 Pay Award
- 2023 Pay Remit
- Recruitment

It was acknowledged that thanks to a dedicated, happy and motivated workforce, good processes including governance, robust risk management, and rigorous adherence to the continuous improvement philosophy, NLB are as well prepared as it can be for the future. Recruitment and retention on the basis of pay will be a significant worry in the coming months and years.

Industrial Action

Commissioner Archibald asked if there was a contingency plan in place for attending an emergency AtoN outage, etc should there be industrial action. The Director of Operations advised that the likelihood would be that industrial action would be for a small number of days. NLB would endeavour to have an agreement with the Union should ships staff strike. This would be to agree that they would mobilise if a wreck or new danger occurs that required to be responded to. AtoNs will continue to be monitored and ultimately navigational warnings will continue to be issued. It is unlikely that technicians will be mobilised until such time as industrial action is completed and this will be treated in the same way as any other disruption to NLB's ability to respond e.g. weather, helicopter issues, etc.

The Chair enquired whether contractor boats, etc will still be available to NLB. The Director of Operators advised that all 3rd party services would still be provided e.g. helicopter, etc but having ground crew and/or technicians would be the issue.

The Chair asked if possibility of industrial action was more "when" not "if". The Chief Executive advised that if you look at the wider population clearly there is unhappiness and dissatisfaction, so it does seem more likely than before. However, it was emphasised that the atmosphere in NLB remains very positive and the workforce are happy and content but pay is clearly an issue that has increasing relevance to each of them in terms of how they live their lives.

Recruitment

Commissioner Wilkinson highlighted the broader issues of recruitment and retention. It was noted that an audit of recruitment and retention is part of GIAA's 2023/24 programme and the terms of reference for this audit will be key to ensure the audit is helpful in making the case back into the DfT in relation to pay issues.

KPI Dashboard

The Commissioners noted the KPI Dashboard included in the meeting pack.

6. HEALTH, SAFETY AND ENVIRONMENT PERFORMANCE

The HS&E Committee is attended by representatives from across the organisation and continues to be an open and transparent forum.

Health & Safety Assurance

NLB's HS&E committee met 19 January 2023. The Agenda included the key headings identified for discussion at organisational Health and Safety meetings with a broad range of issues covered which included: Statistical Performance and Review of Incidents, review of Inspections and Audits, New Legislation, contact with Enforcing Authorities, Workforce Concerns, Management Concerns, Introduction of New Equipment, Changes to Procedures, Occupational Health and Training.

The Committee confirmed that assurance was received in relation to all key issues; transparent reporting of incidents and near misses is taking place; necessary steps are being taken to identify and share lessons in order to prevent further incidents; Legislation is being tracked and compliance reviewed; dialogue is being maintained with external authorities; introduction of new equipment is being addressed; there is positive and open dialogue between Management and the Workforce on the full range of H&S issues.

The Committee wished to draw the Governance Board's attention to the following issues:

- During the period there were no new reportable injuries.
- There were two near misses identified and reported on the movement of hazard materials. Lessons have been identified and will be promulgated via a lessons learnt document shared with all staff.
- At NLB's request the Institute of Occupational Medicine (IOM) have conducted atmospheric monitoring at the Bass Rock due to the large amount of bird guano at the site and the consequent potential for risk to human health. The work was ground-breaking and therefore took additional time for the development of the analysis strategy which was led by the HSE (Health and Safety Executive) Laboratories. The work identified a number of hazards and the recommendation is that Respiratory Protective Equipment (RPE) be worn when visiting Bass Rock. The data will be shared with other stakeholders including RSPB and the Bird Centre. This initiative provides very clear assurance that NLB is willing to invest in and develop innovative initiatives to ensure the Health and Safety of the workforce. The only other NLB site thought to have significant guano is Sula Sgeir. As a precautionary measure every 'potential' site will be risk assessed prior to the deployment of NLB personnel or external contractors.
- The work on Occupational Health in respect of noise hygiene is nearing conclusion with surveys completed and confirmation that the PPE in use is appropriate.
- It was noted that TH are trialling High Attenuation Ear Defenders for heli-ops. The Committee discussed the issue and given the minor reduction delivered, the proven suitability of existing PPE used by NLB and the risk of loss of situational awareness, it was agreed not to adopt a similar approach.
- The Scottish Fire and Rescue Service are changing their approach to responding to automated fire alarms with effect from 1 April 2023. There is some uncertainty about the details and implications and action is underway to seek clarity.
- A hand arm vibration (HAV) monitoring system called HAVi has undergone trials in Oban Base and this will now be trialled onboard POLE STAR. The system provides a good management tool to measure and record the levels of vibration employees are exposed

to. This initiative provides further assurance of the proactive approach taken by NLB to protect the workforce.
- The programme of Safety Leadership visits to operational sites continues with Director of Business Services visiting Fife Ness in November 2022. This provides assurance of the direct engagement of Senior Leadership in Health and Safety matters on the frontline of operations.
- There were no Health and Safety concerns or issues raised by the representatives of the workforce.

Bass Rock

Commissioner Archibald asked if NLB had any responsibility for the safety of other people visiting the island. The Chief Executive advised that NLB would have responsibility for any contractors that go out on NLB's behalf. The owner of the island has been kept fully appraised of the situation and the data has been provided to those who are likely to visit. NLB does have an arrangement with the bird centre to clear the paths up to the lighthouse/landings. PPE requirements will need to be fed into the thought processes over their continued involvement.

Commissioner Wilkinson, as a member of the HS&E Committee gave full assurance to the Board from the non-Executives' perspective that you can see the whole safety culture embedded in the organisation – there is example after example of this. There are no concerns in this field, it is awful when incidents happen but there is learning in place and the feedback looks to ensure it does not happen again. It is a very positive report from the Committee.

Sustainability and Environment Assurance

NLB's HS&E committee met 19 January 2023. The Agenda included Statistical Performance, Review of the activity of the Environmental Workgroup, Operational Activities Impacting on Carbon Emissions/Environment; GGC Reporting; Biodiversity and Biosecurity.

The Committee confirmed that: assurance was received in relation to all key issues: Delivery and reporting mechanisms for GGC Targets agreed with DfT are in place and operating effectively; Risks are being captured and managed; there is commitment across NLB to tackle the Climate Emergency in terms of both mitigation and adaptation; the importance of Biodiversity and Biosecurity is fully recognised by staff and reinforced via NLB's Performance Management System.

The Committee wished to draw the Governance Board's attention to the following issues:
- The GGC reporting process continues to build a database of information to allow meaningful comparison and analysis of trends. Caution is required to ensure factors such as the impact of COVID and an unplanned extended docking period for PHAROS are considered. A monthly rolling annual average report has been included to enable such impacts to be more effectively managed in terms of ongoing trajectory against GGC Targets.
- The two non-Executive members of the HS&E Committee attended the quarterly GGC meeting held November 2022 to witness proceedings and gain an understanding of the underlying process. This provided assurance not only on the quality of the process but also gave assurance on the commitment of the NLB to drive change and demonstrated that response to the Climate Emergency is an embedded and living part of NLB's organisational culture.
- The Air Source Heat Pump has been installed and commissioned in Firth View and the associated meeting room and technicians' office.
- A successful candidate has been identified for the newly created Business Improvement and Sustainability Coordinator.
- There were no Environmental concerns or issues raised by the representatives of the workforce.

Commissioner Wilkinson highlighted that it is clear that GGC is embedded within the organisation and others could learn a lot from the approach NLB has taken. It not just about the focus on the GGC targets but it is about doing the right thing for the organisation and the environment.

7. NAVIGATION AND OPERATIONS PERFORMANCE

The Navigation and Operations Committee met on 18 January 2023. The Agenda covered key areas including Navigation, Operations and Business Services reports; recent marine incidents and assessment of AtoN adequacy; engineering requirements for existing AtoNs and future options for forthcoming projects; NLB lighthouse tender fleet status and helicopter operations; escalated risks and Risk Card Reviews; and ongoing COVID arrangements across NLB.

The Committee confirmed that assurance was received in relation to all key issues.

- The Executive provided the necessary assurance that everything was continuing to be done to mitigate against the reduction of CAT 1 AtoN availability against the IALA recommendations.
- The Capital and Maintenance Programme remains under review and is subject to modification as operational priorities change.
- The Risk Cards for Aids to Navigation Provision, Asset Loss or Damage, Information Technology and Operational, Technological Change and Obsolescence and Natural Events have been viewed by the Committee and are updated on a regular basis.

The Committee wished to draw the Governance Board's attention to the following issues:

- The AtoN Category 1 availability is currently at 99.77% and remains stable. Category 2 and 3 availabilities are well above the IALA Standard.
- Sule Skerry lighthouse is now due for its midlife repaint and detailed inspection has revealed more corrosion than expected of some external metal work. The AtoN itself is a concern and the emergency optic is badly weather damaged, opaque and needs to be replaced. The main optic Range of 21nm is now obsolete and unsupported with limited spares available. Given the remoteness and difficulty of access, the NavOps Committee have discussed the options and agreed that a more efficient LED AtoN should be installed. The light with a range of 18 nm will use substantially less power and fuel, will resolve any battery control concerns and will keep unplanned costs under control.
- The recent allision when the mini-bulker WILSON DUNDEE fouled the Black Eye Buoy off Kyleakin, Isle of Skye (30 Nov 22) was fully discussed. This incident follows the grounding of the KEY BORA in the same location in 2020. Potential mitigation measures to avoid similar incidents in the future have been forwarded to the terminal operator for their consideration.
- The GLA's 2040: Navigating the Future strategy document was discussed and it was agreed that in terms of Climate Change the NavOps Committee will primarily focus on the impact of sea-level rise on the NLB estate and any other adaptation measures as deemed appropriate. These may include the changing use of the seas (massive windfarms), autonomous shipping, new ways of using data, etc and possible development in AtoN provision.
- Helicopter operations have been significantly disrupted by weather over the past three months and the GLAs are collaborating to deal with the resultant plan changes. Work continues on the replacement aviation services contract.
- Work will commence on the AtoN 2025 Review in the latter part of 2023.
- Work continues on the HQ refurbishment project and during November and early December the furniture and historical artifacts were successfully removed from HQ and placed in appropriate stores.
- There were no escalated risks for discussion at the meeting.

This was Commissioner Beveridge's final NavOps meeting prior to him leaving NLB in March 2023. The Committee acknowledged the tremendous input that he has given to both the previous NavCom (Chair and member) and to NavOps. His knowledge and experience will be greatly missed.

Helicopter Operations

Commissioner Wilkinson asked whether there was any particular risks around the disruption of helicopter operations due to impact of weather, etc. The Director of Operations advised that if scheduled helicopter operations are missed, bearing in mind that NLB shares two helicopters with the other 2 GLAs, it causes projects to slip and potentially run into the next financial year and potentially continuing over multiple years e.g. Sule Skerry. The weather is getting more and more disruptive and there is currently no helicopter capacity to recover. If a maintenance visit is missed the light will continue to operate but inevitably further down the line a fault will develop. To date this has not happened.

The Chief Executive added that the importance of the change in weather is a factor/challenge that is being discussed and captured in the Aviation Services Project.

Sensitive Sea Areas

Commissioner Welsh asked, if this going to continue and there are targets and more sensitive sea areas, is this something that should be escalated into the risk profile. The Director of Operations advised that this has been recorded in the risk register but it is more about what control measures are being introduced. NLB do get involved in the consultation process around general navigation and common law rights issues however in most cases the control measures do not have an impact.

Kyleakin

The Chair enquired as to whether there had been any response to the letter sent to the terminal operator on potential mitigation measures to avoid similar incidents in the future. The Director of Operations advised that a response has been received and terminal operator has carried out an in-person site risk assessment meeting with all key stakeholders and is looking at tidal current monitoring and a sector light along with other mitigating measures.

8. VESSEL REPLACEMENT PROJECT UPDATE

The Chief Executive, as SRO, gave a verbal update to the Board. Early engagement with Gondan has been extremely positive. There was an in-person meeting at the shipyard in January 2023 and the formal kick-off meeting will take place on 28 February 2023. The ethos of the yard is as good as could have been hoped for and they will be a great team to work with.

The vessel has now been registered with a temporary name – POLE STAR V – and has an IMO number. A kick-off meeting has been held with MCA, Lloyds and Gondan to establish the relationships between Class and Flag. The yard has been working with Seaplace to get stability information and capacity information. Discussions continue on internships to ensure maximum benefit for the UK and particularly for Scotland.

NLB's reputation and standing has been considerably enhanced by the success of the vessel project to date. This is exemplified by the invitation for NLB to be a member of the National Shipbuilding Office's Cross Government Shipbuilding Pipeline Contract Group.

NLB Ship Financing Facility Agreement

1.1 The Director of Business Services explained that the business of the meeting was to approve The Commissioners of the Northern Lighthouses (the "NLB") entering into, in good faith and for the purposes of carrying on its activities a £56,282,625 term facility

agreement (the “Facility Agreement”) between the NLB (as borrower) and The Secretary of State for Transport (as lender) (**Lender**) for the purpose of financing the purchase of a vessel (the “Ship”) to replace the NLV *Pole Star* under the agreement dated 22 December 2022 between the NLB and Astilleros Gondán S.A. and to pay for related advisory and other transaction costs.

1.2 A final draft of the Facility Agreement was produced to the meeting.

1.3 It was noted that:

a) the Facility Agreement contained the terms and conditions on which the Lender was prepared for the period specified in it to make a facility available to the NLB;
b) the duration of the facility made available under the Facility Agreement;
c) in certain circumstances the NLB could be required to grant a first priority mortgage over the ship under the terms of the Facility Agreement; and
d) the board confirmed its full understanding of the effect and implications for the NLB of the Facility Agreement.
e) Commissioner Charteris asked if NLB had taken independent legal advice on the Facility Agreement. It was noted that NLB had not taken advice given the low risk associated with this loan from Government. Following discussions, the Governance Board agreed to proceed without legal advice.

2. Resolutions

2.1 Following consideration, including consideration of the terms of the Facility Agreement, the meeting resolved that the NLB's entry into of the Facility Agreement and the transactions contemplated by it would facilitate the discharge of its statutory functions, and further resolved that:

a) the terms of, and the transactions contemplated by, the Facility Agreement and any ancillary or related document:

(i) be and are approved; and
(ii) are in accordance with and do not contravene any law or other obligation of the NLB and, in particular, no limit on the powers of the NLB to borrow money or create security would be exceeded by the NLB entering into or performing its obligations under the Facility Agreement,

and that the NLB execute the Facility Agreement and any ancillary or related document;

b) the performance by the NLB of its obligations under the Facility Agreement be and is approved;

c) The Chief Executive or the Director of Business Services be and is authorised to sign the Facility Agreement on behalf of the NLB and in doing so to agree and approve any amendments made to the Facility Agreement after the holding of this meeting;

d) The Chief Executive or the Director of Business Services be and is authorised to sign and/or dispatch or deliver all other documents, notices and certificates to be signed and/or dispatched or delivered by the NLB under or in connection with the Facility Agreement; and

e) The Chief Executive or the Director of Business Services be authorised to do any act, matter or thing, and to sign, execute and deliver any document as they may deem necessary or desirable to be done, signed or executed in connection with the financing to be provided to the NLB or the Facility Agreement, and to approve any

amendments (whether or not material) or complete any details in relation to any document referred to in these resolutions, that approval being conclusively evidenced by the execution or signature of the relevant document.

NLB Corporate Certificate
The Board discussed and approved the Corporate Certificate.

9. AUDIT & RISK COMMITTEE

The Audit & Risk Committee met on 19 January 2023. Key issues considered included: The Executive report; Quarter 3 Financial Reporting Pack; the Risk and Improvement Report; the compliance officer report on FOI and Data Protection; External Audit 2022/23 Planning Report; the 2022/23 Management Assurance Report (MAR); the 2023/24 draft Internal Audit Plan; Best practice gap analysis for Contract Management; and the 2022 Summary report of GIAA Insights highlighting good practice and areas for improvement.

The Committee confirmed that:

- Assurances were received in relation to a range of activities within Business Services
- Period 9 reforecast to the year-end provides assurance that planned expenditure remains within budget
- Pay negotiations continue but remain high risk given the substantial gap between Trade Union expectations and the pay remit awaiting Ministerial approval
- The comprehensive report received from the R&I manager continues to provide a significant level of assurance that the risk management arrangements are effectively assessing and managing risk and continue to drive forward improvements
- Internal Audit work is progressing as planned with the remaining assignment for 22/23 to be finalised in quarter 4
- A gap analysis has been performed against the GIAA best practice guide on Contract Management with some follow-up actions identified.

The Committee wished to draw the Governance Board's attention to the following issues:

- The Quinquennial Revaluation Exercise of the organisation's assets is progressing, independent consultants have now been appointed by TH. The Valuation Office Agency (VOA) has indicated late in the day that they wish to visit a number of lighthouses including Cape Wrath and Barra Head. This will not be possible as VOA staff are not HEUT trained and such journeys would be difficult to justify within our sustainability targets. A programme of visits to end road lighthouses has been put together. The suggestion to VOA post completion of the 2017/18 quinquennial was that they should undertake a programme of visits to asset locations (fitting in with already planned NLB visits) over the 5-year period so that the estate can be better understood. This was not taken up but will be actively pursued with VOA over the next five years
- HMRC have initiated a routine VAT Compliance Audit with a very challenging timescale to provide requested information. The Finance Team will do all possible to comply with requests but flag to HMRC at an early stage the challenges faced in meeting their timescale with other concurrent audit work and finance staff planned annual leave
- A project to replace the Finance and HR systems has been kicked off with a completion date set of April 2024. The project will be managed through the Programme and Project Board with updates on progress provided to the Committee throughout the year
- A funding mechanism has now been found to fund the Vessel Replacement by DfT through the Internal Market Act s.50. In reaching this solution it has come to light that the working assumption that DfT could bail out the GLAs in the event of something untoward happening with the GLF funding mechanism is flawed as the current Merchant Shipping Act does not

allow DfT to make loans to GLAs. DfT and the GLAs will work together with a view to seeking an update to the legislation at the earliest opportunity and to give consideration to increasing the GLF reserve threshold

- Developments associated with the Aviation Services Project (ASP) indicate a Note Verbale which creates legal rights between DfT (UK) and DoT (Ireland) is now considered the preferred option as a possible solution to allow CIL to be part of a joint procurement with TH and NLB. It is still unclear whether the Note Verbale only covers the ASP or all GLA activities under the Merchant Shipping Act
- The NAO External Audit Plan for 22/23 will focus on Quinquennial Review of Assets and the accounting treatment of VRP in addition to the usual financial controls
- The 23/24 draft Internal Audit Plan includes: VRP, key financial controls, recruitment and retention, waste management and IT project and programme management
- The Management Assurance Report (MAR) which has again been completed by input from across the organisation and slightly moderated by the Executive and Risk & Improvement Manager gives a significant level of assurance. This is a superb piece of work with all involved to be commended
- The retiring Head of Internal Audit commented on the positive improvements seen at NLB over the last 5 years adding it is rare to see risk management so embedded in an organisation.

Pay Award

Commissioner Archibald asked if there was any risk if the pay award was not paid to staff this financial year. The Director of Business Services advised that in an ideal world any back pay and any increase would be paid by March at the latest so that it falls into this tax year. If it goes into the next year it can have an impact on staff in terms of individuals tax and NIC. It would also have an impact on NLB and the GLF as MyCSP would have been paid to do a piece of work on every individual pension file to ensure the increase was included in the 2022/23 pension year.

Management Reporting Pack

The Management Reporting Pack for Period 9 – December 2022 was noted.

Risk Cards

The register of Significant Business Risks, Conflict in Europe Risk Card and Tri-GLA High Level Risk Card were noted.

It was noted that this was Commissioner Wilkinson last meeting as Chair of the Audit & Risk Committee. Commissioner Welsh will become Chair of the Committee from 1 April 2023.

10. PEOPLE COMMITTEE AND NOMINATIONS FOR APPROVAL

The People Committee met on 18 January 2023.

Part 1

Part 1 of the People Committee covered the following issues: Recruitment and Turnover statistics; Sick absence; Pay; Annual Engagement Survey and Hybrid Working Survey; Review of Staff Council minutes; and Risk Card Review.

The Committee confirmed that:

- Appropriate recruitment action is underway to fill gapped and new posts.
- Sick absence remains within tolerable levels and in recent months both long and short term absences have reduced.

- Periodic Drug and Alcohol Testing is being completed.
- 2022 Staff Engagement Survey has been completed.
- Action continues to conclude the Pay process for 2022.
- The Human Resources Risk card is an accurate reflection of the risks faced and has been updated to capture additional actions to enhance retention.

The Committee wished to draw the Governance Board's attention to the following issues:

- Recruitment remains challenging. Successful candidates have been identified for a number of key roles including Principal Electrical Engineer and Sustainability Coordinator but the inability to recruit Technicians in Edinburgh and Orkney is a concern. Work is underway with Technicians to gather feedback on areas including work patterns, conditions and location specific issues in order to identify ways of improving the offer. Work is also underway to identify improvements to the way NLB markets itself in job advertising and to utlilise social media channels such as TikTok which are used by a younger demographic.
- The Pay approval process with DfT has been protracted and difficult with a revised Pay Remit being submitted in December 2022. Despite assurances, DfT HR approvals process meant the Remit failed to make it into the Minister's Christmas box but is understood that approval should be received by week ending 20 January 2023. Once received consultation with Trade Unions will commence although given the stated expectations it is unlikely the Remit will be and accepted and it will be necessary to impose the settlement. It is likely that the Trade Unions will ballot for industrial action.
- The detailed results of the 2022 Annual Staff Engagement Survey were provided and the results noted as very positive and an improvement over the previous year. There is little difference between the responses from mariners and shore-based staff.
- The results of the Hybrid Working Survey were provided. The outcome is clear that Hybrid Working is popular and judged to be a vital tool for the recruitment and retention of staff. The Executive Group have taken the decision to continue with this model of working.

Recruitment

The Director of Operations advised that a meeting had now been held with the technicians and the Delivery & Planning management to look at feedback from applicants and their work/life balance particularly how much time they work away from home overnight. Advertising will now be across the country and a work location will be allocated on where the successful applicant resides. The method of advertising has been reviewed with TikTok and other web-based portals being utilised.

Part 2

Part 2 of the People Committee covered the following issues: Recruitment of a successor for Commissioner Beveridge; Re-appointment of Commissioner Wilkinson; Re-appointment of Commissioner Archibald; Recruitment of a successor for Commissioner Woodward; Upcoming change of Sheriff Principals; and Membership of Committees.

The Committee confirmed that:

- No significant resource or skill issues were identified within the Non-Executive.

The Committee wished to draw the Governance Board's attention to the following issues:

- A successor for Commissioner Beveridge has been identified and the details circulated to Commissioners for review and approval.
- The requirement for Commissioner Wilkinson to be reappointed for a further period until the 31 March 2025 to allow her to complete the 2 year appointment as Chair was submitted to Transport Scotland 29 August 2022. Transport Scotland have given assurances that the matter is in hand to seek Ministerial approval.

- Commissioner Archibald's first term ends 31 March 2023. The Committee unanimously agreed that he should be reappointed for a second term, completing 31 March 2026. It is recommended that the Governance Board endorse this proposal.
- The Committee noted the direction from DfT that in accordance with the Governance Code on Public Appointments the Commissioner Appointed by the Secretary of State would normally serve for two terms unless there were exceptional circumstances. Commissioner Woodward's appointment ends 26 September 2023. The Chief Executive will confirm the recruitment process with the DfT Sponsorship Team. The Committee will consider the skill set required at the next meeting and put a recommendation to the May 2023 Governance Board.
- The Chair of the People Committee (Commissioner Pyle) will seek expressions of interest to join the HS&E Committee in succession to Commissioner Wilkinson and will report the outcome to the Governance Board.
- Commissioner Lewis is to step down as a Sheriff Principal 31 July 2023. A successor has been identified and a formal announcement will be made shortly. Commissioner Anwar is to replace Commissioner Turnbull as the SP of Glasgow & Strathkelvin when he moves on to become a Senator.

Commissioner Archibald

The Commissioners endorsed the recommendation that Commissioner Archibald be reappointed for a second term, completing 31 March 2026.

Sheriff Principal Appointments

The following judicial appointments, transfers and retirement update was noted.

- Senator - His Majesty the King, on the recommendation of the First Minister, has appointed Sheriff Principal Craig Turnbull as a Senator of the College of Justice. Sheriff Principal Craig Turnbull will take up post on 17 May 2023.

- Sheriffs Principals - Sheriff Principal Aisha Anwar, Sheriff Principal of South Strathclyde, Dumfries and Galloway will transfer to the Sheriffdom of Glasgow and Strathkelvin on 17 May 2023. The Lord President has authorised Sheriff Principal Anwar to perform the functions of Sheriff Principal of South Strathclyde, Dumfries and Galloway until 11 June 2023. Sheriff Principal Marysia Lewis will retire on 31 July 2023.

- His Majesty the King, on the recommendation of the First Minister, has appointed Sheriff Sean Murphy KC as Sheriff Principal of the Sheriffdom of North Strathclyde, Ms Catherine (Kate) Dowdalls KC as Sheriff Principal of the Sheriffdom of South Strathclyde, Dumfries and Galloway and Sheriff Gillian Wade KC as Sheriff Principal of Tayside, Central and Fife. Sheriff Sean Murphy took up appointment as Sheriff Principal on 28 December 2022. Ms Catherine (Kate) Dowdalls KC will take up appointment as Sheriff Principal from 12 June 2023. Sheriff Gillian Wade will take up appointment as Sheriff Principal from 1 August 2023.

11. MATTERS FOR APPROVAL

Matters for approval were covered under the appropriate Agenda Items.

12. STAKEHOLDER ENGAGEMENT

The Governance Board noted the Stakeholder Engagement update.

Transport Scotland Update
Commissioner Wilkinson advised that there are quite a few maritime stakeholder meetings coming up with Mr Matheson giving a speech at the Offshore Wind Decarbonisation Conference. Transport Scotland are working closely with DfT officials to work through options for decarbonisation of the maritime sector.

Isle of Man Government Update
Commissioner Welsh advised that he was still firming up arrangements for the stakeholder visit to the IOM for the Chief Executive in April 2023. The visit has been scheduled to coincide with attendance at the Territorial Seas Committee.

Department of Transport Update
There were no specific updates from Commissioner Woodward received.

Chamber of Shipping/Lights Advisory Committee (LAC)
It was noted that Gavin Simmonds is retiring from the Chamber of Shipping with effect from the end of March 2023 but will continue in post with the LAC for a further year. Michael Everard will step down in 2024.

13. CORPORATE CALENDAR

The Governance Board noted the Corporate Calendar for 2023. There is a meeting scheduled for 3 March 2023 to discuss the Inspection Voyages. Further information and dates will be issued in due course.

14. ANY OTHER BUSINESS

Alastair Beveridge
It was noted that this would be Commissioner Beveridge's last meeting as a Commissioner. The Chief Executive, on behalf of the Executive and Commissioners, thanked Commissioner Beveridge for his leadership. Commissioner Beveridge has been a co-opted Commissioner for longer than most and has been a vanguard of new Commissioners that has taken NLB through a remarkable transformation as an organisation. There is no doubt that he leaves NLB in a much better place than when he started.

Commissioner Beveridge will take over as Chair of the Heritage Trust from 1 April 2023.