

DRAFT MINUTES OF BOARD MEETING

14 Dec 2023
RCPE & Webex (online)

ATTENDANCE

	In person	Online
Trustees	Mark Aitken Richard Eastmond John Finney Jim Gibson Clare Jefferis Jane Smallman (Chair) Steve Green (Vice Chair) Eelco de Jong Hermione Lamond Carol White	Damian Aubrey
Staff	David Balharry – Chief Executive Kevin Lelland – Director of Development & Communications Adam Pinder – Director of Income Generation Louise Page – Interim Chief Financial Officer	Clare Pemberton – Secretariat Administrator (minute taker) Laura Faulder – Secretariat Administrator (observing)
Apologies	Mark Held (Trustee)	

1 PRELIMINARIES

1.1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTERESTS

Jane Smallman welcomed all to the Board meeting, noting apologies from newly appointed Trustee Mark Held. Jane introduced Louise Page, who started in the role of interim Chief Finance Officer four days previously. No conflicts of interest were raised by Trustees.

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

Nº	From	Action Point	Owner	Status
1	Sep 2019	Continue contact with LDNP on Glenridding Common lease	DB	Discharged
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	Sep 2023	Provide update on the impacts of telecoms mast position statements since publication	JS	Discharged
6	Sep 2023	Consider options for involving a high-profile politician in a presentation to mark 500k John Muir Awards	AK	Discharged
7	Sep 2023	Provide definition of 'IUCN MSP' to Trustees for clarification	AP	Discharged
8	Sep 2023	Update Trustees on Wild Places Data Officer recruitment once finalised	KL	Discharged
9	Sep 2023	Make minor wording amendments to the Wild Places for All (EDI Policy) and seek approval via HSW & HR Committee Convenor	KL	Discharged
10	Sep 2023	Make minor wording amendments to the HSW Policy and seek approval via HSW & HR Committee Convenor	KL	Discharged
11	Sep 2023	Make minor wording amendments to the Fair Work First Policy and seek approval via HSW & HR Committee Convenor	KL	Discharged
12	Sep 2023	Rename 'Governance Manual', ensuring revised title is more reflective of high-level content	LB	Discharged
13	Sep 2023	Add 'all papers to committees to be shared with all Trustees' to Appendix B under 'Actions already implemented'	JS	Discharged
14	Dec 2023	Arrange meetings of the Finance Committee and Board in early February to consider approval of the 2024 Budget.	LP	Feb 2024
15	Dec 2023	Follow up with HR team to include Welsh language speaking as a 'desirable' for future recruitment to Wales engagement posts.	KL	Mar 2024

Nº	From	Action Point	Owner	Status
16	Dec 2023	Seek comment from Damian Aubrey on any suggested changes to the Renewables position statement	DB	Mar 2024
17	Dec 2023	Contact John Muir Birthplace Trust to propose second Trust staff member to sit on their Board	KL	Mar 2024
18	Dec 2023	Include update on plans to hold an online AGM followed by a Friday/Saturday Members' Gathering in Sep 2024 in the January Members' News	KL	Jan 2024
19	Dec 2023	Discuss implications of holding AGM in September on audit timings at next Finance Committee	LP	Feb 2024
20	Dec 2023	Discuss recommendations from the Committee Review at the Chairs' Working Group prior to the March Board meeting	JVS	Mar 2024

The Board **approved** the non-confidential minutes of the 28 September Board meeting with minor changes raised by John Finney:

- Action table: insert action regarding options for involving politician in presentation to mark reaching 500k John Muir Awards and renumbered accordingly
- Item 1.3.2, paragraph 4: Delete 'had'
- Item 2, paragraph 3: replace 'could' with 'would'

In response to Action point 7, Adam Pinder clarified that 'IUCN MSPs' referenced in the September Directors' Report should have read 'IUCN and MSPs', adding that acronym IUCN stood for the 'International Union for the Conservation of Nature'.

1.3 DECISION TAKEN SINCE THE LAST MEETING

1.3.1 Co-option

As minuted at the 28 Sep Board meeting (1.3.2), Trustees unanimously agreed to co-opt up to two posts, one addressing the skills/experience gap identified in natural heritage and ecology, and one in planning procedures and regulations.

The posts were advertised for five weeks via the Trust's website, social media pages and publications, as well as via Trustee brokerage services and recruitment websites.

A total of 11 applications were received across the two roles, from which Jane Smallman shortlisted six candidates based on advice from Trustees and Staff and fulfilment of the advertisement criteria. Five of the six shortlisted candidates were interviewed by Jane, Mark Aitken, and outgoing Trustee Andy Whitfield. The remaining candidate was interviewed by Jane Smallman and Andy Whitfield only.

A brief anonymised description of each candidate and their performance against defined interview criteria was emailed to all Trustees on Mon 30 Oct, seeking Board agreement on the recommendation to appoint two preferred candidates. Trustees unanimously approved the recommendation to co-opt existing Trust members Damian Aubrey and Eelco de Jong to the Board, both of whom confirmed acceptance of their appointment on Fri 10 Nov. Eelco will fill the skills gap in natural heritage and ecology and Damian will fill the planning skills gap, although both have skills in each area.

1.4 2024 CALENDAR

Jane Smallman called for an update to the 2024 Calendar agreed at the September Board, proposing the arrangement of a Finance Committee meeting in early February to agree and recommend the budget, followed by a Board meeting to facilitate approval of the budget [**ACTION 14**].

Kevin Lelland added that the 2024 Staff Gathering had been confirmed for 15-17 April and Trustees would be invited to attend in person. Trustees **approved** the updates.

2 DIRECTORS' REPORT

Summarising the main updates in the Report, Adam Pinder noted that both income and expenditure remained significantly lower than budgeted (46% down and 32% respectively), with delays to delivery and expenditure impacting expected income and the scope of applications to funders. However, Adam reported that significant funding bids had recently been made for work at Glenlude and on the Carbon Emissions Land Tax (CELT). Other work highlighted included a well-received Annual General Meeting, the Clear on Deer campaign and ongoing work at properties from path work and deer management to the Junior Rangers scheme, with a forward look to the roll-out of a new customer relationship management (CRM) platform in the new year, progress with the John Muir Way project and a potential Strathaird spring fundraising appeal.

Deer management: Reflecting on recent visits to Knoydart, Skye and Quinag, the CEO expressed concern at ongoing damage and emphasised the need to focus activities on damage prevention especially from over-grazing. He highlighted that while some progress was being made, it was not occurring at the desired rate, citing ongoing issues with livestock grazing especially on Skye and relatively low deer culling

rates across all properties. In response to question about the use of cull targets David highlighted that setting cull targets was of limited benefit for ensuring tree growth, as deer move onto Trust properties from all sides, particularly at Schiehallion and Nevis, where large herds from a hinterland population can cause significant damage overnight. He explained that the key to success is management of deer densities below 2 deer per sq. km.

Responding to a question on monitoring, David explained that widely used habitat impact assessment (HIA) methods measured the state of the existing habitat, be it grassland or heather, which could be assessed as in 'good condition' despite grazing pressure being too high to prevent desired tree regrowth. The preferred approach is to measure tree seedlings and record annual growth at the end of the summer. Spring monitoring can then record the amount of growth retained through the winter period and the percentage of tree seedlings browsed. David indicated that these types of measures would be put in place for performance targets for both staff and contractor targets with the possibility of incentives being set against such measures built into forward job plans to provide a greater focus on reducing damage on properties.

Clear on Deer: Updating Trustees on the Clear on Deer campaign, Kevin Lelland reported that a review and analysis of events was underway and could be shared with Trustees on completion. Kevin added that as well as the 10 scheduled events, there had been requests for two additional events. Public discussions following screenings of the film had highlighted the importance setting the debate within the context of a 'Just Transition', which would be considered when the film is released online in January 2024. Kevin reported that planning for a second film focused on the cultural and historical aspects of deer management was underway, with the aim of recognising the benefits and challenges to rural communities of changing the traditional sporting estate model.

Finance: It was noted that due to staff absences, particularly in finance, the budget for the year to 31 December 2024 had not yet been reviewed by the Finance Committee. Louise Page, recently appointed as Interim CFO, would work with David Balharry and directorates to finalise the 2024 budget for the Finance Committee. The target was for the Finance Committee to review and recommend the approval of the budget to the board in early February. It was noted that this meant the Charity would not have an approved 2024 budget of income and expenditure for the month of January 2024, however, the Board acknowledged that given the resource constraints over the last few months this was unavoidable.

3 DECISIONS SOUGHT BY COMMITTEE

3.1 ANNUAL REVIEW OF TRUST POSITION STATEMENTS

The annual review of Trust position statements was recommended to the Board by the Risk and Reputation Committee on behalf of Mike Daniels (Head of Policy) and the Policy Team. Kevin Lelland explained that the Board reviewed the position

statements annually, although updates could be made dynamically throughout the year. Of the 19 Trust position statements, eight had proposed amendments. Mark Aitken (Interim Convenor of the Risk & Reputation Committee) added that feedback from the Committee had been incorporated into the suggested changes.

John Finney queried whether there should be a stipulation to recruit bilingual candidates to roles in Wales (something the Trust has been a strong proponent of in the past), and if this meant there was inconsistency between the approach to Gaelic and Welsh policies in this regard. Kevin Lelland agreed that Welsh language skills should be added as 'desirable' in future job specifications for engagement roles in Wales, adding that he would follow up with HR **[ACTION 15]**. Adam highlighted that not having a Welsh speaker in the role of Award Manger in Wales would not preclude use of existing Welsh language resources, and Steve Green added that provision for Welsh/Gaelic speakers would also be considered during the planned engagement review.

Clare Jefferis suggested that the Gaelic and Welsh language policies could be made equivalent and asked why this was not the case. In response, David said the differences reflected the more common usage of the Welsh language.

Trustees **approved** each of the Trust position statements. Updated versions would be published on the Trust website in January 2024.

Jane Smallman confirmed that if new Trustees wished to amend or oppose a position statement, they were able to request a discussion and any changes could be agreed by email outwith Board meetings if required. David sought Damian Aubrey's view on the Renewables position statement as a co-opted Trustee with relevant expertise, suggesting any substantive comments be discussed at the March Board meeting **[ACTION 16]**.

Trustees **noted** the update on Telecoms mast advocacy outlining activities from September to November 2023. The Board praised the large volume of work undertaken and noted thanks to all staff involved in the position statement review.

3.2 MANIFESTO – UK GENERAL ELECTIONS

Kevin Lelland introduced the UK Election Manifesto for Wild Places, recommended to the Board by the Risk & Reputation Committee on behalf of Mike Daniels (Head of Policy) and the Policy Team. The manifesto, if approved, was intended to support the Policy Team's work by setting out what the Trust thinks is needed for the protection of wild places, initiating conversations with political party researchers and elected representatives around the UK and providing a foundation for future work. Trustees met to discuss an initial draft of the manifesto on 14 November 2024, providing further feedback by email and during Risk & Reputation Committee discussion, all of which was considered in development of the draft.

Trustees raised the following recommendations:

- On point 1, Eelco de Jong suggested removing the statement that peatlands are 'our most effective' form of carbon sequestration, commenting that peatland sequestration rates were not that high and carbon benefits were mainly associated with storage.
- On point 3, Damian Aubrey advised amending wording to 'transmission and distribution infrastructure' to cover infrastructure with capacity below that of transmission lines, a term specifically used for lines with over 33kWh capacity. John Finney also suggested rewording the final sentence of the second paragraph for clarity.
- On point 4, Mark Aitken supported John's comments provided ahead of the meeting that the UK's rainforests are not only found on the west coast, but also the north coast and inland sites. Consider amending to 'the west of the UK'.

A suggestion was made to increase the prominence of the Trust's strategy throughout the manifesto, referencing the UK Register of Wild Places based on Wild Place Standards to push for their statutory recognition within social and geographical contexts. Kevin clarified the intention to set out the Trust's approach within the manifesto's framing and introduction, noting that the key theme of 'wild places' should be retained as the content is adapted for different purposes.

Trustees **approved** the main points of the manifesto subject to wording changes suggested. They agreed to hand back final approval to Leadership Team following further changes to emphasise wild places and key aspects of the Trust's strategy.

3.3 ETHICAL DONATIONS POLICY

Adam Pinder introduced the updated Ethical Donations Policy, recommended to the Board by the Risk and Reputation Committee following its two-yearly scheduled review. Adam highlighted the usefulness of the policy was in guarding against 'greenwashing', a topic raised by Members at the recent AGM. He noted that updates had been made to the policy's scope, donation acceptance criteria and the threshold for carrying out formal due diligence.

John Finney mentioned discussion at the Fundraising Committee regarding the Code of Fundraising Practice principle that donations may only be refused in exceptional circumstances. He asked for clarity on why a list of exceptions was needed if this was the case. Adam responded that he and Karen Jones (Corporate Partnerships Manager) had discussed and agreed to keep the list of specific exceptions as without one, 'exceptional circumstances' were subjective and left open to argument.

Trustees **approved** the Ethical Donations Policy.

4 DECISIONS SOUGHT BY THE CHAIR

4.1 APPOINTMENT OF AUDITORS

Jim Gibson, Convenor of the Finance Committee, provided a statement regarding the appointment and the Trust's independent financial examiner (Auditors). Following an audit tender process where five out of eight invited firms put forward a tender, Lisa Branter (outgoing Chief Finance Officer) Claire McLaughlin (outgoing Financial Controller) and Fiona Sharkey (Project Finance Contractor) were delegated the task of selection. Wylie & Bisset LLP were chosen, and although Jim expressed preference for another firm, he also rated Wylie & Bisset highly and was content with the selection.

Wylie & Bisset LLP were recommended for appointment as the Trust's new auditors at the Annual General Meeting (AGM) of 4 November 2023; the appointment was approved by Members following a vote.

Trustees **agreed** to appoint Wylie & Bisset LLP as the Trust's auditors.

4.2 SKILLS GAP MATRIX

Jane Smallman introduced the paper inviting Trustees to discuss appointment to Committees informed by an updated skills and experience analysis. Trustees noted that Standing Order 5.2.3 allowed for a minimum of two Trustee members per Committee, rather than the three to five members recommended in the paper.

Trustees agreed to appoint to the vacancies as follows: (C denotes the current appointed Committee or Working Group Convenor):

- Finance Committee – Jim Gibson (C), Steve Green, Jane Smallman, Carol White
- HSW & HR Policy Committee – Richard Eastmond (C), Mark Aitken, Eelco de Jong
- Risk & Reputation Committee – Mark Aitken (C), John Finney, Mark Held
- Fundraising Committee – Clare Jefferis (C), Damian Aubrey, Carol White
- Governance Committee – John Finney (C), Clare Jefferis, Carol White
- JMT Trading Company – Jim Gibson, Jane Smallman (both Directors)
- Des Rubens and Bill Wallace Grant – Mark Aitken, Eelco de Jong (Alternative)
- Property Management Plan (PMP) Working Group: Steve Green (C), Mark Aitken, Eelco de Jong, Damian Aubrey
- Safeguarding representative: Richard Eastmond

In discussion, the Board welcomed the suggestion by David Balharry to appoint a member of staff involved in the Trust's John Muir Way project to the John Muir

Birthplace Trust's Board in lieu of a Trustee and agreed to remove the Birthplace Trust from the list of appointments. Kevin Lelland agreed to follow up with relevant staff members and the Birthplace Trust to arrange the appointment **[ACTION 17]**.

4.3 2024 AGM AND MEMBERS' GATHERING

Kevin Lelland presented a paper outlining costed options for an Annual General Meeting (AGM) and Members' Gathering held in-person, online or a hybrid of the two. The recommendation was to hold an in-person AGM, as although a hybrid meeting offered greater opportunity for participation, it was more costly, limited venue options and presented the greater challenge to staff organising voting logistics.

Mark Aitken and John Finney expressed support for an in-person event in a regional, rural location, emphasising the appeal to Members of local excursions and associated activities organised around the AGM itself, however, others suggested that returning to an in-person only event would reduce accessibility and may not be popular with Members, who had not been surveyed on the matter.

Steve Green and Richard Eastmond supported a hybrid option, particularly if a suitable venue could be found in a regional location; Clare Jefferis suggested trialling hybrid venues during Board meetings. In response to Kevin's comments that the Trust had previous experience of running both online and in-person AGMs but a not hybrid AGMs, for which voting arrangement need to be equivalent for both online and in-person attendees, John raised concern about the additional pressure on staff if choosing the latter. Damian Aubrey commented that if the AGM was held in-person, Members not able or willing to travel might appreciate an alternative online information sharing event.

Jane summarised feedback from Trustees, highlighting that the social aspects of an in-person gathering were valued, as was the inclusivity of an online AGM. Given that a separate Members' Gathering was already planned for May, Jane suggested holding a second in-person gathering over a Friday/Saturday in September following an online AGM (potentially on a weeknight evening), providing Members the option to attend both events.

Trustees **agreed** the new proposal. Kevin agreed to communicate provisional plans in the January Members' News **[ACTION 18]**. Kevin noted that bringing forward the AGM from November to September, would have implications for the timing of audit completion, to be discussed and agreed at the next Finance Committee meeting **[ACTION 19]**.

5 AOCB

5.1 COMMITTEE REVIEW – VERBAL UPDATE

Jane Smallman provided an update on the Committee Review, informing Trustees that Kirsty Fergusson has completed the interviews of Trustees (with the exception of Clare Jefferis) and the Leadership Team. Some key themes have come through, but each interviewee also raised issues that were distinct and separate to those raised by others. The following positive themes came through:

- There was strong praise for the work of the Secretariat and the difference that team made for the work of the committees, the Board and the Leadership Team
- The new Board Intelligence software was also strongly praised as making managing and accessing papers much easier and more effective
- The recently introduced process of short reports to Board from Convenors, on key issues discussed in Committee, was seen as very positive and enabled all Trustees to keep in touch with the work of each Committee
- The reduction in the lead in times for papers to Committees and the Board is also welcomed as providing data that is recent and more relevant.

There were also a number of gaps identified:

- As expected, almost everyone raised concerns that the management, policy and purchase of land were not adequately scrutinised by the Board or Committees. Although some changes have been made recently to address that, land and its conservation are seen as the core of JMT's purpose and there are strong views that it should be more central in the Trustee debates
- Other gaps that were discussed include quality and performance (in its broadest sense), and wider engagement.

Whilst individuals were positive about the committees they sit on, most stated that they felt JMT had too many committees which created a significant burden on both Trustees and the Leadership Team.

Once the interview stage is complete Kirsty will collate the findings and recommendations, research the latest guidance with OSCR and other organisations, and review and make recommendations on a revised committee. She anticipates providing a draft report to the Chair's Working Group in time for them to make recommendations for the March Board meeting [**ACTION 20**].

Trustees **noted** the update.