



NON - CONFIDENTIAL MINUTES OF BOARD MEETING

19 June 2025
UHI Inverness & Teams (hybrid)

ATTENDANCE

In person

Trustees

Jane Smallman (Chair)
Denis Mollison
Carol White
Eelco de Jong
Emily Sutton
John Finney

Apologies

David McKay

Staff

David Balharry (CEO) – Chief Executive Officer
Adam Pinder (DIG) – Director of Income Generation
Wendy Grindle (DC) – Director of Communications
Rob Buckman (DFR) - Director of Finance and Resource
David Fleetwood (DP) - Director of Policy

Online

Trustees

Clare Jefferis
Damian Aubrey
David Farquhar

Staff

Laura Faulder (HS) – Head of Secretariat (minutes)
Imogen Peroni (SA) - Secretariat Assistant (minutes)

1 PRELIMINARIES

1.1 Welcome, introductions, apologies & Register of Interests

The Chair welcomed all Trustees to the June Board meeting. It was noted that Alison Russell is currently suspended as a Trustee - see Agenda Item 3.8.

Eelco de Jong confirmed he had contacted Secretariat to update the Register of Interests.



2 NON-CONFIDENTIAL SESSION

2.1 Draft Non-Confidential March Board minutes and actions for approval

The Board approved the March minutes with no amendments.

Nº	From	Action Point	Owner	Status
1	Jun 2024	Review the Reserves figure of £1.5m and bring recommendation to the August Finance Committee.	IFD	Discharged
2	Dec 2024	Produce a glossary of financial terminology e.g. restricted/un-restricted etc.	CFO	Discharged
3	Dec 2024	Circulate calendar of standing Board and Committee items.	HS	July 2025
4	Mar 2025	Make requested amendment to non-confidential December Board minutes prior to publication.	HS	Discharged
5	Mar 2025	Re-draft of the Strategic Casework Practice paper to be submitted to the June Board.	DP	September 2025
6	Mar 2025	Take legal advice to confirm that proposed operation of the online AGM met the requirements of Article 6.1.1 and 6.8.2.	CEO	Discharged

2.2 Between Board Decisions

Approval of the updated Reserves Policy

Approval was sought of the updated Reserves Policy via email to Secretariat on the 14 May 2025. The Board were asked to approve the updated Reserves Policy as recommended by the Finance Committee at their meeting on 30 April. The Board unanimously approved the revised Reserves Policy by the 21 May 2025.

The Board **noted** the between Board decision.

3 NON-CONFIDENTIAL SUMMARY OF ITEMS FROM THE CONFIDENTIAL SESSION

3.13 Risk

Trustees agreed to move the Risk Update paper up the agenda as it provided context for the CEO's report.



The paper provided updates to the Risk Register for the quarter since March 2025.

It was proposed that the Economic and Financial Management Risks be merged. Trustees thought these should remain separate and that 'Economic' should be changed to 'Wider Economic Environment'.

It was proposed that three new risk areas: Wild Places, AI, and Income be scoped for addition to the risk register.

Trustees discussed AI as both a risk and a benefit to the Trust and agreed further scoping in this area would be beneficial. AI was noted as an inevitability within the future working environment and Trustees agreed that the Trust should explore ways in which AI could benefit and support the Trust's work and its staff. Trustees noted that staff training and an AI policy would be required in the near future.

Trustees **agreed** that Leadership Team scope the proposed three new risk areas for further discussion at the September Board Meeting.

3.4 2024 Accounts and Annual Report

The CEO advised the Board that Rob Buckman had accepted the permanent Director of Finance and Resources position, effective from Friday 13 June 2025.

The DFR stated that there were still some outstanding actions for the Auditors and that once the Finance Team were happy with the figures, a final version would be shared with the Finance Committee and re-presented to the Board.

The Chair requested that any comments or feedback relating to the 2024 Accounts and Annual report be sent directly to Secretariat to be collated by 4 July 2025.

The Convenor of the Finance Committee highlighted that Wbg, the Trust's Auditors, had commented at the recent Finance Committee meeting how smooth the process had been for the 2025 audit thanks to the hard work of the DFR and the wider Finance team. The Chair echoed this statement.

The Board **noted** the Annual report and the 2024 Annual Accounts and thanked the DFR and the Finance Team for their hard work.



3.5 Finance Report

The DFR advised the Board that whilst there had been a lot of movement in terms of investments, these had largely regained their value and were now just £5k behind budget. Q1 showed a positive performance, and the Trust was forecast to end the year ahead of budget.

The Board **noted** the current position for Q1 alongside the updated forecast for 2025 and subsequent years of the 3-year plan.

3.6 Investment Policy

The Chair advised Trustees that the Investment Policy (which is on the Trust's website) had been reviewed and recommended to the Board by the Finance Committee.

The DFR reminded Trustees that the policy would be reviewed annually.

Trustees **approved** the Investment Policy by majority vote.

3.7 Policy and manifesto influencing

The DP stated that the paper outlined the Trust's proposal and approach for the 2026 Holyrood Election. The Holyrood Election provided a significant opportunity for the Trust to advance its policy ambitions. These would centre around three key areas: a National Deer Management Plan, passing of the CELT Bill and Rewilding Landscape designation campaigns.

The Board **noted** the proposed approach to Manifesto Influencing for the Holyrood 2026 Election.

3.8 Recommendations from Trustee Hearing - Summary from Confidential Trustee only session

The confidentiality of a "Confidential Session" of the Board was breached during the 20 March 2025 Board Meeting. An investigation and a Hearing in relation to the breach of confidentiality was conducted with oversight from our Charity Lawyer Turcan Connell. Trustee Alison Russell (AR) admitted to the breach of confidentiality on 3 April and was suspended as a Trustee later on 3 April 2025 following a majority decision by Trustees. The Hearing Panel's recommendations were discussed by the Board.



Post Meeting Note:

AR submitted a resignation letter by email during the June 2025 Board meeting. The Chair emailed AR on 23 June 2025 accepting her resignation as a Trustee.

3.9 Special Resolution

The CEO advised Trustees that the Board made a statement at the 2023 AGM that they would consider introducing a process to help facilitate Special Resolutions from members being considered at the AGM. This normal process would require a minimum of 5% membership support as stated under Article 6.14.7a.

The CEO confirmed that Turcan Connell, the Trust's legal advisor, had advised that they weren't aware of any other charity providing a similar forum, however this could be implemented at the Board's discretion. Trustees noted that to pass a Special Resolution required a 75% in favour vote at the AGM (no account being taken of members who abstain from voting).

The Board **agreed** on a procedure to facilitate Special Resolutions from members being considered at the AGM. The CEO to include a statement at the AGM to advise on the process.

3.10 Chair Election

The present Chair reaches the end of her first 3-year term as Chair at AGM 2025. Trustees discussed the options of having the Chair Election before or after the 2025 AGM.

The Board **approved** that the 2025 process for Chair Election would be held prior to the AGM at the September Board Meeting.

The CEO in his capacity as Returning Officer was asked to initiate the process for a Chair Election at the September Board Meeting.

3.12 John Muir Way Management

The DC reminded Trustees that the Trust had held interim management responsibility of the John Muir Way (JMW) since 2023 and following a feasibility study, the Board had agreed to take over interim management for 18 months and then reassess the position. Following review of a number of options, the Leadership Team recommended that the Trust adopts permanent management of the JMW through a streamlined management model.

Following a discussion the Board **unanimously approved** the recommendation



that the Trust retains management of the JMW, supported by a steering group formed from the existing partnership group.

3.16 Income Generation Update

The Board **noted** the Income Generation update.

3.17 Articles of Association update

The Convenor of the Governance Committee advised that the amendments agreed at the March Board had been sent to Turcan Connell for a final check. During this check, a few small points were raised which required Board consideration.

There was a discussion on the wording of Article 5.4.1 and 5.4.2 regarding who reviews the membership applications. The discussion at the meeting was inconclusive and the CGC agreed to revert to Turcan Connell for further advice and bring it back to the Board as a between Board Meeting decision.

The Governance Committee had noted that Articles 6.12.1 (b) and (c) appeared to be contradictory and that with a quorum of 50, if (c) is fulfilled, then (b) is also automatically filled; however, vice versa was not the case and it was suggested that either (b) or (c) should be deleted. Post meeting advice from Turcan Connell is that both (b) and (c) should be retained as this provision was set out in the Companies Act

The Convenor confirmed that since the last meeting, the required percentage of Corporate Members had agreed to abolish the category and therefore all mentions of Corporate Membership would be removed and replaced with Group Membership.

Trustees agreed that the Convenor would make the required amendments and, following legal checks, would send a final version to the CEO. The Convenor noted that this would then be sent to members for a Special Resolution vote at the upcoming AGM, accompanied by a cover paper. The CEO confirmed that the AGM materials could be separated from the Trustee election materials and sent out in a separate mailing due to the close deadline.

The Chair thanked the Governance Committee and specific thanks to the Convenor for their continued hard work on the Articles.

The Board **approved** the final updates to the Articles of Association.

3.18 Chair's Overview and Forward Look



The Chair advised Trustees that she had received a draft report from the Board Effectiveness Review which would be formally shared at the Topical Forum on 17 July 2025. [Post meeting note: Topical Forum subsequently rearranged for October 2025].

The Chair also noted that she would be following up with those Trustees who had not completed their mandatory training courses.

The DC confirmed that Trustees would shortly receive an email inviting them to the Members' and Supporters' Gathering at Ardoch Loch Lomond on the 12 and 13 September 2025.

The Chair thanked all Trustees for their diligence in going through the Board papers and their time and engagement in the meeting.

4 AOB

4.1 Convenor's Report – Finance Committee

The Board **noted** the Finance Committee Convenor report.

4.2 Convenor's Report – The Trading Company

The Board **noted** the Trading Company Convenor report.