

# JOHN MUIR TRUST ANNUAL GENERAL MEETING 2018

JOHN  
MUIR  
TRUST

Members are cordially invited to attend the Thirty-fifth Annual General Meeting at 11.30am on Saturday 12 May at Glenridding Village Hall, Glenridding, Penrith CA11 0PA

## Agenda

1. Welcome and apologies
2. Minute of the Thirty-fourth Annual General Meeting
3. Matters arising from the Minute
4. Chair's report
5. Financial report and annual accounts for the year ended 31 December 2017
6. Reappointment of auditors Messrs Scott-Moncrieff
7. Election of trustees
8. Other relevant business

*NB An earlier version mentioned a special resolution. To clarify and confirm - there is no special resolution this year.*

## Draft Minute 2017

Thirty-fourth Annual General Meeting of the John Muir Trust, held at Nevis Centre, Fort William on Saturday 27 May 2017

### 1. Welcome and apologies

Peter Pearson (Chair) welcomed 63 members and 25 Trustees and staff to the meeting.

Apologies had been received from Bob Aitken, Heather Alexander, Kate Ashbrook, David Bell, Steve Bell, Joy Biggin, Roger Bray, Stuart Brooks, Dame Mary Corsar, Julie Ellis, Liz Hansen, Peter Hansen, Mrs A.M. Hart, Paddy Hollington, Glyn Jones, Hugh Salvesen, Alan Smail, Maude Tiso and Robert Watt. Peter Pearson noted the death of Richard Fraser Darling, who had been a Trustee for 6 years and had attended the previous AGM.

### 2. Minute of Previous Meeting

The minute of the Thirty-third Annual General Meeting, held on Saturday 4 June 2016, was approved.

### 3. Matters Arising from the Minute

There were none.

### 4. Chair's Report

Peter Pearson highlighted the major issues affecting the Trust over the past 12 months.

Proposed acquisition in Lake District. The Trust's last land acquisition had been Quinag in 2005. Since then, there had been unsuccessful attempts to acquire suitable properties in Wales and in Scotland and the Trust had the strategic aim of acquiring an English property. Three years ago, the Lake District National Park Authority (facing significant funding pressure) had invited the Trust and other interested parties to identify organisations who could discharge the non-core activities of the Authority including the ownership of land. The Trust, which had already worked successfully in partnership with the Authority on the John Muir Award, had expressed an interest. Following discussions and due diligence (including the views of the local community), Trustees had agreed in September to the offer of a Three-year lease of Glenridding Common, subject to local consultation. That consultation had been completed in April and a decision by the Authority was expected in June. Looking further forward, the Trust hoped

for a long-term lease or purchase, with the aim of raising its profile in England, increasing membership and making fundraising easier.

Peter Pearson described the Glenridding Common property, which was owned largely by the Park Authority with the northern portion owned jointly by the Authority and the National Trust. It included the summit of Helvellyn, Striding Edge and Swirrel Edge. The former lead mine, with its associated liabilities, and the neighbouring houses and hostels, would not be included in the lease. Trust representatives (augmented by Pete Barron who had extensive knowledge of the property and who had been appointed as the Trust's property manager) had discussed the proposal with the local graziers, the parish council and other local interests, walking and climbing bodies, neighbouring landowners United Utilities and the National Trust, and the 50-strong Local Members' Group. The response had been generally favourable. There had been opposition from two graziers' groups, one local and one national, but the latter's objections had subsequently been withdrawn. The Authority's decision was keenly awaited.

Protection of wild land. A survey recently carried out for the Trust by YouGov showed that 8 out of 10 Scots wanted wild land protected. Over half (52% compared with 40% in 2013) strongly agreed that wild land should be protected from major developments such as wind farms, power lines and quarries), while only 1 in 20 disagreed. These views underpinned the Trust's policy.

The major issue in the past year had been the proposed Stronelaig wind farm. The Trust had launched a judicial review of the decision, conscious of the risk that expenses could be awarded against it, backed by a very successful appeal for funds for that purpose. The action had been successful in the Outer House but the Scottish Government's appeal to the Inner House had been successful and the Trust had decided that the chances of success were too low to justify a further appeal. Costs of £200k and £350k had been claimed by the Scottish Government and developers SSE respectively but negotiated settlements totalling £125k had recently been agreed. That had been a good deal for the Trust, contained within the funds raised for the purpose, and had usefully illustrated the difficulty for NGOs which wished to raise environmental objections to development. Peter Pearson thanked the staff involved in the important and time-consuming case. The Trust had also been involved in considering transmission lines and welcomed the decision to underground a key part of a major line south of the Lake District.

Deer management. Mike Daniels, Head of Land Management, had recently given evidence to a Scottish Parliament Committee on the controversial subject of deer management and a response from Scottish Ministers to the Committee's report was awaited.

John Muir Award. The number of bodies providing the Award had increased during the year by 22%, to 1480. The number of Awards, 35k across the UK, had increased by 4% (and Awards in England by 6%). Almost one-third of Awards had been gained by people in disadvantaged groups. For every £1 the Trust had spent on the Award, £7 had been contributed by others including the Lottery, the National Parks and local authorities. The Award had continued to achieve much impact at little cost.

Other work. Membership had increased by 3.5% over the year. The Wild Space in Pitlochry had passed the milestone of 100k visitors since its opening. The Des Rubens and Bill Wallace grant had funded a plant survey on Ben Nevis which would be the subject of a presentation after the AGM. TGO magazine had "highly commended" the campaigning work of the Trust after two years as "campaigner of the year". A resurvey of Ben Nevis had increased its height by a metre. Peter Pearson expressed particular

gratitude to the 32 work parties which had contributed 660 volunteer days.

Staffing team. The restructuring which had been necessary in late 2015 had been a difficult time and expertise had been lost – but Peter Pearson congratulated staff for having successfully filled the gap in 2016. Stuart Brooks, the Trust’s Chief Executive for the past eight years, had taken a post with the National Trust for Scotland in March. He had achieved much – notably improving the management of the Trust and its vision and plan, raising its profile as a professional and effective organisation. His successor, Andrew Bachell, had spoken to members before the AGM and would start work in mid-June. Fiona Kindness, the Trust’s Director of Resources, was returning to London after four years doing much behind the scenes at Pitlochry, and would be replaced in mid-June by Kerry Ross. Peter Pearson warmly thanked Stuart Brooks and Fiona Kindness for their contribution to the Trust and Trustees John Finney, Duncan Macniven and Steve Green for their work on governance, on the recruitment of the new senior staff and on chairing the Glenridding working group respectively.

The Chair’s Annual Report was approved.

## 5. Financial report and annual accounts for the year ended 31 December 2016

Jim Gibson, Trustee and Convener of the Finance Committee, thanked Fiona Kindness, Director of Resources, and her colleagues for their work on the Accounts. The Trust’s financial performance during the year had been excellent but it was unclear whether that could be sustained.

Fiona Kindness presented the Accounts. Expenditure (60% of which was staffing costs) had been lower in 2016 (£2.16 million) than in 2015 (£2.38 million), although the level of achievement had not diminished. Income (at £2.85 million) had greatly increased: in 2015, total income had been £1.9 million. The Trust had remained very reliant on legacies (from 24 people, of whom 15 were members), which had accounted for almost one-third of total income. There had been a surplus of income over expenditure of £769,000, augmenting reserves to their highest-ever level – over 7 months’ normal expenditure. The Trust was in a very strong position financially.

The Accounts, having been approved by Trustees, were noted.

Jim Gibson spoke about the budget for 2017. Trustees had taken a prudent view of legacy income and budgeted for total income of £1.7 million. Expenditure was likely to be £2.5 million. The deficit of £0.8 million would be met from reserves, or from legacies if they exceeded expectation. Peter Pearson thanked Jim Gibson for his service as convener of the Finance Committee.

## 6. Reappointment of auditors

Messrs Scott-Moncrieff were reappointed as auditors.

## 7. Election of trustees

John Finney, acting Returning Officer, reported that there had been 5 candidates for 5 Trustee vacancies. No election had therefore been necessary. Alan Dobie, John Fox-Davies, Derek Johnston, Duncan Macniven and Andrew Whitfield had therefore been appointed as Trustees – for a second term in the case of John Fox-Davies and Duncan Macniven.

Peter Pearson thanked the 3 retiring Trustees – John Finney, Jim Gibson and David Maclehorse.

## 8. Special resolution

Duncan Macniven chaired a discussion of a Special Resolution to amend the Articles of Association.

John Finney, Convener of the Governance Working Group, explained that Article 22 of the Articles allowed a Trustee to serve for up to two consecutive three-year terms. Similarly, Article 31 allowed a Trustee to serve up to two consecutive three-year terms as Chair. As a three-year term as Chair might not coincide with the three-year term as a Trustee, Article 23 enabled a Chair to exceed the limit of two consecutive terms as a Trustee in order to complete the term as Chair. However, the wording of the Article allowed the Chair to complete two successive three-year terms as Chair only if first elected as such in his/her first term as a Trustee. It did not allow a Chair elected during his/her second term as a Trustee to fulfil two three-year terms as Chair. In order to remove that anomaly, Trustees recommended that Article 23 be revised to read:

“The limit on eligibility for re-election as a Trustee in Article 22 shall not apply to the Trustee appointed as Chairman. Where the Chairman has been a Trustee for six years or more he/she shall be eligible for election as a Trustee until the end of his/her term of office as Chairman but shall not then be eligible for re-election as a Trustee until an Annual General Meeting held at least one year after the end of his/her term as Chairman.”

A member pointed out that the explanation for the change had not been set out in the paper circulated to members for the AGM. He considered that Trustees had not made out the case for change; that it was undesirable for one person to serve as a Trustee for 12 years (as would be possible under the amended Article, if a Trustee who had served for six years was then elected to chair the Trust for two successive terms); and that a charity with 11,000 members should always be able to find an excellent member to act as Chair. Another member, who had found the explanation confusing, asked how often the Chair was elected.

John Finney said that Trustees had considered the matter carefully and discussed it at length. Their conclusion was that, because the role of the Chair was important and it took time to become effective, a Chair should be able to serve a six year term if Trustees wished. The Chair was elected by Trustees every three years and re-election was not a foregone conclusion.

Three members spoke in support of the change, making the points that two three-year terms was an unusually short period for a charity Chair; that continuity in the Chair was important at a time when the Trust faced major change in personnel with the Chief Executive and Director of Resources and Finance Committee convener all leaving; and that there would be few people who could afford the time and have the qualities necessary to chair the Trust.

Duncan Macniven explained that the approval of the Special Resolution required a majority of 75% of those members who voted. On a show of hands, the Resolution was supported by 54 members and opposed by five. It was therefore approved.

Duncan Macniven paid tribute to the work done by Peter Pearson during a year which had seen the recruitment of the two most senior members of staff; intensive work on the proposed lease of Glenridding Common; the difficult decisions on the Stronelaig appeal; and numerous items of normal business.

## 9. Other relevant business

There was none.

Peter Pearson thanked everyone who had attended the meeting, including the staff present, and particularly Emma Cessford who had organised the AGM and the associated members’ gathering.

To be approved May 2018