

**JOHN MUIR TRUST: TRUSTEES' MEETING****Minutes of Meeting held on Monday 20<sup>th</sup> March 2017 at Melting Pot, Rose Street, Edinburgh****Present:**

Peter Pearson (Chair), David Broom, John Finney, Peter Foulkes, Jim Gibson, Steve Green, Patricia Jordan, David MacLehose, Duncan Macniven, Jo Moulin, Hugh Salvesen, Chris Townsend and Deirdre Wilson..

**Apologies:**

John Fox-Davies and Douglas Wynn

**In attendance:**

Fiona Kindness (Acting Chief Executive), Helen McDade (Head of Policy – from item 8) and Andrew Bachell (Chief Executive elect – items 8 to 11).

**Item 1 – Introductory items**

Peter Pearson welcomed all to the meeting and noted the apologies. He requested declaration of any conflicts of interests: none was reported.

Fiona Kindness informed Trustees that she had accepted a Chief Finance Officer post in the voluntary sector in London and would be leaving the Trust towards the end of June. Trustees warmly congratulated her and noted that Duncan Macniven would convene an appointment panel to recruit a successor.

Peter Pearson noted that this was the last meeting before John Finney, Jim Gibson and David MacLehose retired and he thanked them for their years of service as Trustees. John Finney, who had acted as returning officer, reported that there had been 5 nominations for the 5 vacant positions, including 2 existing Trustees (John Fox-Davies and Duncan Macniven) and 3 new nominees, whose candidate statements he would circulate to Trustees [**Action Point 1**]. Peter Pearson proposed that, since none of the new Trustees was an accountant, Jim Gibson should be appointed as an adviser to the board. Trustees **agreed**. From the point of view of good governance, John commented that this would be an appropriate matter to be decided at the first board meeting after the AGM, when the new Trustees would be present and when the skills of the board would be considered with respect to appointment to committees and working groups.

**Item 2 – Minutes of last meeting**

The draft minutes of the meeting on 5<sup>th</sup> December 2016, including the confidential minute, which had been circulated with amendments previously proposed by Trustees, were **approved** as so amended.

**Item 3 – Matters Arising**

On the acquisition by the Liberty/SIMEC Group of the former Rio Tinto property at Fort William which marched with the Trust's landholding, Patricia Jordan reported that the new owners' agents had held a series of consultation meetings with local interest groups which had suggested a positive future for the property.

Peter Foulkes reported that the Plynlimon property had been purchased by private individuals who were seemingly conservation-minded.

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

Progress on the Action Points from previous meetings was **noted**. On Action Point 2 from the meeting on 24<sup>th</sup> September 2016, Fiona Kindness reported that the Trust had been awarded an agri-grant from SNH of £12k per year for 5 years in connection with proposed moorland management and work to encourage wading birds at Strathaird. David MacLehose noted that the grant did not alter his view that the property should be sold.

### **Item 5 – Deer culling at Nevis**

Trustees discussed Mike Daniels's email of 1 March recommending that, to achieve the agreed cull in Glen Nevis, more deer carcasses should be left on the hill (the venison having been removed) than had been agreed by Trustees at their meeting in June 2016. A decision had been urgent in order to allow the cull to be completed and, taking account of the fact that SNH and the Special Area of Conservation steering group were content with the proposal, Trustees had unanimously agreed with the recommendation. Trustees **confirmed** that decision.

### **Item 6 – AGM Special Resolution**

Trustees discussed the draft agenda for the AGM in May and in particular the wording of the Special Resolution to amend the Articles of Association to allow a Trustee to complete two 3-year terms as Chair, even if elected as Chair in his or her second term as a Trustee. The wording was **agreed**.

### **Item 7 – 2016 Accounts and Annual Report (Paper B)**

Introducing the Accounts, Fiona Kindness and Jim Gibson (as convener of the Finance Committee) explained that the report from the auditors was unqualified, after an audit which had been more straightforward than last year's. The Finance Committee recommended approval of the Accounts themselves and the associated documents.

In discussion:

- Jim Gibson drew attention to the discussion, at the meeting with the auditors, of the possibility of creating a designated reserve to provide a buffer for years when legacy income was low. His view was that such a reserve was unnecessary at present, but that it should be kept in mind as an option.
- John Finney asked whether the Trust had adequate control over the use of grants which it made to non-charitable bodies. The issue arose following a recent Charity Commission enquiry into a charity where concerns were raised as to whether grants it made were in accordance with its charitable objectives. Fiona Kindness explained that the two examples would be grants under the Conservation Fund and the Bill Wallace and Des Rubens grants. With respect to the Conservation Fund, it was established to help community projects on land either managed by the Trust or by community landowners who work in partnership with the Trust and applications were only approved by Mike Daniels and the CEO if in accordance with the Trust's charitable objectives. Hugh Salvesen, who was a member of the panel which disbursed the Bill Wallace and Des Rubens grants, noted that the point should be covered in the grant offer letters. Fiona Kindness would check that, and consider any other examples. [**Action Point 2**]
- Trustees considered whether the audit of the accounts should be tendered and concluded that, although it was in principle desirable, it would be unwise to do so at a time of change of Finance Director.
- Minor changes were suggested to the Trustees' Report.

Subject to these changes, Trustees **approved**:

- the letter of representation to the auditors, covering both Trust and Trading Company;
- the letter of support and loan agreement from the Trust to the Trading Company;
- the consolidated financial statements relating to the Trust;

and Directors of the Trading Company **approved**:

- the letter of representation to the auditors;
- the letter of support and loan agreement from the Trust to the Trading Company;
- the financial statements relating to the Trading Fund.

Fiona Kindness noted that these approvals allowed the relevant Trustees to sign the various documents [**Action Point 3**]. Trustees thanked her for her efforts, and those of her team, in preparing the accounts and having them audited.

The draft Annual Report for 2016 was considered, and **approved** subject to drafting suggestions. Trustees agreed that it be published in time for the AGM [**Action Point 4**] and congratulated those concerned with its production.

### **Item 8 – Review of Risk Register (Paper C)**

Andrew Bachell, recently appointed as Chief Executive and due to take post in mid-June, was welcomed to the meeting.

The Management Team’s recommendations on the following items on the Risk Register were discussed:

- Item 2: The possibility of Scottish independence was again being discussed and the probability of it undermining the Trust’s UK business model during the next year seemed “Modest” rather than “Low”, taking the risk beyond the Trust’s risk tolerance.
- Item 3: Brexit was split out into a separate item. Trustees considered that the potential impact of Brexit was ‘Considerable’ rather than ‘Marginal’ but that the probability of impact in the next year remained ‘Low’. In both these cases, the main risk lay beyond 2017 – a point which might be made clear in the “Anticipated impact to risk status” column.
- Item 5: The data protection reference sat more appropriately under item 19.
- Item 10: The risk from lack of staff capacity was now above the risk tolerance threshold.
- Item 12: The risk from vacant posts, on the other hand, had reduced and was now tolerable.
- Item 18: The risk of failing to maintain partnerships was also now tolerable.
- Item 19: John Finney’s current work on reviewing the Trust’s suite of policies should be mentioned.
- Item 27: The risk of poor financial performance remained above the tolerable threshold and should continue to be carefully monitored, with a report to Trustees in September to minimise any corrective action which might be needed.
- Item 29. In the light of healthy membership growth in 2016, the probability could be reduced to “Low”.
- Item 33: The HLF funding for the Award having been secured until 2018, the probability could be reduced to “Low”.
- Item 38: The risk of over-reliance on restricted/unpredictable funding sources remained above the risk tolerance.

Trustees **approved** the Register, with the amendments noted above and in Paper C.

### **Item 9 – Health and Safety Report and Revision to Policy (Paper D)**

Fiona Kindness explained that the paper took account of the likely lease of Glenridding, particularly the open access land controls under the Countryside and Rights of Way Act 2000. In addition, it incorporated new sections on the Employee Assistance Programme, Employee Wild Days, remote working and the safeguarding of children and vulnerable adults.

Trustees **approved** the revised policy subject to clarification of the deletion (on page 11) of the mention of a risk assessment for group visits.

#### **Item 10 – Safeguarding Policy (Paper E)**

Fiona Kindness explained that in reviewing the Trust's policies for working with children, the health and safety committee had drafted a formal safeguarding policy. This was particularly relevant because of the impending work on the Award with East Ayrshire Council. Trustees **agreed** that it was adequate for that purpose but asked for clarification of the arrangements for incident reporting (page 2) and requested that the policy be reviewed annually by Trustees.

#### **Item 11 – Brexit**

Helen McDade said that she had nothing to add to the passage in the Operational Report (Paper Gii). Trustees warned against duplicating the work of other bodies with similar interests but wider remits and more staff. The aim should be to keep in touch with developments and prepare to intervene when it appeared that decisions were being taken which affected wild land. Trustees asked for the matter to be kept on their meeting agendas.

#### **Item 12 – Plans for 2017 AGM (Paper F)**

Trustees **noted** the preparations being made for the AGM, regretting that the coincidence with other events at Fort William, which were leading to accommodation difficulties, had not been identified at an earlier stage. Patricia Jordan pointed out that there were many bed and breakfast establishments which did not book through the internet and which were unlikely all to be full: the tourist information centre could signpost these.

#### **Item 13 – Operational and Financial Update (Papers Gi and Gii)**

On the Financial Update, Fiona Kindness noted that the expected £100k Reece grant, and the £96k SNH grant, had been received since the paper was written, together with an unforeseen £40k donation. Trustees **welcomed** the update.

On the Operational Report:

- Peter Pearson updated Trustees on progress at Glenridding. The National Park's consultation with community groups was in hand and a decision on whether to grant the proposed 3 year lease to the Trust was planned for mid-May. Pete Barron was in active liaison with the local community and a satisfactory meeting had been held with the Foundation for Common Land and the Federation of Cumbrian Commoners, whose views were crucial. The public meeting at Glenridding, attended by about 30 people, had also gone well and had elicited positive support from the chairman of the community council. Meetings had also been held with neighbouring landowners, one of whom was negative – but United Utilities, which owned the land to the west, had been interested in landscape-scale action. Local Trust members were preparing to run work parties, which was extremely helpful. A further meeting was pending with Friends of the Lake District and the local MP also seemed well-disposed. In short, the Trust was establishing a good reputation locally. More widely, within a week of the announcement of the Trust's potential lease, two offers of donations had been received which exceeded the likely purchase price.
- Helen McDade reported that, on Stronelairg costs, the Scottish Government's lawyer had on 14 March rejected the Trust's offer of £55k as too low. Her intention was to make no early response.
- Helen McDade reported that Wild Land Ltd had been granted permission to launch a judicial review of Ministers' decision to give consent for the Creag Riabhach wind farm.

- Peter Foulkes questioned whether it was wise to expand the toilet facilities at the Sandwood Bay car park, which seemed over-used by camper vans.
- Peter Foulkes drew attention to the recently-announced Scottish Government peatland restoration fund and asked whether it was relevant to Trust properties, especially Sandwood Bay. Helen McDade agreed to pass the question to Mike Daniels

Trustees **noted** the Operational Report.

#### **Item 14 – Chairman’s Report**

Trustees **noted** the report and thanked Peter Pearson for his efforts over a very busy 3 months..

#### **Item 15 – 2016 HR Report**

Trustees **noted** the Report.

#### **Item 16 – SNH Wild Land Areas Consultation**

Trustees **noted** the Trust’s proposed response to the SNH consultation and the call to members to respond also.

#### **Item 17 – CEO Appointment**

Duncan Macniven, who had chaired the appointment panel, reported that the recruitment had gone smoothly, in line with the timescale envisaged at the last meeting. The recruitment consultants had been indispensable in handling the large number of applications (over 110) and in providing high-quality advice for the sift and for the interviews with the 7 short-listed candidates. The contribution of the external panel member had also been important. Trustees **thanked** Duncan Macniven and the other panel members for their efforts.

#### **Summary of Action Points**

**AP1** John Finney would circulate candidate statements of the three new trustees.

**AP2** Fiona Kindness would check the adequacy of the Trust’s control over the use of its grants to non-charitable bodies.

**AP3** The relevant Trustees would sign the documents relating to the Annual Accounts.

**AP4** The Annual Report would be published for the AGM.

Duncan Macniven  
25<sup>th</sup> March 2017