

MINUTES OF BOARD MEETING

20 Jan 2022
Online

ATTENDANCE

Trustees

Patrick Cadell (from item 5)
Alan Dobie
Richard Eastmond
John Finney
Dave Gibson (Chair)
Emily Henderson
Clare Jefferis
Raymond Simpson
Jane Smallman
Andrew Whitfield
Sheila Wren

Staff

David Balharry – Chief Executive
Mike Daniels - Policy & Land Management
Kevin Lelland – Development & Comms
Kerry Ross – Finance & Resources
Kevin Cumming – Regional Delivery Manager (Central)
Helen Mason - Secretariat
Iona Sutherland – Secretariat (minute taker)

Apologies

Jim Gibson
Chris Loynes

1 WELCOME, INTRODUCTIONS, APOLOGIES & CONFLICTS OF INTEREST

Dave Gibson acknowledged the sad news of Phil Graves' passing and recognised his most valuable contribution to the Trust.

Dave Gibson requested that any changes made to the Register of Interests between meetings would be highlighted. No conflicts of interest in relation to the agenda were noted. Richard Eastmond would provide clarification outwith the meeting with regard to one of his declared interests.

2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the draft minute and draft confidential minute of the Board meeting of 6 December 2021.

A Trustee requested sight of the annual cull numbers for Trust properties in order to be aware of the effects of deer management on habitat restoration [**Action Point 19**].

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 June 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	On March 2022 Board agenda
4	Sep 2020	Revise Committee remits, to take into account the SoD, and bring to the Governance Committee for review	KR	Discharged
5	Mar 2021	Trading Co. Review	KR	On June 2022 Board agenda
6	Mar 2021	Produce Anonymous Donations Policy and present to Finance Committee for approval	KR	Finance Committee 11 March 2022
7	Mar 2021	Annual Review of Investment Policy	KR	On March 2022 Board agenda
8	Oct 2021	Discuss plans for a series of Trustee engagement events to follow Corporate Strategy launch	DB	Included in Communication & Influencing Strategy, to accompany the Corporate Strategy
9	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
10	Dec 2021	Explore EDI training for Trustees as part of wider Board development plans	KL	On March 2022 Board agenda
11	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	On March 2022 Board agenda
12	Dec 2021	Change Risk Register reports to incorporate risk description into update table	KL	Q1 2022
13	Dec 2021	Bring forward paper detailing proposals around land acquisition in partnership	DB	On March 2022 Board agenda
14	Dec 2021	Review the method of Annual Plan reporting and bring recommendations of future reporting to the next Board meeting	DB	On March 2022 Board agenda

15	Dec 2021	Review the amalgamation of HR Policy Committee and Health, Safety and Wellbeing Committee	KR	On June 2022 Board agenda
16	Dec 2021	Bring forward proposal for how to proceed with Members' Gatherings in 2022 and 2023	KL	On March 2022 Board agenda
17	Dec 2021	Put position statements, Health, Safety and Wellbeing Policy and the Firearms Policy to the Board for approval via email	KR	Discharged, except Firearms Policy (pending revised Scheme of Delegation going to March 2022 Board).
18	Dec 2021	Put decision to delegate responsibility for health, safety and wellbeing policies to the HSW Committee to the Board via email	KR	Pending revised Scheme of Delegation going to March 2022 Board.
19	Jan 2022	Provide Trustees with annual cull numbers for Trust properties	MD	Q2 2022
20	Jan 2022	Ensure appropriate communication with Members regarding plans for delivery of the Corporate Strategy	DB/KL	
21	Jan 2022	Bring forward proposal for how to conduct the first co-option process	GC	On March 2022 Board agenda

3 MATTERS ARISING

A Trustee asked how Members would be informed of the Trust's plans around delivery of the Corporate Strategy, following on from the Members' Consultation on the Strategy. David Balharry advised that he would liaise with Kevin Lelland to ensure appropriate communication with Members in this regard [**Action Point 20**]. Trustees **noted** that a full update on the proposals for implementation of the Strategy would be presented at the March Board meeting.

Dave Gibson emphasised that confidential matters be treated as such by Trustees and staff.

4 CONFIDENTIAL – ADVANCE TRUSTEE QUESTIONS & EXECUTIVE ANSWERS

Discussion recorded in separate confidential minute.

5 GOVERNANCE DOCUMENTS UPDATE

Kerry Ross reported that the updated Standing Orders, the Operations of the Board, and the Terms of Reference for the five Board sub-committees were ready for Board approval, with the caveat that J&H Mitchell was due to carry out a final review of the Standing Orders. This additional check was not expected to identify any significant legal challenge and it was recommended that approval of any adjustment be delegated to the Governance Committee.

The Members' responses to the Corporate Strategy Consultation which had been received after the Civica deadline, had been reviewed. As they did not conflict with the current operation of the Standing Orders, the Governance Committee proposed that these responses would be considered at the next review of the Articles of Association (Articles) in 2023, at which time the Standing Orders would also be reviewed.

John Finney, Governance Committee Convener, highlighted that the revised Standing Orders had removed sections which had been incorporated into the new Articles. The only other significant change to Standing Orders was the removal of the restriction stating that an item which had been decided by the Board should not be revisited within three months.

A Trustee sought clarification on how policy was decided, specifically which policies would be agreed at sub-committee level and which would be presented to the full Board. Kerry Ross advised that the Operations of the Board provided further detail on this, and that an annual register of the Trust's policies and position statements and the timing and process for their review

was being prepared for Trustees. Topical Forums would provide Trustees with the opportunity to engage with policy development at an early stage.

David Balharry commented that it would be helpful if in future the procedures for co-option to the Board were to be detailed in the Standing Orders. The Governance Committee would bring to the March Board meeting a proposal for conducting the first co-option process [**Action Point 21**].

Trustees **approved** the revised governance documents including the Standing Orders, the Terms of Reference for Board sub-committees, and the Operations of the Board.

Trustees **agreed** that approval for any further adjustments in respect of legal aspects within the Standing Orders, which may arise from the final review to be undertaken by J&H Mitchell, would be delegated to the Governance Committee.

Trustees **agreed** that no further changes would be made to the Articles until the 2023 AGM, unless a need arose to make an adjustment. The Governance Committee would keep this under review.

6 AOCB

•Board development plans

David Balharry provided an update on plans for Board development outlining that the January session would focus on the legal aspects of being a Trustee. The March development day would explore matters such as team working, Board effectiveness, unconscious bias, the role of committees, and how the skillsets of individual Trustee could be utilised most effectively. The external facilitator would make contact with Trustees individually in advance. It was proposed that the March session would be a trustee-only event although staff would support in advance with the organisation of the day.

•Wild Land Mapping Project in England & Wales

A Trustee asked for an update on the wild land mapping project and noted that it would be a priority for the newly appointed Research & Data Manager who was due to take up post in March.

•Staffing

Update recorded in separate confidential minute.

•Finance Committee

Update recorded in separate confidential minute.