

**JOHN MUIR TRUST: TRUSTEES' MEETING**

**Minutes of Meeting held on Monday 11<sup>th</sup> March 2013 at Holyrood Park Education Centre, Edinburgh**

**Present:**

John Hutchison (Chairman), Heather Alexander, Mike Brown, John Finney, Richard Fraser Darling, David MacLehose, Denis Mollison, Walter Semple, John Thomas, Will Williams and Deirdre Wilson.

**Apologies:**

Peter Pearson and Bill Wright

**In attendance:**

Stuart Brooks (Chief Executive), Mike Daniels (Head of Land and Sciences), Fiona Kindness (incoming Director of Resources), Alison Russell (Director of Resources until 14 March 2013), Elizabeth Baird (minute taker).

**Item 1 – Welcome**

The Chairman made the following announcements.

- Patrick Bonnett had resigned from the Board due to work commitments.
- This would be the last Board meeting for Mike Brown and Walter Semple both of whom were thanked for the valuable contribution they had made as Trustees. The Chairman was additionally grateful to Walter Semple for all the work he had done as Convenor of the Finance Committee.
- Alison Russell, Director of Resources, had resigned. The Chairman stated that she was highly regarded by staff and Trustees. The Board recorded its appreciation of her professional handling of the demanding role and wished her well for the future.
- He welcomed Fiona Kindness who had taken up the post of Director of Resources.

**Item 2 – Minutes of Meeting of 3 December 2012**

- Item 6. It should be made clear that a bullet point on communication in the context of the sustainable development policy paper also applied to the climate change and energy policy paper.
- Item 10, first sentence. Replace “be sure of” by “be confident of”.
- Item 12, section on Standing Orders. Denis Mollison provided a form of words to reflect his position more accurately.

### **Item 3 – Matters Arising**

Any matters arising were taken forward by items on the current agenda.

Trustees agreed the minutes of a Topical Forum meeting on governance issues held on 25 January. The substance of the meeting informed discussion on item 7 of the current agenda.

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

Trustees noted the progress report. On the back of the action to finalise agreement with the Sconser community the Chairman indicated that he was keen to progress holding of public meetings with communities.

AP1 – SB and JH to agree meetings schedule for 2013

### **Item 5 – 2012 Annual Report and Accounts (Paper B)**

#### **Accounts**

Alison Russell explained the deficit in the accounts for 2012 which had not appeared in the previous estimate of the accounts. An impairment charge of £617,436 relating to the expansion and refurbishment of the Tower House headquarters in Pitlochry were reported in the accounts. The value of the property, , had been adversely affected by market conditions and was less than the amount spent on the property. The value of the investment in the Tower House would be evident in the longer-term benefit to the Trust's activities and should not be expected to be reflected in the short-term market value of the building. Trustees understood the accounting treatment and were content with the explanation as presented. This would need to be covered at the 2013 AGM.

The Finance Committee and auditors were satisfied with the accounts. Walter Semple, as Convenor of the Finance Committee invited Trustees to thank and congratulate Alison and her team on their excellent work.

The financial statements of the Trust and the JMT Trading Company were approved subject to correction of a minor presentational matter; this relates to removal of the “£” sign in JMT accounts, page 17, section 10 against Veritas Global Equity, column on Holding.

Letters of representation from the Trust and the JMT Trading Company to the auditors were approved and signed.

A letter of support and loan agreement from the Trust to the JMT Trading Company was approved and signed.

### **Annual Report**

Trustees suggested minor text amendments to the draft Annual Report. Subject to these alterations the annual report was approved for publication. The Board commended Trust staff for the clarity of the draft text and asked that thanks be relayed to all those involved.

AP 2 SB to incorporate Trustee amendments to the annual report

### **Item 6 – Annual Review of Risk Register (Paper C)**

The meeting considered the Risk Register and agreed the following amendments.

- Where “additional planned control measures” were recorded against any risk, there should also be an entry to indicate “anticipated impact to risk status”.
- The term “risk appetite” should be replaced by “risk tolerance” to indicate level of acceptance of risk.
- Risk 1, recession affecting membership and income. The register should show as an additional response. “articulate the benefits that JMT activities deliver”.
- Risk 10, lack of business capacity. Impact and probability should be evaluated as “considerable” and “low” respectively.
- Risk 24, failure of IT systems. The final additional planned control measure should be expressed as “to act on measures suggested by IT audit commissioned 2013”.
- The lead allocated to risks 30, 32 and 33 and to risks 27, 29 and 36 should be reviewed to ensure consistency.
- Where the lead was allocated to the Finance Committee, it should instead be allocated to the Convenor of the Finance Committee.
- Risks 37 – 40 on public relations. Controls should included “close monitoring”.
- Risks 42 and 43, also on public relations. Impact should be recorded as “considerable”.
- An additional risk was needed in relation to “communications with third parties” to complement risk 19, communications with staff, and risk 42, PR.
- For future reviews of the risk register the key points should be presented on one page.

AP 3 SB to incorporate Trustee suggestions for review of the risk register and circulate an approved version.

### **Item 7 – Governance Review, Standing Orders (Paper D)**

Trustees agreed to suspend Article 1.3.7 of the Standing Orders to allow them to address an issue discussed at the previous meeting but not fully resolved. This concerned the situation where a Chairman’s term as a Trustee expired before the end of his/her appointment as Chairman, for example having served 4 years as Chairman out of a

maximum permitted term of 6 years. The Board agreed that the Standing Orders should be amended to ensure that a Chairman, if re-elected as a Trustee, could be allocated a part term if one is available, for the length of time needed to carry out the remainder of the Chairmanship.

The Board agreed to insert a new section on amendments at general meetings to reflect the requirements of the Companies Act.

The Board also agreed a section on procedures relating to proxy voting for inclusion in the Standing Orders.

The Governance Working Group had been established before the Trust was expected to approve the remit of working groups. Trustees approved a retrospective draft remit.

Denis Mollison's resignation from the Governance Working Group was noted.

AP4 HA to make amendments to the Standing Orders

AP5 SB to ensure approved Standing Orders are made available on the JMT website in time for the April mailing.

#### **Item 8 – Land Acquisition (Paper E)**

The Board considered a potential land acquisition. As this is a matter of commercial confidentiality, the discussion is recorded in a confidential minute.

#### **Item 9 – Elgol Hydro Scheme (Paper F)**

The Strathaird Community Association wished to apply for a grid connection from a proposed hydro scheme on the Trust's land. The Association had sought the authorisation of the Trust as landowner. The Board agreed to inform the Association that it had no objection to a company formed by the Community Association and its partners applying for a grid connection at its own expense. Assuming that the scheme went ahead, the Trust would decide on its relationship with the development.

AP6 MD to report back to the Strathaird Community Association.

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

The Chairman introduced his paper and drew particular attention to the following points.

- The President of the Sierra Club had agreed to speak at the Trust's 2013 AGM.
- The Board joined the Chairman in congratulating Trustee John Thomas on his appointment as Chair of the John Muir Birthplace Trust.

- Trustees noted with sadness the passing of Professor Paul Jarvis who had been a Trustee from 1989 to 2007.
- The Scottish Parliament had held a debate on wild land on 6 March.

### **Item 11 – Operational and Financial Update (Paper H)**

The paper updated the Board on activities since the previous meeting. Trustees commented on public engagement in which they were involved. The Board agreed that membership statistics should differentiate between resignations and deaths under the heading of lapsed memberships.

### **Item 12 – Tower House (Paper I)**

Trustees were informed that work on the Tower House was in its final stages and that the building would be re-occupied on 20-21 March. The Board thanked David MacLehose and Peter Pearson for their contribution to the project.

### **Item 13 – Health and Safety Report (Paper J)**

Trustees noted a report on progress against the health and safety action plan 2012.

### **Item 14 – HR Policy Committee Report 2012 (Paper K)**

Trustees considered a paper on staffing statistics and joined the HR Policy Committee in thanking staff across all departments and areas for their energy and commitment.

#### **Summary of action points;**

AP1 SB and JH to agree meetings schedule for 2013

AP 2 SB to incorporate Trustee amendments to the annual report

AP 3 SB to incorporate Trustee suggestions for review of the risk register and circulate an approved version.

AP4 HA to make amendments to the Standing Orders

AP5 SB to ensure approved Standing Orders are made available on the JMT website in time for the April mailing.

AP6 MD to report back to the Strathaird Community Association.