



## Minutes of a Meeting of the LINK Board held on 21 January 2010, in Perth

### Present

President: Helen Zealley  
Trustees: Ian McCall (LINK Chair), Deborah Long (LINK Vice Chair), David Downie (LINK Treasurer), Andrew Fairbairn, Vicky Junik, Ian Findlay, Mike Robinson, Jonny Hughes, Eila Macqueen, Dan Barlow.  
Staff: Jen Anderson (Chief Officer), Andy Myles (Parliamentary Officer), Alice Walsh (Development Officer), Hugh Green (Finance Officer).

Deborah Long chaired the meeting.

### 1. APOLOGIES

Apologies had been received from Lloyd Austin.

### 2. CONSTITUTIONAL ISSUES

2.1 The Board noted that Ian McCall's nomination and election as a trustee and Chair in June 2009 had been constitutionally inappropriate. Trustees could not currently be elected for a fourth term even where they had not yet served three, full, three-year terms. The lawyer's advice had been sought on how to resolve the immediate situation and also about how trustees could serve longer in future. His advice had been circulated by email.

2.2 Ian McCall left the meeting at this point.

2.3 To address the immediate situation, lawyer Colin Liddell advised that Ian McCall be co-opted by the Board. To enable this, one of the two existing co-opted trustees should stand down. The meeting noted that Ian Findlay had confirmed his willingness in writing the previous day to retire with immediate effect. The meeting approved the request that Ian Findlay retire and invited Ian McCall to join the Board as a co-opted trustee, and as Chair, from the end of the morning's business. The meeting invited Ian Findlay to continue as an observer to Board matters until the AGM in June and trustees hoped that he would continue to contribute to the Board in future. The meeting noted that the lawyer's advice was being taken about liaison with the Registrar of Companies House.

2.4 With regard to tenure and rotation of trustees, the meeting considered three options proposed by Colin Liddell, who was concerned that LINK was 'recycling' trustees with good experience, too rapidly. He outlined choices that trustees serve five-year terms, or that the Board be expanded to 14 (including two co-opted trustees), or that the M&A specify that only 3 trustees (instead of one-third of all trustees) should stand down each year. The meeting indicated a preference to optimise tenure *within* the current understanding of a 9-year total; consensus was that a larger Board could be unwieldy and that longer terms would be too onerous and would counter LINK's ambition to ensure regular refreshment. A question was raised about the possibility of a clause about 'exceptional circumstances'. Deborah Long proposed that a subgroup (ie the Office Bearers) be remitted to take the matter forward with the lawyer and to bring a recommendation back to the Board.

2.5 Ian McCall rejoined the meeting, heard the Board's decisions and indicated that he was happy to be co-opted to the Board on these terms.

**Action: OBSG & JA**



### 3. Minutes of last meeting (22 October 2009)

No points were raised and the draft minutes were approved as an accurate record of the meeting.

### 4. MATTERS ARISING

4.1 Treasurer succession The meeting approved the proposal to invite Paul Ritchie (Director of Finance and Resources, SWT) to attend the Board as an observer from the April meeting as part of his induction as Treasurer, pending his nomination as trustee and Treasurer, to the June AGM.

The meeting also noted that this would potentially duplicate involvement of SWT personnel on the Board, in the same way as Dan Barlow's involvement, in addition to David Downie's, duplicated WWFS personnel. This had been discussed previously and the Board had agreed that where such duplication happens in relation to quite different roles and skills this is acceptable. The protocols for Board membership state: *Double representation (as it might be perceived, of a member body of LINK by individuals on the Board) will be avoided in succession planning as a general rule. However, there will be times where two people in the same (usually member) organisation are involved on the Board because of the complementary skills/expertise they bring to governance. In such cases the desirability of accommodating these within the Board will be demonstrated. Double representation within the Office Bearers will not be encouraged.*

This was endorsed in relation to Paul Ritchie's proposed appointment as Treasurer.

### 4.2 Governance & succession, rotation of trustees / skills needs

The meeting agreed to have this as a standing item on Board meetings preceding and following the AGMs in future (April and October). The meeting also approved a proposal that the Office Bearer Subgroup manage the process in future so as to keep an eye on behalf of the Board on progress and planning and draft recommendations for the full Board to consider. The rotation pattern and options open to LINK in 2010 were likely to be affected by the special resolution for and decisions at AGM as a result of the discussion at 2.4 above. It was agreed to seek the lawyer's advice on possibilities under the various scenarios and to liaise about these by email in due course.

#### **Action: OBSG & Jen Anderson to take forward**

Jen Anderson had circulated an updated version. Trustees were asked to: flag any skills gaps they considered important to the Board going forward; and to indicate any recent changes in their own skills (avoiding over modest assessments).

#### **Action: Trustees to check and respond**

### 4.3 Fred Edwards Commemoration Update

JA reported that the steering group (involving Lloyd Austin, other LINK players and individuals from other walks of Fred's life) was actively planning the initiative and its launch. Timing for the launch was likely to be October 2010 to allow time for development of and recruitment to, the overseeing 'trust' on which legal advice was to be taken soon. The vision paper was in draft, available on request along with minutes of steering group meetings.

### 4.4 Climate and behaviour change / member body communications

This item was rolled forward to next meeting.

#### **Action: Mike Robinson and Andy Myles to report to April meeting**



#### 4.5 Proposal for new category of LINK Organisational Supporter

The meeting discussed the proposal outlined by staff, noting that the principles had been agreed earlier by a group of trustees and staff, and that this was *not* an alternative form of membership but a new category of affiliation. Costs of a launch and promotional material were included.

The meeting confirmed the intended purposes of the new category as -

- i. to seek business support for providing as we do an environmental network for a larger environmental sector than that portion made up of members and other eligibles - all the while maintaining the boundary with membership *per se* and the independence that confers, ability to be critical of government, etc; and
- ii. to clarify how we relate to that wider part of the environmental network.

Staff were asked to develop the business case for discussion in April, including ongoing cost of administration and review, to clarify the intended relationship to the current categories of Supporter and Subscriber, to assess whether the proposals might negatively impact operations such as training days, to develop a list of potential customers, to consider whether this could be an appropriate route for local-regional NGOs whose non-national status prevents them from taking out membership, and to consider whether there is any impact on local 'branches' of member bodies. Mike Robinson, David Downie, Andy Fairbairn and Ian Findlay offered to advise staff.

**Action: Staff to coordinate with subgroup, bringing business case to April Board**

### 5. OPERATIONS

#### 5.1 KPI report at January 2010

The meeting noted things were all on target.

#### 5.2 Operating plan 09/10 quarter 3 report

There were no questions. The Board noted and approved the staff proposals to cease collating data on 'quality' of stakeholder groups, and to ask reps on cross-cutting forums to report via the bulletin in future rather than via email constituencies of interest. Dan Barlow's suggestion of a degree of Board review of the value of this engagement, every 3-4 years, was supported; this would give LINK a basis on which to respond to Government's own reviews of such engagement.

#### 5.3 New operating plan for 10/11

The draft plan would be circulated before the next Board meeting. Deborah noted that the Board's role is to ensure plans are within our capacity and means. Item 5.4 would relate.

Eila Macqueen flagged the Historic Environment Amendment Bill on which Andy Myles would be briefing ArchScot and BEFS.

Vicki Junik flagged NTS' new Crofting Policy Officer and indicated that they would be interested to work with any members who wished to engage with the Crofting Bill.

Both Bills to be flagged to members at that afternoon's Networking meeting.

**Action: DL / JA flag items to flag to Networking**

5.4 Assessing priorities A paper from Andy Myles had been circulated flagging what he felt was the absence of a mechanism to address certain issues which could be critical for the environment movement. Andy felt the network should take more opportunity to overview processes such as Government consultation. He had been glad to see the strategic



discussion at Congress and hoped this would be progressed in relation to some of the network's aspirations which as yet had not obvious forum for action. He sought clarification that sustainable development should be the basis of network activities.

The meeting confirmed that sustainability was an appropriate context for LINK work – a sustainable Scotland was one of the network's three strategic objectives – though this probably required further definition. The meeting agreed that Andy's paper and the table of outcomes from Dunblane Congress (Nov 09) were a useful framework for the afternoon Networking meeting and for confirmation of priorities.

## 6. FINANCIAL

### 6.1 Budget outturn for quarter 3 to end December 2009

Speaking to papers circulated, Hugh Green indicated surpluses, mainly due to our spending out balances from the start of the year. Income had increased by almost £12k this quarter in grants Alice Walsh had secured from Craignish and PKCouncil and subscriptions from new members Living Streets, RAFTS, RZSS and Soil Association. Expenditure was as expected, and sufficient to draw down full SNH grant for the quarter and likely to continue thus. The year might close with an unrestricted funds balance of £56k. Most projects were forecast to close by the year end, though Agri, Elections, SLU all planned to continue beyond 31 March, and a further phase of project funding for marine was hoped for from 1 April. £6100 discretionary project funding remained to carry forward into next financial year.

Jen Anderson confirmed the publication plan and schedule for the Single Outcome Agreement project.

Hugh Green confirmed he was happy with the pace of projects this year and understood reasons for any delays.

The meeting approved the outturn.

### 6.2 Budget scenarios for 2010/11 and beyond

Hugh Green spoke to the proposed budget for 2010/11 which staff had prepared and which had the support of the Funding subgroup.

The draft assumed membership income based on the proposals at 6.3 (below); also new income of £2k from proposed new Organisational Supporters; ongoing support from all three current grantors though with SNH's level subject to agreement over targets (discussion ongoing, not yet resolved, though, the Board noted, the offer of £62k was on the table). For SEW, staff proposed budgeting for hard costs and £3k only in cost recovery; fundraising might prove more successful and staff would certainly continue to seek to cover all costs, despite budgetary assumption of a more modest success rate. Other features of the proposed budget included rental income from hosting CES and good income from letting of Perth meeting room, cost recovery on the marine project and SEW, discretionary project spend of £15k including balance to be carried forward at 31 March 2010.

The meeting approved the draft budget for 2010/11 in principle on this basis including the proposed transfer of £8900 to bring the DPF back to £15k for 2010/11, provided other important headings were safeguarded, including SEW.

IF recommended that DPF spend include an SROI on the business case for Organisational Supporters, to demonstrate to funders our serious intentions. The meeting noted that the DPF was available for bids from task forces and other parts of LINK including the Board. A proposal to review of our strategic communications in relation to key outputs was not widely supported as it was felt that TFs do this within their programmes of work eg via conferences and more.



The FSG, conscious of possible cuts to grants from 2011, had amended LINK's longer term budget scenarios in this light, predicting cuts of up to 20% to government funding streams from 2011 onward. The assumptions of the longer term scenario had been circulated and were noted; these indicated that in 2011/12 and 2012/13, LINK's budget might be tight but manageable, allowing further time to consider options whilst relying more heavily on unrestricted reserves.

### 6.3 Subscriptions 2010/11, Principles for subscription future policy

The FSG proposed that subscriptions be maintained for a second year at the 2008/09 rates, based on a best conservative guess at income, which assumed no loss of membership, though with some drop within the bands; this projection still more than met the organisation's KPI for subscription income and essential spend. The FSG felt the proposal was appropriate to the circumstances of some members, during the recession.

The Board approved this.

The meeting heard that the FSG had drafted up principles to inform future subscription policy which would be drafted for the autumn, with a view to keeping pace with increasing costs and future proofing against 'funder shocks'.

The meeting noted that any income generated from Organisational Supporters would not be relevant to subscription policy, which related to membership only.

**Action: Members to be advised of subscriptions decision.**

Thanks were noted to Hugh Green.

## 7. ANY OTHER BUSINESS

7.1 SCVO Green Reference Group Jen reported that SCVO were considering a reference group as a sounding board; she and Andy had discussed this with Catriona Prebble at SCVO noting Andy's obvious relevance as a conduit between the green group and the policy committee. The Board suggested Andy feed back after the first couple of meetings and relevant policy committee discussion so that we can assess the value of our engagement.

**Action: Andy to feed back / Future Board meeting to assess**

7.2 Consultation on options for future charity appeals route in Scotland  
<http://www.scotland.gov.uk/Publications/2010/01/SCAP> noted.

7.3 BBC programmes on climate change and changes in landscape, coasts, freshwater, forests Ideas, examples, sought by Mike Robinson for Ian Stewart BBC.

7.4 International Year of Biodiversity The meeting noted SWT's plans for a high profile event towards the end of 2010 involving Postcode Lottery. RSGS would run a Biodiversity special in May inviting inputs. IUCN UK's 2010 conference was planned for April at Edinburgh Zoo. Biodiversity was the EU Green Week theme this year.

7.5 Waste/Resource use DB reported SG officials as keen for more engagement in these issues from LINK and support for the direction they were taking. DB felt SG were willing to be radical, interested in our global footprint. The meeting agreed to flag to members at afternoon Networking discussion, and to try to address in our Manifesto, noting the need to not duplicate the work/input of Community Recycling Network of Scotland.

**Actions: raise at Networking; Andy cover in Manifesto**

7.6 Hustings; LINK Manifesto Andy reported that he had emailed reps and hoped to hear from members willing to engage in running or helping to run hustings, and in contributing text to the rolling manifesto. He would shortly email reps to invite proposals of issues for



parliamentary committee inquiry. He hoped trustees would encourage their colleagues to reply to these.

8. NEXT MEETING

Thursday 22 April 2010, 10.00-12.30, LINK office in Perth

LINK/JA/8.2.10