

MINUTES OF BOARD MEETING

30 Mar 2023
RCPE, Edinburgh & WebEx

ATTENDANCE

	In person	Online
Trustees	Mark Aitken Richard Eastmond Alan Dobie John Finney Jim Gibson Clare Jefferis Raymond Simpson Jane Smallman (Chair) Andrew Whitfield Sheila Wren	Jim Sloane (Vice Chair) Steve Green Hermione Lamond
Staff	David Balharry – Chief Executive 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 Helen Mason – Head of Secretariat (observing)	Mike Daniels – Policy Director Helen Mason – Head of Secretariat Clare Pemberton – Secretariat Administrator (minute taker)
Apologies	Emily Henderson	

1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTEREST

The Chair welcomed all to the meeting and noted apologies from Emily Henderson. She highlighted Mary-Ann Ochota's recent resignation from the Board and expressed thanks for her valuable contribution during the past year. The Board also noted Chris Loynes voluntary resignation from the Board, enabling him to contribute to paid consultancy for the Trust.

Due to his owning adjacent land, a conflict of interests were noted for Jim Sloane in relation to the location discussed at Item 9a of the confidential agenda. It was also noted that Hermione Lamond had a declared interest in Item 6 (Strathaird) and would therefore not participate in any vote on the item.

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

Trustees **approved** the draft minute of the Board meeting on 14 December 2022, subject to the following amendments:

- P6 (Item 4 – paragraph 2) last sentence to be reworded to ‘*As Chair of the HSW & HR Committee, Sheila Wren confirmed that the Committee had supported the contract extension*’
- P7 (Item 9 – paragraph 3) last sentence to be reworded to ‘*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.*’
- P8 (Item 12 – paragraph 4) last sentence to be reworded to ‘*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.*’
- P9 (Item 15 - paragraph 2) wording to be amended from ‘*with Covid-19 and identified areas*’ to ‘*with Covid-19 which had identified areas*’
- P9 (Item 15 - paragraph 2) reference to the Trust’s supply chain contributing 50% of its Carbon emissions to be included.

One Trustee queried the approach to naming individual trustees in the minute, suggesting that comments should be attributed by name. The Secretariat agreed to discuss standardising the approach taken in future **[ACTION]**.

Nº	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	DB	One-year lease signed Feb 2023 (dated 11 Jan). Longer-term lease tender now due Apr 2023.
2	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	LB	Ongoing. Year-end accounts preparation highlighted a number of areas requiring detailed review. Aim is to complete this significant project for the accounts at next year end.
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	SoD II rolled out to staff, annual business cycle with Leadership Team to finalise. SFIs carried forward to Jun 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.

N°	From	Action Point	Owner	Status
5	Mar 2021	Annual Review of Investment Policy	LB	On Q2 Fin Comm agenda to discuss timelines and resource planning.
6	Dec 2021	Explore EDI training for Trustees as part of wider Board development plans	KL	Discharged - EDI and unconscious bias training courses issued to staff & Trustees in Mar.
7	Jun 2022	Incorporate Trustee input into Corporate Strategy KPIs and reporting dashboard	MD	Discharged – on 30 Mar Board agenda (Item 07- Organisational outcomes)
8	Sept 2022	Risk & Reputation Committee to discuss accidents on Trust land involving the public	KL	Discharged
15	Sept 2022	Bring paper on Wild Places and Value to Trustees	DB	Discharged – now being handled via Risk & Reputation Committee
16	Dec 2022	Separate Board agenda into confidential and non-confidential sections	DB	Discharged
17	Dec 2022	Update Board on plans for 40th anniversary activities, including Denis Mollison book	KL	Ongoing. Blink update to staff & trustees 21 Mar, book timetable still to be confirmed.
18	Dec 2022	Present EDI plan incorporating Trustee feedback to HSW & HR Committee	KL	Carried forward to Q2 HSW & HR Committee
19	Dec 2022	Seek Trustee sign-off for revised position statements via email	MD	Discharged – see Item 3a on 30 Mar Board agenda.
20	Dec 2022	Risk and Reputation Committee to review revised proposals regarding the need for a position statement on renewable energy	MD	Discharged – to be commended to the June Board for approval.
21	Dec 2022	Risk and Reputation Committee to consider Carbon Offsetting position statement for recommendation to the Board	MD	Discharged – to be commended to the June Board for approval.
22	Dec 2022	Provide the Board with a progress update on Quinag and Sandwood	ADK	Discharged – See Item 04 on 30 Mar Board agenda
23	Dec 2022	Circulate Schiehallion project update slides to Trustees	DB	Discharged
24	Dec 2022	Investigate streamlining/improvement of Board paper handling processes	DB (Jim S and Helen)	Discharged – interim solution of password protected PDFs on Blink. 'Board Intelligence' portal to be used from June 2023 onwards, with training provided.
25	30 Mar 2023	Convene meeting of the Chair's Working Group to discuss effective use of committees	JSm	Before June 2023
26	30 Mar 2023	Share final deer cull figures with the Board	DB	April 2023
27	30 Mar 2023	Look into England/Wales rural payment schemes as potential target for delivering CELT	MD	Sept 2023
28	30 Mar 2023	Amend organisational outcomes as discussed	CE	April 2023

Nº	From	Action Point	Owner	Status
29	30 Mar 2023	Receive further Trustee comments aimed at refining approach to agreed organisational outcomes and amend prior to finalising	CE	May 2023
30	30 Mar 2023	Submit ideas/suggestions for dashboard presentation of organisation outcomes to Secretariat	JSm	June 2023

a. UPDATE – COMMITTEE OPTIMISATION & BOARD EFFECTIVENESS

The Chair informed the Board that from June 2023, papers for board and committee meetings would be shared via the Board Intelligence online platform, for which training would be provided. She added that provision would continue to be made for those requesting printed versions.

The Board noted that governance consultant Kirsty Fergusson had been contracted to advise on effective use of Committees within the existing structure. It was agreed that a meeting of the Chair’s Working Group would be convened before June 2023 [**ACTION 25**], with others including the Vice Chair, CEO and Helen Mason as Secretariat representative invited to contribute to discussions based around a strawman proposal developed by Kirsty.

In response to a query on the potential for formation of a new Land Management Committee, the Chair responded that consideration would be given to this as part of a longer-term exercise to determine the committee remit and fitness for purpose. This would follow an assessment of the impacts of any changes made to make best use of existing committees.

b. CLARIFICATION – BETWEEN BOARD MEETING DECISIONS

One Trustee requested that a non-compulsory Board meeting be called prior to any decision taken between meetings, to provide Trustees an opportunity for discussion. He highlighted that the current process of voting by email did not adequately allow for views to be expressed and debated. John Finney (Convenor of the Governance Committee) confirmed that the Chair had authority to call a meeting of the Board at any point, and reminded Trustees that a meeting could also be called if three or more Trustees request it.

The Board **noted** the process.

3 DECISIONS TAKEN SINCE THE LAST MEETING

a. ANNUAL REVIEW OF POSITION STATEMENTS (10 FEB EMAIL)

Due to time limitations at the 14 December Board meeting it was agreed that approval of the Trust's annual position statements would be provided via email. The Chair reported that a majority of nine Trustees provided approval for the revised position statements. Where further suggested amendments were raised, Rosie Simpson (Senior Policy Officer) reviewed and incorporated where appropriate. Amended position statements were published on the Trust's website on 8 Feb 2023.

John Finney commented that the process followed had not provided Trustees the opportunity to disagree with changes suggested by others. He suggested that in future a final amended version of a document should be shared to facilitate Board approval.

4 CEO'S REPORT

The Chair introduced the CEO's Report by explaining that its purpose was to combine updates from the Executive across multiple topics and provide Trustees a chance to comment or ask questions as they arose.

David Balharry commented that some areas of work had been omitted for brevity, including an update on management of financial investments and development of the Wild Place Standard. He added that cull figures had risen since the paper was issued and agreed to share final cull figures for both north and central regions with Trustees once the season was closed [**ACTION 26**].

[Post-meeting note: The updated cull figures for north and central regions were 787 and 342 respectively. Trust deer cull figures were published on the Trust's website on 3 April (<https://www.johnmuirtrust.org/resources/420-trust-deer-culls>).]

The Board were invited to raise questions by heading.

Wild Places Register - Trustee requested further detail on the methods of the Wild Places Register survey including distribution methods and quality of data. Mike Daniels highlighted Executive's response provided to a pre-meeting question which addressed the same topic, and reassured Trustees that the methods used combined a range of social and physical data and had been designed to capture a diverse, representative sample of the UK which would be explained in a 'story map' to be published to Blink soon.

One Trustee sought reassurance that external stakeholders would be satisfied by the objectivity of the exercise, emphasising the importance of engaging

with key external parties early to ensure it was not viewed as solely a John Muir Trust initiative. Mike confirmed that engagement with external partners planned for the early stages of the Wild Land Standards development process including pilots with other landowners.

Carbon emissions land tax (CELT) – One Trustee welcomed the progress reported against the CELT high-level discussion about inclusion within the Scottish Government’s Land Reform Bill and asked if the Trust had considered campaigning to have the initiative included in England and Wales’s rural payment schemes. Mike responded that the Trust was engaging with the forestry grants consultation but had yet to consider the schemes mentioned and confirmed he would look to do so **[ACTION 27]**.

Properties - In response to an enquiry about renewal of the lease at Glenridding, David reported that Richard Leafe (CEO of Lake District National Park) had given a timeline that would enable the Board to decide whether to extend the Trust’s investment by October 2023, with an update to be provided at the June Board. He highlighted that whichever way a decision was made; the Trust would retain a connection to the Lake District through partnership work at Thirlmere. Catherine Evans reported that the water company United Utilities were funding recruitment of an engagement and land management post to carry out nature recovery and advocacy work for the Trust, complementary to activities at Glenridding. Trustees expressed support for this model of partnership with utilities companies and commented that it could provide a springboard to working with other water companies in future.

Audience research and membership – Kevin Lelland reported that the Trust now had a Membership Manager in post who conducted marketing activities linked to the Wild Places Survey that had resulted in positive figures for newsletter sign-up and new members. He reported that a 40th Anniversary membership campaign was underway, with both initiatives providing a vehicle for testing what works and the level of investment required.

Trustees commented that they approved of the format of the CEO’s Report and found it useful.

5 STRATHAIRD

Kevin Lelland introduced a paper brought to the Board from the Skye Working Group that included an update on progress to date and a recommendation to commission four feasibility studies required to progress development of a fully costed programme of works. Funding for the feasibility studies was available within the existing budget allocated to the Skye development project, therefore Trustees were asked to approve the general direction outlined.

Responding to the paper, Trustees gave positive feedback on the work reported so far and commented that the consultants' report was excellent. Trustees were also supportive of the plans for the Trust to facilitate de-crofting land, with David confirming that the land under consideration for de-crofting was less than ten acres in total. One Trustee added that although they were supportive of the plans outlined, the Trust should keep in mind its foremost objectives as a charity for wild places, and other organisations may be better placed to address issues of economic development or social wellbeing.

Another Trustee asked how future engagement with local stakeholders would be conducted. In response, it was signalled that communications would continue to be organised centrally until later in the year, after which the regional team would pick up responsibility for local engagement. Adam Pinder provided further detail on the two funds designated for use on Skye, sharing that the majority of the funds were donated by major donors. A proportion of the funds were designated specifically for woodland work; but other funds were designated with a general remit for Skye projects, giving flexibility.

Hermione Lamond (Co-opted Trustee for the Skye Working Group) said the local community were very engaged with the project and the progress to date was a good starting point. She stated that ten people under the age of 40 had moved away, with rural depopulation a serious issue negatively affecting the community. She expressed the view that local councils were more likely to invest in an area if presented with a project proposal, and the model used for a project such as that at Strathaird could then be followed by other communities looking to address similar issues.

Trustees voted unanimously to **approve** the recommendations proposed.

6 ORGANISATIONAL OUTCOMES (PREVIOUSLY KPIs)

Catherine Evans introduced a presentation on organisation outcomes, brought to the Board for approval via the Risk and Reputation Committee, whom she thanked for their useful insights and feedback. The Board were asked to approve the organisational outcomes for adoption in 2023, and the timeline outlined for further work.

Catherine explained that the switch to an organisational outcomes approach had been made to better demonstrate and measure impacts, since the Trust did not currently have the necessary indices in place for reporting against KPIs. She added that the approach would provide more credibility when working with others in a land management space and when developing partnerships.

The Chair then invited comments from the Board. One Trustee questioned the

thinking behind outcome 3 '*The amount of thriving wild places in the UK in increasing*' being measured on a UK-wide basis, given there would be so many factors the Trust was not in control of, and any changes were likely to be marginal. Catherine acknowledged the point and highlighted that striking a balance between ambition and deliverability had been a key consideration when developing the outcomes, but indirect impacts of the Trust's advocacy work, including those the Wild Places Register and Wild Land Standards were aimed at, were a key element of the strategy and therefore means to measure their impact were required. While direct contribution to some UK-wide outcome may not be possible, it was important to set the direction for staff.

A Trustee recommended changing the wording of outcome 13 '*The Trust's total income exceeds spend (resilient and diverse income streams)*' to reference actuals versus budget as evidence of the Trust achieving its desired impact. Since the Trust, for valid reasons, may budget to be in a deficit for a period of time, income exceeding expenditure would not always be a desired outcome. Catherine agreed to revisit the wording here.

It was highlighted that the word 'advocacy' was not included in any of the high-level outcomes and that outcomes should also mention advocacy on behalf of communities on Trust sites. Catherine agreed to revisit and ensure advocacy work was more adequately captured.

Asked why the 'results chain' approach had arrows pointing from 'outcome' towards 'outcome measure' and 'outputs' and not the reverse direction, which would place more emphasis on what the Trust could control, Catherine replied that it could be viewed both ways. Strategically, it was most relevant to have the direction of arrows show that staff activities were informed by the outcomes the Trust wanted to achieve.

Other comments from Trustees included suggestions to:

- look at giving more prominence to measures of biodiversity within the outcomes
- clarify that the word '*nationwide*' on slide 11 entailed the whole of the UK
- re-consider use of a skiing graphic where this could be considered exclusive
- include staff turnover as a measure of staff satisfaction.

Trustees voted unanimously to **approve** the proposed outcomes, approach, timings and next steps set out, subject to the amendments as discussed **[ACTION 28]**.

It was agreed that Trustees could submit further written comments **[ACTION 29]** for Catherine to take on board.



Jane Smallman suggested that options for dashboards be provided and suggested that Trustees submit thoughts on this via the Secretariat [**ACTION 30**].