

MINUTES OF BOARD MEETING

28 Sep 2023
RCPE & Webex (online)

ATTENDANCE

	In person	Online
Trustees	Jane Smallman – Chair Steve Green – Vice Chair Alan Dobie John Finney Clare Jefferis Raymond Simpson Andrew Whitfield	Richard Eastmond
Staff	Lisa Branter – Chief Finance Officer Kevin Lelland – Director of Communications Adam Pinder – Director of Income Generation	Helen Mason – Head of Secretariat Clare Pemberton – Secretariat Administrator (minuting)
Apologies	Mark Aitken (Trustee) Hermione Lamond (Trustee) Annabel Davidson-Knight – Director of Operations	

1 PRELIMINARIES

1.1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTERESTS

The Chair welcomed Board members, noting apologies from Hermione Lamond and Mark Aitken. No conflicts of interests were raised.

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

Trustees approved the draft minute of the 29 June Board meeting, subject to the following amendments:

- Item 2 – ‘Finance and Governance’ subheading, paragraph 2: replace ‘the underspend’ with ‘fundraising’.

- Item 2 – ‘Staffing’ subheading, paragraph 2: remove ‘Rural’ from ‘Projects and Rural Relationships Lead’.
- Item 3.3 – add post-meeting note: ‘John Finney advised Iona Sutherland during the trustee nomination process, in his capacity as Governance Committee Convenor’.

Raymond Simpson raised a concern that the staff survey had not been tabled for discussion at the September Board meeting, as indicated in the third paragraph of item 3.2 regarding the scheduling of Board business. Kevin Lelland commented that a staff survey was due to take place in October and would be reported to the Board in December, including a comparison with the previous survey’s findings. Richard Eastmond (HSW & HR Committee Convenor) reassured Raymond that the HSW & HR Committee had discussed matters relating to the staff survey in depth and were content with the plans in place. Helen Mason highlighted that the schedule of Board business was intended as a guide to the annual scheduling of agenda items, and an agreement had not been made to discuss the staff survey at the current meeting.

N°	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	DB	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	Carried forward – Year-end accounts preparation highlighted a number of areas requiring detailed review. Aim is to complete this significant project for the completion of the accounts for FY2023
3	Mar 2021	Trading Co. Review to ensure it continues to meet the definition of a trading subsidiary of a charity.	LB	Carried forward – Finance project workstream, lower priority. Now likely to be 2024.
4	Mar 2021	Annual Review of Investment Policy	LB	Carried forward – now likely to be 2024.
5	Dec 2022	Present EDI plan incorporating Trustee feedback to HSW & HR Committee	KL	Discharged
6	Jun 2023	Amend wording of the Carbon-offsetting and renewables position statements according to Trustee comments and have documents reviewed by planning consultant	MD	Discharged
7	Sep 2023	Provide update on the impacts of telecoms mast	JS	Dec 2023

N°	From	Action Point	Owner	Status
		position statements since publication		
8	Sep 2023	Consider options for involving a high-profile politician in a presentation to mark 500k John Muir Awards	AK	Dec 2023
9	Sep 2023	Provide definition of 'IUCN MSP' to Trustees for clarification	AP	Dec 2023
10	Sep 2023	Update Trustees on Wild Places Data Officer recruitment once finalised	KL	Oct 2023
11	Sep 2023	Make minor wording amendments to the Wild Places for All (EDI Policy) and seek approval via HSW & HR Committee Convenor	KL	Dec 2023
12	Sep 2023	Make minor wording amendments to the HSW Policy and seek approval via HSW & HR Committee Convenor	KL	Dec 2023
13	Sep 2023	Make minor wording amendments to the Fair Work First Policy and seek approval via HSW & HR Committee Convenor	KL	Dec 2023
14	Sep 2023	Rename 'Governance Manual', ensuring revised title is more reflective of high-level content	LB	Oct 2023
15	Sep 2023	Add 'all papers to committees to be shared with all Trustees' to Appendix B under 'Actions already implemented'	JS	Dec 2023

1.3 DECISION TAKEN SINCE THE LAST MEETING

1.3.1 Two position statements

Following discussion at the 29 June Board meeting, Trustees agreed that approval of the position statements on Renewables and Carbon Offsetting would be sought via email once revised wording from John Finney and Alan Dobie had been incorporated, and the Board's request that the Renewables position statement be reviewed by an independent advisor had been carried out. Planning consultant Ian Kelly undertook the review, and the text was amended as a result. Both amended position statements were re-circulated to the Board for approval on 20 July 2023, with Trustees given

until 31 Jul to respond. Trustees had **unanimously approved** both position statements, published on the Trust's website on 1 August 2023.

Responding to a query from Alan Dobie, the Chair proposed she would follow up with the Board regarding an update on the impact of the publication of the telecoms masts position statement **[ACTION 7]**.

1.3.2 Skills gaps for co-option

Trust Article 8.3 allows for up to three individuals to be co-opted to the Board, 'expressly to fill any perceived skills gaps identified within an annual skills analysis'. On 26 Jul 2023 Trustees were emailed a skills analysis of the AGM 2023 Trustee cohort with the recommendation to:

1. Co-opt up to two posts, one addressing the skill/experience gaps identified in Natural Heritage & Ecology and one in Planning procedures & regulations; note that for Outdoor Education we have the benefit of specialist advisers including Chris Loynes.
2. Leave the third potential co-optee post in reserve for now in lieu of any additional significant skills gaps being identified as urgently needing addressing.

Trustees were invited to approve the recommendation, with responses required by Mon 7 Aug. Trustees **unanimously approved** the recommendation.

The Chair updated the Board that eight applications had been received to date, and the initial application window had been extended. Mark Aitken and Andy Whitfield would support with the interview processes. Clare Jefferis suggested that unsuccessful applicants receive stewardship to maintain their interest in supporting the Trust either as advisors or by seeking nomination for election as a trustee. John Finney was supportive of the proposal, adding that it would be preferable to keep the third co-optee post open rather than fill it at this stage.

2 DIRECTORS' REPORT

The Chair thanked Adam Pinder and others in the Leadership Team (LT) for compiling the Directors' Report. Adam updated trustees on issues that had progressed since the report's publication, including positive developments in the Carbon Emissions Land Tax (CELT) campaign, a Scottish Parliamentary vote in favour of abolishing male deer Close Seasons, and a recent visit to Kylesku to meet with staff and gain a fuller understanding of the site's potential. He also mentioned funding recently secured for woodland scoping work at Strathaird and

an extension of the Blairmore car park at Sandwood, before inviting questions and comments on the Report.

Schiehallion – Adam explained that fencing for the Mountain Woodland project was expected to commence in 2024, following re-submission of an Environmental Impact Assessment for Scottish Forestry.

John Muir Award – John Finney highlighted the milestone of delivering 500,000 Awards, asking if there were plans to engage a high-profile politician to give a presentation, as had been arranged for previous milestones. Adam suggested the opportunity would be considered by the Communications Team [**ACTION 8**]. Steve highlighted a need for clear messaging to providers on the future of the Award ahead of the next academic year.

Policy – John Finney requested clarification of the term ‘IUCN MSP’. Adam Pinder agreed to consult the Policy Team and update the Board after the meeting [**ACTION 9**]. Kevin Lelland responded to John’s question on whether the Policy Team had capacity to deliver the information requested in the Scottish Deputy First Minister’s letter inviting the Trust to work with them on a Carbon Emissions Land Tax (CELT), explaining that next steps would involve discussions with the Government to agree the division of labour as there were areas of work the Trust would push back to the Government to undertake. Kevin added that the Policy Team was currently well resourced, and capacity could be adjusted according to need given the key nature of the work.

Staffing – Adam commented on recent recruitment to a number of key positions including Corporate Partnerships Manager, Project and Relationships Lead, Regional Delivery Managers and land team at Schiehallion. Clare Jefferis enquired about the name of the incoming Wild Places Data Officer postholder, to which Kevin Lelland offered to follow up once the contracting process was completed [**ACTION 10**]. [*Continued in confidential minute*]

Income generation – Raymond remarked on the substantial sum raised from a recent large-scale fundraising event, asking if there was potential to further increase the income stream. In response, Adam said that the event in question had the advantage that it was not held on Trust property, but the Team would seek to be involved in similar events with trusted organisers working to minimise environmental impacts on Trust land.

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

3 DECISIONS SOUGHT BY COMMITTEE

3.1 HSW & HR POLICIES

3.1.1 Wild Places for all (EDI Policy)

Kevin Lelland introduced the policy, explaining that it was recommended to the Board for approval by the HSW & HR Committee, following updates by the HSW Staff Forum and the Committee.

Alan Dobie suggested altering the wording of point 1 on page 3 of document '1. Encouraging everyone to feel like they belong in wild places', to 'Supporting everyone' which more closely reflected his understanding of the Trust's aims. Kevin offered to discuss with Alan outwith the meeting to agree amended wording. The Board **approved** the policy, subject to approval of minor amendments from Alan and John Finney by Richard Eastmond, Convenor of the HSW & HR Committee **[ACTION 11]**.

3.1.2 HSW Policy

Kevin Lelland brought the revised policy to the Board for approval following review by the HSW Staff Forum and recommendation by the HSW & HR Committee. He highlighted that the changes, if approved, would be cross-referenced with the Employee Handbook for consistency.

Alan Dobie commented that the description of CEO responsibilities could be made clearer, and more distinction made between responsibility to deliver and ultimate responsibility. Kevin Lelland agreed to take on suggestions following the meeting.

The Board **approved** the policy, subject to final minor amendments to be approved by Richard Eastmond, Convenor of the HSW & HR Committee **[ACTION 12]**.

3.1.3 Fair Work First Policy

Kevin Lelland explained the requirement for a Fair Work First Policy if the Trust was to be eligible for Scottish Government funding. Previously published as a 'statement', the document was now being recommended to the Board by the HSW & HR Committee for approval as a policy. Kevin added that, subject to approval, the policy would be shared with staff and reviewed annually.

Trustees **approved** the Fair Work First Policy, subject to minor amendments from John Finney, to be approved by Richard Eastmond, Convenor of the HSW & HR Committee **[ACTION 13]**.

3.2 GOVERNANCE MANUAL & BOARD OPERATIONS DOCUMENT

Lisa Branter introduced the paper, recommended to the Board by the Governance Committee. She outlined the two decisions sought: 1. approval

of the draft Governance Manual as a useful tool signposting to key governance materials and 2. approval to retire the Board Operations document following incorporation of its contents within the Governance Manual and newly created trustee induction materials.

John Finney highlighted that by approving the Governance Manual, Trustees would be reversing a decision taken at the June 2023 Board meeting to remove Committee remits from the Standing Orders (SO) once a new Governance Manual was in operation, as it was decided that Committee remits should remain available via SO appendices 2-7 rather than be included in the Governance Manual.

Alan Dobie suggested that the title 'Governance Manual' be reconsidered as its function was not as a manual, but rather a list or repository of resources.

The Board **approved** both actions, on the basis that the title of 'Governance Manual' be reviewed [**ACTION 14**].

4 DISCUSSION SOUGHT BY THE CHAIR

4.1 BOARD EFFECTIVENESS REVIEW

Jane Smallman introduced the paper, noting that she had previously taken an action to seek feedback from the Leadership Team on the July Board Effectiveness Survey and discussion write-up. Questions and comments were invited from the Board.

John Finney commented that it had been agreed that all committee papers be shared with all Trustees, which was now in effect, and therefore should be added to Appendix B under 'Actions already implemented' [**ACTION 15**].

Alan Dobie suggested that there was an ongoing issue of striking a balance between providing too much or too little information to Trustees, commenting that the interface between the Executive and the Board was quite formal and topline. Alan added that Trustees could only perform their role if they were aware of what activity was happening in the Trust.

Alan raised concerns about the rate of progress on action 1 from March 2022 (reporting progress against Key Performance Indicators (KPIs)), noting the first full report was not due until 2025. In response, Steve Green explained that there had been constraints limiting development of KPIs (now named 'Organisational Outcomes') including staffing issues on properties and lack of Geographical Information Systems (GIS) capacity. Steve added that although internal Outcomes were relatively well developed, Outcomes related to the three freedoms required more time. Richard Eastmond suggested that until then, the Executive report against whichever Outcomes

for which data was available. Steve confirmed that this approach was intended.

Raymond Simpson complimented the 'Trustee twinning' idea and suggested that a) returning to having Board meetings nearby Trust properties to meet staff and b) trustees volunteering as members on Trust properties were useful ways to increase connections without taking up excess land team staff resources. Kevin Lelland commented that Leadership Team was aware that trustees volunteered a huge amount of time to the Trust and underlined that there was no attempt to prevent trustees spending time on properties, however, systems and processes were required to provide transparency and consistency regarding how trustees interacted with Trust staff.

Andy Whitfield raised action 10, the suggestion to use the Risk Register to feedback to Charitable Objectives and the Strategic Plan, commenting that it might be difficult to achieve with the Risk Register in its current format. Lisa Branter suggested it could be possible to adapt the current format by developing mitigating actions and recording updates on progress if staff committed to following a new process.

4.2 DRAFT 2024 CALENDAR INCL. MEMBERS' GATHERING

Trustees **approved** the draft 2024 Calendar, including plans to hold an in-person Members' Gathering in May. Kevin Lelland indicated a recommendation would be made to hold the Gathering in Highland Perthshire, to make use of the Pitlochry Wild Space and its proximity to Schiehallion. Discussing the planned in-person Staff Gathering, Kevin signalled that Edinburgh, Glasgow or central belt locations were favoured due to their accessibility and connection to the John Muir Way project.

5 AOCB

The Chair thanked retiring trustees, Andrew Whitfield, Alan Dobie and Raymond Simpson for their contributions. The Board also noted their thanks to Emily Henderson and Sheila Wren, both of whom had stood down as trustees since the previous Board meeting.