

## **JOHN MUIR TRUST: TRUSTEES' MEETING**

### **Minutes of Meeting held on Monday 23 March 2015 at The Melting Pot, Rose Street, Edinburgh**

#### **Present:**

Peter Pearson (Chair), Heather Alexander (left after Item 11), Gill Bond, John Finney, John Fox-Davies, Richard Fraser Darling, Jim Gibson, Rob Mc Morran, Jo Moulin, John Thomas, Will Williams, Bill Wright

**Apologies:** David MacLehose

#### **In attendance:**

Stuart Brooks (Chief Executive), Fiona Kindness (Director of Resources), Helen McDade (Head of Policy) for items 5 and 11 Operational Report, Policy & Campaigns update, Linda Coupar (minute taker)

#### **Item 1 – Welcome**

The Trust's new Chair, Peter Pearson, welcomed everyone to the meeting.

#### **Item 2 – Minutes of meeting of 8 December 2014**

Item 3 – remove last line ' pending agreement to suspend standing orders'

Item 4 missing word 'agreement' 3<sup>rd</sup> line from bottom.

Minutes were **approved** subject to the above mentioned typos.

Trustees **agreed** to deal with typos in future outside of the board meetings, upon receiving the circulated draft minutes.

Trustees enquired about the organisations that the John Muir Trust belonged to as a member and confirmed that SB had operational discretion but any significant implications for governance should be raised with trustees.

AP1 - A list of organisations that the JMT belongs to as member will be taken to the June meeting for information.

Trustees **agreed** approval of the Rewilding Policy.

#### **Item 3 – Matters Arising**

No matters arising

#### **Item 4 – Action Points from Previous Meetings (Paper A)**

Two items are outstanding for action by the Governance Working Group.

#### **Item 5 –Link Membership Renewal (Paper B)**

Trustees were asked to debate and decide upon the Trust's future membership of Scottish Environment LINK. They were presented with two options: to uphold the decision made at their October Board meeting and not renew membership in April 2015 or overturn that decision and renew membership subject to annual review.

SB reported that a cordial meeting with Link had taken place in January where JMT had outlined their concerns. He envisaged more opportunity to engage with LINK on the biodiversity side in the near future,

which was a reason to maintain our membership but recognised that this would involve more staff time and input.

After much debate around this issue which was decidedly not straightforward, the Trustees were asked to decide on the two options:

- Maintain the decision to withdraw from SE LINK when our membership expires on 31<sup>st</sup> March 2015
- Overturn decision and maintain membership for one year and then review in 2016.

Trustees **voted** 6 to 4 (with 2 abstentions, including Chair) to maintain our position along the lines of our original decision to withdraw from Scottish Environment LINK for one year and then review in 2016.

**Agreed** next steps –SB will phone Jen to confirm that our decision stands. It was felt unnecessary to provide a statement for the media to restate our position.

A consequence of JMT leaving LINK would be SB's eligibility to Chair the IUCN's UK National Committee as he does that as a member of LINK. It is likely that JMT will join IUCN (it is a 6 month process to join IUCN), in order for SB to maintain his position as Chair. SB is also an individual member of IUCN and will investigate options for chairing the UK on that basis and JMT membership.

AP2 – SB to contact Jen and convey the trustees decision.

AP3 – SB will report back to Trustees following investigation of IUCN membership.

#### **Item 6 – 2014 Annual Report & Accounts (Paper C)**

FK circulated papers containing the 2014 Annual Report and Accounts including financial statements for the John Muir Trust and the JMT Trading Company Ltd. The Finance Committee had already met with Scott-Moncrieff, the Trust's auditors and discussed the papers. The Finance Committee recommended approval of the accounts and associated reports to the Trustees.

Trustees were guided through each paper individually, to aid their understanding of the financial position.

Trustees **approved** the combined letter of representation to Scott Moncrieff

Trustees **approved** the letter of support and loan agreement from John Muir Trust to JMT Trading Company Ltd

Trustees **approved** the consolidated financial statements for year ended 31 December 2014

Directors of Trading Company **approved as above** the combined letter of representation to Scott-Moncrieff covering both Trust and Trading Company

Directors of Trading Company **approved** as above, letter of support and loan agreement from John Muir Trust to JMT Trading Company Ltd

Directors of Trading Company **approved** financial statements for year ending 31 December 2014

PP gave thanks to FK and her staff for their work.

Trustees also gave thanks to Jane Grimley for her work towards moving the finances of the Trading Company into a better position

SB guided the Trustees through the draft 2014 Annual Report and requested their comments on the contents. Trustees in turn suggested amendments which will be incorporated in the Report. The Trustees approved the Annual Report

AP4 – SB to incorporate suggested changes into the 2014 Annual Report

### **Item 7 – Annual Review of Risk Register (Paper D)**

SB spoke to the circulated paper, highlighting the changes made to the Register which generally show that financial pressures have increased the level of risk being carried by the Trust. He stated that the Management Team had already input into the document and he now required Trustees to review and agree the changes to the Register.

Various amendments were suggested by the Trustees and subject to these amendments being made, the Risk Register was approved

AP5 - SB will incorporate the suggested amendments into the Risk Register and circulate to trustees.

### **Item 8 – Health & Safety Report & Policy (Paper E)**

SB provided Trustees with a Health & Safety report for 2014 including a revision to the Trust's Health & Safety policy. He updated Trustees on the provision of a new cloud based drive for the Trust's H&S and risk assessment documentation. Bill Wright will be given access to the cloud drive.

AP6 – SB to arrange for Bill to have access to the cloud drive in order to view the minutes of monthly H&S meetings.

Trustees were asked to note the Report and recommend to approve the changes to the H&S policy.

Trustees duly **approved** the changes to the Trust's Health & Safety policy.

In response to a specific query, SB clarified that where the Trust has put structures in place on our properties – paths, bridges etc – the Trust is liable for their maintenance and has responsibilities for the safety of the public.

### **Item 9 – Wales Working Group Remit (Paper F)**

SB provided the background to the desire to establish a new Wales Working Group (WWG), stressing that we have a commitment in Wales, demonstrated by our attempt to purchase Carreg Y Saeth Isaf and by holding our AGM in Wales this year. He provided a draft remit for Trustees to review and will further recast the remit of the WWG into the format set out in Standing Orders.

The WWG will consist of staff, trustees and up to 3 advisors (not necessarily JMT members).

Trustees suggested some names of potential advisors. It was agreed that a full list of suggested advisors will be provided to the Board of Trustees before the individuals are confirmed.

SB will ask Phil Stubbington & Sheila Wren for their input.

At the AGM, SB will announce the establishment of the WWG and publish the remit with the names of staff and trustees, but not advisers at that stage.

AP7 - WW & SB were nominated by the Trustees to take this forward & SB to recast remit for SOs.

Trustees **approved** the establishment of a new Wales Working Group.

Trustees **approved** the members of the WWG – SB, Sheila Wren & Phil Stubbington and after a vote Will Williams & Gill Bond as the 2 Trustees.

### **Item 10 –Chair's Update (Paper G)**

Peter circulated a paper reporting on the activities undertaken by him since taking up the position of Chair at the last meeting in December.

He updated the Board on the successful Civic Reception held at the Wild Space on 20<sup>th</sup> March 2015.

### **Item 11 – Operational & Financial Update (Paper H)**

SB had circulated a report providing an overview of activity across all areas of Trust operations over the past quarter. It is a collaborative work by the various departments. HM further updated the meeting on recent

Policy & Campaigns activity. Together with SB & PP, she will be meeting the Environment Minister on 24<sup>th</sup> March.

SB stated that we were awaiting the Judge's ruling on Stronelairg and outlined a number of variables on the outcome. In terms of costs, JMT has raised £210k and it is anticipated that the 3 day Judicial Review costs (with JMT having the maximum estimated costs awarded against them) were anticipated to be £237k.

Trustees congratulated SB on the leadership shown by the JMT. They also passed congratulations on to Kate Barclay and her team for their work within the Fundraising Dept.

SB highlighted various items of particular interest within the Report.

Membership numbers are static (1% growth) and this area will receive more attention in the coming year.

Fundraising Dept are planning a major event at the RGS in London with Chris Packham as speaker. This could form the beginning of a range of talks under the banner of Spirit of John Muir. Trustees welcomed this initiative.

A Communications strategy is being developed by the new Head of Communication and this will be circulated to Trustees once drafted

AP8 - Trustees to be provided with the Communication Strategy once written.

#### **Item 12 – HR Policy Committee Report 2014-15 (Paper I)**

The HR Policy Committee circulated a report regarding policy developments during the year and summarising the end of year staffing statistics. It was noted that the committee hadn't physically met during the year but conducted its business via email. JFD suggested this might require a revision to the remit in the SOs.

AP9 – HR Policy Committee to review remit when standing orders are updated in September

Trustees **noted** the Report

#### **Item 13 – 2015 & 2016 AGM Plans (Paper J)**

SB updated Trustees on plans for the 2015 AGM and the present position with bookings. He asked Trustees if they approved of the decision to hold the 2016 AGM in Inverness in order that the location can be announced to members at the 2015 AGM.

Trustees **approved** the 2016 location as Inverness.

AP10 - SB will contact WW with present position regarding invited guests.

#### **AOB**

John Hutchison will attend the AGM and a formal presentation will be made to him.

SB outlined a proposal that The Dick Balhary Award, for wild land conservation, will be established with the first award being made at the 2015 AGM. Mike Daniels will see Dick this week to discuss the Award and with a view to Dick refining the criteria and assisting us with suggestions for the first recipient of the award.

The meeting ended with the Chair giving thanks to the retiring Trustees at the end of their six year period, Heather Alexander, Richard Fraser Darling and John Thomas. Peter Pearson, as Chair, will be standing for re-election.

Date of next meeting – Friday 12 June 2015 at Tower House, Pitlochry

## **Summary of Action Points**

AP1- A list of organisations that the JMT belongs to as member will be taken to June meeting for information.

AP2 – SB to contact Jen and convey the trustees decision.

AP3 - Report back to trustees following investigation of membership

AP4 – SB to incorporate suggested changes into the 2014 Annual Report

AP5 - SB will incorporate the suggested amendments into the Risk Register and circulate to trustees.

AP6 – SB to arrange for Bill to have access to the cloud drive in order to view the minutes of monthly H & S meetings

AP7 - WW & SB were nominated by the Trustees to take forward the establishment of the new Wales Working Group and SB to recast remit for standing orders.

AP 8 Trustees to be provided with the Trust's Communication Strategy once written.

AP 9 – HR Policy Committee to review remit when standing orders are updated in September

AP10 - SB will contact WW with present position regarding guests invited to the AGM .