

26 February 2021
Online

MINUTE OF BOARD MEETING

ATTENDANCE

Trustees

Gair Brisbane
Alan Dobie
John Finney (items 1 - 12)
Dave Gibson – Chair
Jim Gibson
Phil Graves
Emily Henderson
Patricia Jordan
Chris Loynes
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

Advisers

Colin Liddell, Solicitor & Specialist in Charity Law (items 10 & 11)

Not present

Xander McDade

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.

Trustees agreed to defer all standing items until the March Board meeting given that updates had been provided, where required, at the meeting of 9 February.

2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the draft minute of the Board meeting of 9 February 2021.

In respect of Action Point 10 (on below table), Kerry Ross requested that the revision of Committee remits be deferred until such time as any impact from the potential adoption of the proposed new Articles was known. The Scheme of Delegation would take precedence over the existing remits until such time as the Board approved the revised remits. Trustees **agreed**.

In respect of Action Point 16 (on below table), Dave Gibson advised that the Governance Committee would recommend that the Board would not be required to sign off the minutes of Committee meetings but that this would be addressed at the March Board meeting.

N°	From	Action Point	Owner	Status
1	Mar 2019	The investment parameters to be reviewed annually at the Sept meeting	Finance Committee	To be raised orally at March 2021 Board meeting
2	Jun 2019	The proxy voting system to be explained to members when the next AGM papers are issued	MT	Discharged
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	On March 2021 Board agenda as item for info
7	Jun 2020	Governance Review	Gov. Comm.	Discharged
8	Jun 2020	Provide: analysis of missing aspects in governance thread; policy v. position statement; annual business cycle; clarity on roles and responsibilities, linking into scheme of delegation	KR	Discharged on 9 Feb 2021: Scheme of Delegation; & Policy v Position Statement. c/f to June Board meeting: clarity of roles and responsibilities; & annual business cycle.
9	July 2020	Review wording for Article 8.2.7 re Returning Officer responsibilities	Gov. Comm	Discharged
10	Sep 2020	Revise Committee remits, to take into account the SoD, and bring to the Governance Committee for review	KR	To be revised in June when potential impact of proposed revision to Articles is known. SoD to take precedence over existing remits in the interim
11	Sep 2020	Update on Engagement Review plan	ER	March 2021 Board meeting
12	Dec 2020	Produce a recovery plan incl. timing for risks identified as outwith tolerance	KL	March 2021 Board meeting
13	Dec 2020	Include project management training for staff as mitigation for O1 on risk register	KL	March 2021 Board meeting
14	Dec 2020	Consider how to increase Trustee engagement with Trust properties	DB	Ongoing
15	Dec 2020	Review position of Fundraising Committee convener after Trustee election	Trustees	To be reviewed again during new trustee induction/appointments to committees
16	Dec 2020	Consider if Board should continue to approve committee minutes	Gov Committee	March 2021 Board meeting
17	Dec 2020	Submit views to David Balharry on potential subjects for CPD sessions	Trustees	Ongoing. Carbon policy session arranged
18	Dec 2020	Consult Colin Liddell re holding the EGM before or after the AGM	Alan Dobie	Discharged
19	Dec 2020	Review proposals for publication of specific position statements in annexed table	MD	Discharged
20	Dec 2020	Explore alternative platform for sharing Board papers	DB	Discharged
21	9 Feb 2021	Circulate Investment Policy for sign-off and publish on website	KR	Discharged

3 MATTERS ARISING

No matters arising.

4 EMPLOYMENT ISSUES

Trustees agreed to defer until the March Board meeting.

5 HEALTH, SAFETY & WELLBEING

Trustees agreed to defer until the March Board meeting.

6 SAFEGUARDING

Trustees agreed to defer until the March Board meeting.

7 DIVERSITY & INCLUSION

Trustees agreed to defer until the March Board meeting.

8 ANNUAL PLAN UPDATE

Trustees agreed to defer until the March Board meeting.

9 RISK REGISTER UPDATE

Trustees agreed to defer until the March Board meeting.

10 ARTICLES OF ASSOCIATION CONSULATION (incl. AGM/EGM arrangements)

Having considered the responses received in the Members' Consultation, and those submitted separately by other members, the Governance Committee (GC) reported that in most cases the response was overwhelmingly supportive. However, some issues had arisen and, with legal advice from Colin Liddell, the GC had made several recommendations for which they sought Trustees' approval, as follows:

Section 1

- Question 3: Number of supporters needed for a candidate's nomination to the Board.
70% of responses indicated that the number should remain at 5; Trustees **agreed**.

Section 2

- Article 5.3.1 - Employees
The GC advised that an employee could potentially be put in an awkward position if required to act for a member and recommended removing their role as Authorised Representative or Named Depute of a Corporate Member; Trustees **agreed**.

- Article 5.3.2 – Former employees
In relation to former employees being eligible to become a Trustee, the GC recommended that 1 year was an appropriate period to give ‘clear water’ between the two roles; Trustees **agreed**.
- Article 6.7.5 – Member eligibility to vote
In relation to the qualifying period required before a member could stand as a Trustee, the GC recommended that it should be 12 months but that there should not be any qualifying period in the case of co-option, in order to respond to a skills shortage; Trustees **agreed**.
- Article 6.12 – Ballot of Members
Trustees **agreed** that 30% would be the percentage required for a ballot of members to be requested.
- Article 8.4 – Casual vacancies
On the basis that casual vacancies would not be necessary given the provision for co-option, Trustees **noted** the recommendation that Article 8.4 be replaced with a sentence to the effect that the Board ‘may not fill a casual vacancy’. A provision in the draft Articles would be brought to the March Board for approval.
- Article 12.6 – Publication of minutes
The GC recommended inclusion of a provision in the Articles to state the current practice of posting non-confidential minutes on the website after they had been approved by the Board (as currently stated in Standing Order 1.4.3); Trustees **agreed**.
- Schedule 4 – Single Transferable Vote (STV).
Trustees **agreed** the corrected wording for the provision in respect of STV, subject to further consideration of the final sentence relating to casual vacancies in light of the provision for co-option.

AGM / EGM arrangements

Trustees considered the merits and disadvantages with regard to holding the EGM before or after the AGM. A vote was taken and a decision was reached to hold the EGM after the AGM.

11 TRANSITION ARRANGEMENTS & CO-OPTION

John Finney outlined the recommendations in the paper regarding transitioning from the old to the new Articles in respect of Trustee elections and co-options. He outlined that the proposals were designed to ensure the Board had the required expertise with the flexibility to fill skills gaps, retained the experience of existing Trustees while also allowing for a throughput of new Trustees.

The three recommendations of the paper were put to a vote as follows:

1. The size of each cohort of Trustees be reduced by one over the three-year period 2023 to 2025, so enabling a new Trustee input of not less than 1 per year over the period 2022-2025. However, if one or more of the Trustees retiring in 2022 decided not to stand for a second term, then one of the 'slots' from that cohort will be withdrawn in 2022, bringing the maximum number of elected Trustees down to 12 by 2024.

Trustees **agreed**. However, consultation with Colin Liddell would be required with regard to how to incorporate the conditional clause in the draft Articles as it would require Trustees to declare their intention, or otherwise, to stand for re-election.

2. Co-opted Trustees should be appointed until the AGM following their co-option. If the skills review for the following year still shows a gap that the Board considers that previously co-opted trustee could fill, then a second – or possibly third – co-option of that person could be made.

Trustees **agreed**, subject to an adjustment of the wording to emphasise that an annual review of required skills would take place rather than annual re-appointment of co-opted Trustees.

3. A co-opted Trustee will not be eligible to stand for election as an elected Trustee until at least two (or three) full years after service as a co-opted Trustee, and, as in the case of an elected Trustee, must stand down after a continuous period of service as either a co-opted and/or elected Trustee of six years.

Trustees **agreed** to revise the wording of this recommendation as follows: A co-opted Trustee, as in the case of an elected Trustee, must stand down after a continuous period of service as either a co-opted and/or elected Trustee of six years.

12 POTENTIAL LAND PURCHASE (confidential)

Item 12 recorded in separate confidential minute.

13 INVESTMENT POLICY

Trustees **approved** changes made to the Investment Policy by the Finance Committee; and commented that the policy should be published on the Trust website.

AOCB

There were no matters raised.