



## MINUTES OF LINK BOARD MEETING HELD IN STIRLING ON 27 APRIL 2017

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### PRESENT

Trustees - Helen Todd (Chair), Charles Dundas (Vice Chair), Tim Ambrose (Treasurer), Craig Macadam, Beryl Leatherland, Ian Findlay, Paul Walton and Sam Gardner

Staff in attendance – Jen Anderson, Daphne Vlastari

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### 1. APOLOGIES

Apologies were received from Lucy Graham who was on extended leave until later August.

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### 2. STAFF AND STAFFING IMPLICATIONS

Chief Officer The Trustees had been updated about Jen's upcoming surgery; she was likely to be out of circulation from mid-May for a month at least. Jen appreciated Trustees' encouragement to look after her health and that her salary would continue at normal level though she would work fewer hours in the meantime. The meeting noted that workload was being reassessed among staff and that 'go-to' people would be identified for staff Jen supports. **Action: Jen**

Project staff Meeting noted that Phoebe Cochrane's post as Sustainable Economics Officer would end w/e 19 May when funding would finish. Phoebe's contract would transition at that point to a fixed-term, part-time (one day p w) climate role, coordinating LINK input to the upcoming Climate Bill. The Board's Employment Subgroup had approved the additional spend on this priority policy area. Fundraising by the Economics group had not so far succeeded though further bids would be made, given the value which group members had derived from the last 3 years' activity. In the marine project, the decision had been made to stretch current WWFS funding to November; staff Emilie Devenport and Esther Brooker were to be offered part-time contract opportunities from 1 July (when Emilie's current full-time contract ended, and when Esther hoped to return from maternity leave). Outcomes of continuing fundraising to roll the project on for 2 to 3 years would be known by October/November. Jen flagged that the losses or reductions in the project staff resource would impact capacity of both groups and that though the groups were adjusting ambitions in relation, there would be greater demand on Daphne from the summer, in addition to her Brexit, EEB and other LINK priority work areas. **Action: Helen, Jen monitor demand on core staff**

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### 3. MINUTES OF LAST MEETING; MATTERS ARISING; REPORTS-BACK

#### 3.1 DRAFT MINUTES

Approved as an accurate record of the April meeting.

### 3.2 MATTERS ARISING

Cost of attending SNP party conferences – Reply to ENGOs' letter awaited.

Tracking members' health and satisfaction - Helen reminded Trustees of conversations to be had with LINK members, inviting their reports for mid-August ahead of the Board meeting. She advised scheduling these conversations (by phone could be the norm) from later June to mid-August – *i.e., after members have seen and responded to the subscriptions paper referred to at 5.3 below*. Trustees might wish to offer members face-to-face meetings if appropriate.

**Actions: Jen recirculate spreadsheet**

**Trustees hold conversations from late June, reporting for mid-August**

#### SWBG application for membership

Helen summarised the discussion held with SWBG trustees and intern in February further to the Board's January discussion. They had acknowledged their failure to object to the release of beavers in Tayside, had said the release had not been from Ramsay land; their intern Kirsten Brewster would be leading their public awareness raising work. SWBG had considered various options offered, subsequently taking up the offer of an opportunity to present their case for membership to and answer questions from LINK members and Trustees on 7 December. SWBG knew LINK members would make their decision subsequently and that the outcome could not be presupposed.

LINK Board considered its responsibilities in relation to a significant wildlife crime about which the Cab Sec had been explicit about her deep concern. The source of the Tayside release had not been referenced and no prosecution was planned. However, as SWBG did not condemn this, the Group could be said to condone the release which presented reputational risk for LINK in being seen to represent a condoning. Trustees noted the option to recommend against the application, though were equally aware that LINK's decision on the application should be what LINK feels appropriate and not simply influenced by what the government had said, though that was clearly an important context.

**Actions:**

**Trustees would contact SWBG explaining their concern over the reputational risk to LINK and making it a condition of membership that the Group write something into their constitution to clarify that their position had changed to accord with network thinking.**

**LINK members would be made aware of Trustee's concerns over the application and the reasons for their proposed presence at the December network meeting.**

**SWBG's response would be reviewed before a recommendation was taken to members.**

**Actions: Jen, Helen**

STCS application for membership – Trustees noted that this application had their approval in the wake of recent email correspondence with Alice who had secured further detail from STCS including on the nature of their Scottish operations.

**Action: Alice take Board recommendation to members**

Involving non-members in policy work on deer – The meeting noted that LINK's protocol was being challenged by the ongoing deer work by LINK's deer subgroup which consistently involved Mike Daniels of JMT, although JMT had left LINK two years earlier – a situation which had been noted and questioned by Diarmid Hearn of NTS in correspondence with Helen. While protocol allows LINK groups to take external advice it is not permitted for a non-member to be consistently engaged in and influencing position. The Board had been aware of the fine line in relation to deer, as JMT withdrew in March 2015 but had anticipated that JMT would re-join LINK; however, this outcome was not likely in the short term given senior staff changes at JMT among other considerations. The meeting noted that: LINK should not risk the loss of another member organisation over this issue of protocol; the very good work on deer management must continue either under LINK auspices with JMT as a member, or outside of LINK auspices and involving JMT; that by not applying LINK protocol the Board was setting precedent; that for the deer work to happen beyond LINK auspices to retain Mike Daniels' input would not weaken the impact and influence of the advocacy. Meeting agreed that LINK should as priority write to JMT to urge them to reconsider membership as a priority, ensure the letter was seen by Andrew Bachell, meet Stuart Brooks NTS to discuss the situation, and that if JMT were to decline to re-join, LINK must break with the deer group this summer.

**Actions: Jen, Helen, Ian**

Succession planning for the Board – The meeting thanked Charles and Craig for their willingness to step up to roles of Chair and Vice Chair from December. Noting that individuals who had been encouraged to consider joining the Board (i.e., Mary Church, Sarah Dolman) were unlikely to join in autumn 2017, the meeting agreed to approach Sarah Robinson. Pete Ritchie was also suggested though the Board was keen to achieve better gender balance.

**Action: Helen to contact Sarah**

Daily Mail campaign on charities – The Board had agreed to monitor this. Ian reported no recirculation of stories though a new tack by the paper looking at where charities procure services and whether there are any associations at boards level; the charity Youngscot had been in the firing line because the CEO of a company providing their IT support was among their trustees. The meeting felt this to be a clear departure from recommended practice, noting the importance that all trustees of any charity can demonstrate their independence without fear or favour. Ian would circulate latest coverage. The meeting thanked him for his vigilance.

**Action: Ian circulate coverage**

LINK co-hosted EEB annual conference 2017

Jen reported that while public sector funding had been offered verbally (SG Environment) confirmation was still awaited, as were responses to LINK's approaches to SG Climate Directorate, SEPA and ZWS. SNH had confirmed support of £5k. Staff were confident that funding of £30k or more would result from these efforts. Staff were negotiating with EEB to be allowed to progress approaches to progressive business players for sponsorship and so meet or surpass LINK's overall fundraising target of £45k. EEB was investing over £35k in addition to leading on all the detailed administrative functions involved in running the event. Signing of the collaboration agreement between EEB and LINK would either happen soon, with a smaller budget and scale of programme agreed in relation, or would be delayed pending the above public sector commitments. Planning of the 1-day conference and the venues for the other EEB events in the programme was proceeding. Daphne reported on the conference programme, the strategic opportunities this provided, proposals for panel and other

sessions, careful thinking around EU, UK and Scottish speakers, impact of UK election on this, cooperation of Cab Sec's office and support for involving the First Minister. Jen welcomed Daphne's sensitive liaison with EEB over the political complexities and the meeting thanked Daphne for impressive progress. Noting that biodiversity had slipped from the programme because this discussion was closed in EU terms, and given concerns at the low priority accorded to biodiversity in Scotland, the meeting agreed this should be reinstated in the programme, particularly given timing of the Natural Capital Forum a few weeks after the EEB event.

**Action: Daphne, Craig, Paul to liaise**

The meeting supported the proposed package for sponsorship by progressive business and other non-public institutions of the conference and some trustees offered contacts for liaison over finer detail. Daphne explained that LINK's intent was to approach think tanks and academic institutions initially and then progressive business. She would keep in touch with the Board as things progressed. There was discussion of golf companies, Triodos was a suggested addition to the list, and Paul observed that certain companies would probably also be approached to sponsor the World Forum on Natural Capital happening in later November.

**Action: Daphne & Alice pursue, subject to EEB approval**

Marking LINK's 30<sup>th</sup> anniversary – Jen reported on a paper in prep on content for the proposed short video, capturing milestones and achievements of LINK's 30 years. Costs yet to be established; available budget was £3k (balance of £5k in our budget would cover reception and ceilidh including venue and catering). The Board indicated its preference not to commit further monies, advising staff seek advice on how to make this figure deliver a suitable product.

**Action: Staff discuss with experts**

LINK-SEPA liaison – Meeting noted Lloyd Austin's report on meeting with SEPA Chair. In reaction, Trustees supported liaison not being treated as 'set-piece', agreed LINK has capacity to coordinate one meeting per year and that if more were needed LINK should assume that SEPA would help with coordination. Ideally, LINK policy groups should inform Board instincts as to where there are issues emerging which groups have not succeeded in pursuing/persuading at technical level and which therefore merit strategic discussion. While it is acceptable to aim at liaison which is 'informal and top-level/strategic', it is important that we are getting the agenda drivers from our technical level in LINK. Sam would be willing to take part as the LINK trustee if such agenda does indeed drive the liaison.

**Action: Alice to pursue in this context**

Fundraising Meeting noted potential interest of two Trusts in funding LINK's core in ways which would grow the policy advocacy aspect of LINK activity, leaving LINK to decide how best to deploy this. The meeting agreed that, if this happened, an objective process to determine where to allocate support among policy areas and when to review, would be required and should be led by the Board.

**Action: If funding secured convene meeting to involve Board, key staff, possibly policy reps**

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## **4. OPERATIONS**

### 4.1 Operating Plan Review & Report on Work to April 2017

The report indicated good progress, in some areas continuing to improve; conveners and leaders felt the groups' work was hitting the desired mark. Staff flagged the main issue for LINK was continued reliance of the policy groups on a few, i.e., conveners, leaders, and LINK Advocacy Officer. With the added dimension of Brexit and its associated liaisons (ELUK and Greener UK), and the loss of project staff for economics and to some extent marine, the pressure for Daphne's time would increase.

**Action: Staff to continue to monitor**

#### 4.2 PSR

Daphne spoke to her Spring 2017 report. Brexit was taking up a lot of her time including at LINK level, ELUK level and in terms of ELUK-Greener UK liaison; there were deliberations on a joint approach. Whilst LINK was not publishing much at this point a lot of work was going on across LINK policy areas, and evidence was being submitted to committees in Holyrood and occ. Westminster. In the wake of Eleanor Harris' internship on species champions the wildlife subgroup was adapting priorities but continuing to press Government and SNH to do more on biodiversity. There was good opportunity for parliamentary contact though more would be needed over agriculture and fisheries, perhaps forestry, in coming months. LINK contacts with the academic world had increased over Brexit, marine, economics and in relation to our input to the Human Rights Commission. Discussions with business formed part of the policy advocacy picture.

The meeting thanked Daphne for a good outline of considerable activity and Jen noted Daphne's very clear understanding of the Brexit debate and implications for Scotland. There was discussion of options for transitional arrangements and the implications of these options, including ENGO concerns over potential use of statutory instruments to remove/diminish scrutiny. Paul would be exploring opportunity to profile some of these issues in an upcoming RSE event on biodiversity.

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## **5. GOVERNANCE**

### 5.1 Risk Register review

The register, updated and reviewed by staff, was noted and there were no questions. The meeting agreed to clarify the document's operational focus and develop a Pestel analysis to sit alongside.

**Action: Develop Pestel analysis for Autumn discussion**

### 5.2 Being a charity in Scotland

Trustees discussed the report drafted by Jen and on LINK's governance arrangements and how these measured up to OSCR's latest guidance. Ian recommended the paper and the guidance to Trustees. In general, the paper concluded that LINK's arrangements were very good, and that improvements were only needed to a few areas of practice. The following points were discussed:

Conflicts of interest – Check this at the point when individuals are considering joining the board; start Board meetings by checking any conflicts interest; update policy on how to deal with conflicts of interest; continue to update declarations annually and scrutinise these at full board meeting

Public benefit – Meeting noted that in Brexit period this might come under greater scrutiny so value in making more of the benefit delivered through LINK work in future especially via the annual report narrative.

**Action: Jen to circulate checklist of headings to Tim and other trustees**

Reviewing purpose annually – Meeting noted that LINK achieves this review via evaluation against KPIs  
Trustee responsibilities regarding representing no interests than charity as a whole – Meeting noted this can be challenging on occasion, for trustees whose employers are member organisations in LINK, even though these are not commercial connections; noted that some trustees may be experienced in thinking ‘LINK’ through representing areas of LINK policy work. It was agreed that trustee induction should emphasise this aspect more; it was also agreed that induction could usefully explain the difference between LINK as a network and LINK as an organisation and charity in its own right - a complexity which needs time to understand.

Dealing with disagreements – Meeting felt LINK has good processes and protocols to support this and that Board and network learn from experience.

Trustees’ sharing Board workload – Meeting felt that workload is generally quite well shared in terms of trustee roles on Board subgroups and in representing LINK externally; it was also noted that more of the representational work could/should be done via Fellows.

Trustees’ attendance rating – Generally good, and trustees input in ways outside of the formal board and board subgroup meetings.

Staff would review and update relevant policies in the wake of this review, bringing revised drafts to the Board for approval.

**Action: Staff**

### 5.3 Financials:

(i) Budget outturn to end of year Tim spoke to the papers circulated, advising that the outturn was £69 better than presented, owing to a double-counting which Karen had identified. The end of year deficit of £9.5k was much better than forecast in October (£24.5k), by dint of tight control of non-salary headings over the period and by the closing of the year’s DPF in January. Despite modest deficits for Congress and LINK Local, the overall deficit was also lower than anticipated. Tim noted thanks to all involved in achieving this outcome.

#### (ii) 5-year projection & future funding strategy

Turning to funding strategy (paper 8), Tim reported the Funding Subgroup’s December discussion of the tough projections ahead and ways of addressing these. The subgroup had concluded that the core staff complement of 3.9fte was very efficient in delivering services with no capacity for luxury. Since the subgroup did not also subscriptions, Tim had circulated proposals for rises in membership of 100% (lower bands) through to 30% (higher bands) and this had prompted discussion about what members, as main beneficiaries, would be willing to pay. The projections for the years 2017/18 through to 2020/21 had been reviewed again and adjusted to show lower rises across the period because of assumed higher public sector support. The subgroup’s proposal now was for a rise of 7% per year over three years. Tim observed in retrospect that the decision to freeze subs had not been a good idea for LINK. LINK would be in deficit at the end of 2017/18, and coming years; however, in the newly revised scenario, because of a less pessimistic assumption about public sector support, deficits could be more manageable, less ‘fatal’, in the contexts of reserves of £234k. The revised trajectory showed LINK remaining solvent for longer, though not ‘in the black’ as the bottom line relied on use of reserves which strictly speaking sees the organisation ‘in the red’.

The meeting agreed that action was needed and that rises of 7% for 3 years running might be sensible, though felt that it was making a big assumption to see public sector support continuing at current levels and believed there was considerable risk ahead. Trustees were minded to share the situation with members asking them for indications of the value they ascribe to LINK and of how the proposed rises were likely to be received, before confirming forward strategy. It was agreed to circulate a paper which was transparent about the situation and the risk, which sought a sense of what their reactions would be to the proposed rise; the paper would benchmark with other Links, remind members of the invisible work behind the scenes as well as the aims and achievements of the network in putting governments on the spot, the profile-raising achieved through events and policy advocacy, the future plans including EEB 2017 – all of which give legitimacy, platforms and partners to LINK for the future. Helen, Charles and Tim would review feedback with staff and report to Trustees by 20 June, after which Trustees' contacts with members could take place.

**Actions: Alice, Karen, Office Bearers**

In relation to potential need to consider downsizing at some point in the coming 3-4 years, LINK's ABCs approach would be updated and circulated to the Board for discussion.

**Action: Staff, Tim**

As some members were likely to be supportive, a request would also circulate to members for contributions to costs of EEB conference.

**Action: Daphne and Alice**

The meeting heard that staff had given LINK's Perth landlords notice to leave the Shore Road premises by November 2017; office accommodation in Perth was plentiful and staff aimed to identify suitable offices, including meeting room access, from August/September forward, at the lower cost budgeted for 2017/18. There were concerns about the potentially restrictive size of the available space at RSGS which Karen would follow up with Mike Robinson.

**Action: Karen**

#### 5.4 DPF bids

Bids from the Legal Strategy Subgroup (£1000) and the Food & Farming Subgroup (£1500) were considered and approved as very good proposals. The fund would stand at £5500.

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## **6. AOB**

6.1 Forestry planting targets Paul flagged RSPB concerns about Scottish targets and the potential of a net carbon contribution through planting, the potential focus on few species (monoculture) and less-than-sensitive planting, close liaison between CONFOR and the Cab Sec for Rural Economy. Envisaging echoes of the 1980s, RSPB intended to be proactive in challenging that kind of direction of travel. Charles encouraged RSPB to bring this concern to the Woodland Subgroup for discussion of desirable action by the ENGO sector.

**Action: RSPB, Charles**

6.2 Keeping trustees informed when LINK 'objects' Beryl asked that where policy groups are objecting to particular cases on strategic grounds, the trustees should be made aware so that they can take any opportunities to support these in dialogue with decision makers and other stakeholders.

**Action: Helen, Alice, Daphne to advise Conveners and Leaders**

6.3 LINK nomination for Nature of Scotland Award The meeting considered a proposal that LINK nominate Lloyd Austin, in the category of political advocate to acknowledge the value of his political advocacy to LINK over the years. That RSPB might have difficulties in accepting a nomination for one of its own staff was noted. However, LINK Board, supportive of the spirit of such a nomination, saw an option of nominating and leaving decisions on appropriateness of shortlisting Lloyd to the administrators. It was agreed to seek Anne McCall's advice on whether such a nomination would in fact cause the Awards process a problem, and if appropriate to develop a nomination for the June deadline.

**Actions: Jen, Lisa**

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## **7. NEXT MEETING**

Thursday 24 August 2017, 1000-13000, venue at LINK Perth office

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JA/LINK/10.5.17