

24 July 2020
Online

MINUTE OF BOARD MEETING

ATTENDANCE

Trustees

Gair Brisbane (items 1-5)
Alan Dobie
John Finney
Dave Gibson – Chair
Jim Gibson (items 1-6,8)
Emily Henderson
Patricia Jordan (items 1-6,8)
Chris Loynes
Xander McDade (items 1-6,8)
Raymond Simpson
Jane Smallman
Andrew Whitfield

Staff

David Balharry – Chief Executive
Mike Daniels – Policy & Land Management
Kevin Lelland – Development & Comms
Emma Reed – Award & Engagement
Kerry Ross – Finance & Resources
Tom Hayek – England & Wales Development Manager (items 6-7)
Helen Mason – Development Manager Major Donors (items 6-7)
Iona Sutherland – minutes

Apologies

Phil Graves
John Town

Not present

Chris Townsend

1 WELCOME, INTRODUCTIONS, APOLOGIES & CONFLICTS OF INTEREST

Dave Gibson welcomed everyone to the meeting, particularly the new Trustees who were attending their first Board meeting following the 2020 Trustee election, and introductions were made. Dave Gibson thanked Trustees for comments received in advance of the meeting, and the Management Team for its prompt response.

Dave Gibson requested declaration of any conflicts of interest: there were none.

Inclusion in Wild Places Statement

Kevin Lelland reported that following an article published by the Sierra Club and subsequently picked up by the U.S. and U.K. press regarding the racist comments made by John Muir in his early years, the Trust had seen an increase in enquiries, from the press and from partners, on its position on the issue. In discussion, Trustees commented that the Trust need not defend John Muir, but should make clear that it did not endorse any racist views, and that it was working towards greater diversity.

A pro-active statement had been prepared and, subject to minor amendments, Trustees **agreed** that it should be published on the Trust website but not issued as a press release.

2 MINUTES OF LAST MEETING (INCL. OUTSTANDING ACTIONS)

The draft minutes of the meeting of 12 June were approved with an amendment to item 8: Trustees **agreed** that reduced terms would continue to be served, as required to backfill a vacancy, in order to maintain the cycle of replacing one third of the Board annually.

N°	From	Action Point	Owner	Status
1	Mar 2019	The investment parameters to be reviewed annually at the September meeting	Finance Committee	c/f Sep 2020
2	Jun 2019	The proxy voting system to be explained to members when the next AGM papers are issued	MT	c/f 2021
3	Jun 2019	Update deer policy	MD	On Sep 2020 agenda
4	Jun 2020	Sign-off staff handbook	KR	Handbook approved subject to changes discussed at mtg on 3/8/20
5	Sep 2019	Continue contact with LDNP on Glenridding Common lease	MT	Ongoing
6	Jun 2020	Consider Trustee skills matrix	KR	Discharged
7	Jun 2020	Consider Board Development	MT	On Sep 2020 agenda
8	Dec 2019	Circulate upcoming events	KL	On hold
9	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	KR	On Sep 2020 agenda
10	Dec 2019	Investment policy to be shared with Trustees upon completion by GB/KR	GB/KR	Discharged
11	Jun 2020	Governance Review	Governance Committee	Oral update at Sep mtg on consultation with members
12	Jun 2020	A draft of the consultation paper on the proposed governance changes to be discussed at the July meeting	AD	Discharged
13	Jun 2020	Provide: analysis of missing aspects in governance thread; policy v. position statement; annual schedule of review; clarity on roles and responsibilities, linking into scheme of delegation	KR	On Sep 2020 agenda
14	Jun 2020	Amend Article 2.3 to remove ambiguity in respect of Board decision re approval of subscription rates at AGMs	Governance Committee	Discharged
15	Jun 2020	Amend Standing Orders in respect of appointment of Interim Chief Executive	KR	Discharged
16	Jun 2020	Review Corporate Strategy & financial position	MT	On Sep 2020 agenda
17	Jun 2020	Safeguarding Guidance document to go to HR Policy Committee for approval	ER	HR Policy Committee to approve final draft
18	Jun 2020	Organise virtual drinks party for retiring Trustees	DG	Discussion ongoing with view to making arrangements around the Sep Board meeting.
19	Jun 2020	Liaise with Trustees to ascertain requirements around issuing of papers	DB	2 Trustees have requested hard copies of Board papers
20	July 2020	Review wording for Article 8.2.7 re Returning Officer responsibilities	Governance Committee	Sep 2020
21	July 2020	Seek John Town's views on joining the Governance and HR Policy Committees	DG	Discharged
22	July 2020	Share redrafted HSW Policy with HSW Committee then to Sept Board for approval	DB	On Sep 2020 agenda
23	July 2020	Investigate alternative technology for hosting online 2021 AGM	KL	c/f Dec 2020 Owner moved to ER
24	July 2020	Identify new date for Topical Forum	DB	Date confirmed – 15 Oct, 7-9 pm

3 MATTERS ARISING

Safeguarding Policy

Trustees **approved** the Safeguarding Policy which had been discussed though not formally approved at the Board meeting on 12 June.

Staff Handbook

Patricia Jordan advised that the HR Policy Committee had provided comment on the latest draft of the Staff Handbook and was awaiting feedback from the HR Consultant. It was anticipated that the document would soon be ready for approval. Trustees **confirmed** that final approval of the Handbook would be remitted to the HR Policy Committee, as previously agreed.

4 APPROVAL OF DRAFT ARTICLES & MEMBERS' CONSULTATION

Dave Gibson acknowledged the time and effort given by Alan Dobie and other Trustees thus far in the process.

Alan Dobie outlined the amendments to the draft Articles which had been agreed at the June Board meeting, before moving on to items which required approval as follows:

- **Members' rights (Article 6.7.5)**

With regard to the proposed changes put forward at the June Board meeting to the four principal members' rights - notably voting at General Meetings, voting in Trustee elections, nominating someone to stand as a Trustee, and standing as a Trustee - the Governance Committee recommended that new members should not assume these rights for the first 6 months of membership, on the basis it would not be logical to restrict voting rights whilst being able to nominate a candidate or stand to be a trustee. Trustees **agreed**.

- **Membership subscriptions on AGM agenda (Article 6.2.3)**

Trustees **confirmed** that membership subscriptions would only be included as an AGM agenda item if a change was being proposed, as previously agreed at the June Board meeting, and Article 6.2.3 would be removed to reflect this decision.

- **Chair's tenure (Article 9.1)**

Trustees **approved** the rewording of Article 9.1 which had been adjusted in line with the existing position with regard to the number of terms a Chair may serve.

In response to a question on Article 8.2.7 concerning the Returning Officer's discretion around publishing a candidate's Personal Statement, Alan Dobie said that he would revisit this wording with Colin Liddell to ensure it was accurate and robust [**Action Point 20**]. David Balharry indicated that, as Returning Officer, he would welcome clarity on his responsibilities with regard to confirming the veracity of a candidate's declaration of fitness to stand.

Trustees **approved** the latest version of the Articles and consultation document; and **agreed** that the final drafting and approval of the consultation letter would be remitted to the Chair, Alan Dobie and the Governance Committee, and David Balharry.

In discussion, Trustees noted that:

- in terms of the anticipated response to the consultation, past surveys had seen, approximately, an 8 - 10% response rate from members, which would represent a larger proportion than that required for it to be statistically robust;
- the timeframe had fallen slightly behind owing to Covid-19 but that the consultation would be issued in September with the consultation period running until November. A summary of results would be shared with members in January, and the final draft of the Articles would be issued in April prior to being presented at the 2021 AGM;
- it was proposed that workshop consultations with members would be hosted online, owing to Covid-19.

5 INVESTMENT POLICY

Kerry Ross introduced the Investment Policy paper and advised that, having since consulted further with the Trust's investment managers and the Management Team, the restriction regarding investment in utilities should remain in place and the proposal to allow investment in water companies should not be included. To provide context to the policy, Gair Brisbane advised that although OSCR did not specifically require charities to have an investment policy, it now recommended it as good practice. The Trust's intention was to create a document to demonstrate its: attitude to risk; long-term investment objectives; and, through the ethical restrictions, align the investment of its long-term reserves with its aims and objectives.

In discussion, Trustees:

- suggested that the purpose of the policy should be stated more directly i.e. that it was to inform and drive investments;
- agreed that the restricted list should include utility companies;
- suggested that the policy should be more specific in its requirements of companies' performance in relation to environmental, social and governance (ESG) issues. Furthermore, Trustees noted that the use of certain ESG ethical screening measures could also act as a quality filter, resulting in the investment in companies which were more likely to perform well in the long run;
- noted that having an investment policy in the public domain had the potential to serve as a role model for individuals with regard to personal investment choices.

Trustees **approved** the Investment Policy and noted that an opportunity to engage with Brown Shipley had been scheduled for later in the year.

6 AWARD REVIEW

To set in context the purpose of items 6 and 7, David Balharry highlighted that the Trust had recently exceeded its legacy target for the year by some margin, and that the actions taken by the Trust today could impact on legacies it might expect in the future. David Balharry also emphasised the value of Topical Forums as an opportunity for the Board to engage in 'thought leadership', requesting that time was made for this separately to the September Board meeting. He commented that the forums were particularly important given the societal change taking place including the impacts of Brexit, the Covid-related recession, the climate emergency, the ageing demography of the farming community, an increase in community buy-outs, and changes in wild camping habits. These factors created an interesting dynamic for the Trust in terms of how it, as a community of interest, interrelated with geographical communities in a way that was fair to both parties.

David Balharry outlined how the Award Review and the England & Wales Development Plan were linked to the need for a review of wider Trust engagement and a UK-wide development strategy; Kevin Lelland would bring all those strands together in a paper at the December Board meeting. Kevin Lelland pointed out that there was a need to develop consistency in how the Trust measured, managed and communicated the various aspects of its engagement work, which would in turn enable the Trust to fundraise more effectively.

Speaking to the paper, Emma Reed highlighted some of the aspects involved in the Award Review and reported that, owing to Covid-related changes in the operating environment, a number of partners and stakeholders were undertaking a similar exercise, making it crucial for the Trust to be able to manage its data well and approach funders in a more targeted way.

In discussion, Trustees:

- welcomed the development of a Trust-wide engagement strategy, of which the Award would be an essential part;
- suggested that consideration should be given to how the Trust moved forward with the Award, within a framework of affordability and sustainability;
- highlighted the recognition the Trust had received for the Award to date;
- pointed out that, in the process of integrating the Award, it would be vital to retain the elements which had been most successful in engaging people;
- identified that there were difficulties inherent in assessing impact so, while it was important to undertake this exercise, consideration should be given to limiting the amount of time spent on it;
- suggested that some areas to explore could include: engagement with young people proximal to Trust properties; introducing young people from urban settings to Trust properties; and engaging young people in carrying out ecological surveys on Trust properties.

Emma Reed advised that one of the next steps would be to establish an Engagement Review Group and that she would look for some Trustees to join the group, along with members of staff.

Trustees **supported** proposals for the strategic plan on Engagement and the next steps identified by the Award Review.

7 ENGLAND & WALES DEVELOPMENT PLAN

Supplementing the paper, Tom Hayek gave a presentation outlining the possible operational roll-out if the strategy was approved. He recognised that while the approach was ambitious for the protection and promotion of wild places, it also maintained a cautious operational mindset and was subject to future clarification on resources.

A 3-step area prioritisation process was proposed to define and prioritise which landscapes the Trust should have an ambition to work in, based on the subjective results of a wild land mapping exercise combined with the opinions received from a public conversation. There would also be regular review of the wild place-defined landscapes being targeted, in order to assess the resource required. It was highlighted that this process allowed for a regional approach and while England and Wales would initially be treated as one region, clusters of priority landscapes may develop their own team, and these need not be constrained by national boundaries.

Once this stage had been completed, the focus would move to prioritising activities using a 3-channel prioritisation system. This would differentiate between a proactive approach (in priority landscapes), a reactive approach (in secondary landscapes), and a third channel for broader aspects of work which would sit outwith the defined landscapes. This model could be adapted for use in Scotland.

The partners which the Trust would anticipate working with in the England and Wales context included National Parks (with whom there were existing relationships), significant landowners, other eNGOs including the National Trust and RSPB, local communities and community groups. The Trust had already joined England Environment LINK and Wales Environment LINK and Tom Hayek was liaising with the policy team to ascertain where the Trust could have most impact as part of that.

Trustees suggested that a sectoral analysis should be carried out to better understand the policy and legislation framework in England and Wales and avoid stepping into perceived gaps which did not necessarily serve the Trust's purposes.

In discussion, Trustees emphasised the importance of ensuring the affordability and sustainability of the plan and commented that new funds would need to be raised. David Balharry advised that the figure proposed for the plan had been based on capital purchase, rather than an expansion of the staff resource. It was not yet clear if staffing would need to increase as there were existing staff in England and Wales, but further consideration would need to be given to how the integrated model would look. He commented that the strategy had been built on the premise that the best way to protect some of the most vulnerable areas in England and Wales was through purchase or joint agreements with communities.

Trustees explored how the Award, which often took place in urban settings, would be incorporated in a plan which appeared to focus on areas of wild land. Tom Hayek commented that the although the wildest land would be the focus for some of the

prioritised activity, the Trust would consider its impact on areas beyond this e.g. urban settings where the Award takes place, hotspots of member activity etc. Furthermore, wild *places* as mentioned in the Trust's Articles were about social and geographical relevance rather than the objective, metric analysis which defined wild *land* - and this development plan spoke primarily to wild *places*. It would be important to undertake perception studies with local people to ascertain the wild places of local, cultural value and how these related to an objective analysis of wild land. It was also proposed that members' views and aspirations would be taken into account via the members' research panel.

Trustees noted that working in new communities with different perspectives, would require a different narrative.

Trustees **agreed** the next steps as outlined in the paper.

8 APPOINTMENT TO COMMITTEES

Dave Gibson reported that that he would step down from the Governance and Finance Committees with immediate effect, as he believed the Chair need not be involved when committees were being well run by convenors. Alan Dobie did not wish to re-stand for the HR Policy Committee.

Trustees **agreed** the following appointments to Committees:

- Finance Committee: Jim Gibson would continue as convenor with Gair Brisbane, Phil Graves and Jane Smallman as members;
- Health, Safety & Wellbeing Committee: David Balharry would continue as convenor with Andrew Whitfield, Chris Loynes and Raymond Simpson as members;
- Fundraising Committee: Patricia Jordan, John Finney, Emily Henderson and Chris Loynes would serve as members. It was agreed that a convenor could be appointed at the September Board meeting;
- Governance Committee: Alan Dobie would continue as convenor, with John Finney and Xander McDade as members;
- HR Policy Committee: Patricia Jordan would continue as convenor, with Andrew Whitfield as a member. Jim Gibson and John Finney would continue temporarily until the Staff Handbook was approved;
- Alan Dobie would assume membership of the Des Wallace/Bill Rubens Grant Committee, and Raymond Simpson would stand in as an alternative if required;
- Emily Henderson would serve as Trust representative on the John Muir Birthplace Trust;
- Jim Gibson and Jane Smallman would serve as directors of the JMT Trading Company;
- Kerry Ross would continue as Company Secretary of both Trust and Trading Company;
- David Balharry would act as Returning Officer for Trustee elections.
- Jim Gibson would act as a Trustee signatory on legal documents, as required.

Trustees **agreed** that Dave Gibson would seek John Town's views on joining the Governance and HR Policy Committees as he had previously indicated expertise in these areas [**Action Point 21**].

John Finney, Andrew Whitfield and Chris Loynes indicated an interest in joining the Engagement Review Group which would be convened at the next meeting.

9 HEALTH, SAFETY & WELLBEING

David Balharry reported that as a result of Covid, Sarah McNeill and Graham Watson had been redeployed to help progress actions arising from recent Health, Safety & Wellbeing Committee meetings. Key actions to report on were as follows:

Health, Safety & Wellbeing Policy

The redrafted HS&W Policy had been reviewed by an external adviser. In the absence of a scheme of delegation the updated policy would go to the HS&W Committee and then to the Board for approval in September [**Action Point 22**].

HR toolkit

A new HR toolkit was about to be introduced which would allow a more database-led way of engaging with staff. The toolkit contained a HS&W module and it was proposed that the existing HS&W systems and processes be transferred to the new facility.

HS&W audit process

The HS&W audit was in progress and was being driven by the updates to the HS&W policy. It was hoped that progress would be made by the end of July.

Roles and responsibilities

The updated policy document clearly outlined the roles and responsibilities of each staff member and line managers. Once the policy was approved, clarity around roles and responsibilities would be rolled out among staff, and this would form part of the paper going to the next HS&W Committee meeting.

10 EMPLOYMENT ISSUES

Job retention scheme

Kerry Ross provided an update on the position with regard to the government job retention scheme advising that of the Trust's 54 staff, 38 were employed in their normal roles, 7 were on flexible furlough, 1 remained fully furloughed, 6 had been redeployed, and 2 were on maternity leave.

The Trust had reclaimed £60,000 under the first job retention scheme which closed on 30 June. Payments for March, April and May had already been received and it was anticipated that the June payment would arrive imminently. A paper to be brought to the September Board meeting would outline how that cost saving related to the Trust's ability to deliver on its objectives.

Job vacancies

Kerry Ross updated Trustees on the number of applications received to date for each of the currently advertised vacancies - Land Operations Manager (South), Fundraiser, and Marketing & Communications Manager.

Staff Handbook

Kerry Ross advised that feedback on the latest amendments to the Staff Handbook had been received from Gillian Reilly and would be circulated among the HR Policy Committee within the next fortnight [**Action Point 4**].

Referring to an earlier discussion on the Staff Handbook at the June Board meeting, Alan Dobie commented that matters should be brought to the Board not only in the event of there being issues of reputational, financial or governance concern, but that the Board had an important role to play in 'directional' matters also. David Balharry agreed, commenting that his request to hold a Topical Forum was partly to address that point.

11 SAFEGUARDING

Emma Reed advised that the draft Safeguarding Guidance document was ready to go to the HR Policy Committee for approval [**Action Point 17**]. It had identified a need for two further members of staff to be appointed in addition to the designated Safeguarding Officer. Once the guidance document had been approved, the intention was to begin rolling out the training package across staff teams in the autumn. Trustees **noted** the position.

12 FINANCE UPDATE

KR advised that, having received considerable legacy payments, the Trust was in a strong financial position and was presented with the challenge of how to best utilise those funds. Trustees **noted** the report.

13 GLENRIDDING UPDATE

For the benefit of new Trustees, Mike Daniels advised that the Trust was approaching the end of its 3-year lease of Glenridding Common and that a public consultation was underway as part of the Lake District National Park Authority's (LDNPA) consideration of the next steps. The proposal in the consultation was to extend the Trust's lease with the inclusion of a clause giving an option to purchase.

Subsequently, at a meeting of the Glenridding Parish Council the local community had indicated an interest in purchasing and leasing back to the Trust. Mike Daniels pointed out that community ownership was an integral part of the Trust's origins, having been involved in early community buy-outs in Scotland, so this could follow naturally in terms of the Trust's positioning in England. He advised that while being open to exploring options, the Trust would need to await LDNPA's response to the community's proposal, and to other responses it received during the consultation process.

Broadening the discussion, David Balharry reported that the Langholm Initiative still had a £5 million shortfall in funding. Consequently, in conjunction with the Langholm Initiative lead, Mike Daniels was exploring opportunities around major investors and the governance structure which would be required to support that type of partnership.

However, the Langholm Initiative had declared from the outset that its primary interest was in ecological restoration whereas the Glenridding community had not yet clarified its ownership priorities. Therefore, David Balharry recommended that Trust's position in relation to a community buy-out at Glenridding should be to explore governance models which aligned with the Trust's long-term objectives and charity requirements. Trustees were supportive of this approach.

Trustees recognised the positive work carried out on the ground by Glenridding staff.

14 NORTH WEST HIGHLANDS VISION UPDATE

To provide context, David Balharry remarked that some key Wild Land Areas were located in the North West of Scotland, an area in which polarised views of the Trust had developed. The Scottish Government's response to the removal of the Common Agricultural Policy (CAP) from the UK, a major societal change, was the proposed development of Rural Land Use Partnerships which would be connected into the local communities and brought online in 2024. The Trust was part of the North West Highland community by virtue of several factors including the fact that staff lived there, it owned property there, and also because the Trust was part of a 'community of interest' in the area.

However, there was a need for a collective voice to express its desire for what that local vision should look like. To that end, the Trust was working with key stakeholders in the private, public, community and third sectors to establish a short-term working group. The purpose of the group was to put in place the process, and associated funding, for all interested parties to contribute to the creation of a collective vision, representing community interests, landowning interests, statutory interests and wider public benefits. This initiative would seek to break down traditional barriers and address the challenges faced by the area, including the removal of the CAP support, the effects of COVID, the climate emergency and a biodiversity crisis.

The Trust was in the process of writing to key stakeholders in the area, many of which it had already met with, and proposed making an ask of a £47,500 to fund the project. A number of indications of input had been received and it was anticipated that the funds would be raised by September. The aim was to bring the first version of the collective vision into the public domain by June 2021 to coincide with the Scottish elections, ready for the new parliament to take forward and with a view to informing the development of the Rural Land Use Partnerships.

In discussion, Trustees sought clarification on:

- where the Highland Council, as planning authority, stood on this. David Balharry reported that he was in touch with key officials within Highland Council, and that the steering group would include HC and Highlands &

Islands Enterprise, and that all interested parties were welcome to become involved;

- the connection with the Coigach Assynt Living Landscape (CALL) project. Trustees noted that the NW Highland Vision was fully integrated with a number of strategic initiatives in the area including the CALL project, North West Highland Geopark and the Wester Ross Biosphere;
- the geographical reach of this initiative. It was confirmed that it stretched from Ullapool in the south to Bettyhill in the north, although the line connecting the two was indicative rather than specifically defined at this stage;
- the response from local communities to date. David Balharry advised that a consultant had been employed and had engaged with community development companies, community councils etc. It was apparent that there was a desire to move beyond consultation (of which there had been many in the past) and employ a project officer to begin the process of developing the vision;
- the potential for polarisation among the parties involved in trying to achieve the shared vision. It was acknowledged that divergent views were often present in rural communities and that the aspiration was to find a process which would allow a collective vision to emerge from polarised positions.

15 AGM FEEDBACK

Kevin Lelland introduced the 2020 AGM feedback paper and sought Trustees' views with regard to the hosting of the 2021 AGM. Options included: an online-only AGM; a physical AGM, with or without Members' Gathering to follow; or a hybrid AGM format incorporating an online element with a physical meeting.

Trustees explored the options, noting that a hybrid model could disadvantage those not physically present in the room, and that the ongoing uncertainty caused by Covid meant that a physical-only AGM could not be planned with any degree of confidence. The 2020 online AGM had seen participation from a higher number of members than in recent years and, in light of the substantive governance item on the 2021 agenda, Trustees noted that the format which would maximise member participation and allow equal opportunity to input would be desirable.

Trustees **agreed** that separating out the AGM and the Members' Gathering would mean the two functions were better fulfilled, although it was also acknowledged that the combined AGM & Members' Gathering was a long-standing Trust model.

Kevin Lelland advised he would investigate an alternative technology better able to facilitate the online voting which would be required at the 2021 AGM; this may in turn inform the final decision **[Action Point 23]**. This technology could be utilised at other times in the year to host a series of online events, stimulating debate on a variety of issues with key people within and outwith the Trust.

Trustees **noted** the report and thanked Kevin Lelland, Ross Brannigan and the other staff involved for their efforts in making the 2020 AGM a success.

16 AOCB

Topical Forum

As neither of the planned 2020 Topical Forums had gone ahead, David Balharry requested that a new date be identified before the end of October, separate from the September Board meeting, to provide an opportunity to discuss in a more informal arena, the key societal changes taking place and how they related to Trust strategy. Trustees **agreed [Action Point 24]**.

Work & training opportunities

In absentia, Phil Graves had asked: 'Post-Covid, we're faced with rising youth unemployment and government attempts to provide training and apprenticeships to school leavers. How can the Trust become more involved in providing work and training opportunities?'

In response, Kevin Lelland pointed out that through the ALA Green programme, the Trust had made significant strides forward in this area in recent years although there was scope to do more. Through Scottish Environment LINK, the Trust had recently contributed to discussions on how the Scottish Government might approach green recovery in the future, and conversations regarding a support scheme for young people to be delivered through eNGOs were also taking place.

An ever-increasing level of Trust resources was being diverted into picking up litter following changes in wild camping habits. Mike Daniels was exploring opportunities to influence change in behaviour and raise awareness of the issues, with the possibility of linking this with addressing youth unemployment in these areas.

Iona Sutherland – 5 August 2020
Approved by Trustees – 19 September 2020