

JOHN MUIR TRUST: TRUSTEES' MEETING

Minutes of Meeting held on Friday 13 June 2014 at Tower House, Pitlochry

Present:

John Hutchison (Chairman), Heather Alexander, Gill Bond, John Finney, John Fox-Davies, Richard Fraser Darling, David MacLehose, Rob Mc Morran (until item 8), Jo Moulin, Peter Pearson, John Thomas (until item 6), Will Williams, Bill Wright

Apologies: Jim Gibson

In attendance:

Stuart Brooks (Chief Executive), Fiona Kindness (Director of Resources), Mike Daniels (Head of Land & Science) until item 7, Helen McDade (Head of Policy) until item 7, Kate Barclay (Fundraising Manager) for item 10 & 11, Jeremy Prall (Development Manager) for item 10 & 11, Linda Coupar (minute taker)

Item 1 – Welcome

The Chairman welcomed everyone to the meeting and asked trustees whether there were any conflicts of interest regarding the agenda items. Will Williams pointed out that he is on the North West board of the National Trust (in connection with item 6), John Hutchison is Executive Director of the Nevis Partnership (in connection with item 12).

Item 2 – Minutes of meeting of 10 March 2014

It was pointed out that Action Point 4 appeared in the summary but not in the Action Point Progress paper A.

Subject to this amendment, the minutes were **agreed**.

Item 3 – Matters Arising

Carreg Y Saeth will be discussed in Item 6

Stronelaig – Helen McDade provided an update on the windfarm which was consented by Scottish Government without going to PLI, citing the Minister's decision letter stating environmental concerns had been outweighed by the economic argument. She has asked our QC to investigate the prospect and potential implications of taking legal action. . Helen is in discussion with other potential objectors. Trustees expressed concern about the timing of the decision for Stronelaig to go ahead.

Helen said there was a 6 week window in which to progress a legal case.

AP 1 Trustees **agreed** that Helen and Stuart will take this matter forward after hearing from our QC and come back to trustees with a recommendation.

No other matters arising.

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

Action point from meeting of 15 June 2012, Sconser agreement – There is ongoing discussion with the Sconser management group.

Action Points from meeting 8th September 2013

Invite Penrith MP to an Award event – outstanding

AP3 - Finance Committee to consider required changes in Standing Orders (Item 7) – this was noted as discharged on the paper but is still outstanding. Final version is on the website.

AP12 – Produce land management policy/guidance on bracken spraying - ongoing

Action Points from meeting 10th March 2014

AP1 Item 5 –2013 Annual Report & Accounts - Discharged - on agenda

AP2 Item 6 – Annual Review of Risk Register - explore other models of reporting and make reference to risks in his report. Discharged – on agenda

AP3 Item 6 CEO to make amendments to risk register and circulate agreed version - Outstanding

AP4 Item 6 Trustee nominations – JCH to discuss insufficient numbers and gender balance with the Governance Working Group - outstanding

AP5 item 7 Governance Issues - JCH to circulate draft wording for Standing Orders on remuneration of trustees -Discharged

AP 6 Governance Issues - SB to arrange for board appraisal survey to be distributed - Discharged

AP7 - Item 7 – Governance Issues - The Board requested that CEO investigate registering the Trust with the Charities Commission and report back. Discharged

AP8 - Item 9 – MoU North Harris Trust - SB to feedback to NHT and take forward signing if approved . Discharged

AP9 - Item 10 – Corporate Ethical Giving Policy - CEO will incorporate amendments and explore whether there is scope for the policy to encompass individual gifts and corporate membership - Discharged

AP 10 – Item 10 - Corporate Ethical Giving Policy - FK to circulate amended policy to trustees and seek approval - Discharged

AP11 - Item 11 – Health & Safety Report & Policy - Re beacons – SB will inform trustees on whether the beacon system replaces completely the buddy system - Discharged

AP12- Item 13 – Operational & Financial Update - SB to ensure that appropriate links are made between Discover John Muir.com – and JMT website - Discharged

Item 5 –Strategic Review (Paper B)

Trustees had agreed to bring forward the scheduled strategic review by a year to be completed by the end of 2014. The main drivers behind this decision were; financial, the need to prioritise and focus work and the impending Independence Referendum. SB outlined the objectives and recommended a process and timetable for the strategic review. Staff will have the opportunity to feed into the review collectively at the September staff gathering, and also through their departments. Dates have been set for trustees to input.

Early engagement with members and key partners was recommended. Members had input their views via the 2013 members' survey. Members groups could be involved in the consultation, but it is

important to identify the key questions for discussion. Following their discussion the Management Team had already identified that the community engagement element needed more prominence.

John Fox-Davies has considerable experience in strategic reviews and will work closely with the CEO with the aim to have a draft to discuss at the October weekend meeting. Trustees will have their first discussion at the next Topical Forum in July.

AP2 – CEO to set-up discussion in July and work on draft paper in time for October trustees meeting.

Item 6 – Land Acquisitions (Paper C) CONFIDENTIAL

See confidential supplement to the minute.

Item 7 – Rewilding Policy (Paper D)

SB stated that national and international developments in rewilding and reintroductions have formed a background to the Trust's involvement in the developing debate. Following an article in the spring Journal, the Trust has received positive support from members. Further discussions were held at the John Muir Conference in May. The Trust is aligning itself with the wider movement, joining the Rewilding Alliance, to position itself and influence the rewilding debate. SB stated that the Trust also needed its own rewilding policy as a public statement.

Trustees discussed the draft rewilding policy and pointed out that farmers, crofters and other land owners will be affected by reintroductions and suggested that we should be adopting a 'different language' to get our message across to these groups, and being clear on what it means for local communities. Some trustees felt that the language could create a barrier for our message to get across, although it was also recognised that there are polarised views across various groups.

It was suggested that the policy might include examples and FAQs. Also to avoid jargon and express technical terms in clearer language. SB & MD stated that there is a paradigm shift in conservation which the Trust is already engaged with, but Bill Wright questioned how 'mainstream' the movement was and who was involved in it.

Trustees offered suggestions and generally agreed that the 'what is rewilding' section is rewritten .

AP3 Trustees are to provide written comment to MD on the rewilding policy by 25th July.

The policy will then be on the agenda for the October meeting.

Item 8 – 2015 AGM (Paper E)

Trustees **agreed** on north Wales as the location for the next AGM.

Trustees **agreed** the proposed date of 16/17 May.

Trustees requested that if practicalities allowed, at least an informal gathering would be preferable on the Friday evening.

Timetable was **approved**.

Item 9 – Appointment to Boards & Committees (Paper F)

The annual appointment of Trustees to Committees, Working Groups and external bodies was discussed.

Finance Committee – Remains unaltered with Peter Pearson continuing as convener.

HR Policy Committee – John Thomas (convenor), Heather Alexander and Richard Fraser Darling will continue until 2015. Bill Wright will continue until 2016. New member Gill Bond will join until 2016.

H&S Committee - John Hutchison reappointed for one final year.

JMT Trading Committee – Peter Pearson reappointed. New member is Jim Gibson.

Governance Working Group – every member will leave next year so new names required. John Fox-Davies will join the group. Heather Alexander proposed that the GWG continued for another year, as there are matters to be discussed and she will circulate the remit

AP4 HA will circulate the GWG remit.

Birthplace Trust Trustee – John Thomas is happy to be reappointed for one final year. Susan Wright, who is shortly leaving the Trust, will be replaced by Gill Bond.

Item 10 –Policy on Accepting Donations (Paper G)

Kate Barclay & Jeremy Prall joined the meeting for items 10 & 11.

Trustees had looked at this policy in March and asked for it to be extended to include individual donors. Fundraisers stated that they have already taken this action for recent donations and have proposed a threshold for investigation of £10, 000 for individuals.

The revised draft policy was discussed by the Board and Trustees further suggested that the wording in Q1 ‘has evaded tax’ is amended to ‘convicted of tax evasion’. Also, reference to ‘the Chief Executive and/or Director of Resources’ throughout the documents should be changed to ‘Chief Executive or the Director of Resources’

Subject to these amendments the Trustees **agreed** the Policy on accepting donations and on working with business and industry.

It was clarified that the Policy is an internal document but could be made available if requested. It will not be placed on the website. It was suggested that guiding principle 7 is removed if it is publicised.

AP5 KB to incorporate amendments into the Policy

Item 11 – Development Boards (Paper H)

SB provided the background to Jeremy’s paper. In December 2013 the Board had agreed to invest in the Trust’s fundraising capacity, particularly a development of the major donor fundraising work in order to generate increased income from current and new donors.

Jeremy stated that a step change in our level of income is possible and the appointment of 2 new fundraisers has been made. It is proposed to set up development boards in London and Edinburgh with the aim to develop relationships with people of influence and ultimately the unlocking of major gifts. He stated that development boards are a tried and tested model used by other charities and explained their mechanism for engaging with potential major donors. SB and JP recommended this action.

Trustees made suggested amendments to the wording of the Draft Terms of Reference presented to them, but were firmly in support of the principle of establishing the development boards. It is envisaged that this move will lead us into a different arena of support. Trustees **agreed** in general terms the proposal but made suggestions for amendment.

AP6 Trustees will provide suggested amendments and comments to Jeremy by 20th June. It is intended to reduce the Terms of Reference to a single page of A4 for prospective development board members.

Item 12 – Chairman’s Update (Paper I)

John had circulated his paper outlining his activities as Chair since the last Board meeting. He explained that the community meetings at Sandwood and Nevis were still outstanding, the former having been cancelled at short notice owing to lambing. (These should be taken forward as action points.)

He updated the meeting with news of Nevis Partnership’s HLF success. He drew attention to the fact that his term of office will terminate in May 2015 and the issue of succession planning will be discussed at the October meeting along with a discussion about the desirable attributes and requirements of the next Chair. He urged all trustees to register their potential interest in the position of Chair to Heather and Richard before the next meeting.

AP7 JH to arrange community meetings at Sandwood and Nevis.

Item 13 – Operational & Financial Update (Paper J)

The update had been circulated for Trustees information .

Trustees enquired into the present position of Susan Wright’s replacement and were informed that Alan McCombes will be acting Head of Communications until such time as a replacement is recruited. The post will be advertised on Monday and interviews undertaken 6 weeks thereafter.

John gave thanks and appreciation to staff.

Fiona Kindness spoke to the circulated financial report and pointed out that the deficit should not cause concern at this stage in the financial year. She highlighted that membership figures are looking good.

The Paths Appeal is doing well. Legacies of £900k notified.

Trustees questioned whether the timing of trustees meeting could tie in more closely with the quarterly accounts, so that Trustees are looking at more up to date figures.

Trustees noted the accounts.

Item 14 – Results of Board Questionnaire (Paper K)

The results of the recent survey on Board Effectiveness had been circulated for information.

The chairman asked trustees to identify which questions required further discussion by the Governance Working Group and these were agreed.

AP8 The GWG will report back at the October meeting.

There were a small number of ‘don’t know’ responses to certain questions which suggested a need for some FAQs.

AP9 HA will put together a FAQ sheet in respect of the ‘don’t know’ questions

Item 15 – 2014 AGM Initial Feedback (Paper L)

Paper circulated for trustees information.

Item 16 Trust contribution to John Muir celebrations (Paper M)

Paper circulated for Trustees information.

Summary of Action Points

Action point from meeting of 15 June 2012, Sconser agreement – There is ongoing discussion with the Sconser management group.

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AP4 – JH to discuss the matter of insufficient trustee nominations and the gender balance of the Board with the GWG at their next meeting – outstanding.

AP12 – Produce land management policy/guidance on bracken spraying - ongoing

Action Points from meeting 10th March 2014

AP3 Item 6 CEO to make amendments to risk register and circulate agreed version - Outstanding

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AP1 Stronelaig – HM and SB will take this matter forward after hearing from our QC.

AP2 Strategic Review – SB to work on draft paper in time for October trustees meeting.

AP3 Rewilding Policy - Trustees are to provide written comment to MD on the rewilding policy by 25th July.

AP4 Appointment to Boards and Working Groups - HA will circulate the GWG remit.

AP5 Policy of Accepting Donations - KB to incorporate amendments into the Policy

AP6 Development Boards - Trustees will provide suggested amendments and comments to Jeremy by 20th June.

AP7 Community Meetings -JH to arrange community meetings at Sandwood and Nevis

AP8 Results of Board Questionnaire - The GWG will discuss the results of identified questions and report back at the October meeting.

AP9 Results of Board Questionnaire - HA will put together a FAQ sheet in respect of the ‘don’t know’ questions.

Date of next meeting – Friday 3rd – Sunday 5th October 2014 at The Tontine Hotel, High Street Peebles