

## MINUTES OF BOARD MEETING

30 March 2022

Hybrid meeting: RCPE, Edinburgh & WebEx (online)

### ATTENDANCE

	In person	Online
<b>Trustees</b>	Alan Dobie John Finney Jim Gibson (items 1 – 18) Steve Green Clare Jefferis Raymond Simpson (from item 4) Jane Smallman (Acting Chair) Andrew Whitfield Sheila Wren	X
<b>Staff</b>	David Balharry – Chief Executive Kevin Lelland – Development & Comms Kevin Cumming – Regional Delivery Manager (Central) Adam Pinder – Income Generation Director Lisa Branter – Interim Finance Director	Mike Daniels – Policy & Land Management Kerry Ross – Finance & Resources Tim Hoogwerf – Regional Delivery Manager (South) Sophie Edwards – Regional Delivery Manager (North) Helen Mason – Secretariat Iona Sutherland – Secretariat (minute taker)
<b>Apologies</b>	Emily Henderson Chris Loynes Mary-Ann Ochota	

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

Jane Smallman reminded Trustees to update the Register of Interests if required. No conflicts of interest in relation to the agenda were noted.

### 2 MINUTES OF LAST MEETING

Trustees **approved** the draft minutes of the Board meeting on 20 January 2022, subject to an amendment relating to the delegated authority of the Governance Committee in respect of adjustments to be made to the Standing Orders.



Trustees **approved** the draft confidential minutes of the Board meeting on 20 January 2022.

Trustees **approved** the draft confidential minutes of the Board meeting on 16 February 2022.

<b>N°</b>	<b>From</b>	<b>Action Point</b>	<b>Owner</b>	<b>Status</b>
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/LB	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/LB	c/f June 2022 Board
4	Mar 2021	Trading Co. Review	KR/LB	c/f Dec 2022 Board
5	Mar 2021	Produce Anonymous Donations Policy and present to Finance Committee for approval	KR	Discharged
6	Mar 2021	Annual Review of Investment Policy	KR/LB	c/f June 2022 Board agenda
7	Oct 2021	Discuss plans for a series of Trustee engagement events to follow Corporate Strategy launch	KL	Discharged. Comms to include as part of CS promotion (initial tie-ins to members' gatherings)
8	Dec 2021	Explore EDI training for Trustees as part of wider Board development plans	KL	Ongoing. EDI survey to be circulated to establish baseline; training for Trustees to be planned for later in the year
9	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	Discharged. To be taken forward as part of Topical Fora
10	Dec 2021	Change Risk Register reports to incorporate risk description into update table	KL	Discharged
11	Dec 2021	Bring forward paper detailing proposals around land acquisition in partnership	DB	Discharged. Now part of strategic thinking re: UK wild places networks
12	Dec 2021	Review the method of Annual Plan reporting and bring recommendations of future reporting to the next Board meeting	DB	c/f June 2022 Board (interim measures being taken to June 2022 Board, new systems in place by 2023)
13	Dec 2021	Review the amalgamation of HR Policy Committee and Health, Safety and Wellbeing Committee	KR/LB	On June 2022 Board agenda
14	Dec 2021	Bring forward proposal for how to proceed with Members' Gatherings in 2022 and 2023	KL	Discharged

15	Dec 2021	Put position statements, Health, Safety and Wellbeing Policy and the Firearms Policy to the Board for approval via email	KR	Discharged
16	Dec 2021	Put decision to delegate responsibility for health, safety and wellbeing policies to the HSW Committee to the Board via email	KR	Discharged
17	Jan 2022	Provide Trustees with annual cull numbers for Trust properties	MD	Discharged
18	Jan 2022	Ensure appropriate communication with Members regarding plans for delivery of the Corporate Strategy	KL	Discharged. Comms to include as part of CS promotion (initial tie-ins to members' gatherings)
19	Jan 2022	Bring forward proposal for how to conduct the first co-option process	GC	Ongoing
20	Mar 22	Administer process for election of new Chair	DB	June 2022 Board
21	Mar 22	Relevant Trustees to sign the documents relating to the annual accounts	KR/LB	early April 2022
22	Mar 22	Present detailed task list with KPIs	KL	June 2022 Board
23	Mar 22	Conduct Trustee skills analysis once Trustee Election closes	DB	post 27 May 2022

### 3 MATTERS ARISING

#### HSW & HR Committee

Sheila Wren advised that HSW & HR Committee had decided not to appoint anyone to replace Richard Eastmond at this stage as there was a sufficient number of Trustees on the Committee. It would instead wait until after the AGM when all committees would be re-constituted. However, Chris Loynes had taken over as Vice Chair in the meantime.

#### Election of Chair

Trustees thanked Jane Smallman for assuming the duties of the Chair; and reconfirmed the decision made at the February Board meeting that the appointment of the new Chair would be conducted following the 2022 Trustee Election. This would allow the new intake of Trustees to be involved in the process and the Chair to be endorsed by the new Board. The process to elect a Chair would be initiated in time to allow confirmation of this, if necessary by secret ballot, at the June Board meeting [**Action Point 20**].

#### Dave Gibson

It was noted that Dave Gibson resigned as Chair of the Trust on 26 January 2022, and as a Trustee on 9 February 2022. The Board recorded their thanks

to Dave for his contribution to the Trust both as a Trustee and as Chair. Trustees acknowledged, in particular, his stewardship of the Trust through the worst of the Covid-19 pandemic, and his guidance in establishing the new Articles of Association. Trustees wished him well for the future.

### **Phil Graves**

Trustees thanked Jim Gibson for his thoughtful obituary of Phil Graves which could be found on the JMT website.

## **4 ADVANCE TRUSTEE QUESTION & EXECUTIVE ANSWERS**

Discussion recorded in separate confidential minute.

## **5 EMPLOYMENT ISSUES**

Jane Smallman highlighted a few consequences of Kerry Ross's imminent secondment, as follows:

- a. The role of Company Secretary would be passed to Lisa Branter in her capacity as Interim Finance Director
- b. Another Trading Company director would need to be appointed but this was not urgent as Jane Smallman and Jim Gibson were also current directors
- c. A Trustee would need to be identified as Safeguarding lead and it was suggested that this could be a member of the HSW & HR Committee; Andrew Whitfield agreed to take on the role of Safeguarding lead for the time being
- d. Lisa Branter would be the Executive Team lead for the Governance Committee
- e. HR oversight responsibilities are covered in the following post-meeting note

[Post-meeting note: HR oversight responsibilities are now as follows. Lisa Branter (as interim Finance Director) will be taking the lead on H&S compliance. Kevin Lelland (Communications and Development Director) will take the lead on HR. Note that the Trust has recently appointed Emma Corstorphine as HR Manager, and is also retaining the services of Gillian Reilly as an HR Consultant.]

## **6 CHARITY GOVERNANCE**

There were no charity governance items to report on, other than those which overlapped with the implications of Kerry Ross's secondment as outlined under item 5.

## 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 reported that significant progress had been made in looking at gathering consistent data for the Trust across all aspects of EDI. A survey had been created to capture key quality characteristics across the range of audiences which engaged with the Trust including Trustees, staff, Award participants and others. This would provide the Trust with data to assess its current performance and set targets for what it would like to achieve in future. Kevin Lelland thanked Emily Button for her efforts in formulating the survey.

EDI training for Trustees, Executive Team and other key staff would be planned for later in the year, allowing for the data gathered through the survey to be incorporated into the process.

## 9 RISK REGISTER UPDATE

Covered under item 12.

## 10 DASHBOARD REPORT

David Balharry explained that the purpose of the dashboard report would be to report on progress for the new Corporate Strategy. It was proposed that a list of key performance indicators (KPIs) would be agreed at the June Board meeting and that the first assessment of those would follow in December. A detailed operational plan would be produced by December; prior to that a task list would be used to measure progress and this would also be reported on at the September Board meeting via the dashboard report.

## 11 ANNUAL GENERAL MEETING FORMAT & AGENDA

Trustees **approved** the programme for the 2022 AGM and the notice of the AGM for publication. Trustees **approved**, in principle, the schedule of Members' Gatherings, the proposal being to hold two Gatherings in 2023 to take place in July and September in two of the three delivery regions.

## 12 RISK REGISTER (ANNUAL REVIEW)

Kevin introduced the paper and suggested that the risk around land management practice be separated out by property as action plans had been put in place on most, but not all, properties to minimise risk and take them towards exemplary status. Two properties remained at 'red' status: one of which was expected to be brought to 'amber' within six months; however, at the other site the cooperation of neighbours would be involved in delivering the solution so it was outwith the Trust's control.

There was brief discussion on potential risk around staffing during the period of organisational transition, but it was agreed that this had been recognised and was considered to be within tolerance.

Trustees **approved** the Risk Register.

## 13 ETHICAL DONATIONS POLICY INCL. ANONYMOUS DONATIONS

Adam Pinder advised that the Trust was soon to produce a new Income Generation Policy focussing on corporate donations and major donors, and it was therefore important to update the Ethical Donations Policy to ensure best practice in these areas. It was proposed that a streamlined external-facing policy would be published on the website to provide reassurance to prospective donors, establishing the Trust as an ethical fundraising organisation. The Trust's guidance and due diligence procedures would be held internally.

In discussion, it was agreed that although a screening threshold had been specified, this need not preclude the due diligence procedures from being carried out on lower donations if staff felt it appropriate to do so, and the wording on the Policy should be amended to reflect that flexibility. Some other minor wording changes were also suggested.

Trustees **approved** the Ethical Donations Policy, subject to the minor amendments discussed.

## 14 FINANCIAL STATEMENTS & ANNUAL REPORT SIGN-OFF

Kerry Ross thanked the Finance Committee for their support during the financial sign-off process, and reported that Johnston Carmichael had identified no controls weaknesses this year. Kerry Ross highlighted that the imminent arrival of the new Finance Manager would help to alleviate pressure on the Finance Director to deliver in future against the tight timeline for completion of the audit.

Trustees noted that Trust had been notified of a late adjustment, an additional £5k of a restricted grant; the Finance Committee had agreed this adjustment. To reduce the number of year-end adjustments, the finance team would work more closely with fundraising on a quarterly basis to manage legacy and income reporting in a more controlled manner.

Trustees suggested several amends to the wording, sequencing or images used in the Annual Report and any further comments could be submitted to Kevin Lelland by email by 31 March.

Jane Smallman thanked Kerry Ross and the team for their efforts, and wished Kerry well for her secondment.

Trustees **approved** the:

- Letter of representation to Johnston Carmichael for the Trust
- Consolidated financial statements for year ended 31 December 2021
- Annual Report 2021

Trustee **noted**:

- JMT Trading Company accounts for year ended 31 December 2021, approved by the Trading Company Board on 11 March 2022

Kerry Ross noted that these approvals allowed the relevant Trustees to sign the various documents in due course [**Action Point 21**].

## 15 SCHEME OF DELEGATION

Trustees had previously agreed that the Scheme of Delegation would be reviewed annually to ensure it remained fit for purpose. Kerry Ross advised that it had been updated to reflect known changes, decisions made by the Board over the past year, and comments received from J&H Mitchell.

Trustees **approved** the recommended changes to the Scheme of Delegation.

## 16 STANDING ORDERS

Kerry Ross commented that the Board had previously approved the revised Standing Orders, subject to a legal review which had since been carried out. The paper presented to the Board outlined those changes along with several minor edits and wording changes.

Trustees **approved** the final changes to the Standing Orders as recommended by the Governance Committee.

Trustees thanked the Governance Committee and Kerry Ross for their work on this revision.

## **17 CONFIDENTIAL – GOVERNANCE DECISION-MAKING PROCEDURES**

Discussion recorded in separate confidential minute.

## **18 CONFIDENTIAL – CORPORATE STRATEGY 2022-26 & NEXT STEPS**

Discussion recorded in separate confidential minute.

## **19 TRUSTEE CO-OPTION PROCEDURE**

Kerry Ross introduced the paper and invited discussion on how Trustee co-option might be carried out, to inform the Governance Committee's proposal for 2022 co-option. John Finney outlined that there were two key aspects to consider: the process and timing for conducting a skills analysis; and the process for finding suitable candidates to fill gaps identified in that analysis. The need to consider Trustee experience, as well as skills, was noted.

Trustees discussed several options for how to identify potential co-optees and the need for transparency in the process. The Board noted the benefit of taking a flexible, individual approach as was most appropriate to the particular gap to be filled, rather than constraining the co-option process to one particular method. The option of establishing a small panel which could make recommendations to the wider Board was suggested.

Trustees **agreed** that a skills analysis would be undertaken as soon as the results of the Trustee Election were known [**Action Point 23**].

John Finney requested that Trustees consider possible omissions in the skills being assessed on the previous analysis table and feed back comments to him within a few days of the meeting.

## **20 DEER STRATEGY AND PROPERTY CULL UPDATE**

Mike Daniels provided an update on progress with implementing the Deer Strategy, including the annual cull on Trust properties, and invited discussion.

Trustees sought clarity on the basis for setting the deer cull targets; and noted that these were indicative, to give an approximate idea of numbers, and were published on the website for transparency. However, such targets were used primarily by the traditional sporting community and were less meaningful to the Trust's objective to let nature have its freedom. The impact of the Strategy would be measured through habitat monitoring; and as 2022 was a trial year for the Strategy, there would be a review to inform planning for next year.

## 21 UPDATE FROM CENTRAL REGION

Kevin Cumming gave an update on activities on each of the properties in the central region and on wider strategic plans for the area. An overall task list would be presented at the June Board meeting including: the scoping of new sites; how to extend the Trust's presence in Northern Ireland; and future relationships with partners including Langholm and Yearnstone.

Trustees **welcomed** this form of area update and Jane Smallman commented this would be repeated for different regions at future Board meetings.

## 22 NOTABLE PRESS CUTTINGS

In response to a request from a Trustee, Kevin Lelland advised that any notable press cuttings would be posted on the Trust's intranet on a quarterly basis.

## 23 BOARD PAPER PROCESS

Trustees agreed that questions on Board papers could still be submitted ahead of Board meetings, but that these would be dealt with in the meeting rather than through a separate paper circulated in advance. This would reduce time pressure on the Executive Team and enable a more focussed discussion in meetings.

*[Chair's note: a vote was taken by email on 25 April following the 30 March Board meeting. Trustees were asked to decide whether to suspend part of Standing Order 1.2.2, to align with the above decision made in the Board meeting. Over two thirds majority were in favour (decision was not unanimous) and the vote passed.*

*~~Suspended text~~ as follows: "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.”*

*Trustees **agreed** that the Governance Committee would discuss the voting procedure for decisions requested by email, in addition to broader Board decision making procedures, at their next meeting.]*

## **24 TRUSTEE-ONLY BOARD AGENDA SESSIONS**

Jane Smallman proposed that there would be a Trustee-only session at the beginning of Board meetings, to ensure Trustee focus on key aspects of the meeting, and at the end to reflect on how the meeting had gone.

## **25 CONFIDENTIAL – UPDATE ON EXTERNAL MEETING**

Discussion recorded in a separate confidential minute.