



Minutes of a meeting of the Board held on 26 June 2008, Perth

Present

Trustees: John Mayhew (Chair), Deborah Long (Vice-Chair), David Downie (Treasurer), Lloyd Austin, Dan Barlow, Francoise van Buuren, Andrew Fairbairn
Staff: Jen Anderson (Chief Officer), Hugh Green (Administration Officer), Eilidh Macpherson (Parliamentary Officer), Alice Walsh (Development Officer)

1. Apologies

Apologies had been received from Ian McCall, Ian Findlay, Jonny Hughes, Eila Macqueen and Mike Robinson (Trustees).

2. Minutes of the last meeting (28 January 2008)

These were approved as a correct record of the meeting.

3. Governance

John Mayhew (JHM) introduced this annual check of various aspects of governance designed to ensure LINK was complying with legislative and other requirements and to check that network's activities and management of these were in line with existing best practice.

3.1 Skills audit

The skills audit had been updated in relation to recently joining trustees. The meeting agreed finance was the area of greatest potential risk, although at present LINK benefits from the financial expertise which David Downie brings to the role of Treasurer and the discussions of the Funding Subgroup. The meeting felt LINK has a good degree of legal expertise in terms of individuals on the Board and advice from accredited charities specialist, Colin Liddell, of J&H Mitchell WS. The audit would inform planning for trustee elections in 2009, when expertise in various areas may be needed. Conflict resolution was identified as an area where trustees, task force convenors and member bodies may be interested in a presentation and/or training courses. Staff would investigate possibilities.

Action: Staff

3.2 Table of responsibilities

The table showing how the Board aims to spread responsibilities amongst trustees was drawn up in 2006. The meeting agreed this was useful especially for new trustees, and President, on joining. JHM was in the practice of delegating regularly. Deborah Long and Jen Anderson would identify 'named trustees' and re-circulate to all to inform.

Action: DL, JA

3.3 Succession planning

Despite a full Board for the previous and current year the meeting was keen that new individuals should come forward for 2009. With this in mind, the meeting noted that one, or even two, of the elected trustees should ideally stand down to ensure fresh blood from 2009, including JHM who would stand down both as Trustee and Chair no later than June 2009. JHM, Deborah Long and Dan Barlow would talk to various organizations over the next few months to remind them of the benefits to their organizations of investing at LINK Board

level. If this resulted in 'duplication' of people coming forward from larger organizations, the meeting felt the membership would address that through their votes at the AGM; on the one hand, different individuals from one organization can bring very different strengths to the Board; on the other hand, if member bodies feel that a particular 'duplication' has the potential to unduly influence they can choose to cast their vote so as to avoid this. JHM would also raise the search with CEOs whom he was meeting in September, noting with them the nuances of double-representation.

Action: JHM, DB, DL

The meeting was (*erroneously – see below*) informed that where OSCAR might take a view on 'duplication' would be where more than one office-bearer were attached to the same nominating organization. However, this was wrongly reported. *JA note: Colin Liddell did not think OSCAR itself would become directly concerned; he believes personally, however, that LINK may send out a wrong signal if this duplication of nominating organization for office bearers were to occur. The Board may wish to discuss this further before the chair-search proceeds.*

Action: JHM, DL DB

JHM would stand down sooner than AGM 2009 if he could identify a successor; the Board's agreed preference is to find a successor from amongst existing, available trustees. With this in mind and October as a target date, JHM would talk to several trustees and was willing to make contact with their line managers also, given the size and responsibility of the role. If this proved inconclusive the Board would consider recruiting from the network after October.

Action: JHM

David Downie was willing to continue as Treasurer until 2010 when the proposed review of LINK subscriptions policy (for the years beyond the current schedule) was complete. The chair-search (see above) might have a bearing, however. The meeting agreed that a search should begin sooner to give organizations with Heads of Admin such as SWT, JMT, NTS time to plan for this investment and to allow time for the person identified to shadow the Funding Subgroup and the Board. Ideally, the new person would work with the Board and David from summer 2009 and be elected in 2010. JHM would contact relevant CEOs for a September discussion making it clear that this request was for hands-on, financial expertise.

Action: JHM

3.4 Chair-Trustee contact

JHM had already had meetings with Vice-Chair and Treasurer, noting main points for the record, and would be scheduling the others as soon as possible.

Action: JHM

3.5 Risk Analysis

The following additions were suggested for the register:

- (1) LWA proposed major political / national constitutional changes
- (2) LWA proposed potential loss of NGO independence as result of possible funding cuts
- (3) FvB proposed relevance and representation of LINK
- (4) AF proposed reporting/accountability to OSCAR

JA to develop these lines with proposers. The Funding Subgroup would review actions in the register, circulating these to all concerned by email. A report would come back to the October meeting.

Actions: JA, FSG

3.6 Subgroup Remits

The meeting approved existing remits noting that the Diversity Subgroup should be reinstated in the active list, and that the title should be amended for the Operational Planning Subgroup. The meeting agreed that subgroup minutes do not need to be circulated to all trustees so long as recommendations and conclusions always come back to the Board for decision and minutes are available on request. Current members of each subgroup would be added to the list which would be kept on the members' webpages. **Action: JA**

The Board felt that the 2020 group, though established at request of the Board, included non-trustees too and related to the work programme rather than to governance (along lines of the congress and SEW steering groups) therefore was not a Board subgroup. It would however, continue to make regular reports to the Board and seek Board approval for proposed action. **Action: 2020 group**

3.7 Revisit to 2006 Review

The conclusions of the 2006 review of governance – including charitable purposes, public benefit, trustee recruitment and induction, management and more – had been circulated again to trustees. The meeting discussed these and agreed that these were still appropriate.

Particular points noted in passing were:

- (1) Reviews of new member bodies after a year of membership – had not been done formally though either staff or convenors were likely to flag up any issues of concern.
- (2) New trustees meeting all staff – formal meetings not required; trustees likely to meet all staff in the course of a year's meetings; however line managers should judge whether some trustees need to meet particular staff early on and help to arrange for this.
- (3) Review paper should reflect development of LINK operating plan as central planning tool for the network and operational planning subgroup as the overseeing body.
- (4) The operating guidance remained in its 'interim 2006' form and was on the list for review as soon as staff had time.
- (5) LINK's collective environmental policy needed revision in the wake of members' discussion of the climate challenge. Dan Barlow and Andy Fairbairn offered to liaise with staff to progress this.
- (6) The meeting agreed that trustees should report on LINK emissions to the AGM each year.

Action: Staff; DB, AF, Board

4. LINK Operating Plan

The Board expressed its thanks to the subgroup, staff and especially Alice for pulling this plan together. The plan before trustees had been refined and developed in the wake of April discussion with trustee suggestions taken on board as far as possible. The meeting agreed this was a real step forward, that it was important to include all proposed activity in one plan, and that the Board should work this plan for four full quarters before refining the system further. The plan was signed off and the Board looked forward to reviewing progress at quarterly meetings, where the process was likely to 'mop up' other traditional reports and appendices.

Staff would add a key to shading and colour sections, correct respective colours for leads, pull KPIs out in a covering sheet for reporting. Staff would also refer to the plan in their reporting to SNH (Karen Wright). Various changes to the Introduction were noted.

Action: Staff

The meeting agreed to introduce the plan to convenors and members that afternoon and to circulate the revised version to all other convenors and members shortly with a covering

note to indicate that this replaces and improves on the traditional grid, incorporates all known plans, is the planning tool for the movement and will be reported against at each Board and member networking meeting and will be overseen by the operational planning group. Overall, it should be a net benefit in terms of reporting and monitoring our work in the context of our stated objectives as a network. Its easy format should improve the regular reporting to staff.

Action: JHM, Staff

The last two columns would be completed by Leads for the October Board meeting; where progress reports do not materialise the relevant element of work may be dropped at the Board's suggestion. Staff will apply the traffic light system on the basis of information provided. Convenors should be made aware that 'red' is acceptable, that the network does not necessarily expect consistent 'green', but most of all needs to know how progress is going.

Action: Convenors

Concerns about member body commitment to TFs were raised, given perceptions of a falling-away of active engagement over the last year to eighteen months. The meeting agreed this merits discussion with CEOs/Heads about how they feel about their engagement in LINK so that where members indicate interest in a TF area, they reflect this with staff-time commitment in their own planning processes.

Action: JHM

Annual work planning should involve canvassing member bodies about their own priorities, and the extent to which they feel joint work through LINK can support these. The annual sessions should also encompass robust horizon-scanning.

Action: Staff in advance, Board at meetings

TFs need to be very clear about collective aims of the group as opposed to individual aims of those members engaging; where membership is limited TF ambition should also be limited. TFs should not have to respond to suggestions from members not committing to the TF.

Action: TFs/Project groups, in planning

The Board will consider how to deliver LINK's 'commitment strategy', encouraging the networking meetings to identify the scale of active participation in plans and to be realistic and practical about what can be achieved collectively.

Action: Board at Board, then Networking, meetings

Operational planning will be backed up by a training session for main reps and convenors and deputes.

Action: Staff & DL

These points should be addressed in advance of Congress 2008, where the network will be planning for the following eighteen months to March 2010.

5. Issues from current Work Programme

5.1 2020 group update

The report from the 2020 group was noted including LINK involvement in new climate alliance, on challenge fund grants panel, the proposal for a summer gathering for LINK members, for Board-level work on a 'chart of progression' for members in relation to greening their own organizations. Leadership of the 2020 group was discussed briefly; Jen was coordinating the group at this stage; the summer gathering would consider future leadership in the context of action agreed there.

Action: Gathering

5.2 Parliamentary updates

5.2.1 Elections work ahead Staff would keep the Board posted on members' aspirations vis-à-vis UK and EU elections, so that discussion could be arranged a.s.a.p. on size, achievability, resourcing and management of any work. **Action: EM, JA**

5.2.2 Prioritising for LINK PO Marine, climate, flooding and SEW were all LINK priorities on which the Board advised LINK PO should not simply fill gaps, but take an active role on the big issues, orchestrating key asks across all contributors and representing the smaller interested member bodies of LINK in these and other debates. Since parliamentary staff of two, possibly three, member bodies would be active on the three legislative areas, and the dedicated marine project staff were also part of the equation, a discussion with these people and the convenors for the three task forces, about the respective roles of these staff in relation to the work, and where the LINK role can add value, would be important. EM was encouraged to seek a meeting in the coming weeks. **Action: EM**

5.2.3 Party conferencing Parliamentary Forum discussions on how LINK and members can and should operate at party conferences were noted. The Board agreed that *main* conferences not other annuals were most appropriate for costly stalls, and that observer passes were probably the right approach for the other annual conferences. Fringe meetings by LINK and members *could* successfully address the same overall issue if the particular themes were selected imaginatively and with attention to one another. Receptions and dinners were good well-tested alternatives to fringe meetings and need to be booked in diaries well in advance.

5.3 Liaison with CoSLA, SNH

5.3.1 Liaison with CoSLA Plans for further high level meeting in autumn were noted. LWA and DB would be happy to accompany LINK Chair. This could be an opportunity for the President. Outcome agreements should be on the agenda. **Action: Staff**

5.3.2 Liaison with SNH Recent liaison had flagged the issue of SNH's planning casework, about which there were concerns. The Board agreed to ask Honorary Fellows to discuss with LWA and DL and advise on best course of action for LINK. This issue would also be raised appropriately with Mike Russell at LINK's September meeting. **Action: JHM**

6. Financial issues

The report circulated by staff was noted. This indicated no known risks at this stage. An outturn would circulate by email in July to trustees who were encourage to raise any queries with Hugh and David. **Action: HG**

The FSG's review of contingency with decision to adjust the reserve to £57,000 for the current year was approved.

The meeting approved FSG decision to award the ATF £1,000 for a small project on CAP and the FSG proposal to encourage task forces now to submit bids for discretionary project funding by October latest, to ensure projects complete by our financial year end. The fund stood at £6,822.

The meeting also noted that the application from the Bumble Bee Conservation Trust was prompting a review by the FSG of the small print in LINK's subscription policy relating to UK applicants. **Action: FSG**

Fundraising targets for coming months were noted; Gabby Pieraccini's advice to be taken on funding sources for future core support, including climate challenge fund. **Action: Staff**

7. Matters arising

7.1 President search

JHM again reported on the search group's recommendation of Helen Zealley for President, reiterating his recent email to trustees. He reported on the group's meeting with Helen outlining her background and interests and indicating that the searchgroup members were all in favour; both Eila Macqueen and Mike Robinson, who were unable to attend this meeting, had also returned very positive views. The meeting confirmed the Board's full backing for the proposal and the support of the remaining trustees was assumed. JHM would raise with members at the AGM that evening. Members would be asked to ballot on the proposal electronically (in line with Colin Liddell's recent advice) and informal induction would be arranged for Helen with trustees and others over the coming months. JHM would ensure the other candidates had received recent messages he had sent regarding the search group's final conclusions. **Action: JHM, JA**

7.2 Bumblebee CT application

The BBCT would join subject to members' approval at the rate of £100 for this year. DD explained that the Trust had been advised that LINK's subscription review could result in changes to the protocols for UK bodies (for reasons of equity) and higher subscriptions in future. They were happy to join on this basis. The meeting agreed that LINK should keep in touch with them as the review went forward. **Action: FSG**

7.3 Honorary Fellowship

Dick Balharry's name had been suggested during the president search and would be raised in time for AGM preparation in 2009. **Action: Staff**

7.4 Internal communications survey

The Board was glad to note that the survey was circulating shortly and hoped this would go to all involved in the network.

7.5 Congress 2008

Dates were now confirmed as 30-31 October and venue Birnam.

7.6 Joint Links seminar

Trustees were encouraged to book a.s.a.p.

7.7 Dynamic and Inclusive Communities (DINC) steering group

JHM reported that Shonaig Macpherson had invited LINK to nominate a Board-level candidate to this group. The group's aims were to nurture and sustain dynamic inclusive communities throughout Scotland. The Forum has been established to provide guidance and context to the Big Lottery Fund's (BIG) funding through its ("DInC") area of investment, including its important Supporting Voluntary Action programme being delivered by SCVO. Francoise van Buuren had offered to represent LINK on this group and the meeting endorsed her nomination. JHM would contact Shonaig to request a report on the inaugural meeting and dates for further meetings. Susan Guest to set up e-group and copy extract from LINK operating principles to FvB on acting as delegate and keep SEFF posted. **Action: JHM, SG**

7.8 National Parks two-phase review

FvB raised the forthcoming review as something in which LINK members may be interested. The meeting agreed that given LINK members' input to the debate preceding the establishment of Scotland's Parks there was likely to be wide support for a workshop to inform any responses, perhaps on a Chatham House Rules basis, with presentations by SNH, Bob Aitken, FvB and others. To be raised with members and convenors that afternoon.

Action: JHM to afternoon meeting

8. Dates of meetings involving Board 2008 into 2009

The following dates were agreed:

Morning Thursday 22 January, followed by Convenor networking, pm

Morning Thursday 23 April, followed by review of work with members and convenors, pm

Morning Thursday 25 June, followed by Convenor networking, pm

Thursday 22 October, 10 till 4

Drafted by Jen Anderson, July 2008

Comments by John Mayhew, July 2008