

## MINUTE OF BOARD MEETING

6 December 2021

Hybrid meeting: RCPE – Edinburgh & WebEx (online)

### ATTENDANCE

	<b>In person</b>	<b>Online</b>
<b>Trustees</b>	Sheila Wren Chris Loynes Emily Henderson Jim Gibson Patrick Cadell Raymond Simpson Alan Dobie Clare Jefferis Dave Gibson (Chair)	John Finney Jane Smallman Phil Graves (Item 9 onwards) Andrew Whitfield Richard Eastmond
<b>Staff</b>	David Balharry – Chief Executive Kevin Lelland – Development & Comms Kevin Cumming – Regional Delivery Manager (Central) Clare Pemberton – Secretariat	Mike Daniels – Policy and Land Management Kerry Ross – Finance & Resources Kathryn Hamilton – Secretariat (minute taker)

### 1 WELCOME, INTRODUCTIONS, APOLOGIES, REGISTER OF INTEREST

Dave Gibson welcomed everyone to the meeting and asked if there were any conflicts of interest. Kevin Cumming advised of his position on the Board of Directors for the Tarras Valley Nature Reserve initiative (item 22 on agenda). Mike Daniels would therefore talk to item 22 on the agenda. There were no other conflicts of interest, and no apologies were noted.

### 2 MINUTES OF LAST MEETING

Trustees **approved** the draft minute and draft confidential minute of the Board meeting of 14 October 2021.

N°	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	KC	Ongoing – New lease agreed until October 2022. Release of open tender for long term lease delayed, expected early 2022
2	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	Circulated March 2021. Finance Committee to review fund spreadsheet prior to being presented for Board approval in Q2 2022
3	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 Q1 2022
4	Sep 2020	Revise Committee remits, to take into account the SoD, and bring to the Governance Committee for review	KR	Standing Orders, Operations of the Board, Chair's working group remit, Committee remits and sweep up of Articles to be brought to the Board in Jan 2022
5	Mar 2021	Trading Co. Review	KR	c/f Q2 2022
6	Mar 2021	Produce Anonymous Donations Policy and present to Finance Committee for approval	KR	c/f Q1 2022
7	Mar 2021	Annual Review of Investment Policy	KR	Updated policy to Board in Mar 2022
8	Jun 2021	Produce budget for staffing and resourcing EDI objectives for 2022	KL	Dec 2021 Board meeting (Item 14c)
9	Sep 2021	Identify staff responsible for delivering against risk, in addition to ET lead	KL	Discharged
10	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	Discharged
11	Sep 2021	Circulate job adverts to Trustees	DB	Discharged
12	Oct 2021	Discuss plans for a series of Trustee engagement events to follow Corporate Strategy launch	DB	Q1 2022
13	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	Discharged
14	Oct 2021	Schedule a January date for a Topical Forum/possible Board meeting & bring full 2022 corporate calendar to Dec Board mtg	DB	Discharged

15	Oct 2021	Consult with lawyers on Board to agree specific wording to incorporate 'freedom' into new Corporate Strategy aims	DB	Discharged
16	Oct 2021	Undertake competitor analysis to incorporate into Corporate Strategy	KL	Discharged. Initial analysis presented at Dec 2021 Board. Further work to be undertaken – ref Confidential Action Point 1
17	Dec 2021	Explore EDI training for Trustees as part of wider Board development plans	KL	Q1 2022
18	Dec 2021	Discussions re: how to incorporate Trustee experience earlier in policy development processes to be incorporated into proposed Board development work (Item 17)	DB	Q1 2022
19	Dec 2021	Change Risk Register reports to incorporate risk description into update table	KL	Q1 2022
20	Dec 2021	Bring forward paper detailing proposals around land acquisition in partnership	DB	March 2022 Board
21	Dec 2021	Review the method of reporting and bring recommendations of future reporting to the next Board meeting	DB	March 2022 Board
22	Dec 2021	Review the amalgamation of HR Policy Committee and Health, Safety and Wellbeing Committee	KR	June 2022 Board
23	Dec 2021	Provide further information on the proposal to designate monies towards future activities	KR	By 17 Dec 2021
24	Dec 2021	Bring forward proposal for how to proceed with Members' Gatherings in 2022 and 2023	KL	March 2022 Board
25	Dec 2021	Put position statements, Health, Safety and Wellbeing Policy and the Firearms Policy to the Board for approval via email	KR	March 2022 Board
26	Dec 2021	Put decision to delegate responsibility for health, safety and wellbeing policies to the HSW Committee to the Board via email	KR	March 2022 Board

### 3 MATTERS ARISING

Dave Gibson remarked that a range of comments on the Board papers had been received ahead of the Board meeting. The Q&A document subsequently circulated by the Executive Team had dealt with several questions, and others would be addressed during the course of the meeting.

David Balharry commented on the distinction between the interests of the Board as a collective, and the personal interests of individual Board members. He advised that Trustees should contact the Executive Team via the JMT Executive email account for matters arising between Board meetings, or if they had a particular personal interest. The upcoming training would help to clarify the level of operational detail in which it was appropriate for Trustees to be involved.

#### **4 CONFIDENTIAL**

Item recorded in separate confidential minute.

#### **5 EMPLOYMENT ISSUES**

There were no employment issues to report.

#### **6 CHARITY GOVERNANCE**

There were no charity governance issues to report.

#### **7 HEALTH, SAFETY & WELLBEING, AND SAFEGUARDING**

There were no health, safety and wellbeing or safeguarding issues to report.

#### **8 EQUALITY, DIVERSITY AND INCLUSION**

Kevin Lelland updated Trustees on progress with the Equality, Diversity and Inclusion (EDI) action plan and invited comment from the Board.

In discussion, Trustees noted that a training plan for staff had been created and the EDI project team was working with external consultants to bring forward proposals for the training. EDI training for Trustees could be explored as part of the wider Board development programme [**Action Point 17**].

A contract with an external organisation was being finalised which would help the Trust to reach a more diverse community within the next stage of the action plan. Inclusion for people with disability and related access issues would be made more explicit in the next version of the plan.

A Trustee advised of their involvement in a research project examining inclusion and volunteering on nature reserves, and offered to share the report which was due to be published in March 2022.

Kevin Lelland recommended that EDI should remain as a standing item on Board agendas and that Trustees would be updated biannually in line with the Annual Plan reporting.

Trustees **noted** progress against the EDI action plan.

## 9 RISK REGISTER UPDATE

Kevin Lelland explained that, following a request from Trustees at the September Board meeting, the Risk & Reputation Committee had approved two adjustments to the risk register formats to: indicate 'delegated responsibility' against risk; and to identify if a risk had been brought within tolerance after all mitigations had been put in place.

Trustees sought clarification on the process by which Trust policy was decided; and Kevin Lelland advised that the current process was for the staff project team to draft the policy which would be reviewed by the relevant Committee before being presented to the Board as required.

In light of the recent Trustee skillset evaluation and mindful that members of the Committees may not have expertise in some areas of policy, consideration would be given to how the experience of Trustees could be incorporated at an earlier stage in the process. Discussions to be incorporated into Board development work proposed for Q1 2022 (Item 17 – Board development) **[Action Point 18]**.

Trustees **agreed** that in future risks would be labelled with a description in the Risk Register update paper to avoid having to refer back to a separate document **[Action Point 19]**.

Discussion ensued on the rising price of land in Scotland and issues of land reform. The potential for the Trust to influence policy around this was acknowledged; however, Trustees noted that the role of the Trust was primarily to protect wild places, and that to enter the sphere of land reform would be a significant shift. Trustees **agreed** that a paper would be brought to the Board to present a proposal for land acquisition in partnership and outline the associated risks **[Action Point 20]**.

Mike Daniels confirmed that the Trust would be responding to the Scottish Government consultation on land rights and responsibilities. As part of the 'Heart of Scotland Partnership', the Trust had been involved in the original consultation in 2018.

Trustees **noted** the quarterly review of changes to and timelines for mitigations to be implemented against the Risk Register, including the exception reporting.

## 10 ANNUAL PLAN UPDATE

David Balharry spoke to the paper and sought Trustee feedback on the level, frequency and method of reporting.

Trustees made several suggestions for refining the reporting process, including:

- changing the criteria for 'red' tasks from requiring an extension on time, to being a significant deviation from planned outputs
- a request for more qualitative rather than simply quantitative reporting in both Annual Plan and Risk Register updates
- giving higher priority to land management tasks and allocating more time for discussion on this at Board meetings

David Balharry commended staff for their work over the past 12 months but noted a need for better prioritisation going forward.

Trustees **noted** the Annual Plan year-end performance report and agreed no further review was required. Trustees **approved** the proposal to review the 57 'red' tasks within the context of future priorities and requested that the Executive Team should review the method of reporting and bring recommendations of future reporting to the next Board meeting [**Action Point 21**].

## 11 CONFIDENTIAL

Item recorded in separate Board minute.

## 12 CONFIDENTIAL

Item recorded in separate Board minute

## 13 RECRUITMENT UPDATE

Kevin Lelland updated Trustees on the recruitment to the new posts approved at the September Board meeting and advised that the Trust was working with an external consultant due to the current competitive recruitment environment. Internal candidates had been encouraged to apply, with the caveat that the Trust's needs must be met; and any unsuccessful internal applicant would be supported with development plans. Recruitment to the Crofting Officer position

had been delayed though acceptance of a verbal offer had been received and it was anticipated that the successful candidate would take up post in January.

In discussion, Trustees agreed that bringing in contractors for activities such as stalking where and when it was most cost effective, was the correct approach as it brought in the right expertise at the right time.

## 14 MATTERS ARISING FROM COMMITTEES

### a) HR Policy & HSW Committee action for Board approval

Kerry Ross explained that both the HR Policy Committee and Health, Safety and Wellbeing Committee had discussed amalgamation of the two Committees due to the crossover in content of the two Committees. The Committees supported this proposal and had agreed that confidential matters would be handled in a similar way to confidential items in Board meetings.

Trustees **approved** the amalgamation of HR Policy Committee and Health, Safety and Wellbeing Committee until June 2022, at which point the arrangement would be reviewed [**Action Point 22**].

### b) Governance Committee action for Board approval

The Governance Committee proposed that five Trustee positions would be made available in the 2022 Trustee Election, and that the decision around which skillsets to seek would be delegated to the Chair's Working Group. Trustees **agreed** both proposals.

### c) Finance Committee action for Board approval

Kerry Ross thanked the Finance Committee for the recent work to review the budget, and outlined three actions for Board approval, namely: to approve the 2022 budget and indicative budget for 2023 - 2026; to agree the designation of funds towards future activities; and to approve the Reserves Policy.

In discussion, Trustees:

- noted that legacy estimates for 2022 were of those which the Trust had some confidence it would be receiving; and the indicative budgets for 2023 – 2026 had been calculated as an average
- noted that the new Head of Income Generation would be tasked with meeting the ambitious corporate income target; and that the Board, Finance Committee and Fundraising Committee received quarterly

updates on income generation, and could review activities if income was not being generated as expected.

- noted that the Finance Committee had advised caution around expansion of consultancy services, owing to the competitive market and the potential reputational risk
- requested further information on the proposal to designate monies towards future activities, whether capital / extraordinary projects or land acquisitions
- noted that the Reserves Policy had been reviewed by the Finance Committee and remained unchanged with a lower level of £1.2 million and a higher level of £1.8 million

Trustees:

- **approved** the budget for 2022 and the indicative budget for 2023 – 2026
- **agreed**, in principle, to the designation of funds toward future activities; requested further information and decided to agree this by email before the end of December [**Action Point 23**]
- **approved** the Reserves Policy

#### **d) Trading Co. action for Board approval**

Trustees **approved** the Trading Co. budget.

## **15 AGM/EGM FORMAT [INCL. MEMBERS' GATHERING(S)]**

Kevin Lelland introduced this paper and discussion ensued on the advantages and disadvantages of different meeting formats - namely online, in-person and hybrid - as well as the associated cost, travel and carbon implications. Trustees commented on the importance of separating the AGM, a legal, technical meeting, from the Members' Gathering, primarily a social event. It was considered more important to hold the Members' Gathering in-person, although it would be beneficial to have online regional gatherings while Covid-19 restrictions made in-person events more difficult to organise.

Trustees **agreed** that the 2022 AGM would be hosted online.

Trustees **agreed** that the Executive Team would bring forward a proposal for how to proceed with Members' Gatherings in 2022 and 2023, considering options for regional and national events, online and in-person [**Action Point 24**].

## 16 TRUSTEE ELECTION PROCESS

David Balharry introduced this paper, noting that a decision on Trustee vacancies and skillsets had been made during item 14b.

Trustees **approved** the continuation of online voting for the 2022 Trustee election and **noted** that postal voting would also continue to be an option except for Members who had opted in for the electronic-only method.

## 17 BOARD DEVELOPMENT

David Balharry outlined a proposed three-stage approach to Board development which would involve: an analysis of existing Trustee skillsets (which was already underway); an update session on Trustee roles and responsibilities, ethical standards and other governance matters; and the development of the collective performance of the Board.

An external consultant had carried out the Trustee Skills Evaluation and the results would be shared with the Board once they had been received. Trustees **agreed** these need not be anonymised.

The Board advised that the skills of Trustees who were stepping down or eligible for re-election at the 2022 Trustee election should be removed from the results in order to get an accurate picture of the skillsets in the Board at that time, which would be needed to inform the nomination materials. Trustees highlighted that the skillset survey had not included expertise with charity law or the planning process.

The external consultant had provided a quote for the collective Board effectiveness facilitation. After seeking clarification on a number of aspects of the proposal, Trustees **agreed** to engage the services of the consultant for this exercise.

Trustees welcomed and **approved** the proposed three-stage approach for Board support and development.

## 18 2022 MEETING DATES

Kerry acknowledged that the meeting dates for following year were normally brought to the Board in September and that this would continue to be the process going forward, although it had been delayed this year.

Trustees discussed the meeting format options and **agreed** that:

- all Board meetings and Topical Forums in 2022 would be hybrid

- a portion of the January Topical Forum would be allocated as a Board meeting in order to approve the amended Standing Orders
- the date of the 2022 AGM would be amended to 11 June

## 19 WIND ENERGY

Mike Daniels updated Trustees on recent developments relating to wind energy and reported that Mhairi Stewart, on secondment from the Scottish Government, had joined the policy team as Policy Strategy Lead.

The National Planning Framework 4 had been released, and a consultation had opened on the Scottish Government's draft Onshore Wind Policy Statement; the Trust was preparing responses to both.

Various conversations were ongoing between the Trust, SSE, Scottish Renewables, and Scottish Government officials responsible for onshore wind strategy. The Trust was also considering how to garner public support.

## 20 DEER STRATEGY AND UPDATE BY PROPERTY

Mike Daniels updated Trustees on a range of strategic and operational aspects of the Deer Strategy. Trustees noted that although the Trust had withdrawn from the Association of Deer Management Groups (ADMG), as the benefit had been limited, it still had ongoing involvement with the ADMG.

Trustees **agreed** that in future deer management updates could be oral or carried out via email with no requirement for a paper, and that these should come to the Board only if topical, for example if a matter was in the press or had been raised by a Trustee.

## 21 CONFIDENTIAL

Item recorded in separate confidential minute.

## 22 AOCB

### Governance

Kerry Ross reported that the Risk and Reputation Committee had approved the updated position statements, and the Health, Safety and Wellbeing (HSW) Committee had approved the Health, Safety and Wellbeing Policy and the Firearms Policy.

The Scheme of Delegation required these position statements and policies to be approved by the Board. Trustees **agreed** to approve these via email [**Action Point 25**].

Kerry Ross asked Trustees to consider delegating responsibility for health, safety and wellbeing to the HSW Committee in line with the responsibilities of other Committees. Trustees **agreed** to make this decision via email [**Action Point 26**].

### **Finance Committee**

Kerry Ross asked that Trustees consider electing more members to the Finance Committee.

### **Closing remarks**

Dave Gibson closed meeting and thanked Trustees for their contributions and staff for all their work before and during meeting.