NON-CONFIDENTIAL MINUTES OF BOARD MEETING

25 June 2026
RCPE (Edinburgh) & Teams (hybrid)

ATTENDANCE

In person

Trustees
Jane Smallman (Chair)
Clare Jefferis
Carol White
David Rogers

Staff
Adam Pinder (DIG) – Director of Income Generation
Wendy Grindle (DCE) – Director of Communications & Engagement
David Fleetwood (DLP) - Director of Land & Policy

Apologies
David Balharry (CEO) – Chief Executive Officer

Online

Trustees
Damian Aubrey
Dominick Spracklen
Douglas MacMillan
Graeme Fisher
Steve Carver

Staff
Rob Buckman (DFR) - Director of Finance & Resources
Laura Faulder (HS) – Head of Secretariat (minutes)

1 PRE-MEETING – TRUSTEE ONLY SESSION

2 WELCOME, APOLOGIES AND REGISTER OF INTERESTS

The Chair welcomed all Trustees to the June Board meeting. It was noted that the CEO was on sick leave and had not been able to provide final approval for the Board papers submitted through Leadership Team.

The Chair also recorded thanks to David Farquhar, who had stepped down as Trustee, noting his valued contribution, particularly on income generation and strategy.

Carol White noted for the record that her brother, Nick Winser, had been elected to Ofgem's Board as recorded in the Trust's Register of Interests.

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It was noted that in the pre-meeting, Trustees had agreed to prioritise the discussion on Item 11 immediately after routine business. This is minuted at the usual place in the agenda to avoid confusion with numbering.

3 DRAFT MARCH BOARD MINUTES AND ACTIONS

The Board **approved** the Non-confidential March 2026 Board Minutes with no amendments.

4. BETWEEN BOARD DECISIONS – FOR INFORMATION

Possible Appointment of a Vice Chair

Request sent out to Trustees via Secretariat on 26 May 2026.

Please can you respond to the Secretariat by CoB on **Friday 29 May** on the following points:

a) Agree or otherwise that we go ahead with the appointment of a Vice Chair
b) If you agree with a), approve or otherwise the proposed timescale

- **10 June 2026** - Candidates for Vice-Chair to lodge written statements with the Returning Officer at returning.officer@johnmuirtrust.org by 12 noon.
- **15 June 2026 -** Candidate statements collated and issued as part of the June Board papers
- **25 June 2026 -** Candidates will be invited to present their statements at the June Board meeting and a new Vice-Chair will be elected, if necessary, by secret ballot

Nine (out of ten) Trustees responded by the deadline as follows:

Request a) For 6 (including one 'go with the majority'), Against 2, Need more information 1

Request b) For 6 Of the nine voting only five were eligible to stand as Vice Chair (noting that the Chair and Co-opted Trustees are not eligible), all five of those eligible noted that they did not wish to be considered for the position.

In the light of the above, it was proposed that the election of a Vice Chair was returned to at a later Board Meeting.

Conclusion of Denis Mollison's (DM's) Appeal against his removal as a Trustee

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Whilst this is not strictly speaking a Between Board Meeting decision, the process was completed between Board Meetings and should therefore be captured for the Minutes.

At the March 2026 Board Meeting, it was noted that DM had been removed as a Trustee on 6 March 2026. This followed the process provided in Standing Order 5.

DM submitted an Appeal on 10 March 2026. At the 19 March Board Meeting the Board agreed that this appeal would be managed entirely externally. The Trust appointed Fitzgerald HR, an external HR provider with appropriate experience, to manage the Appeal. DM was advised of this appointment by email on 23 March 2026 and was asked to communicate directly with Fitzgerald HR on the matter of the Appeal. The Trust provided to Fitzgerald HR all the requested background documents and copies of the Trust's Articles and Standing Orders. Fitzgerald HR also received documents direct from DM to support his Appeal.

The Appeal hearing took place online on 14 May 2026.

The Trust and DM were advised of the outcome of the Appeal on 21 May 2026. The Appeal was dismissed.

DM wrote to Trustees on 28 May noting that he did not accept the rejection of his Appeal. A response from the Chair on behalf of the Board was sent to DM by email on 5 June 2026. This confirmed the Appeal outcome was final.

5 DIRECTORS' REPORT - FOR INFORMATION

It was **noted** that due to sick leave the CEO had been unable to provide final approval of the Directors' Report.

The Board discussed the development of the Wild Place Index, noting that work was progressing towards delivery of a proof-of-concept, applied to a number of John Muir Trust properties, by the end of 2026.

The Board were advised that the Wild Places Index was intended to provide an objective, evidence-based foundation for the Trust's work, enabling it to substantiate statements about the condition and loss of wild places with quantifiable evidence.

The Board welcomed the success of recent membership campaigns, particularly in attracting new and returning members, and noted plans for a family-focused membership campaign during the summer. Trustees also noted positive media coverage surrounding the relaunch of the John Muir Award and the Trust's role in the rejection of the Culachy wind farm.

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The Board noted that construction of the Schiehallion stock fence was now underway with contractors expected on site shortly. It was acknowledged that the project remained locally contentious and noted the proactive engagement undertaken with neighbouring landowners. The Board agreed that, while constructive stakeholder engagement should continue, the Trust should proceed with management actions necessary to deliver its conservation objectives on Trust-owned land.

The Board **noted** the Director's report.

6 DRAFT RESERVES POLICY – FOR DECISION

The DFR explained the rationale for the Reserves policy updates, emphasising financial prudence and alignment with funder expectations. The main changes were the addition of a Designated Financial Resilience Fund and increasing the level of the Designated Investment Fund to £2.5m.

The Finance Committee had previously recommended the Reserves Policy for approval by the Board.

The Board **approved** the Reserves Policy.

7 ANNUAL ACCOUNTS – FOR DECISION

The DFR summarised the management letter from auditors, the Trust's annual accounts, and the Trading Company annual accounts.

The Finance Committee had previously recommended the Annual Accounts for the Trust and the Trading Company for approval by the Board.

The Board **approved** the Annual Accounts for the Trust and the Trading Company and **agreed** that the Chair would sign the wbg Management Letter and the Accounts on behalf of the Board.

The Board noted thanks to the DFR and Finance Team for their hard work on the audit and producing the accounts.

8 FINANCIAL PERFORMANCE ANALYSIS (JANUARY – MARCH 2026) – FOR INFORMATION

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The DFR noted a positive variance against budget, driven primarily by higher-than-expected legacy income and continued underspends in both staffing and non-staff expenditure. He advised that forecast underspends for 2026 had increased since the previous forecast, and that, if current trends continued, the Trust was potentially on course to achieve an unrestricted break-even position for the year. Trustees also noted the significant recovery in investment performance since March, reversing the earlier negative variance.

The Board welcomed the strong cash flow position, which was ahead of budget. This reflected both the improved overall financial performance and the regular repayments being made by the Trading Company to the Trust to cover the Management Charge. It was observed that the current cash position represented a marked improvement compared with two years ago, and Trustees agreed that this progress should be recognised.

The Board **noted** the financial update and current financial position.

9 DEVELOPING GOVERNANCE GOOD PRACTICE – FOR DECISION

The Board considered a proposal to commission an external governance review.

The Board concluded that the timing was not right to proceed with the proposed review, and it was agreed that the matter could be revisited.

10 TRUSTEE ATTRIBUTES – FOR DECISION

The Board considered the revised Trustee attributes used to inform the co-option of Trustees. The Chair explained that the proposal was intended to rationalise the existing list of attributes and to better align with the Trust's charitable objectives.

Trustees highlighted the continuing value of retaining HR expertise as a recognised Board attribute, reflecting the Trust's responsibilities as an employer. It was also suggested that the attribute relating to influencing public policy should be retained in preference to wording focused on campaigning and public support, recognising the importance of policy development and advocacy to the Trust's work.

The Board **agreed** that the Chair would revise the draft attributes to reflect the discussion and circulate to the Leadership Team for comment.

Subject to those comments, the Board **agreed** that the finalised attributes could be approved as a between Board decision, enabling the revised framework to be in place immediately following the announcement of the Trustee election results. This

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would enable Trustee co-option, if required, to be dealt with promptly.

11. POLICY AND PROTECT THE WILD – FOR DECISION

The Board agreed that a fuller discussion should take place at a dedicated Topical Forum.

12 RISK REGISTER UPDATE – FOR DECISION

The Board noted that the paper had been prepared in the CEO's absence due to sick leave and that the Leadership Team had collectively agreed the changes to the Risk Register. The Board also noted that five risks had increased during the quarter.

The Board **approved** the Risk Register and acknowledged the interconnected nature of governance, reputational and people-related risks.

13. MORE CASE FOR SUPPORT – FOR DECISION

The Board received an update on progress with More Partnership and the development of a fundraising Case for Support. Trustees noted that income generation for 2026 remained positive but agreed that achieving a significant increase in sustainable income would require new approaches, particularly through partnerships and major donor fundraising.

14. HR UPDATE AND POLICIES – FOR DECISION

The Board considered three new people policies covering Grievance, Anti-Bullying and Harassment, and Whistleblowing. The DFR explained that the policies had been developed to strengthen staff confidence in raising concerns and to provide clearer, more accessible routes for doing so.

The Board **approved** all three policies, subject to the agreed amendments and final consistency checks.

15 HSW & SAFEGUARDING UPDATE AND POLICIES – FOR DECISION

The Board received an overview of Health and Safety performance, including a new reporting format incorporating RAG ratings, KPIs and incident reporting. Progress had been made in addressing urgent risks, updating policies and strengthening management systems; however, the overall Health and Safety status remained Red, reflecting the need to accelerate policy implementation, improve consistency of risk assessments, address training record gaps and strengthen organisational culture

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and compliance.

The Board noted three non-RIDDOR-reportable incidents during the quarter, which highlighted the need for stronger and more consistently applied systems, including workplace and activity-specific risk assessments, incident reporting, competency checks and lone-working arrangements.

In discussion, the Board sought assurance on the delivery plan, resources and governance arrangements required to achieve compliance. The DFR confirmed that a gap analysis and implementation plan were in place, supported by external specialist advice, and that further consideration would be given to whether additional resource could accelerate progress.

The Board **noted** the HSW and Safeguarding update.

The Board **approved** the Safeguarding Policy, the Health and Safety Policy and Manual and the Terms of Reference for the Health and Safety & Safeguarding Staff Group, subject to a reference being added to clarify management and Board responsibilities for health and safety decision-making and assurance.

16 CONFIDENTIAL

17 CONFIDENTIAL

18. CHAIR ELECTION – FOR INFORMATION

In the absence of the Returning Officer (CEO), the Board agreed that the Chair Election timetable would be handled as a between board decision by the Returning Officer.

19 CHAIR'S FORWARD LOOK – FOR INFORMATION

The Chair reminded Trustees of the forthcoming AGM and Members' Gathering and encouraged those who were able to attend to do so. The importance of Trustee attendance and support at the AGM was emphasised.

Trustees were advised that arrangements for the Members' Gathering would be circulated, if not already received, and support would be provided with registration where required. It was noted that attendance at the gathering was limited by the capacity of the venue at Glenlude, although places remained available for the morning session on 25 September.

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

20 HORIZON SCANNING

21 AOB – Responses to Members and Stakeholders

The Board reviewed the approach to responding to recent correspondence. Where a response was to be issued on behalf of the Board, draft replies would be further refined by the Chair, DCE and the CEO before being recirculated to Trustees for approval.

The Chair provided context on the correspondence received, noting that much of it appeared to come from a relatively small and interconnected group of individuals. Trustees were also advised that some had been contacted directly through personal email addresses and were reminded to exercise their own judgement in responding.

The Board noted the update and **approved** the proposed approach to correspondence and stakeholder engagement.

22 CONVENOR REPORTS

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

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