

MINUTES OF BOARD MEETING

21 March 2024
RCPE & Webex (online)

ATTENDANCE

	In person	Online
Trustees	John Finney Jim Gibson Jane Smallman (Chair) Eelco de Jong Hermione Lamond Carol White	
Staff	David Balharry – Chief Executive Adam Pinder – Director of Income Generation Louise Page – Interim Chief Financial Officer	Laura Faulder – Secretariat Administrator (minute taker) Rhiannon Chance – Projects and Relationships Lead (item 3.3 only)
Apologies	Clare Jefferis – Trustee Damian Aubrey - Trustee	

1 PRELIMINARIES

1.1 WELCOME, INTRODUCTIONS, APOLOGIES & REGISTER OF INTERESTS

The Chair welcomed all to the Board meeting, noting apologies from Clare Jefferis and Damian Aubrey.

Four Trustee resignations had been received by the Chair since the last Board Meeting: Mark Aitken, Mark Held, Richard Eastmond and Steve Green. The Chair thanked all four Trustees on behalf of the Trust for their contributions to the Trust during their time as Trustees.

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	Dec 2019	Abridged fund review spreadsheet to be made available to Trustees	LP	Carried forward – as discussed at additional

Nº	From	Action Point	Owner	Status
				15 Feb and 7 March Board meetings
2	Mar 2021	Trading Co. Review to ensure it continues to meet the definition of a trading subsidiary of a charity.	LP	Carried forward
3	Mar 2021	Annual Review of Investment Policy	LP	Carried forward
4	Dec 2023	Arrange meetings of the Finance Committee and Board in early February to consider approval of the 2024 Budget.	LP	Discharged
5	Dec 2023	Follow up with HR team to include Welsh language speaking as a 'desirable' for future recruitment to Wales engagement posts.	DB	Carry forward
6	Dec 2023	Seek comment from Damian Aubrey on any suggested changes to the Renewables position statement	DB	Discharged
7	Dec 2023	Contact John Muir Birthplace Trust to propose second Trust staff member to sit on their Board	DB	Carry forward
8	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	Discharged
9	Dec 2023	Discuss implications of holding AGM in September on audit timings at next Finance Committee	LP	Discharged – on agenda
10	Dec 2023	Discuss recommendations from the Committee Review at the Chairs' Working Group prior to the March Board meeting	JVS	Discharged – on agenda
11	Mar 2024	Provide an update on the Glenridding Common lease, and possible future management role.	DB	Apr 2024
12	Mar 2024	Options for cottages at Strathaird to be brought to the June Board	AP/DB	Jun 2024
13	Mar 2024	Committee Review Report to be forwarded by JVS to LP for review at the June Governance Committee	JVS/LP	Jun 2024
14	Mar 2024	Update the SoD with the interim Committee structure and the overdraft / loan wording agreed at Finance Committee. To go to the June Board	LP	June 2024
15	Mar 2024	Eelco De Jong to complete Safeguarding Officer registration.	EDJ	Jun 2024

Nº	From	Action Point	Owner	Status
16	Mar 2024	Circulate insurance premium quotes, with cover level options for Trustees review and approval between Board Meetings	LP	Apr 2024

It was noted that Alan Dobie, who had demitted office at the November AGM, was not in attendance at the December Board and should be removed from the list of attendees in the minute.

The Board **approved** the non-confidential minutes of the 14 December 2023 Board meeting, subject to minor amendment.

John requested an update on the Glenridding Common lease, and the potential for future management by the Trust. David agreed to follow up. **[ACTION 11]**

1.3 BETWEEN-BOARD DECISIONS TAKEN SINCE THE 14 DECEMBER BOARD MEETING

1.3.1 Banking Mandate update

On 3 January 2024, Trustees were asked to approve Board minutes recording that Interim CFO (Louise Page) would be added to the Trust's Bank Mandate as below. In total, 11 Trustees responded to approve the minutes with no amendments, with the majority threshold of seven Trustees reached on 3 January.

Louise explained the need to formally record the current authorised signatories and representatives of the Trust to enable updates to banking mandates and publicly available information:

- David Balharry (Chief Executive)
- Louise Page (Chief Finance Office)
- Kevin Lelland (Director)
- Adam Pinder (Director)

Trustees **agreed** that the above-named individuals were authorised signatories and representatives of the Trust as per the Scheme of Delegation. Trustees also specifically noted that Jim Gibson (Convenor of Finance Committee), Jane Smallman (Chair of Trustees) Louise Page (Chief Finance Office) and David Balharry (Chief Executive) were authorised signatories for the Trust's Brown Shipley account.

1.3.2 National Parks position statement

At the 13 December Topical Forum, Trustees agreed to take a revised position statement on National Parks to the next Risk & Reputation

Committee meeting. On 17 January 2024, the Policy Team requested a between Board decision to expedite publication of a revised position statement, to ensure the Trust had a statement ahead of the 29 February deadline for submission of bids to the Scottish Government.

Following an email to Trustees on 19 January 2024, 11 Trustees responded all in favour of the Statement either outright or subject to their comments being addressed. Rosie Simpson of the Policy Team provided a log of comments and the final version including those comments. The position statement was uploaded to the website in early February, in good time for the Scottish Government's deadline.

1.3.3 Changes to Committee schedule to April 2024

The Chair emailed Trustees on 19 February 2024 with a request for Trustees to approve proposed amendments the Committee schedule to April 2024. Following discussion between the Chair and the Executive, decisions were taken on 21 and 22 February to amend the Committee schedule due to a lack of capacity at Leadership Team level to support these meetings, see also Agenda Item 2.3.

1.4 CEO Report

The report highlighted that the Director of Engagement and Land post was currently being advertised internally and would be advertised externally if necessary.

The Board discussed the potential sale of the cottages at Strathaird recognising the Trusts financial position, future plans and local housing need. David highlighted that the architect's estimate for the refurbishment of the two cottages was approximately £350k. The contractor quotes had come in at between £550k and £850k. The Trust would consider all options carefully to ensure best use of funds in line with Charitable Objectives. It was **agreed** that options for the cottages at Strathaird would be brought to the June Board for review. **[ACTION 12]**

The CEO provided clarifications in response to questions from Trustees. The Board **noted** the updates within the CEO report.

2 DECISIONS

2.1 AGM 2024

The Chair advised the Board that in the light of the 2024 budget constraints, the decision had been taken to hold the 2024 AGM online in a similar format to the

2023 AGM. She further noted that the planned 2024 members gatherings would be cancelled to reduce costs.

The Board **agreed** that the AGM would be held on the 14 September 2024.

2.2 Trustee Quorum/potential for Co-option

The Chair noted that the minimum Board membership was five Trustees and that the Board was currently operating with eight Trustees. There was one co-option place still available but any co-option would need to follow the skills process and would take at least one month to implement.

Based on an updated skills analysis, the main skills required were EDI, societal change and reputation management. It was noted that an alternative to co-opting for skills, would be to bring in external advisors to Committees. The Board noted that the co-option process could take up valuable time and resource, and that there was only one Board Meeting (June) between this meeting and the AGM.

The Board **agreed** not to proceed with the third co-option at this time and instead fill the five elected Trustee vacancies available via the election process.

The Board highlighted the benefits of starting new co-opted Trustees in time to allow them to participate in the induction processes for the newly elected Trustees.

The Board noted that four Trustees had resigned prior to the meeting (Mark Aitken, Richard Eastmond, Steve Green, and Mark Held) and discussed whether these roles should also be filled. It was noted that resignation posts (referred to as Casual Vacancies) can only be refilled if membership are informed at least 21 days before closure of nominations. The Chair sought views from Trustees, there was no disagreement to the suggestion that 'we leave it at 5 places'.

Post meeting clarification: There are five vacancies for elected Trustees from the 2024 AGM, four vacancies of 3 years, and one vacancy for 1 year. It should be noted that Steve Green's post is one of the 3-year vacancies as he was due to stand down at the 2024 AGM. Hermione Lamond resigned immediately after the Meeting, so this provided potentially four casual vacancies to fill (Hermione plus MA, RE and MH, see above). The filling of casual vacancies is covered by Standing Order 3.1, which says:

"3.1 Under Article 8.4, when a Trustee leaves their position before the end of their term, their position will remain unfilled until the annual election of Trustees at the next AGM. The resulting vacancy **may** then be filled at that AGM for the balance of the term that was remaining for the retiring Trustee who created the vacancy, provided that the vacancy is advised to members at least 21 days before nominations for that annual election close. In that case:

- each such vacant position may be filled by a runner-up in the election, who shall be invited to hold the position for the remainder of the term, and
- the order of filling such vacancies shall be by duration, with the highest runner-up filling the position with the longest term remaining, and so on."

As a consequence of the resignations being made in late March, there was insufficient time (21 days required) to meet the deadline for the election call for additional casual vacancies to go out in the Spring 2024 Journal. Moreover, the word “**may**” in bold means that there is no compulsion to fill casual vacancies. Further there was no dissent from the suggestion that we only fill the five elected vacancies (see above).

2.3 Committee Review and changes to Committees

The Chair expressed disappointment that the Committee Review, carried out by Kirsty Fergusson, had significant shortcomings and was inconclusive in its recommendations. There was however some useful information in the Report and it was **agreed** that it should be tabled at the June Governance Committee for their review and recommendations on the future Committee structure. **[ACTION 13]**

The Board discussed and agreed the following interim changes to the Committee terms of reference to free up capacity within the Leadership Team over the coming months until the Governance Committee had completed the Committee Review:

- Retain the Finance Committee meetings and add insurances within its remit
- Pause the Risk & Reputation Committee meetings. The Risk Register and Complaints are to be added to Board Agenda as a standing item in the interim period.
- Pause the HR & HSW Committee meetings. Staff survey results, Safeguarding, Near misses, and Incidents are to be dealt with at Board meetings as a standing item in the interim period
- Retain Governance Committee meetings.
- Pause the Fundraising Committee with all income generation activity to be dealt with at Board meetings as a standard item in the interim period.
- In the interim, Policies and Procedures will be dealt with at Board without prior referral from the relevant Committee with the exception of the Finance and Governance Committees.

The Board **approved** the interim Committee structure. It was further agreed to that these interim arrangements would stay in place until the September Board Meeting when they would be reviewed following recommendations from the Governance Committee.

The CFO agreed to update the Scheme of Delegation with the interim Committee structure and circulate for approval before the June Board. **[ACTION 14]**

The CEO noted that he was a registered Safeguarding Officer for the Trust, but it would be helpful for a Trustee to also be registered. Eelco **volunteered** to register as a Safeguarding Officer. **[ACTION 15]**

2.4 Insurance renewal

The CFO advised the Board that the Trust currently had five insurance policies in place, 1) combined liability insurance, 2) management liability insurance, 3) cyber security insurance, 4) business insurance and 5) private residence insurance. The current end date for the policies was the 30 April 2024.

The insurance cost for the year to 31 December 2023 had been £50,985. The cost budgeted for the year to 31 December 2024 was £61,200, allowing a 30% year on year increase. She added that she currently had authority to procure but not to renew the insurances.

The CFO agreed to obtain quotes for two levels of cover and circulate premium quotes, with cover-level options for Board approval between meetings and before 30 April 2024. **[ACTION 16]**

3 DISCUSSION

3.1 Review Risk Register

The CFO advised the Board that the Risk Register had been substantially revised to focus on strategic organisational risks and to clarify actions that had been taken or needed to be taken. All eleven risks were red (outwith tolerance) before mitigation. After mitigations six remained red one was amber and four were tolerable. It was also noted that the Register now included a new column that identified actions that needed to be taken to help mitigate risks distinctly separate to existing controls.

The CFO highlighted that the risks were not in isolation of each other and that there were many interdependencies, for example, reputational and financial risk. She had identified the four risks that had the most interdependencies, these were: reputational, financial, people and fraud. She believed that the financial and people risks needed to be prioritised on a strategic level.

The Board **noted** the high level of risk and the list of actions required. John commented that without seeing further detail (as was possible in the earlier format of the Risk Register) it was not possible to comment on either the risk scores or the proposed mitigations and Jim noted that he felt the Governance score was slightly high.

It was noted that the Risk Register would be further updated and reviewed at the June Board Meeting.

3.2 Income Generation presentation

The Director of Income Generation highlighted that income for the period January to February was ahead of budget mainly due to the earlier receipt of some legacies. He then provided status updates on the larger income streams as follows:

Legacies – £1.3m target, £1.5m in pipeline (timing not guaranteed)

Trusts and Grants: £493k remainder to be raised in 2024

Corporates - £158k remainder to be raised in 2024

Individual giving - £734k to be raised in 2024

He noted that the letter to members from the Chair signalling the Trust's current financial situation would include a donation ask and the Spring Journal would contain an appeal for core funds. These asks would be repeated throughout the year to the membership and more widely. He added that Trustees could help by disseminating these appeals amongst their networks and urged the Trustees to contact him directly if they knew of any contacts they thought would be appropriate for the Income Generation Team to follow up.

The Board **noted** the update on Income Generation.

3.3 John Muir Way update presentation

The Board welcomed Rhiannon Chance (Projects and Relationships Lead) to the meeting. She shared a presentation on the interim management of the John Muir Way (JMW).

Rhiannon outlined the four stages of the JMW Minimum Viable Business and noted that there had been a 6-month delay in the handover from GAT which began in August 2023 when Rhiannon started her post and was now complete. She advised that the Partnership Revitalisation stage was well underway with over 85% of partners re-engaged and that there had been social media success with an increase from 0.5% to 6.17% engagement rate since January 2024, with the JMW now reaching over 118,000 people. The fourth stage; futures networking, had identified over 20 leads and network contacts developed.

She went on to note the financial support that was needed to support Access Authorities to purchase waymarking materials that were no longer in stock and advised that this shouldn't represent more than £200 per quarter. The actuals as of 20 March 2024 projected income of £322 outgoing of £5,803, reserves of £5,247.

Rhiannon then summarised the JMW Futures timeline which was now at the final stage of researching benefits and risks in future governance model options. She noted from previous Board papers that the Trust had agreed to take on interim

management of the JMW until 1 September 2024, or at an earlier date to be decided by the Board. The interim management of the JMW would require two full-time posts (Project Lead and Project Support) for an initial period of 18 months. Rhiannon noted that there had previously been a commitment to fund these posts, either fully or with match funded. The expectation was that the Trust would be able to partially fund the roles from new sources, predominantly via Trust and Grant applications. If no funding was secured the additional cost to the Trust's salary budget would be approx. £60k pa. Rhiannon advised that she would speak to Adam about potential funding options.

The Board **noted** the update on the JMW.

4 AOB

None.