



NON- CONFIDENTIAL MINUTES OF BOARD MEETING

4 September 2025
Royal College of Physicians (Edinburgh) & Teams (hybrid)

ATTENDANCE

In person

Trustees

Jane Smallman (Chair)
Clare Jefferis
Eelco de Jong
Emily Sutton
John Finney

Apologies

David McKay
Denis Mollison

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 Resources
David Fleetwood (DP) - Director of Policy
Euan MacGibbon (EM) – PHSS - Item 5

Online

Trustees

Damian Aubrey
David Farquhar
Carol White

Staff

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

1 SESSION PRELIMINARIES

1.1 Welcome, apologies and Register of Interests

The Chair welcomed all Trustees to the meeting and noted apologies from David McKay and Denis Mollison.

1.2 Draft June Board minutes and actions

The Board **approved** the draft confidential June 2025 Board minutes with minor amendments.

The Chair advised that the Board would be following a new process under which the entirety of the Board meeting would be confidential and would have one set of



minutes. At each Board meeting, when approving the minutes, Trustees would decide which items were non-confidential and could be uploaded to the website as required by Article 12.6.3.

The Board **approved** the Non-confidential Board June minutes for publishing on the website.

It was noted that Missives had been signed for the purchase by the Trust of the Kylesku Estate from former Trustee Jim Sloane. The sale is expected to be concluded on 12 September 2025.

1.3 Between Board decisions

Amendment to Article 5.3

Following a legal check to the nearly finalised Articles of Association review, one issue remained outstanding relating to Article 5.3. This Article states that the Board decides on acceptance of applications for membership. As this has not been the practice of the Board, legal advice stated that the Articles of Association should be updated to reflect that this role sits with the Company Secretary.

Trustees were asked to approve or otherwise the below proposed wording by email to Secretariat by Monday 14 July 2025.

Application for Membership

5.3.1. Any individual who, or organisation which, supports the Trust's Charitable Purposes and wishes to become a member of the Trust shall complete an application for membership in the form prescribed by the Board from time to time, and available on the Trust's website, and lodge it with the Trust.

5.3.2. Upon receipt of a duly completed application, the Company Secretary shall admit the applicant to the relevant category of membership and shall enter their details in the Company's Register of Members.

5.3.3. The Board may consider such applications for membership before the applicants are admitted and the Board may, at its discretion, refuse to admit any individual or organisation to membership, except for reasons of the protected characteristics within the Equality Act 2010 (as may be amended or re-enacted), namely: age, disability, sex, sexual orientation, gender reassignment, race, religion or belief, marriage and civil partnership, or pregnancy and maternity.

The update to Article 5.3 was **approved** by majority vote by Monday 14 July 2025.



Annual approval of Accounts

The annual approval for the John Muir Trust Accounts was sought by email from Secretariat on 11 July 2025. Trustees were asked to approve or otherwise via email to Secretariat by Monday 21 July 2025.

Trustees **approved** the Accounts unanimously with minor amendments and all decisions were received by 21 July 2025.

Timing of submissions for Chair election

At the June 2025 Board meeting, the Board asked the Returning Officer *"to initiate the process for a Chair Election at the September Board Meeting" (Action 18).*

Standing Order 2.2.1 reads "Each candidate for the position will prepare a written statement and lodge it with the Returning Officer **by the date specified by the Board**".

Trustees were asked to approve or otherwise a Between Board decision to confirm the submission date as 17:00 on Monday 25 August, by email to Secretariat before end of day 7 August 2025.

This was **approved** unanimously, and all decisions were received by 3 August 2025.

2 CEO REPORT

The CEO advised the Board that whilst there were many areas of positive activity across the Trust, the CEO report focused on underlying issues, of which the main one was the ongoing negative publicity surrounding the Trust which was having impact on the Trust's reputation, ability to raise funds, promote positive news stories and staff morale.

The CEO noted that the papers presented at the September 2025 Board meeting proposed various actions to move the Trust forward and create a page turn on the Trust's issues of 2024. Central to this forward-looking approach would be agenda item 6 – The Strategic Narrative, which would seek to explain the Trust's strategy in an accessible and consistent way for Members, Trustees and Staff.

The Board **noted** the CEO report.



3 RISK REGISTER UPDATE

Trustees **noted** the Risk Register summary and current risk position.

4 HR AND SAFEGUARDING REPORT

The CEO advised the Board that there had been no safeguarding issues this quarter.

The CEO tabled an organogram showing the proposed structure following the recent operational review.

The Board **noted** the HR and Safeguarding Report

5 HEALTH, SAFETY AND WELLBEING UPDATE

Euan MacGibbon from PHSS (Project Health and Safety Services) joined the meeting to provide a Health, Safety and Wellbeing update.

EM stated that following a gap analysis of the Trust's safety management policies and procedures, a number of areas had been identified where action was required to bring the Trust in line with best practice and legal compliance. The Trust's nominated Health & Safety Lead, Matthew Coathup, had been working with EM to implement the recommendations and create a consistent HSW culture.

The DP thanked Euan and Matt for their consistent hard work and effort to ensure the current level of progress. The Chair echoed this and thanked Euan and Matt for delivering a detailed and pragmatic piece of work with a programme of activities to be delivered over a reasonable timescale.

The Board **noted** the Health, Safety and Wellbeing update and **agreed** to endorse the proposed HSW Implementation Plan.

6 STRATEGIC NARRATIVE

The DC stated the importance of the Strategic Narrative to ensure that the Trust had an accessible and transparent statement about its work, and anchoring statements of What, Why and How to ensure the clarity of the message.

The DC noted that it was important that staff understood their purpose and role within the wider work of the Trust. The publishing of the Strategic Narrative would therefore be a critical piece of work to ensure staff felt able to speak clearly and consistently to stakeholders and suppliers about the Trust's work. A crucial area of



work would be evidencing the impact that the Trust had on the Wild Places in its care and establishing a language that described what the Trust was aiming to do alongside deeper, more technical ecological information.

Trustees noted that wording reflecting the Trust's views on stewardship should be updated in the paper and incorporated into both Annex's instead of the wording currently stating, "our Wild Places". Following a discussion on other minor amendments, Trustees welcomed the clarity of this document. The DC noted that it would be posted on the website.

The Board **noted** the Strategic Narrative and the anchoring statements.

7 TRUSTEE ELECTION UPDATE

The CEO in the role of Returning Officer (RO) reported on the 2025 Trustee election process and outcome.

He advised the Board that a member had highlighted that note 1 on the ballot paper was misleading and might need to be updated for future elections. The RO advised that the issue was being investigated, and legal advice was being sought. The RO agreed to advise the Board of the outcome of the legal advice.

Two complaints were received, one regarding the format of the ballot paper, and the other regarding difficulties in voting. Both were handled through the complaint's procedure, with responses being sent by the Chair; neither complaint was upheld.

The RO also reported a query from a member regarding the practice of some candidates being nominated by current Trustees as well as staff families and friends. The Chair advised that this was historic practice for supporting candidates who might not be able to secure the mandatory five votes to stand for election. The RO added that there was wording on the website to advise any candidate wishing to stand for election that the Trust and Board could support them by finding Trustees to support their candidacy.

The Board looked forward to welcoming the incoming Trustees (Damian Aubrey, Steve Carver, Dominick Spracklen, and Emily Sutton) who would be appointed at the AGM on the 15 September 2025.

The Board **noted** the issues arising during the 2025 Election process and the confidential election results.

8 TRUSTEE CO-OPTION AND ADVISOR APPOINTMENT

The Chair advised the Board that David McKay had stood and been unsuccessful in the 2025 Trustee Election. She requested the Board to consider his re-co-option on



a skills basis.

The Chair stated that David McKay had made a significant contribution to the Board during his time as a Trustee and that the continuity of him remaining on the Board would be greatly appreciated. He also filled a gap in knowledge on the current Board regarding public policy.

The Board **agreed** to re-co-opt David McKay as a Trustee by majority vote.

Post Meeting note: Following the AGM the Chair spoke to David McKay. For personal reasons, David declined to be re-co-opted. He noted that he valued his year as a co-opted Trustee and remains committed to the Trust as a Member.

10 PLANNING POLICY AND CASEWORK

The DP thanked Damian Aubrey for his support on the paper. Trustees discussed the proposed policy and associated public statement. They advised that the wording should be amended to lessen the distinction between Trust owned wild places and other wild places, with regard to the Trust's priorities in highlighting the importance of all Wild Places as per the Trust's charitable objectives.

Trustees **agreed** the proposed policy subject to minor amendments.

11 ETHICAL DONATIONS POLICY REVIEW

The DIG advised the Board that the Ethical Donations Policy was reviewed every two years and that the draft presented to the Board this year had 3 key changes. Firstly, an addition to bullet points under "*The purpose of the Trust's Ethical Donations Policy is*" to highlight the importance of staff safety as a consideration.

The second change was the addition of a bullet point referencing potential compromise to or limitation of the Trust's ability to campaign, for example; receiving money from a wind farm developer with a funding agreement containing clauses that state the Trust would not pursue a campaign or object to a development.

The DIG stated that the third and main change to the policy was the removal of specific mentions to sectors that the Trust would never consider accepting donations from. Trustees agreed that this change did not signal a desire to proactively work with these sectors, rather donor's alignment to the Trust's charitable objectives should be considered on an individual basis.

Trustees also noted that the other clauses relating to reputational damage, staff safety, and the Trust's ability to campaign would be sufficient to cover any dealings with these sectors.



The Board **agreed** the proposed changes to the Trust's Ethical Donations Policy.

12 CHAIR ELECTION

The Chair passed the meeting chair to the CEO in his capacity as Returning Officer (RO) for this Item.

It was noted that one of the Candidates (Denis Mollison) had sent his apologies for the meeting. As a consequence, there was no presentation of Candidate Statements at the meeting, and questions from Trustees were sent to candidates for consideration on 1 September 2025. Responses from the candidates were circulated to Trustees on 3 September 2025

Trustees were asked to cast their votes by an electronic anonymous Microsoft form during the Chair Election agenda item. Trustees who were absent at the meeting had been asked to cast their votes via the same form.

The RO confirmed that all Trustees had voted, and that the results were as follows:

Jane Smallman - 8 votes

Denis Mollison - 1 vote

Abstention - 1 vote

The RO confirmed that Jane Smallman had been re-elected as Chair with effect from the end of the AGM on 15 September 2025. Jane Smallman thanked Trustees for their support and for re-electing her as Chair.

The RO passed the meeting chair back to the Chair.

13 CHAIR'S FORWARD LOOK (VERBAL)

The Chair noted that the Members' and Supporters' Gathering would take place on 13 September 2025 and she looked forward to seeing some of the Trustees there.

The 2024 AGM would be held on 15 September 2025 between 18:30 and 20:00.

The Board **noted** the Chair's Forward Look.

14 7+5 MANAGEMENT ACCOUNTS

The Board **noted** the 7+5 Management Accounts and current financial position, along with the updated forecast of the three-year plan.



15 INCOME GENERATION UPDATE

The DIG advised the Board that the Trust needed to move into new areas of Income Generation, and that the Income Generation update paper presented a partial solution in three stages, with further information to follow at the December Board.

The DIG confirmed that the first stage was a strategic income plan which would align income generation with strategic objectives, and would be brought to the Board in December, including an analysis of historical data to inform future activity.

The second stage would be increased Income Generation team capacity with the appointment of two posts. The first, a Trust & Grants post was budgeted for and would be filled from January 2026. The second role would focus on new income and commercial expertise (one-year fixed term).

The third stage would focus on Strategic Review and would be conducted externally.

Trustees expressed support for the innovative approach the Income Generation team demonstrated that would allow the Trust to reach more diverse audiences.

The Board noted the Income Generation update and **agreed** to support the increase in capacity within the Income Generation team.

16 AOB

16.1 Convenor's Report – Finance Committee and Trading Co. Board

The Board **noted** the Convenor reports for the Finance Committee and Trading Company Board.

16.2 Outgoing Trustees

The Chair thanked John Finney and Eelco de Jong for their hard work and dedication as members of the JMT Board and noted that they would be demitting office at the 15 September AGM.

16.3 2026 Board and Committee Calendar

Secretariat agreed to circulate the 2026 Board and Committee calendar for decision.