

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

**Minutes of Meeting held on Monday 10 March 2014 at The Melting Pot, Rose Street, Edinburgh**

### **Present:**

John Hutchison (Chairman), Heather Alexander, Gill Bond, John Finney, Richard Fraser Darling, Jim Gibson, Rob Mc Morran, Jo Moulin, Peter Pearson, John Thomas, Will Williams, Deirdre Wilson, Bill Wright

**Apologies:** David MacLehose

### **In attendance:**

Stuart Brooks (Chief Executive), Fiona Kindness (Director of Resources), 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. There were no declarations of interest, apart from the Chairman's connection with the Nevis Partnership in item 4. John Finney, Jim Gibson and David MacLehose were congratulated on their re-appointment as trustees and Deirdre Wilson was warmly thanked for her contribution over the two terms of her service as trustee.

### **Item 2 – Minutes of meeting of 9 December 2013**

Item 4 penultimate line of 2<sup>nd</sup> paragraph - 'television' should be 'radio' programme.

Item 7 2<sup>nd</sup> paragraph – 'until after the AGM' should read 'until the AGM'.

Item 4 – list of 8 action points should be noted in the Trustees minute.

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

### **Item 3 – Matters Arising**

None

### **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 7<sup>th</sup> September 2013

Invite Penrith MP to an Award event – outstanding

Action Points from meeting 8<sup>th</sup> September 2013

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

AP 7 – Governance Working Group to develop approach to Independence Referendum in time for AGM – on agenda – discharged

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

### Action points from meeting 9 December 2013

AP 1 – The Fundraising report is to be made available to all trustees - discharged

AP 2 - The meeting note from the Finance Committee be made available in advance of the trustees meeting - discharged

AP 3 – Stuart Brooks will feed back the results of the members’ survey at the 2014 AGM and ensure a report is provided in the next edition of Members News - discharged.

AP 4 – Deer management – Stuart Brooks will take the matter forward by contacting Richard Cooke to seek clarification on the process for signing up to ADMG principles- discharged.

### **Item 5 –2013 Annual Report & Accounts (Paper B)**

The Director of Resources spoke to her circulated papers, which included the Audit Management Report, Minutes of the Finance Committee and financial statements for the Trust and Trading Company for year ending 31 December 2013. The Trust ended 2013 with a small surplus which was ahead of a forecasted deficit. Income was ahead of budget, primarily due to legacies and we under-spent on projects and delayed some expenditure until 2014. A satisfactory audit, undertaken by Scott-Moncrieff had been followed by a thorough meeting with the Trust’s Finance Committee. Trustees suggested a number of amendments to the wording in the draft annual report.

Trustees thanked the Director of Resources and the Accounts Officer for their work in presenting the accounts within a tight timescale and resolved to look at the timing issues for next year. It was understood that this could affect the dates of mailings, election and the AGM

AP CEO and Director of Resources will look at the timing of the audit and dates for 2015.

Trustees **approved** all the necessary items :

- Letter of representation from directors of John Muir Trust to Scott-Moncrieff
- Letter of support and loan agreement from John Muir Trust to JMT Trading Company Ltd
- Consolidated financial statements for year ended 31 December 2013
- Annual Report 2013 – with amendments

Directors of JMT Trading Company Ltd **approved** all the necessary items:

- Letter of representation from directors of JMT Trading Company Ltd to Scott-Moncrieff
- Letter of support and loan agreement from John Muir Trust to JMT Trading Company Ltd
- Financial statements for year ended 31 December 2013

It was pointed out that another Trustee was required to become a director of the trading company and this would be confirmed at the June meeting of Trustees.

Trustees asked to be notified of Conservation Fund awards, before wider circulation is made in the media. The CEO queried whether a contingency would be useful in the event that any larger worthwhile claims come in. Currently £10k per year is allocated and there is presently £32k currently in the fund. Trustees recommended the CEO have some discretion in this area to ensure that good applications are supported.

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

The format of the register had been retained from previous years and the CEO asked Trustees to consider the format in addition to considering the detail of the content and whether it strikes the right balance of detail. Trustees asked whether the top five risks could be reviewed quarterly as part of the Operational Report in order to check on the delivery of control measures.

AP CEO will explore other models of reporting and include reference to risks in his quarterly report. Trustees commented upon the number of trustees on the Board and in particular the years when insufficient nominations are received to run an election. The gender balance on the Board was also flagged up. It was **agreed** that these matters would be actively discussed at the Governance Working Group.

AP JCH to discuss these matters with the Governance Working Group

It was also **agreed** that it would be useful to promote trustee nomination at the AGM and provide information and encouragement to those members who are interested in putting themselves forward. Trustees reviewed the risk register and **agreed** it subject to suggested amendments being made.

AP CEO to make amendments to risk register and circulate agreed version.

### **Item 7 – Governance Issues (Paper D)**

The Governance Working Group reported that they had met to consider three matters:

- Remuneration of trustees
- Board effectiveness
- Referendum issues

#### Remuneration of trustees

In the past, trustees had decided against contracting paid work to trustees. A recent situation resulted in the matter being referred to the Governance Working Group for consideration and to propose a way forward. Two proposals, one for and one against, were put forward for a decision to be made by the Board. After much discussion of the two approaches and variations on each approach, taking into consideration the reputational risk of the trust, parity amongst trustees and the situation where a trustee might be working as part of a consortium or contracted organisation to the Trust, the trustees were asked to vote on the position of remuneration of trustees.

7 voted against ; 4 voted for and 2 trustees abstained

Trustees **agreed** to look at the wording of standing orders for subsequent approval

AP JH to circulate draft wording for Standing Orders on remuneration of trustees

#### Board Effectiveness

Trustees approved a proposed self-assessment process and agreed to complete a questionnaire (via survey monkey) on Board effectiveness. This will be undertaken every three years. The Management Team will provide a collective response.

AP SB to arrange for survey to be distributed and completed prior to the AGM

#### Referendum issues

A number of trustees had attended the Link seminar ‘Scotland’s Constitution and the Work of Charities’ and a minute of that meeting had been circulated to the Board for information, within the Chairman’s report. Trust reaffirmed the desire to have a neutral stance on the debate. Trustees agreed that the Chair would provide a statement to members at the AGM, based on the recommendations in the report, on the potential implications and preparedness of the Trust with regard to the Independence Referendum outcomes.

AP The Board requested the CEO investigate registering the Trust with the Charities Commission (the regulator for charities in England and Wales) and report back.

**Item 8 – Carreg y Saeth Isaf (Paper E)**

See confidential supplement to the main minute

**Item 9 – MoU North Harris Trust (Paper F)**

SB spoke to the circulated paper. Trustees welcomed the MoU. Trustees discussed the wording of the Memorandum of Understanding and recommendations were made, to change *named representative* to *nominee* and include reference to promotion of benefits of managing wild land by NHT to its members and stakeholders.

Trustees **agreed** the MoU subject to the suggested amendments.

AP SB to feedback to NHT and take forward signing if approved

**Item 10 – Corporate Ethical Giving Policy (Paper G)**

SB stated the need to consider the Trust’s corporate ethical giving policy, to ensure that it was compatible with the Trust’s vision, values and charitable objectives. There was also a requirement to cater for an expanded geographical scope to include international funding and issues.

It was pointed out that the ethos should apply to individual giving in addition to corporate giving.

Trustees also agreed that this guidance should apply to corporate membership.

Trustees discussed the wording of the policy and made a number of suggested amendments. PP did suggest that we check out whether there be wider consequences to our suggested amendments if the questionnaire had been based on a standard FRSB document.

AP CEO will incorporate amendments and explore whether there is scope for the policy to encompass individual gifts and corporate membership.

AP FK to circulate amended policy to trustees and seek approval

**Item 11 – Health & Safety Report & Policy (Paper H)**

The CEO reported that in accordance with H&S audit recommendations, site specific risk assessments are to be undertaken, starting with Glenlude. These will be undertaken by Jim Boyce and relevant land staff.

The Trust’s Health & Safety Manual is in the process of being replaced by stand-alone guidance, procedures and risk assessments. Documents will shortly be posted online and be accessible to all staff. A sign off procedure will be required for staff.

AP Re beacons – SB will inform trustees on whether the beacon system replaces completely the buddy system.

Trustees **approved** some minor amendments to the Health & Safety policy which reflect these changes.

**Item 12 – Chairman’s Update (Paper I)**

The chairman spoke to his circulated paper and informed the Board of some of the activities undertaken since the last meeting.

**Item 13 – Operational & Financial Update (Paper J)**

The CEO stressed the Trust’s main priority of securing the wild land map and ensuring its reference in Scottish Planning Policy and the NPF3.

The CEO spoke of establishing a rewilding alliance in Scotland and the importance of being actively involved in the rewilding debate. The Trust is looking into supporting a meeting in order to engage with other parties interested in rewilding. The CEO would like the Trust to be part of creating a vision for a wilder Scotland. Members will be informed of the Trust’s stance at the AGM.

Trustees were informed of the John Muir Conference in May, where George Monbiot will be a speaker. They were also updated on the appointment of a Major Gifts Manager. AP SB to ensure that appropriate links are made between Discover John Muir.com – and JMT website. FK provided a verbal update on current financial situation including income from the Wild Space. There were no major changes to the forecast (budget) from the first 2 months.

**Item 14 – HR Policy Committee Report 2013 (Paper K)**

JT presented a very positive report from the Trust’s HR Policy Committee.

**Summary of action points**

**Action Points from meetings 15 June 2012**

There is ongoing discussion with the Sconser management group.

**Action Point from meeting 7 September 2013**

Invite Penrith MP to an Award event – outstanding

**Action Points from 10 March meeting**

AP1 Item 5 –2013 Annual Report & Accounts - CEO and Director of Resources will look at the timing of the audit and dates for 2015.

AP2 Item 6 – Annual Review of Risk Register - CEO will explore other models of reporting and make reference to risks in his report

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

AP4 Item 6 JCH to discuss these matters with the Governance Working Group

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

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

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

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

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.

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

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

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

**Date of next meeting** – Friday 13 June 2014 at Tower House, Pitlochry