

9 February 2021
Online

MINUTE OF BOARD MEETING

ATTENDANCE

Trustees

Gair Brisbane
Alan Dobie
John Finney
Dave Gibson – Chair
Jim Gibson
Phil Graves (from item 10)
Emily Henderson
Patricia Jordan
Chris Loynes
Xander McDade
Raymond Simpson
Jane Smallman
Chris Townsend
Andrew Whitfield

Staff

David Balharry – Chief Executive
Mike Daniels – Policy & Land Management
Kevin Lelland – Development & Comms
Emma Reed – Award & Engagement
Kerry Ross – Finance & Resources
Iona Sutherland – minutes

1 WELCOME, INTRODUCTIONS, APOLOGIES & CONFLICTS OF INTEREST

Dave Gibson welcomed everyone to the meeting and requested declaration of any conflicts of interest: there were none.

2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the draft minute and draft confidential minute of the Board meeting of 8 December 2020.

N°	From	Action Point	Owner	Status
1	Mar 2019	The investment parameters to be reviewed annually at the Sept meeting	Finance Committee	c/f March 2021 Board meeting
2	Jun 2019	The proxy voting system to be explained to members when the next AGM papers are issued	MT	c/f 2021 AGM
3	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
4	Jun 2020	Consider Board Development	MT	Ongoing
5	Dec 2019	Circulate upcoming events	ER	On hold
6	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	c/f March 2021 Board meeting
7	Jun 2020	Governance Review	Gov. Comm.	Ongoing
8	Jun 2020	Provide: analysis of missing aspects in governance thread; policy v. position statement; annual schedule of review; clarity on roles and responsibilities, linking into scheme of delegation	KR	c/f March 2021 Board meeting
9	Jun 2020	Organise virtual drinks party for retiring Trustees	DG	Discharged
10	July 2020	Review wording for Article 8.2.7 re Returning Officer responsibilities	Gov. Comm	Colin Liddell consulted and revised wording to be fed back in due course
11	Sep 2020	Revise Committee remits, to take into account the SoD, and bring to the Governance Committee for review	KR	c/f end Feb
12	Sep 2020	Update on Engagement Review plan	ER	c/f March 2021 Board meeting
13	Dec 2020	Circulate link for film 'The Cull' & summary of Trust perspective	MD	Discharged
14	Dec 2020	Produce a recovery plan inc. timing for risks identified as outwith tolerance	KL	March 2021 Board meeting
15	Dec 2020	Include project management training for staff as mitigation for O1 on risk register	KL	March 2021 Board meeting
16	Dec 2020	Consider how to increase Trustee engagement with Trust properties	DB	Ongoing
17	Dec 2020	Indicate expressions of interest to Dave Gibson in taking on post of Fundraising Committee convener	Trustees	c/f to new trustee induction
18	Dec 2020	Consider if Board should continue to approve committee minutes	Gov Committee	March 2021 Board meeting
19	Dec 2020	Submit views to David Balharry on potential subjects for CPD sessions	Trustees	Ongoing. Proposal to offer session on carbon policy
20	Dec 2020	All Committees, bar Fundraising, to discuss Scheme of Delegation	Gov Comm & HSW Comm	Discharged
21	Dec 2020	Consult Colin Liddell re holding the EGM before or after the AGM	Alan Dobie	On Feb 26 agenda
22	Dec 2020	Consider incorporating role in SoD for R&R Committee to act as filter between Board and Exec for position statements	KR, R&R and Gov. Committees	Discharged
23	Dec 2020	Review proposals for publication of specific position statements in annexed table	MD	Trustee feedback taken into account & position statements previously approved for online publication would be published when new website launched. Position statements still to be agreed will go to the Risk & Reputation Committee on 9

				March.
24	Dec 2020	Establish procedure for regular review of position statements to ensure relevance	MD	Discharged. Position Statements to be reviewed annually by the Risk & Reputation Committee, and any recommendations to go to December Board meeting.
25	Dec 2020	Explore alternative platform for sharing Board papers	DB	SharePoint being checked for compatibility; if unsuitable, an alternative platform will be purchased for the March meeting forward.
26	9 Feb 2021	Circulate Investment Policy for sign-off	KR	On Feb 26 agenda

3 MATTERS ARISING

Item 15 - Thirlmere Resilience Partnership MoU

David Balharry advised that the amendments to the Thirlmere Resilience Partnership MoU previously suggested by Trustees had been adopted and the Trust had subsequently signed up to the MoU.

Item 10 - Investment Policy

Kerry Ross confirmed that she would circulate the finalised Investment Policy for Trustee approval following the meeting [**Action Point 26**].

4 EMPLOYMENT ISSUES

There were no matters to report.

5 HEALTH, SAFETY & WELLBEING

There were no matters to report.

6 SAFEGUARDING

There were no matters to report.

7 DIVERSITY & INCLUSION

Kevin Lelland commented that progress was being made and a full report would follow at the Board meeting on 22 March 2021, as previously indicated.

8 ANNUAL PLAN UPDATE

David Balharry advised that an update would be due at the March Board meeting, as previously indicated.

9 RISK REGISTER UPDATE

Kevin Lelland reported that the Risk Register would come forward for annual approval at the March Board meeting.

10 SCHEME OF DELEGATION

Kerry Ross presented the Scheme of Delegation (SoD) for Trustees' approval, thanking committees for their input and commenting that it would position the Trust

well to manage its activities going forward. Trustees noted that the SoD would be subject to annual review in December but, with Board approval, it could be amended at any time, if required. Kerry Ross proposed to, following approval of the SoD, revise the remits of the committees as stated in the Standing Orders, and bring to the Governance Committee for review before publishing online [**Action Point 11**].

Trustees sought clarity on several aspects of the SoD and some typographical amendments were suggested.

In the area of Equality, Diversity and Inclusion Management, Trustees **agreed** that the Chair's responsibility to lead the creation of a positive culture towards equality of opportunity, diversity and inclusion should be incorporated.

In order to discharge the duties of the Chair in relation to performance reviews for the Board and Committee conveners, the Chair would have a standing invite to all committee meetings and be copied in to committee papers going forward.

Trustees commented that it would be beneficial for the wider Board, not only a sub-committee, to have opportunity to input to aspects of the Trust's work, such as position statements, prior to the stage at which approval was sought. It was noted that Topical Fora were intended as a vehicle for this level of engagement.

Trustees **agreed** to adopt the Scheme of Delegation, subject to the changes discussed.

11 ARTICLES OF ASSOCIATION CONSULTATION

Alan Dobie commended Kevin Lelland and his team for their work in carrying out the consultation. Trustees noted that it had been successful both in terms of the level of response (approximately 10% of the membership had engaged), and the level of support for the proposals which had been received along with a number of constructive suggestions.

Alan Dobie reported that the Governance Committee was giving due consideration to the consultation responses and would bring a full set of recommendations to the Board meeting on 26 February.

Trustees **confirmed** they were content with the forward timetable proposed by the Governance Committee which set out the steps required for placing a Special Resolution and final draft Articles before members for formal approval at the AGM on 19 June 2021.

AOCB

Trustee Election 2021

David Balharry reported that there would be seven vacancies on the Board: five three-year terms and two one-year terms. However, as it had not been possible to inform members of one of the reduced terms at least 21 days before the nominations

for the annual election close, as required by Article 17, only six of the vacancies were being advertised.

Trustees noted that a small number of applications had been received and that other interested, potential candidates had made contact with the Trust so it was anticipated that further applications would come forward prior to the closing date in early March.

Trustees recommended that further promotion of the 2021 Trustee Election should be undertaken, for example on the Trust's social media channels.