

## MINUTE OF BOARD MEETING

14 Oct 2021  
Online

### ATTENDANCE

#### Trustees

Patrick Cadell  
Alan Dobie  
Richard Eastmond (items 1-10)  
John Finney  
Dave Gibson (Chair)  
Jim Gibson (items 1 – 11)  
Phil Graves  
Emily Henderson (items 1-10)  
Clare Jefferis  
Chris Loynes (items 1 - 12)  
Raymond Simpson (items 1 - 12)  
Jane Smallman  
Andrew Whitfield  
Sheila Wren

#### Staff

David Balharry – Chief Executive  
Mike Daniels - Policy & Land Management  
Kevin Lelland – Development & Comms  
Kerry Ross – Finance & Resources  
Clare Pemberton – Secretariat (minute taker)  
Helen Mason – Secretariat  
Kathryn Hamilton – Secretariat

#### Advisers

Jim Sloane, strategy specialist (items 10-12)

#### Apologies

None

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

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

Trustees were asked to update the Executive with any changes to the Register of Interests.

## 2 PRE-MEETING COMMENTS PROCESS

Kerry Ross outlined a proposed change to the process for handling Trustees' pre-meeting comments on Board papers, to ensure the Executive's response is included as part of the formal minute of Board meetings.

It was proposed that a paper responding to 'substantive points' that merit discussion or approval by the Board will be circulated to Trustees prior to the meeting. There will be a standing agenda item at each Board meeting to discuss these 'substantive points', and matters arising from this paper would then be discussed and minuted at the Board meeting in question. 'Points of clarification' raised by Trustees to gain a better understanding of the content of Board papers will be responded to by the Executive in advance of the meeting, but not formally minuted.

Trustees **agreed** the proposed process.

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

Trustees **approved** the draft minute and draft confidential minute of the Board meeting of 18 Sept 2021 subject to minor amendments to items 8 and 17.

N°	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
2	Jun 2020	Consider Board Development	DB	Discharged. Costed proposal for Board development training to be brought to Dec 2021 Board meeting
3	Dec 2019	Circulate upcoming events	DB/DG	Discharged
4	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	c/f 2022
5	Jun 2020	Provide: analysis of missing aspects in governance thread; annual business cycle; clarity on roles and responsibilities, linking into Scheme of Delegation (SoD)	KR	c/f Dec 2021 Board meeting
6	Sep 2020	Revise Committee remits, to take into account the SoD, and bring to the Governance Committee for review	KR	Standing Orders to be updated in line with Committee remits in SoD, and revised Articles. Each Committee to update own remit & GC to review all.  Dec 2021 Board
7	Mar 2021	Trading Co. Review	KR	c/f 2022
8	Mar 2021	Produce Anonymous Donations Policy and present to Finance Committee for approval	KR	Q4 following review by Fundraising Committee
9	Mar 2021	Annual Review of Investment Policy	KR	Initial review carried out. Finance Committee to undertake further review & bring recommendations to Dec 2021 Board mtg
10	Jun 2021	Produce budget for staffing and resourcing EDI objectives for 2022	KL	Dec 2021 Board meeting
11	Jun 2021	Produce AGM/EGM report; and collate comments & questions from AGM open forum	ER	Discharged
12	Sep 2021	Consider holding Members' Gathering as regional, virtual events in 2022	DB	Discharged. Proposal to be brought to Dec Board mtg
13	Sep 2021	Identify staff responsible for delivering against risk, in addition to ET lead	KL	Dec 2021 Board
14	Sep 2021	Identify reporting method to clarify where risk will remain outwith tolerance even when mitigations are in place, versus where mitigations will bring risk within tolerance	KL	Dec 2021 Board
15	Sep 2021	Produce final draft of letter re. item 11b on Sep 2021 confidential agenda.	KL	Discharged
16	Sep 2021	Circulate the presentation on exemplary interpretation	KL	Discharged
17	Sep 2021	Circulate job adverts to Trustees	DB	Regional Delivery Manager job

				descriptions shared with staff (available to Trustees on Blink). Other job descriptions in development.
18	Oct 2021	Discuss plans for a series of Trustee engagement events to follow Corporate Strategy launch	DB	Q1 2022
19	Oct 2021	Produce proposal for in-person regional members' gatherings and introduction of an additional virtual-only operational update should the AGM be in-person only	DB	Dec 2021 Board
20	Oct 2021	Schedule a January date for a Topical Forum/possible Board meeting & bring full 2022 corporate calendar to Dec Board mtg	DB	Dec 2021 Board
21	Oct 2021	Consult with lawyers on Board to agree specific wording to incorporate 'freedom' into new Corporate Strategy aims	DB	Dec 2021 Board
22	Oct 2021	Undertake competitor analysis to incorporate into Corporate Strategy	KL	Dec 2021 Board
23	Oct 2021	Circulate updated version of 'slide 6' from Agenda Item 11	KR	Discharged
24	Oct 2021	Circulate External Consultation materials for Trustee feedback prior to publication	KL	Discharged

## 4 MATTERS ARISING

### Item 20 – WIND VS. WILD – Increased threat of development

Trustees sought further reassurance to confirm that the Trust's staffing capacity is sufficient to effectively deliver the plans outlined in the paper.

### Item 28 (of Confidential Board minute)

Covered under separate confidential minute

## 5 SCOTTISH WILD LAND SURVEY

Covered under separate confidential minute

## 6 EAST WEST CORRIDOR

Covered under separate confidential minute

## 7 EXEMPLARY INTERPRETATION

Kevin Lelland provided a recap of a presentation given at the September Board meeting on plans for developing exemplary interpretation at Trust properties, linked to one of the Corporate Strategy objectives. Trustees were invited to comment and, prior to discussion, two points of natural tension were highlighted: the aim of diversifying the Trust's support might run counter to having minimal signage; and some projects currently underway had not been agreed with the proposed more structured decision-making framework.

In discussion, Trustees:

- Suggested considering virtual and self-guided interpretation as a possible alternative to physical infrastructure; the Executive agree and are already investigating this approach.
- Were supportive of a 'blended, high-quality and minimal' approach that can be adapted to each location, noting Kevin Lelland's point that most comments from members are in support of greater prominence of the Trust through interpretation.
- Acknowledged a need to modernise interpretation to reach a more diverse audience and to inform visitors, despite the risk that a minority of the Trust's membership do not approve of this.
- Highlighted the role of trailhead interpretation in justifying parking fees and attracting new members.
- Suggested distinguishing between interpretation and infrastructure in discussions, for clarification.
- Suggested placing visitor information off-site within community managed infrastructure; the Chair suggested taking this back to the Executive.

Trustees **welcomed** the general direction of travel outlined.

## 8 AGM / EGM 2021 REPORT

David Balharry noted his thanks to Emma Reed (who had since left the Trust) for producing the paper which highlighted feedback and learning points from the positively received event. It was reported that the virtual model was welcomed by attendees and was considered a good option for meetings in future, but further discussion was needed to decide the format of the 2022 AGM and Members' Gathering, considering the merits of online only, hybrid or in-person models.

Trustees were asked to comment on potential formats for the Trust's 2022 AGM and national and/or regional Members' Gatherings.

In discussion, Trustees:

- Noted the challenges of delivering an effective hybrid meeting with large numbers in attendance, but cited an example from the Borders Forest Trust where this was achieved.
- Recognised the advantages of online meetings in providing access to more members (particularly during Covid restrictions) and supporting the Trust's carbon reduction ambitions.
- Remarked on the value of in-person gatherings for Trust coherence and other intangible benefits.
- Supported the reinstatement of in-person regional members' gatherings.

Trustees **agreed** the Executive would prepare a proposal for the December Board on the feasibility of running a hybrid model AGM, with in-person and online models considered if unfeasible. The Executive would also bring forward a proposal for in-person regional members' gatherings and consider the possibility of introducing an additional virtual-only operational update should the AGM be in-person only. **[Action Point 19]**.

## 9 2022 CALENDAR (Q1 ONLY)

A paper had been tabled to set out dates for Q1 of the corporate calendar. Trustees asked whether there was sufficient time allowed to take forward the Corporate Strategy and prepare draft accounts, to which Kerry Ross responded that she believed there was due to the later than usual date for the March Board meeting. Trustees suggested that Board meetings take place in a hybrid format, if possible and raised the idea of a Topical Forum at the end of January, to provide an opportunity to address any Board issues arising in the gap between the December 2021 and March 2022 Board meetings.

Trustees **agreed** the Q1 calendar proposed, subject to inclusion of a Topical Forum in late January at which board discussions can take place if needed, and **noted** that the full 2022 calendar would be presented at the December Board meeting. **[Action Point 20]**

## 10 CORPORATE STRATEGY RECAP

Jim Sloane, who had been supporting with the development of the Corporate Strategy, joined the meeting. Kevin Lelland spoke to a paper capturing changes made to the Corporate Strategy since the September Board meeting, to update Trustees prior to decision items on top level financial planning and consultation with members. Trustees noted that comments not yet incorporated would be included in future versions. Trustees were also invited to submit further comments if wished.

Trustees suggested several amendments to the wording and graphics, and in discussion:

- Advised undertaking a competitor analysis exercise to position the Trust's Corporate Strategy in the context of organisations with similar goals **[Action Point 22]**
- Commented that members were likely to ask why there was little mention of land purchase within the Strategy, given that many support this, and it was suggested that challenges presented by land purchase be highlighted more clearly.
- Commented that some of the language used seemed 'corporate' in nature.
- Reasoned that use of the word 'freedom' in the Trust's definition of wild places should be qualified with another word to clearly denote meaning e.g. 'freedom to regenerate'. Agreed an action for alternative wording to be drafted by the Executive, and to consult with lawyers on the Board (Richard Eastmond, Alan Dobie and Patrick Cadell). **[Action Point 21]**

Dave Gibson thanked Trustees for their time spent reviewing and providing constructive comments on the Corporate Strategy presentation.

## 11 INVESTMENT AND RESOURCING BUDGET

Kerry Ross noted that figures included in the paper being spoken to were subject to change during the more thorough annual budgeting process, therefore, at this stage Trustees were asked for approval in principle on the direction of travel and level of investment.

The planned investment strategy increases Trust spending to £22 million over the next five years, compared to £13 million invested over the previous five years. Due to interdependencies and sequencing of Corporate Strategy objectives, higher spending was planned in 2021-22 due to investment in people and systems, before levelling off then further rising in 2025-26 reflecting increased spend on promotion and fundraising. Income generation was projected based on historic trends, except for that from corporate sources and consultancy which increase from 4%-16% and 1%-4% of total income respectively, projected based on benchmarking against other eNGOs.

Trustees **welcomed** the framework presented and were reassured by Jim Sloane's comments expressing the principle that spending would not exceed income.

A Trustee questioned whether there was a risk of losing strength in existing revenue streams if shifting focus towards corporate sources. Jim Sloane responded there was no intention of losing traditional revenue streams, but that the reliance on legacies is very challenging. Jim also noted that corporate funding would be sought to provide a steady income stream as well as, potentially, large donations towards one-off campaigns.

Trustees **approved** the aspirations set out in the presentation to be further developed into detailed budgets.

Kerry Ross will provide Trustees with the updated version of slide 6 outlining trends in investment against object over time. **[Action Point 23]**

## 12 PROPOSAL FOR EXTERNAL CONSULTATION

Kevin Lelland outlined the planned approach to consulting members on the Corporate Strategy. A one-page summary document and online survey had been developed (to run 1-14 November) in which members would be asked the extent to which they agree or disagree with the proposed objectives, with the points of strategic shift highlighted. There would also be a free-text box for comments on each objective and on the overall strategy.

Trustees **welcomed** the direction of the proposals, however, there were several suggested wording and format changes raised on both the one-page summary document and the proposed online survey. Kevin Lelland will circulate these and invite Trustees to comment further out with the meeting. **[Action Point 24]**

Trustees **agreed** the proposed approach subject to the opportunity for further editing comments (to be submitted by the Executive by Sunday 17 October) to be incorporated by the Executive for finalising and circulation to the Membership in early November.

Kevin Lelland also outlined proposals for the presentation of the final Corporate Strategy and advised that the website would be updated and refreshed to reflect the new Strategy. Jim Sloane left the meeting.

## 13 AOCB

### National Planning Framework

In response to a Trustee query, Mike Daniels informed Trustees that the National Planning Framework consultation is due to be published in the autumn and will be open for responses for three or four months.