

MINUTES OF BOARD MEETING

12 December 2024

Royal College of Physicians, Queens Street, Edinburgh & Teams (hybrid)

ATTENDANCE

In person

Trustees

Jane Smallman (Chair)
Alison Russell
David McKay
Denis Mollison
Carol White
Clare Jefferis
Eelco de Jong
Emily Sutton
John Finney

Apologies

Damian Aubrey

Staff

David Balharry (CEO) – Chief Executive Officer
Adam Pinder (DIG) – Director of Income Generation
Wendy Grindle (DC) – Director of Communications
Stuart Dillett (DO) – Director of Operations

Online

Trustees

David Farquhar

Staff

Puja Vashisht (CFO) – Chief Financial Officer
Laura Faulder (HS) – Head of Secretariat (minutes)
Imogen Peroni (SA) - Secretariat Assistant (minutes)
Regional Delivery Manager (North) and
Head of Ecology (item 2.4 only)

1 PRELIMINARIES

1.1 Welcome, introductions, apologies & Register of Interests

The Chair welcomed newly elected Trustees Alison Russell, David Farquhar, and Denis Mollison, and newly co-opted Trustee, David McKay and Emily Sutton to the meeting. Apologies were noted from Damian Aubrey. No conflicts of interest were noted.

2 NON-CONFIDENTIAL SESSION

2.1 Draft September Board minutes and actions for approval

The HS agreed to make the following amendments to the draft September Board minutes:

P11 – second action ‘17’ should be ‘18’.

P11 – 3rd para, 3rd line – change the word ‘legacy’ to ‘corporate’.

P12 – 3.2 – 5th para – change wording to ‘released back to un-restricted general funds’. **[ACTION 11]**

The CFO agreed to work with the Finance Committee to produce a glossary of financial terminology. **[ACTION 12]**

| Nº | From | Action Point | Owner | Status |
|----|----------|---|-------|------------|
| 1 | Jun 2024 | Review the Reserves figure of £1.5m and bring recommendation to the August Finance Committee. | CFO | Mar 2025 |
| 2 | Jun 2024 | Circulate the updated Staff Handbook, including the Safeguarding Policy, to Board for information. | CEO | Dec 2025 |
| 3 | Jun 2024 | LT to consider how Trustee expertise could be best utilised following change in the Committee structure. | CEO | Mar 2025 |
| 4 | Sep 2024 | Update Register of interests with amendments from two Trustees. | HS | Discharged |
| 5 | Sep 2024 | CFO to update Brown Shipley mandate to include Carol White (succeeding Jim Gibson as Finance Committee Convenor). | CFO | Discharged |
| 6 | Sep 2024 | Provide initial feedback to CEO on Proposal 2, Annex B of the Budget Guidance paper. | ALL | Discharged |
| 7 | Sep 2024 | Provide a yearly review of predicted and actual spend on restricted and unrestricted funds to Board. | CFO | Discharged |
| 8 | Sep 2024 | Circulate information on September management accounts to Board once reviewed by LT and Finance Committee. | CFO | Discharged |
| 9 | Sep 2024 | Circulate the draft 2025 calendar for approval between Board Meetings. | CFO | Discharged |
| 10 | Sep 2024 | Offer Safeguarding training to incoming Trustees as part of induction. | HS | Discharged |
| 11 | Dec 2024 | Make requested amendments to September Board minutes before publishing final version. | HS | Jan 2024 |
| 12 | Dec 2024 | Produce a glossary of financial terminology e.g. restricted/un-restricted etc. | CFO | Mar 2025 |

| Nº | From | Action Point | Owner | Status |
|----|----------|---|-------|----------|
| 13 | Dec 2024 | Email a short report on the JMA to Trustees including a summary of changes made and the operational implications. | DC | Jan 2025 |
| 14 | Dec 2024 | Circulate Leadership Team's Roles and Responsibilities document to Trustees. | HS | Dec 2024 |
| 15 | Dec 2024 | Amend draft Board Calendar to show Topical Forums as in person events. | HS | Dec 2024 |
| 16 | Dec 2024 | Circulate calendar of standing Board and Committee items. | HS | Mar 2025 |
| 17 | Dec 2024 | Circulate a revised AGM format paper for a between Board decision. | DC | Jan 2025 |

2.2 Between Board Decisions

Trustee Co-option decision via email to Secretariat as requested on 9 August 2024

The Board unanimously **approved** the extension to Eelco de Jong's co-option for a further year (as permitted under Trust Article 8.3.2) on 9 August 2024.

The Board further unanimously **approved** the co-option of two more Trustees (as permitted under Trust Article 8.3) by 9 August 2024. The skills basis for the further co-option were identified as Public Policy, Environmental Education, and Environmental Governance. This was unanimously approved by Trustees via email to the Chair with the addition of 'Influencing Social Change' as a skills gap by 9 August 2024. David McKay was appointed at the AGM on 14 September 2024.

Appointment of a 3rd co-opted Trustee decision via email to Secretariat by 24 October 2024

The Board **approved** (8 for, 2 against) the late consideration of the co-option of a 3rd Trustee by 24 October 2024. Following interviews conducted by the Chair, John Finney and Damian Aubrey on 8 November 2024, the co-option of the recommended candidate was **approved** by the majority of Trustees (8 for, 2 against) via email by 19 November 2024.

Emily Sutton was appointed on 19 November 2024.

Revision to Standing Orders decision via email to the Chair by 13 September 2024

The Board **approved** the addition of a new Section 5 of the Standing Orders (wording as advised by the Trust's Charity Lawyers Turcan Connell) to include a legally robust process to enact the retiral of a Trustee, the updating of Appendix

11 to the revised Trustee Code of Conduct, and a new Appendix 12 to include the Trustee Guidance. The last two documents were already on the website, so this was simply housekeeping. This was unanimously **approved** by Trustees via email to the Chair by 13 September 2024.

An updated version of the Standing Orders was made available on the Trust's website on 13 September 2024.

Attendance of Turcan Connell at the December 2024 Board Meeting decision via email to the Chair by 13 September 2024

The Trustees approved the attendance of Turcan Connell at the December 2024 Board meeting. This was unanimously **approved** by Trustees via email to the Chair by 13 September 2024.

[Post-meeting note: In preparing the Agenda, the Chair and CEO agreed that Turcan Connell's attendance was not required and advised them accordingly.]

The Board **noted** the between Board decisions.

2.3 Non-confidential CEO Report

The CEO welcomed questions or comments on the report.

One Trustee requested that the Board have opportunity to discuss the re-designed John Muir Award before the soft launch in March 2025.

The DC agreed that a short report on the Award would be sent to Trustees via email in January 2025 including a summary of changes made and the operational implications. The Board agreed that an online meeting would be organised prior to the soft launch if further discussion was requested by Trustees. **[ACTION 13]**

The Board **noted** the non-confidential CEO Report.

2.4 Wild Place Index – Developing a framework

The RDM North was welcomed to the meeting and shared a presentation on the Wild Place Index (WPI), welcoming comments or questions.

He advised that the intention would be for the WPI to be globally applicable in order to assess the integrity of natural processes and landscapes within a given area, against a worldwide scale and provide a framework for improvement.

The RDM outlined the stages of development and timelines as follows:

1) Framework concept – by end of 2024

The Team working on the WPI is currently developing the outline attributes and methodology which make-up the WPI including:

- Ecological integrity
 - Landscape integrity
 - Threats and pressures
 - Experiential qualities (to be captured through public survey)
- 2) Initial framework testing on Trust ground – Q1 2025
 - 3) Launch and Steering Group formation – Q2 2025
 - Academics
 - eNGOs
 - Private landowners
 - 4) Steering group to develop, iterate and pilot across Trust ground and selected partner sites – Q4 2025
 - 5) Full launch, representative sites across 45 UK biogeographical zones and Wild Place Register – 2026 and beyond

One Trustee noted that this work related to Strategic Objectives 1-3 and requested information on ownership of objectives. The CEO asked the HS to circulate the Leadership Team's Roles and Responsibilities document to Trustees. **[ACTION 14]**

The Board **noted** the presentation and timelines associated with the Wild Place Index framework.

2.5 Clarification of issues arising from Trustee Induction – for information

The Chair highlighted the areas in which clarification had been sought. These included:

- Confidentiality of discussions at Board Meetings
- The meaning of consensus in the context of the Articles and decision making at Board Meetings
- Best practice in attribution in Board Minutes
- Clarification of the status of the Trust as a Charity/Membership organisation

The Board **noted** the paper which outlined the four areas in which the Trust had sought legal advice or an understanding on better practice.

2.6 Board Calendar – for decision

The Board **agreed** that Topical Fora are in-person events, and this should be amended on the 2025 Calendar. **[ACTION 15]**

The Board **agreed** the timeline and dates of the 2025 Board Calendar, subject to minor amendments as above.

The HS agreed to circulate a calendar of standing Board and Committee items to Trustees. **[ACTION 16]**

2.7 AGM Format proposal – for decision

The Board discussed the three options set-out in the paper as follows:

- 1) In-person event (potentially with associated engagement event)
- 2) Online event
- 3) Hybrid event (a combination of in-person and online)

The Chair advised that she may not be able to attend the event on the proposed date of the 27 September and requested that an alternative date be sought by the Leadership Team. **[ACTION 16]**

In discussion the following were noted:

- An in-person only event may be viewed by some as a less sustainable (importance of carbon credibility) and inclusive option.
- An in-person event limits attendance to those who live locally and/or have the means and time to travel.
- An online event is potentially more inclusive.
- Hybrid events were beginning to be regarded as the ‘worst of both world’.
- There is an option of holding a member’s gathering or a series of regional gatherings prior to an online AGM to allow for member engagement.
- The decision on the format of the 2025 AGM was a one-off and that other formats could be considered for future AGM.

The DC agreed to further review the options in terms of a separate members event and inclusivity as well as cost and circulate a revised paper for a between Board decision. **[ACTION 17]**

3.13 Print Publications Efficiencies – for information

Moved from confidential minutes

The Board **noted** the paper which set out the rationale for the decision to cease the production of the printed bi-annual *Members’ News* in 2025 whilst retaining the print version of the Trust’s bi-annual *Journal*.

The DC advised that the Trust would continue to reach membership through a monthly Member’s News email. Members would be informed of the changes via a letter in the new year, which would encourage all members to sign up to e-news and e-publications.

Trustees **noted** the hard work of the Marketing Team and commented on how impressed they were with the marketing materials they received during their induction.