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Chair's Foreword

This Guide plays an essential part in the corporate governance of the Northern Lighthouse Board (NLB) and as such should be seen as a primary reference source for both those serving as Commissioners of Northern Lighthouses and NLB Staff members.

It reflects the explicit intention of the Board of Commissioners to maintain the highest standards of corporate governance as appropriate to the particular circumstances of this organisation.

NLB's financial accounts are prepared separately but are combined with those of Trinity House Lighthouse Service and Commissioners of Irish Lights where they are published with the approval of the UK Parliament by the UK Department for Transport as the Accounts of the General Lighthouse Fund (GLF). NLB is also required to lay its Annual Report and Accounts before the Scottish Parliament. The Chief Executive is the Accounting Officer for NLB and is answerable in this role to DfT's Permanent Secretary who is the Accounting Officer for the GLF.

The mutual relationship between DfT and the respective General Lighthouse Authorities is regulated through a detailed Framework Document, which incorporates a Financial Memorandum and Management Statement. This Document should also be seen as a valuable reference source for Commissioners and NLB Staff members.

The task of Commissioners is therefore not directly comparable with that of a non-executive Director of a listed private sector company nor of a Ministerial appointee to the Board of a Non-Departmental Public Body. However, the responsibilities of each Commissioner are significant and the purpose of this Guide is to provide useful guidance in the discharge of such responsibilities.

This is a "live" document, subject to continuous review to ensure that the best corporate governance practices from the public, private and voluntary sectors are always included.

Its custodian is the Vice-Chair of the Board who is responsible for its management and, together with the Senior Executive Assistant, will ensure that it is reviewed and revised on an annual basis, or more frequently if required.

Supplementary information to help Commissioners in their day-to-day dealings with NLB is included, for example staff lists and other supporting papers.

The Chief Executive and I wish to ensure that the Guide fulfils its intended purpose. Comments and suggestions for improvement, relating either to the contents of the Guide itself or its management, to the Chief Executive, the Senior Executive Assistant, the Vice-Chair or me will therefore always be welcome.

Guide to Governance

This document provides guidance on the Governance arrangements for the Commissioners of Northern Lighthouses, the General Lighthouse Authority for Scotland and the adjacent seas and islands, and the Isle of Man. The guide describes:

Section 1. Who is responsible for Governance
Section 2. Governance Structure – Board and Committees
Section 3. Board procedures - Standing Orders
Section 4. Roles and Responsibilities:

a. The Patron
b. The Governance Board
c. The Board of Commissioners
d. The Chair
e. The Vice-Chair
f. Individual Board Members (including conduct and legal liabilities)
g. The Executive
h. The Chief Executive and Accounting Officer

Annexes

1 Glossary of Terms/Interpretation
2 Board of Commissioners Membership
3 Board of Commissioners Terms of Reference
4 Governance Board Terms of Reference
5 Navigation and Operations Committee – Terms of Reference
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9 Standing Orders – Governance Board Procedures
10 Seven Principles of Public Life set out by the Committee on Standards in Public Life
11 Commissioners Training and Development Matrix
12 Communications Strategy
13 Schedule of Delegation (Delegation to Executive)
14 Commissioner Annual Discussion Template

1. Who is responsible for Governance

1.1. The Secretary of State for Transport is answerable to Parliament for the policies and performance of the General Lighthouse Authorities, including their use of resources and the policy framework within which they operate. The respective roles, duties and powers of the Secretary of State and the Board of Commissioners are set out in the Merchant Shipping Act 1995 (http://www.legislation.gov.uk/ukpga/1995/21/contents) supplemented by a Framework Document for the General Lighthouse Authorities specifying procedures governing financial and management controls and delegations, issued by the Department on

behalf of the Secretary of State. https://www.gov.uk/government/publications/general-lighthouse-authorities-framework-setting-out-the-relationship-with-secretary-of-state-for-transport.

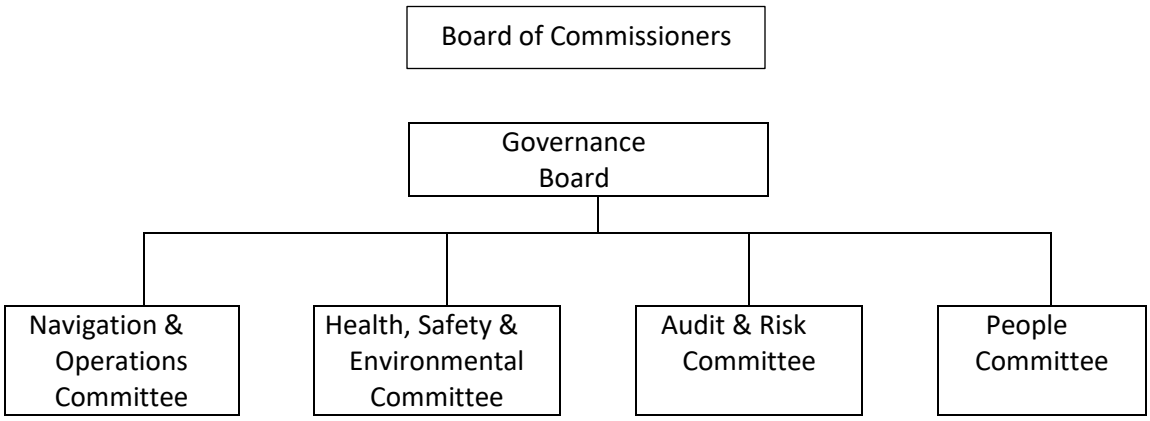
1.2. Overall responsibility for governance of the NLB has been vested by the Board of Commissioners (BoC) [1] in the Governance Board, membership of which includes (i) the Commissioners[2] ; (ii) the Chief Executive; (iii) the Director of Operations; and (iv) the Director Business Services.

1.3. Membership of the Board of Commissioners (BoC) is set out under the provisions of the Merchant Shipping Act 1995. The BoC comprises 13 ex-officio Commissioners and six co-opted Commissioners - one appointed by the Secretary of State for Transport (UK Government), one nominated by the Lieutenant Governor of the Isle of Man and appointed by the Secretary of State, one appointed by Scottish Ministers and up to three elected by the Board.

1.4. The current membership of the Board of Commissioners with dates of appointment is linked at Annex 2.

2. Governance Structure – The Governance Board and Committees

2.1. The NLB Governance Board and Committee structure is set out below:



2.2. The Board of Commissioners has vested responsibility for the overall management of its activities in the Governance Board and as such the BoC will only meet by exception to consider matters not requiring the attendance of the Executive. The Terms of Reference for the Board of Commissioners is set out in Annex 3 and for the Governance Board at Annex 4.

[1] Decision taken by Board of Commissioners 20 October 2021

[2] The Commissioners of the Northern Lighthouses were first established as a corporate body in 1786. Detail of the current Commissioners is contained within the Merchant Shipping Act 1995, Section 193, Schedule 8 (as amended by the Scotland Act 2016 Part 5)

2.3. The Governance Board has established four Committees to facilitate detailed scrutiny, challenge and support on key areas of the business requiring board oversight. These committees report to the Governance Board and each has a defined membership and terms of reference subject to annual review:

- Navigation and Operations (NavOps) Committee: to review and formulate policies for the provision of aids to navigation and scrutinise performance across NLB's operations including Business Services support. Terms of Reference at Annex 5.

- Health, Safety and Environment (HSE) Committee: to review and advise on policies relating to the safety of personnel and the protection of assets or the environment. Terms of Reference at Annex 6.

- Audit and Risk Committee (ARC): to review the effectiveness of the internal control systems including those covering corporate governance and risk management. Terms of Reference at Annex 7.

- People Committee: to review and advise on policies related to Human Resource, Pay and Terms & Conditions, facilitate the recruitment of Co-opted Commissioners, Chief Executive and Directors and oversee the appointment of Commissioners to Committees. Terms of Reference at Annex 8.

2.4. The Governance Board may also establish working groups for specific projects or pieces of work for time-limited periods which will also report to the Governance Board.

3. Board Procedures – Standing Orders

3.1. The Governance Board has agreed Standing Orders regulating aspects of its procedures and a mechanism for their review. A copy of the Standing Orders is linked for information at Annex 9.

4. Roles and Responsibilities

4.1. **The Patron**

Her Royal Highness The Princess Royal KG, KT, GCVO, GCStJ QSO, GCL, CD is the Patron of the Northern Lighthouse Board.

4.2. **The Governance Board**

The main responsibilities of the Governance Board are:

- Ensuring **high standards of Corporate Governance** at all times.

- **Strategic Leadership, Planning, Risk Management and Control**: The Governance Board shall give strategic direction and exercise oversight of the production, review and updating of the rolling 5-year Corporate Plan. This process provides an

opportunity for reviewing and then agreeing, with the Department for Transport, the policy and resources framework within which the Governance Board requires to discharge its statutory duties and responsibilities; and for determining its key strategic objectives, risks, milestones and targets. Such targets should normally cover areas such as the efficiency and effectiveness of the organisation's operations and the quality of the services it provides. The Board will monitor performance against agreed strategic objectives and Key Performance Indicators (KPIs).

- **Environment and Sustainability**: The Governance Board will ensure that an integrated approach to reducing NLB's environmental impact is maintained in accordance with ongoing effective sustainability practice. In line with the Environmental Principles Duty, this involves ensuring that environmental principles are properly interpreted and proportionately applied to NLB operations in order to deliver their objective of contributing to the improvement of environmental protection and sustainable development. This will assist in the prevention of unintended environmental impact and contribute towards the achievement of a Net Carbon Zero outcome.

- **Compliance with statutory and administrative requirements**: The Governance Board has a duty to ensure that all relevant legislation is observed and that it does not exceed its powers or functions, whether defined in statute or otherwise. It shall be advised on these matters by the Chief Executive and, if necessary, NLB's legal advisers.

- **Financial Stewardship:** The Governance Board has a duty to ensure that funds allocated to NLB - which for this purpose should be taken to include all forms of receipts from fees, charges and other sources - are properly safeguarded; and that, at all times, it conducts its operations as economically, safely and effectively as possible, with full regard to the relevant statutory provisions. As part of its responsibilities for the stewardship of the funds made available for its use out of the General Lighthouse Fund, the Governance Board must ensure that it includes a full statement of the use of such resources in its Annual Report and Accounts. The Accounting Officer ensures that such accounts shall be prepared in accordance with relevant Accounting Standards and instructions and guidance as may be issued from time to time by the Department for Transport.

- **Acting as a responsible employer**: Ensuring the organisation is meeting its obligations to its employees.
    - The Governance Board shall ensure compliance with all relevant employment and health and safety provisions, practices and legislation and seek to employ suitably qualified and appropriately remunerated staff, who will discharge their responsibilities in accordance with the high standards expected of NLB. All staff are briefed at approximately twelve-monthly intervals about NLB's strategic focus, and how their own responsibilities and targets mesh with that strategy.
    - NLB has a set of clear Organisational Values which provide the guiding principles for all who work within the organisation.
    - The Governance Board is committed to ensuring that staff have access to expert advice and suitable training opportunities which they may require in order to exercise their responsibilities effectively, and to anticipate future training needs.

- NLB's policy is that its procedures for the recruitment and management of employees must provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.

4.3. An open and responsive Governance Board

Freedom of Information is one of the pillars upon which open government operates. For any Freedom of Information regime to be truly effective, it is important that both its users and those subject to it, have faith in it. To build and maintain the trust of our stakeholders, NLB is committed to adherence to the Data Protection Act and to following the Cabinet Office Code of Practice (see reference below), which provides guidance for public authorities on best practice in meeting their responsibilities under Part I of the Act - Access to information held by public authorities. This Code of Practice sets the standard for all public authorities when considering how to respond to Freedom of Information requests.

The Governance Board provides the Secretary of State, Parliament and the public with as full information as may be required concerning its policy decisions and actions through the laying of the Annual Report & Accounts before both the UK Parliament and the Scottish Parliaments and their subsequent publication on NLB's website. Together with publication of Board and Committee meeting minutes (in line with Terms of Reference), membership and dates of meetings plus key policy documents, this fulfils the requirement to demonstrate that resources are used to good effect and with probity and that, the General Lighthouse Fund is not being used for private, partisan or party-political purposes.

Commissioners and staff should act and take decisions in an open and transparent way ensuring full compliance with the Seven Principles of Public Life as established and maintained by the Committee on Standards in Public Life and in line with NLB Organisational Values and the Freedom of Information Act 2000 in respect of access to government information, see references below. The Act requires NLB; to adopt, maintain, publish and review from time to time a Publication Scheme, see guidance below. The default position is that information should not be withheld from the public; unless there are clear and lawful reasons for so doing.

References (html links)

- Civil Service Code
- Seven Principles of Public Life
- NLB Organisational Values
- Ethical Standards for Providers of Public Services - Guide
- Freedom of Information Act 2000
- Freedom of Information (Code of Practice)
- Guidance on Publication Schemes for Non-Departmental Public Bodies
- Greening Government Commitments
- Environment Act 2021 (legislation.gov.uk)

4.4. The Board of Commissioners

The Board of Commissioners (BoC) has vested overall management of the BoC's activities in the Governance Board. The BoC will only meet by exception to consider any matters requiring the exclusion of the Executive eg Appointment of Chief Executive Officer and Executive Directors.

4.5. The Chair

The Chair is the non-executive leader of NLB, and with the Chief Executive, is responsible for ensuring that the Governance Board gives the NLB strategic direction and secures efficient and effective discharge of its statutory duties.

The main inter-related elements in the Chair's role are:

a. Leadership of the Governance Board and NLB.

b. Developing and maintaining effective relationships with key third parties.

c. Ensuring the effective representation, in person where appropriate, of NLB to the wider communities of users and the public.

d. Working with the Executive and senior staff.

The Chair will:

a. ensure that the Governance Board collectively formulates, and revises its strategy for the effective discharge of its statutory duties, drawing to the full on the advice and expertise of the Executive, and within the policy and resources framework agreed with the Department.

b. ensure that the Governance Board gives clear and timely guidance to its Committees and to the Executive.

c. ensure that the Governance Board has arrangements for monitoring the effective implementation by the Executive of the Governance Board's strategy and decisions.

d. ensure that the Governance Board has procedures in place, and that they are kept under review to secure the highest standards of propriety and corporate governance at all times.

e. ensure that the Governance Board delegates to the Executive, sufficient authority which will allow them effectively to manage the day to day business of NLB, and the implementation of agreed policy, whilst reserving for decision by the Board, those issues affecting strategic policy, and any novel or contentious issues affecting effective working relationships with the Department, users generally, or other third parties.

f. manage the meetings of the Governance Board and the BoC, by exception, to secure informed discussion, and from that clear decisions and direction. They will ensure that the Governance Board and its Committees meet as provided in the Standing Orders, and will discuss and agree with the Chief Executive and the Senior Executive Assistant the major matters for debate and decision at Governance Board meetings; and will ensure that the minutes properly reflect the decisions taken.

g. ensure that the structure, membership and terms of reference of the Committees of the Governance Board are kept under regular review. The Chair shall also advise the Governance Board when changes are necessary or desirable to meet new needs or to draw to the full on the expertise and experience of individual Commissioners and members of Staff.

h. ensure that annually the Governance Board considers its effectiveness in its prescribed role and that the Chair of each Committee causes each Committee to do likewise.

i. seek to ensure that appointments to the Board of Commissioners reflect the skills and experience necessary for the Governance Board's purpose and are made in accordance with procedures agreed with the Department. The Chair will consult as appropriate to their interests in appointments with the Secretary of State, Scottish Ministers and the Lieutenant Governor of the Isle of Man. The Chair will have, in accordance with appropriate selection and appointment procedures, regard to the need for succession planning amongst the Commissioners to ensure that those with the necessary skills and experience are available to take on, after appropriate recommendation of the People Committee, when needed, the offices of Chair and Vice-Chair, and the chairing and membership of such committees as the Governance Board may decide from time to time are necessary.

j. ensure, with the Chief Executive, that new Commissioners receive adequate induction and training on joining the Governance Board, and that the training needs of the Commissioners generally and individually are kept under review.

k. **ensure that, in respect of each Commissioner, a register of business interests /Declaration of Interest is maintained. Forms are to be completed annually at the start of the Financial Year and updated regularly throughout the year with any changes.**

l. ensure, in line with the requirement placed on all NLB staff, that Commissioners register any gifts and hospitality offered or accepted whilst on NLB business.

l. on the appointment of the Chief Executive the Chair at the time will be a co-signatory to their contract of employment, which will be witnessed by a third person. Subsequent Chairs should ensure that they are familiar with the conditions of this contract.

The Chair will lead the NLB representation in the round of formal meetings between the GLAs, the Joint Strategic Board, the Department and the Lights Advisory Committee.

The Chair will, when dealing with key user interests, such as the shipping and fishing industries, recreational interests, local authorities, MSPs, MPs, the Scottish Government and other UK and International agencies:

a. agree guidelines with the Chief Executive regulating the way in which NLB is to be represented – whether by Commissioners, members of the Executive or other NLB staff at relevant international events.

b. determine and agree with the Chief Executive how representational duties in the UK, or at relevant international events, (including the handling of correspondence) are to be allocated, recognising that while they have the lead, there will be many occasions when representation by another Commissioner, the Chief Executive or one of their team may be more appropriate or effective.

The Chair will seek to develop and foster a positive working relationship between the Executive, the Governance Board, and individual Commissioners. It is the Commissioners collectively who are statutorily responsible for the NLB, but the Executive should be given the necessary authority to manage the day to day operations in a manner consistent with the agreed Corporate Plan, and within the framework document agreed with the Department, subject to systematic monitoring of progress in meeting objectives and of the risks and opportunities which may affect the attainment of agreed targets. Frequent informal contact between the Chief Executive and the Chair will be a necessary part of such a relationship.

The Chief Executive shall ensure that the Chair is promptly and frankly informed and consulted on developing issues - and the Chief Executive must be able to turn at any time to the Chair for informal advice and support.

In that spirit, the Chair has particular responsibilities for:

a. Taking the lead in the recruitment selection and appointment of the Chief Executive when a vacancy for this post arises, ensuring that the requirement for an adequate handover period is included in the process.

b. Monitoring the performance of the Chief Executive against agreed targets and advising the People Committee accordingly.

c. Undertaking a formal appraisal of the Chief Executive at least annually and offering informal advice on performance more frequently as needed.

d. Assisting the Chief Executive in appraising the performance of Directors annually and in maintaining a register of business interests, gifts and hospitality received in respect of each Director.

e. Assisting the Chief Executive in developing an appropriate senior management structure.

f. Supporting the Chief Executive in their role as the GLA Accounting Officer, personally responsible to the Accounting Officer of the General Lighthouse Fund, for the proper effective and efficient use of GLF resources.

Governance Board Effectiveness and Annual Review

The Chair must ensure that the Governance Board undertakes a review of its effectiveness at least once a year. This review should consider all aspects of Governance Board and Committee business including membership, strategy and remit, conduct of meetings, performance management and assurance, stakeholder engagement and how the Board and its committees support the Accounting Officer in meeting the requirements set out within Managing Public Money.
The Chair will lead the review and has overall responsibility for the process utilising an Annual Board Evaluation Form, which is completed by individual Board Members, and informal discussion as required.

To assist in facilitating the annual review of the Audit and Risk, Navigation and Operations and People committees, the Chair will attend these meetings on an ad-hoc basis as an observer.

Individual Commissioner Discussion and Feedback

The NLB is unusual in having a Board of Commissioners that has evolved since 1786 and now includes, statutory appointees, persons nominated by Governments and elected by Commissioners; and, a number of co-opted persons also elected by the Commissioners. All are deemed Commissioners and, with the exception of the statutory appointments, receive renumeration from the General Lighthouse Fund.

The Chair has a responsibility for reviewing the contribution of the Government nominated and co-opted Commissioners in their Board member role and as both committee Chairs or committee members. Following completion of the Annual Board Evaluation Form, the Chair will invite co-opted Commissioners for a 1:1 informal discussion to seek any further feedback and observations regarding either their own contribution , or overall performance of the Board. Results from this should then be used to inform any training / development needs and succession planning.

The Commissioner Annual Discussion Template (Annex 14) will be used as a 'guide' for such discussions.

Although not a requirement, the statutory Commissioner appointees will also be invited to participate in the 1:1 discussions with the Chair as their contributions will be equally invaluable in setting out the future needs and development of the Governance Board.

4.6. Role of the Vice- Chair

The Vice-Chair shall support the Chair in all of the foregoing and shall deputise for them when so required. Accordingly, it is important that the Chair, Vice-Chair and the Executive share a

common understanding of how the Vice-Chair's role is to be discharged and ensure that they are appropriately briefed and supported.

It is presumed that the Vice-Chair will normally accede to the Chair, but the People Committee has a reserved right to consider a Vice-Chair's desire or suitability for their role on the halfway point of their tenure and to report the outcome to the Governance Board.

4.7. Responsibilities, Liabilities and Conduct of Individual Commissioners

Individual Commissioners should be aware of their wider responsibilities as members of the BoC and the Governance Board. Individual Commissioners must:

- comply at all times with the terms of this Guide to Governance, the statutory requirements relating to the use of the General Lighthouse Fund and must act in good faith and in the best interests of NLB;
- adhere scrupulously to the NLB Organisational Values and the Seven Principles of Public Life set out by the Committee on Standards in Public Life linked at Annex 10, or their successor provision;
- keep themselves informed about NLB's business and invest in their own continuous development (See Commissioner's training and development matrix at Annex 11)
- not use information gained in the course of their service as a Commissioner for personal gain, nor seek to use the opportunity of such service to promote their own private interests.

Conflicts of Interest

Impartiality is a core value required of all civil servants and holders of public office (under the Civil Service Code and the Seven Principles of Public Life respectively). It is also one of public law principles underpinning good and lawful decision-making by public bodies.

Commissioners must always disclose any personal, political or business outside interests to the Chair or Chief Executive if they are in any doubt as to the compatibility of an outside interest with their work for NLB.

Commissioners are required to make an annual declaration of any relevant outside interests and to notify the Chair and Chief Executive promptly of any 'in year' changes to their outside interests.

NLB has established a register of such interests, which is available for public inspection.

Commissioners are also afforded the opportunity at the start of every meeting to declare any conflicts of interest in relation to the agenda items for consideration, which will be recorded in the minutes.

Any conflicts, or potential conflicts of interest unable to be resolved by the Chair or Chief Executive, may be referred to the Governance Board, or in the case of Commissioners appointed by Governments, to their sponsoring Department where deemed appropriate.

Political Activity (Co-opted Commissioners only):

1. In your public role, you should be, and be seen to be, politically impartial. You should not occupy a paid party-political post or hold a particularly sensitive or high-profile role in a political party. You should abstain from all controversial political activity and comply with Cabinet Office rules on attendance at Party Conferences.
2. On matters directly related to the work of the NLB, you should not make political statements or engage in any other political activity.
3. In your official capacity, you should be even-handed in all dealings with political parties.
4. Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a Commissioner and exercise proper discretion. You should inform the Chair and/or the parent Department before undertaking any significant political activity.

Commissioners shall ensure that they comply with the guidance on the acceptance of gifts and hospitality. Business Gifts and Hospitality Policy.docx

Commissioners will be required to treat discussions, documents or other information relating to the work of the NLB in a confidential manner. A Commissioner who misuses information gained by virtue of their position may incur personal liability for that misuse.

All Commissioners are encouraged to act individually as ambassadors for NLB to help explain its role to the wider public. This role is expanded in the NLB's Corporate Communications Strategy linked as a Supporting Document Annex 12.

Liabilities

The Governance Board has corporate responsibility for all actions taken by Governance Board members in good faith and without negligence, including any wrongful ones.

HM Treasury have advised that:

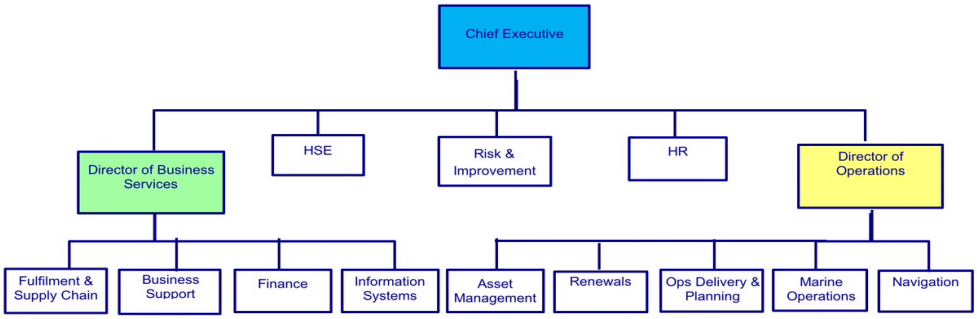
"The Government has indicated that an individual Board member who has acted, honestly, reasonably and in good faith and without negligence will not have to meet out of his own personal resources any personal civil liability which is incurred in execution or purported execution of his Board function."

NLB has in addition effected a Directors and Officers insurance policy.

Although any legal proceedings initiated by a third party are likely to be brought against the NLB, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chair or other individual Commissioners. For example, a Commissioner may be personally liable if they make a fraudulent or negligent statement which results in loss to a third party. Commissioners who want further advice should consult NLB's legal advisers, after consultation with the Chief Executive or Chair.

4.8. The Executive

The Governance Board has delegated responsibility for day-to-day management matters to the Executive, within a clearly understood framework of strategic control. The Schedule of Delegation is linked at Annex 13. The diagram below outlines the individual areas of responsibility assigned to the Chief Executive and Directors.



4.9. The Chief Executive and Accounting Officer

The Chief Executive is appointed by the Board of Commissioners. They act as the Northern Lighthouse Board's GLA Accounting Officer; this role carries with it personal responsibility to ensure that appropriate advice is given to the Governance Board on all matters relating to financial propriety and regularity, for the keeping of proper accounts and for the efficient and effective use of resources. In this respect, the Chief Executive has also to satisfy the Department's Accounting Officer who is liable to be examined on these matters by the Committee of Public Accounts of the House of Commons.

More detailed guidance on the role of an Accounting Officer and their dual responsibilities to the Board and to Parliament is set out in HM Treasury Managing Public Money and the extant DAO (Dear Accounting Officer) letter. Copies of these are available to all Governance Board members from the Chief Executive or Director of Business Services.

In recognition of the delegation to them of the responsibility of day-to-day management, and in their role as the Accounting Officer, the Chief Executive undertakes an annual Management Assurance Review in order to assess and provide feedback as to compliance with H M Treasury and Cabinet Office controls and processes. The Management Assurance Return produced is reviewed and approved by the Audit and Risk Committee prior to submission to the DfT.

The Chief Executive is the point of formal contact between the NLB and the Patron, Ministers and the Lieutenant Governor of the Isle of Man. They will refer any communications to the Chair and/or the Governance Board when appropriate.

Annex 14

Commissioner Annual Discussion Template

Feedback

Commissioner's contribution to:

- Strategy/policy formulation
- Effective decision making
- Fostering relationships with stakeholders
- Governance issues

Commissioner's general conduct:

- preparation for meetings
- Attendance and commitment at meetings
- Attendance at training/development activities
- Challenging constructively
- Support to the Executive
- Working as part of the team
- Awareness of diversity and equality

- What does the Commissioner think the focus of the Board should be / what can the Board do differently?

- Reflections on whether or not the Board has the skills it needs;

- Whether the Board spends its time on the right things;

- Whether every member is encouraged to make best use of their skills;

- Approaches to succession planning and outreach to potential new Board members;

- Where applicable, relationship with sponsoring Government and department; and

- Any additional areas, or references to comments made on Annual Board Evaluation Form, and not covered above.

Looking Forward

- Are the Commissioner's responsibilities appropriate?
- Reflections on the organization including Committees and Chairs;
- Setting of any new objectives;
- Identification of any learning and development needs, incl learning about the NLB's external environment or the organization itself.
- Any additional areas, or references to comments made on Annual Board Evaluation Form, and not covered above.