

MINUTE OF BOARD MEETING

ATTENDANCE

Trustees

Alan Dobie
John Finney
Dave Gibson – Chair
Jim Gibson
Phil Graves
Emily Henderson
Patricia Jordan (item 12)
Chris Loynes
Xander McDade
Raymond Simpson
Jane Smallman
Andrew Whitfield

Staff

David Balharry – Chief Executive
Mike Daniels – Policy & Land Management
Kevin Lelland – Development & Comms
Emma Reed – Award & Engagement
Kerry Ross – Finance & Resources
Tom Hayek – England & Wales Development Manager (items 7-11)
Sarah McNeill – HSW Officer (item 12)
Iona Sutherland – minute taker

Apologies

Gair Brisbane
Chris Townsend

1 WELCOME, INTRODUCTIONS, APOLOGIES & CONFLICTS OF INTEREST

Dave Gibson welcomed everyone to the meeting, and the apologies were noted.

Dave Gibson requested that conflicts of interest be declared. Jane Smallman advised that she sat on the Board of an executive agency of DEFRA concerned with fisheries in England and Wales and would therefore abstain from voting on item 7b Fish Farms. Xander McDade declared a conflict of interest for item 7d Galloway National Park owing to his position as Convener of the Cairngorms National Park Authority.

2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the minutes of the Board meeting of 24 July.

Trustees **approved** the minutes of the HR Policy Committee of 3 August.

Trustees **approved** the minutes of the Health, Safety & Wellbeing Committee of 1 September.

Nº	From	Action Point	Owner	Status
1	Mar 2019	The investment parameters to be reviewed annually at the Sept meeting	Finance Committee	c/f March 2021
2	Jun 2019	The proxy voting system to be explained to members when the next AGM papers are issued	MT	c/f 2021
3	Jun 2019	Update deer policy	MD	Discharged
4	Jun 2020	Sign-off staff handbook	KR	Discharged
5	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
6	Jun 2020	Consider Board Development	MT	Ongoing
7	Dec 2019	Circulate upcoming events	ER	On hold
8	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	c/f Q1 2021
9	Jun 2020	Governance Review	Gov. Comm.	Ongoing
10	Jun 2020	Provide: analysis of missing aspects in governance thread; policy v. position statement; annual schedule of review; clarity on roles and responsibilities, linking into scheme of delegation	KR	Ongoing
11	Jun 2020	Review Corporate Strategy & financial position	MT	On Dec 2020 agenda
12	Jun 2020	Safeguarding Guidance document to go to HR Policy Committee for approval	ER	HR Policy Committee to approve final draft
13	Jun 2020	Organise virtual drinks party for retiring Trustees	DG	Discussion ongoing re how to arrange given Covid restrictions
14	Jun 2020	Liaise with Trustees to ascertain requirements around issuing of papers	DB	Discharged
15	July 2020	Review wording for Article 8.2.7 re Returning Officer responsibilities	Gov. Comm	Colin Liddell consulted and revised wording to be fed back in due course.
16	July 2020	Seek John Town's views on joining the Governance and HR Policy Committees	DG	Discharged
17	July 2020	Share redrafted HSW Policy with HSW Committee then to Sept Board for approval	DB	Approved subject to amends; DG/DB to sign off final draft
18	July 2020	Investigate alternative technology for hosting online 2021 AGM	Transferred to ER	c/f Dec 2020
19	July 2020	Identify new date for Topical Forum	DB	Discharged
20	Sep 2020	Consult FC on designation of reserves and on Reserves Policy	KR	
21	Sep 2020	Include 2 meeting dates for Trading Co. Board in 2021 calendar	KR	On Dec 2020 agenda
22	Sep 2020	Redraft & circulate revised Committee remits to the Governance Committee	KR	On Dec 2020 agenda
23	Sep 2020	Seek views of key staff on continuation of	KL	On Dec 2020

		Fundraising Committee		agenda
24	Sep 2020	Circulate summary of Trust's insurance cover	KR	
25	Sep 2020	Make recommendation re moving forward with the Equality & Diversity issues	KL	On Dec 2020 agenda
26	Sep 2020	Update on Engagement Review plan	ER	On Dec 2020 agenda
27	Sep 2020	Ensure compliance w/ safeguarding Policy appropriately ref'd in staff handbook	KR	
28	Sep 2020	Bring forward costed proposal for Trust's carbon audit	DB	On Dec 2020 agenda
29	Sep 2020	Subject to consent, circulate Mike Berners-Lee presentation	DB	
30	Sep 2020	Review JMT Exec email account from staff and trustees' perspective	DB	
31	Sep 2020	Consider marketing opportunities with John Muir Way, as agenda item	KL	

3 MATTERS ARISING

Extraordinary General Meeting

In relation to the members' consultation on the proposed changes to the draft Articles, Trustees confirmed that the possibility of holding an Extraordinary General Meeting prior to the 2021 AGM remained an option, if required.

NW Highland Vision update

David Balharry reported that there had been positive engagement from the key parties and the project had moved from an initial concept phase into the early stages of the design phase. Funding had been secured for the design phase but a further amount of £47k would be required to enable the initiative to move beyond that. Time was being taken at this stage to ensure that the parties involved were supportive of the design and structure, thus enabling the transfer of ownership to the group collectively.

4 EMPLOYMENT ISSUES

Kerry Ross reported on the following matters:

- **Recruitment**

Appointments had been made to the Fundraiser, the Land Operations Manager (South) and the Marketing & Communications Manager roles; and recruitment for the Operations Manager (Compliance) post was underway with an expectation that it would be filled in the first half of October;

- **Coronavirus Job Retention Scheme**

One employee remained on furlough and one other on flexible furlough. All other staff had returned to their normal working pattern;

- **Staff Handbook, HRToolkit & HSW Policy**

The Staff Handbook had been signed off by HR Policy Committee and would be rolled out in 2 weeks' time, alongside the new online HRToolkit. The health, safety & wellbeing (HSW) module of the toolkit would locate the HR and HSW policies together in a central space accessible to all staff. Kerry Ross thanked the HR Policy Committee for their assistance in finalising the Handbook;

- **Appraisal system**

The HR Policy Committee had approved the test roll-out of the new appraisal system, taking into account feedback from staff, to implement a more robust performance management system throughout the Trust.

5 COMMITTEE UPDATE

Dave Gibson thanked the members of the Committees for their work on behalf of the Trust.

Following John Town's recent resignation from the Board, Trustees were invited to consider volunteering for the Governance Committee as it comprised only three Trustees. Interested Board members were advised to contact Alan Dobie, Governance Committee Convener, directly.

6 GOVERNANCE

6a i Corporate Strategy Review

Dave Gibson welcomed the creation of the Annual Plan (AP) as it would allow clear sight, for the Executive and all staff, of the deliverables in terms of objectives and targets for a specific year within the Corporate Strategy (CS) period.

David Balharry advised that the paper provided an overview of how the Trust was performing against the AP and, particularly in light of the impact of the pandemic, it explained which tasks were on target and which were under threat. He highlighted the need to include provision in the CS Matrix for considering the next CS, for example in terms of research required. Referring to the gap between the CS and the Mission Statement, he recommended that consideration should be given to tightening the Mission Statement to help inform aspects such as pace, prioritisation and affordability, thus providing a 'golden thread' throughout the organisation which would allow every member of staff to see how their role connected directly to the Trust's mission. Trustees **welcomed** the suggestion that this topic be the focus for the October Topical Forum.

David Balharry welcomed Phil Graves' offer of advice given his relevant public sector experience. Discussion ensued on the frequency of reporting to Trustees on the AP and Dave Gibson requested that it should be included as a standing item on the Board agenda along with a brief, high-level report on areas that had changed.

Trustees **noted** the current position and **approved in principle** the changes to the Corporate Strategy Matrix and the creation of an Annual Plan, subject to formal approval of costings to be presented at the December Board meeting [**Action Point 11**].

Trustees **approved** the out of budget expenditure totalling £56.1k required between September and December 2020 to mitigate Covid impacts and assist with strategic planning.

David Balharry acknowledged the detailed work of Clare Pemberton and the support of Helen Mason in the preparation of the paper. He also acknowledged the considerable effort and resilience of staff who had navigated the challenging circumstances surrounding the pandemic, having made best use of the Job Retention Scheme, having minimised the impact on the CS and having emerged in a positive place.

6a ii Finance and Fundraising Update

Kerry Ross presented a reforecast for the year to December 2020 against the budget for the same period. They indicated that the Trust was expecting to report a surplus of £9k against a budgeted deficit of £418k, a positive variance of £427k. Legacies received, which were tracking over £700k above budget, were a principle cause. However, owing to the impact of the pandemic the income from grants and charitable trusts was expected to end the year £433k behind target, although it was worth noting that a proportion of that figure had been speculative and fundraising in some instances had not taken place owing to Covid-19. The Fundraising Update provided further information on the income variances to budget.

In terms of expenditure, all aspects of the Trust's work had been reforecast downwards (except Policy) with the most significant downturn of £142k in land-related activities. A large proportion of the land-related costs will move into 2021. The second largest variance in costs, amounting to £118k, was in relation to staff salary costs, in part resulting from the saving created from the Coronavirus Job Retention Scheme and partly because of a delay in recruiting budgeted positions or filling vacancies arising from internal transfers.

The reforecast had been based on 6 months of actual figures plus a 6-month estimate; a more accurate out-turn for 2020 would be presented to the Board in December when actual figures for 9 months would be available.

The budgeted reserves position had been reforecast at just over 12 months of free reserves; the Finance Committee and the wider Board would be consulted regarding the designation of reserves. A proposal for the Reserves Policy would also be taken to the Finance Committee for consideration **[Action Point 20]**. Two annual meetings for the Trading Company Board of Directors would be added to the Trustee calendar to provide clearer distinction from the Trust Board meetings **[Action Point 21]**.

Jim Gibson thanked Kerry Ross for her efforts and the clear presentation of the financial position.

Trustees **noted** the position.

6b Scheme of Delegation

Kerry Ross emphasised the importance of introducing a Scheme of Delegation to provide clarity to the Executive and Trustees on the extent of their authority and to ensure that items are dealt with at the appropriate level within the organisation. There was also a need for a robust reporting framework to provide assurance that the delegated tasks were being carried out effectively. A proposal for how the Board would move forward with this in terms of the roles of Committees was outlined and Kerry Ross advised that, to ensure consistency of approach, she would plan to sit alongside the Committees as decisions were made on delegation of authority within different areas of responsibility.

Jane Smallman offered to assist the Governance Committee with the scheme of delegation to address the current capacity issue on that committee.

Discussion ensued on the level of detail involved for committees and the tight timescales, and David Balharry suggested that a well-developed 'starter-for-ten' style document could be created for committees and invited feedback from Trustees to aid the process. David Balharry welcomed Xander McDade's offer of assistance.

Trustees **agreed** the need for a formal scheme of delegation, and **approved** a review by respective committees. The revised committee remits for the Standing Orders would be drafted by the Executive and reviewed by the Governance Committee with the intention of returning to the Board in December [**Action Point 22**].

Trustees **approved** the creation of a Risk & Reputation Committee.

Dave Gibson invited volunteers for the Risk & Reputation Committee; Phil Graves, Andrew Whitfield and Emily Henderson volunteered. Trustees noted that this may be an area for Trustee training and development, potentially for all Trustees not just those on the newly formed committee.

In relation to the continuation or otherwise of the Fundraising Committee, Trustees **agreed** to keep it under review, seek the views of key staff and include in the agenda of the next meeting [**Action Point 23**].

6c Risk Register Update

Kevin Lelland spoke to the paper, highlighting the substantive points in the Risk Register that were outwith tolerance and updating Trustees on progress made. Notably, the recent recruitment processes had enabled a reduction in risk relating to over reliance on individuals for critical business functions; the revised Deer Management Strategy would help to reduce the risks around exemplary land management practice; and the Equality and Diversity Policy would reduce the risks to the Trust's reputation in that area. Other items on Risk Register remained outwith tolerance often for reasons beyond the Trust's control, although the Trust was on a path towards moving back within tolerance on those areas.

In discussion, Trustees:

- recommended that equality and diversity should be included explicitly as a risk on the register;
- suggested that the cross referencing between the Risk Register and other key documents such as the Corporate Strategy and the Annual Plan should be considered;
- noted that while the revised Deer Strategy may reduce risk in terms of land management, there could be an increased risk in terms of reputation with members and stakeholders;
- agreed that risks outwith the Trust's control should remain on the register once all possible mitigations had been put in place, as the Trust could continue to influence the mitigation control measures;

Trustees **noted** the risks and their scoring and **agreed** to continue receiving quarterly updates, by exception, with the full Risk Register being presented, for approval, in March.

Dave Gibson requested that Kerry Ross share with Trustees a summary of the scope and level of the Trust's current insurance cover [**Action Point 24**].

6d Appoint Convener for Fundraising Committee

Appointment of a convener was deferred pending wider discussion on the continuation of the committee.

6e 2021 Meeting Dates

A provisional 2021 calendar of meeting dates had been presented. Trustees were invited to: approve the calendar and/or advise whether some of these meetings should be held at the weekend or in the evening to better accommodate Trustees who worked during the week; and to advise which meetings should continue to be held electronically to reduce costs, travel and carbon emissions, and which meetings were important to be conducted in person.

In discussion, Trustees:

- suggested that 1-hour Trustee training/CPD sessions be scheduled;
- suggested allowing a longer gap between the 2021 AGM and the June Board meeting to reduce the amount of travelling required in close succession;
- welcomed the opportunity presented by MS Teams to hold more informal interim discussions, thus taking the pressure of formal Board agendas;
- recognised the importance of holding some meetings in person, as government restrictions permitted e.g. the June Board meeting which was the first for new Trustees;
- requested that committee meetings should also be scheduled;
- asked if there was a need to explore the reinstatement of an October Topical Forum, or if the 2-day December meeting incorporating Board meeting and Topical Forum was sufficient;
- noted that consideration should be given to what form the 2021 AGM & Members' Gathering might take, including the possibility of a virtual event.

Trustees **agreed** that Kerry Ross, David Balharry and the Chair would liaise on the further development of the 2021 Calendar and present this for discussion at the October Topical Forum.

7 POLICIES

Items 7a – d recorded in a separate confidential minute.

7e Equality & Diversity

Kevin Lelland introduced the paper, recommending an increased focus on issues of equality and diversity and investment in a long-term development plan in this area for the John Muir Trust. Subject to approval, he welcomed input from any Trustees who could offer expertise in this area or make recommendations with regard to consultancy.

Discussion ensued around the benefits, or otherwise, of engaging a consultant and Trustees had diverging views on this point. The Board considered various possibilities including setting up an Equality, Diversity & Inclusion working group comprising staff from all levels in the Trust of as mixed gender and ethnicity as possible, with a champion identified on the Board and on the Executive. The concept of an Equality Advisory Forum comprising a staff member, Trustee and external people with direct experience of EDI issues was also put forward. It was recognised that a working group created entirely from within the organisation would be ethnically non-diverse, could introduce bias into the process and could fail to explore the more challenging issues.

Trustees **supported** the principle of an increased focus on issues of equality and diversity and requested that Kevin Lelland bring back a further proposal to the Board after due consideration [**Action Point 25**].

8 DEVELOPMENT WORK & PERFORMANCE FRAMEWORK

Kevin Lelland provided context to the Performance Framework paper by explaining that the Executive and delivery managers were exploring a range of factors to ensure that the organisation was in the right place to achieve its strategies and objectives, ahead of the UK development plan which would be presented to the Board in December 2020. Aspects being considered included: how to support alignment in the organisation; were the right measures of success in place; were the right things been done to ensure staff felt empowered and able to deliver on outputs; was there clarity around decision-making; and was the Trust resilient as an organisation.

Trustees **agreed** to continue this conversation at the October Topical Forum, as part of discussions on the Trust's UK development plan.

9 ENGAGEMENT REVIEW PROJECT PLAN UPDATE

Emma Reed explained that this was the first time that engagement work across the Trust was being reviewed and it posed an exciting opportunity to integrate ways of working across teams. There would be crossover with Equality & Diversity and with the Performance Framework & UK-wide development plan. Emma reported that there was a willingness and enthusiasm among the wider team for a more integrated approach.

Trustees would be provided with an update in December and a fully costed plan would be presented in 2021 [**Action Point 26**].

Trustees **noted** the update and **supported** the establishment of the working group, comprising Chris Loynes, Andrew Whitfield and John Finney.

10 ENGLAND & WALES DEVELOPMENT PLAN UPDATE

Tom Hayek introduced the paper, which provided an update on progression of the previously agreed steps, and invited comment from Trustees on any questions they

had prior to the costed plan being presented at the December Board meeting. Trustees noted that further work would be carried out to link the plan to the Engagement Review and the UK Development Plan. Trustees who wished to input to the prioritisation exercise around how to develop policy in England and Wales were asked to contact Tom Hayek; Chris Loynes, Andrew Whitfield, John Finney and Phil Graves indicated an interest in doing so.

Trustees remarked on the emphasis on *wild land* in the paper as opposed to the *wild places* which existed in urban settings and which were the location for much of the John Muir Award activity in England and Wales. The terminology was also seen to present an educational opportunity as areas such as Dartmoor, considered by many to be wild land, had in fact been altered in many ways over the centuries. Trustees also commented that the term *wild land* was very similar to *wild land areas* and that there was a need to consider the nomenclature to be used in England and Wales. David Balharry highlighted that *wild land* was an objective measure whereas *wild places* was a subjective measure and that the opinion of communities would be sought regarding the value of local wild places in order to ensure social and geographical relevance; definitions would be clarified in the papers.

Trustees **noted** the update.

11 GLENRIDDING & LANGHOLM UPDATES

Recorded in separate confidential minute.

12 HEALTH, SAFETY & WELLBEING (incl. SAFEGUARDING)

This item was discussed by Trustees on 18 September. It was subject to a number of approvals and agreed actions and is minuted here as item 12 to ensure the decisions are recorded.

Revised HSW Policy & Manual

Sarah McNeill spoke to the revised Health, Safety & Wellbeing (HSW) Policy and Manual, and the planned roll out and training that would be required for staff. The Manual would sit alongside the Policy as a live document allowing it to be updated or amended, as required. The roles and responsibilities of the Board, the HSW Committee, the Executive, managers and all staff were outlined.

The need for a coordinated approach to HSW matters had been identified by the Management Team and a HSW Administrator role had recently been approved by the HSW Committee with the recommendation that recruitment to this post should be completed by Jan 2021. Sarah McNeill would continue to provide part-time support with HSW issues in the role of HSW Officer until end December 2020.

Further information was provided on the HSW work which had been carried out in recent months by the redeployed HSW project team, comprising Sarah McNeill, Graham Watson and Kathryn Hamilton. The work of the project team had included coordinating the Trust's response to Covid-19, in line with regular changes to the government and sector-specific guidance. In addition, the project team had reviewed

the Trust's current HSW systems, processes and culture and had liaised with appropriate staff and the HSW Committee to address gaps and to progress outstanding HSW work.

Trustees suggested a number of amendments to the Policy and Manual.

Trustees **agreed** to hand over final sign off for the HSW Policy and Manual to Dave Gibson and David Balharry, subject to changes being made [**Action Point 17**].

Safeguarding

As part of the Board Development programme, Emma Reed delivered a presentation on the topic of Safeguarding which considered: the range of situations across the Trust where safeguarding was relevant; what constituted abuse; the signs of abuse; and the extent of Trustees' roles and responsibilities in relation to safeguarding.

It was emphasised that Trustees' role in safeguarding was primarily one of prevention and involved ensuring that the right governance and policies were in place from the outset. A reporting flow chart had been included in the safeguarding guidance document and a safeguarding team, comprising staff in the different UK nations, had been formed in order to ensure the Trust kept up to date with legislation and best practice. Trustees would be required to support the safeguarding team, ensuring that decisions taken by them were ratified by the HSW Committee and that safeguarding matters were being dealt with robustly and consistently.

Trustees **noted** that all staff would be required to agree to comply with the Safeguarding Policy, and failure to do so would be a disciplinary offence [**Action Point 27**].

Trustees **confirmed** that safeguarding would continue as a standing item on the Board agenda, by exception, as appropriate.

Trustees **confirmed** they were content with the implementation plan, and that the appropriate Trustee leadership around safeguarding would be put in place via the scheme of delegation.

13 AOCB

Carbon Audit & Small World Consulting

David Balharry advised that he had asked Small World Consulting to prepare a detailed, costed project plan and would bring forward a costed proposal to the December Board meeting [**Action Point 28**]. In response to a request from a Trustee, David Balharry agreed to share Mike Berners-Lee's presentation, subject to consent being granted and technology permitting [**Action Point 29**].

JMT Executive email account

Trustees requested that a review of how Trustees and staff felt the JMT Executive email account was working should be discussed at a suitable point [**Action Point 30**].



John Muir Way

Phil Graves requested that the possible marketing opportunities in relation to the John Muir Way be added to the agenda for discussion **[Action Point 31]**.

Dave Gibson thanked staff for the effort and preparation put into the papers; and welcomed the introduction of the Annual Plan and Scheme of Delegation and the measures being taken to address risk and reputation.