

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

### **Minutes of Meeting held on Monday 8 December 2014 at Tower House, Pitlochry**

#### **Present:**

John Hutchison (Chair), Heather Alexander, Gill Bond, John Finney, John Fox-Davies, Jim Gibson, Rob Mc Morran, Peter Pearson, John Thomas, Will Williams, Bill Wright

**Apologies:** Richard Fraser Darling, David MacLehose, Jo Moulin

#### **In attendance:**

Stuart Brooks (Chief Executive), Fiona Kindness (Director of Resources), Linda Coupar (minute taker)

#### **Item 1 – Welcome**

The Chair welcomed everyone to the meeting. John Hutchison will stand down as Chair after this meeting, handing over the post to Peter Pearson.

#### **Item 2 – Minutes of meeting of 4 October 2014**

Item 9 - SB initials to go against AP6 reintroduction policy.

Item 11 – the fourth sentence should read ‘The Trust would need to ensure any direct links to corporate funders for its own projects followed our donor policies’.

Subject to these amendments, the minutes were **agreed**.

#### **Item 3 – Matters Arising**

Withdrawal from Scottish Environment Link - SB stated Link had been informed by letter of the decision made at the last trustees meeting. In view of the fact that three letters had been received, and an official response from Link, a meeting has been arranged with LINK for January. Stuart Brooks, Helen McDade and Peter Pearson will represent JMT and meet with Jen Anderson (Link Chief Officer) and Helen Todd (LINK Chair). SB stated that our membership ends in April 2015.

Since trustees were keen to reopen the discussion, more than 2/3 of the meeting voted to suspend standing order 1.3.7 and, after discussion, modified the decision at the October meeting and resolved to have a report back for their March meeting.

It was **agreed** that the JMT taskforce proceed with their meeting with Link in January outlining our concerns and expectations and then report back to the board in March with the option to revisit the decision.

There were no other matters arising.

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

15/6/2012 – Sconser – SB explained that the Trust had believed it would be in the community’s interest to have a formal grazing agreement however the community have not taken up the offer. It was therefore **agreed** to remove this long standing action point. Discharged

8/9/2013 – Penrith - Graham Watson has written to MP re outdoor initiative to engage him. Discharged.

4/10/2014 – Jura consultants visit – this will take place in the near future when the consultant is next in Pitlochry. Outstanding

**Item 5 – 2015 – 2019 Corporate Strategy (Paper B)**

SB stated that the Corporate Strategy had been reworked following the October meeting and talked the Trustees through the document page by page.

The document was discussed and further minor amendments were suggested.

JCH thanked SB & Staff for their work on the corporate strategy.

AP1 - SB will incorporate the suggested amendments and circulate the revised Corporate Strategy around trustees for final approval.

**Item 6 – Budget (Paper C)**

FK spoke to the circulated papers. The year end position would be refined and the reforecast was taking a conservative perspective. FK asked trustees to note that a 1% staff salary increase would apply.

A decision has not yet been made on the Wales fund and it was asked how the decision will affect the 2015 budget. FK stated that we will be writing to all donors imminently and possibly drawing down from that fund. There are plans for other funds to be drawn down in 2016.

Members mailing costs were discussed including the cost of providing an annual report in the members' mailing. Our new Head of Communications will review the Trust's mailings over the course of next 4 months.

Trustees **noted** the financial position.

Trustees **approved** the budget for the year ending 2015 and noted the potential budget for 2016 – 2017 based on the assumption of current activity levels. They will continue to closely monitor the financial situation over next 12 months.

JCH thanked FK for her work.

**Item 7 – Governance (Paper D)**

HA spoke to the circulated papers which reported on seven matters that have been considered by the Governance Working Group (GWG) over the past year : Revised GWG remit; Board operations paper; Annual review of Standing Orders; England and Wales Governance; Encouraging new trustees; Co-option and Engaging with members and neighbours. Trustees were happy with the revised Governance Working Group remit.

JCH recorded his thanks to HA for her support and work.

The membership of the Trust's various working groups and committees were discussed and the following changes were noted with immediate effect and until after the 2015 AGM when membership of all groups will be re-visited:

Chair of Governance Working Group – Peter Pearson

Chair of Finance Committee – Jim Gibson

New member of Finance Committee – John Fox-Davies (who leaves Governance Working Group)

Trustee representative on Health & Safety Committee – Bill Wright

Trustees **agreed** these appointments.

The Board operations paper was produced as a response to the recent Board Effectiveness survey and provides an aide memoire to assist new Trustees. Trustees welcomed the paper and subject to some minor amendments **approved** the paper.

The annual review of Standing Orders includes reference to development boards, the forthcoming OSCR requirements for charities, the need for candidate trustees to sign a declaration of fitness to stand and a Board calendar to give ongoing guidance. These items were discussed and suggestions made for inclusion. Subject to these suggested amendments the revised Standing Orders were **approved**. The topic of Trustees communication with the media was raised and it was agreed that this would be discussed in a separate meeting.

AP2- GWG will discuss Trustees' communications with the media in a separate meeting.

BW asked the GWG to consider incorporating within the Standing Orders an annual review of the external organisations that the JMT is a member of. This would prevent the JMT looking at any individual membership in isolation. JCH suggested that an annual review could be unduly onerous and other trustees were content to leave the decision to SB's discretion.

AP3 - GWG will look at the possibility of annual review of the JMT's membership of external organisations.

England and Wales governance – The GWG recommended that separate England and Wales Working Groups be established and Trustees **agreed** that the Wales Advisory Group be set up prior to the AGM. It is suggested that the remit be discussed at the January Topical Forum.

AP4 – SB & WW will prepare a remit with assistance of BW & PP, for consideration at the March Trustees meeting.

Trustees noted the sections relating to the encouragement of new trustees, co-option, engaging with members and neighbours and **approved** the recommended actions.

#### **Item 8 – Membership Subscription Increase (Paper E)**

FK provided background to the circulated paper which proposed an increase to members' subscriptions. Subscriptions were last increased in 2009 and the paper made various recommendations and proposals. Trustees were content with the proposed increases, subject to a modification in the increase for concessions, and **agreed** to bring a resolution to the next AGM to increase our membership subscription rates.

Thanks were given to FK & Iona for the work involved in the paper.

#### **Item 9 – Carreg y Saeth Isaf – Donation Policy (Paper F)**

SB spoke to the circulated paper and asked trustees to agree a way to inform donors that the purchase is not going ahead. The three options suggested were discussed by Trustees who recognised that the objective was to give the donor the choice and to make the administration manageable .

Trustees **agreed** four options in the following order:

1. Restrict the donation to the Trust's activity in Wales
2. Keep the donation for any future land purchase and its ongoing maintenance, including Wales if the opportunity arises.
3. Permission for the JMT to use the donation wherever the need is greatest
4. Return of the donation

AP5 - SB will incorporate these options into his draft letter, which will be mailed out imminently to all donors.

#### **Item 10 –Chairman's Update (Paper G)**

Trustees noted the contents of the circulated paper.

JCH drew attention to the consultation of the future of land reform in Scotland on 10 February 2015 and suggested that this be added to the January Topical Forum agenda. This was **agreed**.

**Item 11 – Operational Update (Paper H)**

SB spoke to the circulated paper which provided information on Trust activity since the October Trustees meeting. He provided an update on the work of the Development Board, recognising that this is a slow process, but remaining positive.

JCH drew attention to Glasgow's Green Year and the involvement of the John Muir Award in that project, suggesting that this could be a unique opportunity for direct publicity in that city.

Thanks and appreciation were given to all the staff's hard work.

**Item 12 – 2015 AGM Plans (Paper I)**

A report had been circulated for information providing an update on arrangements. SB stated the intention for the Saturday evening speaker event to be open to an external audience too. He asked trustees to put forward suggested names for the guest list. Trustees asked WW to chair the AGM in PP's absence. JCH to be invited to present the Chairman's Report.

**Summary of Action Points**

AP1 – 2015- 2019 Corporate Strategy - SB will incorporate the suggested amendments and circulate the revised Corporate Strategy around trustees.

AP2- Standing Orders - GWG will discuss Trustees' communications with the media.

AP3 – Standing Orders - GWG will look at the possibility of annual review of the JMT's membership of external organisations.

AP4 – Wales Advisory Group - SB will prepare a remit for discussion with WW and consideration at the March Trustees meeting.

AP5 - Carreg y Saeth Isaf Donation Policy - SB will incorporate these options into his draft letter, which will be mailed out imminently to all donors.

**Date of next meeting** – Monday 23 March 2015 at The Melting Pot, Rose Street, Edinburgh