

12 June 2020
Online

MINUTE OF BOARD MEETING

ATTENDANCE

Trustees

John Finney
Dave Gibson – Chair
Jim Gibson
Philip Graves
Patricia Jordan
Xander McDade (items 8,9,12,13,14,15)

Advisors

Alan Dobie
John Fox-Davies
Derek Johnston
Duncan Macniven
Andrew Whitfield

Staff

David Balharry – Chief Executive
Mike Daniels – Policy & Land Management
Kevin Lelland – Development & Comms
Emma Reed – Award & Engagement
Kerry Ross – Finance & Resources
Iona Sutherland – minutes

Apologies

Gair Brisbane
Peter Pearson
Chris Townsend

1 WELCOME, APOLOGIES & CONFLICTS OF INTEREST

No conflicts of interest were declared.

Dave Gibson welcomed everyone to the meeting and, in respect of former Trustees, referred to the resolution agreed by the continuing Trustees, by email, which stated: "The Trustees agree to invite those Trustees who demit office on 27 May to the Board meeting on 12 June in an advisory capacity".

2 INTRODUCTION & MEETING PROTOCOLS

Trustees **noted** that future Board agendas will include, as standing items and if not already tabled as papers, certain areas over which the Board had a legal responsibility for oversight, including health, safety & wellbeing; employment issues; and safeguarding.

Dave Gibson thanked the Management Team for the early circulation of the majority of the papers.

3 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the minutes of the Board meeting on 16 March 2020; and **noted** that, as part of the internal review of the 'golden thread' of governance, the terms of reference for working groups and associated review cycles would be considered. Trustees **agreed** that the Chair's Working Group, due to be reviewed at the June Board meeting, would continue.

Trustees **approved** the minutes of the Board meeting on 15 May 2020.

Trustees **approved** the minutes of the Finance Committee meeting on 26 May 2020.

Trustees **approved** the minutes of the Health, Safety & Wellbeing Committee meeting on 10 March 2020. Trustees **noted** that the Management Team Response paper, circulated previously, was primarily a holding reply and that all comments would go before the HSW Committee before feeding back further to Trustees.

Trustees discussed whether they had adequate oversight of the areas for which they had legal responsibility including health, safety & wellbeing, employment issues and safeguarding; and commented that a more structured approach was required. David Balharry advised that the Management Team shared this view and that Kerry Ross was leading a project to provide: an analysis of missing aspects in the governance thread; an annual schedule of review; and a scheme of delegation. Trustees **agreed** that this analysis would be brought to the Board in September **[Action Point 13]**.

Trustees also **noted** that the Trust's Covid-19 Response Team, project-managed by Sarah McNeill, had carried out an in-depth review of health and safety protocols in response to Covid-19, and was also undertaking an audit on wider health, safety & wellbeing issues to assist going forward; papers would be circulated to Trustees following the meeting. **[Action Point 14]**

Nº	From	Action Point	Owner	Status
1	Mar 2019	The investment parameters to be reviewed annually at the September meeting	Finance Committee	c/f Sep 2020
2	Jun 2019	The proxy voting system to be explained to members when the next AGM papers are issued	MT	c/f 2021
3	Jun 2019	Update deer policy	MD	c/f Sep 2020
4	Jun 2020	Sign-off staff handbook	KR	With HR consultant to respond to HR Policy Committee feedback
5	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
6	Jun 2020	Consider Trustee skills matrix	KR	On Jul 2020 Agenda (Item 8)
7	Jun 2020	Consider Board Development	MT	c/f Sep 2020
8	Dec 2019	Circulate upcoming events	KL	On hold
9	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	c/f Sep 2020
10	Dec 2019	Investment policy to be shared with Trustees upon completion by GB/KR	GB/KR	On Jul 2020 Agenda (Item 5)
11	Jun 2020	Governance Review	Governance Committee	On Jul 2020 Agenda (Item 4)
12	Jun 2020	A draft of the consultation paper on the proposed governance changes to be discussed at the July meeting	AD	On Jul 2020 Agenda (Item 4)
13	Jun 2020	Provide: analysis of missing aspects in governance thread; policy v. position statement; annual schedule of review; clarity on roles and responsibilities, linking into scheme of delegation	KR	c/f Sep 2020
14	Jun 2020	Circulate H&S/Covid-19 Response documents to Trustees	DB	Discharged
15	Jun 2020	Amend Article 2.3 to remove ambiguity in respect of Board decision re approval of subscription rates at AGMs	Governance Committee	On Jul 2020 Agenda (Item 4)
16	Jun 2020	Amend Standing Orders in respect of appointment of Interim Chief Executive	KR	Updated offline. To be published once approved Jun 2020 Board minutes are published.
17	Jun 2020	Review Corporate Strategy & financial position	MT	c/f Sep 2020
18	Jun 2020	Safeguarding Guidance document to go to HR Policy Committee for approval	ER	HR Policy Committee members to be appointed at Jul 2020 Board, meeting date to follow.
19	Jun 2020	Share the Policy Casework Process document with Trustees	MD	Discharged
20	Jun 2020	Refer to the SEPA sector plan for fish farming	MD	Discharged
21	Jun 2020	Organise virtual drinks party for retiring Trustees	DG	Discussion ongoing with view to making arrangements around the Sept Board meeting.
22	Jun 2020	Liaise with Trustees to ascertain requirements around issue of papers	DB	Ongoing

4 MATTERS ARISING

Staff Handbook

Trustees **agreed** that the revised Staff Handbook would be signed off by the HR Policy Committee, with the proviso that any issues of reputational, financial or governance concern would be brought to the attention of the wider Board. **[Action Point 4]** In the absence of a full HR Policy Committee prior to the recently elected Trustees taking up office, Jim Gibson and John Finney volunteered to stand in as temporary members of the Committee, in order to sign off the Staff Handbook and deal with some other pressing staffing matters.

[Chair's note: Following the meeting, the continuing Trustees agreed by email to appoint Patricia Jordan as Convener of the HR Policy Committee with immediate effect.]

Trustees' Skills Matrix and Board Development

David Balharry advised that there is a need to consider the Skills Review of Trustees and Board development, and to provide greater clarity on roles and responsibilities - all of which link into the 'scheme of delegation'. Trustees **agreed** that this would be carried forward to the September Board meeting by which time the new Trustees would be in place. **[Action Points 6, 7, 13]**

AGM agenda ambiguity

- Dave Gibson advised that there was an error on the AGM agenda which indicated that there would be a vote on the Chair's Report. However, Article 6 stated that the Chair's Report was not to be voted on; legal advice was sought; and it was determined that the need for a vote on this item be removed from the agenda
- Trustees noted that there was ambiguity in Article 2.3, in that it did not state that subscription rates were determined at *each* AGM so there was an argument that, if an AGM had previously set the rates and there was no change, no vote would be required. However, the legal adviser stated that the safe position would be to require the rates to be approved at each AGM, even if there was no change. Following discussion, however, Trustees **agreed** that custom and practice dictated that this had not been done in the past and so would not be required at the 2020 AGM; and that the Governance Committee would amend the draft Articles to reflect this decision and remove ambiguity **[Action Point 15]**

Deputy CEO (Action Point 13, Item 3 table)

David Balharry advised that he had considered the options and concluded that he would prefer not to appoint a Deputy CEO for the reasons set out in Duncan Macniven's paper dated 7 May 2020, notably that it 'might damage the collegiate spirit which MT has built up'. The paper proposed that the Standing Orders be amended as follows: "Trustees shall appoint a Chief Executive to lead the operations of the Trust. 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.” Trustees **agreed**. **[Action Point 16]**

5 COVID – FINANCIAL AND OPERATIONAL IMPLICATIONS

David Balharry spoke to the paper and advised that, despite recent news reports of a 20.4% downturn in the economy in April, the position outlined in the paper remained unchanged because it had planned for a longer duration, assuming a 14% decline every month for 18 months, and because the Trust’s membership/funding base had in previous recessions shown an atypical response. Kerry Ross highlighted that the majority of the recession impact was as a result of downturn in the production industries which did not affect the Trust. Moreover, unlike many charities reliant on visitor numbers currently affected by social distancing measures, the Trust’s income was unaffected in this regard so for these reasons was likely to come out above the 20% recession level experienced elsewhere.

However, David Balharry acknowledged that there were operational impacts, particularly within the Award, and the developing situation was being monitored closely. While the paper addressed the financial and operational impacts of the Covid-19 situation, the health & safety aspects of adapting the Trust to ‘the new normal’ would be dealt with in a separate paper to be circulated following the meeting. **[Action Point 14]**

Kevin Lelland reported that, in place of the 2-3% annual growth in membership seen historically, it was anticipated that the overall membership and associated revenue was likely to be 0.5% down at the end of 2020. However, he highlighted that this position was more robust than that of many other environmental NGOs whose model was to attract new members through visitor centres and were thus predicting a significant downturn.

In summary, David Balharry advised that the Management Team had reviewed the impacts and recommended that the Board continued with the 2020 budget for the Corporate Strategy; advising that it should be reviewed at the September Board meeting by which time a detailed review of the Corporate Strategy and impact of Covid-19 on delivery would be available, along with a 12 - 16 month budgetary plan. Jim Gibson commented that he was comfortable with the content and recommendations of the paper.

Trustees **approved** the continuation of the 2020 budget as planned and **agreed** that the Management Team would review the Corporate Strategy and reassess the financial position in September. **[Action Point 17]**

In discussion, Trustees enquired:

- what the likely impact on the Award could be, given that some public sector partners were likely to be affected by budget cuts. Emma Reed advised that SNH was comfortable that the Awards delivery targets were likely to be reduced; but remarked that there was a need to ensure that the financial impacts of furlough were aligned with their audit trail. Feedback from other government agencies, particularly in Scotland, had indicated that the Award was viewed as an opportunity in terms of the ‘green recovery’ and ‘health and wellbeing’, and

that outdoor learning was seen as an effective response in the new blended learning model

- whether a membership drive was planned for the second half of the year. Kevin Leland reported that the planned events, speaker programme, local members' groups etc were unlikely to take place in the second half of the year, but that there were plans to carry out a digital recruitment campaign in the Autumn. The intention would be to integrate this with the Award and to focus on the importance of wild places within the 'green recovery' context
- if plans were afoot for the return of the volunteering programme. Mike Daniels advised that pre-Covid and in light of staffing changes, the Trust had been reviewing its volunteering model, mindful of the connections with climate emergency and the green recovery. A hub-based approach was being considered, possibly with hubs at Glenlude and Schiehallion where facilities were available to better manage volunteering, although this had been postponed as a result of Covid. The intention was to reintroduce some form of volunteering as soon as feasible at Glenlude and Schiehallion, although it would not preclude individuals from undertaking tasks on other local sites. However, this would be subject to bringing staff, contractors and volunteers back, and ensuring the necessary health and safety processes and social distancing measures were in place

6 SAFEGUARDING POLICY

Emma Reed presented the Safeguarding paper, inviting Trustees to approve the Safeguarding Policy and to decide how they would execute their responsibility with regard to safeguarding. A key issue for decision was how to sign off the procedural element i.e. the guidance document to which staff and volunteers should adhere.

Trustees **agreed** that the Safeguarding guidance document should go to the HR Policy Committee for approval. **[Action Point 18]**

[Chair's note: Whilst approval of the Safeguarding Policy was not explicitly stated by Trustees, this may have been implied by the absence of further questions. Trustees will be asked to clarify their position at the next meeting.]

In discussion, Trustees:

- considered whether the Board was sufficiently engaged in safeguarding. Emma Reed commented that part of plan for roll out of the Safeguarding Policy is to engage the Board in safeguarding training which would explore how the guidance document applied to the Trustee role
- noted that having the guidance as a separate document allowed for regular updates e.g. in terms of changes in legislation, good practice etc
- discussed the need to strike a balance between receiving top-level policy versus the operational detail, in order that they could offer greater input. David Balharry commented that there was a fine line between Board oversight and Executive function and emphasised the need for a clear scheme of delegation. He indicated that a disproportionate amount of his time was inward-focused and

that he would wish to allocate more time looking externally to the significant policy issues facing wild land in the UK, setting priorities accordingly, and structuring the role of the Trustees to support in that space

- noted that having clear policies in place would not necessarily mean that they would be implemented and asked how they would get assurance on adherence to policies. David Balharry clarified that staff were mandated in the Staff Handbook to follow Trust policies. Drawing on experience of an audit process model made available through Children 1st, Dave Gibson suggested that the Trust may wish to consider using an independent audit process to review policies and procedures, as a means of providing support for staff and reassurance for the Board
- considered that the scrutiny of the safeguarding guidance document could go to a committee or smaller group of Trustees, which would allow for greater efficiency while still ensuring Trustee engagement

7 STATUS OF THE 24 JULY 'TOPICAL FORUM' MEETING

Dave Gibson proposed that the status of the July meeting was changed from 'Topical Forum' to formal Board meeting as there were substantive issues to be considered including: the appointment of Trustees to Committees and to external groups; the appointment of officers to the Trading Company; the England & Wales Development Plan; and the Award Review. Trustees **agreed** the change of status.

8 GOVERNANCE REVIEW - ARTICLES

Alan Dobie introduced the Governance papers and the latest draft Articles, reporting that he had consulted with Colin Liddell and the Governance Committee following the March Board meeting.

Trustees were invited to confirm they were content with the proposed wording of the five areas upon which members were to be consulted, as follows:

- Board composition – number of Trustees & co-option (8.1)
Trustees **confirmed** that the Board should comprise up to 12 individuals elected by the members and up to 3 co-opted individuals
- Trustee term of office – period & gap (8.2.2)
Trustees **confirmed** that 'a retiring Trustee shall be eligible for re-election after one three-year term, but no Trustee can serve more than 2 consecutive three-year terms, without at least 2 years out of office before being eligible again', subject to an amendment to the wording to clarify that 'a year' was defined as 'between 2 AGMs'
- Number of supporters (8.2.5)
Trustees **confirmed** that the question in the consultation document should be amended to offer a choice of 5 or 2 supporters
- Vice-Chair (article 9.3, stated as 9.1 in the tabled paper)

Trustees **confirmed** that the Board should have the 'option' to appoint a Vice-Chair. Trustees noted the view expressed by one Trustee that it should be a 'requirement' not merely an 'option', albeit it was not relevant for purposes of the question in the consultation document

- Ballot of members (6.12)

Trustees **confirmed** that the question in consultation document would be split into two parts: the first part would establish the principle of raising the threshold; and the second part would ask members what they think that threshold should be, providing a range of options to select from but making clear that the Board recommendation is 33% as previously agreed at the March Board meeting

Trustees' attention was also drawn to the adjustments made in respect of:

- the register of members (5.7) – 'the applicability of the Companies Act requirement to the Trust has now been established and is included but, in accord with practice elsewhere the attendant provisions aren't made explicit'.

Alan Dobie advised that following consultation with Colin Liddell, it had been established that the requirement to maintain a Register of Members did apply to the Trust as a company limited by guarantee, and therefore it would be stated in the Articles. However, the ancillary provisions in the draft article 5.7, stating that the Register was open to members and non-members, would be excluded from the Articles on the basis that other eNGOs and membership organisations did not include such provisions. Trustees **agreed**.

- Board turnover (8.2.1) – this provision had been simplified by the removal of the reference to one third of elected Trustees from the Articles and instead talks to the period of office of individual Trustees. Trustees **agreed**.

In discussion, Trustees noted:

- the reference to a 'three-year' term should be removed from 8.2.1 and 8.2.2, in light of those Trustees who may be serving a reduced term/ backfilling an early vacancy
 - a 'term' should be defined specifically e.g. as 'between AGMs' and appropriate wording should be considered
 - the suggestion that the term of office could run from and to a specific date in the year e.g. from/to 1st June
 - there was ambiguity around whether a Trustee backfilling a vacancy should serve a reduced term, in order to maintain the cycle of replacing one third of Trustees annually; or whether that Trustee would begin a full 3-year term from the outset. Trustees **agreed** that reduced terms would continue to be served, as required, to maintain the cycle of replacing one third of the Board annually.
- Membership (5.4) – the removal of an appeal against refusal of membership, but with a right of appeal against an expulsion (now in 5.9). Trustees **agreed**.

Trustees **noted** the following suggestions:

- Those on the Appeal Committee should differ from those making the original decision to expel an individual from membership, and one third of the Board should always be excluded from the initial decision-making process in order to protect them for taking part in a later appeal
- The 600-word limit in section 2 of the consultation document should be removed to allow for greater openness. On the other hand, an indication of appropriate length was also seen to be worthwhile and it was suggested that this might be revisited at a later date

Alan Dobie advised that the draft Articles were being approved for consultation only and were not a final document, so further refinement would be possible.

Additional paper: Proposed Change to Articles – Members’ Rights

David Balharry spoke to the paper, outlining that: there was an issue concerning members’ rights in relation to Trustee elections; that the qualification of members’ rights should be contained within the Articles, not the Standing Orders; and the way in which a Trustee’s term of office was defined should be amended so as to run between AGMs.

If there was an appetite to guard against ‘entryism’ - and if the Trust was not already protected against this by other mechanisms – there could be an option to include an additional period of time e.g. 6 or 12 months.

In discussion, the following points were made:

- the use of specific calendar dates, as opposed to a period of time such as 3 months, could be problematic when other aspects of the process tend to run along qualifying time periods, and should unforeseen circumstances alter certain key dates/events
- greater experience of Trust should be required from members standing as Trustees than members who were nominating or voting
- the qualifying period for members as proposed in paragraph 2a of this paper differs from that proposed in the current draft Article 6.7.5 so this conflict would need to be resolved

Trustees **agreed**, in principle, that there should be greater clarity around members’ rights in the Articles; and that the Governance Committee should consider further these proposals and the other governance matters raised, and bring back recommendations to the July Board meeting. **[Action Points 11 & 12]**

9 GOVERNANCE REVIEW – CONSULTATION

It was suggested that the first two paragraphs of the consultation letter to members should be inverted, as the second paragraph made for a more engaging opening.

Trustees **agreed** that the Governance Committee would consider any further work required on the consultation and bring back to the July Board meeting.

10 RISK REGISTER – REVIEW & DECISION

Kevin Lelland introduced the Risk Register paper, inviting Trustees to seek clarification on any risks which were within tolerance, before considering the risks flagged as Amber or Red.

Trustees **noted** the risks and their scoring on the Risk Register and discussion ensued as follows:

Ref E5 - Amber

- Trustees asked for an update on the plans for return to work for staff, and for the Management Team's view on whether the Board should sign these off given the Health and Safety implications. Mike Daniels advised that: staff were receiving weekly updates from the Covid Response Team; all staff had been required to sign off risk assessments; and, in addition, Land staff were required to complete a site risk assessment on their respective properties. Discussions were also underway with regard to obtaining the necessary PPE, mindful of the need to explore environmentally sensitive options where possible. Mike Daniels pointed out that there were divergent views in local communities in terms of tourists returning and that the Trust was not promoting the return; but that it was following government guidance to ensure that staff and properties were prepared for the eventual re-opening
- It was noted that, as allowed, it would be prudent to open properties up fully so that toilet facilities were in place for visitors, thereby avoiding a potential health hazard. Mike Daniels remarked that the Trust was aware of these issues and mindful that some people were also reluctant to use public toilets, but the Trust was working through these challenges. Kevin Lelland advised that an opinion piece around these issues had been posted on website
- Trustees enquired what the plans were with regard to a return to the Pitlochry office. Mike Daniels advised that a programme for return had been set out in accordance with the Scottish Government's phased approach

Ref G1 - Amber

- Trustees suggested that this could be updated, given the new intake of Trustees. David Balharry commented that it was on track to remove its amber status once the action has been completed
- Trustees noted the need to remind members of the skills being sought at the time of the Trustee ballot as well as at the nomination stage, and it was

suggested that legal advice should be taken on this. Dave Gibson suggested that a wider review of the Trustee election process might be considered. Alan Dobie reminded that the co-option proposal could assist with filling skills gaps, highlighting the importance of making clear, in the consultative document, the advantages of co-option

Ref P4 - Amber

- Trustees noted that P4 was now within risk tolerance, so its Amber status should be amended.

Ref R7 - Red

- Kevin Lelland explained that this risk remained at Red owing to Covid as there had been no Land staff at work to put planned mitigations in place. Discussion ensued on the potential reputational risk and opportunity around this and David Balharry emphasised that if the Trust aspired to purchase wild land on a larger scale, it needed to demonstrate intent and ability. He advised that the England & Wales Development Plan would consider how it connects with all the Trust's property aspirations, and would create the appropriate authorising environment for other proposals to be brought forward. Mike Daniels commented that there was a strategic policy opportunity around deer management, that he was working on bringing a 5-year deer management plan to the September Board and that the new management plans for properties would identify strengths and gaps

Ref P1 - Red

- To address the over reliance on individuals for critical business functions, the Management Team proposed recruiting to four posts, as detailed in the paper – two of which had non-budgeted salaries requiring Board approval

Trustees asked if the Marketing & Communications Manager role involved a takeover of a key area of Kevin Lelland's skillset, and also whether the change in the Head of Policy role might involve a dilution of the influencing function.

In response, David Balharry commented that the Marketing & Comms Manager role and the Land Operations Manager role would provide Kevin Lelland and Mike Daniels, respectively, with additional capacity, freeing up their natural skillsets and avoiding grade slip. In respect of policy, David commented that the combination of his own external-facing work and Mike Daniels' skillset would ensure a strong policy influence. Mike Daniels added that the other Policy staff were forming a cohesive team and that Policy should not be siloed as many policies were Land-based. David Balharry indicated that as the England & Wales Development Plan took shape, some form of restructuring could be required, possibly around 18 months down the line.

Trustees **approved** the Land Operations Manager and the Compliance & Finance Manager posts.

11 FINANCE UPDATE

Kerry Ross presented the Finance paper, highlighting that some previously raised questions had already been addressed in the Management Team Response paper

circulated prior to the meeting. A draft of the Finance paper had been reviewed at a Finance Committee meeting at end of May; and a further FC meeting was suggested for August. Trustees **noted** the position.

12 POLICY CASEWORK

Mike Daniels spoke to the Policy Casework paper, reporting that notwithstanding Covid-19 the public sector had not been on furlough, so policy casework had continued apace. Despite predictions that windfarm developments would have slowed down following the removal of subsidies, that had not been the case. Furthermore, as the climate emergency came to the forefront of public consciousness, the discourse had changed with the potential for public to question further why the Trust would object to windfarms.

In discussion, Trustees:

- requested an update on the Trust's criteria for determining whether it would object to a windfarm. Mike Daniels explained that there was a clear process which he would share with Trustees after the meeting. **[Action Point 19]** In Scotland, the Wild Land Areas were a key flag in the process i.e. if a development is in or would impact a WLA
- asked if the climate change discussion was driving the world towards more windfarms. Mike Daniels commented that evidence suggested levels of onshore windfarm planning applications were high, although there was also a drive for offshore renewables. David Balharry remarked that the Trust should be clear that its objective was to protect the attrition of wild land - not that it was intrinsically against renewables – and that it needed to evidence that attrition and surface that more widely across the UK
- welcomed the increased connectivity between different areas of the Trust's work
- asked for an update on Glenshero. Mike Daniels reported that the Trust had submitted an objection jointly with Wild Land Ltd and that it would go to public enquiry in November
- enquired if all planning applications being screened were currently in Scotland. Mike Daniels confirmed that most were, largely owing to a lack of capacity for screening applications in England and Wales. However, if an application was brought to the Trust's attention it would consider it as in the case of a recent proposal in Wales
- commented that, where there was potential reputational risk, there was a need to have policy statements endorsed by the Board, so that staff could stand up to politicians, the media, developers etc with the support of Board behind them. However, Trustees **noted** that clarity was still required around: what constituted a policy versus a position statement; which of these would be brought to the Board; and the associated review cycles **[Action Point 13]**
- advised that it was worth referring to the SEPA sector plan for fish farming, remarking that it was a controversial and complicated issue **[Action Point 20]**

13 LANGHOLM INITIATIVE UPDATE

Mike Daniels reported that there had been positive media coverage around the Trust's pledge to the Langholm Initiative, although a considerable amount of funding still had

to be raised. An adjoining area of land was being considered by a neighbouring community which may offer some options for major donors, and the Trust was also involved in those discussions. However, its main focus remained with the Langholm community initiative.

14 RETURNING OFFICER'S REPORT

David Balharry advised that the Members' Ballot had taken place in challenging circumstances when Tower House was closed during lockdown, and that this had created some difficulties. David Balharry confirmed that there were 10 spoiled ballot papers which did not reach Civica which, when combined with the invalid votes recorded by Civica, could have had an effect on the outcome of the election. Trustees commented that one of the benefits of using an independent election scrutineer is that they can advise on how best to deal with the situation going forward; and David Balharry confirmed that various aspects of the process would be reviewed to avoid these issues recurring in future. Trustees also remarked that there had been a low overall turnout and that the Trust might wish to consider how to increase members' participation in future elections; Xander McDade offered to assist the Management Team in this regard.

15 AOCB

- Retiring Trustees - To celebrate the contribution of the retiring Trustees, Dave Gibson proposed holding a virtual drinks party to which Trustees and the Management Team would be invited **[Action Point 21]**
- Electronic papers – David Balharry proposed having a conversation with each Trustee individually to explore possible alternatives to issuing hard copy papers, in order to align with the Trust's responsibilities as an eNGO. For example, supplying equipment, providing IT training or continuing with hard copies could all be considered to best meet individual needs **[Action Point 22]**

Dave Gibson thanked Trustees, staff and the advisors for joining the meeting, commenting that the contribution of retiring Trustees would be reflected on further at the AGM.

Iona Sutherland - 24 June 2020