



## JOHN MUIR TRUST – Standing Orders (July 2020)

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**The following sets out the procedures currently approved by the Trustees, which may be altered by decision of the Trustees, subject to Article 24.**

### **1. Proceedings of Trustees**

The Articles of Association of the John Muir Trust (JMT) give Trustees wide powers to regulate their proceedings.

#### **1.1. Dates, Times & Locations**

1.1.1. The dates, times and locations of the meetings of Trustees for the following calendar year will be agreed at a meeting no later than the end of September. Any trustee may subsequently request a change to the agreed dates, or an additional meeting, but this will require the agreement of a majority of Trustees, and at least 21 day's notice. A shorter period of notice may be given, but only if no Trustee objects. A notice calling for a meeting of the Trustees should, but need not, be in writing.

1.1.2. Three Trustees or the Chair may call a meeting of Trustees, subject to the same requirements for notice.

1.1.3. Meetings may be held using electronic conferencing, unless a majority of Trustees object to such a proposal. A Trustee who attends a meeting using electronic conferencing shall be entitled to vote on a matter for decision and be counted in a quorum.

#### **1.2. Papers for Meetings**

1.2.1. The Agenda for each meeting will be prepared by the Chief Executive under the guidance of the Chair. Any Trustee may propose items for the agenda.

1.2.2. The Agenda and Papers for each meeting will be issued to Trustees at least 7 days before the meeting. If papers are circulated at shorter notice, Trustees must be given sufficient time to read them before they are discussed.

Papers will normally be issued in both printed and electronic form. The organisation will strive to minimise its paper use in line with its environmental policy.

Where a Paper is to be treated as confidential, this will be clearly marked on each page of the Paper.

1.2.3. Handling of Papers, particularly safeguarding confidentiality, is dealt with in Appendix 1.

#### **1.3. Conduct of Meetings**

1.3.1. The quorum specified in the Articles of Trust must be present for the duration of the meeting.

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1.3.2. The meeting will be chaired by the Chair or, in their absence, an agreed nominee. If neither the Chair nor agreed nominee is present, the Trustees attending shall choose one of their number to chair the meeting.

1.3.3. Trustees shall strive to reach consensus and it shall be the duty of the Chair to tease out views through straw polls, ranking of options or some other mutually acceptable method.

1.3.4. If an agreed decision on any issue cannot be reached, the Chair shall put the matter to a vote. This may be done either by seeking votes for and against a proposition proposed by a Trustee and seconded by another; or by considering a proposed and seconded motion and one or more proposed and seconded amendments or alternatives to the motion. In the latter case votes for and against the amendments or alternatives and motion will be taken in sequence. Where there are equal votes for and against the Chair will have a second, casting vote. When the voting is concluded the Chair will announce the result, and the numbers voting in each case will be recorded. Whether or not a vote has been taken, a Trustee may ask for their dissent from a decision to be recorded in the minutes.

1.3.5. Votes concerning individual Trustees, such as election to a Trust office, shall be by secret ballot.

1.3.6. Decisions may be taken by post or electronic communication outwith meetings, or may be delegated to a sub-group of Trustees, unless any Trustee objects to such a proposal in a particular case.

1.3.7. A resolution or decision of the Board or of a Committee (where powers are delegated by the Board) shall continue to be operative and binding for the Trust for at least six months after the date of the resolution or decision.

## **1.4. Minutes of Meetings**

1.4.1. The Chief Executive will appoint someone to take minutes of each meeting, subject to approval of the Trustees. The Chief Executive and the Chair will agree the text of the draft minutes, and these will be circulated to Trustees within 21 days of the meeting. At the following meeting the Trustees will consider the draft minutes, and will approve them, subject to any amendments they may decide on.

1.4.2. In some circumstances, the discussion of particular items at a meeting may be recorded in a confidential supplement to the minutes. This will be exceptional, and in general done only when the subject matter:

- relates to discussions with third parties that are themselves confidential;
- deals with confidential staffing matters;
- is such that public knowledge of the material or the discussion, either generally or at the particular time, would be likely to harm the aims, interests or standing of the Trust.

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Where required, a confidential supplement will be drafted, agreed and circulated for Trustees' approval as above. The decision on what, if anything, should be minuted in this way is for the Trustees to make.

1.4.3. A copy of the approved minutes will be signed by the Chair as the official record of the meeting, and will be stored in the Trust's offices. The text of the approved minutes, but not any confidential supplement, will be put on the Trust's website. Approved confidential minutes will be circulated to Trustees electronically.

## **2. Additional Meetings of Trustees**

2.1. In addition to formal meetings of the Board, the Trustees may also hold other meetings to ensure that they are informed on topical matters. Such meetings will be used to brief Trustees on relevant subjects, but will ensure that they are not operational in nature. Staff and/or external advisers may be invited to these meetings. Trustees are not required to attend; there is no quorum. Formal minutes of these meetings need not be taken.

2.2. Where a formal Board decision has to be taken at such a meeting, all Standing Orders in Section 1 shall apply to that part of the meeting.

## **3. Office Bearers**

3.1. In accordance with Article 31, the Board shall elect from among its members a person to act as Chair. The Chair will normally be elected for a three-year term as Chair and may be re-elected for one further three-year term as Chair. The election process will be as follows:

1. each candidate for the position will prepare a written statement and lodge it with the Returning Officer by the date specified by the Board
2. the Returning Officer will collate all statements and issue them in advance as part of papers for the appropriate meeting
3. at the meeting, the Chair will invite candidates to present their statements to the Board, with opportunities for questions and answers (each presentation will be limited in time, and will be ordered randomly)
4. in the event of a contested election, the Board will then vote to elect a candidate by secret ballot; in the event of an uncontested election, the candidate will be asked to withdraw and the Board will be asked to confirm or reject the appointment by show of hands or secret ballot, as agreed by the Board

3.2. The Board shall appoint a Company Secretary who shall be the Director of Finance & Resources.

3.3. At least twelve months prior to end of the fixed term of an office bearer, the Board shall consider the process of succession.

The roles of Trustees and Office Bearers are set out in Appendix 1.

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## 4. Trustee Committees and Working Groups

### 4.1. Board Committees

4.1.1. At the first meeting after each Annual General Meeting, the Board will make appointments to its Committees and will appoint a Convenor of each Committee.

4.1.2. Each Committee will generally have 3 to 5 Board members. The Convenor of the Finance Committee will not be the Chair of the Board. A Committee may not exercise any of their powers unless a quorum is present. A Committee will be governed by the relevant Articles regulating the Proceedings of Trustees. In particular:

- questions arising at a Committee meeting shall be decided by a majority of votes, with the Convenor holding a second or casting vote if needed
- one half of the current number of Trustees on a Committee shall constitute a quorum unless the Trustees on that Committee have resolved otherwise for any particular matter

4.1.3. The remits of these Committee are set out in the Appendices to these Standing Orders. The Committees may exercise in any matter only the degree of authority delegated to them by the Board.

4.1.4. The Chief Executive and the Director of Finance & Resources will normally attend Committee meetings, and other staff members, consultants or professional advisers may be invited to attend meetings; only Trustee members have a vote.

4.1.5. A record of the discussion and decisions taken at a meeting of a Committee will be made, and a copy of this will be retained at the Trust's offices. A copy will be circulated to Trustees.

### 4.2. Staff Committees

The Board will appoint Trustees to staff committees when invited to do so. In particular, the Board shall appoint a Trustee to the Trust's Health & Safety Committee who shall report regularly to the Board.

### 4.3. Board Working Groups

4.3.1. The Board may, from time to time, establish Working Groups to advise on specific matters. The Board will appoint a Convenor for each Working Group and members drawn from the Board and Trust staff. In addition the Board may invite people from outwith the Trust to attend a Working Group as advisers. The role of Working Groups is to provide advice and guidance to the Board and they will not normally have power delegated to them to act or take decisions on behalf of the Board.

4.3.2. In establishing a Working Group the Board will decide and record:

- its remit
- its Convenor
- its membership
- the expected outputs of its work

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- the frequency and nature of its reporting to the Board; and
  - the time-scale for its completion

A pro-forma for this is provided in Appendix 6. A Working Group should not normally be in existence for longer than twelve months. The Board shall review all Working Groups annually at the first meeting of Trustees following the Trust's AGM.

4.3.3. A record shall be kept of the proceedings of Working Group meetings, available to Trustees on request.

## **5. Policy Approval and Implementation**

The approval and regular review of JMT policy is the responsibility of the Board. Each policy will also have an implementation plan appended, which is the responsibility of JMT staff. An implementation plan will include a timetable for review and levels of authority relevant to the policy, e.g. for the lodging of planning objections. Policies will be published on JMT's website, but the implementation plans will not be published.

## **6. Other Bodies**

### **6.1. Agreements with Other Bodies**

6.1.1. JMT may from time to time establish working relationships with other bodies. These will normally be semi-formal arrangements, and may be documented to set out mutual commitments and responsibilities, but will not normally be established as legal partnerships.

6.1.2. Such agreement documents may be described as a "Memorandum of Understanding" or "Collaboration Agreement", and will record:

- the nature of the relationship (explicitly that it is not a partnership in the legal sense),
- the commitments made by each party,
- any disclaimers about what is not included or intended in the agreement,
- any representation by JMT in the other organisation, e.g. as an observer on their board,
- the term of the agreement, and
- the nature and timing of reviews of the agreement.

6.1.3. For each agreement, there will be a report back to the Board, the frequency of which will be determined when the agreement is established.

### **6.2. Appointments to Other Bodies**

6.2.1. JMT is invited to appoint people to serve on the Boards of other bodies, both related to JMT and external, including agreements as described above. Where JMT is invited to nominate a

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representative to such a body, the most appropriate person will be appointed by the Board. Other options to be considered are:

1. having observer status
2. inviting a member – such as a former Trustee – to represent the Trust

6.2.2. In particular, appointments to the JMT Trading Company will be reviewed at the first Board meeting after the AGM each year.

6.2.3. All Trustees will have the opportunity to volunteer for such positions.

6.2.4. In all cases, the period for which the appointment is made and the frequency of reporting to Trustees (normally annually) shall be specified. A separate record of such bodies and JMT participation will be kept, recording the following information:

- name of body
- relationship (if any) to JMT
- nature of appointment/role e.g. trustee, observer
- name of appointee, date appointed and period of service (with end date)
- frequency and nature of reporting to the JMT Board

### **6.3. JMT Development Boards**

6.3.1. JMT may establish Development Boards as needed to further the work of JMT. These Development Boards are intended to build awareness of and engagement with the John Muir Trust and its work among philanthropists and other major funders and to help to raise money for the John Muir Trust.

6.3.2. Development Boards do not have delegated powers from the JMT Board of Trustees.

6.3.3. Each Development Board will include a member of the JMT's Board of Trustees or a former Trustee or member who has been approved by the Board of Trustees.

6.3.4. The Chair of each Development Board will be approved by JMT's Board of Trustees and will normally serve for 3 years, a term which can be renewed with the approval of JMT's Board of Trustees. Members will be approved by the JMT's CEO and the Chair of the Board of Trustees and will normally serve for 2 years, a term which can be renewed with the agreement of the Chair of the Development Board.

6.3.5. The working arrangements for Development Boards (such as meeting frequency) will be documented separately in the Terms of Reference for Development Boards. The Terms of Reference are approved by JMT's Board of Trustees.

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## 7. Appointment of Trustees

These Standing Orders cover the timetable for the election, the content and circulation of election material, the returning and counting of votes, and the operation of the single transferable vote system.

### 7.1. Election timetable

The timetable for an election shall be as follows:

- as stated in Article 21, at least 90 days before the Annual General Meeting, members shall be notified of vacancies and the closing date for nominations
- the closing date for nominations shall be set to allow printing of the ballot paper to be sent to members
- a ballot paper containing a list of the names of those nominated to be Trustees shall be sent to all members at least 28 days before the Annual General Meeting
- voting closes by the 5<sup>th</sup> working day before the Annual General Meeting
- the voting period will be not less than 21 days
- eligibility to vote in the election of Trustees is limited to those who are members as at 31<sup>st</sup> December of the previous year. New members whose applications are received before that date will be eligible to vote

### 7.2. Call for nominations

The Board will maintain a Skills & Experience record of Trustees, reviewed at least annually. Any skills gaps will be identified within the context of the overall effectiveness of the Board and training needs. Gaps in skills and experience will be considered by the Board when extending the annual call for trustees.

### 7.3. Election process

The election process shall be as follows:

- the Trustees shall appoint a Returning Officer (see Appendix 1) to oversee the election process, who will normally be the Chief Executive of JMT;
- the nomination, declaration of fitness to stand<sup>1</sup>, acceptance of the Trustee Code of Conduct and a personal statement must be submitted by the candidate to the Returning Officer; this may be submitted by the following means: on the form provided, or in writing (signed and providing the membership number), or by email from an email address known to JMT (providing the membership number);
- a candidate's nomination must be supported by 5 members as stated in Article 19; this may be done by the following means to the Returning Officer: on the form provided, or in writing

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<sup>1</sup> "I declare that I am not

- someone with an unspent conviction for dishonesty or an offence under the Act
- an undischarged bankrupt
- someone who has been removed under either Scottish or English Law or the courts from being a charity trustee, or is otherwise disqualified from acting as a charity trustee
- a person disqualified from being a company director"

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(signed and providing the membership number), or by email from an email address known to JMT (providing the membership number) stating “I support the nomination of <candidate name> as a Trustee of the John Muir Trust”;

- no member may be a nominator of more than two persons for appointments as Trustees in any one year;
- the Returning Officer appointed by the Trustees shall have the right to require a candidate to amend the candidate’s personal statement to ensure it is fair and accurate; the Returning Officer may at their discretion refuse to publish all or any part of such statement if it is not fair or accurate or contains any defamatory material;
- the Returning Officer appointed by the Trustees shall have the right to check the veracity of a candidate’s declaration of fitness to stand;
- the names of candidates on the ballot paper shall be in a random order;
- the ballot paper shall show the number of vacancies to be filled and shall give:
  - brief biographical details of each nominee (in such manner as prescribed by the Trustees) including any previous service as a Trustee and stating the names of the nominators
  - the candidate’s personal statement
- note that the use of printed ballot papers does not preclude voting by electronic means;
- the election shall be conducted by single transferable vote using Meek’s method allowing equal preference;
- every member who votes shall indicate an order of preference for as many candidates as desired;
- where postal ballots are used, members shall sign and write the member’s name in legible form on the envelope provided but not on the ballot paper and return it so as to reach the Returning Officer on or before the 5<sup>th</sup> working day before the Annual General Meeting;
- the Trustees shall choose one or more scrutineers in addition to the Returning Officer, who together shall be responsible for the security, verification and counting of the ballots, and reporting the result to the Chair of the Annual General Meeting who shall declare the result of the ballot at that meeting.

## **7.4. Trustee vacancies**

7.4.1. Under Article 17, when a Trustee leaves their position before the end of their term, their position will remain unfilled until the annual election of Trustees at the next Annual General Meeting. The resulting vacancy may be filled for the balance of their term provided that the vacancy is advised to members at least 21 days before nominations for that annual election close. In that case:

- each such vacant position may be filled by a runner-up in the election, who shall be invited to hold the position for the remainder of the term;
- the order of filling such vacancies shall be by duration, with the highest runner-up filling the position with the longest term remaining, and so on



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- except that, if needed to implement Standing Order 3.1 and only if re-elected as a Trustee for the remainder of their term as Chair, the Chair shall be allocated to an appropriate shorter term if one is available

7.4.2. Trustees elected to a shorter term may stand for re-election for one further term if they are eligible to do so.

7.4.3. Where a Trustee has left their position before the end of an elected term of office, they shall not be eligible to stand for election again as a Trustee until that term of office expires. Where that term has been part of a second consecutive term, they shall not be eligible to stand for election again as a Trustee until the AGM a year after the end of their second elected term of office.

## **8. Remuneration of Trustees**

8.1. Trustees of JMT are not permitted to receive remuneration or other consequential financial benefits in kind for their work for JMT, with the sole exception of expenses falling within the current JMT Expenses Policy.

8.2. Companies or organisations in which a Trustee has an interest or is employed may only be considered for remunerated work if the Trustee is not a Director of the company involved, would not have ultimate responsibility within that company or organisation for overseeing the work being undertaken and would receive no direct financial benefit.

## **9. General Meetings**

### **9.1. Conduct of General Meetings**

9.1.1. At General Meetings, arrangements will be made to distinguish those entitled to vote by means of their name badge (e.g. by colour).

9.1.2. As provided in Article 21, at least 90 days before the date of the AGM, members will be notified of the date and location of the AGM and the closing date for nominations for Trustee elections. This is not formal notice of the AGM (with attendant papers) but simply notification of dates.

### **9.2. Amendments at General Meetings**

There are two types of resolution: Ordinary and Special. A Special Resolution is one related to changes to the Trust's Memorandum or articles (see Article 47); all other resolutions are Ordinary Resolutions.

9.2.1. An Ordinary Resolution before a General Meeting can only be amended if:

- it is within the scope of the notice of meeting;
- it is no more onerous on the Trust than the existing resolution;
- it does not have the effect of negating the substantive resolution.

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9.2.2. A Special Resolution before a General Meeting may not be amended, except in very limited circumstances: to correct grammar or typing errors or reduce the words set out in the notice to more formal language or where all Trust members unanimously agree to waive their rights to notice.

9.2.3. Where a valid amendment is proposed, there first needs to be a vote on whether or not to accept the amendment. Secondly, assuming the meeting votes to accept the amendment, there will have to be a separate vote on the resolution itself as amended. If the vote on the amendment is taken by way of a counted vote, it can validly be delayed until the end of the meeting. In this case, the following counted votes may be needed:

- a counted vote on whether or not to accept the amendment;
- a counted vote on the resolution as proposed to be amended (if the amendment is accepted), or
- a counted vote on the original unamended resolution (if the amendment is not accepted)

### 9.3. Appointment of Proxies for General Meetings

As provided in Articles 14.6 & 14.7, JMT members are entitled to appoint a proxy at a General Meeting.

9.3.1. Subject to these Articles, proxies shall be appointed as follows:

- any proxy notice must be submitted at least 48 hours before the General Meeting to which it relates (no account shall be taken of any part of a day that is not a working day);
- any proxy notice shall be delivered to the Trust in accordance with any instructions contained in the notice of the general meeting to which they relate;
- the use of printed proxy notices does not preclude using electronic means to deliver proxy notices or evidence of authority;
- JMT Family members have 2 votes when cast by each adult person (see Article 10): each adult person may appoint a proxy but each must use a separate proxy form to do so.

9.3.2. The form of proxy notice is given in Appendix 8.

9.3.3. In accordance with the Companies Act 2006 (section 285: Voting by proxy):

- on a vote on a resolution on a show of hands at a General Meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has **one vote**;
- however a proxy has **one vote for** and **one vote against** the resolution if:
  - a. the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
  - b. the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it

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9.3.4. In accordance with the Companies Act 2006 (section 329), the appointment of a proxy to vote on a matter at a General Meeting authorises the proxy to demand, or join in demanding, a counted vote or ballot of all members on that matter.

#### **9.4. Ballots**

Where a ballot of all members is requested (for example, when requested on a resolution put to a General Meeting):

- each party may set out their case in a position statement, normally restricted to 500 words;
- the Trustees shall appoint a Returning Officer (see Appendix 1) to oversee the ballot, who will normally be the Chief Executive of JMT.

### **10. Changes to Standing Orders**

10.1. The foregoing Standing Orders or any of them may be changed by the Board, provided that notice of a motion to that effect, with details of what is proposed, has been given in accordance with Standing Orders for the issue of papers for meetings of the Board; and provided that two-thirds of the serving Trustees so decide.

10.2. To suspend any of the Standing Orders, with the exception of Standing Orders 1.1, 1.4, 2, 5, 6 and 7 which cannot be suspended, shall require the consent of not less than two-thirds of the Trustees present and voting.

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## Appendix 1: Roles of Trustees and Office Bearers

### Title: Trustee of John Muir Trust

Trustees are responsible, under the Charities and Trustee Investment (Scotland) Act 2005, for the general control and management of the administration of JMT and for carrying out those functions within the context of the Trust's legal framework. It is their principal duty to maintain general overall control of JMT, and ensure that it is administered effectively, and can account for its activities and outcomes both to the Scottish regulator (the Office of the Scottish Charity Regulator, OSCR) and to the public.

In outline, the duties of a Trustee are:

- To ensure that the organisation complies with its Memorandum & Articles, charity law, company law and any other relevant legislation or regulations.
- To ensure that the organisation pursues its objects as defined in its Memorandum & Articles.
- To ensure that the organisation applies its resources exclusively in pursuance of its objects (i.e. the charity must not spend money on activities which are not included in its own objectives, no matter how worthwhile or charitable those objects are).
- To contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals and setting targets, and evaluating performance against agreed targets.
- To safeguard the good name and values of the organisation.
- To ensure the effective and efficient administration of the organisation.
- To ensure the financial stability of the organisation.
- To ensure effective management of the property of the charity and to ensure the proper investment of the charity's funds.
- To appoint the Chief Executive Officer and monitor his/her performance. In the absence of the Chief Executive for whatever reason, Trustees shall appoint an interim Chief Executive or shall provide that two or more staff acting collectively shall lead the operations of the Trust.
- To apply a duty of care to paid staff and volunteers.
- To exercise collective responsibility for democratically taken decisions.
- To protect the confidentiality of Board transactions, whether written or oral.
- In addition to the above statutory duties, each trustee should use any specific skills, knowledge or experience they may have to help the board of trustees reach sound decisions. This may involve scrutinising board papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, or other issues in which the trustee has specific expertise.

Further information is provided by OSCR at <http://www.oscr.org.uk/managing-your-charity/trustee-duties/>.

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## **Title: Chair of John Muir Trust**

In addition to the general duties of a Trustee:

- chair the Board of Trustees
- lead the John Muir Trust
- liaise with external organisations, central and local government, representing the organisation and acting as spokesperson when appropriate
- plan the annual cycle of board meetings and set agendas in liaison with the chief executive
- chair and facilitate board meetings, ensuring impartiality and objectivity in decision-making and monitoring implementation of board decisions
- give direction to board policy-making to ensure that the Trust acts in compliance with its Memorandum and Articles of Association, statutory and reporting requirements, guidance from OSCR and, further, that the Trust develops and adheres to a sound financial strategy
- ensure that trustees set strategy and policy objectives in consultation with the chief executive and that appropriate resources are secured in order to achieve agreed goals
- set the annual and longer-term objectives for the chief executive, which can be seen by any Trustee on request
- support, monitor and lead the appraisal of the work of the chief executive; the chief executive meets regularly with the chair, who is responsible for soliciting feedback from trustees and providing that to the chief executive in a constructive manner on a regular basis
- liaise with the chief executive to support the board of trustees and annually review its role, composition, ensuring induction, training and succession planning
- provide feedback to Trustees as required to ensure effective performance by the Board
- work with the chief executive to keep an overview of the organisation's affairs and to provide support as appropriate
- facilitate change where appropriate, ensure links between trustees, staff and volunteers and, in conjunction with the chief executive, resolve conflict within the organisation

## **Title: Company Secretary of John Muir Trust**

The role of the Company Secretary shall include:

- filing documentation as required with Companies House and the Office of the Scottish Charity Regulator (OSCR);
- maintaining statutory registers;
- ensuring proper notice of meetings and copies of resolutions are sent to Companies House in the correct time frame; and
- notifying Companies House and OSCR of any material changes.

## **Title: Returning Officer for John Muir Trust**

In accordance with the relevant Articles and Standing Orders, the Returning Officer shall:

- ensure that ballots of all members and elections (for Trustees and office-bearers) are organised in the timescales required
- ensure that all required items have been submitted by each candidate

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- ensure that the candidate statements for elections and position statements for ballots of all members are scrutinised to ensure each statement is fair and accurate
  - when deemed necessary, check the veracity of a candidate's declaration of fitness to stand
  - oversee all arrangements for receipt, verification and counting of votes
  - determine the results of the ballot and report them to the Chair of the Board (for Trustee elections, the results of the ballot will be announced at the following Annual General Meeting)

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## Appendix 2: Remit of the Finance Committee

1. Keep under review the financial stability of JMT, to receive and consider quarterly and annual management accounts and make appropriate recommendations to the Board.
2. Consider and recommend to the Board prior to each year end a budget for the following year.
3. Facilitate the annual audit process as may be required, and to consider any matters of concern raised by the external auditor or regulatory bodies and ensure that they are dealt with.
4. Consider and recommend to the Board the annual audited financial statements and to prepare an annual financial report for the Annual General Meeting of JMT.
5. Consider and advise the Board on the financial implications of the strategic plans of JMT as communicated to them.
6. Obtain in writing reports on the identification, assessment and management of financial risks facing JMT, consider these and advise the Board on them.
7. Obtain, and keep under annual review, written arrangements for internal financial controls and for authorising specified levels of expenditure, and if necessary require revisions to be made.
8. Keep under review the financial policies of JMT and where appropriate recommend changes to the board.
9. Recommend investment policies to the Board which are suitable for the financial management of JMT and which avoid conflicts of interest with the objects of JMT, to review the implementation of these policies, to recommend investment advisers to the board, and to give instructions to the appointed investment advisers.
10. Obtain written reports of the banking arrangements, to consider these in consultation with the permanent staff, and if appropriate require changes to be made.
11. Recommend to the Board two members of the committee to serve as directors of the JMT Trading Company Limited.

The Finance Committee will meet at least four times in each year. Meetings may be held in person or by telephone or video conference or by other electronic means. Notes from meetings will be circulated to Trustees as soon as possible following a meeting and, wherever practicable, in advance of the next meeting of the Trust's Board

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## Appendix 3: Remit of the HR Policy Committee

1. Consider any proposed major staff re-structuring.
2. Receive and consider reports on development and implementation of the Trust's policies on employment and conditions of service.
3. Consider benchmarking and positioning for salaries and other benefits, and make recommendations for the annual settlement to the Finance Committee.
4. Ensure effective arrangements are in place for the annual performance appraisal of staff.
5. Ensure proper arrangements are in place for hearing any grievance and disciplinary actions in relation to the staff of the Trust.
6. Provide ad hoc advice on staffing issues, including recruitment, where requested by the Director of Finance & Resources or Chief Executive.
7. Prepare reports as requested by the Board.

The HR Policy Committee will meet at least once each year, and more often as seen fit. Meetings may be held in person or by telephone or video conference or by other electronic means. Notes from meetings will be circulated to Trustees, except for "restricted" minutes. Restricted minutes will be used by the Committee for situations involving named staff members, e.g. grievance, disciplinary or other personal issues. Notes from meetings will be circulated to Trustees as soon as possible following a meeting and, wherever practicable, in advance of the next meeting of the Trust's Board.



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## Appendix 4: Remit of the Governance Committee

An advisory and non-executive body that reports to the Trust's Board

- Overall, maintain an overview of the Trust's governance and advise the Board on any necessary changes.
- Covers processes under which the Trust operates, in compliance with legal requirements and best practice
- Help to ensure that the Trust's governance complies with good practice and is as required by law.
- Keep the Standing Orders under review and make recommendations to the Board.
- Keep the Articles of Association under review and make recommendations to the Board.
- In conjunction with other Trust committees, keep the remit of such committees under review and make recommendations to the Board.
- Consider the output of any Board effectiveness feedback and make recommendations to the Board.
- Liaise with senior management and provide advice to the Board on any governance matters that arise.

The Governance Committee will meet at least once each year, and more often as seen fit. Meetings may be held in person or by telephone or video conference or by other electronic means. Notes from meetings will be circulated to Trustees. Notes from meetings will be circulated to Trustees as soon as possible following a meeting and, wherever practicable, in advance of the next meeting of the Trust's Board.

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## Appendix 5: Remit of the Fundraising Committee

An advisory and non-executive body that reports to the Trust's Board.

- Overall, provide support and advice to the Trust and the Board on fundraising matters.
- Help inform fundraising strategy, the implementation of which is then the responsibility of management. From time to time members of the committee may also contribute to implementation and promotion of the fundraising strategy and to the positive influencing of key external stakeholders.
- Help ensure that fundraising complies with best practice as set out by the Institute of Fundraising and as required in law.
- Provide advice on ethical fundraising issues and how they might be addressed in policy and practice.
- Identify and recommend individuals and organisations who might be able to support and promote the Trust's priorities and fundraising work.

The Committee will normally be comprised of three trustees. Working with management, they will consider the advantage of appointing one or two external experts to attend committee meetings, subject to the approval of the Board

The Chief Executive, Director of Finance & Resources, Head of Development & Communications and Head of Fundraising will also join meetings of the Committee as required.

The Fundraising Committee will typically meet twice a year. Meetings may be held in person or by telephone or video conference or by other electronic means. Notes from meetings will be circulated to Trustees as soon as possible following a meeting and, wherever practicable, in advance of the next meeting of the Trust's Board.

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## Appendix 6: Working Groups

Name of Working Group	
Established by Board on <i>(optionally) Reconfirmed by Board on</i>	<i>date/minute reference</i> <i>date/minute reference</i>
Chair	
Membership Board members Staff members Advisers	
Remit	
Operation	<i>e.g. meetings vs email/conferencing</i>
Outputs	<i>e.g. report with recommendations</i>
Board/Committee meetings to which a report will be made	<i>dates</i>
Date on which Working Group dissolved	

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## Appendix 7: Board Calendar

The timings given in this Calendar are subject to operational needs and external factors.

### Board meetings

Month	Board business
June	<ul style="list-style-type: none"><li>• appoint members and convenors of Committees</li><li>• review Working Groups, agree any continuation and appoint members and convenors as needed</li></ul>
September	<ul style="list-style-type: none"><li>• Trustee weekend away</li><li>• review Standing Orders and Articles</li><li>• confirm meeting dates for following year</li></ul>
December	<ul style="list-style-type: none"><li>• budget approval</li><li>• review Corporate Strategy</li><li>• Board skills / gap analysis</li><li>• review training needs of Trustees</li><li>• approve revisions to Standing Orders and Articles (if required)</li></ul>
March	<ul style="list-style-type: none"><li>• approve previous year's accounts and Annual Report</li><li>• review risk register</li><li>• confirm AGM dates and location for following year (to be announced at AGM in current year)</li></ul>

### Other meetings / activities

Month	Meeting
February	Staff Gathering
May	AGM & Members' Gathering
June	New trustees' induction day (prior to June Board meeting)
three times a year	Topical Forum meetings

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every 2 years (summer)	conduct survey of Board effectiveness
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## Appendix 8: Proxy Notice

JOHN MUIR TRUST (the "Trust")

### General Meeting Proxy Notice

Before completing this form, please read the explanatory notes.

I,

Name	Address	Membership number

being a member of the Trust appoint (*see note 3*)

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or

the Chair of the meeting ( <i>delete if not appropriate</i> )
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as my proxy to attend, speak and vote on my behalf at the General Meeting of the Company to be held on [DATE] at [TIME] and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTIONS	For	Against	Abstain
Agenda item number and description of resolution to appear here			

Signature	Date

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## Notes to the proxy form

1. As a member of the Trust you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Trust. You can only appoint a proxy using the procedures set out in these notes. If those entitled to vote under Family membership both wish to appoint a proxy, then each must complete and sign a separate form.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person instead of the proxy voting for you. If a proxy is appointed and the member attends the Annual General Meeting (or any adjournment of it) in person the proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Trust but must attend the meeting to represent you. To appoint as your proxy a person other than the Chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions, mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Trust at:  
[ADDRESS]; and
  - received by the Trust by <set explicit date/time as deadline no later than 48 hours prior to the proposed date and time of the meeting, taking account of working days>.
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. It is helpful if your proxy has a copy of the completed form to take to the meeting.
9. For details of how to change your proxy instructions or revoke your proxy appointment, please contact the Returning Officer as shown on the notice of the meeting.

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## **Appendix 9: Trustee Code of Conduct**

This Code sets out the standards of behaviour expected of Trustees of John Muir Trust's Board of Trustees.

The Code incorporates the Nolan principles of standards in public life<sup>2</sup>. It aims to ensure that all Trustees observe the highest standards of propriety and act in the best interests of John Muir Trust (JMT) at all times.

### **Values**

Trustees' behaviour and attitudes are consistent with the values of JMT: bold, positive, honest, collaborative and pragmatic.

### **Respect**

Trustees must treat each other, members of staff and others they come into contact with when working in their role with respect and courtesy at all times. They must respect the role of staff and let them work unhindered.

### **Commitment**

Trustees must devote sufficient time preparing for and attending meetings to ensure they add value to the Board's work.

### **No personal benefit**

Trustees must not benefit from their position beyond what is allowed by the law and what is in the interests of JMT. JMT staff time and resources must be used prudently. Trustees should take decisions solely in terms of JMT's interests. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends

### **Conflicts of interest**

Trustees should identify and promptly declare any actual, potential or perceived conflicts affecting them. They must absent themselves from any discussion where there is any such conflict.

### **Probity**

Trustees must comply with any rules agreed by the Board including those relating to the acceptance of gifts and hospitality and the avoidance of activities which might compromise JMT's political neutrality.

### **Openness and accountability**

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<sup>2</sup> Guidance available here: <https://www.gov.uk/government/publications/the-7-principles-of-public-life>



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Trustees must be open, responsive and accountable to each other, members of staff and other stakeholders about their decisions, actions and work, including their use of JMT resources.

Trustees must disclose anything in their past which could bring JMT into disrepute e.g. removal from any previous governance role or membership of organisations which may conflict with the aims, principles and values of JMT.

**Confidentiality**

Trustees must respect the status of confidential issues they read and discuss. They are bound to maintain the status of this material and any discussions.

**Integrity**

Trustees are required to use their knowledge, expertise and experience to take the best decisions they can in the interests of JMT. They are equally and collectively responsible for all decisions of the Board.

Trustees should also promote and support the principles of good governance by leadership and example and should act in an individual capacity and not as a representative of any group, organisation or individual.

**Statement of acceptance**

I have read and understood the above Code of Conduct for Trustees. I agree to abide by the standards set in the code.

Signed: .....

Name (please print): .....

Date: .....

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## **Annex 1:**

# **John Muir Trust Conflict of Interest Policy**

for Trustees and for members of Committees and Working Groups

### **1. Purpose and scope**

The purpose of this Policy is to help Trustees of The John Muir Trust (hereafter referred to as The Trust) effectively to identify, disclose, evaluate and manage any actual, potential or perceived conflicts of interest in order to manage risk and protect the integrity and reputation of The Trust.

The Trust also expects that any advisers appointed to Trust's Committees and working groups to abide by this policy. (Separate requirements cover staff and those who work as volunteers or contractors.)

The Trust aims to ensure that Trustees and advisers are aware of their obligations to identify and disclose any conflicts of interest that they may have or of which they are or become aware and to comply with this Policy to ensure that any conflicts of interest are evaluated and managed effectively.

As such, this Policy aims to augment any provisions within the Trust's Articles of Association.

### **2. Background**

Conflicts of interest may occur when the personal and/or business interests of a Trustee, or those of someone to whom they are connected, are different to those of the Trust. Such circumstances may not need to be avoided but they do need to be identified and managed. At all times when making decisions on behalf of or relating to the Trust, Trustees must put the interests of the Trust before their own interests or those of any other person or organisation. Failure to do so may:

- inhibit free and unfettered discussion
- result in decisions or actions which may not be in the interests of the Trust
- risk the actuality or perception that the Trust has acted improperly, or
- damage the reputation of the Trust.

In applying the terms of section 66 of the Charities and Trustee Investment (Scotland) Act 2005 (see Appendix 2 below), the Office of the Scottish Charity Regulator (OSCR) considers that a conflict of interest exists when the duties of a Trustee to act in the interests of the charity conflicts with:

- the interests of the person or organisation that appointed them as a charity trustee (an "appointment conflict"\*), or

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- any personal or business interests in relation to that matter (a “personal conflict”). (OSCR Guidance 2016)

\* *Within the Trust, appointment conflicts do not arise as all Trustees are elected by the members. Should the trust amend this in the future, review of this Policy may be required.*

Where a conflict of interest may arise or already exists, or may be perceived to exist, Trustees may find it hard to make impartial decisions or to ensure that such decisions are made solely in the interest of the Trust. Whenever such conflicts arise, they must be evaluated and managed. Trustees have the duty to:

- to disclose any potential, perceived or actual conflict to the Trust; and
- to withdraw from any discussion or decision-making on the matter, unless the other Trustees specifically determine otherwise.

Trustees should take this action whether or not the conflict arises so that they can be seen to be acting in the interest of the Trust. The purpose of this Policy is to set out how this can be achieved.

### **3. Definition of conflicts of interests**

A conflict of interest occurs when a person’s personal interests conflict with their responsibility to act in the interests of the Trust.

Personal interests include direct interests of a Trustee as well as those of his or her family, or other organisations with which the Trustee may be involved or have an interest in (for example, as a trustee, owner or shareholder). It includes a conflict between a Trustee’s primary duty to the Trust and another duty that the Trustee has (for example, to another charity).

A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

The situations where a conflict has or may arise, or be perceived by others to arise, present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the Trust and must be managed accordingly, or may cause influence upon, or harm the interests of, others in their role as Trustees and staff in serving the interests of the Trust.

The principal types of conflict include:

**(a) Financial and business**

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Where you or a person to whom a Trustee is closely connected can receive a financial advantage from the Trustee's association with the Trust and its work.

**(b) Knowledge and information**

Where a Trustee will be in possession of privileged information that would be an advantage to others with whom he or she also has a relevant interest.

**(c) Personal**

Where, through a close family or business relationship (see detail in Appendix 1 below), a Trustee might be seen as supporting or harming their interests as a result of the Trustee's association with the Trust.

**(d) Loyalty / Ethical**

Where a Trustee has competing loyalties between the Trust and some other person or organisation.

Conflicts of interest are not uncommon and do not need to present a problem to the Trust if they are managed openly and effectively. It is the responsibility of each Trustee and the Board, to ensure that ethical, legal, financial or other conflicts of interest be avoided if possible and that any such conflicts (where they do arise) do not conflict with the obligations Trustees have to the Trust.

Trustees have a collective responsibility in this respect. If they consider that another Trustee is not correctly identifying, disclosing or assisting in the management of his or her actual, perceived or potential conflict of interest, they have a duty to raise this matter either with that Trustee specifically or generally to the Board.

The Trust recognises that a perceived conflict of interest can be as damaging to its reputation as an actual one. Even where the Trustee with a perceived conflict does not accept its impact, it is relevant for other Trustees, viewing the matter more objectively, to assess the potential impact and harm that a perceived conflict may have upon the Trust's reputation, and to act accordingly.

#### **4. Policy**

The Trust aims to evaluate and manage conflicts of interest by requiring Trustees to adhere to this Policy at all times.

##### **4.1 The roles of Trustees**

Trustees will:

- avoid significant conflicts of interest where possible
- identify and disclose any personal or business interests which might or do constitute a conflict

- 
- raise concerns about any conflicts of interest they perceive as affecting other Trustees
  - evaluate and carefully manage any conflicts of interest
  - ensure that the reputation of the Trust is not harmed, and
  - follow this Policy and respond effectively to and learn from any breaches.

#### **4.2 Responsibility of the Board**

The Board is responsible for:

- setting out what the Trust understands could be a conflict
- ensuring that its governance documents are clear in relation to duties and actions in respect of the identification, evaluation and management of conflicts of interest
- maintaining an up to date register of interests for Trustees and senior staff
- ensuring that all Trustees and senior staff are aware of their duty to identify and declare any actual, potential or perceived conflicts of interest as soon as possible
- as part of all formal meetings of the Board or its Committees, requiring disclosure of any relevant interests to each meeting as part of every formal and informal meeting of the Board or Committees and to record any actions agreed
- setting out clear procedures for evaluating and managing any conflict and using these consistently in all cases of perceived, actual or potential conflict,
- recording how and when each conflict was identified and declared, who it affects, and the actions taken, and
- learning from, and adapting procedures as relevant, as a result of any breaches of this Policy if and when they occur.

#### **4.3 Identification and disclosure of conflicts of interest**

Once an actual, potential or perceived conflict of interest is identified, it must be entered into the register of interests, as well as being raised with the Board or relevant Committee.

The register of interests must be maintained by the Company Secretary and include information related to a conflict of interest, including the nature and extent of the conflict of interest and any steps taken to evaluate and manage it.

Where, in making a declaration of interests to the Trust, a Trustee names an individual with whom he or she has a business or family connection, it is deemed that the Trustee has that individual's consent to do so.

The confidentiality of the information in the register will be respected and maintained subject to the Trust's data protection policies. The register is available to all Trustees, the Chief Executive, the Company Secretary, the Trusts' auditors and their legal advisers, and to OSCR (upon request). A summary of interests can be made available to others as required to

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comply with accepted and legal principles of openness, but subject to GDPR provisions (as stated above).

## **5. Action required for management of conflicts of interest**

### **5.1 Conflicts of interest of Trustees**

This section should be read in conjunction with Annex 1. Once the conflict of interest has been disclosed and registered, the Board (excluding the Trustee disclosing the conflict, and any other conflicted Trustee) must evaluate the nature and extent of the conflict (see item 5.2 below) and then for the person chairing the meeting to decide how to manage the conflict and whether or not the conflicted Trustee(s) should take any of the following steps:

1. remain in the meeting, but be prevented from participating in any debate or discussion on the matter which creates the potential, perceived or actual conflict,
2. remain in the meeting, but abstain from any decision or vote on the matter,
3. be required to leave the meeting during the debate and decision on the matter, or
4. be required to consider his or her position as a Trustee.

It is expected to be very unusual to invoke either steps 1 or 2 above, on the basis that a Trustee remaining in a meeting, even if prohibited from participating or voting, can through his or her presence continue to exert influence or at the least cause other Trustees to say less than they might otherwise have done on the matter in question.

It is expected that the most common remedy will be step 3 above, on the basis that this can be minuted and thereby become the best legally-admitted evidence after the meeting in question that the conflict has been considered, evaluated and managed.

In exceptional circumstances, such as where a conflict is significant or likely to prevent a Trustee from participating regularly, effectively and freely in discussions, step 4 above may have to be considered.

### **5.2 Issues that should be considered when deciding what action to take**

In deciding what step or steps to take, the Board will consider:

- whether the conflict is potential, perceived or actual
- how best to evaluate the nature, extent and impact of the conflict
- whether and how the conflict can be avoided
- whether and how the conflict can be managed
- the potential or actual impact the conflict could have on the Trust's objects, resources and reputation.

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The approval of any action requires the agreement of at least a majority of the Board or Committee members who are present and voting at the meeting in question (excluding any conflicted Trustee(s)). The action and result of the Board's decision will be recorded in the minutes of the meeting and in the register of interests.

## **6. Compliance with this Policy**

If the Board has a reason to believe that a Trustee has failed to comply with this Policy, it will investigate the circumstances and take action in accordance with this Policy and the Trust's Articles of Association.

If it is found that the Trustee in question has failed to disclose a conflict of interest (whether potential, perceived or actual), or if the conflict is of such significance as to create a lack of trust or be perceived to do so, the Board may take appropriate action against that Trustee, which could include a decision to remove that Trustee from office.

If a Trustee or senior staff member suspects that a Trustee has failed to disclose a conflict of interest (whether potential, perceived or actual), he or she must discuss this with the Chair of the Board, or if the conflict involves the Chair, with the Chair of the Governance Committee.

## **Contacts**

Any Trustee who wishes further advice on the application of this Policy and about their duties hereunder should raise these with the Company Secretary, CEO or Chair.

**Adopted 14 June 2019**

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## **Appendix 1**

The provisions of Article 49 of the Trust's Articles of Association are as follows:

### **CONFLICTS OF INTERESTS**

- 49.1 Any Trustee and/or employee who has a personal interest (as defined in Article 49.2) in any prospective or actual contract or other arrangement with the Trust must declare that interest to the Board either generally or specifically at any relevant meeting of the Trust. Where such an interest arises, the provisions within Articles 49.3 – 49.5 shall apply.
- 49.2 A personal interest includes the following interests:
- 49.2.1 those of the Trustee or employee in question;
  - 49.2.2 those of his or her partner or close relative;
  - 49.2.3 those of any business associate;
  - 49.2.4 those of any firm of which he or she is a partner or employee;
  - 49.2.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity;
  - 49.2.6 those of any charity of which he or she is a Trustee or employee; and
  - 49.2.7 any relevant interests that the Board shall determine from time to time.
- 49.3 Whenever a Trustee finds that there is a personal interest, as defined in Article 49.2, he or she has a duty to declare this to the Board or other meeting in question. In that event, in order to avoid a material conflict of interest arising, the Trustee in question cannot take part in discussions or decisions relating to such matter.
- 49.4 It shall be for the Board (excluding the Trustee disclosing an interest, and any other conflicted Trustee) to evaluate the nature and extent of the conflict (whether actual, perceived or potential). It shall be for person chairing the meeting in question (or if it be the person chairing the meeting who is potentially or actually conflicted, it shall be for the other Trustees present), taking into account the level of risk and potential for reputational damage, to determine how to manage the conflict and in particular whether, for example, the Trustee in question should be required to be absent during that particular element of the meeting. Where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.
- 49.5 The Board may at any time resolve to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of the Trust have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be



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considered as part of the quorum for that part of any Board meeting giving consideration to this authorisation.

- 49.6 The Board may resolve at any time to require all Trustees and senior employees to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Board shall determine from time to time what additional interests to those listed in Article 49.2, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- 49.7 The Board will maintain a Policy on Conflicts of Interest to amplify, but not supersede, the provisions of these Articles.

## **Appendix 2**

### **Charities and Trustee Investment (Scotland) Act 2005**

#### **66 Charity trustees: general duties**

- (1) A charity trustee must, in exercising functions in that capacity, act in the interests of the charity and must, in particular—
- (a) seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes,
  - (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person, and
  - (c) in circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the charity trustee—
    - (i) put the interest of the charity before those of the other person, or
    - (ii) where any other duty prevents the charity trustee from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other charity trustees with respect to the matter in question.