

JOHN MUIR TRUST: TRUSTEES' MEETING

Minutes of Meeting held on Monday 7 December 2015 at the Atholl Centre, Pitlochry

Present:

Peter Pearson (Chair), Gill Bond, John Finney, Steve Green, Patricia Jordan, David MacLehose, Rob McMorran, Duncan Macniven, Chris Townsend, Deirdre Wilson, Bill Wright

Apologies:

John Fox-Davies, Jim Gibson, Jo Moulin, Will Williams

In attendance:

Stuart Brooks (Chief Executive), Fiona Kindness (Director of Resources), Helen McDade (Head of Policy) until item 5, Crispin Agnew (by Skype) for item 5, Rob Bushby (Manager, John Muir Award) and Andy Naylor (John Muir Award England Manager) until item 6, Linda Coupar (minute taker)

Item 1 – Welcome, apologies, conflicts of interest

The Trust's Chair, Peter Pearson, welcomed everyone to the meeting. He drew trustee attention to this being the last meeting where Linda would be taking minutes and on behalf of trustees thanked her for doing this and for all the support she has given to trustees over the years.

He asked whether there were any conflicts of interest and none were declared.

Item 2 – Minutes of meeting of 5 September 2015

The draft minute with tracked changes had been circulated to trustees.

Trustees suggested further amendments:

Item 7 – Reference to Campaign for National Parks should read 'National Parks England' Preliminaries Item c) Draft Wild Land Policy - The final sentence in the third line should read 'the policy should focus on protection and make reference to enhancement'

Item 5 - Operational report - Remove the word 'acknowledged' from the penultimate line.

Action points table – to be renumbered

The minutes were **approved** subject to these amendments

The draft confidential minute was **approved**.

Minutes of meeting 23 October 2015

The draft confidential minute with tracked changes had been circulated to trustees.

The minutes were **approved** subject to these amendments

Item 3 – Matters Arising

The subject of land disposal was raised, with the suggestion that a valuation be obtained and the matter added to the agenda for March trustees meeting. SB stated that capacity issues might prevent this happening to this timescale as Q1 is a very busy period.

There were no other matters arising.

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

8th December 2014

2 – Governance Working Group to consider media relations – discharged as on agenda.

23rd March 2015

8 – Provide Trustees with draft Communications Strategy – scheduled for completion in 2016

9 – Review HR Policy Committee remit – discharged as on agenda.

4th / 5th September 2015

1 – Draft paper regarding the top 10% wild land areas in UK – outstanding

2 – Draft revised Wild land Policy for discussion – Outstanding

3 – Greater London National Park – explore with National Parks England – discharged

4 – Greater London National Park – explore situation with IUCN UK Committee – discharged

5 – Meeting dates 2016 – discharged

23rd October 2015

Produce and outline fundraising strategy for the HLF Award Project – discharged, on agenda

2 – Make presentation to trustees on detail of the HLF England Award project – discharged as on agenda

3 – A remit for the staff restructure (2015) Group to be circulated to trustees – discharged

4. Dick Balharry Award - discharged

Item 5 – Stronelairg Judicial Review Update – see confidential minute

Item 6 – John Muir Award in England (Paper B)

RB circulated a paper to update trustees on progress with the John Muir Award in England and gave further detail in a Powerpoint presentation at the meeting.

The historical and UK background was provided by RB, whilst Andy Naylor pulled out key points and highlights from the circulated paper, including progress against targets, funding, partnerships, education and focus for 2016.

RB said that in terms of match funding with HLF, we are behind target at present but stated that there were many ongoing approaches and applications and a change of emphasis regarding targeting of key trusts. There was also engagement with the public sector which is likely to produce results in next 3 years.

Trustees were invited to discuss the adopted approach and JMA's plans for the future.

Questions were asked on HLF funding and managing relationships with large partnerships as a mechanism for growth in the number of awards.

SB spoke about his positive meeting with Natural England where he pitched the JMA to them. RB will now follow up to discuss and arrange further collaboration. This follows the very successful partnership working we have in place in Scotland with SNH and Scottish Government.

It was questioned whether Sheila's departure would affect the JMA, but RB doubted that it would impact significantly.

It was also questioned whether Matlock was the right location for us, but it was pointed out that it was good value as using YHA office space free of charge, and concluded that it was as good as any location. Trustees **thanked** RB & AN for their report and looked forward to an update later next year.

AP1 – RB to provide an update report to trustees in 2016

Item 7 – 2015 Restructure Outcome (Paper C)

SB provided the trustees with a summary of outcomes from the restructure process.

PP acknowledged the paper and gave SB & FK a great deal of credit for the work done in the restructure.

SB stated that he is currently working on the 2016 Operational Plan which will be completed by end of January, and acknowledged the support of FK and colleagues on the Restructure Working Group who were charged with overseeing and implementing the process.

Despite the voluntary redundancies, SB stated that pressure still remains on the budget which will be in deficit in 2016.

Item 8 – Operational Update (Paper D)

SB circulated the Operational Report which covers the period since the last meeting of trustees in September 2015. It provides an overview of activity across all areas of the Trust operations.

Trustees noted the report. PP stated that Trustees had visited Blaven following their meeting on Skye in September and had **noted** the excellent work done by Chris Goodman and his team on the Blaven path.

Item 9 – Chair’s Update (Paper E)

PP circulated a report on some of the activities undertaken by him in his capacity as Chair in the past three months.

Trustees **noted** the report.

Item 10 –Budget 2016 (Paper F)

FK spoke to the circulated paper which summarised the 2015 forecast, the assumptions behind the 2016 budget and provided an explanation of the potential implications for 2017 and 2018.

SB was confident that the budget, albeit deficit, was appropriate given the level of savings made and balance on existing funds. There was concern expressed that the budget, albeit acceptable for 2016, could not be sustained for 2017 and 2018. Also whether reductions in the staffing within the fundraising dept. could place us more at risk. SB stated in future there would be more focus upon an identified number of supporters/donors, rather than completing large numbers of more speculative applications to funders.

PP suggested that a line be put against major donor income in future so that it is clear what is being achieved by the fundraising dept’s relatively new initiative. FK reiterated that the majority of major donor income would appear within other income lines – most notably charitable trusts. A separate analysis could be done to show the return on major donor fundraising.

In response to an enquiry, SB confirmed that both the Gannochy Trust and the Robertson Trust were being approached for funding for the JMA and both had attended a recent dinner hosted by Adam Gillingham at Turcan Connell.

SB stated that JMT had lined up a number of approaches to a variety of Trusts and there was confidence in the work that Jeremy had done bearing fruit in the future.

FK concluded that the 2016 budget is not without risk.

Trustees **noted** the reforecast for 2015

Trustees **agreed** to redesignate certain funds to create a restructuring costs fund.

Trustees **approved** the Trust budget for the year ending 2016

Trustees **noted** the potential Trust budget for 2017 – 2018 based on the assumption of current activity levels

Trustees **approved** the Trading Company statement for year ending 2016

Trustees **noted** the Trading Company budget for 2017

AP2 – SB to provide a separate section in the operational report on major donor fundraising outcomes

Item 11 – Corporate Strategy Report & 2016 Strategic Priorities (Paper G)

SB provided the Trustees with a progress report on the delivery of the corporate strategy with the aim of agreeing priorities for 2016.

The circulated Progress Report was discussed and priorities **agreed** by trustees.

AP3 – SB to circulate the report to staff

Item 12 – Governance Review Items (Paper H)

John Finney, Convenor of the Governance Working Group, spoke to his circulated paper. Trustees were invited to consider a total of seven recommendations relating to the remits of the Human Resources Policy Committee (HRPC) and the Finance Committee, and the annual review of Standing Orders.

1.1 HRPC remit - PP asked (on behalf of John Fox-Davies) whether the requirement to meet twice a year, was actually undertaken and whether it was necessary to do so. It was agreed that the remit of the HRPC should be changed so that they meet *at least once* a year. It was thought best to allow things to settle down following the restructure before deciding whether a meeting is required. In any event, the Restructuring Working Group would meet beforehand.

JF provided trustees with information on every item reviewed. Trustees **agreed** the following recommendations:

- a) Trustees **approved** (a) the remit of the HRPC and (b) no change to the remit of the FC.
- b) Trustees **approved** that no amendment is required to Standing Order 6.1 concerning reviews of memberships.
- c) Trustees **approved** the proposals that (a) Trustees refer media approaches to the Press Officer and (b) this be set out in the introductory guidance as part of the induction procedure for new Trustees.
- d) Trustees **approved** the proposal that, given the biannual Board Effectiveness Questionnaire (modified appropriately) is used to assess the effectiveness of the Board as a whole, no specific performance evaluation of (a) Trustees and (b) the Board chair be introduced.
- e) Trustees **approved** that no change is made to Standing Order 3.3 relating to succession planning for the chair.
- f) Trustees **approved** the proposal that the election-related procedures set out in 2.5 above be followed.
- g) Trustees **approved** the proposal that no changes are made to (a) mechanisms for the removal of Trustees (Article 36) or (b) the current position on co-option, but that both issues be revisited as part of the 2016 review.

No AOB.

Date of next meeting – Monday 21 March, Edinburgh – venue tbc

Summary of Action Points

AP1 – RB to provide an update report to trustees in 2016

AP2 – SB to provide a separate section in the operational report on major donor fundraising outcomes

AP3 – SB to circulate corporate strategy report to staff