

JOHN MUIR TRUST: TRUSTEES' MEETING**Minutes of Meeting held on Monday 5th December 2016 at Atholl Centre, Pitlochry****Present:**

Peter Pearson (Chair), John Finney, Peter Foulkes, John Fox-Davies, Jim Gibson, Steve Green, Patricia Jordan, David MacLehose, Duncan Macniven, Jo Moulin, Hugh Salvesen, Chris Townsend, Deirdre Wilson and Douglas Wynn.

Apologies: David Broom.

In attendance:

Stuart Brooks (Chief Executive), Fiona Kindness (Director of Resources), Rob Bushby (John Muir Award Manager – from item 7) and Helen McDade (Head of Policy – item 9).

Item 1 – Introductory items

Peter Pearson welcomed all to the meeting and noted the apology. He requested declaration of any conflicts of interests: none was reported.

Stuart Brooks informed Trustees that he had accepted a job with the National Trust for Scotland and would be leaving the John Muir Trust at the end of February after 8 very enjoyable years as Chief Executive. Staff would be informed the following day and he would phone key contacts including major donors. Trustees warmly congratulated him and noted that Peter Pearson would put in hand the recruitment of a successor.

Item 2 – Minutes of last meetings

The draft minutes of the two meetings on 24th September 2016 were **approved**, with amendments including the fact that John Finney had expressed his opposition to the proposed Patrons' Club.

Item 3 – Matters Arising

Discussion on a proposed land acquisition is recorded in a separate confidential minute.

Item 4 – Action Points from Previous Meetings (Paper A)

Progress on the Action Points from previous meetings was **noted**. On Action Point 2 from the meeting on 22nd January 2016, Stuart Brooks reported that relationships with some members of the Knoydart Deer Management Group remained fragile but that the lower stag cull on our land (compared to 2015), and SNH's role in supporting development of deer management plans and having responsibility for out of season authorisations, helped to reduce the likelihood of conflict. Mike Daniels would be giving evidence on a national review of deer management to the relevant committee of the Scottish Parliament, which was considering the recent SNH report. The Association of Deer Management Groups would also be giving evidence. The Scottish Government will consider future policy in the light of the committee's report. Trustees welcomed Mike Daniels' involvement.

Item 5 – Budget 2017 (Paper B)

Fiona Kindness presented the proposed budget for 2017, which was unanimously recommended by the Finance Committee. Proposed expenditure was just under £2.5 million, of which £2.1 million represented the fixed costs of running the Trust and £0.4 million optional items such as footpath repair. Income was estimated at £1.65 million but that figure could be exceeded if the results of 2016 were replicated,

particularly with regard to legacy income. The budgeted deficit could be financed by the expected surplus from the current year and from existing designated and restricted funds. The Trading Company was expected to generate turnover of £100,000 and would break even once costs of sales, staff and other costs were charged to it. At present, 2018 - on which no decision was meantime required - seemed a more challenging year, but the fruits of the augmented fundraising efforts were likely to help bridge the gap between income and expenditure.

Trustees asked what assumption had been made about the legal costs of the Stronelairg case. Stuart Brooks reported that the Trust was in discussion with the Scottish Government. As an agreement or court ruling was outstanding it was impossible to allocate an accurate figure. Due to the level of uncertainty no allowance had therefore been made in the 2017 budget however sums are set aside in restricted funds for this purpose and we wait to see if these are sufficient.

Trustees asked whether allowance had been made for extra staff capacity to cope with work pressures, for instance those spotlighted in the Staff Survey. Fiona Kindness explained that the budget included strengthening of administration, communications/membership resource, which are the areas under most pressure, together with a small increase in land management staffing. In addition, £30,000 had been set aside to address ongoing issues and improve IT provision. Trustees welcomed these proposals, and the proposed 2.5% pay rise.

Trustees **approved** the budget for 2017. Jim Gibson, who chaired the Finance Committee, thanked Fiona Kindness on behalf of all trustees for her efforts on the subject.

Item 6 – Governance Issues (Papers Ci and Cii)

John Finney, who chaired the Governance Working Group, spoke about the recent Board Effectiveness survey. The results were generally positive. They had been discussed by the Trustees present at the Topical Forum in October, and subsequently by the Management Team. He suggested that discussion should focus on the questions where either Trustees or Management Team had suggested improvements.

Duncan Macniven pointed out that, although the survey was essentially Trustees reporting on their own performance, the concluding comment by the Management Team (who thought that the Trustees “are doing a good job and value their interaction and support”) gave an element of external validation. Granted the generally satisfactory outcome, and other evidence that the governance of the Trust was sound, he cautioned against pushing for further immediate improvements at the cost of increasing the pressure on staff. Trustees agreed.

In discussion, Trustees **agreed** the following action:

- For the next such survey, in two years, to split in two the question about taking the views of beneficiaries, to distinguish between members and other beneficiaries such as local communities and Award participants. [Action Point 1]
- To retain annual reporting of the key indicators of progress on the vision, mission, targets etc but to ensure the report includes objective measures of the condition of Trust properties and of impact of policy work. The details could be discussed at the January Topical Forum when the KPI report is presented. [Action Point 2]
- To draw up a simple list of extant board policies and to consider at a future meeting whether there were any missing policies. [Action Point 3]

- On the question of how Trustees could be alerted to activities threatening the probity of the Trust, to agree a simple policy on staff whistleblowing, on the assumption that external parties would know to raise any concerns with the Chair or other Trustees [Action Point 4]

John Finney and Stuart Brooks would pursue these actions. [**Action Points 1 -4**]

John Finney introduced proposed changes in the Articles and Standing Orders, following the recent review by the Governance Working Group. Trustees agreed that:

- There was no strong reason to reduce the number of Trustees from 15 to 12.
- Co-option of Trustees should not for the present be re-introduced.
- No change was necessary to the arrangements for filling part-expired terms for Trustees or the removal of Trustees.
- Article 23 should be put to the members at the next AGM for amendment to allow the Chair to continue in office until the completion of two terms of 3 years as Chair, conditional on them being elected as a trustee irrespective of how long they had served as a trustee prior to being the Chair. The impact of this would be a trustee could theoretically hold office for a maximum of 12 years compared to the current 9 year limit.

Trustees were invited to comment to John Finney on the proposed wording of the change to Article 23, to allow the amendment to be considered at the Trust AGM in May 2017. [**Action Point 5**]

Item 7 – Des Rubens and Bill Wallace Grant (Paper D)

Trustees considered and **agreed** the proposal to widen the grant scheme to commemorate Des Rubens as well as Bill Wallace, slightly modifying the criteria to reflect the former's interest and amending the title of the scheme. Stuart Brooks would make the necessary changes. [**Action Point 6**]

Item 8 – John Muir Award in England (Paper E)

Rob Bushby gave an illustrated presentation on the progress with the Award in England in the year since the subject had last been considered by Trustees. Despite staff changes in the first half of the year, the number of awards in 2016 was likely to exceed by 14% the 2015 total and much progress had been made in creating a more sustainable model, with well-motivated staff. Fruitful discussions had been held with the Heritage Lottery Fund, helped by the high proportion of awards involving "inclusion" participants. The HLF was prepared to increase its grant, thereby reducing the matching funds which the Trust was required to raise. There is an expectation that HLF will be comfortable with accepting a reduced number of awards from the original 90,000 which was clearly now unachievable. Both HLF and Natural England were taking a people-focussed approach, with opportunities for the Award. The future seemed stable until the end of HLF funding in two years.

Trustees **welcomed** the report and thanked Rob and his team for their efforts.

Item 9 – Wildness Policy (Paper F)

Stuart Brooks said that the paper was a developed version of that which the October Topical Forum had discussed. He envisaged producing a final version for approval at the next Trustees meeting in March, with more evidential information to back the recommendations. He drew particular attention to the "% of wild land protected" in each country and asked whether the proposed target of at least 75% was sensible. He noted that the protection of "Wild Land" areas in Scotland should be extended beyond wind farms, and that a similar approach was advocated for England, where more than 75% of the wild land already had some protection with National Parks and AONBs.

In discussion, Trustees:

- agreed the 75% target;
- suggested more explicit reference to National Parks in Scotland;
- advocated preventing wild land designation being over-ridden by economic considerations;

- warned against the use of the phrase “natural capital”, because of proposals to monetise the resource;
- recommended avoiding the implication that “rewilding” should occur in the same way in every wild area;
- highlighted the need to consider audiences in using technical and policy language and to consider how the policy might be communicated to a wider public audience;
- requested a summary of separate recommendations by country where regulation or legislation was different.

Stuart Brooks and Helen McDade would finalise the paper taking account of Trustees’ comments. [**Action Point 7**]

Item 10 – 2016 Staff Survey (Paper G)

Trustees noted the very satisfactory results of the Staff Survey, against the background of recent economies and current pressures on staff. They **approved** the action points recommended by the HR Committee, noting that the 2017 budget made provision for augmenting resources in the hardest-pressed areas.

Item 11 – Stronelaig Judicial Review Update

The update from Stuart Brooks is recorded under agenda item 5.

Item 12 – Operational and Financial Update (Paper Hi and Hii)

Trustees **noted** the Operational Report. On the Financial Update, Fiona Kindness highlighted the considerable increase in legacy income which, combined with costs which were slightly lower than expected, suggested a surplus in the full year of £556,000. Trustees **welcomed** the update.

Item 13 – Chairman’s Report

Trustees **noted** the report.

Item 14 – Land Market Update

Stuart Brooks reported that a very attractive Welsh property belonging to the Crown Estate - Plynlimon, the highest point in the Cambrian Mountains in the hinterland of Aberystwyth - had recently come on the market. Ordinarily, the property would have been an interesting acquisition for the Trust to consider. But his advice was that resources did not allow it to be pursued at the same time as the proposed acquisition in England. Peter Foulkes said that he regretfully agreed with that conclusion. Trustees **concurred**.

Patricia Jordan informed Trustees that the Rio Tinto property which marched with the Trust’s land at Ben Nevis had been bought, with the smelter, by Liberty House. The new owners had met representatives of the East Lochaber Community Land Trust and a further meeting might take place in January...

Summary of Action Points

- AP1** John Finney would ensure that the next Board Effectiveness survey asked separate questions about mechanisms to listen to the views of beneficiaries, to distinguish between members and other beneficiaries.
- AP2** Stuart Brooks would bring to trustees the annual review of key targets, and propose more objective measures of the condition of Trust properties and of policy work.

AP3 & 4 John Finney would draw up a simple list of extant policies for discussion at a future meeting to include whistleblowing.

AP5 John Finney would finalise the wording of the change to Article 23, and arrange for the amendment to be considered at the Trust AGM.

AP6 Stuart Brooks would arrange for the necessary changes to the Bill Wallace grant scheme to commemorate also Des Rubens.

AP7 Stuart Brooks and Helen McDade to make amendments to the Wildness Policy and bring to trustees for sign off next time

Duncan Macniven
10th December 2016