

22 March 2021  
Online

## MINUTE OF BOARD MEETING

### ATTENDANCE

#### Trustees

Gair Brisbane (items 1 – 11, 13 & 14)  
Alan Dobie  
John Finney  
Dave Gibson – Chair  
Jim Gibson (items 1 – 18)  
Phil Graves  
Emily Henderson  
Patricia Jordan  
Chris Loynes  
Raymond Simpson  
Jane Smallman  
Chris Townsend  
Andrew Whitfield

#### Staff

David Balharry – Chief Executive  
Mike Daniels – Policy & Land Management  
Kevin Lelland – Development & Comms  
Emma Reed – Award & Engagement  
Kerry Ross – Finance & Resources  
Helen Mason – Head of Secretariat  
Clare Pemberton – Secretariat/Fundraising Administrator  
Nikki Gordon – Carbon Officer (item 20)  
Iona Sutherland – minutes

#### Advisers

Keith MacPherson, Auditor, Johnston Carmichael (items 10 & 11)  
Colin Liddell, Solicitor & Specialist in Charity Law (items 13 & 14)

#### Not present

Xander McDade

## 1 WELCOME, INTRODUCTIONS, APOLOGIES & CONFLICTS OF INTEREST

Dave Gibson welcomed everyone to the meeting and requested declaration of any conflicts of interest: there were none.

Trustees noted that agenda items may need to be taken out of sequence to allow external advisers to join the meeting.

## 2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

Trustees **approved** the draft minute and draft confidential minute of the Board meeting of 26 February 2021.

N°	From	Action Point	Owner	Status
1	Mar 2019	The investment parameters to be reviewed annually at the Sept meeting	Finance Committee	Discharged
2	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
3	Jun 2020	Consider Board Development	MT	Ongoing
4	Dec 2019	Circulate upcoming events	ER	On hold
5	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	c/f June 2021 Board meeting
6	Jun 2020	Provide: analysis of missing aspects in governance thread; annual business cycle; clarity on roles and responsibilities, linking into Scheme of Delegation (SoD)	KR	c/f June 2021 Board meeting
7	Sep 2020	Revise Committee remits, to take into account the SoD, and bring to the Governance Committee for review	KR	To be revised in June when potential impact of proposed revision to Articles is known. SoD to take precedence over existing remits in the interim
8	Mar 2021	Update on Engagement Review plan	ER	Discharged
9	Dec 2020	Produce a recovery plan incl. timing for risks identified as outwith tolerance	KL	Discharged. Timings to be included on future updates.
10	Dec2020	Include project management training for staff as mitigation for O1 on risk register	KL	Discharged
11	Dec 2020	Consider how to increase Trustee engagement with Trust properties	DB	Ongoing
12	Dec 2020	Review position of Fundraising Committee convener after Trustee election	Trustees	To be reviewed again during new trustee induction/appointments to committees
13	Dec 2020	Consider if Board should continue to approve committee minutes	Gov Committee	Discharged
14	Dec 2020	Submit views to David Balharry on potential subjects for CPD sessions	Trustees	Discharged. MT to propose list of topics for trustee approval
15	Mar 2021	Consider appropriate format and means for briefing Trustees on land management activities	DB	June 2021 Board meeting
16	Mar 2021	Trading Co. Review	KR	June 2021 Board meeting
17	Mar 2021	Produce Anonymous Donations Policy and present to Finance Committee for approval	KR	June 2021
18	Mar 2021	The relevant Trustees to sign the documents relating to the Annual Accounts	KR	w/c 5 April
19	Mar 2021	Annual Review of Investment Policy	KR	June 2021 Board meeting
20	Mar 2021	Produce EDI action plan with clear objectives, top line targets and the financial investment	KL	June 2021 Board meeting
21	Mar 2021	Assess priorities & impacts of engagement work, as part of Engagement Review process	ER	June 2021 Board meeting
22	Mar 2021	Produce costed roadmap for carbon credibility along with proposals for managing cultural change within the Trust	MD	June 2021 Board meeting

### 3 MATTERS ARISING

None.

### 4 EMPLOYMENT ISSUES

There was nothing to report.

### 5 HEALTH, SAFETY & WELLBEING

Kerry Ross reported that, as one year had passed since the initial Covid restrictions came into force, a note would be issued to staff to recognise the impacts of homeworking on mental health, and to remind staff of the resources and support available to them.

### 6 SAFEGUARDING

There was nothing to report.

### 7 EQUALITY, DIVERSITY & INCLUSION

Covered under item 15.

### 8 ANNUAL PLAN UPDATE

To provide context for the paper, David Balharry summarised the range of activities which, combined with the impact of Covid, had led to a number of tasks being attributed 'amber' status on the Annual Plan (AP). Upcoming staff leave was likely to have a further impact on progress. However, David Balharry advised that while some target delivery dates may need to move within the calendar year, the Management Team was confident the AP could be delivered and funds were available to bring in additional resources, as required. In addition, the Management Team was looking to invest in skills development for staff in order to make best use of capacity across the organisation. David Balharry thanked staff for their efforts in the challenging circumstances of recent months. Helen Mason gave an overview of the status of tasks on the AP.

In discussion, Trustees:

- noted that a policy regarding annual leave during the pandemic had not been introduced but that staff would be encouraged to plan and take leave in coming months, and holiday requests would be accommodated as far as possible
- noted that the AP and the Risk Register were closely interrelated in so far as the mitigating actions for risks were contained within the AP

- noted the distinction between proactive land acquisition activities, which had been deprioritised within the current AP period, and reactive work in response to opportunities which may arise
- requested further information on land management activities and David Balharry would consider an appropriate means for providing this detail **[Action Point 15]**
- suggested that if contractors were to be engaged, they could also be involved in the training of existing staff thus simultaneously delivering tasks and increasing the skills base
- noted that the Trust was already considering proactive visitor management in light of the anticipated wave of visitors to properties this summer
- noted the current pressures on staff and the importance of protecting their health and wellbeing

Trustees **noted** the position with regard to the Annual Plan and asked to be kept informed of progress.

## 9 RISK REGISTER UPDATE

Covered under item 12.

## 10 FINANCIAL STATEMENTS & ANNUAL REPORT SIGN-OFF

Kerry Ross welcomed Keith MacPherson of Johnston Carmichael to the meeting.

### **Abridged Fund Review**

Kerry Ross spoke to the Abridged Fund Review document explaining that the purpose of the funds review was to clarify any restrictions surrounding donations and to explore how these monies had been spent. Permission from OSCR or The Charities Commission may be required to release some funds. Trustees **noted** that the Finance Committee would review the updated spreadsheet and it would then be presented for decision at the June Board meeting.

### **Financial Statements**

Kerry Ross reported an outstanding year for the Trust with a surplus of just over £1 million, mainly due to legacies which were £1.3m higher than budget. This included nearly £0.5m of legacies received in 2021 but taken into 2020 due to SORP rules on revenue recognition.

Charitable expenditure had been maintained in line with that of 2019. The year had finished significantly higher on general reserves than planned but, owing to potential fundraising challenges going forward, holding those reserves was considered prudent.

Although the Trading Company had made a profit in 2020, Trustees noted that the Trading Co. directors, working with Johnston Carmichael, planned to review its performance later in the year to ensure it continued to meet the definition of a trading subsidiary of a charity **[Action Point 16]**.

Kerry Ross reported that the previously identified financial control weaknesses, discussed at the March 2020 Board meeting, had been addressed with no further instances noted in the 2020 Completion report produced by Johnston Carmichael. Keith MacPherson confirmed this was so. Kerry thanked the finance team, and Colina McCulloch in particular, for their efforts in this regard.

Following a large anonymous donation, Kerry Ross advised that the Trust had consulted with Johnston Carmichael and Turcan Connell regarding the compliance and ethical issues potentially connected with anonymous donations and was satisfied that acceptance of this particular donation was correct in both regards. However, it had highlighted the need for an Anonymous Donations Policy which Kerry Ross and Adam Pinder would prepare and present to the Finance Committee for approval **[Action Point 17]**.

Keith MacPherson acknowledged the challenges of auditing remotely this year and the support given by the Trust which had enabled the audit process to run smoothly.

In discussion, Trustees:

- noted that the level of intercompany loans between the Trust and Trading Company would form part of the larger review being carried out on Trading Co. later this year
- noted that the materiality level was a standard representational level which was typically set based on the level of income but that qualitative factors were also taken into account
- requested some non-substantive amendments to the documents

Jim Gibson thanked Kerry Ross for her work on the audit. Dave Gibson also thanked Keith MacPherson and colleagues at Johnston Carmichael for their cooperation in producing the audit completion report.

Subject to the minor amendments suggested, Trustees **approved** the:

- Combined letter of representation to Johnston Carmichael (JC) covering both Trust and Trading Company
- Letter of support and loan agreement from John Muir Trust to JMT Trading Company Ltd
- Consolidated financial statements for year ended 31 December 2020
- Annual Report 2020

Directors of JMT Trading Company Ltd **approved**:

- As above, the combined letter of representation to Johnston Carmichael covering both Trust and Trading Company
- As above, the letter of support and loan agreement from John Muir Trust to JMT Trading Company Ltd

Kerry Ross noted that these approvals allowed the relevant Trustees to sign the various documents in due course **[Action Point 18]**.

## 11. REVIEW OF INVESTMENT PARAMETERS

Trustees **agreed** that as investment parameters were covered in the Trust's new Investment Policy, it would no longer be necessary to review these in a separate process. Kerry Ross advised that the annual review of the Investment Policy was due to be brought to the June Board meeting [**Action Point 19**].

## 12 RISK REGISTER INCL. RISK RECOVERY PLAN

Kevin Lelland spoke to the paper commenting that although the Risk Register was reviewed quarterly, Trustees were asked to formally approve it annually at the March Board meeting. At the first meeting of the newly formed Risk & Reputation Committee changes had been made to some risks outwith tolerance as detailed on the paper. Kevin Lelland highlighted four mitigating activities or developments of note during the last quarter as follows:

- The Management Team had instructed that a risk-based review of IT systems and cyber security be conducted in partnership with its IT partner following recent high-profile examples of cybercrime against similar organisations. Recognising that risk can never be completely removed, the Management Team was satisfied with the review and the mitigations in place and had kept the related risks in R6 (IT systems) and O8 (Cybercrime) at the same level. An IT systems review which would also consider IT security was in the Annual Plan for later in the year
- The appointment to the new Operations Manager (Compliance) role would allow the Trust to achieve against mitigations in respect of financial controls
- During the 2020 financial audit the auditor had noted that the Trust had corrected all the financial control weaknesses raised during the 2019 audit
- The financial training programme for all staff had been designed and would be rolled out by end April 2021

In discussion, Trustees noted that the Risk Register was an essential internal document for the Management Team's ongoing assessment of risk and reputation. Kevin Lelland suggested that, going forward, it may be appropriate for the Risk & Reputation Committee to review the detail of the Risk Register and share a summarised mitigation action plan with the wider Board. However, the format for sharing with Trustees was likely to need further consideration. Trustees requested that timings be incorporated in future risk register updates, as previously discussed [**Action Point 9**].

Trustees **noted** the risks and their scoring and **approved** the risk register.

## 13 DRAFT ARTICLES OF ASSOCIATION FOR TRUSTEE APPROVAL

Alan Dobie welcomed Colin Liddell to the meeting and reported that the changes agreed at the previous Board meeting had been incorporated into the draft Articles.

Trustees were taken through the document page by page and Colin Liddell advised on a number of matters as follows:

- 3.1 Charitable Purposes  
The wording of the charitable purposes was correct and OSCAR had now amended this on their website.
- 5.8.3 Cessation of Membership  
The wording was not new, but the text had been re-ordered to bring it into line with the sequence of the process.
- 6.12.1 Voting at General Meetings – Counted Vote  
A ‘counted vote’ was the same as a ‘poll vote’.
- 6.13 Voting on Special Resolutions – Ballot  
30% of those present at the meeting, in person or by proxy, was an acceptable percentage for a ballot to be demanded, provided that it was less than 5% of the total of voting rights within the membership. Any ballot being called for, either under the existing Article 14 or under the proposed new Article 6.13, must follow the procedure for written resolutions. Article 6.13.1 would be re-drafted to state that a ballot would need to be demanded by the lesser of: 30% of the members at the meeting, or members representing 5% of the total voting rights

Subject to final non-substantive adjustments to be made by the Governance Committee, Trustees **approved** the draft Articles to be put to Members at an EGM on 19 June 2021.

Trustees **noted** arrangements to report to members on the consultation and issue papers for the required Special Resolution at the EGM alongside Notice of the AGM.

Dave Gibson thanked Alan Dobie, John Finney and Colin Liddell for their work in redrafting the Articles. The Governance Committee also acknowledged Dave Gibson’s valuable contribution to the process.

## 14. GENERAL MEETING FORMAT & AGENDA

Dave Gibson introduced the paper, highlighting that the format of the agenda had been designed with a view to maximising interest and participation throughout the meeting. Colin Liddell advised that it should be made clear to Members in the cover letter to accompany the AGM/EGM papers, that the meeting would take place under the current Articles.

In respect of the wording for the Special Resolution, Colin Liddell recommended that ‘approved’ should be replaced with ‘adopted’. Kevin Leland reported that staff were currently researching the most appropriate means for providing the proxy voting for the Special Resolution which would have an online component this year.



Subject to a change to the running order of speakers at the AGM, Trustees **agreed** the programme for the General Meeting.

## 15. EQUALITY, DIVERSITY & INCLUSION

Kevin Lelland introduced the paper, commenting that staff, with input from Jane Smallman the Board's Equality, Diversity & Inclusion (EDI) champion, had carried out research, taken advice from the Trust's HR advisers and drafted an EDI position statement. Kevin acknowledged feedback already received from Trustees on the statement and would incorporate changes to the draft, as appropriate. Trustees noted the proposal for the position statement to be approved annually by the Risk & Reputation Committee, to ensure that it evolved as appropriate.

In discussion, trustees:

- noted the proposal to bring an action plan with clear objectives, top line targets and the financial investment required, to the June Board meeting **[Action Point 20]**; Consideration would be given, at the appropriate time, to including aspects of the action plan in the position statement
- recommended that the position statement should be posted on the website soon
- noted that work in the area of EDI would be a longer term undertaking for the Trust

Trustees welcomed and **approved** the EDI position statement and noted the proposed next steps and timings in this area of Trust operations.

## 16. POTENTIAL LAND ACQUISITION (CONFIDENTIAL)

Discussion is recorded in a separate confidential minute.

## 17. ENGAGEMENT REVIEW

Emma Reed explained that the aim of the paper was to ensure clarity of purpose for the Trust's engagement work in order to help inform the development of the Corporate Strategy, and to set out clear priorities and required investment for the future. The Engagement Review Working Group had reviewed the Trust's existing activity with a view to benchmarking its impact; however without having a clear vision and objectives for the engagement work, it was difficult to assess the impact. A need had been identified to provide pathways for people to progress from their initial contact with the Trust (e.g. Award participants, property visitors etc) to a longer term engagement with wild places.

In discussion, Trustees:

- suggested amending the purpose statement to include 'appreciation' of wild places as it was an essential step on the journey towards advocacy for wild places

- noted that the next stage of the review would focus on a suite of concrete options aimed at diverse audiences to enable them to continue their journey with wild places
- suggested facilitating skills development for young people in practical conservation, leadership, advocacy etc. thus equipping them for future employment with the Trust or elsewhere
- noted that an assessment of priorities and impacts would be brought to the June Board meeting [**Action Point 21**] and consideration would be given to how the engagement work would align with the Corporate Strategy

Trustees **approved** the working draft of the Trust's engagement purpose, subject to the suggested amendment.

## 18. CORPORATE STRATEGY ROADMAP

David Balharry outlined plans for the development of a new Corporate Strategy (CS), and sought Trustees' approval for the timing, process and framework proposed in the roadmap.

Trustees **approved** the proposal that the new CS would be in place by March 2022 (with June 2022 providing contingency for any delays), but that it would come into effect from the start of 2023. Therefore 2022 would be a transition year, with the Annual Plan for 2022 formulated based on rolling forward the existing CS, informed by developing thinking.

Trustees **approved** the suggested process and framework, noting that there would be consultation with Trustees at various stages, and with key stakeholders.

## 19. RISK & REPUTATION COMMITTEE TERMS OF REFERENCE

Kevin Lelland presented the proposed Terms of Reference for the newly formed Risk & Reputation Committee, prepared in consultation with the committee, and sought Trustees' approval. Trustees noted that, as previously agreed, the Scheme of Delegation would take precedence over the Terms of Reference until such time as the Scheme of Delegation was updated.

In discussion, Trustees:

- highlighted that a procedure for the appointment to committees was already in place so 2b should be amended accordingly
- advised that 'and recommending to the Board' should be inserted after 'Reviewing' in 1g
- requested that item 4b be amended to include the option for other Trustees to be consulted on occasions where they had expertise relevant to a particular issue

Trustees **approved** the Risk & Reputation Committee Terms of Reference, subject to the suggested amendments.

## 20. CARBON FOOTPRINT BASELINE & DESCENT TRAJECTORY ROADMAP

David Balharry thanked Helen Mason for her work on this project in liaison with Small World Consulting; and reported that Nikki Gordon had been appointed as Carbon Officer and would be taking the project forward.

David Balharry remarked that the move towards carbon credibility would involve recognising that there were likely to be occasions when the Trust needed to expend carbon; and that a wider cultural shift would be required, with careful consideration given to the choices made. Trustees noted that the initiative was concerned with carbon reduction across Trust activities, not carbon offset.

A wide-ranging discussion ensued and the following points were made:

- Sharing good practice with other similar organisations may be worthwhile
- A calculation of the carbon sequestration capacity of Trust properties would be conducted, although it was not being done with a view to offset
- Real change in terms of carbon footprint must come from within the organisation, although certain projects e.g. the exploration of sequestration capacity on properties, would lend themselves to being conducted by an external consultant
- The Trust's performance should not be compromised by pursuing carbon targets
- Low carbon infrastructure development work being carried out by the Institution of Civil Engineers should be consulted
- Moving away from larger centralised offices to smaller regional centres or social hubs, combined with homeworking, could be considered as a means for reducing the carbon expended through commuting, although it was recognised that homeworking is not a suitable option for all
- A paradox existed in that the more the Trust sought to engage people on properties, the more carbon would be expended in terms of providing car parks, WC facilities etc
- Consideration of the Trust's carbon footprint would be built into the financial due diligence process going forward
- Consider providing detail on the carbon impact when a proposal is brought to the Board for decision so that this could routinely be incorporated into the decision-making process
- Reflect on how the Trust could influence others in respect of their carbon usage e.g. by what means Award participants choose to access wild places

- In the Wild Space Review, explore how to help visitors to Wild Space offset their carbon footprint, or if travelling to visit Wild Space should be encouraged in the first instance

Trustees **noted** the key findings in the report. A costed roadmap would be brought for decision to the June Board meeting along with proposals for managing cultural change within the Trust [**Action Point 22**].

## AOCB

### a. **Vaccine policy**

Trustees noted that the Management Team had been advised to await further legislation that would confirm whether employers can refuse people access to work on the grounds of workforce welfare. The Government response was expected within a few weeks. However, Trustees noted that robust safety measures were already in place in Tower House to enable staff to return safely at the appropriate time.

### b. **Trustee election**

David Balharry advised that there was a strong field of candidates for the Trustee election and a ballot of members would be required.

### c. **Iain Findlay**

Trustees noted the sad news that Iain Findlay, Chief Executive at Paths for All and friend and adviser to the Trust, had died unexpectedly earlier in March. A book of condolences had been set up online and a tribute would be posted on the Trust website shortly.

### d. **Committee Minutes**

The Governance Committee recommended that committee minutes would be approved by the committee rather than the full Board.

Dave Gibson thanked those Trustees whose final Board meeting it was including Patricia Jordan, Chris Townsend, Gair Brisbane and Xander McDade; and also Jim Gibson who had reached the end of his elected three-year term.