

## **MINUTES OF BOARD MEETING**

29 Jun 2023  
RCPE & Webex (online)

### **ATTENDANCE**

	<b>In person</b>	<b>Online</b>
<b>Trustees</b>	Mark Aitken Alan Dobie Richard Eastmond John Finney Steve Green Clare Jefferis Raymond Simpson Jane Smallman – Chair Andrew Whitfield Sheila Wren	Hermione Lamond
<b>Staff</b>	Lisa Branter – Chief Finance Officer Kevin Lelland – Director of Communications Adam Pinder – Director of Income Generation	Mike Daniels – Head of Policy (Item 3.1 only) Annabel Davidson-Knight – Director of Operations Helen Mason – Head of Secretariat Clare Pemberton – Secretariat Administrator (minuting)
<b>Apologies</b>	Jim Gibson (Trustee) Emily Henderson (Trustee)	

## **1 PRELIMINARIES**

### **1.1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTERESTS**

The Chair welcomed Board members, noting apologies from Jim Gibson and Emily Henderson. No conflicts of interests were raised.

The Chair confirmed that, with Jim Sloane recently having resigned as Trustee on medical advice, his vacated roles would be filled as follows:

- a Vice-Chair election would be held during the Wed 5 Jul Board meeting
- Fundraising Committee would agree a substitute Convenor from amongst their membership until an official Fundraising Committee Convenor was appointed in December, in line with other Committee appointments.

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

Trustees approved the draft minute of the 30 March Board meeting, subject to the following amendment:

- Item 2b - replace final sentence with ‘The Board noted the process’.

Raymond Simpson commented that the Executive’s response to questions he and former trustee Mary-Ann Ochota had raised in relation to the staff survey had been discussed at committee level, but had not been discussed at Board level in March, which he believed to be an omission. The Chair noted Raymond’s remarks.

N°	From	Action Point	Owner	Status	Status update - Sep
1	Sep 2019	Continue contact with LDNP on Glenriding Common lease	DB	Tender has been issued. Closing date 31st July. Staff are gathering information. Challenge Group being established to bring recommendations to the Board on our response to the Tender.	Board agreed at their 3 Aug meeting not to respond to the tender – Trust management to end in Oct. Action to be discharged in Dec after lease expires and handover is complete.
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.	No change
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	Discharged	N/A - remove
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. Now likely to be 2024.	No change
5	Mar 2021	Annual Review of Investment Policy	LB	Carried forward – now likely to be 2024.	No change
6	Dec 2022	Update Board on plans for 40th anniversary activities, including Denis Mollison book	KL	Discharged	N/A - remove
7	Dec 2022	Present EDI plan incorporating Trustee feedback to HSW & HR Committee	KL	To be rescheduled once Head of People in post.	Discharged

<b>N°</b>	<b>From</b>	<b>Action Point</b>	<b>Owner</b>	<b>Status</b>	<b>Status update - Sep</b>
8	30 Mar 2023	Convene meeting of the Chair's Working Group to discuss effective use of committees	JSm	Discharged	N/A - remove
9	30 Mar 2023	Share final deer cull figures with the Board	DB	Discharged	N/A - remove
10	30 Mar 2023	Look into England/Wales rural payment schemes as potential target for delivering CELT	MD	Discharged	N/A - remove
11	30 Mar 2023	Amend organisational outcomes as discussed	CE	Discharged	N/A - remove
12	30 Mar 2023	Receive further Trustee comments aimed at refining approach to agreed organisational outcomes and amend prior to finalising	CE	Discharged	N/A - remove
13	30 Mar 2023	Submit ideas/suggestions for dashboard presentation of organisation outcomes to Secretariat	JSm	Discharged	N/A - remove
14	Jun 2023	Amend wording of the Carbon-offsetting and renewables position statements according to Trustee comments and have documents reviewed by planning consultant	MD	Sep 2023	Discharged

## **1.3 DECISION TAKEN SINCE THE LAST MEETING**

### **1.3.1 Telecoms mast position statement (04 May 2023)**

In response to a drive from UK and Scottish government to roll out rural connectivity through an expansion of telecom masts into remote rural areas, the Trust worked with Mountaineering Scotland to draft a position statement outlining that while supportive of the aims there are concerns that this roll out is geography based not needs based.

Considering time constraints and by agreement of the Chair and the Risk & Reputation Committee convener, a draft position statement was brought directly to the Board for approval by email, rather than via the Risk & Reputation Committee as per the Scheme of Delegation.

1. On Friday 14 April, Trustees were given 10 days to email comments on the draft position statement.
2. On 24 April, an updated position statement incorporating comments was shared for approval 'as is' or with minor comments.

3. On 30 April, **unanimous approval** was gained; 12 Trustees approved the statement 'as is' and two, Mark Aitken and Clare Jefferis, approved with minor changes.
4. The Board of Mountaineering Scotland subsequently approved the finalised version, enabling joint publication.

## 2 DIRECTORS' REPORT

The Chair thanked Adam Pinder and others in the Leadership Team (LT) for compiling the Director's Report at short notice. Adam explained that the report provided top-line facts and updates on relevant matters, rather than a comprehensive review of all activities.

Adam noted his thanks to the Chair on behalf of LT for support with decision-making in recent weeks. He remarked on the "power of work" achieved in the past quarter despite difficult circumstances, highlighting in particular: progress with the Business Transformation Programme (BTP), delivery of the deer strategy and communications, progress made at Trust properties, recruitment into the Fundraising Team and development of corporate fundraising plans.

**Finance and Governance** – Richard Eastmond asked what the causes were for the 43% budget underspend reported in Q1. Lisa Branter explained the multiple reasons, including staff vacancies and long-term absences that had led to planned activities being delayed, particularly at Glenlude and Schiehallion. Due to the expected phasing of work in fundraising, policy and the BTP, expenditure would be weighted towards the end of the year.

Deputising for Finance Committee Convenor Jim Gibson, Steve Green commented that Finance Committee was focused on maintaining budget oversight, adding that fundraising was not of huge concern at this stage in the year, but would become so if the trend continued.

Responding to a query from Sheila Wren, Lisa confirmed that the HR management system selected via a rigorous tender process was 'Natural HR'. Lisa added that all four core-systems covered by the BTP were best in class and could be integrated with each other for efficiency.

**Staffing** – Sheila Wren raised the departure of all Regional Delivery Managers (RDMs) and several staff in the Central region. She asked LT how the staff vacancies were being handled. Kevin Leland responded that as several vacancies were now filled, the focus had moved from recruitment to induction and onboarding for new staff.

Kevin reported that Peter MacDonald would start as Head of People in early July, the Projects and Relationships Lead to work on John Muir Way and Strathaird projects was due to start 7 August with additional roles to be recruited as

support, the RDM South was due to start in September, and an internal candidate had been recruited to the RDM Central post. The Chair added that the RDM North role was still vacant, with Rich Williams acting up to the role currently.

Sheila proposed that LT could approach the Board to support additional recruitment for relief of short-term capacity issues if required. In reply, Kevin highlighted that Trustees' participation in Working Groups and Challenge Groups was a useful tool to support decision making which may be of use in further areas, and there were departments such as HR where the use of contractors was already planned for limited time to help handle workloads.

**John Muir Way** – Kevin Lelland confirmed he would retain responsibility for this project, due to handover from the Green Action Trust by September. From then on, the Projects and Rural Relationships Lead, supported by a Project Officer role (to be recruited) would develop the future vision, governance model, strategy and funding opportunities to Board in September 2024).

**Glenlude** – Clare Jefferis asked what mitigations were in place to reduce the impact of key members of staff being absent, highlighting the loss of corporate knowledge and reduction in activities. Annabel reported that the acting RDM Central was planning capacity building including recruitment of a Conservation Officer and work with longstanding volunteers who held knowledge on the site.

Trustees **noted** the report and welcomed the updates.

*[Item continued in confidential minute]*

### 3 DECISIONS SOUGHT BY COMMITTEE

#### 3.1 TWO POSITION STATEMENTS: CARBON OFFSETTING & RENEWABLES

The Board was invited to approve two new position statements on carbon offsetting and renewables. Mike Daniels highlighted that the position statements had been requested by Trustees, reviewed by the Risk and Reputation Committee in March, and subsequently shared with Trustees via email for feedback. The Chair noted that Jim Gibson had shared his approval of the statements prior to the meeting.

Renewables – John Finney requested a further wording change to point 30b of the statement, citing concerns that the current wording could result in the Trust aligning itself to a system whereby developers could fast-track modifications to already approved developments which may result in substantial additional impacts on biodiversity. To address this, Mike agreed to update the wording of point 30b to:

Fast tracking the application process for *minor* modifications to already consented development, ***providing the modifications proposed do not significantly change the impact of the development on landscape or biodiversity.***

Carbon Offsetting – Alan Dobie requested point 15 of the statement be amended to emphasise that no commitments had been made to delivering carbon credit schemes on Trust land. Mike agreed to incorporate amends as provided via email by Alan. Alan further suggested that the team have the documents proofed by a senior planning lawyer to reduce the risk of the statements being used against the Trust in future cases. Mike agreed to consult a planning consultant who had previously worked with the Policy team.

Raymond Simpson queried whether members' views should be considered in developing position statements. In response, Mike highlighted that due to the nuanced and divisive nature of the issues, it was better for the Trust to decide and encourage members along to support its stance. Mark Aitken agreed, adding that the Trustees were able to represent members from a position of understanding, and he was satisfied with the statements and treatment of Trustee feedback in this case.

Trustees **agreed** to the statements being recirculated for approval by email once the above review and wording amendments were complete **[ACTION 14]**.

### 3.2 STANDING ORDERS

Lisa Branter introduced the paper, asking the Board to approve the amendments to the Standing Orders (SOs) recommended by the Governance Committee, and thanked Helen Mason and John Finney for their work reviewing the document.

John confirmed most of the SO revisions were the inclusion of stand-alone policies and procedures previously approved by the Board. However, some additional re-wording, repositioning and removal of items had also been included. John added that Adam Pinder had been consulted on the recommendation that SOs relating to 'development boards' be removed as they were no longer required.

Sheila Wren suggested an amendment Appendix 9.1 to include discussion of staff survey findings in September. It was agreed that this would be added to the table, and John highlighted that as the timings were 'suggested', it would be possible to reschedule the discussions if required.

Trustees **approved** the inclusion of the additional text proposed in recommendation A, amending SO 1.5.1 (proposed amends to the draft Board

minutes). They **pre-approved** to the removal of Appendices 2-7 as per recommendation B, to be actioned after the September Board meeting once a new Governance Manual was in operation. Trustees also **approved** the remaining SO text as it currently stood, noting the Governance Committee's comments under recommendation C.

Trustees **noted** that a further, more detailed SO review would accompany the Articles updates scheduled for membership approval at the 2025 AGM.

### 3.3 TRANSFER OF RETURNING OFFICER ROLE

Trustees **noted** that the paper proposing the transfer of the Returning Officer (RO) role to Kevin Leland was no longer being tabled.

The Chair explained that Iona Sutherland (Executive Assistant) currently undertook RO administration duties effectively, and was content to continue. It was noted that a temporary appointment to the position of RO could be made if required (including appointing a Trustee).

The Chair outlined the process that had been agreed by Trustees for electing a new Vice-Chair (VC) to replace Jim Sloane. Trustees **noted** that John Finney had been appointed as temporary RO to oversee the VC election only.

Regarding the 2023 Trustee election, John highlighted that it was the RO's duty to vet nominations and check for conflicts, which he felt should be done by a RO rather than being delegated. It was agreed that, if needed, the Board would appoint another temporary RO once all nominations had been received.

*[Post meeting note: John Finney advised Iona Sutherland during the trustee nomination process, in his capacity as Governance Committee Convenor]*

### 3.4 RESERVES REVIEW

Lisa introduced the paper which asked for Trustee approval of the Finance Committee's recommendation to repurpose historical Strategic Project Designated Funds to fund acquisition of Kylesku and an anticipated operational deficit in the 2023 financial year.

She explained that the proposal had been promised following the Board's approval of the 2023 Budget and agreement that the operational deficit of £2,053k and capital expenditure of £356k in FY23 would be funded from a combination of designated and unrestricted reserves. At the time, detail of which historical designated funds would be used was not proposed. She added that the funds now proposed for repurposing were previously designated for purposes no longer aligned to the Trust's strategy.

Steve Green commented that there was a clear need to repurpose funds, and a clear case for support in terms of the funds chosen for redesignation.

John Finney asked if the Copley Fund would be empty following the proposed repurposing of funds, which Adam confirmed. Adam also confirmed that the £1m designated for a potential land purchase was not being redesignated.

Trustees **unanimously approved** the recommended repurposing of funds.

#### 4 PROGRESS UPDATE: A2A & AWARD REDESIGN IMPLEMENTATION

Annabel Davidson-Knight provided a high-level overview of progress against Awareness to Advocacy (A2A) and John Muir Award redesign stages. She reported that recommendations made at the March 28 Board meeting led to the timeline being adjusted to align with the academic year. Expected benefits of this adjustment were the opportunity for increased stakeholder collaboration, higher partner retention due to increased adjustment time and use of natural breakpoints in the year for transition to a new model.

Annabel shared the Award redesign timeline, indicating a Trustee decision point in September to agree the model or models that would be taken forward for further testing and development, and another in March 2024 to approve the chosen model for launch later in the summer.

Providing an update on A2A work, Annabel recommended the Place Innovation Report to Trustees and mentioned its finding that the Award was the engagement tool with greatest value for achieving the Trust's A2A aims. She then reported on a funding bid in partnership with Natural England at the Expression of Interest stage for Heritage Lottery funding that, if successful, would provide an opportunity to trial new Award models and place-based engagement toolkits at several National Nature Reserves (NNRs) in England.

Alan Dobie and John Finney sought insights into the response from external partners. Annabel reported that the communications had landed well, with numerous offers of interest to get involved in the next stage and, although she did not have exact numbers, she was confident there were enough for the team to work with.

Raymond Simpson supported plans for co-creation of the new model suggesting that it would be instrumental in bringing staff and partners along with the Trust's plans. He also welcomed Place Innovation's conclusions that the Award was an effective engagement tool.

Trustees **noted** the update and welcomed the progress reported.





*[Item continued in confidential minute]*