



NON-CONFIDENTIAL MINUTES OF BOARD MEETING

11 December 2025
Royal College of Physicians (Edinburgh) & Teams (hybrid)

ATTENDANCE

In person

Trustees

Jane Smallman (Chair)
Carol White
Clare Jefferis
Steve Carver
Dominick Spracklen
Emily Sutton

Apologies

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

Online

Trustees

Damian Aubrey
David Farquhar

Staff

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

1 WELCOME, APOLOGIES AND REGISTER OF INTERESTS

The Chair welcomed all Trustees to the December Board meeting including new Trustees Dominick Spracklen and Steve Carver and noted apologies from Denis Mollison.

No conflicts of interest were registered.

2 DRAFT SEPTEMBER BOARD MINUTES AND ACTIONS

The Board **approved** the confidential and non-confidential September 2025 Board minutes subject to minor amendments.



3 BETWEEN BOARD DECISIONS

Draft 2026 Governance Calendar

Approval was sought by email from Secretariat on 15 October 2025 and asked that all Trustees approve or otherwise the draft 2026 Governance Calendar.

Trustees **approved** the draft 2026 Governance Calendar by 24 October 2025.

Trustee Co-option

As permitted by the Articles of Association, approval was sought for the co-option of up to three Trustees on a skills basis to fill skills and experience gaps on the Board.

Approval was sought to co-opt two Trustees, with specific focus on skills gaps in the following areas:

- Strategic communications and networking
- Strategic Income Generation
- Wild Places/Ecology. Strategic, science or practical

There was majority approval for this decision, however it was agreed that further discussion would be advantageous. Co-option was further discussed by the Board at the Induction Session on 27 November 2025. At that meeting Emily Sutton advised that she would be standing down as a Trustee, creating a requirement for skills in the area of Environmental Governance. It was agreed that this be included in the skills gaps identified.

The Board **approved** the co-option of two Trustees by 27 November in the above skills areas.

4 CEO REPORT

The last quarter of 2025 had been extremely busy for the Trust, with a significant amount of positive progress achieved. The CEO acknowledged the effort put in by the staff.

The Board **noted** the CEO report.

5 9+3 MANAGEMENT ACCOUNTS



The 9+3 forecast the Trust finishing the year with a surplus.

The Board **noted** the 9+3 management accounts.

6 2026 BUDGETS

The Convenor of the Finance Committee confirmed that the Finance Lessons Learned recommendations had been a touchstone for the 2026 budget and noted how positive the developments in financial literacy and confidence had been in 2025. This had been driven by the quality of the finance papers and improvements to the finance process, including longer-term financial planning.

The Board **agreed** the 2026 budget for both the Trust and the Trading Company.

7 STRATEGIC INCOME PLAN – for discussion

The Board **noted** the Strategic Income Generation plan.

8 RISK REGISTER UPDATE – for decision

Trustees noted that the CEO and Chair had been targets of negative communications and media driven by a small group of Members. This included a call at the 2025 AGM for the removal of the Chair and CEO from a small group that comprised of former Trustees, former Chairs and former Staff. Some of these individuals had also engaged with the media to generate negative press against the Trust around the AGM. The Board confirmed their support of the CEO and Chair and their leadership.

The Board **noted** the Risk position of the Trust.

9 HR AND SAFEGUARDING REPORT – for information

The Board **noted** the HR and Safeguarding report.

10 HEALTH, SAFETY AND WELLBEING UPDATE

The DLP advised that there had been two near miss reports, one regarding a broken foot plank on the Old Steall Bridge in October, and an engine failure on the Silver Fox Boat at Loch Hourn also in October.



The DLP advised that significant progress continued to be made, though it had slowed over the last quarter due to competing priorities. The rollout of new policies and procedures for staff had been delayed, due to ensuring alignment with a wider ongoing review of policies and document management systems.

H&S specific training had been allocated to staff in key positions; additional online training would be made available and mandatory to staff in 2026. From January 2026, a HSW Staff Group would be established with meetings to take place quarterly and would be chaired by the DLP, supported by the Head of Wild Place Index and PHSS. These meetings would be used to deliver a safe system of work briefing to all staff by the HSW Lead, outlining new key processes and documentation.

The DLP recognised the hard work of the Head of Wild Place Index who had achieved a huge amount in this space and pushed the work forward.

The Board **noted** the HSW update.

11 MEMBERSHIP ENQUIRIES POLICY – for decision

The DC stated that throughout 2024 and 2025 the Trust experienced high volumes of complex and resource intensive enquiries from a small number of Members. This included 150 non-routine questions submitted in 2025 and was exacerbated by several Members submitting multiple queries within short timeframes, often via various communication channels. One Member had sent a total of 40 questions in 2025, each enquiry being 1-2 pages long and sent to combinations of the DC, the Chair, the Membership Team and in one case a Trust supplier.

The Chair also highlighted that her attention had been drawn to two recent cases of Member enquiries where the language used to staff was abusive and unacceptable.

The DC noted that a clear and consistent process for managing enquiries, with defined standards, boundaries and escalation routes would help safeguard staff wellbeing and resources. A clear policy would also offer members transparency about what support they can expect from the Trust, whilst ensuring that membership enquiries were managed consistently, fairly and within the Trust's operational capacity.

The DC confirmed that the policy drew guidance from the NCVO and the Local Government Ombudsman and established a fair and legally compliant framework for responding to challenging Member enquiries. The DC confirmed that should the policy be approved, this would be published on the website.

The Board **approved** the Membership Enquiries Policy.



12 AGM 2026 FORMAT

The 2025 AGM was held online with an in-person Members' and Supporters' Gathering held on the Saturday before. The DC stated that whilst the in-person event was well received and positive in tone, Members' feedback from the AGM reflected dissatisfaction. This feedback was received via both Members' emails and an article in the Herald and had a reputational impact on the Trust.

Whilst online AGMs have been considered more accessible for Members and Supporters, the DC advised that this format had not resulted in a more diverse or greatly expanded audience. Feedback from Members indicated that online formats presented challenges for meaningful engagement and dialogue. Overall sentiment from the 2025 AGM was negative with 57% of respondents stating that the online AGM did not meet expectations.

The DC advised that the Leadership Team recommended an in-person AGM in 2026 which would be held in Central Belt Scotland on a Saturday afternoon in mid-September 2026. The event would be designed to address the concerns articulated by Members after the 2025 AGM with additional time for questions and discussion. Feedback would again be invited to measure its success, and findings would inform the AGM in 2027.

The Chair noted that should the AGM be in person, it would need to be after the September Board meeting, and therefore either the 19 or 26 September. The DC agreed to confirm the proposed date. **[ACTION 22]**

The Board **approved** the proposal for an in-person AGM format in 2026.

13 COMMITTEE APPOINTMENTS

The Chair advised that following the resignation of Alison Russell and the retirement of John Finney, there were now vacancies on the Finance and Governance Committees. Following discussions with the Committee Convenors, David Farquhar had agreed to join the Finance Committee and Damian Aubrey had agreed to join the Governance Committee. Clare Jefferis had agreed to act as Interim Convenor for the Governance Committee. Carol White would continue as the Convenor of the Finance Committee.

The Chair advised the Board that as the Finance Committee lacked expertise in investment management, the Committee had approved the appointment of Gair Brisbane as a Volunteer Advisor to the Committee at the November meeting.



With the retirement of Eelco de Jong at the 2025 AGM, Clare Jefferis had volunteered for the role of Safeguarding Trustee and had been provided with training from the NSPCC.

The Chair noted that in some cases the Working Group structure lacked the flexibility that is sometimes required, and a more agile approach had recently been adopted by the Leadership Team by which they requested Trustee support and knowledge directly.

The Board **noted** the recruitment of a Volunteer Advisor to the Finance Committee and the proposed approach for use of Trustee skills by Leadership Team for specific projects.

The Board **approved** the membership of the Finance and Governance Committees, along with the appointment of Clare Jefferis as the Safeguarding Trustee.

14 CHAIR'S FORWARD LOOK

The Chair thanked Trustees for their positive insights and input into the day's discussions. The Chair looked forward to 2026 and felt it would be a productive year for the Board with a lot of positive work to follow.

The Chair confirmed that Trustee Co-option would be progressed, and some Trustees would be involved in the shortlisting and interviewing, to be confirmed.

The Chair advised that this was Emily Sutton's last meeting and thanked her for her contribution during her time as Trustee.

Emily Sutton offered her thanks to the Board and stated that her time with the Trust had been a fulfilling experience. She advised that her reasons for stepping down were due to starting a new job and the impact that had on her capacity.

The Board **noted** the Chair's forward look.

15 AOB

15.1 Banking Mandate – for decision

The Board **approved** Anthony Cook, Senior Finance Manager, as a contact and signatory for the Trust's Bank Accounts and the Trust's Investment Accounts (CAF Bank, RBS, Brown Shipley) from December 2025.

15.2 Finance Committee and Trading Co. Convenor Reports – for information



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

15.3 Meeting with Members

The Chair noted that earlier that week, the Chair, CEO and DC had a constructive meeting with a group of Members to discuss a range of topics including volunteering, greater engagement, and how the Trust communicated with Members.