

JOHN MUIR TRUST: TRUSTEES' MEETING

Minutes of Meeting held on Friday 14th June 2019 at Tower House, Pitlochry

Present: Peter Pearson (Chair), Gair Brisbane (items 1-8), Alan Dobie, David Gibson, Jim Gibson, Phil Graves, John Finney, John Fox-Davies, Patricia Jordan, Duncan Macniven, Chris Townsend and Andrew Whitfield

Apologies: Derek Johnston and Xander McDade.

In attendance: Andrew Bachell (Chief Executive), Kerry Ross (Director of Finance and Resources – items 1-5, 9-13, 15-16), Mike Daniels (Head of Land – items 9-13, 15-16), Kevin Lelland (Head of Development and Communications – items 9-13, 15-16), Adam Pinder (Head of Fundraising – items 9-13) and Colin Liddell (J&H Mitchell – items 6-7).

Item 1 – Introductory items

Peter Pearson welcomed everyone to the meeting, particularly Gair Brisbane, John Finney and Phil Graves who were attending their first meeting following the 2019 trustee elections. The apologies were noted: Xander McDade's comments on certain papers were circulated. Peter Pearson requested declaration of any conflicts of interests: there were none.

Item 2 – Minutes of last meeting (Paper A)

The draft minutes of the meetings on 18th March 2019, which had been circulated, were **approved** with minor amendments. Trustees pointed out that Standing Orders required draft minutes to be circulated within 3 weeks after the meeting. The notes of the meetings on 24th May 2019 of the Fundraising Committee and the Finance Committee, which had been circulated, were **noted**.

Item 3 – Matters Arising

The Trust's **membership of Scottish Environment LINK** had been completed and several Trust staff were already involved in working groups. Membership gave access to information which saved Trust staff effort but Kevin Lelland was monitoring the commitment of staff time, which would be included in an annual report to Trustees on the Trust's membership of LINK [**Action Point 1**].

Item 4 – Action Points from Previous Meetings (Paper B)

Progress recorded in the paper was **noted**. Kerry Ross and Duncan Macniven had in hand revision of the staff handbook, including the grievance procedure, but were unwilling to set a deadline for its completion.

Item 5 – Appointment to sub-Committees (Paper C)

Trustees **agreed** to the reappointment of members of sub-Committees who remained Trustees. Other appointments would be considered at the September meeting, in the light of the completed Skills and Experience table [**Action Point 2**].

Item 6 – Governance Review (Paper D)

Alan Dobie, who chaired the Governance Committee, explained that Colin Liddell was ready to start work on the revision of the Trust's key governance documents. Trustees' views on some key issues were first required, and time had not permitted a discussion of these questions at the March meeting. Alan Dobie invited trustees to give their initial views as to which options on the various issues they preferred.

On **Board Composition**, Trustees debated the usefulness of co-option in filling gaps in the competencies of members versus the loss of democratic input. Experience suggested that the size of the board (15 trustees – a little larger than comparators) did not hamper discussion at meetings. Of the options in the paper, 3 Trustees favoured retaining the status quo, 10 favoured retaining 15 members of whom up to 3 could be co-opted, none favoured a board of 12 with up to 3 co-optees, and one favoured an additional option of an all-elected board of 12.

On **Trustee Election**, Trustees considered that the present requirement that candidates must arrange for 5 existing members to support their nomination for trusteeship, while demonstrating an engagement with other members which was desirable, was too high a hurdle and favoured candidates who were already known to existing trustees. Andrew Bachell reported that, in his 2 years as returning officer, he had been aware of several good candidates who had been deterred by the requirement. Two Trustees favoured the status quo while 10 favoured reducing to two the required number of supporters. Trustees did not favour dispensing with the requirement that candidates should be existing members of the Trust – except perhaps in the case of co-optees – and did not wish to change the current Single Transferrable Vote basis for elections (although it would be best to explain the system when members were invited to vote).

On **Trustee Rotation**, Trustees generally considered that, while there was a strong case to limit the number of terms served by trustees in order to attract new blood, the present limit of two 3-year terms lost skills and experience. Ten Trustees favoured two 4-year terms, while 3 preferred the status quo. The exception was the Chair, to whom the arrangements approved at the AGM in 2017 should continue to apply, with the substitution of the 4-year term of office for the present 3-year term. Trustees agreed that the normal number of vacancies for trustees should be 3 per year (on the basis of a 12-strong board of trustees serving 4 year terms), unless vacancies were carried forward from the previous year. The trustee appointed in the following year to fill any such vacancy should serve a full term, instead of (as at present) serving for the unexpired portion of the vacancy, which lost expertise.

On the **Status and Content of Standing Orders**, Trustees agreed in principle that the Articles (which could only be altered with the approval of members) should contain the constitutional matters relevant to members, while the Standing Orders (which could be altered by trustees) should cover the remaining matters. This could be revisited when Trustees considered the drafts.

On **Staff Membership**, Trustees agreed that Andrew Bachell should consult all staff [**Action Point 3**].

Trustees **agreed** that Colin Liddell should draft the two documents in the light of their comments and that all members should be consulted about the result, perhaps by means of an insert in the October Journal. Trustees could take a view, in the light of the responses, whether to propose further Special Resolutions to the 2020 AGM.

Item 7 – Conflict of Interest Policy (Paper E)

Peter Pearson updated Trustees on events since the AGM had overwhelmingly approved the Special Resolution on Conflicts of Interest, but had voted by the necessary 5% margin to put the proposal to a ballot of all members. The 5 members who had voted for the ballot had subsequently asked to withdraw their proposal (except for one member who could not be identified). The Special Resolution had accordingly been approved by the AGM. Peter Pearson would be writing, to all members present at the AGM, a letter agreed by the ballot proponents.

Trustees **noted** the outcome, regretting the effort which had been necessary to resolve the matter. They were surprised that the proponents did not wish to refer in the letter to the 5% threshold, which would have helped members' understanding, nor to why the proponents had decided on reflection not to press for a ballot. Several Trustees spoke of members' irritation at the time taken at the AGM on constitutional matters, reducing the time available for more general discussion.

Trustees agreed the Conflict of Interest Policy, with minor amendments. Peter Pearson reminded Trustees of their collective responsibility for the management of any conflicts and noted that he was currently seeking to clarify with one Trustee how best to manage a specific perceived conflict with other positions held..

Item 8 – Health and Safety Policy Review (Paper F)

Andrew Bachell said that the Trust was a safety-conscious organisation but that the Health and Safety Policy was outdated (hence the proposed revised policy) and that more attention could desirably be given to health and wellbeing (hence the proposal to include a staff representative on the committee which oversaw the subject). The draft Health Safety and Wellbeing Policy had been written with the help of David Broom, a former Trustee who was expert on the subject, and of the Trust's H&S adviser.

In discussion of the draft policy, Trustees:

- suggested that the list of events on page 14 should refer additionally to meetings of local members' groups;
- suggested that the Trustees sitting on the HS&W Committee should also act as the champions of the subject at Board meetings;
- considered that the Board's collective responsibility for the subject was best discharged by an annual report together with reports on any significant incidents;
- made minor drafting suggestions.

Trustees **agreed** the Health Safety and Wellbeing Policy and to the appointment of Andrew Whitfield as Board representative on the Committee, with a second appointment being desirable at the September meeting.

Item 9 – Southern Uplands Land Acquisition (Paper G)

Discussion is recorded in a separate confidential minute.

Item 10 – Operational Update (Paper H)

Andrew Bachell said that the paper aimed to show progress against targets in the first part of the year. Trustees welcomed the new format and agreed that it should be used for reporting to each Board meeting, desirably with a short covering paper highlighting the important points. Trustees, having asked a number of detailed questions, **noted** the report.

Item 11 – Finance and Fundraising Update (Paper I)

Kerry Ross said that the paper showed no unusual or concerning trends. Trustees **noted** the report.

Item 12 – AGM Report

Kevin Lelland explained that the uncertainty about the outcome of the ballot vote had delayed the normal request for feedback from members who had attended the AGM. The results would be reported to the September meeting. Attendance had been similar to recent years; the arrangements appeared to have worked well; and costs had been within budget.

Trustees **noted** the report and congratulated staff on their efforts to make the event a success, particularly their flexibility to adjust timings when the Special Resolutions debate took longer than expected. They recommended that the proxy voting system should be explained to members when the next AGM papers were issued [**Action Point 3**].

Item 13 – Chair’s Update (Paper J)

Trustees **noted** the activity since their last meeting, thanking Peter Pearson for his considerable efforts in that period.

Item 14 – Staffing Update

Duncan Macniven reminded Trustees that, after their December meeting, he and John Fox-Davies had offered to act as sounding-boards for Trustees as to who might take over as Chair of the Trust after Peter Pearson demitted office at the 2020 AGM. The result of that process was that David Gibson had been approached and was willing to stand – although not to the exclusion of other Trustees who might be interested. Trustees would be given the opportunity to vote on the matter at their December meeting. Trustees **welcomed** these arrangements.

Andrew Bachell informed Trustees of his intention to retire in the autumn. He had submitted his formal notice, but a final leaving date had yet to be fixed. Management Team had been told of his decision and he would shortly write to all staff. Duncan Macniven explained the arrangements which were being put in place to recruit a new chief executive, with the help of Lesley Gilmartin of Badenoch and Clark – similar to those which had been made on the previous occasion. Trustees **agreed** the arrangements, including the involvement of Management Team in the recruitment and in the period, which should be as short as practicable, between Andrew Bachell’s retirement and the arrival of his successor.

Andrew Bachell reported that, with the arrival of 5 new staff (including Emma Reed, the recently-appointed Head of Award and Engagement), the staff headcount would be 55 (48.7 FTE) - the Trust’s highest-ever total. Recruitment was in hand for the England and Wales Manager and the Head of Policy. Particular thanks were due to Iona Sutherland who had organised the recruitment exercises. Trustees **noted** progress.

Item 15 – Management Team Development Outputs (Paper K)

Andrew Bachell explained that the paper set out the final outputs of the work which Lesley Gilmartin had carried out to improve the functioning and performance of the Management Team. He regarded the conclusion as very satisfactory: the Team was much stronger and more collaborative than before. As a consequence of staffing changes, the existing Team, plus the new Head of Award, would be retitled “Leadership Team” focussing on cross-Trust leadership, with the new “Management Team” focussing on functional responsibilities and including the Head of Policy and Head of Fundraising.

In response to a question, Kevin Lelland explained that the Goals in the paper related to the functioning of the Leadership Team as a high-performing team and did not cross-refer to the Strategy targets. Trustees **welcomed** the paper and **agreed** with its recommendation that an external consultant be appointed to support the development of the Board.

Item 16 – Land Update (Paper L)

Supplementing the paper, Mike Daniels said that the Trust had been approached about a landscape-scale rewilding project in the Clyde/Muirshiel Regional Park in Strathclyde, part of Wild Land Area 14. Rewilding Britain and the Woodland Trust were also involved and the Trust’s support was sought. Trustees **noted** that the proposal might have a substantial impact in an area close to large populations.

Trustees sought an update on the Trust's deer policy, perhaps at the September meeting [**Action Point 4**].

Summary of Action Points

AP1 Trustees to be updated annually on the Trust's membership of LINK.

AP2 Further appointments to sub-committees to be considered at the September meeting, in the light of the completed Skills and Experience table.

AP3 Staff to be consulted on the proposed change to their membership conditions.

AP4 The proxy voting system to be explained to members when the next AGM papers are issued.

AP5 Trustees to be updated on the Trust's deer policy, perhaps at the September meeting.

Duncan Macniven
25th September 2019