

JOHN MUIR TRUST ANNUAL GENERAL MEETING 2022

Members are cordially invited to attend the Thirty-ninth Annual General Meeting of the John Muir Trust at 12 noon on Saturday 11 June online. (Click the meeting link between 10.45am and 11am to join us for staff presentations beforehand.) An Open Forum will take place after the AGM. Any queries should be addressed to the Returning Officer, John Muir Trust, Tower House, Station Road, Pitlochry PH16 5AN or email: returning.officer@johnmuirtrust.org

Annual General Meeting Agenda

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. Welcome and apologies 2. Minute of the Thirty-eighth Annual General Meeting [vote] 3. Minute of the Extraordinary General Meeting 2021 [vote] 4. Matters arising from the Minute 5. Chair's report | <ol style="list-style-type: none"> 6. Financial report and annual accounts for the year ended 31 December 2021 7. Membership subscriptions 8. Reappointment of auditors Johnston Carmichael LLP [vote] 9. Election of Trustees 10. Other relevant business |
|---|---|

John Muir Trust Annual General Meeting 2021

Draft Minute

Thirty-eighth Annual General Meeting and Extraordinary General Meeting, held online on Saturday 19 June 2021

1. Welcome and apologies

Jane Smallman, meeting Chair, welcomed 110 Members, Staff and Trustees to the meeting. Jane Smallman chaired the day's proceedings due to the Trust's Chair, Dave Gibson taking ill and being unable to fulfil such duties. The board invoked a process whereby Jane Smallman was elected as Acting Chair of the Trust until Dave Gibson can return, therefore Jane not only led on the day's proceedings but also exercised all proxies received which were in favour of the chair of the meeting.

Apologies had been received from Dave Gibson, David Lyle, David Jamieson, Andrew Whitfield, Richard Bridges, Alastair Fraser, Bonnie Van DeSteege, James Greg, Ian Tegner, Peter Foulkes, Derek Johnston, Gair Brisbane.

2. Minute of Previous Meeting

The minute of the Thirty-seventh Annual General Meeting, held on Saturday 27 June 2020, was approved following a vote.

3. Matters arising from the Minute

There were none.

4. Chair's Report

As meeting Chair, Jane Smallman gave the presentation prepared by Dave Gibson which highlighted some of the major topics affecting the Trust in 2020.

Challenges and opportunities

- 2020 was a year of challenges for all of us. Due to the restrictions from Covid 19 we couldn't conduct our operations as usual, with impacts across all activities from the land to our engagement work. This has, however, allowed for much work to be done behind the scenes to develop the Trust's processes and systems to create a more resilient organisation for the future.
- The Trust delivered its first online AGM in 2020 which saw 150 Members from across the UK and further afield join, and we are delighted that so many of you are joining us today.
- We are grateful for the ongoing support of our Members in these difficult times. This has allowed the Trust to continue to focus on protecting wild places and support other organisation with objectives that align to our own - such as the Langholm Moor community buyout which successfully went through at the end of last year.

- A year ago, the Scottish Parliament amended the Animals and Wildlife Bill to protect mountain hares, which the Trust campaigned heavily for.
- The consultation of the proposed new Articles of Association saw responses from over 1,000 of our Members, again demonstrating the dedication of our supporters to ensure the Trust is an organisation fit for the future.
- Here are a few examples of how the Trust is responding to opportunities....

North West 2045

The Trust has played a leading role in initiating and driving forward this innovative project which has brought together a range of stakeholders from across the North West Highlands. The aim of this group is to research and develop a community-led vision for the area for 2045.

A broad working group with cross-sector representation was convened by the Trust and this body has since driven the work forward. The vision development is nearing completion with the first iteration due to complete by the end of June. This has involved an intensive period of work over the last few months, which included; 60 in-depth interviews, almost 350 survey responses and four community workshops to test and develop ideas further. The aim is to present the initial Vision to the Scottish Government through the summer with the aim of it directly informing the programme for Government that develops later in the year.

The date of 2045 has been chosen to coincide with Scotland's national targets to achieve net zero and it is anticipated that the natural assets of the North West Highlands (woodland, peatland and coastline) can play a key role in helping to achieve these targets, whilst also bringing economic and social benefits to the local communities ensuring a more sustainable, just and thriving future for the area.

Future of Glenridding Common

In 2020 we had to stop the educational and work party elements at Glenridding, but we were able to continue with the environmental works such as the wildlife surveys and Arctic-alpine works. Volunteer work parties have since started footpath repairs while local volunteer Alpine growers have been producing high quality plants which we have been planting on the fell.

We worked with the Fix the Fells programme and arranged a helicopter stone drop in February that enabled our footpath contractors to pitch a 12-metre section of eroded gully on the main path and other repairs on the ridges - and their 'stitch in time' maintenance continues.

The ending of lock down has resulted in a large increase in visitors. To help, we are hoping to employ a short-term ranger through the summer.

Once we have seen the details from the National Park Authority we will be discussing the future tenure of Glenridding Common with the local community and others. This will be by way of a tender to be completed by November 2021, with the decision in early 2022. That will determine our future involvement at Glenridding Common.

Kilmarie Hatchery

The Trust concluded the purchase of the Kilmarie Hatchery site on Skye on 18 June 2021. The 14 acre site is adjacent to Strathaird Farm and is surrounded by Trust owned land. It comprises an agricultural building that was formerly used as a salmon hatchery, along with a two bedroom cottage, and a lochan with a dam that served as the freshwater supply for the hatchery.

The Chair noted that she had visited the Kilmarie Hatchery site in May, and confirmed that the site is an important 'piece of the jigsaw' of Strathaird Farm. Having it in our ownership greatly increases scope and opportunity for redevelopment of the surrounding farm and buildings, including the old Kirk.

There are lots of good ideas being put forward for the Hatchery site. Outline plans and options will be presented to Trustees for comment and debate.

And finally a word of thanks to the staff, volunteers and Trustees of the Trust who have had to adapt to the unusual circumstances of the last year. Most importantly, thank YOU, the Members, for your continuing support.

5. Membership subscriptions

No changes proposed.

6. Financial Report and Annual Accounts for the year ended 31 December 2020.

Jim Gibson, Trustee and Convenor of the Finance Committee, thanked Kerry Ross (Director of Finance and Resources) for her work on the preparation of the Accounts to a challenging timescale. In summary, 2020 had been better than forecast. There were challenges because of Covid-19, but we are in a strong position to face them. Jim explained that income, at just short of £3.5 million, comes from a variety of sources. Legacy income has been particularly strong at £1,625,000 with some of our legacies coming from Members, but not all. Membership subscriptions are a relatively small proportion of our total income, but much of our donation income comes from our Members, for which we are most grateful.

In 2020, our investment portfolio recovered the losses that it sustained when the pandemic struck in March and increased by 3% at the year end. Expenditure, at little over £2.5 million, was spent on our direct charitable activities - land, awareness and policy - keeping the back office quite lean.

Summarising the 2021 budget, Kerry Ross said that expenditure was forecast to be £3.7 million. However, costs are expected to be up to £0.5 million short of what has been budgeted - including £250k towards the purchase of Kilmarie Hatchery. Free reserves at the end of the year stood at £2.7 million, well above our policy of keeping between £1.2 and £1.8 million. This will enable us to respond flexibly to situations and opportunities as they arise and also ensure the Trust can weather any impact of COVID on fundraising.

7. Reappointment of Auditors

Jim Gibson proposed the reappointment of Johnston Carmichael LLP as auditors; the appointment was approved by Members following a vote.

8. Election of Trustees

David Balharry, who had acted as Returning Officer, reported on the 2021 Election of Trustees. There were eight valid nominations for six vacancies. An election was held and Patrick Cadell, Richard Eastmond, Dave Gibson, Jim Gibson, Sheila Wren and Clare Jefferis were elected.

He welcomed the new and returning Trustees and thanked those Trustees who were demitting office - Gair Brisbane, Patricia Jordan, Xander McDade, John Town and Chris Townsend.

9. Other relevant business

None.

In closing the meeting Jane Smallman expressed the gratitude of the Trust to its Members, volunteers, donors, partners, fundraisers, friends and supporters - and encouragement to all of those delivering and participating in the John Muir Award.

John Muir Trust Extraordinary General Meeting 2021

Draft Minute

Held online on Saturday 19 June 2021

1. Welcome and apologies

Jane Smallman, meeting Chair, welcomed 110 Members, Staff and Trustees to the meeting. Jane Smallman chaired the day's proceedings due to the Trust's Chair, Dave Gibson taking ill and being unable to fulfil such duties. The board invoked a process whereby Jane Smallman was elected as Acting Chair of the Trust until Dave Gibson can return, therefore Jane not only led on the day's proceedings but also exercised all proxies received which were in favour of the chair of the meeting.

Apologies had been received from Dave Gibson, David Lyle, David Jamieson, Andrew Whitfield, Richard Bridges, Alastair Fraser, Bonnie Van DeSteege, James Greg, Ian Tegner, Peter Foulkes, Derek Johnston, Gair Brisbane.

2. Introduction to the special resolution

Prior to putting the special resolution to adopt the new Articles of Association to a vote, Acting Chair Jane Smallman made a short introduction and allowed time for questions.

Members will be aware from reading the proposed articles and making any comparison with the current articles that there has been an extensive constitutional review that also incorporates the Memorandum of Association in the Articles. As a reminder, we are running this EGM under the current articles. The review was undertaken by the Governance Committee on behalf of the Trustees, it has taken two years and many hundreds of hours of volunteer time. It has involved extensive consultation with fellow Members and advice from legal advisors who are expert in charity law.

I would particularly like to thank members of the Governance Committee - past and present, our legal advisor Colin Liddell who deferred his retirement in order to support the Trust through this process.

The review process was a significant exercise in terms of both time and cost and that represents the importance that the Trustees place on conducting this review with time and diligence. Complex issues were discussed and extensive revisions undertaken. The document we are voting on today is a fully compliant document with both charity and company law and reflects best practice. It provides a constitutional foundation upon which the Trust can continue to grow and flourish.

Members who were present at the time of our last in person meeting in 2019, may recall that a group of Members successfully called for a postal ballot concerning the introduction to the existing articles of a conflict of interest policy. The detail of the events and subsequent withdrawal of the ballot request is noted in the draft minutes for the 2020 AGM, which were approved by Members earlier.

An assurance at that meeting by the then Chair Peter Pearson to undertake a full consultation on the new articles with Members, enabled those Members who called for a ballot to withdraw their request. It has been clear to Trustees that the call for a ballot was an important catalyst that led to the Member wide consultation. And I would like to thank those Members for their action which highlighted the importance of a full consultation and an overarching review.

After extensive preparatory work, and a unanimous agreement of the Trustees, the Trust consulted Members for their views on draft articles in the final quarter of 2020. We received over 1,000 responses from Members. The vast majority of those – over 90 per cent – supported the recommendations of the Trustees. Within the response, we had over 300 detailed comments and suggestions on specific clauses. After reviewing Members’ very helpful suggestions – many of which have been taken on board – the Trustees unanimously approved on 22 March the Articles on which we are voting today – we are asking for your approval on those articles.

As the chair of this meeting, on behalf of the Trustees, I would like to thank those Members who engaged in the consultation process, which has helped to inform and improve the final articles which are put before you today. Your level of engagement clearly demonstrates that the John Muir Trust is fortunate in having so many knowledgeable Members who care about the Trust and its charitable purposes.

I urge Members to support the Trustees by formally adopting the new articles at the EGM. Doing so will enable the Trust to move forward with governance documents that reflect contemporary company and charity law, current best practice and the Trustees’ combined experience of managing the Trust.

Some Members have made us aware of minor typographical errors, such as missing brackets or an ‘and’ rather than an ‘an,’ which are committed to and have been changed. Whilst substantive changes are not allowed, these minor typing and spelling errors can be corrected.

Best practice would propose a substantive review of constitutional documents periodically – perhaps every four to six years – but in the meantime we encourage you to continue to communicate any minor changes to the Trust which can be dealt with a clean-up process which we intend to do in the autumn. These would then be brought to a subsequent AGM for Members’ approval.

Before proceeding to a vote, I will now ask for questions. In the interest that the meeting focusses on matters pertinent to the articles, can I please reiterate that any minor points should be dealt with in writing to the Trust by the end of September 2021. Can I also remind you that the articles cannot be altered for any substantive changes at this meeting. Procedurally we need to vote on the articles put to you in the special resolution.

Pause for questions. None. Comment from a Member *“Thank you for acknowledging the role of those of us who called for a ballot of all members in 2019’s AGM in instigating a full consultation with members.”*

The resolution was approved by Members following a vote. Jane Smallman closed the EGM and thanked everyone for attending.

[To be approved at the Annual General Meeting in 2022.]