



Minutes of Board Meeting held on 2 August 2018 at WTS office, Edinburgh

PRESENT

Trustees: Charles Dundas (Chair), Craig Macadam (Vice Chair), Tim Ambrose (Treasurer), Beryl Leatherland (by phone, part of meeting), Helen Senn, Clare Symonds, Sam Gardner

Staff in attendance: Jen Anderson, Alice Walsh, Karen Paterson

APOLOGIES

Received from Lucy Graham (Trustee) who had competing commitments and Paul Walton.

1. DRAFT MINUTES OF LAST MEETING (APRIL 26) FOR APPROVAL

These were approved.

2. MATTERS ARISING & REPORTS FROM ROUND THE TABLE

2.1 Matters arising

2.1.1 Advice on Articles and Voting: Charles invited Trustees' views on the situation. Legal advice in response to the Board's request to amend the Articles on voting and in particular on abstentions, was that these provisions were dictated by Company law. In light of this, LINK's office bearers had agreed that LINK should take no further action except to continue to flag terms to members when voting was required. Tim noted the importance of keeping the terms for written resolutions at the forefront of minds and of reminding members that not voting represents a vote against on these occasions.

2.1.2 JMT: No further contact had been received and Beryl's advice to extend a further encouragement would be followed up. Whilst it was anticipated that JMT would have issues with some aspects of LINK's policy and operations, overall the feeling was that the Trust was 'missing' from the network.

Action: Jen and Charles to contact JMT

2.1.3 LINK Local:

The meeting noted that LINK had closed its *LINK Local* database, alerting the local bodies involved, pointing them to other networks e.g. [Scottish Community Alliance](#) (SCA) and Highland Environmental Network. This brought the 2 year trial to an end.

Clare flagged that some members of SCA felt negative about some ENGO sector action and advised that LINK hold discussion with SCA to scope for common ground and shared understanding. The meeting agreed to ask LINK Planning Group to work with SCA on this and to refer the matter back to Board level, if necessary.

Actions: Invite SCA to Congress; Ask Planning Group to liaise with SCA

2.1.4 LINK report and accounts: Tim thanked Karen and Jen for compiling the 2017-18 information.

2.1.5 Member dialogue:

Two members remained to be contacted: Paul Walton was to interview Soil Association Scotland and Helen Senn would interview RZSS.

Actions: Paul, Helen, Jen (brief Helen on questions)

WRT outcomes noted previously from this round of dialogue:

Jen flagged the need to give a strong Board steer on holding more meetings nearer to LINK's remoter members and the meeting noted that Wildlife Subgroup had changed its venue to Stirling and timing to afternoon for cheaper train travel.

Action: Board to encourage

Trustees noted the intention that LINK's Climate & Energy consensus be revisited periodically to ensure it can inform other LINK positions, discussing this in relation to differences as well as unknown positioning among members on North Sea oil, nuclear, onshore wind and more. There was some concern at the investment of time which would be needed to review and update the consensus and uncertainty about what the process had achieved, other than intangible learning for the individuals involved. The meeting considered whether LINK would achieve much in revisiting it, whether such high-level effort stops members saying what they want to say or helps to discourage them from disrespecting other members' views in public, whether the likelihood of preventing this is worth the effort of periodic reviews. It was agreed to explore appetite to revisit the document with key LINK groups and to be clear what the added value of a revisit would be and – if reviewing – how to ensure the product is not too bland to satisfy (include Marine, Economics, Land, among other groups).

Action: Jen to explore with relevant groups

2.1.6 Membership updates: Since Jon Wordsworth had retired from Archaeology Scotland, the historic environment had been less well represented across LINK work areas. Jen and Eila Macqueen (rep of SCAPE on LINK and Director of AS) had discussed the possibility of Noel Fojut's engaging; Noel was keen to volunteer having retired from Historic Environment Scotland and Eila welcomed this. Noel was a member of Archaeology Scotland which Eila had indicated would be able to re-join LINK from spring 2019 (at which point SCAPE would leave). In the meantime, it had been agreed that Noel could do engage in LINK to represent historic environment issues.

2.1.7 Protocols on co-options to LINK policy groups: Reminding trustees of the Board's April discussion about the challenges in making this protocol work in practice, Jen flagged that the Legal Strategy Subgroup found itself in that situation just now, with 4 co-opted lawyers involved alongside members in the Subgroup's efforts to set up an Environmental Rights Centre. One was Mark Lazarowicz, a Fellow, others were sympathetic lawyers. Most would either become a trustee or member of the advisory group to the new ERCS, some might benefit eventually in terms of professional opportunity, and the Subgroup members were aware of the motivations and welcomed the additional support.

2.1.8 SNH liaison: Charles reported on contact with SNH, including a July liaison meeting and subsequent conversation with CEO Francesca Ososwka. There had been a big LINK delegation at the meeting in July, a wide agenda, and a LINK ambition for greater contract at boards level. The subsequent conversation with FO had been frank, she had felt quite interrogated by LINK's approach. In discussion it had been noted that LINK members were concerned at the lack of access at strategic level over the last 5 years and more and serious concern about the strength of SNH's role as environmental champion. FO had agreed to another meeting on one or two topics, with an equal number of delegates per organisation, and the intention was for these to be boards level. Topics would be: state of nature reporting, and environmental championing. In general, the direction seemed positive, with both organisations seeking a fresh way of communicating that could be more productive.

2.1.9 VisitScotland: Now on LINK's radar with a view to encouraging the agency to support the need for robust environmental commitments to protect the golden goose.

Action: Staff to develop agenda with groups

2.1.10 SEPA: meeting being planned round environmental strategy/act; Sam wished to be involved.

Action: Alice to coordinate arrangements

2.1.11 Crown Estate Scotland: Simon Hodge now in charge there. Should LINK reach out for liaison on strategic issues (beyond the brief presentation CES had given at Seas Scotland where the agency would have heard that they will be challenged where profit trumps stewardship). An early meeting could be useful. Agreed to seek a meeting involving LINK groups and trustees with CES.

Action: Land Group to take forward

Beryl joined the meeting.

2.1.12 Staffing:

Charles assumed that all would have read Jen's news thanking Jen for all she had done and would continue to do. Jen added to her circulated message saying she had found LINK a great network and great place to work, but now felt it was time to go. LINK was in a good place with solid funding, membership demonstrating satisfaction, and an excellent staff team – which seemed appropriate circumstances for a change in CO.

Jen confirmed that Dilraj Watson had joined the team in May and was more than getting her feet under the desk of LINK's policy work. Also that Emilie Devenport would leave the Marine Policy Engagement role in October with Esther Brooker returning to the post when her WWFS role ended then: the Marine Group was pleased at this seamless transition given Esther's involvement in the project over several years. As there was only one year of funding to run (currently), LINK had not run an open recruitment. The situation in Phoebe's case had been different, with one project having ended months earlier, and the new project being different from the first, so that both LINK and the funder had felt that an open recruitment at spring 2018 was important.

As Esther had asked to work some days from home, LINK was developing existing policy on homeworking and would address different roles, personality types, terms and conditions for homeworking, including specifying where the home base is located. The draft would draw on various member body policies which had been received in response to requests and would come around the Board for sign-off.

Action: Jen and Karen

2.1.13 Review of jobs and salaries: This was proceeding; Ian Findlay had met all staff and feedback was positive. Ian and Jen would evaluate and score the jobs during August, to report in September.

Action: Ian Findlay and Jen

2.2 Reports back

None given.

3. GOVERNANCE

3.1 Change of Chief Officer

Staff left the meeting while trustees initially discussed the circulated paper on succession planning and recruitment of Chief Officer.

On the staff's return, Charles reported that the Board had considered the remit, agreeing to recruit for a Chief Officer rather than a CEO, seeking as close as possible continuity of the current role with its internal management focus. Charles has spoken to various internal contacts about the remit and would meet others before the advert went live. The post would be advertised as based in Perth and working in two offices: candidates might raise other options for discussion. The post would be advertised as full-time, though was

currently worked in some hours less than that; the panel could consider candidate requests for less than full-time.

In practical terms, the panel would comprise office bearers and potentially Helen Todd (ex-Chair), with w/b 8 or 15 October identified for interviews to be held in Perth. Advertising would be via LINK site, the wider network, GoodMoves, Indeed, S1 jobs, TFN, Environment Jobs, and social media. If necessary, support would be sought from a head-hunting company; however, experience round the table did not strongly rate this approach in comparison with using LINK's reach as a network. Salary scale would start at £38k which was in line with the current review of salaries. The meeting agreed that the CO role does not lend itself easily to job-share, given the importance of maintaining an overview, though this might be possible with a shared inbox, should outstanding candidates negotiate.

Meetings with candidates would be held over one day and would include opportunities for all candidates to talk with the staff team, alongside their formal interviews with the panel. Candidates would be advised that they might be at the LINK office for up to 2 hours. Format to include a written exercise (up to 30 minutes) and a presentation to the panel. If there were difficulty in deciding between candidates, then a second interview would be held.

Actions:

Jen to schedule shortlisting and interview dates which work for panel and staff

Charles and Jen to finalise remit and advert

Karen to place advert from later August

Charles to draw up list of possible people

3.2 AGM Preparation

Annual reporting - was complete, and the full report and accounts (once signed off) together with a summary annual review, would go up on the website. Tim explained why final figures were slightly different in the accounts from the management accounts trustees had seen in April. This was because New rules were that funds must be put in when received; LINK treats the WGF grant as split between 2 years, where accountants must treat it differently; our EFF funding which we count as starting at 1 July 2018 will be treated similarly. Tim noted that if he and Karen keep on top of the slight differences between formal and management accounts in this respect, there will not be a problem and we might smooth what may be a fiscal cliff at the end of these periods of funding.

Leadership of LINK groups - The meeting noted that the narrative necessarily reported on leadership of LINK groups and readers might perceive RSPB as 'in charge' of a lot of these. While there was no feeling in LINK that members were uncomfortable with this, it was justification for more proactive encouragement by the Board to members to step up to positions of leadership. While it is difficult for small organisations to step up, and some of the larger bodies such as RZSS are big in funds and light in staff, it would be useful to have a look at this. RSPB's own restructuring would anyway lead to less capacity on some LINK groups.

Action: Charles and Craig to take forward

Trustee rotation – As the circulated paper showed Beryl and Lucy were due to stand down by rotation and Charles had offered to put himself up for election. No trustees planned to stand down and technically there was no vacancy, though LINK practice was to regularly invite nominations giving guidance based on the skills audit as to areas where skills might be less. The meeting agreed that LINK should invite nominations, whilst setting out the situation on the Board for the year ahead.

Action: Jen to issue call in October

Skills audit – The latest audit suggested that we could usefully flag areas of conflict resolution, leadership, resource management and staff management. While several trustees considered themselves quite skilled in these areas, none had indicated that they had a lot of skill. Other headings in similar status could be addressed from within the staff. This analysis was supported by the meeting.

President: The Board had agreed in 2017 to ask Joyce to be president for another year and Joyce had agreed to continue to autumn 2019. This would be taken to members as a recommendation from the Board to the AGM. Jen flagged that it would be useful to review how to use Joyce more strategically as she was currently somewhat underused esp. in terms of her creative thinking about how environment relates to people. The meeting agreed to ask the Planning Group to consider this. Hilltracks had asked Joyce to do the foreword for their upcoming report. Groups were regularly reminded to consider how the president and fellows could support their work.

Action: Planning Group, Staff

Honorary Fellows: The meeting heard no recommendations from staff at this point and agreed to revisit in October just prior to the papers circulating for the AGM.

Subscriptions: The Board's recommendation to members would follow from discussions at item 5.1 below.

3.3 Policies (Standing item)

Lobbying Registration – The Board noted that despite LINK's initial intention to report on activity by volunteers as well as paid employees including trustees and conveners and fellows, and our sense of having interpreted the guidance accurately, the Lobbying Unit's had recently expressed a preference for registration of only paid staff lobbying instances. LINK staff proposed that LINK comply with this more recent request whilst continuing to collect records of wider (volunteer) lobbying – as SCCS were also doing. The meeting supported this proposal. The Lobbying unit had reminded that members lobbying on LINK's behalf should register this activity via their own orgs; however, in LINK's case a number of these bodies were small enough to be exempt. The Board asked for a paper reporting in a year's time, comparing registered lobbying with LINK's actual lobbying activity.

Actions:

Staff to continue to collect all information but submit only actions by paid staff

Staff to provide paper to Summer 2019 Board 'comparing the difference'

3.4 Governance Code Scotland

Jen flagged Scotland's 3rd sector governance forum [consultation](#). In her view LINK was compliant and the network was very aware of charity law. The consultation had been included on the Bulletin to members. The meeting agreed that a response to the consultation was not priority.

4. OPERATIONAL

4.1 Making best use of our contacts:

The meeting discussed LINK's conduits to other sectors via players such as Joyce McMillan (links to arts and culture), Lloyd Austin (EEB's UK board member), Jonny Hughes (IUCN Western Europe Councillor, instrumental in Coul Links campaign). These individuals interfaced with other networks. LINK could make more strategic use of these contacts, not least if the UK left the EU and needed to rely on different and new partnerships. It was agreed that this needed development of a strategy as the Brexit debate moves forward. In the lead-up to the 2020 'super-year' with much of our work around biodiversity, LINK could help develop Scottish

international ambition, communicating the value of Scotland's environment in an international context to IUCN and others and framing the environment act as a positive, motivational opportunity. It was agreed to develop thinking possibly exploring (via Wildlife Subgroup) with Lloyd and Jonny and arranging for Joyce to host a supper discussion with such players before the year end.

Action: Jen and Daphne

4.2 Work programme issues

Jen reported that there were no internally troubling issues, other than capacity potentially on land use and reform. There was a lot going on, apart from Brexit which accounted for a large slice of resource. For LINK's Brexit campaign there was good support from CEOs to put time in and involve their memberships when this went live in the autumn. Sam suggested LINK label this 'environment act' comms. LINK had been invited to a roundtable with SG and SNH on its environmental strategy, which might involve SEPA too. LINK had also put forward 3 reps to a reference group and 9 others to the roundtable. Planning work around the Bill involved many amendments and Clare updated the meeting on some of the thinking. Congress planning had agreed a very good programme and Alice would circulate the information anew. The biennial ELUK conference would be held in London on how the UK is delivering against Sustainable Development Goals. Various staff and Charles, Craig, Calum Duncan and potentially Matthew Crighton would attend. Katriona Carmichael (SG Environment) had accepted an invitation to talk to SG's track record. Gove had been invited to give the keynote speech (*JA note - invitation declined - Tory party conference*).

4.3 Culture and Nature

Given LINK interest in the close relationship between culture and environment, the meeting agreed to invite Hon Fell Stuart Housden and Joyce to collaborate over a LINK submission to the consultation, hopefully with Paul's coordination.

Action: Alice to coordinate available capacity

5. FINANCIALS

5.1 Subscription Consultation - Outcomes and next steps

Tim reported on the consultation with members, options offered, option 2 favoured by Board in which the smallest members would be cushioned and spend only 10 % of their income. Most responding members had approved this though some preferred the status quo if change would involve paying more. Overall, Tim recommended that the Board recommend option 2 to members at the AGM. A plus would be that the system should not have to change year on year; as members' incomes rose or fell, the system should cope unless LINK wished to raise subs significantly. Tim advised that LINK seek to put it in place for a year to test, with the expectation that it would continue for at least a further couple of years. Though some smaller members had noted their sub would rise from £125 to £150 which would affect them in due course and seemed to balk, Tim advised leaving any further adjustments for discussion at the AGM. The meeting supported Tim's proposal.

Action: Staff to develop with Tim the recommendation paper for the AGM

5.2 Budget outturn and adjusted 5-year projection

Tim advised that these were essentially to note, with no surprises. He stressed the large DPF, and the need for energy among the Groups to spend this money wisely. In the 5-year projections he flagged quite a step down at the end of EFF funding and advised we should not be too generous with other expenditure in the meantime.

Some EFF money could go towards the DPF in year 4 of the funding rather than spending all EFF monies within the 3 accountancy years. Karen flagged that subscription income would be around £90k as a couple of members had dropped bands. Invoicing was going fine. She flagged the notes which explained points.

5.3 DPF bids and strategic use of this funding channel

Echoing Tim's point (above) about energy needed to spend DPF wisely, Jen flagged that clamour for support was not yet forthcoming. Consequently, an email in Charles' name had gone to groups and subgroups to encourage bids. Should this not have the desired effect, the Board would be asked in the autumn to allocate to where priorities lay, with staff input. The meeting noted that bids were anticipated from Planning Group and Legal Strategy Subgroup.

Action: Review demand at October meeting

The meeting then considered bids received from SEFF (additional funding for high quality promotional video) and Species Champions (for extension to Calum Langdale's contract as Species Champions Coordinator, in which Calum was delivering excellent work).

The SEFF request was approved: Jen and Alice had explored the case for additional spend with SEFF and were satisfied that this should be value for money.

The Species Champions request was approved. The meeting noted that Craig, Alice and Daphne had discussed fundraising options in early July. LINK had tried several sources previously without success and proposed to continue with the project and to explore links with youth and business during the period of Calum's extension in the Post (November 2018 to October 2019). Costs were split across 2 financial years to offer Calum this 12-month extension. In response to questions Craig confirmed the intention for the scheme to be mainstreamed across the LINK policy areas, and support e.g. the environment act campaign, tie in with post-2020 asks and generally allow the network to better use the opportunity it offers. Making this happen would be part of the next phase of Calum's role. The meeting agreed that this was good investment, worth supporting and likely to interest funders.

6. AOB

6.1 The meeting noted that Craig and Daphne would give evidence to the Public Audit Committee.

7. NEXT MEETING

Scheduled for 25 October, at Balallan House, Stirling. Charles was not available and Craig would chair.