

## MINUTES OF BOARD MEETING

14 Dec 2022  
RCPE, Edinburgh & WebEx

### ATTENDANCE

	In person	Online
<b>Trustees</b>	Alan Dobie John Finney Jim Gibson Clare Jefferis Raymond Simpson Jane Smallman (Chair)	Mark Aitken Richard Eastmond Emily Henderson Steve Green Chris Loynes Mary-Ann Ochota Andrew Whitfield Sheila Wren (left meeting during Item 18) Jim Sloane (Vice Chair)
<b>Staff</b>	David Balharry – Chief Executive Mike Daniels – Policy Director Kevin Lelland – Development & Communication Director Adam Pinder – Income Generation Director Annabel Davidson-Knight – Director of Operations Catherine Evans – Director of Operations (observing)	Lisa Branter – Chief Finance Officer Kevin Cumming – Regional Delivery Manager (Central) (Item 21a only) Helen Mason – Head of Secretariat (observing) Clare Pemberton – Secretariat Administrator (minute taker)
<b>Apologies</b>	Hermione Lamond	

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

Jane Smallman welcomed all to the meeting, introducing Chris Loynes as co-opted Trustee for environmental education, and Annabel Davidson-Knight and Catherine Evans job-sharing the role of Director of Operations. Apologies from Hermione Lamond were noted.

Jim Sloane reported a conflict of interest relating to one of the potential acquisitions (Item 18b) as owner of adjacent land and would not participate in any vote on the item. Chris Loynes highlighted the recent update to his register of interests regarding his connection with a company potentially tendering for John Muir Award consultancy work, although not tabled for discussion in the meeting. Conflicts of interest were **noted**.

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

Trustees **approved** the draft minute of the Board meeting on 17 September 2022, subject to the following amendments:

- P7 paragraph 2 (Item 12) – Record that the agreed changes to timings for paper circulation require an update to the Standing Orders, and that the vote was unanimous.
- \*P7 paragraph 7 (Item 12) – Record that in agreeing that Topical Forums would be in person, Trustees agreed these would be combined with weekend site visits at least once a year.
- \*P11 paragraph 6 (Item 22) – Record that three Trustees offered to provide additional data to support with KPI development. These were:
  - Carbon targets, biodiversity, indicators (Mark Aitken)
  - Advocacy (John Finney)
  - A second set of targets for each KPI (Richard Eastmond)

*[Post-meeting note – amendments marked \* were noted and agreed by the Chair ahead of the December meeting at the point at which the draft minute was circulated following the September Board].*

Regarding action 12 - one Trustee commented that a paper on KPIs had not been tabled at the December Board meeting as indicated on P11 under item 22. Mike Daniels clarified that the minute was correct as at the time of the September Board meeting, however the paper had since been postponed until the March 2023 Board meeting.

Regarding action 9 - one Trustees sought clarification on whether the matter of liability for accidents on Trust land had indeed been discussed at the Q4 Risk & Reputation Committee, as it had not been captured in the draft Committee minute. Kevin Lelland agreed to revisit the meeting recording to confirm.

*[Post-meeting note – item was discussed in a pre-meeting between Committee Convenor and Chair, but not by the whole Committee. Item to be brought to the Q1 2023 Risk & Reputation Committee meeting instead].*

Trustees agreed to Jane Smallman's suggestion of trialling separate confidential and non-confidential sections of the agenda at the March 2023 Board meeting **[ACTION 16]**.

<b>N°</b>	<b>From</b>	<b>Action Point</b>	<b>Owner</b>	<b>Status</b>
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	DB	One-year lease extension to Oct 2023 due to be signed 14 Dec 2022. Tender for lease beyond Oct 2023 due to be issued before Mar 2023.
2	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	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)	LB	Operational documents to be rolled out Q1 2023 - Scheme of Delegation II (SoD II) and Annual Business Cycle (ABC); Standing Financial Instructions (SFIs) to Mar 2023 Board.
4	Mar 2021	Trading Co. Review to ensure it continues to meet the definition of a trading subsidiary of a charity.	LB	Ongoing. Finance project workstream, lower priority until end 2023.
5	Mar 2021	Annual Review of Investment Policy	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	Scheduled for Feb 2023 (EDI awareness) and Jun 2023 (Unconscious Bias).
7	Jun 2022	Incorporate Trustee input into Corporate Strategy KPIs and reporting dashboard	MD	Mar 2023 Board
8	Sept 2022	Risk & Reputation Committee to discuss accidents on Trust land involving the public	KL	Q1 2023 Risk & Reputation Committee
9	Sept 2022	Start process for advertising for a co-opted Trustee in the outdoor education space	DB	Discharged
10	Sept 2022	Discuss with MD if helpful to have a special advisor in the outdoor education space	DB	Discharged
11	Sept 2022	Amend the Skye Working Group Terms of Reference as discussed	KL	Discharged
12	Sept 2022	Share a Skye terminology crib-sheet with Trustees to ensure alignment on language used	KL	Discharged
13	Sept 2022	Revise the format of the operational update dashboard report as discussed	DB	Discharged
14	Sept 2022	Lead the upcoming Topical Forum on the subject of prioritisation within/between zones	MD	Discharged
15	Sept 2022	Bring paper on Wild Places and Value to Trustees	DB	Ongoing. Discussions continuing re: rights to servitude access on Skye. To be tabled for Trustee input if reputational issues likely to arise.
16	Dec 2022	Separate Board agenda into confidential and non-confidential sections	DB	Mar 2023 Board
17	Dec 2022	Update Board on plans for 40th anniversary activities, including Denis Mollison book	KL	Q1 2023
18	Dec 2022	Present EDI plan incorporating Trustee feedback to HSW & HR Committee	KL	Q1 2023 HSW & HR Committee
19	Dec 2022	Seek Trustee sign-off for revised position statements via email	MD	Asap following Dec 2022 Board – sign-off by Jan 2023
20	Dec 2022	Risk and Reputation Committee to review revised proposals regarding the need for a position statement on renewable energy	MD	Q1 2023 Risk & Reputation Committee

21	Dec 2022	Risk and Reputation Committee to consider Carbon Offsetting position statement for recommendation to the Board	MD	Q1 2023 Risk & Reputation Committee
22	Dec 2022	Provide the Board with a progress update on Quinag and Sandwood	ADK	Mar 2023 Board
23	Dec 2022	Circulate Schiehallion project update slides to Trustees	DB	Asap following Dec 2022 Board
24	Dec 2022	Investigate streamlining/improvement of Board paper handling processes	DB	Q1 2023

### 3 MATTERS ARISING

Jane Smallman **noted** that there were three matters arising.

#### a. BETWEEN-BOARD-MEETING DECISIONS

John Finney spoke to the item, summarising that the Board approved governance decision-making procedures at their March 2022 meeting, which included provision for the Board making between-meeting decisions. On 8 December 2022 Governance Committee discussed how these between-meeting decisions might best be documented for the Trust's record.

Governance Committee recommended the following process to the Board for approval:

- 1) Once a decision is made, a formal email from the Chair is sent to all Trustees highlighting the decision taken, including any pertinent background information.
- 2) A standing item is added to each Board meeting agenda titled 'Decisions taken since the last Board meeting', under which each decision is supported by the email cited above. The item would be discussed by Trustees and minuted as part of the meeting.

The Board **agreed** to the process outlined above, noting it would be incorporated into the Standing Order updates within the governance decision-making procedures, being tabled for Board approval on 29 June via the 13 June Governance Committee.

#### b. APPOINTMENT OF CO-OPTED TRUSTEES

Jane confirmed that, following discussion at the September 2022 Board meeting, the Trust completed the process of advertising, short-listing and interviewing for two co-opted Trustee posts throughout October and November, in line with the co-option process agreed at the June Board.

One post was predominantly to act as the community representative on the Strathaird Working Group, and the other predominantly to address the environmental education skills gap identified via Trustee skillset gap analysis. Both co-optee postholders would be full members of the Board for approximately one year until the 2023 AGM.

The Trust had four applicants to the Skye post, all locally based and with varying roles within the community. Two shortlisted applicants were interviewed by Chair Jane Smallman and Risk & Reputation Committee Convenor Andy Whitfield. Hermione Lamond was the preferred candidate and was appointed by majority vote of the Board on 26 October.

The Trust had 16 applicants to the environmental education post, from a variety of backgrounds and with experience across the UK. Three shortlisted applicants were interviewed by Chair Jane Smallman and HSW & HR Committee Convenor Sheila Wren. Chris Loynes was the preferred candidate and was appointed by majority vote of the Board on 11 November. Trustees noted the update.

**c. CONFIDENTIAL - TRANSITIONING THE AWARD**

Discussion recorded in a separate confidential minute.

**d. CONFIDENTIAL - AWARD DELIVERY**

Discussion recorded in a separate confidential minute.

## **4 EMPLOYMENT ISSUES**

Kevin Lelland updated Trustees that HR consultant Peter McDonald's contract had been extended for an additional nine-months following an unsuccessful round of competency-based interviews to recruit a Head of HR. He highlighted that as an experienced consultant, Peter was able to develop the Trust's HR function and upskill the existing team pending recruitment of a permanent Head of HR. As Chair of the HSW & HR Committee, Sheila Wren confirmed that the Committee had supported the contract extension.

Kevin stated that in the past quarter one permanent and five seasonal members of staff had left the Trust, one permanent member of staff had not returned from secondment and three new roles were expected to start in the new year: Membership Manager, Secretariat Administrator and Director of Operations (job share). He added that roll-out of Line Management training was underway. Trustees **noted** the update.

## 5 CHARITY GOVERNANCE

Lisa Branter raised a proposal from the Governance Committee to reschedule updates to the Standing Orders from the March to the June 2023 Board meeting. Trustees **approved** the rescheduling.

## 6 HEALTHY, SAFETY & WELLBEING, AND SAFEGUARDING

Kevin Lelland confirmed there were no items to report on.

## 7 EQUALITY, DIVERSITY & INCLUSION

Discussed under item 14.

## 8 RISK REGISTER UPDATE

Kevin Lelland updated Trustees that the Risk & Reputation Committee had reviewed the Risk Register and that an Operational Risk Register was in development to track internal risks related to delivery, to be overseen by the Director of Operations. He added that a risk-based approach to project management had also been adopted and signalled that the Board would be provided with appropriate visibility of the new risk register structure in future. Trustees **noted** the update.

## 9 STRATEGY DASHBOARD REPORT

David Balharry highlighted that 83% of key actions and 91% of those classed as 'high priority' had been completed. Trustees **noted** the current position.

One Trustee commented on the importance of KPIs in helping to evidence impact externally and queried why the original ambition to set standards for exemplary land management had not been prioritised for 2023. David responded that priority had been given to the control of deer grazing pressure as it was fundamental to the Trust's ability to manage key risks associated with the condition of its own land.

In response to Trustees' queries regarding the pace and resources required to achieve the reduction in deer densities, David highlighted that the incremental approach to increasing cull figures aimed to reduce the likelihood of adverse communications and noted the Board's support for this.

## 10 CONFIDENTIAL - STRATEGY

Discussion recorded in a separate confidential minute.

## 11 CONTINUATION OF ONLINE VOTING AS PART OF STANDARD PRACTICE

Trustees were invited to approve the continuation of online voting as part of standard practice in Trustee elections, with postal voting retained as an option except for members who had opted to participate in governance matters by electronic means only. Trustees **approved** the proposal unanimously.

## 12 COMMUNICATIONS PLAN & COMMUNICATIONS GUIDE

Kevin Lelland introduced a six-point Communications Plan and Guide and highlighted that the Risk & Reputation Committee had reviewed the documents twice before coming to the Board.

In discussion Trustees were supportive, raising questions relating to associated staff training, and staff comfort levels with the Plan. Kevin Lelland confirmed that training would be conducted, with specific arrangements yet to be identified. Scheme of Delegation II would clarify roles, responsibilities and accountability related to communications.

Other queries raised by Trustees included whether the proposed publication of a book marking the 40<sup>th</sup> anniversary was in line with other Trust aims regarding carbon credibility and Equity, Diversity and Inclusion and if the association with John Muir's name was to be included as a topic in the planned audience research.

Kevin responded to the first point to note that the book was not confirmed, and he would update the Board on its status by March **[ACTION 17]**. Regarding the Trust's name, Kevin commented that the audience research may provide insights into the subject, and it would be returned to in two to three years' time. One Trustee noted that that one of the things that sets the Trust apart is its courage to make a stand when necessary, and that this should perhaps be referenced somewhere in the communications plan

Trustees **approved** the Communications Plan and **noted** the introduction of the Communications Guide, requesting the replacement of 'others' with 'all' in the second 'behaviours' bullet point (Section 1 of the Communications Guide).

## 13 CONFIDENTIAL - STAFFING

Discussion recorded in a separate confidential minute.

## 14 EQUITY, DIVERSITY & INCLUSION DATA REPORT

Kevin Lelland set out the ambition to continue progress against three 'D's' of an Equity, Diversity, and Inclusion plan in 2023: Data, discussion and delivery. Trustees were invited to provide feedback on the direction of travel in terms of delivery and actions, pace and scale.

Points and queries raised in discussion by Trustees included:

- whether there was the potential to include other measures of diversity such as social class, urban vs. rural dwelling, nationality,
- whether some measures of diversity should be compared to local demographics rather than national data, to account for localism,
- the importance of the Award in extending the diversity of the Trust's audiences,
- how the Trust could engage with the diversity of visitors attracted to Skye, Nevis and Schiehallion properties,
- how to encourage more young people (18-24 year olds) to the Trust and more diversity to the Board of Trustees.

Trustees suggested the Trust look to other eNGOs and public bodies for ideas and advice, citing Natural England's forward-looking EDI strategies.

Trustees **noted** the progress and steps to be taken. Kevin agreed to consider Trustee comments, plus any additional feedback emailed to Sheila Wren and present a plan for approval at the March 2023 HSW & HR Committee meeting [**ACTION 18**].

## 15 CARBON PROGRESS UPDATE

Mike Daniels introduced a paper to update Trustees on the Trust's progress towards targets to reduce direct greenhouse gas emissions and achieve 'net zero' by 2035, agreed by Trustees in June 2021.

He highlighted that progress to date was mainly because the shift to homeworking associated with Covid-19 which had identified areas for improvement in measurement of emissions and influencing Trust culture. He remarked on the high level of emissions associated with Trust land and the need to focus efforts on reducing grazing pressure. It was also commented that around 50% of the Carbon emissions were contributed by the Trust's supply chain.



One Trustee questioned the reliability of the methods used for calculating carbon emissions, citing discrepancy versus comparable peer reviewed data from Wales. They also asked whether carbon sequestration was recorded.

Mike responded that although land emissions data were net figures from desk-based calculations using satellite imagery, results were broadly in line with calculations completed for a separate piece of work so were likely to be in the right ballpark. However, he acknowledged refinements could be made by 'ground-truthing' the data.

Trustees **noted** the plans and were supportive of the direction set out in the paper.

## 16 CONFIDENTIAL - STRATEGY

Discussion recorded in a separate confidential minute.

## 17 PRIORITISATION WITHIN/BETWEEN ZONES

Mike Daniels presented a paper which outlined how zones are to be used, how to develop sites within zones and criteria for judging site suitability, based on input from Trustees at a recent Topical Forum.

One Trustee noted that caution should be applied to prevent the zonal approach from reducing focus on the primary concern of wild places. Another query was raised around the need for sites to fit closely with biogeographical features of the zone, to which Mike responded that biogeographical fit would be a consideration rather than absolute rule to abide by.

Trustees **approved** the approach outlined.

## 18 CONFIDENTIAL - SITES

Discussion recorded in a separate confidential minute.

## 19 ANNUAL REVIEW OF TRUST POSITION STATEMENTS

Trustees were invited to approve the process for annual sign-off of updated position statements for online publication, with Mike Daniels explaining that the Board would be invited to review and sign-off revised position statements by email by the end of January 2023. Trustees **approved** the process outlined, to be actioned via the Secretariat. **[ACTION 19]**.

One Trustee queried the use of the term 'rewilding' within the position statements, given that the Communications Guide suggests the term should not be used. Members of the Executive responded that the position statement represented the Trust's stance on rewilding, whereas the Communications Guide steered staff away from using the term in external communications due to its potential to trigger unwanted controversy amongst some groups.

Trustees were asked to confirm whether they saw need for a separate position statement on renewable energy, given that the Trust's stance was already outlined on p21-24 of the publicly available Just Transition and Wild Places position statement. Some Trustees felt strongly that a separate position statement on renewables was required, despite the flexibility currently afforded by not having the Trust's stance overtly published. It was **agreed** that Mike would take a proposal to the March 2023 Risk & Reputation Committee for consideration. **[ACTION 20]**

Trustees were asked to consider whether a statement on carbon offsetting was needed. Trustees **agreed** the topic would be kept under review, and a position statement would be considered at the March 2023 Risk & Reputation Committee meeting, for recommendation to the Board. **[ACTION 21]**

## 20 PROPERTY MANAGEMENT PLAN UPDATE

Annabel Davidson-Knight outlined key points including a stepped approach to reduction of deer densities, a concentration on projects to accelerate peatland and woodland restoration, and the involvement of communities in delivering wild place management. She added that development of KPIs, alignment of Property Management Plans to the Strategy and supporting staff with issues relating to increased cull targets were also of focus.

One Trustee requested an update on the status of designated sites on Trust properties, to which David Balharry responded that both SACs on Trust land were 'unfavourable and declining', one as the result of deer grazing pressure (on which the Trust was acting), and the other as a result of pressure from campervans (to which solutions were being investigated).

Steve Green commented on the need to present data at an appropriate granularity to be able to gauge future progress against baseline. Other Trustee comments included the observation that further work was required to develop property management reporting content and presentation, with different audiences requiring different levels of detail (e.g. Trustees versus general public), and a request to include information allowing more oversight of land under crofting and grazing tenure.

Jane Smallman suggested that a further update on property management plans at specific sites might be given at future Board meetings. A good starting point for the March 2023 meeting would be an update on Quinag and Sandwood, and then working south at future meetings **[ACTION 22]**.

## 21 PROJECT UPDATES

### a. SCHIEHALLION

Kevin Cumming provided updates on two projects – stockproof fencing and carpark development.

An application had been submitted to Scottish Forestry for the Mountain Woodland Project, with a decision expected in Q2 2023. The timing of planned fencing stages was dependent on the application outcome and whether an environmental impact assessment was required.

He outlined the 2023 timeline for the Sustainable Schiehallion Project, highlighting that an architect-led team had been appointed to develop three costed options for development of the site and carpark. Trustees **noted** the update and requested a copy of Kevin's slides be circulated by the Secretariat for information **[ACTION 23]**.

### b. STRATHAIRD

Kevin Lelland updated the Board on the first meeting of the Skye Project Working Group held in November, joined by co-opted Trustee Hermione Lamond. The second phase of consultation was due to start at the end of January 2023 as planned.

## AOCB

### BOARD PAPER VOLUME AND DELIVERY MECHANISM

Concerns were raised regarding the high volume of Board papers Trustees were expected to review before each meeting. It was suggested that all key papers go via a committee prior to being raised to the Board to streamline Board meeting discussion to introduce. Concerns were also raised regarding the usability and security of current methods used to share Board papers.

The Executive acknowledged that there were issues with the current process, and noted that the Secretariat was investigating options to



streamline paper preparation and circulation. Vice Chair Jim Sloane offered to support on establishing improvements. **[ACTION 24]**