

JOHN MUIR TRUST ANNUAL GENERAL MEETING 2020

JOHN
MUIR
TRUST

Members are cordially invited to attend the Thirty-seventh Annual General Meeting at 11am on Saturday 27 June online (*click the meeting link between 10.45am and 11am to join us*)

Agenda

1. Welcome and apologies (*Register*)
2. Minute of the Thirty-sixth Annual General Meeting (*Vote*)
3. Matters arising from the Minute
4. Chair's report
5. Financial report and annual accounts for the year ended 31 December 2019
6. Members' subscriptions
7. Reappointment of auditors - Johnston Carmichael LLP (*Vote*)
8. Election of Trustees and Chair
9. Other relevant business

The AGM will be followed by an Open Forum to enable Members to ask questions

JOHN MUIR TRUST ANNUAL GENERAL MEETING 2019 DRAFT MINUTE

Thirty-sixth Annual General Meeting of the John Muir Trust, held at Birnam Arts Centre, Dunkeld, on Saturday 25 May 2019.

1. Welcome and apologies

Peter Pearson (Chair) welcomed 100 members and 29 Trustees and staff to the meeting.

Apologies had been received from Gill Bond, Gair Brisbane, Robert Bruce, Sarah Chapman, Ivor Coleman, Mary Corsar, Christopher Creswick, Michael Crompton, David Ellis, Adam Gillingham, Ian Holt, Patricia Jordan, Brian Le Messurier, Denis Mollison, Kirsty Rawson, Barry Rose, Michael Rusbridge, Jim Sloane, Simon Thompson, Bridget Wilcox, Sheila Wren, John Young and Stuart Younie.

2. Minute of Previous Meeting

The minute of the Thirty-fifth Annual General Meeting, held on Saturday 12 May 2018, was approved, with the addition of Peter and Liz Hansen to the list of those who had given their apologies.

3. Matters Arising from the Minute

There were none.

4. Chair's Report

Peter Pearson highlighted some of the major topics affecting the Trust during 2018.

Work parties remained very important. In 2018, 149 volunteers had contributed 584 days to 26 work parties, including the first three at the new Glenridding property. Among the tasks undertaken were the removal of three trailer-loads of fishing and camping rubbish from Sandwood Bay, and the planting of 1,000 trees at Glenlude, 5,000 in Knoydart and 400 on Harris (the last on behalf of the North Harris Trust, deepening the link with the community there).

Thanks to the ALA Green Trust, the JMT had taken on four early-career conservationists, at Glenlude, Schiehallion, Glenridding and Nevis - contributing to their training as well as increasing the Trust's impact on these properties. Glenlude had also been visited by Chris Packham as part of his UK Bioblitz. Over 24 hours, 400 species had been identified, underlining the Trust's success in improving the biodiversity of an apparently-unpromising property. John Muir Award participants had

contributed much to that success, including many visits by Phoenix Futures (which helped people recovering from drug and alcohol abuse).

As members had heard the previous evening, the Heart of Scotland Partnership, a landscape-scale regeneration project including the Trust's Schiehallion property, had been launched in 2018. The seven partners were already making a visible impact, including 6,000 native saplings planted by 100 volunteers.

At Glenridding Common, a small base had been set up in the village for staff and volunteers. The Trust was about to launch "Common Ground", a publication aimed at explaining the Trust's plans to the local community and to visitors, and a BBC2 programme had been made about 12 months in the life of Helvellyn, illustrating the Trust's work. Bird and flora surveys had been carried out as a baseline for future monitoring. Over 1,000 downy willows, a species for which the property was notable, had been propagated and planted. A start had been made on footpath restoration. The Trust was recruiting an England and Wales Manager to reinforce its impact at Glenridding and elsewhere.

The John Muir Award, with almost 40,000 Awards during the year, continued to have a large impact on raising the Trust's profile and introducing to the outdoors a wide variety of people - including over a quarter from disadvantaged backgrounds. The Award was delivered through partners, including for the first time the London Wildlife Trust. Since its inception in 1997, 370,000 Awards had been made - a tribute in particular to Rob Bushby who had led the Award team for many years and who had left the Trust towards the end of 2018. He would shortly be succeeded by Emma Reed.

The Trust was the TGO Campaigner of the Year runner-up in 2018, the eighth consecutive year as winner or runner-up. That was the achievement mainly of the Trust's policy team, whose campaigning continued. Notable in 2018 was Ministers' refusal of two wind farms in Wild Land Area 34.

Domestically, the governance of the Trust was under review; a new Strategic Plan and Wild Land policy document had been prepared and an overwhelmingly positive staff survey carried out. In short, the Trust had had a busy and successful year, thanks to the efforts of staff, Trustees, volunteers, partners and funders.

The Chair's Annual Report was approved.

5. Financial Report and Annual Accounts for the year ended 31 December 2018

Jim Gibson, Trustee and Convener of the Finance Committee, thanked Kerry Ross (Director of Finance and Resources) for her work on the preparation of the Accounts, to a challenging timescale. In summary, the year had been better than forecast but there were challenges ahead.

Kerry Ross explained that income, at £2.3m, had returned to broadly the 2016 level after a large donation in 2017. Legacies, accounting for 17% of income, were hard to predict and in 2018 had been below the average of the preceding years. Expenditure, at £2.5m, was slightly higher than in 2017, mainly because of the new posts directly funded by the ALA Green Trust. Reserves at the end of the year totalled £5.7m, with free reserves, at 6.6 months of expenditure, slightly higher than the 4-6 months target.

Summarising the 2019 budget, Jim Gibson said that expenditure was forecast to be £3m, augmented by extra staff at pinch points plus investment in IT and the Trust's properties. Income was prudently forecast at £2.5m. The resulting deficit of £0.5m could comfortably be met from reserves. Longer-term, the Trust continued to face the challenge of relatively fixed expenditure and uncertain income, particularly from legacies. So fundraising, now with an augmented team of 5 staff, was vital.

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

6. Reappointment of Auditors

Jim Gibson proposed the re-appointment as auditors of Johnston Carmichael LLP, who had been appointed during the year following a tender. Members agreed.

7. Special Resolutions

Jim Gibson introduced Special Resolution i, which proposed new membership subscription rates. Rates had been fixed since 2015 and the scale of the Trust's work had increased, including taking on Glenridding Common. Membership subscriptions were an important source of income and the proposed rates were informed by benchmarking against other charities in the field. The last increase had not resulted in a loss of members and the proposed increase was likely to yield around £30,000. In response to questions from members, Kevin Lelland (Head of Development and Communications) explained that the proposed reduction in the Group rate reflected the benchmarking exercise and the aim to increase the small number of Group members; that the Life Membership rate increase was lower than Individual Membership because of benchmarking and the expectation of donations by Life Members on top of their subscription; and that a special rate for young people was likely to be costly to administer in relation to likely demand - the Award being the main way the Trust engaged with young people.

The Resolution was carried on a show of hands.

Alan Dobie, Trustee and Convener of the Governance Committee, explained that Special Resolutions ii and iii resulted from the review of the Trust's governance which had started in mid-2018. Trustees recognised the importance of sound governance which was up-to-date and fit for purpose - especially the top tier in the Articles of Association. There were no fundamental problems within the Trust driving the review, but the key documents had been amended several times, in a piecemeal way, over the years. Trustees, on advice of a lawyer expert in charity governance, had therefore decided to undertake a full review. Proposed changes resulting from the review would be the subject of consultation with members before being put to the 2020 AGM for approval. But there were a few significant gaps which Trustees considered required action sooner, hence the present Resolutions.

Special Resolution ii was in two parts. The first, preventing members voting in their first 6 months, was designed to prevent infiltration of the kind experienced by the Sierra Club - perhaps by those hostile to the Trust's stance on controversial issues. That was not a purely theoretical risk: immediately before the 2018 AGM there had been an administratively-awkward influx of members. The 6 month period was designed to cover the interval between the call for nomination of new members and the AGM. The second part removed from members who were also on the Trust's staff the right to nominate and vote for Trustees - designed to protect staff from being asked to nominate members whom they did not know (which could cause resentment if refused and a potential conflict of interest if accepted) and to avoid potential conflicts of interest (for example, staff voting for Trustees who would be their effective employer).

Members generally accepted the rationale for the first part of the Resolution, including the 6 month timescale. But the second part was criticised for limiting the nomination rights, and particularly the voting rights, of staff who might have been longstanding members and were capable of deciding for themselves whether or not to nominate a Trustee candidate. It was suggested that the Resolution reflected a lack of confidence in staff and appeared to conflict with the one-member-one-vote provision in Article 1. In response to a question about consultation with staff, Andrew Bachell (Chief Executive) explained that the proposal had been discussed with and was supported by senior staff and that all staff had been notified in advance and been given an opportunity to comment - none had. Staff members present recognised that Trustees valued their role and contribution, but felt that the Resolution was an unnecessary disempowerment.

In response to a proposal that the Resolution be split and only the first part approved, Peter Pearson explained that company law prevented changes in such resolutions except to correct minor errors. He accepted that the

mood of the meeting was hostile to the second part and invited members to vote against the Resolution. Trustees would consider the matter afresh as part of the wider governance review and make a revised proposal to the 2020 AGM.

The Resolution was defeated on a show of hands.

Introducing Special Resolution iii, Alan Dobie explained that the current provisions on Trustees' conflicts of interest were brief and completely inadequate. In particular, the Articles did not contain provisions to deal with a situation in which a Trustee either failed to recognise a conflict or refused to accept the Chair's decision on how it should be dealt with; it was unclear whether such a Trustee could be removed. The wording of the Resolution, based on OSCR guidance, was lengthy, but the level of detail would be important if a dispute arose. While it would have been possible to amend Standing Orders to achieve the desired effect, Trustees preferred to insert a new Article of Association, because it was more prominent and more democratic: amendment required members' approval while Standing Orders could be amended by the Board of Trustees. There was a minor error in the text of the Resolution: the words "and withend it reads" plus the words "to be vacated, or" should be deleted.

In discussion, some members questioned whether the Resolution was necessary, asserting that company law covered the situation, and also suggested the provisions should appear in the Standing Orders rather than the Articles of Association (which would make amendment easier). A view was expressed that the Resolution was badly drafted, failing to cover an obvious conflict of interest, and one member took exception to the word "impartially". Donald Simpson of Turcan Connell, the Trust's lawyers, explained that the duties of Trustees were set out in various places and the Resolution brought them prominently together. The Resolution had not been drafted by his firm, but it was recognised good practice, as in the normal form for charities and his firm would have advised similar wording. A member noted that the provisions would have saved much grief in a charity with which he was associated. Another member was concerned that potential Trustees (or indeed existing Trustees) might be deterred by the tone of the provision and that it might discourage openness by Trustees about their interests

On a show of hands, it was clear that the Resolution was supported by more than 90% of members. A member asked for the Resolution to be put to a ballot of all members. In response to a question, Andrew Bachell said that the cost of a ballot would be at least £5,000, and possibly substantially more, but that the request for a ballot was provided for in the Articles of Association and prevented the AGM approving the Resolution.

Following a vote of members present, plus proxy votes, the request for a ballot was approved by 5.1% of those voting, which exceeded the required threshold of 5%.

8. Election of Trustees

Andrew Bachell, who had acted as Returning Officer, reported on the 2019 Election of Trustees. There had been five valid nominations for five vacancies but one candidate had had to withdraw following appointment to a staff position with the Trust. An election had therefore been unnecessary and Gair Brisbane, John Finney, Philip Graves and Xander McDade would join the Board of Trustees.

Peter Pearson thanked the Trustees who were demitting office - David Broom, Peter Foulkes, Jo Moulin, Richard Williams and Douglas Wynn.

9. Other relevant business

A member complained that the discussion of the Special Resolutions had taken so long that there was insufficient time for the Open Forum, which had been particularly valuable after the 2018 AGM. Peter Pearson apologised: Trustees and staff would be happy to answer questions over lunch and the point would be kept in mind for the next AGM.

Peter Pearson thanked everyone who had attended the meeting, including the staff present, and particularly Helen Mason who had organised the AGM and the associated members' gathering.

[To be approved at the Annual General Meeting in 2020]