

Governance Committee response to Members' feedback

Introduction

We were greatly encouraged by the overall level of Members' response (1,002 in total), the contributions made, and the endorsement given to the Board's work through the predominantly supportive responses to the Section 1 questions.

This level of engagement clearly demonstrates that John Muir Trust is fortunate in having so many knowledgeable Members who care about the Trust and its charitable objects.

The aim in publishing the following table is to provide transparency as to how Trustees and staff took forward the consultation, and in particular consideration of the individual responses made to specific clauses in the draft Articles. As such, it is essentially a working document.

We recognise that some opinions may differ about individual clauses of the final draft Articles put forward for adoption on 19 June, but we hope that Members will support the Board, which was unanimous in its approval of the final draft, by formally adopting the new Articles then; this will enable the Trust to move forward with governing documents which reflect both contemporary company and charity law, current best practice, and Trustees' combined experience of managing the Trust.

However, we also recognise that the Trust will continue to evolve, as will company and charity law, and that it will be necessary for Trustees to keep the Articles under review and make adjustments with the approval of Members from time to time in the future. Members' individual responses provided a mix of views, covering technical, legal and editorial aspects, all of which were considered by the Governance Committee with input from our legal adviser over a number of months. The Board then considered substantive issues, including where a policy decision was required, and the final draft was unanimously approved at the Board Meeting on 22 March 2021.

Trustees are of the view that the draft has been substantially improved as a result of Members' input and we wish to thank every Member who contributed to make the final draft Articles more robust, readable and relevant.

Dave Gibson
Chair

Alan Dobie
Chair, Governance Committee

Inserts to accompany the six Section 1 Question

Question 1a – support for a reduction in the number of elected Trustees from 15 to 12, accompanied by provision for co-option, is confirmed in Article 8.1. Such consideration gave rise to much discussion on how to effect the transition and provision has been added in Article 8 to explain how a tapered reduction will be achieved between 2022 and 2025

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Question 1b – provision for co-option has been confirmed in Article 8.1 and 8.3, including requirements to qualify, period of office, removal and standing to become an elected Trustee

Question 2c – Members confirmed overwhelmingly that two consecutive 3-year terms should remain, in line with the existing Articles

Question 2d – the gap before re-standing has been increased from 1 to 2 years (Article 8.2.2)

Question 3e – Trustees discussed this at length in light of the division of opinion (70/30) and have retained the existing number of nominations at 5, in line with the over two-thirds majority response. As evidenced in this year's election, the current provision of support for nominees having difficulty in finding sufficient supporters is seen as a practical way of striking a balance between its being too easy and too difficult to stand.

Question 4f – provision for a Vice-Chair was overwhelmingly supported and has been incorporated in Article 9.3

Question 5 – whilst there was overwhelming support for an increase in the proportion of Members required for a ballot from the current 5%, opinion was more divided on what the new figure should be, being principally divided between 33% and 25%. Following consideration, the Board has agreed and settled upon a figure of 30% as being appropriate in the final draft.

Question 6 – there was strong (88%) support for adoption of the proposed six-month qualification period, with views expressed on both sides. There were also good arguments put forward for a longer qualifying period for standing as a Trustee. These were considered by the Board which recognised that standing as a Trustee involves a more substantive engagement and so the qualifying period was adjusted to 12 months.