

JOHN MUIR TRUST – Standing Orders

September 2024

The following sets out the procedures currently approved by the Board of Trustees, which may only be altered by decision of the Board, subject to Article 12.8 of the Trust's Articles of Association.

The Articles of Association ('the Articles') of the John Muir Trust ('Trust') give the Board wide powers to regulate its proceedings. The purpose of these Standing Orders is to provide more detail for the Board. However, the Articles always take precedence over these Standing Orders.

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1 Proceedings of The Board of Trustees

1.1 Dates, Times & Locations of Board Meetings – Article 12.2

1.1.1 The dates, times, and locations of Board meetings for the following calendar year will be discussed in September and agreed at a meeting no later than the end of December, before being published on the Trust's website thereafter. Any Trustee may subsequently request a change to the agreed dates, but this will require the agreement of the majority of Trustees, and at least 21 days prior notice. A shorter period of notice may be given, but only if no Trustee objects. As set out in Article 12.2.1, an additional Board meeting may be called by the Chair or by any three Trustees. A notice calling for such an additional meeting must be in writing unless otherwise agreed.

1.2 Board Agenda and Papers

1.2.1 The agenda for each Board meeting will be prepared by the Chief Executive in consultation with the Chair. A Trustee wishing to raise a substantive agenda item for a Board meeting should notify the Chair sufficiently in advance to allow the preparation of relevant documents in good time, and the circulation of papers in line with section 1.2.2. Adding the proposed agenda item is at the discretion of the Chair, unless a minimum of three Trustees request the addition. Short items may be raised as AOCB at the discretion of the Chair.

1.2.2 The agenda and papers for each meeting will be issued to Trustees at least 7 clear days before the meeting. If papers are circulated at shorter notice, Trustees must be given sufficient time to read them before they are discussed. Trustees will be offered the chance to raise questions on the papers, and if possible, receive a response from the Executive in advance of the meeting which will be shared with all trustees. These pre-meeting questions and responses will be retained as a matter of record.

1.2.3 Papers will normally be issued in electronic form (and/or printed only when specifically requested, as the Trust strives to minimise its paper use in line with its carbon policy).

1.2.4 Where a paper is to be treated as confidential (at the discretion of the Chair and the Chief Executive), this will be clearly marked on the agenda and each page of the paper. A matter will generally be considered confidential where it:

- relates to discussions with third parties that are themselves confidential,
- deals with confidential staffing matters,

- is commercially sensitive, or
- is generally such that public knowledge of the material or the discussion, either generally or at the particular time, would be likely to harm the aims, interests or standing of the Trust.

1.3 Conduct of Board Meetings – Articles 12.1, 12.3 – 12.5

1.3.1 The conduct of Board meetings is as per Article 12.

1.3.2 If a matter is to be put to a vote in a Board meeting, this may be done either by seeking votes for and against a proposition proposed by a Trustee and seconded by another; or by considering a proposed and seconded motion and one or more proposed and seconded amendments or alternatives to the motion. In the latter case, votes for and against the amendments or alternatives and motion will be taken in sequence.

1.4 Between-Board meeting decisions

1.4.1 Seeking a Board decision outwith scheduled meetings should only be used in exceptional circumstances, such as timings that cannot be altered, urgent opportunities or a risk/reputation impact which needs handled immediately.

1.4.1.1 Where such a matter requires urgent attention and so is to be handled via email, the Chair of the Board will initiate contact with the Board, laying out the matter at hand. The Chair will ask for comments and invite discussion via email, refraining from passing a view as Chair until all Board members have engaged (within reason). This process must adhere to the provisions of Article 12.2.5 and allow 7 days for Trustee responses to be returned.

1.4.1.2 Where the Board appears significantly split, the Chair may decide to call a meeting of the Board to allow for greater discussion and/or additional information to be presented.

1.4.1.3 The Chair may move to a vote using a formal method (yes or no via email, or Doodlepoll), with approval requiring the Articles-specified majority of all Trustees then in office and eligible to vote. The Chair should be the last to vote.

1.4.1.4 Once a decision is made, the Chair will announce by formal email the outcome of the vote, and will present back to the Board and Executive the reasons for the outcome of the vote, and suggested next steps.

1.4.1.5 A standing item is added to each Board meeting agenda titled 'Decisions taken since the last Board meeting', under which each between-Board

meeting decision is supported by the relevant summary email. The item is discussed by Trustees and minuted as part of the meeting.

1.5 Minutes of Board Meetings – Article 12.6

- 1.5.1 The Chief Executive and the Chair will agree the text of the draft minute, and these will be circulated to Trustees within 14 days of the relative Board meeting. At the following Board meeting, the Board will consider the draft minute, and approve them formally, subject to any amendments it may decide on.
 - 1.5.1.1 Should a Trustee require a proposed amendment to be considered earlier than the following Board meeting, the Chair should be advised within 7 days of Trustee receipt of the minute. The meeting recording will be revisited and any minuting inaccuracies updated. Once approved by the Chair, the updated minute will be recirculated to the Board for agreement as per SO 1.4. Should such agreement not be reached, any operational activity resulting from the contested minute shall be paused until discussion at a Board meeting can enable a resolution.
- 1.5.2 In some circumstances, the discussion of items at a Board meeting may be recorded in a separate confidential minute. The decision on what, if anything, should be recorded in a minute in this way is for the Board to make.

2 Chair, Vice-Chair and Chief Executive – Articles 9 and 13

- 2.1 The Chair and the Vice-Chair are elected to serve in accordance with Article 9.**
- 2.2 In accordance with Article 9, the Board shall elect from among its members a person to act as Chair and Vice Chair. Where there is more than one person for each role, the election process will be as follows:**
 - 2.2.1 Each candidate for the position will prepare a written statement and lodge it with the Returning Officer by the date specified by the Board,
 - 2.2.2 The Returning Officer will collate all statements and issue them in advance as part of papers for the appropriate Board meeting,
 - 2.2.3 At the Board meeting, the Chair will invite candidates to present their statements to the Board, with opportunities for questions and answers (each presentation will be limited in time, and will be ordered randomly), and
 - 2.2.4 In the event of a contested election, the Board will then vote to elect a candidate by secret ballot. In the event of an uncontested election, the candidate will be asked to withdraw, and the Board will be asked to confirm or reject the appointment by show of hands or secret ballot, as agreed by the Board at the time.
- 2.3 The Board may appoint a Company Secretary in accordance with Article 13.1.**
- 2.4 The Board shall consider the process of succession of Chair, Vice-Chair and Trustees generally. This process, with respect to the Chair only, will normally commence at least 12 months prior to the date from which the current Chair vacates that position.**
- 2.5 The role of Trustees is set out in Appendix 1.**

3 In the Event of a Casual Vacancy – Article 8.4

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.

4 Co-option of Trustees – Article 8.3

- 4.1 The methodology to facilitate bridging any identified skills gaps by co-opting Trustees is decided by the Board. In selecting potential Trustees, the Guidance of the Charity Commission, OSCR and SCVO is followed, which stress openness and transparency. Depending on the skill or experience being sought, potential Trustees may be identified for example by advertising in appropriate press, using Trustee brokerage services or approaching relevant professional organisations.
- 4.2 Any co-option nominations should be accompanied by a case for support, a fitness to stand declaration, and a completed Code of Conduct declaration.
- 4.2.1 The Returning Officer, supported by relevant Committee and/or the Chair’s Working Group, reviews the nominations.
- 4.2.2 The Charity Commission, OSCR and SCVO all recommend informal chats or interviews prior to making decisions.
- 4.2.3 The Board could either be asked to approve recommendations within a formal meeting (or vote if more than one candidate was deemed suitable by the Returning Officer), or filter/select by email discussion.
- 4.3 It is recognised that the timeline for co-option is tight, since co-optees are only in post until the end of the next AGM as per Article 8.3.2, so the process should begin as soon as the result of the annual election for Trustees is known.

5 Retiral of Trustees (Article 8.5) under Articles 8.5.7 and 8.5.8

- 5.1 **Articles 8.5.7 and 8.5.8 provide for the retiral of a Trustee for either ‘serious and persistent breaches of any of the duties listed in Article 8.6’ or ‘to have brought the Trust into disrepute’. In both cases ‘such Trustee being entitled to be heard prior to the Board taking a decision’.**
- 5.2 **The process for removing a Trustee who has either been in ‘serious and persistent breaches of any of the duties listed in Article 8.6’ or has ‘brought the Trust into disrepute’ is set out below. Depending on the seriousness of the alleged breach, the Trustee may be suspended by the Board for the duration of the process:**
- 5.2.1 **The Chair will select a panel of three Trustees, who are unconflicted, to review the evidence of breaches under Articles 8.5.7 and 8.5.8, and to hear from the Trustee being accused of such breaches. This panel will normally include the Convenor of the Governance Committee and two other Trustees. The Trustee being accused will have a right to be accompanied at this hearing.**
- 5.2.2 **The panel will then make recommendations to the Board on action to be taken, which can include:**
- (a) No further action,**
 - (b) Discussion with the Chair that such behaviours are in breach of Articles 8.5.7 and/or 8.5.8, and a reminder of the duties and responsibilities of Trustees,**
 - (c) Following on from (b) a written warning,**
 - (d) Requesting the Trustee to resign,**
 - (e) Removal as a Trustee under Articles 8.5.7 and 8.5.8,**
- 5.3 **The Board will then make a decision based on this recommendation. In order for a resolution to remove a Trustee to be effective, it must be passed by a simple majority of the Trustees.**
- 5.4 **Anyone who is removed under this process will have a right of appeal within 14 days of being informed of the sanction. An appeal hearing will be heard by a committee established by the Chair. The appeal committee should be made up of members who were not involved in the original decision-making process. The appeal committee may consist of individuals who are not currently connected to the Trust to ensure that the appeal is being dealt with impartially.**
- 5.5 **The outcome of any appeal will be final.**

6 Committees and Working Groups – Article 7.3

6.1 Long-term Committees and Short-Term Working Groups (both referred to here as a “Committee”)

- 6.1.1 Each Committee has a Terms of Reference approved by the Board which includes a remit. The Committees may exercise only the degree of authority delegated to them by the Board as set out in the Scheme of Delegation.
- 6.1.2 A Committee will be governed by the relevant Articles regulating Board meetings and proceedings of the Board, in particular questions arising at a Committee meeting shall be decided by a majority of votes, with the Convener holding a second or casting vote if needed.

6.2 Committee membership and induction

- 6.2.1 All Trustees will receive an annual induction to ensure they are familiar with the Trust’s Scheme of Delegation, decision making processes, governance role, and key Trust issues.
- 6.2.2 After the AGM, the Board will make appointments to its Committees, informed by a skills audit, to complement existing staff skills. The Board will also appoint a Convenor to each Committee.
- 6.2.3 Each Committee will have no fewer than 2 Trustees and generally have 3 to 5 Trustees. The Convenor of the Finance Committee will not be the Chair of the Board.
- 6.2.4 Committee members will receive training and onboarding when they join a Committee to ensure they understand the issues that may be coming for comment/approval.

6.3 Committee agenda and papers

- 6.3.1 The Executive will horizon scan and, where possible, alert the relevant Committee ahead of time to any matters requiring their attention, giving the Committee members as much time as possible to understand the subject matter and ask any clarification questions of the Executive.
- 6.3.2 The Committee Secretary (the Executive representative), will liaise with the Committee Convenor in advance of any scheduled meetings to agree the agenda. The agenda and papers for each Committee meeting will be issued to Trustees at least 5 clear days before the meeting.

- 6.3.3 Where the meeting would involve a decision being taken, the Secretary and the Convenor will discuss the proposal to ascertain how and when to bring the matter to the Committee. This discussion will consider, for example, the complexity of the subject matter, the associated risk/impact on the organisation, timing, and the Scheme of Delegation (to ascertain if the Committee can make the decision outright). Where the decisions involved impact on the Board business cycle, these discussions may include the Chair and the Chief Executive.
- 6.3.4 When a proposal is brought to a Committee, the item should be placed on the agenda (not as an AOB) and time allocated to allow a full discussion. If the Trustees feel they have a knowledge gap they should seek support from the staff team or other Trustees, or where they feel the exposure to the Trust warrants engaging with external advisors, they can do so, subject to appropriate financial authority. Where additional time is required for a meeting, the Committee will discuss and agree a timing revision with the Secretary.
- 6.3.5 Where a decision is required outwith the Committee's scheduled meetings, the Convenor will follow the process noted in section 1.4, replacing "Chair" with "Convenor" and "Board" with "Committee".

6.4 Committee attendance

- 6.4.1 The Chief Executive and the Chief Finance Officer will normally attend Committee meetings, and other staff members, consultants or professional advisers may be invited to attend Committee meetings at the discretion of the meeting Chair. Only Committee members have a vote.
- 6.4.2 Where a Convenor knows they will be unable to attend the next meeting they will give notice of this to the Committee so that a substitute can be identified. Should a Convenor not be able to attend at the last minute, the Trustees present will elect someone from among themselves.
- 6.4.3 A Committee may not exercise any of its powers unless a quorum is present. The greater of 2 Trustees or one half of the current number of Trustees (rounded up as required) on a Committee shall constitute a quorum unless the Trustees on that Committee have unanimously resolved otherwise for any matter.

6.5 Minutes of Committee meetings

- 6.5.1 A record of the discussion and decisions taken at a meeting of a Committee will be made in a confidential minute. A copy of the minute is retained for the Trust's records.

- 6.5.2 Draft minutes are signed off by whoever chaired the meeting (Convenor, or a substitute). At their following meeting, the Committee considers the draft minute, and approves them formally, subject to any amendments the Committee may decide on. A copy of the finalised minute will be circulated to all Trustees. In the interim, a verbal update will be given by the Committee Convenor to the Board, accompanied by a brief Convenor report.

7 Policy and Position Statement Approval and Implementation

- 7.1 The approval and regular review of position statements and Board policies is the responsibility of the Board, with approval for operational policies being delegated to Committees or the Executive. Where relevant, an implementation plan will be appended, which is the responsibility of Trust staff.
- 7.2 All position statements and policies (Board and operational) will note when the document is to be reviewed and by whom.
- 7.3 Decisions on the publication of Board and operational policies will normally be made at the time of policy approval. Position statements are all published on the Trust's website.

8 Other Bodies

8.1 Agreements with Other Bodies

8.1.1 The Trust may from time to time establish working relationships with other bodies. Where appropriate these relationships will be documented to set out mutual commitments and responsibilities but will not normally be established as legal partnerships.

8.1.2 Such agreements will normally include, together with other clauses as appropriate:

- the nature and purpose of the relationship,
- the commitments made by each party including those relating to resources and finance,
- any disclaimers about what is not included or intended in the agreement,
- any representation by the Trust in the other organisation, e.g., as an observer on their board,
- the term of the agreement,
- confidentiality agreements between the parties,
- the nature and timing of reviews of the agreement,
- communications/marketing plan, and
- media and publicity

8.1.3 For each agreement, there will be an annual report back to the Board.

8.2 Appointments to Other Bodies

8.2.1 The Trust is on occasion invited to appoint people to serve on the Boards of other bodies, both related to the Trust and external, including agreements as described above. Where the Trust accepts an invitation to nominate a representative to such a body, the most appropriate person will be appointed by the Board.

8.2.2 Directorial appointments to the Trust's Trading Company will be reviewed at the first Board meeting after the AGM each year.

8.2.3 All Trustees will have the opportunity to volunteer for such positions.

8.2.4 All those who are appointed to positions must consider, observe, disclose, and manage any conflicts of interest which may arise in consequence.

8.2.5

In all cases, the period for which the appointment is made and the frequency of reporting to Trustees (normally annually) shall be specified. A separate record of such bodies and Trust participation will be kept, recording the following information:

- name of body,
- relationship (if any) to the Trust,
- nature of appointment/role (e.g., Trustee, observer, staff member),
- name of appointee, date appointed and period of service (with end date),
- frequency and nature of reporting to the Trust Board.

9 Changes to Standing Orders – Article 12.8

- 9.1 In accordance with Article 12.8, the foregoing Standing Orders or any of them may be changed by the Board, provided that notice of a motion to that effect, with details of what is proposed, has been given in accordance with Standing Order 1.2.2 for the issue of papers for meetings of the Board; and provided that two-thirds of all Trustees so decide.
- 9.2 To suspend any of the Standing Orders, with the exception of Standing Orders 1.1 and 1.4 which cannot be suspended, shall require the consent of not less than two-thirds of the Trustees present and voting.

10 Appendices

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Appendix 1 - Roles of Trustees and Office Bearers

Trustees are responsible, under both the Companies Act 2006 and the Charities and Trustee Investment (Scotland) Act 2005, for the general control and management of the administration of the Trust and for carrying out those responsibilities within the context of the Trust's legal framework.

The Trustees are responsible for the Trust's governance and strategy, and for making sure the Trust is administered effectively and can account for its outcomes to each of the Office of the Scottish Charity Regulator (OSCR), Companies House, the Trust's members, supporters, and the public, as appropriate.

In outline, the responsibilities of a Trustee are:

- That the Trust complies with its Articles of Association, charity law, company law and any other relevant legislation or regulations,
- That the Trust pursues its charitable purposes as defined in its Articles,
- That the Trust applies its resources in pursuance of its purposes,
- To contribute actively to the Board of Trustees' role in giving firm strategic leadership of and direction to the Trust, setting overall policy, defining goals, and setting targets, and evaluating performance against agreed targets,
- To safeguard the good name and values of the Trust
- The effective and efficient administration of the Trust,
- The financial stability of the Trust,
- The effective management of the property of the Trust and to ensure the proper investment of its funds,
- To appoint the Chief Executive and monitor his/her performance,
- To apply a duty of care to paid staff and volunteers,
- To exercise collective responsibility for democratically taken decisions,
- To protect the confidentiality of Board transactions, whether written or oral,
- In addition to the above statutory duties, each Trustee should use any specific skills, knowledge or experience he/she may have to help the Board of Trustees to reach sound decisions. This may involve scrutinising Board papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, or other issues in which the Trustee has specific expertise, and
- Additional duties specific to the Board of Trustees by virtue of the Trust's Scheme of Delegation

Further information is provided by OSCR at <https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/>.

Title: Chair of John Muir Trust

In addition to the general duties of a Trustee, the role of the Chair is inter alia:

- Chair the Board of Trustees and all of its meetings,
- Lead the John Muir Trust,
- Lead a positive culture of health, safety, and wellbeing management,
- Lead development of the corporate strategy,
- Lead creation of a positive culture of risk management,
- Liaise with the Chief Executive on significant matters of judgement to the Risk & Reputation Committee for swift and careful handling,
- Mentor, support and appraise the Chief Executive,
- Lead recruitment of new Chief Executive ,
- Counter-sign appraisals of the Executive team,
- Lead mentoring and supporting trustees,
- Provide leadership for the Board,
- Lead performance reviews, identification of skills gaps, and training needs for the Board & Committee convenors,
- Receive and investigate whistleblowing by any Trustee,
- Plan the annual cycle of the Board,
- Give direction to the Chief Executive,
- Keep an overview of the Trust's affairs,
- Provide support and facilitate change as appropriate, and
- Ensure links between the Trustees and the Executive

Title: Vice-Chair of John Muir Trust

In addition to the general duties of a Trustee:

- In the absence of the Chair, have the same powers and duties as the Chair
- To support the role of the Chair, as required by the Chair

Title: Company Secretary of John Muir Trust

The role of the Company Secretary shall include:

- Filing documentation as required with Companies House and the Office of the Scottish Charity Regulator (OSCR),
- Maintaining statutory registers,
- Ensuring proper notice of meetings and copies of resolutions are sent to Companies House in the correct time frame,
- Notifying Companies House and OSCR of any material changes, and
- Maintain a register of Trustees' interests

Title: Returning Officer for John Muir Trust

In accordance with the relevant Articles and Standing Orders, the Returning Officer shall:

- Ensure that ballots of all members and elections (for Trustees and office-bearers) are organised in the timescales required,
- Ensure that all required items have been submitted by each candidate,

- Ensure that the candidate statements for elections and position statements for ballots of all members are scrutinised to ensure each statement is fair and accurate,
- When deemed necessary, check the veracity of a candidate's declaration of fitness to stand,
- Oversee all arrangements for receipt, verification and counting of votes, and
- Determine the results of the ballot and report them to the Chair of the Board (for Trustee elections, the results of the ballot will be announced at the following Annual General Meeting)

Appendix 2 - Remit of the Finance Committee

- a) Monitor performance against the financial strategy and approve amendments to said strategy
- b) Review current budgets and recommend to the Board for approval
- c) Approve unbudgeted expenditure > £25k < £50k, capped at £250k in one financial year
- d) Review quarterly management accounts to consider the financial stability of the organisation and raise highlights to the Board
- e) Review and approve Financial Procedures at least every two years
- f) Review investment policy annually and recommend to the Board
- g) Review annually and propose changes to Trust's reserve policy to the Board
- h) Review external auditors' report and agree recommendations prior to submission to the Board
- i) Approve investment strategy of significant legacy receipts
- j) Approve changes to banking facilities
- k) Approve Trust's detailed scheme of financial delegation
- l) Approve divestment of fixed assets between £25k and £250k
- m) Recommend annual staff pay award to Board for approval
- n) Work collaboratively with other committees as relevant
- o) Consider and recommend to the Board the annual audited financial statements and prepare an annual financial report for the Annual General Meeting of the Trust
- p) Consider and advise the Board on the financial implications of the strategic plans of the Trust as communicated to them
- q) Obtain in writing reports on the identification, assessment and management of financial risks facing the Trust, consider these and advise the Board on them
- r) Consider the appropriateness of the Trust's internal financial controls and where appropriate, recommend changes to the Board
- s) Recommend reappointment/appointment of auditors to the Board (ahead of AGM where this appointment is ratified).

Appendix 3 - Remit of the HSW and HR Policy Committee

- a) Commend annual pay award for staff for approval by the Board
- b) Recommend recruitment and selection process for new CEO
- c) Review the reward package of the CEO at least every three years and to make recommendations as necessary to the Board
- d) Review the salary structure of the organisation
- e) Approve alterations to employee and volunteer policies and conditions of service (if material)
- f) Approve action on significant staffing issues with discretion over what should be notified to the Board
- g) Engage in Trust grievance/disciplinary matters relating to the CEO or Executive Team with support from HR adviser
- h) Input to and receive with recommendations the annual staff survey report
- i) Review large scale restructuring
- j) Work collaboratively with other committees as relevant
- k) Ensure effective arrangements are in place for the annual performance appraisal of staff
- l) Provide ad hoc advice on staffing issues, including recruitment, where requested by the Director of Finance & Resources or Chief Executive
- m) Recommend Equality, Diversity, and Inclusion report to the Board
- n) Prepare reports as requested by the Board
- o) Review the Health, Safety and Wellbeing Policy annually (including safeguarding)
- p) Review responses to significant H&S incidents/near misses
- q) Review trends in Health, Safety and Wellbeing data and agree any necessary corrective action
- r) Receive an annual report and plan on health, safety, and wellbeing management and controls
- s) Review compliance with HSW laws and regulations
- t) Encourage positive culture of HSW management
- u) Approve HSW Policies and Procedures (unless material changes)
- v) Provide support and advice to the Trust and the Board on HSW matters.

Appendix 4 - Remit of the Governance Committee

- a) Monitor governance function of the Board and identify improvements
- b) Monitor the processes under which the Trust operates and the Trust's compliance with legal requirements and best practice
- c) Keep the Standing Orders, Articles, and Board Committee remits under review and, where required, make recommendations for changes to the Board
- d) Approve recruitment and selection process for Trustees
- e) Approve system for Board, Chair, and Committee Convenor reviews
- f) Approve Governance Policies and Procedures (unless material changes)
- g) Approve changes to solicitors/lawyers
- h) Approve appointments to other bodies
- i) Liaise with senior management and provide advice to the Board on any governance matters that arise
- j) Consider the output of the Board effectiveness feedback and make recommendations to the Board
- k) Work collaboratively with other committees as relevant.

Appendix 5 - Remit of the Fundraising Committee

- a) Contribute to the creation and ongoing review of the Fundraising Strategy and annual income targets
- b) Monitor and ensure compliance with OSCR, best practice, and the Trust's Ethical fundraising policy
- c) Approve Fundraising Policies and Procedures (unless material changes)
- d) Provide support and advice to the Trust and the Board on fundraising matters
- e) Encourage the Board to contribute to the Trust's fundraising work by identifying, recommending, and positively influencing potential supporters and external stakeholders
- f) Consider appropriateness of responses by the Executive to non-routine/significant fundraising complaints and donations
- g) Work collaboratively with other committees as relevant
- h) Quarterly review of effectiveness of fundraising including year to date and forward-looking projections.

Appendix 6 - Remit of the Risk and Reputation Committee

- a) Approve significant operational partnerships (as recommended by the Executive)
- b) Approve the Risk Management Policy annually
- c) Approve all other policies relating to risk management, raising to the Board where required
- d) Monitor significant risks at each meeting and draw those of note to the attention of the Board quarterly
- e) Receive annual report on Business Continuity Plan
- f) Approve Major Incident Plan
- g) Approve the Trust's insurance cover annually
- h) Advise on and make recommendations to the Board on risk and reputation aspects of the Trust's Communications Strategy
- i) Advise on the Trust's response to emerging/sensitive issues in line with Media and Social Media Protocol
- j) Review and commend position statements to the Board for approval
- k) Investigate complaints made directly to the Board on the conduct of the Trust
- l) Work collaboratively with other committees as relevant.

Appendix 7 - Chair's Working Group Terms of Reference

Name of Working Group	Chair's Working Group
Established by Board on	March 2019 (remit updated January 2022)
Chair	Chair of the John Muir Trust
Membership	<p>The group will consist of the Chair of the Trust, or in their absence the Vice Chair of the Trust, the Chief Executive (if appropriate) and the Convenors of the Board Committees (i.e. Finance, HSW and HR Policy, Governance, Risk & Reputation, and Fundraising)</p> <p>In addition, and as required, other staff members, Trustees and advisers may be asked to join the group from time to time.</p>
Remit	<p>The aim of the group is to act as a sounding board for the Chair and, if appropriate the Chief Executive, when key matters require attention and monitoring.</p> <p>This will involve helping to implement decisions taken by the Board; establishing the best way to deal with matters that arise between Board meetings.</p> <p>It has no specific powers delegated from the Board - decisions which require Board approval will be referred to the Board.</p>
Operation	The Group will meet as required and at the request of the Chair or in the absence of the Chair, the Vice Chair. Consultation may also take place by email, video, or audio conference if appropriate.
Outputs	An email of key points discussed will be created by a member of the group after each meeting. This will be circulated to all Trustees.
Board meetings to which a report will be made	An update, which may be written or oral as appropriate, will be provided to the Board the next time they meet following a meeting of the Chair's Working Group.
Date on which Group dissolved	The continued operation of the Group will be reviewed at the June 2022 Board meeting.



Appendix 8 - Working Groups Terms of Reference template

Name of Working Group	
Established by Board on <i>(optionally)</i> Reconfirmed by Board on	<i>Date/minute reference</i>
Chair	
Membership Board Members Staff Members Advisers	
Remit	
Operation	<i>e.g., meetings vs email/conferencing</i>
Outputs	<i>e.g., report with recommendations</i>
Board/Committee meetings to which a report will be made	<i>dates</i>
Date on which Working Group dissolved	

Appendix 9 - Board Calendar

The timings and topics given in this calendar may vary. The current version can be found on the Trust's website at <https://www.johnmuirtrust.org/resources/332-trustees>.

9.1 Board Meetings

Month	Board Business
December	<ul style="list-style-type: none"> ● Approve Budget & annual operational plan ● Review skills gap analysis & agree co-option and training plan ● Approve revisions to Standing Orders and Articles (if required) ● Appoint members and convenors of Committees ● Review Working Groups, agree any continuation and appoint members and convenors as needed ● Confirm meeting dates for following year ● Review position statements annually
March	<ul style="list-style-type: none"> ● Review full risk register annually
June	<ul style="list-style-type: none"> ● Approve any proposed change in annual subscription rates to be tabled at the AGM ● Approve formal notice of AGM ● Approve previous year's accounts and Annual Report ● Discuss Board effectiveness report
September	<ul style="list-style-type: none"> ● Discuss draft meeting dates for following year ● Appoint auditors as instructed by membership at AGM ● Discuss staff survey report

9.2 Other meetings/activities

Month	Meeting
As appropriate	Staff Gathering(s)
As appropriate	Members' Gathering(s)
November	AGM
November	New Trustees' induction / optional refresher for all Trustees (prior to December Board meeting).
Three times a year	Topical Forum meetings
Multiple times a year	CPD sessions
Quarterly	Financial, risk management, and operational plan updates via a Chief Executive's report
Every 2 years	Board effectiveness survey. A 'light touch' approach should be used in the alternate years.



Appendix 10 - Proxy Notices

JOHN MUIR TRUST (the "Trust")

General Meeting Proxy Notice

Before completing this form, please read the explanatory notes.

I,

Name	Address	Membership number

being a member of the Trust appoint *(see note 3)*

--

or

the Chair of the meeting <i>(delete if not appropriate)</i>

as my proxy to attend, speak and vote on my behalf at the Annual General Meeting [and] Extraordinary General Meeting of the Trust to be held on [DATE] and at any adjournment of these meetings. Specifically, I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote (or abstain from voting) at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is to be voted upon at these meetings.

RESOLUTIONS	For	Against	Abstain
Agenda item number and description of resolution to appear here			

Signature	Date

Notes to the Proxy Form

PROXY VOTING

A Member of The John Muir Trust is entitled to appoint another person as his, her or their proxy to exercise all or any of his, her or their rights to attend, speak and vote at the above Annual General Meeting and Extraordinary General Meeting. If a Member wishes to appoint a proxy, he, she or they should complete a Form of Proxy [which accompanies this Notice]. The Form of Proxy, once completed and signed by the member, must be lodged by post to [XXXXXX] or by email to [XXXXXX] not later than 48 hours prior to the start of the Annual General Meeting (i.e. by [TIME] on [DATE]).

1. As a Member of the Trust, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a General Meeting of the Trust. You can only appoint a proxy using the procedures set out in these Notes. If those entitled to vote under Family membership both wish to appoint a proxy, then each must complete and sign a separate form.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person instead of the proxy voting for you. If a proxy is appointed and the Member attends the Annual General Meeting and/or the Extraordinary General meeting (or any adjournment of it) in person, the proxy appointment will automatically be terminated.
3. A proxy must be a Member of the Trust to be able to represent you. To appoint as your proxy a person other than the Chair of the meeting, insert their full name in the box. If you sign and return this Proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions, please ensure that you mark the appropriate box with an "X". If no voting indication is given, your proxy will vote (or abstain from voting) at his or her discretion. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
 - completed and signed
 - sent to [COMPANY AND ADDRESS]

- received by [COMPANY] no later than [TIME] on [DATE]
6. Any Power of Attorney or any other authority under which this proxy form is signed (or a duly certified copy of such Power or authority) must be included with the Proxy form.
 7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
 8. It is helpful if your proxy has a copy of the completed form to take to the meeting.
 9. For details of how to change your proxy instructions or revoke your proxy appointment, please contact the Returning Officer as shown on the notice of the meeting.

Appendix 11 - Trustee Code of Conduct

This Code sets out the standards of behaviour expected of Trustees of John Muir Trust's Board of Trustees. The Code incorporates the Nolan principles of standards in public life¹. It aims to ensure that all Trustees observe the highest standards of propriety and act in the best interests of the John Muir Trust (the Trust) at all times.

Values

Trustees' behaviour and attitudes are consistent with the values of the Trust: bold, positive, honest, collaborative and pragmatic.

Respect

Trustees must treat each other, members of staff and others they come into contact with when working in their role, with respect and courtesy at all times. They must respect the role of staff and let them work unhindered.

Commitment

Trustees must devote sufficient time preparing for and attending meetings to ensure they add value to the Board's work.

No personal benefit

Trustees must not benefit from their position beyond what is allowed by the law and what is in the interests of the Trust. Trust staff time and resources must be used prudently. Trustees should take decisions solely in terms of the Trust's interests. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Conflicts of interest

Trustees should identify and promptly declare any actual, potential, or perceived conflicts affecting them. They must absent themselves from any discussion where there is any such conflict. Potential or perceived conflicts may not always be clearcut and if in doubt a Trustee should err on the side of caution and make a declaration.

Conflicts could arise in a number of ways and the following is a non-exhaustive list of examples:

- Having a business involvement with a potential or actual supplier or contractor of the Trust
- Where a Trustee has a duty of loyalty to a third party that conflicts with their duty to the Trust
- If there is a possibility that the Trustee's personal interest could influence their decision-making, even if the Trustee's decision-making is not in fact adversely affected by the conflict
- Where the Trustee or a person connected to them stands to gain financially from the Trust
- Where a Trustee is involved in an HR matter that involves someone they worked with previously.

¹ Guidance available here: <https://www.gov.uk/government/publications/the-7-principles-of-public-life>
Board approved September 2024



Probity

Trustees must comply with any rules agreed by the Board including those relating to the acceptance of gifts and hospitality and the avoidance of activities which might compromise the Trust’s political neutrality.

Openness and accountability

Trustees must be open, responsive, and accountable to each other, members of staff and other stakeholders about their decisions, actions, and work, including their use of Trust resources. Trustees must disclose anything in their past which could bring the Trust into disrepute e.g., removal from any previous governance role or membership of organisations which may conflict with the aims, principles, and values of Trust.

Confidentiality

Trustees must respect the status of confidential issues they read, discuss and are made aware of through Board activities. There will be issues that they are made aware of in their role as a Trustee which must not be shared with any third parties until such time as it is acceptable to do so. They are bound to maintain the status of this material and any discussions. Trustees should not speak to or brief the press about Trust matters without first having the explicit approval of the Chair and CEO.

Social media

We recognise that Trustees may wish to share social media posts or comment on social media about Trust activities. When posting or commenting on social media Trustees must consider their primary duty, which is to act in the interests of the Trust. Trustees should avoid making any statement that could bring the Trust into disrepute; and avoid defamatory, offensive or derogatory content. The Trust’s logos or trademarks can be used with appropriate approval.

Integrity

Trustees are required to use their knowledge, expertise, and experience to take the best decisions they can in the interests of the Trust. They are equally and collectively responsible for all decisions of the Board. Trustees should also promote and support the principles of good governance by leadership and example and should act in an individual capacity and not as a representative of any group, organisation or individual.

Statement of acceptance

I have read and understood the above Code of Conduct for Trustees. I agree to abide by the standards set in the code.

Signed:



Name: (please print)

Date:

Appendix 12 – Guidance for Trustees

Trustees have an oversight role rather than a day-to-day operational role. Day-to-day operational functions are carried out by staff employed by the Trust, who are under the leadership of the Chief Executive Officer (CEO) and the Leadership Team (LT).

Trustees occupy a fiduciary position that demands high standards of conduct. The Trustees have ultimate responsibility for directing the affairs of a charity, ensuring that it is solvent, well run and delivering the charitable outcome for the benefit of the public for which it has been set up. More details can be found in Appendix 1 of the Trust's Standing Orders.

Their role may require them from time to time to become involved in staff matters. Primary involvement with staff matters is most likely to be through the relevant Board Committees such as the Health, Safety and Wellbeing Committee, and HR Policy Committee. Further details of the division of competencies between the Board and the Executive can be found in the Trust's Scheme of Delegation of Board Authority.

In some cases, it may be necessary, for example, to involve Board members if there is no suitable member of the Leadership Team who could determine a grievance. In the Scheme of Delegation, the HR Policy committee has delegated authority for, inter alia, the following:

- Approve alterations to employee and volunteer policies (if material)
- Approve action on significant staffing issues with discretion over what should be notified to the Board
- Engage in Trust grievance/disciplinary matters relating to the CEO or LT with support from HR advisor
- Input to and receive with recommendations the annual staff survey report
- Review large scale restructuring.

In cases that involve grievance/disciplinary matters relating to the CEO or LT, the HR Policy Committee has delegated authority. There may be instances, however, where staff approach Board members directly about matters that involve their employment.

A refreshed grievance policy has been approved that directs all staff to submit formal grievances to the HR Team, or a confidential HR email address. Staff are, of course, urged to try and resolve issues informally wherever possible. That will not always be the case and if a member of Trust staff sends a grievance to you directly you should contact HR, and if the grievance was sent to you personally send it to the confidential HR email address which is: hrconfidential@johnmuirtrust.org. This is the case regardless of whether the grievance is about the CEO, LT or another member of staff.

What is a grievance?

It might involve:

- (a) Terms and conditions of employment
- (b) Health and safety
- (c) Work relations
- (d) Bullying and harassment
- (e) New working practices
- (f) Working environment
- (g) Organisational change; and
- (h) Discrimination.

It may or may not use the label “grievance”. If you are emailed directly about any of the above, you should forward the email to: hrconfidential@johnmuirtrust.org

Sometimes Trust staff may speak to a Trustee rather than email them. If the approach concerns any of the above, a Trustee should speak to HR and obtain advice or direct the staff member to the grievance procedure in the Employee Handbook.

What is whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:

- (a) Criminal activity
- (b) Failure to comply with any legal or professional obligation or regulatory requirements
- (c) Miscarriages of justice
- (d) Danger to health and safety
- (e) Damage to the environment
- (f) Bribery
- (g) Facilitating tax evasion
- (h) Financial fraud or mismanagement
- (i) Breach of our internal policies and procedures
- (j) Conduct likely to damage our reputation or financial wellbeing
- (k) Unauthorised disclosure of confidential information
- (l) Negligence; and
- (m) The deliberate concealment of any of the above matters.

A refreshed Whistleblowing policy has been approved that directs all staff to submit formal grievances to the HR Team or a confidential email address. If a member of Trust staff emails you or speaks to you about concerns about any of the above, you should contact HR on hrconfidential@johnmuirtrust.org.

Grievance and disciplinarys

Members of the Board may be required to take on a decision-making role in relation to grievances and/or disciplinary matters, particularly those that involve senior members of Trust

staff, including the CEO, where they may be no more senior member of staff who can take on a decision-making role.

If a member of staff raises a grievance, members of the Board may be needed to hear the grievance and other members may be needed to decide on any appeal against that original decision.

Disciplinary action similarly will require an original decision maker and another independent person(s) to hear any potential appeal.

It will often be the case, therefore, that only a small number of Trustees will be involved at the first stage of a grievance or disciplinary matter, so that there are Board members who can approach a matter with fresh eyes in the event of a grievance or disciplinary hearing and an appeal hearing. You should not be surprised if you are not provided with details in a matter as it may be necessary to keep Trustees separate to allow for a fair appeal process. If all Trustees know everything from the outset, then an appeal may not be possible, or the Trust would need to arrange for an independent person to conduct an appeal for them.

Confidentiality

If a Trustee is contacted directly by a member of staff, they should bear in mind the potential need for decision makers and appeal hearers and limit who they involve. The first port of call should usually be HR, who can arrange to involve the most appropriate people in the circumstances. Any information they receive in their capacity as a Trustee should be kept confidential.

The updated Trustee Code of Conduct includes social media and confidentiality guidance.

Suspensions

Depending on the seriousness of the allegations in either a grievance or disciplinary matter it may be necessary to suspend a member of staff. Suspension should always be regarded as an option of last resort where there is no other way of dealing with a matter. Current ACAS Guidance on suspensions should always be followed and legal advice sought where the suspension of the CEO or member of the LT is being considered.

Further information

Further information may be found in the following documents, which will be provided to Trustees on appointment:

- John Muir Trust Standing Orders
- John Muir Trust Scheme of Delegation
- Employee Handbook, which contains the following: Grievance Policy, Anti-harassment and bullying Policy, and Whistleblowing Policy