

MINUTES OF BOARD MEETING

5 September 2024
Regus – George Street, Edinburgh & Teams (hybrid)

ATTENDANCE

In person

Trustees

Jane Smallman (Chair)
Carol White
Clare Jefferis
Eelco de Jong
Jim Gibson
John Finney

Staff

David Balharry (CEO) – Chief Executive Officer
Puja Vashisht (CFO) – Chief Financial Officer
Adam Pinder (DIG) – Director of Income Generation
Wendy Grindle (DC) – Director of Communication
Stuart Dillett (DO) – Director of Operations
Matthew Coathup (RDMN) – Regional Delivery Manager
North (observing)

Apologies

None

Online

Trustees

Damian Aubrey

Staff

Laura Faulder (HS) – Head of Secretariat
(minutes)

1 PRELIMINARIES

1.1 Welcome, introductions, apologies & Register of Interests

The Chair welcomed all to the meeting. The Board welcomed Stuart Dillett as the incoming Director of Operations and Matthew Coathup as the incoming Regional Delivery Manager (North) and Head of Ecology.

Two Trustees noted amendments to the Register of Interests. HS to update the Register. **[ACTION 14]**

1.2 Draft non-confidential June Board minutes and actions for approval

The Board **approved** the non-confidential minutes of the June 2024 Board meeting.

N°	From	Action Point	Owner	Status
1	Dec 2023	Contact John Muir Birthplace Trust regarding Trust staff member to sit on their Board	CEO	Discharged to CEO, early 2025
2	Mar 2024	Eelco De Jong to complete Safeguarding training for Trustees.	EDJ	Discharged
3	June 2024	Circulate a between Board decision to establish Puja Vashisht as Company Secretary	CEO/CFO	Discharged
4	June 2024	Schedule an investment manager review to include Brown Shipley's relationship with Black Rock and derivatives	CFO	Discharged to Finance Committee, early 2025
5	June 2024	Review the Reserves figure of £1.5m and bring recommendation to the August Finance Committee	CFO	Dec 2024
6	June 2024	Circulate the updated Staff Handbook, including the Safeguarding Policy, to Board for information.	CEO	Oct 2024
7	June 2024	Special resolution to the AGM on increase in Membership rates.	DIG	Discharged
8	June 2024	LT to consider how Trustee expertise could be best utilised following change in the Committee structure.	CEO	Dec 2024
9	June 2024	Send comments on the draft Union agreement to the CEO	ALL	Discharged
10	June 2024	The Board delegated the recognition negotiation with Prospect to the Executive with the aim of the CEO bringing a final draft agreement to the Board at the September Board Meeting	CEO	Discharged
11	June 2024	Top three risks to be highlighted in the risk register narrative for Board	CEO	Discharged
12	June 2024	Make amendments to risk register and provide clarification on the inclusion of standing orders under reputational risk	CEO	Discharged
13	June 2024	Accounts to be filed with Companies House in September prior to the AGM	CFO	Discharged
14	Sep 2024	Update Risk Register with amendments from two Trustees	HS	Dec 2024
15	Sep 2024	CFO to update Brown Shipley mandate to include Carol White (succeeding Jim Gibson as Finance Committee Convenor)	CFO	Oct 2024

N°	From	Action Point	Owner	Status
16	Sep 2024	Provide initial feedback to CEO on Proposal 2, Annex B of the Budget Guidance paper	ALL	End of Sep 2024
17	Sep 2024	Provide a yearly review of predicted and actual spend on restricted and unrestricted funds to Board	CFO	Dec 2024
18	Sep 2024	Circulate information on September management accounts to Board once reviewed by LT and Finance Committee.	CFO	Dec 2024
19	Sep 2024	Circulate the draft 2025 calendar for approval between Board Meetings.	CFO	Oct 2024
20	Sep 2024	Offer Safeguarding training to incoming Trustees as part of their induction	HS	Dec 2024

3. Between-Board Decisions

CFO signatory/point of contact

Via email to secretariat as requested on the 28 August 2024.

The Board **approved** the appointment of Puja Vashisht (CFO) as Company Secretary from September 2024. The Company Secretary role had been undertaken by David Balharry since the previous Interim CFO, Louise Page, left the organisation on the 14 June 2024.

The Board also **agreed** that Puja Vashisht would take over as the primary contact for Brown Shipley from September 2024. For completeness, individuals that may pass instructions to Brown Shipley from September 2024 are Puja Vashisht, Jane Smallman and Carol White (succeeding Jim Gibson as Convenor of the Finance Committee, see Item 3.2). **[ACTION 15]**

The Board further **agreed** that Puja Vashisht be added as a contact/signatory for RBS and CAF bank.

2. ITEMS FOR DECISION/APPROVAL

2.1 Prospect Union Recognition Agreement

One Trustee requested a minor amendment to p2 of the agreement under 'Bargaining arrangements': 'For the purposes of clarity, the Leadership Team comprises the Chief Executive Officer, all **Executive** Directors and the Chief Finance Officer.'

The Board unanimously **agreed** to enter into the voluntary recognition agreement with Prospect, as recommended by the Leadership Team, subject to the minor amendment.

2.2 Request for budget guidance

The Board discussed the budget guidance needed to support the preparation of a three-year costed plan. The CEO advised Trustees that the percentage spend by portfolio would be:

- Communications and Engagement - 25%
- Corporate Services - 20%
- Policy - 20%
- Operations - 20%
- Income Generation - 10%

Note:

- 5% of the 'unrestricted spend' remained unallocated.
- 30% spend on administrative costs (Objectives 9-11) would largely be included in Corporate Services.

The CEO requested Board approval on the following four proposals:

1: Revised wording of Objectives

One Trustee requested clarification of the objective 10 wording. It was agreed that 'our people' should be replaced with 'our staff and Trustees'.

It was also agreed that objective 5 wording should be amended to 'Use and influence future statutory processes to conserve and protect Wild Places'.

The Board **approved** proposal 1, subject to these minor amendments.

2: Review sub-objective framework for Objectives 1-8

The CEO requested that the Board review Annex B and provide initial feedback to him by the end of September. **[ACTION 16]**

3: Agree the indicative allocation of unrestricted spend to Objectives 9-11

The Board **approved** proposal 3.

4: Agree indicative allocation of unrestricted spend to Objectives 1-8

The CEO summarised the contents of Table 1 and the allocation of unrestricted spend, noting that the two highest percentage spend would be in land management and engagement. He advised that the Wild Places Register did not

yet have budget allocation as this would still be in the planning stage during 2025.

The Board discussed future projects that could attract restricted funding including elimination of non-native species, wild place purchase funds, path maintenance, fencing at Strathaird, Sandwood toilet block and Schiehallion trailhead facilities.

The DIG commented that these would be prioritised based on whether there was existing funding or not and that consideration would also be given to projects that would be attractive to funders. He advised that corporate and major donors tended toward restricted funding in order to see a tangible outcome. The DO added that seasonal staff on fixed-term contracts could be used to facilitate the restricted fund projects.

The CFO agreed to bring a yearly review of the predicted and actual spend on restricted and unrestricted funds to the Board. **[ACTION 17]**

Post meeting note: Due to time and resource constraints, the CFO agreed to circulate the September management accounts as a between Board decision. **[ACTION 18]**

The Board **approved** proposal 4.

3. Engagement Plan

The DC advised the Board that the proposed engagement plan would build public support and align with the delivery framework to see wild places protected in law and mapped across the 45 biogeographical zones with a register that would use both a Wild Attributes Index (hard data) and a Wild Survey (soft data capturing societal perceptions of wildness) to track changes over time.

The DC was congratulated on an excellent paper that brought a number of different aspects together.

The Board **approved** the direction for progressing to a detailed operational Engagement Plan, that would direct spend through the Operational Plan.

The Board further **agreed** the definition of Wild Places as:

Wild Places are areas where natural processes are able to thrive.

The Board also **agreed** the following strategy strap line:

Our Strategy is to care for Wild Places and their landscapes, so that they contribute to the health of the planet, biodiversity and humanity.

4. John Muir Way (JMW) update

The CEO advised the Board that a recommendation on the future of the JMW would be brought to the March 2025 Board. This will allow the incoming DO to review the work done to date and make recommendations through LT to the Board.

The Board **agreed** that if the Trust was approached by one of the partner organisations between now and March 2025 to take on the JMW, this would be brought to the Board between meetings.

3 ITEMS FOR INFORMATION / DISCUSSION

3.1 CEO Report (non-confidential)

The Board **noted** the CEO Report.

The Board expressed thanks to Peter McDonald, Head of People and Shona Rollo, People Officer, for their hard work and professionalism in overseeing the posts at risk process.

The Board also expressed thanks to Flo MacDonald, Business Support Services Manager for her hard work in implementing the CRM system.

3.2 Finance update and Finance Committee Convenor Report

The CFO noted that the Trust would be looking to break even in 2024 and felt that was impressive given the £1.8 million loss in 2023. She added that a summary of the split of net assets across fund types would be provided to each Board Meeting, rather than at year end only, to provide the Board with better oversight of the Trust's financial position.

As per the Finance Lessons Learned Report's recommendations, she would be reviewing the following processes:

Review of Finance processes – CFO lead
Review of HR and HSW – Head of People lead
Review of GDPR and IT – Business Support Services Manager lead
Governance review – HS lead

The Board **noted** the financial update.

The Chair requested that, on the recommendation of the Finance Committee, the Board approve the de-designation of Fund 100 (D-2012-2016 Corp Strat HLF matched Funding) so that the balance could be released back to unrestricted

general funds, as recommended by the Finance Committee. The balance on this fund was approximately £12,473.

The Board **approved** the de-designation of Fund 100.

The Chair expressed thanks to Jim Gibson as outgoing Finance Committee Convenor and requested Board approval, on the recommendation of the Finance Committee, to appoint Carol White as the incoming Convenor.

The Board **approved** Carol White as the incoming Finance Committee Convenor.

3.3 Draft Board calendar 2025

The CFO agreed to review the timing of Board Meetings, following the timing of the Finance Committee Meetings in relation to quarter end accounts and to circulate the draft 2025 Board calendar for approval by the Board between meetings once it had been agreed by the Leadership Team. **[ACTION 19]**

3.4 HR and HSW

There were no notifiable HSW incidents to report

The CEO noted that the incoming DO had considerable career experience in HSW and would be working closely with the Trust's Head of People in this area.

The Board **noted** that Eelco De Jong had completed the Safeguarding training for Trustees and that all Trustees were responsible for Safeguarding. The CEO reiterated that this training was available to all Trustees and that they should contact Secretariat if they wished to attend. The Training was approximately two hours and could be completed online.

The HS agreed to offer the training to incoming Trustees as part of their induction. **[ACTION 20]**

3.5 Risk Register

The CEO advised the Board that the risk profile remained un-altered from the June Board. He noted that home working would be added to the register for the December 2024 report.