

8 December 2020  
Online

## MINUTE OF BOARD MEETING

### ATTENDANCE

#### Trustees

Gair Brisbane (items 1-16)  
Alan Dobie  
John Finney  
Dave Gibson – Chair  
Jim Gibson  
Phil Graves  
Emily Henderson  
Patricia Jordan  
Chris Loynes  
Jane Smallman  
Chris Townsend  
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 (item 16)  
Helen Mason – Development Manager (Major Donors)  
Iona Sutherland – minutes

#### Not present

Xander McDade  
Raymond Simpson

## 1 WELCOME, INTRODUCTIONS, APOLOGIES & CONFLICTS OF INTEREST

Dave Gibson welcomed everyone to the meeting and requested declaration of any conflicts of interest: there were none.

## 2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the draft minutes of the Board meeting of 18 – 19 September, subject to minor amendments to items 3 and 6b.

N°	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	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
4	Jun 2020	Consider Board Development	MT	Ongoing
5	Dec 2019	Circulate upcoming events	ER	On hold
6	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	c/f Q1 2021
7	Jun 2020	Governance Review	Gov. Comm.	Ongoing
8	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	c/f March 2021
9	Jun 2020	Review Corporate Strategy & financial position	MT	Discharged
10	Jun 2020	Safeguarding Guidance document to go to HR Policy Committee for approval	ER	Discharged. HR Policy Committee has approved, subject to comments
11	Jun 2020	Organise virtual drinks party for retiring Trustees	DG	Discussion ongoing re how to arrange given Covid restrictions
12	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
13	July 2020	Share redrafted HSW Policy with HSW Committee then to Sept Board for approval	DB	Discharged
14	July 2020	Investigate alternative technology for hosting online 2021 AGM	ER	Discharged
15	Sep 2020	Consult FC on designation of reserves and on Reserves Policy	KR	Discharged
16	Sep 2020	Include 2 meeting dates for Trading Co. Board in 2021 calendar	KR	Discharged
17	Sep 2020	Redraft & circulate revised Committee remits to the Governance Committee	KR	c/f Jan 2021 Board agenda
18	Sep 2020	Seek views of key staff on continuation of Fundraising Committee	KL	Discharged. Agreed committee to continue
19	Sep 2020	Circulate summary of Trust's insurance cover	KR	Discharged
20	Sep 2020	Make recommendation re moving forward with the Equality & Diversity issues	KL	Discharged
21	Sep 2020	Update on Engagement Review plan	ER	c/f March 2021 agenda
22	Sep 2020	Ensure compliance w/ safeguarding Policy appropriately ref'd in staff handbook	KR	Discharged
23	Sep 2020	Bring forward costed proposal for Trust's carbon audit	DB	Discharged

24	Sep 2020	Subject to consent, circulate Mike Berners-Lee presentation	DB	Discharged
25	Sep 2020	Review JMT Exec email account from staff and trustees' perspective	DB	Discharged
26	Sep 2020	Consider marketing opportunities with John Muir Way, as agenda item	KL	Discharged
27	Dec 2020	Circulate link for film 'The Cull' & summary of Trust perspective	MD	Dec 2020
28	Dec 2020	Produce a recovery plan inc. timing for risks identified as outwith tolerance	KL	March 2021
29	Dec2020	Include project management training for staff as mitigation for O1 on risk register	KL	March 2021
30	Dec 2020	Consider how to increase Trustee engagement with Trust properties	DB	Ongoing
31	Dec 2020	Indicate expressions of interest to Dave Gibson in taking on post of Fundraising Committee convener	Trustees	Ongoing
32	Dec 2020	Consider if Board should continue to approve committee minutes	Gov Committee	Ongoing
33	Dec 2020	Submit views to David Balharry on potential subjects for CPD sessions	Trustees	Ongoing
34	Dec 2020	All Committees, bar Fundraising, to discuss Scheme of Delegation	Gov Comm & HSW Comm	Jan 2021
35	Dec 2020	Consult Colin Liddell re holding the EGM before or after the AGM	Alan Dobie	Ongoing
36	Dec 2020	Consider incorporating role in SoD for R&R Committee to act as filter between Board and Exec for position statements	KR, R&R and Gov. Committees	Jan 2021
37	Dec 2020	Review proposals for publication of specific position statements in annexed table	MD	Ongoing
38	Dec 2020	Establish procedure for regular review of position statements to ensure relevance	MD	Ongoing
39	Dec 2020	Explore alternative platform for sharing Board papers	DB	Ongoing

### 3 MATTERS ARISING

#### **Item 2 – Minutes of last meeting and outstanding actions**

David Balharry advised that an additional column had been added to the action points table on the minute of the last meeting to provide Trustees with an updated status on each action. However, it would be removed before posting on the website to provide an accurate record of status at the time of the last meeting. Trustees welcomed this approach and noted that minutes of other recent meetings would be reviewed to ensure that the correct status for action points had been published.

#### **Item 4 - Staff Handbook, HR Toolkit & HSW Policy**

Trustees requested an update on the impact of the Staff Handbook, HR Toolkit and HSW policy. David Balharry advised that staff were using the new HR Toolkit as an interface for accessing key documents and that it was proving to be an efficient and effective way of working. Trustees noted that the updates to the Staff Handbook and the HSW Policy were primarily legislative so the effectiveness of these would be apparent in the longer run.

### 4 EMPLOYMENT ISSUES

#### **New staff**

Trustees noted that three new members of staff had recently started in the roles of: Fundraiser; Marketing & Communications Manager; and Land Operations Manager (South). A candidate had been recruited to the post of Operations Manager (Compliance) and was being engaged on a consultancy basis while her visa application was being processed; it was hoped she would become an employee in February 2021.

Trustees asked how the issue of diversity was addressed within the recruitment process. Kerry Ross advised that the personal details form which contained details such as nationality and was submitted as part of the application process, was not presented to the recruitment panel to ensure potential bias was removed from the shortlisting process. Job vacancies were advertised on a variety of national recruitment websites and often attracted applicants across a range of nationalities.

#### **Staff survey**

Trustees noted that the Management Team was working on the Staff Survey with a view to including a greater number of open questions and to increasing staff participation. The HR Policy Committee would be advised when it was ready to be issued.

### 5 HEALTH, SAFETY & WELLBEING

Kerry Ross advised that an updated Covid-19 guidance email would be issued to staff imminently. There were no further substantive HSW items and Trustees were pointed to the minutes of the HSW meeting of 2 November for an update on other HSW matters.

## 6 SAFEGUARDING

Emma Reed reported that the safeguarding guidance document had been reviewed, updated and approved by the HR Policy Committee. The guidance document would be made available to all staff shortly and the safeguarding team were in the process of identifying dates to enable the first round of safeguarding training to be delivered by mid-February.

## 7 DIVERSITY & INCLUSION

Kevin Lelland highlighted that Equality, Diversity and Inclusion (EDI) had been included as a separate item on the Risk Register. In terms of next steps, he reported that he was looking to form an internal group to develop an EDI policy, benchmark some Key Performance Indicators and create an improvement plan including a staff training and development programme. Several EDI policies from other organisations, including some from the environment sector, had been reviewed as part of the initial research.

Kevin Lelland advised that he had joined an EDI group, formed through Scottish Environment LINK, which included a number of other environmental charities and the Coalition of Ethnic Minority Voluntary Organisations in Scotland (CEMVO). The aim of the group was to put a proposal to S.E. LINK to secure funding for training on this issue for all the partner organisations. Kevin Lelland invited a Board representative to join the internal EDI group: Jane Smallman volunteered and Trustees **welcomed** her appointment.

## 8 ANNUAL PLAN UPDATE

David Balharry advised that the Annual Plan agreed in September was subject to the budget and therefore amendments may need to be made following discussion on the budget item. He highlighted that delivery of the Annual Plan formed the core of the Chief Executive's forward job plan; and the detail of the Annual Plan, including the SMART targets, would be rolled out into the forward job plans of the staff as part of the new appraisal system to provide a clearer line of sight between staff activities and the Corporate Strategy. An update to the Annual Plan, both in terms of progress and any adjustments required, would be brought to the March Board meeting.

## 9 RISK REGISTER UPDATE

Kevin Lelland addressed the two items in the Risk register which were marked as critical: Equality, Diversity & Inclusion (EDI), and Exemplary Land Management. In respect of EDI, he advised that appropriate mitigations had been identified and once these started to be put in place it was expected that the risk status could be reduced. Mitigations for the exemplary land management risk were being put in place on the properties although it was felt that the process was not sufficiently advanced to enable a reduction in that risk status yet.

For other risks which had been identified as outwith tolerance, necessary mitigations had been put in place and it was acknowledged that some issues remained beyond the Trust's control.

In discussion, Trustees:

- requested a recovery plan, incorporating timing, for risks outwith tolerance to be produced alongside the risk register as a tool in reducing risk **[Action Point 28]**;
- suggested inclusion of project management training for staff as a mitigation for O1 **[Action Point 29]**;
- noted the possibility that it may become more difficult to obtain funding from some funders as an impact of Covid; and that, although the Trust had a variety of income streams, it would be helpful to identify new, significant funders going forward;
- noted that 'return to workplace' plans were already being considered and that a wider conversation on alternative ways of working would also be required post-Covid;
- noted that, in respect of volunteering, guidelines were in place to empower staff to make decisions at a local level although the travel restrictions meant volunteering had been significantly restricted;
- requested increased Trustee engagement with Trust properties, particularly in light of the risk around exemplary land management **[Action Point 30]**;
- noted that a priority for the new Marketing & Communications Manager was to re-establish a membership recruitment campaign and bring forward new recruitment activities in 2021, Covid-permitting;
- noted that the Inclusion in Wild Places statement had elicited a positive response and there was no evidence that there had been any negative impact on membership.

## 10 RECOMMENDATIONS FROM COMMITTEES FOR BOARD APPROVAL

### Risk & Reputation Committee

Kerry Ross reported that the Risk & Reputation Committee had met to undertake the Scheme of Delegation review but had yet to convene its first full meeting. Andrew Whitfield had volunteered to stand as convener; Trustees **approved**.

### Fundraising Committee

Recent discussion with key staff had determined that the Fundraising Committee would continue. In light of that decision, the four Trustees appointed to it in July confirmed that they were happy to continue. Dave Gibson asked Trustees for expressions of interest in taking on the post of convener, to be indicated to him outwith the meeting **[Action Point 31]**.

### Governance Committee

Additional Trustee support was sought to assist the Governance Committee particularly given the increased workload around the Governance Consultation. Dave Gibson volunteered to join the committee; Trustees **approved**.

### Health, Safety & Wellbeing Committee

David Balharry highlighted that, unlike the other Board committees, the HSW Committee comprised a range of staff and Trustees, and commented that he wished to review this and ensure that clear terms of reference were in place.

Dave Gibson suggested that the Governance Committee should review whether the Board should continue to approve committee minutes going forward [**Action Point 32**].

### Committee recommendations:

- HR Policy Committee proposed a staff salary increase of 0.7% in line with CPIH. Trustees **approved**.
- Finance Committee proposed a change to the Reserves Policy i.e. a move to a fixed value of between 1.2 and 1.8 million to be reviewed annually by the Finance Committee and every 3 years by the Board. Trustees **approved**. Dave Gibson thanked the Finance Committee for their work on the budget.
- Trustees **approved** that the Risk & Reputation Committee would meet four times per year.

Kerry Ross clarified that the finalised Investment Policy would be circulated by email round the Board for sign off. It would then be published on the Trust website and available on request if a direct approach should be made.

## 11 BUDGET 2021-2023

Kerry Ross presented the budget paper commenting that it was an investment budget which reflected the recent growth of the Trust and the related requirements and aspirations. Trustees were asked to approve the 2021 budget of £3.7m recommended by the Finance Committee, noting that this was £0.5m higher than the 2020 budget, once adjusted for the roll forward of costs of £0.4m from 2020. The Board was also asked to delegate authority to the Finance Committee to approve an additional spend of £554k, to be released when the Executive had confidence that this could be delivered appropriately. A review of systems and processes and an investment in staff training and development would ensure that the necessary level of governance and due diligence was in place to manage the additional spend. The Executive also requested provision for a budget reset in June 2021, if required.

Trustees asked for more detail on the proposed carbon project. David Balharry explained that the project would aim to reposition the Trust as being pro-carbon capture rather than anti-deer, and that the budgeted figure included salary for a new post to deliver the project, and an audit of Trust land holdings with regard to carbon potential. A benchmarking exercise was underway with Small World Consulting. Trustees requested that they would be involved in shaping and steering the development of this project, acknowledging that the line between operational and strategic involvement would need to be identified. Trustees suggested that there could be a potential for corporate sponsorship via the carbon off-set market, although careful consideration would be required in respect of this.

In discussion, Trustees:

- requested more detail to be provided on the draft income;



- requested some form of annual reporting on investment in order to join up the relationship between investment and outcomes. Dave Gibson noted the Trust's Annual Report was the publication that communicated the Trust's investment and outcomes in any previous calendar year;
- noted that the increase in the Land budget was accounted for by several factors including the creation of the new Land Operations Manager (South) post as well as an investment in woodland work, peatland work and the Langholm Initiative;
- noted that the Board's approval of the budget would allow staff to deliver the Annual Plan, and that the 'golden thread' demonstrating the connection between the two would be demonstrated in more detail when the Corporate Strategy was next reviewed.

**Trustees approved:**

- the 2021 budget of £3.7m and indicative budgets for 2022 and 2023, as recommended by the Finance Committee;
- that authority would be delegated to the Finance Committee to approve an additional spend of £554k, to be released once the Executive had confidence that this could be delivered appropriately;
- the provision for a budget reset in June 2021, if required.

## 12 2021 MEETING DATES & FORWARD LOOK

### 2021 Meeting Dates

David Balharry introduced the paper, highlighting that the key purpose was to agree the 2021 meeting dates, and asked for Trustees' views on potential topics for the CPD sessions, by email [**Action Point 33**].

Concern was expressed by some Trustees that changing the status of Topical Fora to mandatory would increase the time commitment required which could restrict the pool of available candidates and consequently the diversity of the Board going forward. Alan Dobie highlighted that the revised Article 8.5.6 made provision, in the event of a Trustee's non-attendance at meetings without permission, for the Board to decide on a course of action i.e. removal from the Board would not be automatic.

Kevin Lelland reported that the Governance Consultation on the proposed changes to the Articles would remain open until 18 December and that 907 responses had been received to date. In addition, Dave Gibson, John Finney, Alan Dobie and Colin Liddell, the Trust's legal adviser, had taken part in online conversations with 13 members. Civica would produce a report once the consultation had closed and alongside this the Trust would provide detail of issues raised in the consultation. A report on the feedback received via the consultation would be included in the January Members' News; and the final proposed Articles would be sent with the April mailing. Dave Gibson commented that it would be desirable for a draft of the Articles to be sent to members prior to them receiving the final version ahead of the EGM.

Trustees **agreed** the revised 2021 corporate calendar with the following amendments:

- the status of Topical Fora would be changed to 3 – *attendance optional*;

- the status of meeting on 21 January would be changed to a 2-hour Board meeting to allow for consideration of Consultation responses;
- the CPD session on 18 Feb would be changed to a 2-hour Board meeting to allow the draft Articles to be signed off;
- the September Board meeting would take place on Saturday 18, with an optional social gathering on evening of Friday 17 and site visit on Sunday 19;
- timings should be added to all calendar dates.

### Forward Look

With regard to the other items which had been proposed for the January Board agenda, Trustees **agreed** that the Scheme of Delegation (SoD) should remain on the agenda, but the Phoenix Futures MoU could be handled separately by email. All Committees would need to have discussed the SoD ahead of the January Board meeting with the exception of the Fundraising Committee which would defer its meeting owing to the lack of a convener [**Action Point 34**].

## 13 AGM & MEMBERS' GATHERING

Emma Reed introduced the paper, highlighting that feedback received following the 2020 AGM recognised that, while there had been some technical difficulties, hosting the AGM online had increased engagement with members, with more attending for the first time. Emma Reed set out the range of options which had been scoped for hosting the 2021 AGM online and for managing the complexity of the voting requirements; and recommended that an external company would provide both the hosting platform and voting facility.

Alan Dobie requested that staff engaged with him and Colin Liddell regarding the voting requirements to ensure that the package was able to deliver what was needed, the specifics of which would not be known until a later date. Dave Gibson requested that Alan Dobie take advice from Colin Liddell on the merits of holding the EGM before or after the AGM [**Action Point 35**].

In discussion, Trustees noted that if the EGM preceded the AGM and the revised Articles were duly adopted, that the AGM would then be run in accordance with the new Articles. The chair indicated that further discussion was needed concerning the relative merits of running the EGM before and after the AGM prior to any decision being agreed and that if the EGM was run after the AGM and the new Articles adopted, that the ensuing year would provide sufficient time for effective transition especially in respect of elections and co-options.

Trustees emphasised the importance of incorporating a live Q&A session for members.

### Trustees **approved**:

- that an external company would be contracted to host a virtual EGM and AGM and to facilitate the voting;
- that the Members' Gathering would be hosted in the Borders on 2 October 2021, Covid restrictions permitting.

## 14 PUBLICATION OF TRUST POLICIES

For the benefit of new Trustees Mike Daniels advised that, following Board approval in 2019 to remove Trust policies from the website, policies had now been reviewed and updated; the Management Team sought approval for publishing and sign-off of policies as set out in the paper. In future, outward-facing policies would be termed 'position statements' and 'policies' would refer to internal, operational documents.

A wide-ranging discussion ensued and Trustees suggested that, for some topics, consideration might be given to producing both an external-facing position statement and a version with operational detail for internal use e.g. on Land Acquisition; Partnerships; Wild Land & Built Development.

Trustees noted that certain topics for which there had previously been an external-facing policy, may now be incorporated into a broader position statement (e.g. deer management), and that it was the role of the Board to choose the issues which would have outward-facing position statements. Kerry Ross advised that the Scheme of Delegation assigned committees to review and recommend policies for Board approval, and noted the suggestion to incorporate a role for the Risk & Reputation Committee to act as a filter between the Executive and the Board for new position statements or changes to existing ones **[Action Point 36]**.

Trustees noted that the layout of the new website, due to be launched early 2021, would enable position statements to be more clearly displayed; and that the Trust also used other channels including social media to state its position on issues without the need for a formal policy.

Trustees **approved** the approach put forward in the paper in respect of publishing position statements on the Trust website and that, in line with the Scheme of Delegation, all new position statements or changes to existing ones would require Board sign-off. This approval was subject to:

- a review of the proposals in annexed table with regard to which position statements would be published, especially consideration of the Wild Land & Built Development Policy **[Action Point 37]**;
- a procedure being put in place to review position statements regularly to ensure their relevance **[Action Point 38]**.

## 15 THIRLMERE PARTNERSHIP

Mike Daniels invited comment from Trustees on the Thirlmere paper and sought approval for signing up to the Memorandum of Understanding for the Thirlmere Resilience Partnership, comprising United Utilities, Cumbria Wildlife Trust, John Muir Trust and Natural England.

In discussion, Trustees advised that:

- provision should be made in the MoU for partners to withdraw from the partnership, if desired;
- proposals by United Utilities to appoint additional members to the partnership should be subject to discussion and agreement with other partners;

- the protocols around the issuing of media statements should be strengthened so that the Trust would have sight of any proposed media content before publishing;
- consultation with the commoning community should be recommended for inclusion;
- any non-substantial amendments would be shared with Mike Daniels by email.

Trustees welcomed this partnership work in the Lake District and **approved** the Trust signing of the Thirlmere MoU, subject to the comments noted above.

## 16 TRUST DEVELOPMENT 2021

Kevin Lelland spoke to the paper, outlining that the planned organisational development activities were linked to the budget and the need for a strategic investment to be made in the organisation in terms of staff, ways of working, systems and processes. It was part of a transitional year which would prepare the organisation to be as effective as possible as it entered the next Corporate Strategy period.

The shift from lateral to horizontal working, drawing staff from across the organisation into projects and programmes, would assist in providing coherent communication on key issues such as carbon credibility, exemplary land management, diversity, inclusion, working with communities and protecting wild places. The Trust's 'golden thread' would provide a clear line of sight from individual forward job plans to the vision, mission and purpose of the organisation.

Trustees **welcomed** the planned organisational development activities as outlined in the paper, as a positive and useful framework for growth, subject to budget and line management resources. Trustees supported the proposal for the Management Team to act as a Programme Board managing the various projects, and advised that it would be important to move at a pace appropriate to the organisation. The Management Team was mindful of striking the balance between improving processes and maintaining the culture of the organisation; and highlighted that consideration would be given to the prioritisation of projects so as not to hinder the fulfilment of the Trust's external objectives.

Dave Gibson thanked the members of staff who had contributed to it.

## 17 LAND PARTNERSHIPS (CONFIDENTIAL)

Item 17 recorded in a separate confidential minute.

## 18 POLICY CASEWORK UPDATES

### Glenshero

The Public Local Inquiry, at which the Trust had been represented, had closed in recent weeks. The Trust would make its final submissions imminently, along with NatureScot, the Cairngorms National Park Authority and Wild Land Ltd all of which had also objected. It was likely to be several months before the outcome would be known.

### **Hoy**

The Trust had objected to one particular turbine, sited on a Wild Land Area (WLA), rather than the scheme as a whole which was a community project to generate funds for Orkney Council. Constructive dialogue had taken place with the developer; however, the developer had claimed that particular turbine was crucial to the entire development so the outcome was as yet unclear.

### **Yell**

The Trust had objected to a large wind farm proposed on an area of very deep peat, and the process was underway.

### **Campsite nr Arisaig**

The Trust had objected to a proposed campsite near the Arisaig road. A number of other objections were also received and the application had been withdrawn.

Overall, the Trust was currently considering 15 proposed wind farm developments, 13 of which were on the edge of WLAs and 2 of which were sited within WLAs. Dave Gibson thanked the Policy Team for their work.

## **19 COMMITTEE MINUTES FOR INFORMATION**

Discharged under item 10.

## **AOCB**

### **Scheme of Delegation & Annual Business Cycle**

Kerry Ross reported that four of the committees had already met to discuss their remit within the Scheme of Delegation (SoD), as detailed in the relevant committee minutes. The committees yet to meet were the: Governance; Health, Safety & Wellbeing; and Fundraising Committee. The Annual Business Cycle was in progress but had been paused until the outcome of the SoD was known. Drafting of the staff SoD was also underway to align with the Board SoD, and it was hoped that they could be introduced following the January Board meeting.

### **Death of Doug Scott**

Kevin Lelland reported that Doug Scott, the mountaineer and previous recipient of the JMT Lifetime Achievement Award, had died. A tribute on behalf of the Trust was in progress and Trustees who knew Doug Scott were invited to submit any comments for inclusion in the Trust's response to the sad news.

### **Issue of Board papers**

Method: Following the technical difficulties around the method of issuing the Board papers via a portal, Trustees were invited to email David to indicate if they were happy to receive papers by email or in hard copy.

Timing: Trustees commented that they continued to value the opportunity to feedback questions on the Board papers and receive a response from Management Team ahead of the Board meeting, although more time should be allowed for the submission of questions. Trustees suggested that papers be issued ten days prior to the meeting, with four days allowed for submission of comments. The use of an app



such as Googledocs was discussed as a means of enabling Trustees to comment and annotate papers. David Balharry advised that he would aim to follow the above timeframe and would in the meantime explore alternative technology platforms for sharing Board papers **[Action Point 39]**.