

## **JOHN MUIR TRUST – Standing Orders 2022**

The following sets out the procedures currently approved by the Board of Trustees (at a meeting held on 20 January 2022), which may be altered by decision of the Board, subject to Article 12.8 of the Trust's Articles of Association.

### **1 Proceedings of The Board of Trustees**

The Articles of Association ('the Articles') of the John Muir Trust ('Trust') give the Board wide powers to regulate its proceedings. The purpose of these Standing Orders is to provide more detail for the Board. However, the Articles always take precedence over these Standing Orders.

## 1.1 Dates, Times & Locations of Meetings – Article 12.2

1.1.1 The dates, times, and locations of Board meetings for the following calendar year will be agreed at a meeting no later than the end of September and published on the Trust's website thereafter. Any Trustee may subsequently request a change to the agreed dates, or an additional meeting, but this will require the agreement of the majority of Trustees, and at least 21 days prior notice. A shorter period of notice may be given, but only if no Trustee objects. A notice calling for a meeting of the Trustees must be in writing unless otherwise agreed.

## 1.2 Board Agenda and Papers

1.2.1 The agenda for each meeting will be prepared by the Chief Executive in consultation with the Chair. A Trustee wishing to raise a substantive agenda item for a Board meeting should notify the Chair sufficiently in advance to allow the preparation of relevant documents in good time and the circulation of papers in line with 1.2.2. Short items may be raised as AOCB at the discretion of the Chair

1.2.2 The agenda and papers for each meeting will be issued to Trustees at least 10 days before the meeting. If papers are circulated at shorter notice, Trustees must be given sufficient time to read them before they are discussed. Trustees will be offered the chance to raise questions on the papers, and receive a response from the Executive, in advance of the meeting.

1.2.3 Papers will normally be issued in electronic form (and/or printed only when specifically requested, as the Trust strives to minimise its paper use in line with its carbon policy).

1.2.4 Where a paper is to be treated as confidential (at the discretion of the Chair and CEO), this will be clearly marked on the agenda and each page of the paper. A matter will generally be considered confidential where it:

- relates to discussions with third parties that are themselves confidential,
- deals with confidential staffing matters,
- is commercially sensitive, or
- is generally such that public knowledge of the material or the discussion, either generally or at the particular time, would be likely to harm the aims, interests or standing of the Trust.

### 1.3 Conduct of Meetings – Articles 12.1, 12.3 – 12.5

1.3.1 The conduct of meetings is as per Article 12.

1.3.2 If a matter is to be put to a vote, this may be done either by seeking votes for and against a proposition proposed by a Trustee and seconded by another; or by considering a proposed and seconded motion and one or more proposed and seconded amendments or alternatives to the motion. In the latter case, votes for and against the amendments or alternatives and motion will be taken in sequence.

### 1.4 Minutes of Meetings – Article 12.6

1.4.1 The Chief Executive and the Chair will agree the text of the draft minutes, and these will be circulated to Trustees within 21 days of the relative Board meeting. At the following Board meeting, the Board will consider the draft minutes, and will approve them formally, subject to any amendments it may decide on.

1.4.2 A record of pre-meeting questions and responses will be retained as a matter of record.

1.4.3 In some circumstances, the discussion of items at a meeting may be recorded in a separate confidential minute. The decision on what, if anything, should be recorded in a minute in this way is for the Board to make.

## 2 Chair, Vice-Chair and Chief Executive – Articles 9 and 13

2.1 The Chair and the Vice-Chair are elected to serve in accordance with Article 9.

2.2 In accordance with Article 9, the Board shall elect from among its members a person to act as Chair and Vice Chair. Where there is more than one person for each role, the election process will be as follows:

2.2.1 Each candidate for the position will prepare a written statement and lodge it with the Returning Officer by the date specified by the Board,

2.2.2 The Returning Officer will collate all statements and issue them in advance as part of papers for the appropriate Board meeting,

2.2.3 At the Board meeting, the Chair will invite candidates to present their statements to the Board, with opportunities for questions and answers (each presentation will be limited in time, and will be ordered randomly), and

2.2.4 In the event of a contested election, the Board will then vote to elect a candidate by secret ballot (in the event of an uncontested election, the candidate will be asked to withdraw, and the Board will be asked to confirm or reject the appointment by show of hands or secret ballot, as agreed by the Board at the time).

2.3 The Board shall appoint a Company Secretary in accordance with Article 13.1.

2.4 The Board shall consider the process of succession of Chair, Vice-Chair and Trustees generally. This process, with respect to the Chair only, will normally commence at least 12 months prior to the date from which the current Chair vacates that position.

2.5 The role of Trustees is set out in Appendix 1.

### 3 In the Event of a Casual Vacancy– Article 8.4

3.1 Under Article 8.4, when a Trustee leaves their position before the end of their term, their position will remain unfilled until the annual election of Trustees at the next AGM. The resulting vacancy may then be filled at that AGM for the balance of the term that was remaining for the retiring Trustee who created the vacancy, provided that the vacancy is advised to members at least 21 days before nominations for that annual election close. In that case:

- each such vacant position may be filled by a runner-up in the election, who shall be invited to hold the position for the remainder of the term, and
- the order of filling such vacancies shall be by duration, with the highest runner-up filling the position with the longest term remaining, and so on.

## 4 Board Committees and Short-Term Working Groups – Article 7.3

4.1 Board Committees and Short-Term Working Groups (both referred to here as a “Committee”)

4.1.1 At the first meeting after each AGM, the Board will make appointments to its committees and will appoint a Convenor to each Committee.

4.1.2 Each Committee will have no fewer than 2 Trustees and generally have 3 to 5 Trustees. The Convenor of the Finance Committee will not be the Chair of the Board.

4.1.3 A Committee may not exercise any of its powers unless a quorum is present. The greater of 2 Trustees or one half of the current number of Trustees (rounded up as required) on a Committee shall constitute a quorum unless the Trustees on that Committee have unanimously resolved otherwise for any matter

4.1.4 A Committee will be governed by the relevant Articles regulating Board meetings and proceedings of the Board, in particular questions arising at a Committee meeting shall be decided by a majority of votes, with the Convener holding a second or casting vote if needed.

4.2 Each Committee has a Terms of Reference approved by the Board which includes a remit (noted in the Appendices to these Standing Orders.). The Committees may exercise in any matter only the degree of authority delegated to them by the Board as set out in the Scheme of Delegation.

4.3 The Chief Executive and the Director of Finance & Resources will normally attend Committee meetings, and other staff members, consultants or professional advisers may be invited to attend meetings. Only Trustee members have a vote.

4.4 A record of the discussion and decisions taken at a meeting of a Committee will be made, and a copy of this will be retained at the Trust's offices. A copy will be circulated to all Trustees at the Board meeting following the Committee meeting, or where the Committee meeting is within the 10-day period noted at 1.2.2, the next Board meeting.

## 5 Policy Approval and Implementation

The approval and regular review of position statements and Board policies is the responsibility of the Board, with approval for other policies (referred to as "operational") being delegated to Committees or the Executive. Where relevant, an implementation plan will be appended, which is the responsibility of Trust staff. All position statements and policies (Board and operational) will note when the document is to be reviewed and by whom. Decisions on the publication of policies and position statements will normally be made at the time of approval of the policy or position statement.

## 6 Other Bodies

### 6.1 Agreements with Other Bodies

6.1.1 The Trust may from time to time establish working relationships with other bodies. Where appropriate these relationships will be documented to set out mutual commitments and responsibilities but will not normally be established as legal partnerships.

6.1.2 Such agreements will normally include, together with other clauses as appropriate:

- the nature and purpose of the relationship,
- the commitments made by each party including those relating to resources and finance,
- any disclaimers about what is not included or intended in the agreement,
- any representation by the Trust in the other organisation, e.g., as an observer on their board,
- the term of the agreement,
- confidentiality agreements between the parties,
- the nature and timing of reviews of the agreement,
- communications/marketing plan, and
- media and publicity

6.1.3 For each agreement, there will be an annual report back to the Board.

## 6.2 Appointments to Other Bodies

6.2.1 The Trust is on occasion invited to appoint people to serve on the Boards of other bodies, both related to the Trust and external, including agreements as described above. Where the Trust accepts an invitation to nominate a representative to such a body, the most appropriate person will be appointed by the Board.

6.2.2 Directorial appointments to the Trust's Trading Company will be reviewed at the first Board meeting after the AGM each year.

6.2.3 All Trustees will have the opportunity to volunteer for such positions.

6.2.4 All those who are appointed to positions must consider, observe, disclose, and manage any conflicts of interest which may arise in consequence.

6.2.5 In all cases, the period for which the appointment is made and the frequency of reporting to Trustees (normally annually) shall be specified. A separate record of such bodies and Trust participation will be kept, recording the following information:

- name of body,
- relationship (if any) to the Trust,
- nature of appointment/role (e.g., Trustee, observer, staff member),
- name of appointee, date appointed and period of service (with end date),
- frequency and nature of reporting to the Trust Board.

## 6.3 John Muir Trust Development Boards

6.3.1 The Trust may establish Development Boards as needed to further the work of the Trust. These Development Boards are intended to build awareness of and engagement with the Trust and its work among philanthropists and other major funders and to help to raise money for the Trust.

6.3.2 Development Boards do not have delegated powers from the Trust Board of Trustees.

6.3.3 Each Development Board will include a member of the Trust's Board of Trustees or a former Trustee or member who has been approved by the Board of Trustees.

6.3.4 The Chair of each Development Board will be approved by the Trust's Board of Trustees and will normally serve for 3 years, a term which can be renewed with the approval of the Trust's Board of Trustees. Members will be approved by the Trust's CEO and the Chair of the Board of Trustees and will normally serve for 2 years, a term which can be renewed with the agreement of the Chair of the Development Board.

6.3.5 The working arrangements for Development Boards (such as meeting frequency) will be documented separately in the Terms of Reference for Development Boards. The Terms of Reference shall be approved by the Trust's Board.

## 7 Changes to Standing Orders – Article 12.8

7.1 In accordance with Article 12.8, the foregoing Standing Orders or any of them may be changed by the Board, provided that notice of a motion to that effect, with details of what is proposed, has been given in accordance with Standing Order 1.2.2 for the issue of papers for meetings of the Board; and provided that two-thirds of all Trustees so decide.

7.2 To suspend any of the Standing Orders, with the exception of Standing Orders 1.1 and 1.4 which cannot be suspended, shall require the consent of not less than two-thirds of the Trustees present and voting.

## List of Appendices

- Appendix 1 – Roles of Trustees and Office Bearers
- Appendix 2 - Remit of the Finance Committee
- Appendix 3 - Remit of the HSW and HR Policy Committee
- Appendix 4 - Remit of the Governance Committee
- Appendix 5 - Remit of the Fundraising Committee
- Appendix 6 - Remit of the Risk and Reputation Committee
- Appendix 7 - Chair's working Group Terms of Reference
- Appendix 8 - Working Groups
- Appendix 9 - Board Calendar
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### Appendix 1 – Roles of Trustees and Office Bearers

Trustees are responsible, under both the Companies Act 2006 and the Charities and Trustee Investment (Scotland) Act 2005, for the general control and management of the administration of the Trust and for carrying out those responsibilities within the context of the Trust's legal framework.

The Trustees are responsible for the Trust's governance and strategy, and for making sure the Trust is administered effectively and can account for its outcomes to each of the Office of the Scottish Charity Regulator (OSCR), Companies House, the Trust's members, supporters, and the public, as appropriate.

In outline, the responsibilities of a Trustee are:

- That the Trust complies with its Articles of Association, charity law, company law and any other relevant legislation or regulations,
- That the Trust pursues its charitable purposes as defined in its Articles,
- That the Trust applies its resources in pursuance of its purposes,
- To contribute actively to the Board of Trustees' role in giving firm strategic leadership of and direction to the Trust, setting overall policy, defining goals, and setting targets, and evaluating performance against agreed targets,
- To safeguard the good name and values of the Trust
- The effective and efficient administration of the Trust,

- The financial stability of the Trust,
- The effective management of the property of the Trust and to ensure the proper investment of its funds,
- To appoint the Chief Executive Officer and monitor his/her performance,
- To apply a duty of care to paid staff and volunteers,
- To exercise collective responsibility for democratically taken decisions,
- To protect the confidentiality of Board transactions, whether written or oral,
- In addition to the above statutory duties, each Trustee should use any specific skills, knowledge or experience he/she may have to help the Board of Trustees to reach sound decisions. This may involve scrutinising Board papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, or other issues in which the Trustee has specific expertise, and
- Additional duties specific to the Board of Trustees by virtue of the Trust's Scheme of Delegation

Further information is provided by OSCR at <https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/>.

### **Title: Chair of John Muir Trust**

In addition to the general duties of a Trustee, the role of the Chair is inter alia:

- Chair the Board of Trustees and all of its meetings,
- Lead the John Muir Trust,
- Lead a positive culture of health, safety, and wellbeing management,
- Lead development of the corporate strategy,
- Lead creation of a positive culture of risk management,
- Liaise with the CEO on significant matters of judgement to the Risk & Reputation Committee for swift and careful handling,
- Mentor, support and appraise the CEO,
- Lead recruitment of new CEO,
- Counter-sign appraisals of the Executive team,
- Lead mentoring and supporting trustees,
- Provide leadership for the Board,
- Lead performance reviews, identification of skills gaps, and training needs for the Board & Committee convenors,
- Receive and investigate whistleblowing by any Trustee,
- Plan the annual cycle of the Board,

- Give direction to the Chief Executive,
- Keep an overview of the Trust's affairs,
- Provide support and facilitate change as appropriate, and
- Ensure links between the Trustees and the Executive

#### **Title: Vice-Chair of John Muir Trust**

In addition to the general duties of a Trustee:

- In the absence of the Chair, have the same powers and duties as the Chair
- To support the role of the Chair, as required by the Chair

#### **Title: Company Secretary of John Muir Trust**

The role of the Company Secretary shall include:

- Filing documentation as required with Companies House and the Office of the Scottish Charity Regulator (OSCR),
- Maintaining statutory registers,
- Ensuring proper notice of meetings and copies of resolutions are sent to Companies House in the correct time frame,
- Notifying Companies House and OSCR of any material changes, and
- Maintain a register of Trustees' interests

#### **Title: Returning Officer for John Muir Trust**

In accordance with the relevant Articles and Standing Orders, the Returning Officer shall:

- Ensure that ballots of all members and elections (for Trustees and office-bearers) are organised in the timescales required,
- Ensure that all required items have been submitted by each candidate,
- Ensure that the candidate statements for elections and position statements for ballots of all members are scrutinised to ensure each statement is fair and accurate,
- When deemed necessary, check the veracity of a candidate's declaration of fitness to stand,
- Oversee all arrangements for receipt, verification and counting of votes, and
- Determine the results of the ballot and report them to the Chair of the Board (for Trustee elections, the results of the ballot will be announced at the following Annual General Meeting)

## Appendix 2: Remit of the Finance Committee

- a) Monitor performance against the financial strategy and approve amendments to said strategy
- b) Review current budgets and recommend to the Board for approval
- c) Approve unbudgeted expenditure > £25k < £50k, capped at £250k in one financial year
- d) Review quarterly management accounts to consider the financial stability of the organisation and raise highlights to the Board
- e) Review and approve Financial Procedures at least every two years
- f) Review investment policy annually and recommend to the Board
- g) Review annually and propose changes to Trust's reserve policy to the Board
- h) Review external auditors' report and agree recommendations prior to submission to the Board
- i) Approve investment strategy of significant legacy receipts
- j) Approve changes to banking facilities
- k) Approve Trust's detailed scheme of financial delegation
- l) Approve divestment of fixed assets between £25k and £250k
- m) Recommend annual staff pay award to Board for approval
- n) Work collaboratively with other committees as relevant
- o) Consider and recommend to the Board the annual audited financial statements and prepare an annual financial report for the Annual General Meeting of the Trust
- p) Consider and advise the Board on the financial implications of the strategic plans of the Trust as communicated to them
- q) Obtain in writing reports on the identification, assessment and management of financial risks facing the Trust, consider these and advise the Board on them
- r) Consider the appropriateness of the Trust's internal financial controls and where appropriate, recommend changes to the Board
- s) Recommend reappointment/appointment of auditors to the Board (ahead of AGM where this appointment is ratified).

## Appendix 3: Remit of the HSW and HR Policy Committee

- a) Commend annual pay award for staff for approval by the Board
- b) Recommend recruitment and selection process for new CEO
- c) Review the reward package of the CEO at least every three years and to make recommendations as necessary to the Board

- d) Review the salary structure of the organisation
- e) Approve alterations to employee and volunteer policies and conditions of service (if material)
- f) Approve action on significant staffing issues with discretion over what should be notified to the Board
- g) Engage in Trust grievance/disciplinary matters relating to the CEO or Executive Team with support from HR adviser
- h) Input to and receive with recommendations the annual staff survey report
- i) Review large scale restructuring
- j) Work collaboratively with other committees as relevant
- k) Ensure effective arrangements are in place for the annual performance appraisal of staff
- l) Provide ad hoc advice on staffing issues, including recruitment, where requested by the Director of Finance & Resources or Chief Executive
- m) Recommend Equality, Diversity, and Inclusion report to the Board
- n) Prepare reports as requested by the Board
- o) Review the Health, Safety and Wellbeing Policy annually (including safeguarding)
- p) Review responses to significant H&S incidents/near misses
- q) Review trends in Health, Safety and Wellbeing data and agree any necessary corrective action
- r) Receive an annual report and plan on health, safety, and wellbeing management and controls
- s) Review compliance with HSW laws and regulations
- t) Encourage positive culture of HSW management
- u) Approve HSW Policies and Procedures (unless material changes)
- v) Provide support and advice to the Trust and the Board on HSW matters.

#### **Appendix 4: Remit of the Governance Committee**

- a) Monitor governance function of the Board and identify improvements
- b) Monitor the processes under which the Trust operates and the Trust's compliance with legal requirements and best practice
- c) Keep the Standing Orders, Articles, and Board Committee remits under review and, where required, make recommendations for changes to the Board
- d) Approve recruitment and selection process for Trustees
- e) Approve system for Board, Chair, and Committee Convenor reviews

- f) Approve Governance Policies and Procedures (unless material changes)
- g) Approve changes to solicitors/lawyers
- h) Approve appointments to other bodies
- i) Liaise with senior management and provide advice to the Board on any governance matters that arise
- j) Consider the output of the Board effectiveness feedback and make recommendations to the Board
- k) Work collaboratively with other committees as relevant.

### **Appendix 5: Remit of the Fundraising Committee**

- a) Contribute to the creation and ongoing review of the Fundraising Strategy and annual income targets
- b) Monitor and ensure compliance with OSCR, best practice, and the Trust's Ethical fundraising policy
- c) Approve Fundraising Policies and Procedures (unless material changes)
- d) Provide support and advice to the Trust and the Board on fundraising matters
- e) Encourage the Board to contribute to the Trust's fundraising work by identifying, recommending, and positively influencing potential supporters and external stakeholders
- f) Consider appropriateness of responses by the Executive to non-routine/significant fundraising complaints and donations
- g) Work collaboratively with other committees as relevant
- h) Quarterly review of effectiveness of fundraising including year to date and forward-looking projections.

### **Appendix 6: Remit of the Risk and Reputation Committee**

- a) Approve significant operational partnerships (as recommended by the Executive)
- b) Approve the Risk Management Policy annually
- c) Approve all other policies relating to risk management, raising to the Board where required
- d) Monitor significant risks at each meeting and draw those of note to the attention of the Board quarterly
- e) Receive annual report on Business Continuity Plan
- f) Approve Major Incident Plan

- g) Approve the Trust’s insurance cover annually
- h) Advise on and make recommendations to the Board on risk and reputation aspects of the Trust’s Communications Strategy
- i) Advise on the Trust’s response to emerging/sensitive issues in line with Media and Social Media Protocol
- j) Review and commend position statements to the Board for approval
- k) Investigate complaints made directly to the Board on the conduct of the Trust
- l) Work collaboratively with other committees as relevant.

### Appendix 7: Chair’s Working Group Terms of Reference

<b>Name of Working Group</b>	Chair’s Working Group
<b>Established by Board on</b>	March 2019 (remit updated January 2022)
<b>Chair</b>	Chair of the John Muir Trust
<b>Membership</b>	<p>The group will consist of the Chair of the Trust, or in their absence the Vice Chair of the Trust, the Chief Executive (if appropriate) and the Convenors of the Board Committees (i.e. Finance, HSW and HR Policy, Governance, Risk &amp; Reputation, and Fundraising)</p> <p>In addition, and as required, other staff members, Trustees and advisers may be asked to join the group from time to time.</p>

<b>Remit</b>	<p>The aim of the group is to act as a sounding board for the Chair and, if appropriate the Chief Executive, when key matters require attention and monitoring.</p> <p>This will involve helping to implement decisions taken by the Board; establishing the best way to deal with matters that arise between Board meetings.</p> <p>It has no specific powers delegated from the Board - decisions which require Board approval will be referred to the Board.</p>
<b>Operation</b>	<p>The Group will meet as required and at the request of the Chair or in the absence of the Chair, the Vice Chair. Consultation may also take place by email, video, or audio conference if appropriate.</p>
<b>Outputs</b>	<p>An email of key points discussed will be created by a member of the group after each meeting. This will be circulated to all Trustees.</p>
<b>Board meetings to which a report will be made</b>	<p>An update, which may be written or oral as appropriate, will be provided to the Board the next time they meet following a meeting of the Chair's Working Group.</p>
<b>Date on which Group dissolved</b>	<p>The continued operation of the Group will be reviewed at the June 2022 Board meeting.</p>

### Appendix 8: Working Groups

Name of Working Group	
Established by Board on <i>(optionally)</i> Reconfirmed by Board on	<i>Date/minute reference</i>
Chair	

Membership Board Members Staff Members Advisers	
Remit	
Operation	<i>e.g., meetings vs email/conferencing</i>
Outputs	<i>e.g., report with recommendations</i>
Board/Committee meetings to which a report will be made	<i>dates</i>
Date on which Working Group dissolved	

### Appendix 9: Board Calendar

The timings given in this calendar may vary. The current version can be found on the Trust's website at <https://www.johnmuirtrust.org/resources/332-trustees>.

#### 9.1 Board Meetings

Month	Board Business
June	<ul style="list-style-type: none"> <li>• Appoint members and convenors of Committees</li> <li>• Review Working Groups, agree any continuation and appoint members and convenors as needed</li> <li>• Co-opt Trustees (as appropriate)</li> </ul>
September	<ul style="list-style-type: none"> <li>• Trustee weekend away</li> <li>• Confirm meeting dates for following</li> </ul>

December	<ul style="list-style-type: none"> <li>• Budget approval</li> <li>• Approve annual operational plan</li> <li>• Review skills gaps/training needs of Trustees</li> <li>• Approve revisions to Standing Orders and Articles (if required)</li> </ul>
March	<ul style="list-style-type: none"> <li>• Approve previous year’s accounts and Annual Report</li> <li>• Full review of risk register</li> </ul>

9.2 Other meetings/activities

Month	Meeting
April/May	Staff Gathering
May/June	AGM & Members’ Gathering
June	New Trustees’ induction day (prior to June Board meeting)
Three times a year	Topical Forum meetings
Multiple times a year	CPD sessions
Quarterly	Financial, risk management, and annual plan updates (the latter by exception)
Every 2 years	Board effectiveness survey

**Appendix 10: Proxy Notices**

JOHN MUIR TRUST (the “Trust”)

General Meeting Proxy Notice

Board – Mar 2022



Before completing this form, please read the explanatory notes.

I,

Name	Address	Membership number

being a member of the Trust appoint *(see note 3)*

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or

the Chair of the meeting <i>(delete if not appropriate)</i>
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as my proxy to attend, speak and vote on my behalf at the Annual General Meeting [and] Extraordinary General Meeting of the Trust to be held on [DATE] and at any adjournment of these meetings. Specifically, I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote (or abstain from voting) at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is to be voted upon at these meetings.

RESOLUTIONS	For	Against	Abstain
Agenda item number and description of resolution to appear here			

Signature	Date
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### Notes to the Proxy Form

#### PROXY VOTING

A Member of The John Muir Trust is entitled to appoint another person as his, her or their proxy to exercise all or any of his, her or their rights to attend, speak and vote at the above Annual General Meeting and Extraordinary General Meeting. If a Member wishes to appoint a proxy, he, she or they should complete a Form of Proxy [which accompanies this Notice]. The Form of Proxy, once completed and signed by the member, must be lodged by post to [XXXXX] or by e-mail to [XXXXXX] not later than 48 hours prior to the start of the Annual General Meeting (i.e. by [TIME] on [DATE]).

1. As a Member of the Trust, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a General Meeting of the Trust. You can only appoint a proxy using the procedures set out in these Notes. If those entitled to vote under Family membership both wish to appoint a proxy, then each must complete and sign a separate form.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person instead of the proxy voting for you. If a proxy is appointed and the Member attends the Annual General Meeting and/or the Extraordinary General meeting (or any adjournment of it) in person, the proxy appointment will automatically be terminated.
3. A proxy must be a Member of the Trust to be able to represent you. To appoint as your proxy a person other than the Chair of the meeting, insert their full name in the box. If you sign and return this Proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions, please ensure that you mark the appropriate box with an “X”. If no voting indication is given, your proxy will vote (or abstain from voting) at his or her discretion. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
  - completed and signed
  - sent to Civica Election Services, London N81 1ER
  - received by Civica no later than [TIME] on [DATE]
6. Any Power of Attorney or any other authority under which this proxy form is signed (or a duly certified copy of such Power or authority) must be included with the Proxy form.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. It is helpful if your proxy has a copy of the completed form to take to the meeting.
9. For details of how to change your proxy instructions or revoke your proxy appointment, please contact the Returning Officer as shown on the notice of the meeting.

## Appendix 11: Trustee Code of Conduct

This Code sets out the standards of behaviour expected of Trustees of John Muir Trust’s Board of Trustees.

The Code incorporates the Nolan principles of standards in public life. It aims to ensure that all Trustees observe the highest standards of propriety and act in the best interests of John Muir Trust ('the Trust') at all times.

### 11.1 Values

Trustees' behaviour and attitudes are consistent with the values of the Trust: bold, positive, honest, collaborative and pragmatic.

### 11.2 Respect

Trustees must treat each other, members of staff and others they come into contact with when working in their role with respect and courtesy at all times. They must respect the role of staff and let them work unhindered.

### 11.3 Commitment

Trustees must devote sufficient time preparing for and attending meetings to ensure they add value to the Board's work.

### 11.4 No personal benefit

Trustees must not benefit from their position beyond what is allowed by the law and what is in the interests of the Trust. Trust staff time and resources must be used prudently. Trustees should take decisions solely in terms of the Trust's interests. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### 11.5 Conflicts of interest

Trustees should identify and promptly declare any actual, potential, or perceived conflicts affecting them. They must absent themselves from any discussion where there is any such conflict.

### 11.6 Probity

Trustees must comply with any rules agreed by the Board including those relating to the acceptance of gifts and hospitality and the avoidance of activities which might compromise the Trust's political neutrality.

### 11.7 Openness and accountability

Trustees must be open, responsive, and accountable to each other, members of staff and other stakeholders about their decisions, actions, and work, including their use of Trust resources.



Trustees must disclose anything in their past which could bring the Trust into disrepute e.g., removal from any previous governance role or membership of organisations which may conflict with the aims, principles, and values of Trust.

11.8 Confidentiality

Trustees must respect the status of confidential issues they read and discuss. They are bound to maintain the status of this material and any discussions.

11.9 Integrity

Trustees are required to use their knowledge, expertise, and experience to take the best decisions they can in the interests of the Trust. They are equally and collectively responsible for all decisions of the Board.

Trustees should also promote and support the principles of good governance by leadership and example and should act in an individual capacity and not as a representative of any group, organisation or individual.

11.10 Statement of acceptance

I have read and understood the above Code of Conduct for Trustees. I agree to abide by the standards set in the code.

Signed: .....

Name:(please print) .....

Date: .....