

MINUTES OF BOARD MEETING

17 Sep 2022

Hybrid meeting: LDNPA, Kendal & Teams (online)

ATTENDANCE

	In person	Online
Trustees	Mark Aitken Alan Dobie Richard Eastmond John Finney Jim Gibson Steve Green Clare Jefferis Jim Sloane Jane Smallman (Chair) Andrew Whitfield Sheila Wren	Emily Henderson (Left after Item 26) Raymond Simpson
Staff	David Balharry – Chief Executive Mike Daniels – Policy Director Kevin Lelland – Development & Communication Director	Lisa Branter – Chief Finance Officer Adam Pinder – Income Generation Director Helen Mason – Head of Secretariat (observing) Gemma Crawley – Governance Team Administrator (minute taker)
Apologies	Mary-Ann Ochota	

1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTEREST

Jane Smallman welcomed all to the meeting.

Trustees were reminded to update the Register of Interests if required. No conflicts of interest in relation to the agenda were **noted**.

2 MINUTES OF THE LAST MEETING

Trustees **approved** the draft minute of the Board meeting on 30 June 2022, subject to the following amendment(s):

- P2 – Suspended text shows as deleted. The text should not be deleted.
- P7 – Correct spelling for Clare Jefferis.

Trustees **approved** the draft confidential minute of the Board meeting on 30 June 2022.

N°	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	DB	Ongoing. Further one-year extension agreed by Board in Sept 2022.
2	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR/LB	Ongoing. Finance project workstream, lower priority until end 2023. Finance Committee to review fund spreadsheet prior to being presented for Board approval.
3	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/LB	Ongoing. Governance & regulatory project workstream, various priority levels until end 2023
4	Mar 2021	Trading Co. Review	KR/LB	Ongoing. Finance project workstream, lower priority until end 2023
5	Mar 2021	Annual Review of Investment Policy	KR/LB	Ongoing. General projects & initiatives workstream, lower priority until end 2023
6	Dec 2021	Explore EDI training for Trustees as part of wider Board development plans	KL	Ongoing. Training for Trustees to be planned for later in the year
7	Jun 2022	Administer process for Vice-Chair election and table a decision paper	DB	Discharged
8	Jun 2022	Table Trustee co-option decision paper (informed by updated skills analysis)	DB	Discharged
9	Jun 2022	Update skills analysis of current Trustees	DB	Discharged
10	Jun 2022	Identify skills gaps from updated analysis incl. appropriate potential co-optee candidates	JS/DB	Discharged
11	Jun 2022	Circulate shortlist of 18 companies, for Trustees to identify pertinent contacts	AP	Discharged
12	Jun 2022	Incorporate Trustee input into Corporate Strategy KPIs and reporting dashboard	MD	Ongoing. Dashboard to go live by 2023
13	Jun 2022	Report on Operational Action Matrix progress by priority level	DB	Discharged
14	Jun 2022	Update Trustees on latest thinking around Wild Places Register and network of sites	MD	Discharged
15	Jun 2022	Provide oral update from the South region incl. Wales	TH	Discharged
16	Jun 2022	Explore appetite for moving December Board meeting to 14 th or 15 th December	HM	Discharged
17	Jun 2022	Circulate answers to pre-meeting questions to all Trustees	HM	Discharged
18	Jun 2022	Progress venue options for Sept Board weekend	HM	Discharged
19	Sept 2022	Risk & Reputation Committee to discuss accidents on Trust land involving the public	KL	Q4 Risk & Reputation Committee
20	Sept 2022	Start process for advertising for a co-opted Trustee in the outdoor education space	DB	ASAP post-September Board
21	Sept 2022	Discuss with MD if helpful to have a special advisor in the outdoor education space	DB	ASAP post-September Board
22	Sept 2022	Amend the Skye Working Group Terms of Reference as discussed	KL	ASAP post-September Board
23	Sept 2022	Share a Skye terminology crib-sheet with Trustees to ensure alignment on language used	KL	Prior to the December Board

24	Sept 2022	Revise the format of the operational update dashboard report as discussed	DB	Discussion paper at the December 2022 Board
25	Sept 2022	Lead the upcoming Topical Forum on the subject of prioritisation within/between zones	MD	13 October
26	Sept 2022	Bring paper on Wild Places and Value to Trustees	DB	Prior to the December Board

3 MATTERS ARISING

Jane Smallman **noted** that there were two matters arising. Discussion recorded in a separate confidential minute.

4 EMPLOYMENT ISSUES

To be covered predominantly under Item 18.

Kevin Lelland noted that since the last Board meeting an HR consultant had been recruited to provide support until the appointment of a permanent Head of HR. The June Board-approved levelling exercise was underway, with associated line manager training almost complete. Pay adjustments would happen in September's payroll and be backdated to January 2022. A mechanism had been outlined to allow staff to feed back on this first version of the new levelling and grading system - a positive move in creating equity within the organisation.

5 CHARITY GOVERNANCE

Lisa Branter confirmed there were no items to report on.

6 HEALTHY, SAFETY & WELLBEING, AND SAFEGUARDING

Kevin Lelland confirmed there were no items to report on.

7 EQUALITY, DIVERSITY & INCLUSION

Kevin Lelland reported that EDI data collected from staff, Trustees, the membership and those who engage with the Trust would inform future EDI target setting. The question remained whether enough data would be gathered to establish targets in time to bring them to the December Board via the November Health, Safety, Wellbeing & HR Committee.

8 RISK REGISTER UPDATE

Kevin Lelland reminded Trustees that the Risk Register was approved annually at the March Board meeting and discussed quarterly by the Risk & Reputation Committee.

Kevin highlighted that an advance question had been raised regarding a risk relating to accidents on Trust land which involved members of the public. He confirmed the issue would be discussed at the October Risk & Reputation Committee [**Action Point 19**].

9 STRATEGY DASHBOARD REPORT

To be covered under Item 20.

10 FINANCIAL UPDATE & REFORECAST

Lisa Branter introduced the paper reminding Trustees of the new quarterly reforecasting process introduced since March 2022. Finance Committee had discussed the paper which provided a reforecast for 2022.

Income was forecast to be 4% less than budgeted for the full year and expenditure 14% less than budgeted. The Trust was also forecasted to utilise less reserves than originally budgeted for 2022.

Trustees **noted** the reforecast position. In discussion, it was noted that the underspend appeared to be in externally focused items, with overspend focused in internal items. Trustees questioned whether this showed something out of kilter in the organisation.

Lisa Branter commented that the Trust was prioritising business transformation projects to take the organisation through change management, which was leading to the higher than anticipated internal spend. This, combined with the Trust holding various staffing vacancies, meant that external projects were continuing, albeit at a slower pace.

David Balharry mentioned that, due to staff shortages, it would be possible to continue to spend externally as planned by reducing due diligence, but highlighted that this wouldn't put the organisation in a good space. The Executive felt it better to schedule Trust activity in a way which facilitated 'getting the house in order' before committing to bigger external expenditures.

Trustees questioned whether the infrastructure was in place to gather financial information robustly and rigorously given the changing priorities in

terms of delivering the corporate strategy. Lisa Branter confirmed that even at a high level, the Trust's information gathering was a very manual process. A financial controller was due to start later in September, providing resource to create management accounts and financial analysis for departments and the Regional Delivery Managers (RDMs). A wholesale review of the general ledger, chart of accounts and how expenditure was currently being charged to nominal ledger codes was due.

Trustees queried whether the reasons for slowing down the 'pace of change' had been fed back to staff to help them understand what was going on. This would be covered under subsequent agenda items.

11 TRUSTEE CO-OPTION

In introducing the paper, David confirmed that one of the three possible co-opted posts had been already been allocated to the Skye Working Group and that advertising for candidates was underway. He offered apologies to the Board that this process had been discharged so rapidly following the June Board meeting. In discussion with the Chair it had been agreed that at least ten calendar days should be allocated for any Trustee decision-making process.

The Executive proposed that the key skills gap to address via possible co-option at present related to outdoor education, due to the exemplary engagement element of the Trust's Strategy (including transitioning the Award). Trustees **agreed** that the outdoor education skills gap identified required addressing at this stage.

Trustees considered two options for co-opting to the post (either a direct appointment or advertising the post publicly), and emphasized the need for a transparent and formal process.

Kevin Lelland advised that, in line with the Trust process agreed at the June Board, the post could be publicly advertised through the e-newsletter, publications, website and any specialist publications in that sector. He suggested a period of three weeks for the process, prior to interviewing.

It was highlighted that there was still the option of appointing special advisors outwith co-option. If it was felt that expertise in the outdoor education space was more urgently needed, the Trust could appoint a special advisor in parallel with advertising the co-optee post **[Action Point 20]**.

David stated that he was happy to advertise and start the process. In the interim, he would discuss the value of appointing an advisor to support on 'Awareness to Advocacy' offline with Mike Daniels and his team **[Action**

Point 21].

Trustees **agreed** to hold the third co-option post in reserve. Discussion could follow regarding if/how best to address the remaining community engagement skills gap.

12 2023 CALENDAR

David Balharry reported on the draft proposed 2023 calendar, outlining that the nine actions put to Trustees had various interdependencies. If broad agreement across all proposals couldn't be reached in the meeting the calendar would be revisited.

The key timeline challenge related to the audit clearance and the signing-off of the accounts. Most other dates, including the AGM, follow on from this. Lisa Branter stated that the usual period of an audit was at least three months following financial year-end. External advice from Trust auditors was to allow 5-6 months after the financial year-end to complete the audit.

To accommodate this longer timeline, Trustees **agreed** to approve accounts in June (not March), and move the AGM to October (from May/June).

In discussion, Trustees were largely supportive of reducing the timeframe for each Committee reporting round, including timelines for distribution of Committee and Board papers. Some Trustees raised concerns about the shortening time window for reviewing papers.

Trustees **agreed** to:

- Move Committee meeting dates closer to Board meetings
- Schedule Finance Committee last in the round, and as close to Board meetings as possible
- Receive Board papers 7 calendar days ahead rather than 10 (with immediate effect)
- Receive Committee papers 5 calendar days ahead rather than 10 (with immediate effect)

Changes to the timings of paper circulation require an update to the Standing Orders; the vote to agree the above changes was unanimous.

Trustees were largely supportive of the remaining proposed calendar changes, which broadly focused on whether various meetings should take place online-only / hybrid / in-person only.

In discussion, Trustees commented that the September Board meeting

weekend and in-person site visit was useful. David noted that the most value the Executive gained from Trustees was via the discussion and critical challenge at the Topical Fora (albeit the online format had its limitations). The formality of Board meetings didn't allow the Executive to tap into the breadth of Trustee knowledge and experience. Higher quality, protected Topical Fora held in person, was deemed to be the ideal.

Trustees **agreed** that all Topical Fora should be in-person only, with flexibility of location (rotating around the country) and would be combined with weekend site visits at least once a year.

In discussion, Trustees highlighted the importance of maintaining hybrid options for in-person events as not all Trustees were able to travel to all meetings.

Trustees **agreed** that all four Board meetings would be held as hybrid meetings in Edinburgh (likely at the Royal College of Physicians, RCPE), with the Topical Fora in person events replacing the need for the September Board meeting to fall on a weekend.

13 DIARISING GOVERNANCE DOCUMENT UPDATES

Lisa Branter introduced the paper which proposed revised timelines for updating the Trust's Standing Orders (SOs) and Articles, as recommended by the Governance Committee.

Usual scheduling would bring these updates to the December 2022 Board meeting. Trustees **approved** the proposal for instead updating the Trust's Standing Orders (SOs) in March 2023 and Articles ahead of the 2025 AGM.

[Chair's note – the paper for this item was updated for clarity following the meeting – the most recent full approval of SOs was in January 2022, with only minor amendments agreed by the Board in March 2022 following a legal check by J.H. Mitchell.]

14 SCHEME OF DELEGATION AMEND

The paper provided context for proposed minor amends for clarity to the Trust's Scheme of Delegation (SoD). Trustees **approved** the proposed SoD updates with immediate effect.

Two additional proposed amends for clarity had been raised via the advance comments process, which Trustees **agreed** would also be incorporated:

- In the 'Delegated to Chief Executive' column, the last bullet should read 'Approve changes to management structure where this is within the salary budget', (to align with the logic of the other amendments).
- In the column headers, 'Acting Chair' should be updated to 'Chair'.

15 AMEND TO STANDING ORDER 4.1.1

Lisa Branter introduced the paper which provided context for proposed minor amends to Standing Order 4.1.1, for clarity.

Trustees **approved** the proposed update with immediate effect, as recommended by the Governance Committee (30 August).

16 SKYE WORKING GROUP TERMS OF REFERENCE

Kevin Lelland presented the proposed Terms of Reference for a Working Group to advise on the development project at the Trust's properties on Skye, for Trustee approval. The Working Group would likely convene in October.

In discussion, Trustees felt that it should be made clearer in the Terms of Reference that the Working Group would bring recommendations to the Board, and should also note that the co-opted Trustee not only represented the community, but also held a full position on the Board.

It was felt that the Terms of Reference should also more clearly state that Trust Chair Jane Smallman has been added to the Working Group due to the strategic and sensitive nature of the project. Kevin confirmed these changes would be incorporated into the finalised Terms of Reference [**Action Point 22**].

In discussion, the need to be careful and precise around language used was reiterated. The Executive took an action to share a terminology crib-sheet with Trustees ahead of the December Board meeting to ensure all were aligned in using the most appropriate language [**Action Point 23**].

Trustees **approved** the Terms of Reference of the Working Group for the Skye Development Project, subject to the amendments proposed.

17 JOHN MUIR WAY WORKING GROUP TERMS OF REFERENCE

Kevin Lelland presented the proposed Terms of Reference for a Working Group to oversee a feasibility study into the potential of the Trust's future management of the John Muir Way, for Trustee approval.

Via the Working Group, the Trust needed to better understand whether there was any leverage with Scottish Government or interested parties such as NatureScot to provide funding and/or management responsibility. Consultants may be brought in as independent voices to lead on these conversations.

Trustees raised questions around funding for the project, and whether it would go through the Finance Committee. Kevin Leland confirmed that during the budget reforecast, an amount had been allocated for hiring a consultant, against which incoming tenders would be checked.

Trustees **approved** the Terms of Reference of the Working Group for the John Muir Way feasibility study, whilst expressing reservations about the likelihood of the group being able to bring recommendations to the Board within the tight timescale proposed.

18 CONFIDENTIAL - STAFFING MATTERS

Discussion recorded in a separate confidential minute.

19 VICE-CHAIR ELECTION

Trustees were invited to elect a new Vice-Chair from the two candidates who had put themselves forward by providing written statements.

Steve Green and Jim Sloane presented their statements to the Board in turn (in alphabetical order), whilst the other candidate stepped out of the room. Time was allocated for questions from Trustees following each presentation. Both candidates stepped out of the room and a vote was taken.

Trustees **agreed** to elect Jim Sloane as Vice-Chair. Both candidates were invited back into the room and Jim Sloane was congratulated on his appointment.

20 OPERATIONAL UPDATE

David Balharry introduced the paper, highlighting changes since the June Board meeting. Trustees **noted** that 37 out of 40 tasks were on track, with three being delayed until 2023. The ten items highlighted as requiring Board decision/discussion at the September meeting to progress were tabled as separate papers on the agenda.

Jane Smallman reiterated the importance of continued investment in the internal-focused work - providing stability for the future by ensuring the Trust's systems and processes were robust.

In discussion, Trustees suggested that it might be useful for future reports to focus on 4-5 key issues for the Trust, to better-focus Trustee discussion. Trustees called for a clearer colour coding system, and more explicit links to the risk register.

Trustees **noted** the report and welcomed an updated dashboard reporting format being presented at the December Board [**Action Point 24**].

21 STRATEGY DELIVERY PROGRESS UPDATE

Mike Daniels updated Trustees on progress with implementation of the Corporate Strategy and the Wild Places Awareness to Advocacy strategy (A2A).

The Trust had engaged a consultancy (Dialogue Matters) to conduct stakeholder engagement in Wild Places Register criteria development, including a facilitated online workshop with staff and Trustees. The British Standards Institute had been approached to support on Register development.

Trustees requested clarity on the updated timeframe for the Wild Places Register development. Mike responded that the tasks of developing criteria and standards, engaging nationwide and mapping new data sets were all underway, with the updated timetable a reflection of the scale of these tasks. He highlighted that decoupling the development of zones from the Wild Places Register enabled both tasks to progress simultaneously as opposed to sequentially as initially planned.

On the development of a network of sites, Trustees were broadly supportive of the zones approach set out. It was felt there was an urgent need for prioritisation between zones, and of sites within zones to enable the Trust to make smart choices about when/where to focus its efforts. Three factors playing into the decisions to be made were noted as 1) the ability to differentiate the Trust from the market, 2) credibility, and 3) providing the agility to raise money as/when required.

Trustees **noted** the progress update. Mike suggested making prioritisation the subject of an upcoming Topical Forum, which was supported by Trustees [**Action Point 25**].

22 DEVELOPING KEY PERFORMANCE INDICATORS (KPIs)

Mike Daniels updated Trustees on progress with developing Key Performance Indicators (KPIs) for the Trust's new Strategy. Trustees welcomed the small number of KPIs, and suggested further work on the internal-facing targets would be beneficial.

Mike mentioned that as well as Strategy KPIs, there would be targets within site plans, as well as regional targets and those relating to the Awareness to Advocacy Strategy. The KPI dashboard would provide meaningful data on Trust property management, as the Trust worked to move these sites towards exemplary land management. The dashboard would be transparent, standardised and could be viewed online. KPI development was mooted as a topic worth revisiting more fully as part of future Topical Fora.

Trustees **noted** the draft KPIs, in anticipation of a further paper at the Board meeting in December.

Three trustees offered to provide additional data to support with KPI development. These were: Carbon targets, biodiversity, indicators (Mark Aitken), Advocacy (John Finney) and a second set of targets for each KPI (Richard Eastmond).

23 INCOME GENERATION PLAN – PROGRESS UPDATE

Adam Pinder updated the Board on progress towards the new Income Generation Plan focused on increasing income from corporate and major donors.

A fully fledged Income Generation Plan with actions, targets, responsibilities and timelines would be brought to the Board in December after discussion at the Fundraising Committee in November.

Jane Smallman reiterated that the Trust had ambitious targets and needed a significant increase in fundraising to be able to meet these. Resource to enable this needed to feature in the 2023 budget.

Trustees **noted** the progress update.

24 AGM 2022 & 2023

Trustees noted that, following agreement on the 2023 calendar, the AGM would move to October. Kevin Lelland would work with team to adjust

planning timings accordingly. A tender briefing was being produced for the election and AGM services for 2023.

Trustees **noted** that feedback from the 2022 AGM was positive, despite participation being 50% lower than registrations. In discussion, Trustees queried the impact of holding the AGM online on attendance and the type of comments received, suggesting that trends should be monitored for any indication that returning to an in person/hybrid model would improve engagement. Timing the event to avoid half-term holidays or weekends was also suggested, to which Kevin responded that this would be considered.

25 CONFIDENTIAL - GLENRIDDING FUTURES

Discussion recorded in a separate confidential minute.

26 UPDATE FROM THE SOUTH REGION

Tim Hoogwerf presented an update from the south region to the Board. Thirteen Wild Place zones across the south region had been allocated, and there was a need to prioritise within and between these zones to ensure that the Trust most effectively invested either in land management or engagement.

Two possible sites were before Trustees for discussion, one possible exemplary land management site in Wales, and one possible engagement site in England.

Tim outlined the ownership and management history of both sites, and highlighted their potential as locations for the Trust to deliver against its new Strategy. It was highlighted that these sites were being brought to Trustees for early sight, and would be further researched and evaluated before being brought back to the Board for further discussion and/or decision.

Trustees **noted** the update.

27 CONFIDENTIAL - POSSIBLE SITE IN ENGLAND

Discussion recorded in a separate confidential minute.

28 CONFIDENTIAL - POSSIBLE SITE IN WALES

Discussion recorded in a separate confidential minute.

AOCB

Alan Dobie requested an update on Schiehallion development. The Executive confirmed this would be included in the oral update from the central region to be delivered by Kevin Cumming at the December Board, as the next RDM in the rotation of updates.

David Balharry informed the Board of an upcoming paper on Wild Places and Value. It would consider crofters, the Trust as landlords and the wider community and would cover recent dealings regarding compensation payments relating to access via Trust land on Skye.

Due to the time pressures around the issue, the paper would likely come to Trustees ahead of the December Board meeting and may require an additional brief Board meeting to be convened, to make any required decisions in a timely manner **[Action Point 26]**.