

Trustees minutes 4 October 2014

JOHN MUIR TRUST: TRUSTEES' MEETING

Minutes of Meeting held on Saturday 4 October 2014 at Tontine Hotel, Peebles

Present: John Hutchison (Chairman), John Finney, Heather Alexander, Richard Fraser-Darling, John Fox-Davies, Jo Moulin, Peter Pearson, David MacLehose, Gill Bond, John Thomas, Jim Gibson, Rob McMorran, Will Williams

In attendance: Stuart Brooks (all items), Fiona Kindness (all items except JMT chair), Helen McDade (from item 6 to item 10, excluding item 9 which was taken out of order)

Apologies: Bill Wright

ITEM 1: WELCOME

The Chairman welcomed everyone to the meeting.

ITEM 2: MINUTES OF LAST MEETINGS

The minutes were **agreed**.

ITEM 3: MATTERS ARISING

JH noted that AP6 from the meeting on 13 June 2014 relating to making amendments to the Development Board terms of reference was not yet fully discharged. SB is to contact Jeremy Prall to clarify financial targets and staff attendance at donor meetings and recirculate the remit.

No other matters arising.

ITEM 4: ACTION POINTS FROM PREVIOUS MEETINGS

Action point from meeting of 15 June 2012.

AP7: Sconser agreement – there is ongoing discussion with the Sconser management group

Action points from meeting of 8 September 2013

Invite Penrith MP to an Award event – outstanding

AP3: Finance committee to consider required changes in Standing Orders. PP noted this would be discharged post the appointment of investment managers – on agenda

Action points from meeting of 10 March 2014

AP2: Annual review of Risk Register – SB to explore alternative models of reporting and incorporate risks into operational update – review outstanding incorporation. Partially Discharged

AP3: SB to make amendments to risk register and circulate. Outstanding

Action points from meeting of 13 June 2014

AP1: Stronelairg – HM and SB to progress following further advice from QC. Discharged, trustees decided to progress at least to PEO decision

AP2: Strategic Review – SB to seek input and prepare draft of corporate strategy for October trustees meeting. Discharged – on agenda

AP3: Rewilding policy – Trustees to provide written comment to Mike Daniels written comment by 25 July 2014. Discharged – on agenda

AP4: GWG - HA to recirculate the GWG remit with a view to convening a meeting. Outstanding – GWG meeting deferred

AP5: Ethical Donations Policy – KB to incorporate amendments into the policy. Discharged.

AP6: Development Boards – SB to make amendments to the terms of reference. See note under matters arising above.

AP7: GWG to meet, discuss findings of board effectiveness questionnaire and report back to Trustees. JH and HA to meet Sunday 5 October 2014 to discuss which items will affect standing orders and which require clarification for the individual respondents.

AP8: HA to produce FAQ based on Board Questionnaire 'don't know' responses. Outstanding – necessity of this to be discussed at GWG meeting.

ITEM 5: Papers B and C: DRAFT CORPORATE STRATEGY and FINANCIAL CONSIDERATIONS

Draft corporate strategy

SB introduced the paper and discussed the current draft with inclusion of priorities. This is a plan of progress rather than a plan of retreat.

There was general discussion about use of "Wild Places" and "Wild Land". Trustees **agreed** to leave inconsistency with vision and logo for now but adopted an updated vision statement in the new Corporate Strategy.

There was discussion regarding the list of potential values which were now included within the Corporate Strategy. The top responses to the staff survey were Bold, Positive, Honest and Collaborative. Trustees concluded that an amalgamation of pragmatism, flexibility and prudence should also be included. AP1: SB to focus the list of values to a top five and make specific to JMT.

Trustees made minor comments on the wording of the corporate strategy.

AP2: SB to circulate word version of the corporate strategy and Trustees to email SB any wording amendments.

DM questioned how success would be measured. SB clarified that KPIs would be discussed at the next stage with the management team.

Financial considerations

Trustees had a more in-depth discussion as context the previous evening. Reliance on unpredictable income (legacies) is still a major issue for the Trust although steps are being taken to reduce dependency. FK introduced the paper. The corporate strategy and plans for future growth need to be considered in the light of the current year where financial performance to date has been disappointing. SB clarified that the finance committee was working with management to set the 2015 budget which is likely to include cost cutting in the region of £200,000. Over the longer term we would seek to maintain a balanced budget.

Trustees **agreed** that over the next 5 years the Trust would attempt to increase the free financial reserve.

Trustees **agreed** in 2014 the Trust would draw down on designated and restricted funds within the scope of those funds to attempt to ensure that free financial reserves are within the Trusts' policy.

Trustees **agreed** that the Trust would continue with current plans and review overall financial position on an ongoing basis.

AP3: Finance committee to meet on 24 October to discuss budget. Topical Forum to be moved to 12noon on 21 November.

ITEM 6: Paper D: CHAIRMAN'S UPDATE

Trustees noted the contents of the paper.

ITEM 7: Paper E: OPERATIONAL AND FINANCIAL UPDATE

Operation update

The update had been circulated for Trustees information. The following items were clarified:

SB highlighted excellent progress being made through the IUCN Peatland Programme. A new report on protected areas is to be published shortly, which the Trust contributed to. The report will show deficiencies in the National Scenic Areas designation in Scotland.

SB updated Trustees on the Trust's involvement with the Ryder Cup, which was looking to create an environmental legacy. SB's speech at the Ryder Cup made the connection between people and connecting with nature, where golf may be the only connection for many. Following on from that there is the potential to get involved with the European and possibly American tour – legacy grant scheme.

PP asked Helen about the current situation with the problematic definition of non-native species in the Infrastructure Bill. Helen explained that we believe that the drafters of the Bill are hoping to satisfy concerns but that there is nothing public at present.

JF enquired whether there were any developments on the deer front. There was a recent meeting with government and SNH and any fencing is to be delayed until there is progress in developing a plan.

JG asked for an update on the implementation of ThankQ. FK explained that there were issues with data transfer. HA stated this was not unexpected. Staff are currently running both old and new systems until issues are resolved.

SB updated Trustees on recent meetings with major donors. These are at early stages but promising.

JH wished to pass on thanks to all staff for their enthusiasm in taking forward the work of the Trust.

Financial update

The current financial position, as highlighted in the circulated paper, showed a shortfall of income to date vs budget particularly due to late receipt of known legacies. FK noted that the Trust was heavily reliant on legacy and one off income and that we were containing the position and reviewing potential cost cutting measures.

Wild Space is progressing well with successful exhibitions and local engagement. Total footfall this year has been 24,000. There was discussion as to how these figures compared to those provided by consultants prior to the opening of Wild Space.

AP4: SB to contact consultants to have them return to follow up on their report

JM requested, and Trustees **agreed**, that thanks were passed to Jane Grimley (the manager of the Wild Space) and her team over what they've achieved at the Wild Space.

Trustees also recorded their thanks to SB and FK for the clarity and helpfulness of the financial and strategic papers.

ITEM 8: Paper F: STRONELAIRG LEGAL ACTION

The hearing is now expected 8 October 2014 with a decision within a few days of the hearing.

There was discussion over the treatment of donations. FK clarified that our communications have said "Your donation will be spent on our 'Stop Stronelaig' appeal. If we raise more than we need, the money will be spent on protecting wild land against inappropriate development."

Trustees **agreed** that a face to face meeting was required post the PEO decision.

ITEM 10 (taken out of order): Paper H: SCOTTISH ENVIRONMENT LINK

HM summarised the circulated paper which analysed the costs vs benefits to the Trust and some difficulties with policy positions. There was general discussion about costs, staff time and whether the Trust could put significantly more resources into making the membership more effective. That

was not considered feasible with other pressures on staff time and the need to engage with networks elsewhere. Trustees discussed implications for the Trust and for LINK but concluded that with reluctance the Trust would not renew its membership in 2015. The situation would be kept under review.

Trustees **agreed** to withdraw from LINK with effect from 31 March 2015, the end of the current membership year, and this would be communicated to LINK shortly.

AP5: SB to inform LINK of the Trust's decision

[HM left the meeting]

ITEM 9: Paper G: REWILDING POLICY

SB introduced the paper. Trustees reviewed the current version of the policy and agreed it reflects the positioning of the Trust, subject to minor wording amendments. There was discussion over the use of the word rewilding itself and whether there was over-emphasis on the carnivore element of rewilding. This was not a broadly held view. HA questioned why the Trust has a separate reintroduction policy and suggested the policies could be subsumed into one.

AP6: The reintroduction policy to be removed from the website and combined into the rewilding policy

AP7: SB to recirculate the rewilding policy with wording changes for Trustee sign off via email.

ITEM 11: Paper I: PEATLAND ALLIANCE

SB spoke to the paper. Sustainable Peatlands is a new charity that will connect business funders with peatland restoration projects. The charity emerged as an output of the IUCN Peatland Programme. The Trust has been asked to join the charity as a founding member. It currently has no projects to put forward for funding but could do in the future. The Trust would need to ensure any direct links to corporate funders for its own projects followed our donor policies.

Trustees **agreed** to progress and become founder members of a new Scottish Charitable Incorporated Organisation known as "Sustainable Peatlands".

ITEM 12: Paper J: JMT Investment managers.

FK spoke to the paper. Interviews were held with four potential investment managers. All presented well and, based on a number of objective criteria, the Finance Committee recommend the Trust appoint Brown Shipley to the role.

Discussion was had over the ethical criteria the Trust should apply with respects to investments it is going to make. It was considered that the same criteria as used in the Trust's ethical donations policy should apply such that the Trust can invest in any stocks but reserves the right to veto an investment where the objectives or activities are clearly incompatible with the Trust's vision, values and charitable purposes as set out in the Trust's Objects.

Trustees **agreed** to appoint Brown Shipley as Investment Managers

Trustees **agreed** to use the same criteria for its investment strategy as used in the Trust's ethical donations policy

ITEM 13: Paper K: JMT CHAIR

Following candidate statements and discussions during the weekend, a secret ballot was held. Two candidates had put themselves forward, Peter Pearson and David MacLehose. Each candidate made a brief presentation, with the other absent and were questioned by the trustees. Peter Pearson was duly elected with a clear majority to be the next Chairman of the Trust. The announcement would be made at the Trustees reception on the 21st November.

JH thanked both candidates for their presentations. Details of a hand-over would be discussed between JH and PP, with the expectation that PP would take over the position following the board meeting on 8th December.

ITEM 14: Paper L: Meeting Dates 2015

The 2015 dates were **agreed** subject to moving the March Trustee Meeting to 23 March 2015

In addition, the following meeting dates were **agreed**:

- JH noted upcoming GWG meeting will be agreed by Doodle Poll. Location would be Perth.
- 24 October 2014: 10:30 Finance committee meeting followed, if appropriate, by 14:00 Stronelairg discussion
- 21 November 2014: 10:3 HR committee meeting, 12 noon financial planning meeting (all trustees), 17:00 Trustee reception in the Wild Space

ITEM 15: Paper M: 2015 AGM

The contents of the paper regarding arrangements to date were noted.

PP noted that he had a prearranged engagement which it would be very complicated to change so he will be unable to attend.

Discussion was held on who would therefore chair the AGM. Presumption is it will be one of the trustees. The individual will be agreed at the December board meeting.