

## **JOHN MUIR TRUST: TRUSTEES' MEETING**

### **Minutes of Meeting held on Friday 15<sup>th</sup> June 2018 at Fisher's Hotel, Pitlochry**

#### **Present:**

Peter Pearson (Chair), David Broom, Alan Dobie, Peter Foulkes, David Gibson, John Fox-Davies, Derek Johnston, Patricia Jordan, Duncan Macniven, Chris Townsend and Richard Williams.

**Apologies:** Jim Gibson, Jo Moulin, Andrew Whitfield and Douglas Wynn.

#### **In attendance:**

Andrew Bachell (Chief Executive), Kerry Ross (Director of Finance and Resources), Mike Daniels (Head of Land Management – items 5 to 13), Kevin Lelland (Head of Development and Communications – items 5 to 13) and Adam Pinder (Head of Fundraising – items 5 to 13).

#### **Item 1 – Introductory items**

Peter Pearson welcomed everyone to the meeting – particularly David Gibson and Richard Williams who were attending their first meeting. The apologies were noted. Peter Pearson requested declaration of any conflicts of interests: there were none.

#### **Item 2 – Minutes of last meeting (Papers Ai and Aii)**

The draft minutes of the meetings on 26<sup>th</sup> March 2018, which had been circulated, were **approved**.

#### **Item 3 – Matters Arising**

Discussion is recorded in a separate confidential minute.

#### **Item 4 – Action Points from Previous Meetings (Paper B)**

On the proposed links with the Sierra Club and Yosemite National Park (Action Point 4 from the meeting on 16<sup>th</sup> June 2017), Peter Pearson reported that he would be attending the Independence Day celebration at the US Consulate in Edinburgh on 3 July, when he hoped to make progress.

On the distinction between Trustee meetings and Topical Forums (Action Point 1 from the meeting on 27 October 2017), Andrew Bachell said that his impression was that Trustees valued the more relaxed discussion possible at a Topical Forum but that the timing of financial reports to Trustee meetings was not ideal. He would present to Trustees, probably at the July Topical Forum, a timetable for 2019 meetings which would aim to meet both points.

Progress on the remaining Action Points, recorded in the paper, was **noted**.

#### **Item 5 – Fundraising Committee and Governance Review (Papers Ci and Cii)**

John Fox-Davies reported that the Governance Working Group had met on 10 April. Its recommendations were recorded in the papers.

The first recommendation in Paper Ci was that the Governance Working Group should become a standing committee of the Board. Trustees **agreed**, because of the importance of good governance to the work of the Trust, and were content for reports on the work of the Committee to be brought to the Board when the Committee felt appropriate. The proposed remit at Annex A to the paper was agreed subject to minor modifications, particularly to clarify that “governance” covered the processes under which the Trust operated, in compliance with legal requirements and best practice.

The second recommendation, that the remit of the HR Policy Committee should envisage it meeting at least once, rather than twice, each year, was **agreed**.

The third recommendation was that a Fundraising Committee be set up, reflecting the significance of the topic and the shortage of expertise among the Trustees. Discussion stressed the importance of such a committee avoiding overstepping the line between strategic overview and operational delivery: detachment was important if objectivity was to be preserved. Trustees recognised however that a formal committee could be attractive to expert advisers and could devote more attention to the subject than was possible at Board meetings. It was **agreed** to set up a Fundraising Committee, with the remit set out in Annex B (with minor amendments), including Board approval of the proposed external members.

The final recommendation in Paper Ci, to make minor amendments to the Trust’s Standing Orders, was **approved**.

Introducing Paper Cii which recommended a review of the Trust’s governance, John Fox-Davies explained that the Governance Working Group considered that there were a number of non-urgent issues that should be assessed, and that it was in any case important to check periodically that the Trust’s arrangements accorded with best practice and properly supported the implementation of the Corporate Strategy. In discussion, Trustees noted the breadth of the remit and suggested a two-stage approach: a scoping stage by a person with a general knowledge of current best practice, followed by a deeper review by a different person into the matters highlighted by the first stage. On that basis, Trustees **agreed** the proposed review. Andrew Bachell would prepare a note for internal and external readers, explaining the context of the review and emphasising that it was not a response to a particular problem of the kind widely reported in the media [**Action Point 1**].

#### **Item 6 – Appointments to Boards and Committees (Papers Di and Dii)**

Trustees considered the composition of the Finance and HR Policy Committees, reviewed the appointments to other groups and bodies, and **agreed** the following:

- Jim Gibson would chair the Finance Committee, with Peter Pearson, Douglas Wynn, John Fox-Davies and Dave Gibson as members;
- David Broom would continue as the Trustee representative on the Health and Safety Committee;
- the membership of the HR Policy Committee would remain unchanged, with Duncan Macniven continuing as chair and Alan Dobie, Patricia Jordan, Jo Moulin and Douglas Wynn as members;
- John Fox-Davies would assume membership of the Bill Wallace and Des Rubens Grant committee;
- the Wales Working Group appeared to have served its purpose for the moment, as suggested in the paper from the external advisers which was tabled at the meeting: Peter Foulkes, Andrew Whitfield and Andrew Bachell would keep the interests of Wales in mind in the context of the Corporate Strategy and Andrew Bachell would write to the external members to thank them for their input [**Action Point 2**];
- the newly-formed Governance Committee would be chaired by Alan Dobie, with David Broom, Derek Johnston, Peter Foulkes and Peter Pearson as members;
- the newly-formed Fundraising Committee would be chaired by John Fox-Davies, with Peter Pearson, Richard Williams and a small number of expert external advisers as members;

- Rob Bushby would continue as one of the Trust representatives on the John Muir Birthplace Trust, with Duncan Macniven continuing as an alternate (or as the second representative if John Thomas, who had demitted office as chair of the Birthplace Trust, did not wish to continue as a member) **[Action Point 3]**;
- Andrew Bachell would continue liaison with the North Harris Trust and the West Harris Trust;
- Andrew Bachell would continue as a board member of the Knoydart Foundation and the Nevis Partnership (with Ally Austin as alternate on the Nevis Partnership);
- Jim Gibson, as chair of the Finance Committee, would be appointed as a director of the JMT Trading Company, replacing Douglas Wynn;
- Kerry Ross would continue as Company Secretary of both Trust and Trading Company;
- Andrew Bachell would act as Returning Officer for Trustee elections.

Kerry Ross would shortly be writing to all Trustees to update information about possible conflicts of interest.

### **Item 7 – Feedback on 2018 AGM (Paper E)**

Trustees welcomed the report in the paper and congratulated the staff involved (particularly Helen Mason) for organising such a successful event. The Open Forum had allowed a longer period for discussion of topics of interest to members and Trustees did not think that it should be more structured.

Andrew Bachell proposed that the 2019 AGM should be held in Pitlochry, desirably slightly later in May than this year's AGM to allow more time for the preparation of the accounts. The AGM would focus on partnership working at Schiehallion and on the work with the Cairngorm National Park. Trustees **agreed**.

Andrew Bachell proposed that the Trustee election process should be started sooner, and that a cut-off date be set for new members' voting eligibility. Trustees **agreed**, noting that a change in Standing Orders was not required.

### **Item 8 – Safeguarding and OSCR (Paper F)**

Kerry Ross explained that the paper sought to ensure that the Trust met the best standards of safeguarding staff and volunteers as well as Award participants, and of reporting to OSCR. In discussion, Trustees:

- called for greater clarity between what Trustees were responsible for, and what they should personally execute;
- warned against an over-prescriptive approach on cases of lone working where risks were low;
- strongly supported the proposed whistle-blowing procedures, with staff reporting to the HR Committee and other whistle-blowers to a member of staff (normally Helen Mason);
- confirmed their support for the current policy of avoiding staff working alone with Award youth groups in the absence of a teacher or other leader.

With these qualifications, Trustees **approved** the recommendations in the report.

### **Item 9 – Corporate Strategy and Wildness Statement (Paper G)**

Introducing the paper, Andrew Bachell said that it brought together a near-final draft of the Corporate Strategy 2019-21 and the Wildness Statement, which had both been long in preparation. Some detailed work remained, and the vocabulary of the two documents needed to be more closely aligned, but he considered that the documents were now ready for approval by Trustees.

In discussion of the Corporate Strategy (Annex A to the paper), Trustees:

- asked for more prominent mention of the Trust’s management of its own properties;
- pointed out that Award participants included adults as well as children;
- asked for clarification of the role of the Trust in Northern Ireland;
- suggested that the “Support” aim might fit better as a commentary and would benefit from expansion;
- suggested graphical presentation of the wildness continuum and stressed the importance of consistent wording in the definitions of wildness, bearing in mind the differential wildness of Scotland and the rest of the UK;
- welcomed the expression of the “Priorities” in a way which could be monitored;
- suggested that the Trust’s Values could be updated and incorporated.

Discussing the Measures and Targets (Annex B), Trustees called for the metrics to be linked to the Priorities in Annex A and stressed the importance of ensuring that relevant staff were committed to the achievement of the targets. Andrew Bachell proposed to bring a refined version to the Topical Forum in July.

Trustees welcomed the brevity and coherence of the Wildness Statement (Annex C). They asked for better linkage and consistency of wording with the Corporate Strategy and made detailed drafting suggestions.

Trustees **approved** the drafts, subject to Andrew Bachell reflecting their comments (and any further points of detail notified to him by 30 June) in the final version. Andrew Bachell proposed to bring a refined version to the Topical Forum in July for further discussion and to seek final approval in September.

### **Item 10 – Fundraising Update**

Adam Pinder spoke about the current activities of the fundraising team. Although he had been with the Trust for 7 years, he had only recently taken charge of the team and there had been several changes of staff recently. Now, however, only one post (the major gifts fundraiser) was vacant, with recruitment in progress. A fundraising strategy was being drafted but, in short, there was no single reliable source of funds and activity would continue to be necessary across several different sources.

The fundraising target for the year to date was £757k. Income so far was £357k but Adam expected that the full-year target would be met. Adam highlighted the main sources of income raised by his team. He looked forward to the support of the Fundraising Committee, and was confident it would not overstep its strategic role. He would value Trustees playing an ambassadorial role, making contacts with individuals/corporates/charitable trusts.

Trustees **noted** the report.

### **Item 11 – Quinag (deer) update**

Mike Daniels summarised the history of the Trust’s relationship with neighbouring landowners at Quinag, on the controversial topic of deer culling. There was clear evidence of serious habitat damage on the Trust’s property, which included a small part of the Ardvar SAC, and the deer population was far too large. The Trust had been sceptical about SNH’s approach to encouraging higher culls, particularly by the Assynt crofters, but had supported it for the sake of good relationships. It was now clear that SNH had failed to induce increased culls. The Scottish Government had set up a review group on deer management and there was the opportunity now to influence the group by raising the profile of the issue, though there was no desire to fall out with our neighbours. Once the review group had reported, a decision would have to be taken on whether to accept the current damage, or fence the sensitive area, or increase the cull on our own property. Meantime, Andrew Bachell had taken steps to ensure that SNH understood our position. More generally, he

had also met Community Land Scotland and believed that there might be scope for a more positive demonstration of deer management, in collaboration with the local community, in Knoydart.

In discussion, Trustees made the following points:

- the attitude of members in England might be different from those in Scotland where the deer problem was well-understood;
- there was potential for the Trust to lead the good network of NGOs and others who were concerned about the problem;
- the position of locally-based staff needed to be taken into account;
- the Assynt crofters were not of one mind but, with the 25<sup>th</sup> anniversary of their ownership of the estate, many of them were hostile to external constraint on their actions.

Trustees **noted** the report, conscious that it was a complex issue. A campaign strategy would be useful when the matter came to a head.

### **Item 12 – Operational and Financial Update (Papers Hi-Hiii)**

Trustees **noted** the reports, welcoming the table in Paper Hiii (which met a point made by Trustees in the past) and the move to activity-based costing reported in Paper Hii. The reports were silent on the future funding of the Award in England; a report would be made to the Topical Forum in July [**Action Point 4**].

### **Item 13 – Chairman’s Report (Paper I)**

Trustees **noted** the report.

### **Summary of Action Points**

- AP1** Andrew Bachell would prepare a note for internal and external readers, explaining the context of the review of the Trust’s governance and emphasising that it was not a response to a particular problem.
- AP2** Andrew Bachell would write to the external members of the Wales Working Group, to thank them for their input, including their paper which was tabled at the meeting
- AP3** The position of John Thomas, who had demitted office as chair of the Birthplace Trust but not necessarily his role as JMT representative, would be clarified.
- AP4** A report on the future funding of the Award in England would be made to the Topical Forum in July.

Duncan Macniven  
27<sup>th</sup> September 2108