



DRAFT MINUTES OF BOARD MEETING HELD 16 JANUARY 2014 IN PERTH

PRESENT

Trustees Deborah Long (Chair), Helen Todd (Vice Chair), Paul Ritchie (Treasurer), Ian Findlay, Beryl Leatherland, Simon Jones, Mandy Orr, Craig Macadam, Charles Dundas, Paul Walton

In attendance Ross Finnie (President)
Jen Anderson, Hugh Green, Andy Myles, Alice Walsh (Staff)

1. WELCOME, INTROS AND APOLOGIES

Deborah opened the meeting with a particular welcome for the new trustees Craig Macadam, Charles Dundas and Paul Walton.

Apologies had been received from Mike Robinson (trustee).

Introductions were made. Deborah reminded all that in carrying out their role trustees must focus on LINK's best interests and at how to make LINK prosper into the future.

2. POST-AGM ACTIONS

Paper 2 (circulated) reported on actions taken since the AGM and Deborah flagged points for discussion as follows:

Trustee declarations – These would not go on the website for reasons of identity theft, but were tabled for inspection. Trustees were encouraged to review the set during the lunch break. **Action: all trustees**

Co-options – The meeting formally co-opted Mandy Orr and Mike Robinson subsequent to the Board's October discussion supported by the AGM in November. (Simon Jones proposer; Helen Todd seconder)

Succession planning -

Chair - Deborah reminded the meeting that she would retire from the Board in November and that the Board had previously identified Helen Todd as her potential successor. Helen remained willing at this point.

Vice Chair - This change would in turn leave the office of Vice Chair vacant. Protocol required that the Vice Chair should be a rep of a member body and preferably someone with experience on the Board, who understood the issues and the time commitment involved. The Board should reach a decision on a successor by August. **Action: Deborah would keep in touch with trustees about this**

Treasurer - Paul Ritchie had recently confirmed that subject to his CEO's continuing support, he would be able to continue for a further year as Treasurer beyond 2014, providing continuity during a period of change.

President – Deborah reported that by November Ross Finnie would have served his three-year term as President; she thanked Ross for his considerable input to date. Ross had confirmed that he could help with the process of 'searching' for a successor in the role. Helen, Beryl and Simon volunteered to join Ross on this subgroup. **Action: Staff organise subgroup discussion**

Memo & Articles and possible Special General Meeting - The M&A were to be updated in respect of timescale for submission of nominations ahead of the AGM, which had caused a little delay to decision making on new trustees last November. The lawyer (Colin Liddell) had also picked up a few minor issues in the M&A. The Board noted that these would require to be passed at an SGM held ahead of the AGM at which the new



nominations timescale was to be applied. The meeting also approved Ian Findlay's suggestion that the M&A be updated in relation to disqualifications in terms of the Mental Health Act. **Action: Staff bring proposed revisions to April Board**

Division of workload – The meeting briefly discussed the spreadsheet LINK held to inform how aspects of the governance job can be divided among trustees to avoid the burden falling on a few. The paper identified named trustees or indicated roles which could be allocated to any/all. Various changes were agreed to fill gaps left by recent retirements. The meeting also noted (paper 2.b) the status of Board subgroups (employment, funding and president search were the current three subgroups). Steering groups to plan for Congress 2014 and Scottish Environment Week 2015 would be formed in the spring; these tend to engage mix of reps and trustees and staff.

3. MINUTES OF OCTOBER MEETING

Deborah invited points for clarification. None were raised. Helen Todd proposed the minutes as an accurate account of the meeting, Beryl Leatherland seconded and these were approved by the meeting.

4. MATTERS ARISING & REPORTS BACK

Paper 4 as circulated was mostly for information. The meeting focussed on the following issues:

4.1 Business Forum - Jen reminded the meeting of the Board's decision to hold 2-3 forums a year as a way of creating space with business, which Congress 2012 had proposed. Another arm of this work had been various meetings with business networks during 2012-13 led by Ross. A first forum on climate risk and investment (with pension funds, principally) had been proposed in 2012; the Board had seen this as something separate from TF-level initiatives with the sector. Since that discussion, however, other work commitments had prevented progress; additionally there were challenges in identifying and attracting appropriate people within large UK or multi-national companies. Deborah invited volunteers from the Board to form a subgroup to advise and support the work. Mike Robinson was proposed and Mandy and Ross also offered to help. Simon Jones would liaise with Jonny about possible contacts. Mandy proposed that the group think of players like Ian Marchant (ex, of SSE) to draw others into the debate and also encouraged some discussion within LINK of our strategy as regards business covering the threads of sponsorship, business supporter-ship, and shared space for dialogue. The relationship with the natural capital debate was noted and also the importance of not conflating these two aims.

Action: subgroup to convene

4.2 Business supporter - The Board had approved a staff proposal to open up this category in 2011. The detail of the intended business supporter relationship with LINK had been discussed in detail and terms and conditions had been developed to inform that, and proofed by LINK's lawyer – see www.scotlink.org/get-involved/membership/business-supporters/. That members have varied views on a range of companies was acknowledged; however the potential benefits to LINK of engaging more with the private sector were considerable. Active promotion of BS had been delayed pending the website being shifted to a new platform; that task was reaching completion and staff would promote BS in the coming months. The meeting confirmed that, subject to talking with Mandy and Alice, Andy could pursue contacts made earlier with Scotrail and Boots, and that staff should proceed with National Grid and Calor with which LINK had worked for years as SEW sponsors and which might proffer positive feedback on engaging with LINK for the BS initiative. Stagecoach was suggested as a further possible target. Ian Findlay reminded the meeting of the 2011/12 discussion of an ethics policy to guide decisions, and would provide material. Mandy advised staff when approaching previous sponsors to be mindful of the levels of fee for BS.

Action: Staff discussion ahead of approaches; Ian Findlay



4.3 Local-national dimension – Elizabeth Leighton’s study for LINK would report in February and the staff would consider her findings and bring recommendations to the April Board. **Action: Staff**

4.4 Congress 2013 – The report on November’s event, with speaker contributions, was on LINK’s website.

4.5 Honorary Fellows – Helen and Mandy offered to join staff to review how the network engages Honorary Fells – an action postponed from 2013 board discussion. There were around 9 Hon Fells, with a range of expertise, and on whom LINK makes few calls potentially wasting opportunities. There had also been discussion of whether this category could include or a parallel category be created to engage politicians who have left office and with whom LINK has worked well and would want a working relationship. The meeting noted that sustainability-friendly business people might be a further category to consider. Deborah suggested skills auditing as part of the process. **Action: Subgroup to meet to review**

4.6 SNH liaison – A meeting between a number of trustees and Andrew Bachell and colleagues was fixed for 18 February and SNH had provided an agenda. LINK board agreed to ask for an early meeting with the new Chair of SNH and to raise NPF3 (delivering specifics/ being measured against these). It would be important for SNH to see the good value for money with LINK offers. Also for the complementary role LINK can play in relation to SNH, to be apparent.

4.6 Membership – Beryl had heard an application from Scotland against Spin would be forthcoming.

4.7 Other reports back:

EEB role – The meeting was not aware of whether there had been Scottish applications for an EEB post. Andy would investigate and keep trustees informed. **Action: Andy**

5 NETWORK PLANS: PRIORITISATION

Deborah introduced the item explaining that she wished to tie up several recent discussions including: Congress, and Strategic Planning 2013; Board horizon scanning in October; the political strategy report of October (also discussed at October Board). Various Board papers covered these and Deborah proposed the Board now review the issues en bloc, to determine what was, and was not, priority. She reminded the meeting that TFs are the best mechanism for progressing work, though where there is no such coverage another means of putting capacity behind priorities is the discretionary fund. The discussed went as follows:

5.1 Carbon accounting by members – It was a few years since LINK had surveyed members and initially encouraged this as good practice. The meeting agreed to firmly re-encourage members to assess and publish results for their organisations in view of the reputational risk of not doing so if for no other reason. This would be a President to President level communication. **Action: Staff with Ross**

5.2 Landscape and energy statement – The meeting agreed that the Landscape TF should aim to ensure an outcome which captures consensus amongst members and should set and work to a deadline. **Action: LTF**

5.3 Local-national relationship – Outcomes of Congress were reviewed. Some to be covered in Elizabeth Leighton’s report (recommendations of which come to the Board April). Others were considered as follows: Coordinate member products wrt. planning system – **Action PTF**

Share protocols on this – **Members to be reminded**

Contribute to Challenge Fund Ideas Bank – **No LINK action as capacity is limited**

Database of what members do at the local level – **No LINK action as capacity is limited**

Community Empowerment Bill – Though engagement would be timely in relation to LINK concerns, Andy reported there was little interest among members, as the Minister had stressed a focus on communities of place rather than of interest for the legislation. LINK had briefed on the distinction between these at an early



stage but the Bill remained unchanged in this respect, with the exception of SAGS work around allotments. Helen reported on a link between Land Reform and the Community Empowerment Bill on which RS and Sustrans were making submissions. **No LINK action**

5.4 Environmental narrative – A summit held with the Agencies in early 2012 had agreed this was critical to winning key arguments; LINK strategic planning meeting 2013 had prioritised also. The Board determined that LINK should have this ready to use in brief format by June 2014; it should clarify what we mean by SD and what we will do in pursuing it; in its prep we should be clear about target audiences (including political, funders, media, business and more). The outcomes of the 2012 summit and LINK's referendum challenge were among papers to draw on. Circa 12 people from TFs and wider would be invited to a facilitated discussion in the spring and tasked with preparing the final product. A subgroup led by Paul Walton would coordinate, including Deborah, Ian, Andy. DPF support could be sought (facilitation & wordsmithing).

Action: Andy and Paul Walton

5.5 Ambassadors – This had also come up in both the 2012 summit discussions and 2013 strategic planning. The intention was to identify individuals who support our narrative and are well-placed to help develop better understanding with other sectors (farmers, land managers, business, and more). The meeting agreed this should be considered as the narrative work nears completion.

Action: Subgroup at 5.4 to consider in relation to progress with narrative

5.6 LINK view on ecosystem services/natural capital – Strategic planning 2013 had agreed this merited further discussion within LINK; Economics TF had been asked to consider. **Action: ETF meeting February**

5.7 Fossil fuel divestment – The October Board had given this medium priority which staff now proposed should be raised to high priority. They sought DPF support to take forward soon and in time to inform the referendum debate. The meeting concurred and suggested that the commissioned paper should explain the nature of the looming crisis globally, how this relates to Scotland, key issues that will need to be addressed in Scotland. It was agreed to share the paper with the other Links and look to consider with them whether joint action needed Paul Ritchie advised that both this, and the narrative work above, could draw on the DPF regardless of the financial year. **Action: Staff draft brief & coordinate the commissioning**

5.8 Rolling manifesto – **Andy would make this a priority** with the refresh complete by late February.

5.9 EU manifesto – **Andy would prioritise.** There was little appetite among members for campaigning.

5.10 Urban audiences - The meeting agreed that the issues flagged in the Board's October discussion were being addressed by one or other of the TFs or by the above routes. The exception was work specifically targeting urban audiences as potential supporters of SD and environment; however, members such as Planning Democracy were looking at urban issues and urban audiences and the meeting agreed these issues would be likely to be addressed by the discussion on the local-national relationship.

The above proposals for action would be reported to the afternoon networking meeting. **Action: Deborah**

6 FINANCIAL AND FUNDRAISING

6.1 Budget outturn to 31.12.13 & forecast to 31.3.14 - Hugh reported a year-end forecast now £5k higher than indicated in October, so that LINK should end the year £19k in surplus in terms of budget. The forecast income for business and organisational supporters had been slightly reduced, and forecast rental income had also been brought down as there had been no takers in response to LINK's promotion of the free space in Perth and the income from IUCN for Rea's post (based in LINK office) would cease at end of March. Hugh confirmed that the year's DPF had been £12k including a sum of £2k unspent from previous year. He drew trustees' attention to the status of all the year's projects adding that Flourishing Scotland was 'in deficit' in



the sense that its funding could only be claimed quarterly in arrears (starting end March) though the project had begun in the winter. Cashflow was sufficient to bridge the gap and cost recovery otherwise was likely to net £17k. The meeting noted the challenges in securing full cost recovery; most recovery is partial, LINK has fairly well developed rules and is also now running more projects on which recovery at some level is due. Most projects would close by the year-end.

6.2 Discretionary Project Fund – The year's balance in this fund stood at £1,800 with no further TF bids received since autumn. Earlier (see 5 above) the meeting had noted likely bids for work on priorities including narrative work (£tbc) and carbon bubble report (up to £1,000) agreeing that both could go ahead using the DPF balance, and if necessary drawing on next year's fund.

6.3 Draft budget for 2014-15 - The meeting noted that confirmation of SNH support at last year's level delayed the 'uncertain period' for a further year though the public sector grant for 2015-18 had to be negotiated during 2014/15 and remained at present an unknown for the period from April 2015. Other assumptions in the draft budget for 2014-15 were that subscriptions would rise by 5% (approved November 2013) and that LINK would bring £5k in from new sources and/or new cost recovery. A DPF of £10k was proposed. Paul commented that with income and expenditure in firm control 2014-15 would be financially comfortable; the future years remained an issue in terms of whether anticipated decreases in support would come about. The Board would normally have seen the draft budget. Staff advised this would not be significantly different from the budget in the updated 5-year scenario though there would be some differences and certain figures eg for IT development were awaited. The meeting agreed that staff would circulate a solid draft budget by early March for email approval to be given at that stage. Deborah asked that the Funding Sub Group meet again during 2014 to consider subscription income needs for 2015-16 and onward. **Action: Staff circulate budget; FSG convene on subscriptions**

The meeting thanked Hugh for presenting the financial information clearly.

6.3 Fundraising update - Alice reported. Staff and Mandy Orr had reviewed fundraising progress against the Board's business strategy. Overall, there had been progress in driving down spending, encouraging and winning new or re-joining members and a further Organisational Supporter, and identifying and securing funding for projects (HLF for fundraising explored and ditched but with our costs met), FPF funds for the Flourishing Scotland work secured, further marine funds secured, and a further year of more or less full grant from SNH secured. The unknown 'era' was April 2015 on when EFF core would have ceased and when public sector funding levels might be different. In line with business strategy Alice had researched possible sources and needed to make time now to do applications. The intention discussed with Mandy was to tie bids for core support with Species Champion work and with business supporter promotion. Alice had agreed to commit extra days to fundraising work, 10 in the last year, and was able to continue to commit an extra day per month. Deborah noted that this left a gap in terms of the overall commitment needed to develop relationships with funders and that the meeting was asked to consider a proposal to contract Mandy to supplement Alice's good work. See item 9 below.

7 AOB

7.1 SG Partnership Agreement Monitoring Committee 2014-2020 Deborah to circulate information received from Scottish Government about this stakeholder group which was shadowing the programme of EU funding. The meeting was mindful of checking whether LINK input (ie delegate attending meetings) is value for investment, but agreed to see if anyone in the network positively wished to volunteer. **Action: Deborah**

7.2 Scottish constitution and the work of charities Trustees were reminded of the members' discussion day on 23 Jan, and of the referendum debate on evening of 26 February.



Trustee Mandy Orr, and staff members other than Jen, now left the meeting.

8. PROPOSAL FOR A CONTINGENCY ADJUSTMENT (PROJECT STAFF RETENTION)

The meeting discussed a proposal from the Board's Employment Sub Group that LINK should build in incentives to encourage staff in fixed-term posts attached to projects to consider staying to the end points of these projects. This would be for staff who have performed well in post for over 18 months and are approaching their final year in a project, who would be offered the sum of £2.5k as well as their paid notice and any statutory redundancy due. Rather than being a 'dead cert' at the start of a contract, this principle would apply from around half way through a project's funding term and the particulars would be kicked off with a discussion amongst managers about funding futures, the people on board, and decisions the organisation wants to take about next steps. The thinking would form part of LINK's salary policy, and of terms and conditions for project staff, so that these players are aware that this kind of arrangement may kick in during the fixed term of their contract and of LINK trustees' approval for the policy and of a degree of 'safety net'. The meeting agreed the final period in a project is critical, this proposal helps to reduce risk, and could also benefit recruitment, if outlined in recruitment materials, by helping to attract more applicants to these fixed term posts. The meeting noted that the figure of £2.5k matched current monthly salary levels (and pension and NI contributions) in these posts; it would be a fixed sum irrespective of whether staff were full- or part-time. The proposal was supported by the Board and would be reviewed after a few years after which it would be renewed at the Board's discretion and might not be applied to very short-term projects.

Action: Staff to amend terms and conditions, increase budgetted 'contingency'

9. PROPOSAL TO REMUNERATE MANDY ORR (FUNDRAISING WORK)

The meeting considered Jen's proposal that LINK contract Mandy Orr's support as a professional fundraiser to deepen the current fundraising effort. This would entail paying for some days of Mandy's time over a fixed-term of some months so as to involve her in meetings with funders identified and in subsequently developing approaches. This would be a time commitment over and above the time which Mandy already gave in advisory meetings and in attending some of the Board meetings. Jen confirmed the lawyer's advice that this would be acceptable practice on the basis of a remuneration agreement which he could provide.

The meeting considered various points. Any remuneration of trustees would require to be declared in LINK's accounts and would be a departure from LINK's norm (to date trustees have not been paid for any one-off contracts, though in the case of two chairs (self-employed) office costs and expenses were met. On the other hand, links between LINK's core funding needs, its project proposals and its business supporter categories were complex and in this respect Mandy's knowledge of LINK together with her fundraising experience could be critical in supplementing the additional time which Alice was able to commit. This kind of support does help to avoid overload on staff on occasion. If remunerated for active fundraising work there could be conflict of interest for Mandy in respect of certain Board discussions and she might need to update her declaration. The Institute of Fundraising's advice on fees could be taken. Members should be informed in brief that the Board is considering this and invited to flag concerns. At the end of the process a Board review of success, and of capacity, would be appropriate. On this basis the proposal was approved.

Action: Jen to contact members

8 MEETINGS DATES FOR 2014

These were noted.