

JOHN MUIR TRUST: TRUSTEES' MEETING

Minutes of Meeting held on Friday 20th and Saturday 21st September 2019 at Moorings Hotel, Banavie, Fort William

Item 1 – Welcome, apologies and conflicts of interest

Present: Duncan Macniven (Chair), John Finney, John Fox-Davies, Jim Gibson, Philip Graves, Patricia Jordan, Xander McDade (Item 13 onward), Chris Townsend, Andrew Whitfield.

Apologies: Gair Brisbane, Alan Dobie, David Gibson, Derek Johnston, Peter Pearson.

In attendance: Kerry Ross (Director of Finance and Resources), Mike Daniels (Head of Land), Kevin Lelland (Head of Development and Communications) and Emma Reed (Award and Engagement Manager).

No conflicts of interest were declared.

In Peter Pearson's absence through illness, Duncan Macniven had volunteered to chair the meeting, and Jim Gibson to write the minutes. Trustees agreed.

CEO Recruitment Process update (Item 17 on original agenda)

Duncan Macniven reported on the second interviews which had been held on 19th September for the position of Chief Executive. There had originally been 110 applicants, which had been whittled down to a shortlist of 16 and then to 6 for first interview. The interview panel had consisted of John Fox-Davies, David Gibson and Patricia Jordan (Trustees), with Lesley Gilmartin (Badenoch and Clark) and Ian Findlay (Independent Consultant). They had selected two candidates for second interview, conducted by Duncan Macniven and John Fox-Davies. The successful candidate was David Balharry. Duncan Macniven and Kerry Ross would finalise the appointment process and inform Trustees as soon as it was completed. **[Action Point 1]** David Balharry's likely start date was 27th January 2020.

Trustees were delighted with the successful outcome.

Item 2 – Minutes of last meetings (Paper A)

The minutes of the meeting on 14th June were agreed with an amendment to item 6 to add a new sentence at the end of the first paragraph "Alan Dobie invited Trustees to give their initial views as to which options on the various issues they preferred."

The minutes of the meeting on 26th July were agreed with the following amendments to Item 2:

Fundraising Committee. Delete Derek Johnston and insert "Richard Williams having stood down as a Trustee".

HR Policy Committee. Add Alan Dobie as an existing member.

Item 3 - Matters arising

June meeting item 7. The matter of one Trustee's potential conflicts of interest had been put to rest.

June meeting item 15. This would be followed up under AOCB along with a discussion on overall Board effectiveness.

July meeting. Derek Johnston had declined membership of the HR Policy Committee as he was unable to take on a further commitment owing to his other JMT involvement, notably his role on the Governance Committee. Trustees were asked to think about strengthening the Committee and about succession for the Committee Chair.

Item 4 – Action points from previous meetings (Paper B)

AP3 from March. A revised procedure had been drafted.

AP2 from June. Appointments to subcommittees now discharged. Skills matrix was still outstanding.

AP3 from June. John Finney agreed to draft notes for the staff consultation. It was agreed that all staff should be consulted.

Item 5 – Corporate calendar 2020 (Paper C)

This was tabled, and **agreed** with the following amendments:

Trustee meeting 16 March to be held at Johnston Carmichael’s office in Edinburgh

AGM 5-6 June to be held in Innerleithen

Staff Gathering 1-3 September to be held at Pitlochry

Trustee meeting 18-19 September to be held at venue to be confirmed but likely to be south of the Border.

A discussion ensued about the status of Topical Forums compared with Trustee meetings. The experience of the last year indicated that there was lack of clarity about the purpose of Topical Forums, and Trustees could not necessarily be expected to attend both, especially if they had significant daytime commitments. It was agreed that there was a need for a clear distinction, with Trustee meetings being the place for agreeing strategy and making decisions, and Topical Forums the place for looking forward and giving a “steer” to the Management Team on matters of policy. Board agendas should focus on items on which the Board needed to take action, or of which Trustees required to be aware to discharge their duties, rather than updates on day to day activities. The agenda for the December meeting would be drawn up on that basis [**Action Point 2**] Consideration should also be given, in the interests of maximising attendance, to having evening Trustee meetings and to encouraging participation by conference call.

Item 15 – Award Review Update (Paper D)

Trustees **agreed** that the paper was a helpful update, setting out a period of questioning, reflecting and reporting between August 2019 and April 2020.

Item 6 – Fundraising for the John Muir Award (Paper Di)

Kevin Lelland introduced the paper, the main thrust of which was that the organisations who were our partners in the Award should be encouraged to make a financial contribution to our costs in recognition of the fact that they gained funding benefits from participating in the Award. The paper gave examples of the new messaging we should be promoting to funders. Suggestions were made for amending the wording. The actions in the paper were **agreed**.

It was, however, recognised that it would probably take 18 to 24 months before any financial benefit would be received as a result of the new approach. In the meantime, it was likely that a further designation of funds for the Award would need to be made before the year end. This matter would be discussed at the December meeting. [**Action Point 3**]

Item 7 – Governance (Paper E)

Trustee Election 2020 timetable. It was agreed that plenty of time was needed to recruit potential Trustees. A generic call for potential candidates would be made in the October Journal, and interested parties would be given a contact at JMT who would put them in touch with a Trustee to tell them what was involved. The recommendations in the paper were dealt with as follows:

- (1) agreed to appoint two Trustees for one year to restore the “five vacancies per year” cycle
- (2) Kevin would deal with communicating the need for people to stand
- (3) Nominations to be invited in the October Journal; ballot papers in the Spring Journal
- (4) Kerry Ross to be Interim Returning Officer until the new chief executive was in post
- (5) an independent scrutineer was not considered necessary
- (6) agreed to use the Electoral Reform Society.

[**Action Point 4**]

Timetable for new Articles. In Alan Dobie's absence, John Finney presented the paper which recommended that a longer timeframe be adopted to allow full consultation and discussion, with a full paper being brought to the December Board. Trustees **agreed** with the recommendation. They commented, inter alia, that it was important to get it right, to ensure that possible objections were dealt with in good time, that a paper should go out with the 2020 AGM papers setting out progress so far and seeking comments, and that the matter be dealt with at the 2021 AGM (or possibly at an EGM tacked on to the 2021 AGM). **[Action point 5]**

Item 8 – Galson Estate MOU (Paper F)

It was questioned whether this should come to the Board as it was an operational matter. Trustees **welcomed** the principle of renewing the Memorandum of Understanding and were content to leave the final drafting to Mike Daniels and Richard Williams.

Item 9 - Risk Register (Paper G)

An abridged version of the register had been tabled, noting those risks which were Red or Amber, outwith tolerance, which were new or which had changed significantly. Trustees were invited to comment. Regarding risk P1 (Key staff), there was discussion as to whether the probability should be as high as 4, but it was considered that it was always likely to be a Red risk since the Trust was a small charity; the Management Team were always aware of the issue. Regarding P3 (Property), premises at both Pitlochry and Leith were at capacity; Kerry Ross considered that a real estate review was necessary. Regarding P5 (Gap pending arrival of new CEO), Trustees were confident that the situation was manageable by the measures which had been put in place. Regarding B10 (Investment volatility during Brexit process), the Finance Committee was aware of the issue.

Trustees **welcomed** the style of reporting for the Risk Register.

Item 10 - Corporate Strategy Update (Paper H)

The paper aimed to draw attention to those areas where progress on deliverables was falling behind, were significantly delayed or were facing obstacles. Trustees **welcomed** the format of the paper and Management Team confirmed that it was not unduly burdensome to complete. Discussion focused on three areas which had been highlighted:

- Wildspace (IC 14). There was uncertainty about the prime purpose of the space – publicity, recruiting or retail? There was agreement that its objective was to get the JMT message across but the question was how best to do this. It was concluded that there would be merit in reconvening the working group, and Alice Carbone would arrange this. **[Action Point 6]**
- Ambassadors (IC18). The lack of a CEO and Head of Policy and the indisposition of the Chair had had an impact on the Trust's ability to engage externally. Until the key posts were filled, arrangements were in place to ensure that all significant engagements were attended. The Trust had some high profile supporters but they had little time available. There was a need to have ambassadors who could open doors to funding; Trustees were encouraged to come to events.
- Group Membership (SU05). There was no concern at present, but should not be lost to sight.

Item 11 – Finance and fundraising update (Paper I)

Kerry Ross presented the management accounts for the 8 months to August 2019. They showed a surplus for the period of £310,210 against a budgeted deficit for the period of £339,037 - a positive variance of £649,247. The principal causes were legacies received of £418,985 and costs being behind budget. It was expected that a surplus for the full year of between £100,000 and £200,000 was possible. Trustees **welcomed** the figures.

Item 12 – Staff handbook revision

Kerry Ross said that the Trust's HR consultants Croner had produced a revised draft, but this was far too long at 40 pages. There was however nothing controversial in it. Duncan Macniven agreed to revise the draft by 31st October. Staff would then be consulted and it was hoped that the new handbook would be operational from 1 January 2020. **[Action Point 7]**

Item 13 – Environmental Statement – Paper J

Emma Reed spoke to the draft environmental statement describing a framework for the Trust to adopt when setting out targets to reduce its own environmental impact. A number of comments were made, including: it was complex subject; heating, lighting and transport were the main components of a carbon footprint; an audit was needed to establish a baseline; use should be made of video conferencing, and technology in general; costs and practicality of proposals needed to be considered.

Trustees **agreed** the broad thrust of the paper, and Philip Graves (who had relevant experience of the subject) volunteered to help develop thinking.

Item 14 – Subscription fee change impact (Paper K)

Kevin Lelland spoke to the paper, commenting on the effects of the recent increase in subscriptions. In essence, we still expected to increase our revenue (producing approximately £40,000 additional unrestricted income in a full year), but not by as much as expected. It had been a huge exercise in terms of staff time. For these reasons, he considered that we should not increase subscriptions again for a number of years. The position was **noted**, and comments made included the consideration of a Youth Membership category, and the need to focus on support in general rather than just membership.

Item 16 - Acquisition update

Mike Daniels reported:

Glenridding. Discussions were in hand with the Lake District National Park Authority about options after the present lease ended in October 2020. Mike would ensure that the timetable was adhered to. **[Action Point 8]**

Scottish acquisition. A valuation had been done and discussions had with the owner. JMT had made an offer which had been rejected. Mike would keep a watching brief and the new CEO would follow up.

Wales. Tom Hayek (the new England & Wales Development Manager) would look at a potential acquisition and report back. A partnership may be a possibility.

Others. Mike Daniels was aware of other possibilities and would report back as required

AOCB

Duncan Macniven and Kerry Ross would consider Board Development in the context of the skills matrix and report back at the December meeting. **[Action Point 9]**

Summary of Action Points

- AP1** Complete recruitment process for new CEO.
- AP2** Draw up December agenda to focus on points essential for Trustees to discuss.
- AP3** December meeting to consider further designation of funds for Award.
- AP4** Encourage nominations for Trustees at 2020 elections.
- AP5** December meeting to consider proposals for new Articles.
- AP6** Reconvene Wild Space working group.
- AP7** Redraft staff handbook.
- AP8** Continue contact with LDNP on Glenridding Common lease.
- AP9** December meeting to consider Board Development and Trustee skills matrix.