

MINUTES OF BOARD MEETING

30 June 2022

Hybrid meeting: RCPE, Edinburgh & WebEx (online)

ATTENDANCE

	In person	Online
Trustees	Mark Aitken John Finney Steve Green Clare Jefferis Jane Smallman (Acting Chair items 1-11, elected Chair item 12 onwards) Andrew Whitfield	Alan Dobie Richard Eastmond Mary-Ann Ochota Jim Sloane (absent for items 16,17 and partially 18) Sheila Wren
Staff	David Balharry – Chief Executive Kevin Lelland – Development & Communication Director Adam Pinder – Income Generation Director Lisa Branter – Interim Finance Director	Sophie Edwards – Regional Delivery Manager (North) Mhairi Stewart – Policy Strategy Lead (Item 18 only) Helen Mason – Secretariat Renee Bleau – Secretariat (minute taker)
Apologies	Jim Gibson Emily Henderson Raymond Simpson Mike Daniels – Policy Director	

1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTEREST

Jane Smallman welcomed all to the meeting, including newly elected Trustees, and asked her thanks to the Executive for the time and effort put into high-quality papers to be **noted** for the minute.

Trustees were reminded to update the Register of Interests if required. It was **noted** that an updated version of the Register of Interests was available on Blink. No conflicts of interest in relation to the agenda were **noted**.

2 MINUTES OF THE LAST MEETING

Trustees **approved** the draft minute of the Board meeting on 30 March 2022, subject to the following amendment relating to item 23 (Board paper process):

- Add a Chair's note to reflect that a vote was taken by email on 25 April following the 30 March Board meeting:
 - Trustees were asked to decide whether to suspend part of Standing Order 1.2.2, to align with the decision made in the Board meeting.
 - Over two thirds majority were in favour (decision was not unanimous) and the vote passed.
 - ***Suspended text*** as follows: *"1.2.2 The agenda and papers for each meeting will be issued to Trustees at least 10 days before the meeting. If papers are circulated at shorter notice, Trustees must be given sufficient time to read them before they are discussed. Trustees will be offered the chance to raise questions on the papers, and receive a response from the Executive, in advance of the meeting."*
 - Trustees **agreed** that the Governance Committee would discuss the voting procedure for decisions requested by email, in addition to broader Board decision making procedures, at their next meeting.

Trustees **approved** the draft confidential minute of the Board meeting on 30 March 2022, subject to an amendment relating to item 17 (Governance decision-making procedures) as recorded in a separate confidential minute.

N°	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	KC	Ongoing – New lease agreed until October 2022. Release of open tender for long term lease delayed, expected late 2022
2	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR/LB	Finance project workstream, lower priority until end 2023. Finance Committee to review fund spreadsheet prior to being presented for Board approval.
3	Jun 2020	Provide: analysis of missing aspects in governance thread; annual business cycle; clarity on roles and responsibilities, linking into Scheme of Delegation (SoD)	KR/LB	Governance & regulatory project workstream, various priority levels until end 2023
4	Mar 2021	Trading Co. Review	KR/LB	Finance project workstream, lower priority until end 2023
5	Mar 2021	Annual Review of Investment Policy	KR/LB	General projects & initiatives workstream, lower priority until end 2023
6	Dec 2021	Explore EDI training for Trustees as part of wider Board development plans	KL	Ongoing – training for Trustees to be planned for later in the year
7	Dec 2021	Review the method of Annual Plan reporting and bring recommendations of future reporting to the next Board meeting	DB	Discharged
8	Dec 2021	Review the amalgamation of HR Policy Committee and Health, Safety and Wellbeing Committee	KR/LB	Discharged
9	Jan 2022	Bring forward proposal for how to conduct the first co-option process	GC	Discharged
10	Mar 22	Administer process for election of new Chair	DB	Discharged
11	Mar 22	Present detailed task list with KPIs	KL	Discharged
12	Mar 22	Conduct Trustee skills analysis once Trustee Election closes	DB	Discharged
13	Jun 2022	Administer process for Vice-Chair election and table a decision paper	DB	September 2022 Board
14	Jun 2022	Table Trustee co-option decision paper (informed by updated skills analysis)	DB	September 2022 Board
15	Jun 2022	Update skills analysis of current Trustees	DB	ASAP post-June 2022 Board
16	Jun 2022	Identify skills gaps from updated analysis incl. appropriate potential co-optee candidates	JS/DB	ASAP post-June 2022 Board
17	Jun 2022	Circulate shortlist of 18 companies, for Trustees to identify pertinent contacts	AP	ASAP post-June Board
18	Jun 2022	Incorporate Trustee input into Corporate Strategy KPIs and reporting dashboard	MD	Dashboard to go live by 2023

19	Jun 2022	Report on Operational Action Matrix progress by priority level	DB	September 2022 Board
20	Jun 2022	Update Trustees on latest thinking around Wild Places Register and network of sites	MD	September 2022 Board
21	Jun 2022	Provide oral update from the South region incl. Wales	TH	September 2022 Board
22	Jun 2022	Explore appetite for moving December Board meeting to 14 th or 15 th December	HM	ASAP post-June Board
23	Jun 2022	Circulate answers to pre-meeting questions to all Trustees	HM	ASAP post-June Board
24	Jun 2022	Progress venue options for Sept Board weekend	HM	ASAP post-June Board

3 MATTERS ARISING

Jane Smallman **noted** that there were no matters arising.

4 EMPLOYMENT ISSUES

To be covered under item 15.

5 CHARITY GOVERNANCE

There were no items to report on.

6 HEALTHY, SAFETY & WELLBEING, AND SAFEGUARDING

There were no items to report on.

7 EQUALITY, DIVERSITY & INCLUSION

Kevin Lelland reported that a project team had been formed and formalised Terms of Reference for the group had been drafted for Executive sign off.

The team's focus was to establish baseline Equality, Diversity & Inclusion (EDI) data via a survey across staff, Trustees, members and stakeholders to allow target setting for future work. Kevin reported that 96% of staff had responded to the survey, and it was now being rolled out to members and other engagement touch points.

Trustees **noted** that this activity was on track, with more comprehensive updates to be tabled at future Board meetings.

8 RISK REGISTER UPDATE

Kevin Lelland commented that the Risk Register was approved annually at the March Board meeting and discussed quarterly by the Risk & Reputation Committee. Kevin highlighted that the Committee had agreed to add two new risks since March – one relating to safeguarding, and one to GDPR.

The former was expected to remain outwith tolerance until the autumn despite mitigation efforts identified in the Committee minute. To mitigate against the latter, training would be delivered and a contractor would conduct a GDPR compliance test as part of their wider governance/regulatory review.

Trustees **noted** the additional risks and associated mitigations.

Lisa Branter updated Trustees on the steps being taken to reinforce Cybersecurity, including insurance, gap analysis and staff training.

9 STRATEGY DASHBOARD REPORT

To be covered under item 17.

10 FINANCIAL REFORECAST

Lisa Branter introduced the paper explaining that a new process and template had been established to facilitate re-forecasting and budgeting. This had been well received across the Trust and the Executive would make use of it on a quarterly basis.

Three minor changes to the budget were highlighted: John Muir Award staff costs, policy and carbon, and the AGM. It was anticipated that these reallocations would be met from the current budget, therefore no increase in budget was sought.

Lisa highlighted that year-to-date figures at March 2022 and May 2022 showed the Trust had underspent versus budget, though the underspend was narrowing.

Trustees discussed expenditure in relation to the Regional Delivery Manager (RDM) geographic regions (North, Central & South). The Executive clarified that references to 'north' and 'south' in the land section of the paper related

specifically to management of current properties, and did not map directly onto RDM geographic regions. Trustees **noted** that no significant expenditure was anticipated in the RDM South region for the remainder of the year.

Trustees **approved** the Financial reforecast.

11 CHAIR ELECTION

Jane Smallman delegated the role of Chair to David Balharry for this item.

Trustees **noted** that one candidate had submitted a written statement proposing themselves as Chair: Jane Smallman. David Balharry invited Jane to speak to her statement.

A brief discussion followed, focused on whether Jane's competing time commitments, predominant southern England location and limited direct experience in the conservation and land management sectors outweighed an otherwise strong application. Trustees were reassured by the responses to all queries raised, noting Jane Smallman's significant experience in financial and corporate governance, as well as Vice Chair of the John Muir Trust and most recently as acting Chair.

Jane Smallman left the meeting. Trustees **approved** Jane Smallman's appointment as Chair of the Board of the John Muir Trust by unanimous vote. Jane re-joined the meeting and was congratulated on her appointment as Chair.

Trustees discussed the merits of electing a Vice-Chair (including increased resilience within the Board) and unanimously **agreed** that David Balharry in his role as Returning Officer would commence the election process in time to table an item for decision at the September Board [**Action Point 13**].

12 APPOINTMENTS TO COMMITTEES

Jane Smallman introduced the paper prepared by David Balharry, which proposed three actions.

David advised that the number of committees may benefit from review by the Executive for potential committee consolidations, to make best use of Trustee time. Trustees **approved** the proposal to continue with the existing Committee structure at present.

Trustees **agreed** to appoint to the vacancies as follows (C denotes the appointed Committee Convenor):

- Finance Committee – Jim Gibson (C), Jane Smallman (as a Trustee), Steve Green, Jim Sloane
- HR / HSW Policy Committee – Sheila Wren (C), Andy Whitfield, Richard Eastmond, Mark Aitken
- Risk & Reputation Committee: Andy Whitfield (C), Sheila Wren, Emily Henderson*, Mary-Ann Ochota
- Fundraising Committee – Jim Sloane (C), John Finney, Clare Jefferis, Emily Henderson*
- Governance Committee – John Finney (C), Alan Dobie, Clare Jefferis.
- Chair’s Working Group – Jane Smallman, plus all Committee Convenors
- JMT Trading Company – Jane Smallman, Jim Gibson
- Des Rubens and Bill Wallace Grant – Raymond Simpson, with Alan Dobie as alternate
- John Muir Birthplace Trust – Emily Henderson*

*[Chair’s note – * denotes provisional decision subsequently confirmed via email after the meeting]*

Trustees **agreed in principle** to establish two further working groups for the Trust’s northern properties as required.

13 TRUSTEE CO-OPTION PROCESS

Lisa Branter introduced a paper on the proposed Trustee co-option procedure recommended by the Governance Committee, and sought Board approval to adopt the process on a trial basis. It was noted that a minimum of one, and up to three co-optees were sought.

Trustees **approved** the proposed co-option process, but questioned whether the Board had a clear understanding of the skills gaps they were hoping to fill through potential co-option.

Without this knowledge, Trustees found the proposed timeline for deciding on co-optees (Topical Forum on 22 July 2022) too short to be feasible. Trustees instead agreed to delay until the September Board meeting [**Action Point 14**].

To inform a decision paper to the September Board, the Chair noted two actions were required in the interim:

- Executive to update the skills analysis by removing one retired Trustee and canvassing current cohort for experience in the following additional

three skill areas previously identified (Communications/Media, Charity governance, Planning procedures & regulations) **[Action Point 15]**

[Chair's note – a fourth, 'influencing societal change', was added after the meeting, as agreed via email]

- Chair and David Balharry to identify skills gaps based on the updated analysis and bring to the Board for decision in September **[Action Point 16]**.

[Chair's note – a proposal was made via email after the meeting to share identified skills gaps with Trustees, asking them to suggest potential co-optees based on the gaps in advance of the September Board meeting]

Trustees also suggested that a timeline for the 2023 Trustee co-option process be proposed for approval at the September Board meeting.

14 CONFIDENTIAL - JOHN MUIR WAY

Discussion recorded in a separate confidential minute.

15 CONFIDENTIAL - LEVELLING EXERCISE

Discussion recorded in a separate confidential minute.

16 CORPORATE FUNDRAISING GROWTH PLAN

Adam Pinder introduced the paper, highlighting the potential for increased income based on evidence from recent years, an ambition to take a more proactive approach and a need to differentiate the Trust from other environmental charities.

A shortlist of 18 companies to target for initial pitch had been developed. In phase one of the plan, this would be circulated to Trustees and staff to identify relevant contacts, with a view to arranging meetings to test the Trust's tailorable corporate pitch **[ACTION POINT 17]**.

In discussion, Trustees:

- sought to clarify the Trust's position on linking sponsorship to CO₂ sequestration, establishing that rather than offering carbon-offsetting opportunities the emphasis would be on providing a broader view of the Trust's work and ambition to become carbon credible

- noted progress on development of a template commercial agreement, and suggested further legal advice be considered to ensure robustness of individual agreements
- queried whether staff had capacity to offer skills and consultancy expertise to corporate donors, noting that this was currently aspirational
- suggested developing a suite of ready-made project proposals, noting that there were plans to do so, tailored to specific sectors
- highlighted the need to align development of promotional materials with the Wild Places Awareness to Advocacy Strategy

Trustees **noted** that the corporate fundraising growth plan, including proposed income targets, would be integrated into the wider income generation plan being tabled at the September Board meeting.

17 OPERATIONAL ACTION MATRIX UPDATE

David Balharry introduced the operational action matrix update. It was **agreed** that the level of reporting for key actions for the rest of the year was in line with Board expectation.

David drew attention to the status column in the operational access matrix and reviewed the twelve items indicated for 'Awareness'. Trustees noted that the four rows marked 'Action' were tabled as separate items on the June Board agenda.

It was reported that Corporate Strategy Key Performance Indicators (KPIs) would be informed in part by Trustee discussions at the 22 July Topical Forum, with the full Corporate Strategy KPI dashboard reporting mechanism going live from 2023 [**Action Point 18**].

Trustees **noted** a high level of activity and encouraged the Executive to reprioritise and reschedule as required. Trustees asked for future reporting on progress to be structured by priority level (how many high/medium/low priority tasks were on track, how many required Board action, and how many were being highlighted for awareness) [**Action Point 19**].

18 WILD PLACES AWARENESS TO ADVOCACY STRATEGY

Mhairi Stewart introduced the paper, highlighting that the key framework drew on the three freedoms from the Corporate Strategy, combined with key messages focused on three points: 1) dealing with issues affecting wild places, 2) the benefits and values of wild places, and 3) calls to action for wild places.

Trustees commented on the comprehensive and aspirational nature of the Strategy, and noted that further prioritisation was planned as a next step. David Balharry confirmed that updates on the Wild Places Register and network of sites would be tabled at the September Board meeting [**Action Point 20**]. Information relating to the 'Trust brand', including the proposed Trust Brand Handbook would similarly be tabled at a future Board meeting.

It was noted that introducing a change of strategy or language to staff could be destabilising and taking a mindful approach was recommended. David stated that the paper would bring staff more certainty about the way forward.

Trustees **approved** the high-level approach set out in the Wild Places Awareness to Advocacy Strategy. There was general agreement that the strategy held strong ideas and Trustees praised the team behind its development.

19 CONFIDENTIAL - TARRAS VALLEY NATURE RESERVE

Discussion recorded in a separate confidential minute.

20 UPDATE FROM THE NORTH REGION

Sophie Edwards provided an oral update report from the North region, including details on staff changes and the appointment of two seasonal rangers in Sandwood and Skye, the promotion of Romany Garnett in the new post of Land Manager-North Region, and the new post of Engagement Officer-North Region, soon to be advertised. Two main contractors had been appointed for the deer reduction cull in Skye, Knoydart and Quinag. Work on repairing 1.5-km of path at Sandwood had also been completed.

David Balharry provided an oral report on Skye, updating the Board on several issues: grazing pressure, the composting toilet at Blaven, and options for the future of the Dam at Kilmarie. A consultation is presently being tendered for community consultation on the future management of Strathaird. It was proposed that a Working Group be set up to better facilitate community involvement in the Trust's work on Skye and that we advertise to co-opt a Trustee for the area.

AOCB

Request for an update on Wales

David Balharry reported four headline areas in anticipation of future more detailed updates to Trustees: 1) dialogue with Natural Resources Wales (NRW), 2) opportunities in the Cambrian mountains, 3) opportunities in the Rhinogydd mountains and 4) Summit to sea discussions.

Tim Hoogwerf (Regional Delivery Manager South) would give a full oral update report on Wales at the September Board Meeting [**Action Point 21**].

Request to reschedule the December Board meeting

The Chair requested that the Secretariat explore Trustee appetite for moving the December Board meeting to Wednesday 14 or Thursday 15 December [**Action Point 22**].

CONFIDENTIAL – Request for formation of a Skye Working Group

Discussion recorded in a separate confidential minute.

[Chair's note – in the Trustee only pre-meeting session the following actions for the Executive were agreed:

*Answers to pre-meeting questions from individual Trustees were to be circulated to all Trustees in future [**Action Point 23**].*

*Venue options in Glenridding / Thirlmere for the September Board Meeting weekend were to be progressed as soon as possible [**Action Point 24**].*