

Trees for L^yfe

Trustee Welcome Pack

Guidance for Charity Trustees



WELCOME TO TREES FOR LIFE

“The simple act of planting a tree, in itself a practical deed, is also the symbol of a far-reaching ideal which is creative in the realm of the spirit, and in turn reacts upon society, encouraging all to work for the future well-being of humanity rather than for immediate gain”

Richard St. Barbe Baker

Thank you for your interest in joining the board of Trees for Life. I hope this welcome pack inspires you to find out more about our organisation and is of continuing use throughout your time as a Board Member.

The role of a Board Member at Trees for Life includes ensuring that we meet our statutory duties and promote the aims of Tfl and helping to achieve the goals of our Mission Statement.

Please let me know if you have any comments or suggestions that could be incorporated into future versions of this welcome pack and I look forward to working with you to help us rewild the Scottish Highlands.

Nigel Fraser
Chair

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Aims and Values- Our vision is ambitious and urgent

Our Vision Statement-

Our vision is of a revitalised, wild forest in the Scottish Highlands, providing space for wildlife to flourish and communities to thrive.

Our Mission Statement-

Our core mission is to rewild the Scottish Highlands by enabling the restoration of the globally unique Caledonian Forest which once covered much of Scotland. Integral to our success is the involvement of people.

Our Values-

Our values are at the core of our mission to rewild the Scottish Highlands, informing decisions large and small from the day-to-day running of our office to major conservation projects. We have shared these values so that our supporters, volunteers and partners can gain a deeper understanding of what drives Trees for Life.

We are groundbreaking

We are an ambitious charity with a big mission. For over 25 years we have sought to bring innovation to conservation, and we continue to strive for new and ground-breaking ways to rewild the Scottish Highlands.

We are collaborative

We are an open, friendly and cooperative organisation. We welcome and encourage collaborative working with other organisations, landowners and the wider community. We believe we can always achieve more through teamwork.

We are pragmatic

We seek prudent, sustainable solutions in everything we do. We are always mindful of our duty to our supporters, our volunteers, our staff and above all to Scotland's wild forest. Seeking a pragmatic approach safeguards our organisation and the work we undertake.

How we work

By engaging volunteers of all ages and abilities to achieve this, we aim to provide a powerful and educational experience that will promote the work of restoration to wider audiences and lead to increased support for the return of the forest and its species.

By providing a sustainable and positive example of working in cooperation with nature and a demonstration of the techniques of ecological restoration, we aim to inspire similar projects elsewhere in the UK and around the world.

These are Trees for Life's aims, as expressed in our official documentation, the *Articles of Association*:

- a. To regenerate and restore the native woodlands of Scotland, and their associated flora and fauna, for the purpose of conservation of the country's natural heritage, and for the benefit of present and future generations of the people of Great Britain
- b. To promote education and, in particular, to conduct research into, and promote public awareness and understanding of the role of woodland restoration in the stabilisation and regeneration of ecosystems.
- c. To promote for the public benefit, the conservation, protection and restoration of native forests and other ecosystems around the world with the intention of conserving the Earth's biological diversity.

The Caledonian Forest is one of our most important forest ecosystems, providing a home for spectacular wildlife, it is severely fragmented, and in many places consists entirely of old trees.



Trees for Life is working to expand and link these ancient pinewoods by using three strategies:

Natural regeneration

The first part of our Action Plan is to facilitate the natural regeneration of native trees, by fencing deer out of areas on the periphery of existing remnants of forest. This allows seedlings to grow naturally to maturity again, without being over-grazed. This is the simplest and best method of regenerating the forest, as it involves the minimum of intervention and allows nature to do most of the work. However, this only works for locations where there is an existing seed source nearby, which is not the case in the treeless expanses which make up most of the Highlands today.

Planting native trees

The second part of our Action Plan comes into effect in situations where natural regeneration cannot occur, and it involves planting native trees in barren areas where the forest has disappeared. To do this, we collect seed from the nearest surviving trees, to maintain the local genetic variation in the forest.

The resulting seedlings are then planted in a random, non-linear pattern inside fenced enclosures, replicating the natural distribution of the trees. We are working with all of the native trees from the forest, and are paying particular attention to the pioneer species such as birch, rowan and aspen, as they have an important role to play in the succession of the forest as it gets re-established.

Removing non-native species

The third part of our Action Plan involves the removal of non-native trees, which in some areas have been planted as a commercial crop amongst the old trees of the Caledonian Forest remnants, preventing their regeneration.

Trees that we remove include lodgepole pine, Sitka spruce, western hemlock and larch, either by cutting down or ring-barking, as appropriate. We also remove non-native *Rhododendron ponticum*, an extremely invasive shrub.

The Structure of Trees for Life

Trees for Life is recognised by the Inland Revenue and OSCR as a Scottish Charity. We are also a Company limited by guarantee (without share capital), the ultimate responsibility of which is held by a group of people called “subscribers”.

Subscribers are individuals who subscribe to the objects of the Company and have signed a form registering this support. There are currently 53 subscribers and they vote at Annual General Meetings and on any change to the charity’s objectives alongside the Board of Trustees.

Membership to become a subscriber is open to any individual, corporate body or an individual who has been nominated by an unincorporated body that makes regular contributions of expertise, time or money to the charity. New subscriber applications are considered at the first board meeting after receipt of application.

The subscribers elect the charity’s Board of Directors, that oversee the strategic development of Trees for Life. The Board is made up of no less than three unpaid individuals, each possessing some area of expertise, which contribute to the progressive growth of Trees for Life.

The Chief Executive Officer is responsible for overseeing the charity’s operations and acts as the link and line of communication between the Board of Trustees and the staff.

The Founder, Alan Watson Featherstone, acted as the public face of Trees for Life, giving promotional talks and providing a historical background to the charity. He left the charity in Spring 2018.

As of 2021, there are five staff teams within Trees for Life:

- **Dundreggan**, led by the Dundreggan Operations Manager and incorporating the Dundreggan Nursery Manager, Deer Manager, Nursery Supervisor and Nursery Assistants.
- **Finance**, led by the Head of Finance and Systems and incorporating the Accounts Assistant, and Finance and Data Officer.
- **Fundraising and Marketing**, led by the Head Fundraising and Engagement, and incorporating the Individual Giving and Marketing Manager, Fundraising and Marketing Officer, Partnerships Manager- Trusts and Foundations, and the Partnerships Manager- Corporates.
- **Conservation Projects**, led by the Head of Rewilding and incorporating the Conservation Development Manager, Volunteering Coordinator, Field Projects Coordinator, Red Squirrel Project Manager, Skills for Trainees Project Manager and CPR Project Manager and Officer.
- **Governance**, led by the Chief Executive Officer, the People and Resources Manager and the Executive Assistant.

There are also a number of other stakeholders Trees for Life relies upon to ensure the smooth running of the charity:

- **Supporters** – those who choose to support the work of Trees for Life through donating money, purchasing merchandise or promoting our work.
- **Volunteers** - working on fieldwork projects or helping with administration, on Conservation Days, Weeks or on a long-term basis.
- **Guides** – people who have previously worked as volunteers for us and subsequently gone through the accredited training to lead our Conservation Weeks, for which they are paid.

Expectations and Responsibilities

Each Trustee has a duty to act in the best interests, without conflict, to the charity whilst being committed to the objectives and aims. They ensure that the charity observes its own rules and that we are governed with skill and care.

The Board of Trustees has various sub groups: Conservation, Finance, Governance and bespoke subgroups as and when needed. With a maximum of fifteen and minimum of three members at any time, a quorum for TfL is three Trustees and meetings are arranged to be held at least four times annually.

The function of the board includes:

- Carrying primary responsibility for setting the strategic direction and major policies of the charity.
- Setting and ensuring compliance with the values, mission and strategic objectives of the charity.
- Working together with the Management Team to implement, monitor and review the strategic development of Trees for Life.
- Working together with the Management Team they implement, monitor and review the policies and procedures of Trees for Life.
- Being held responsible by law for the financial and legal sound running of the charity and has final decision-making power for Trees for Life.
- Satisfying itself as to the integrity of financial information; approving each year's budget, business plan and accounts prior to publication.
- Establishing and operating a performance appraisal system for the Board, Chair and individual Board members.
- Ensuring that risk management is adhered to and safeguard the assets of the charity.

Expectations

Trees for Life holds itself responsible to its Board Members in varying ways. We will send you quarterly financial reports and an update of the organisation's activities.

Staff will work in good faith with you to carry out the duty of our aims and objectives and treat all Trustees with courtesy, dignity and respect at all times.

We value the assistance of our Trustees and Trees for Life would not be able to fully develop and flourish without people such as yourself coming forward; Thank you!

As a member of the Board, you will be able to use your skills and experience and have a direct impact over a cause you care about. We think it's a rewarding role and hope you do too!

Each Board member must have:

- A commitment to the values and the vision of Trees for Life
- A willingness to devote the necessary time and effort to the role
- Integrity
- Strategic vision
- Good, independent judgement
- An ability to think creatively
- A willingness to speak their mind
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship (for those who have not been a trustee before, and are not familiar with the role of a trustee, we will go over this with you)

Under the Charities And Trustee Investment Scotland Act 2005, we must ensure that those who are disqualified from being a charity trustee are not appointed. This includes people who have unspent dishonesty convictions, those who are undischarged bankrupts, disqualified under Scottish or English Law and those disqualified from becoming a company director. If you are unsure if you are able to stand as a trustee please contact us immediately.

Legal Duties

- To understand our governing documents and ways of working
- Ensure fellow trustees and staff are following governing rules
- Make sure that the charities assets are used to advance its charitable purposes
- Act honestly and reasonably when acting for the charity with care and diligence

- Ensure our staff are treated fairly, paid promptly and complying with all relevant Health and Safety, Employment and GDPR laws.
- Managing any conflicts of interest between the charity and its trustees.
- Ensure Trees for Life information is correct with the Scottish Office of Charity Registers and aware of any changes.
- Provide information to the general public such as registered and legal numbers and also provide our governing documents when requested.
- For further details, please see the OSCR Guidance for Trustees which be found here;
https://www.oscr.org.uk/media/3621/v10_guidance-and-good-practice-for-charity-trustees.pdf

A failure to comply with the duties mentioned above could be deemed as misconduct and Trees for Life will take action against trustees to remove them from the board of members.

Trustee Induction

Trustees make a big difference to all aspects of Trees for Life but with this comes commitment and hard work, for which we, as an organisation are indebted.

As a minimum, we ask that all trustees complete the following activities to get a flavour of how Trees for Life operates;

- Visit the Findhorn office to meet with all managers and staff who will explain who is in their team and what they do.
- Visit Dundreggan to meet with all managers and staff, who will explain who is in their team and what they do.
- Meet with the CEO and Chair prior to the first board meeting and discuss training and opportunity needs. This will cover the role, any support needed and your possible involvement beyond your legal duties.
- Attend a conservation activity during your first year (optional)
- Read and understand the responsibilities as defined by OSCR in the Welcome Guide (See annexe documents)
- Attend at least 50% of Board Meetings annually and give constructive input and guidance.
- Complete Board Performance Reviews to ensure effectiveness and also the annual Trustee Skills Audit.
- Provide a short biography and photo for publication on the Trees for Life website, noting what skills and expertise you can bring to the charity.
- We ask all trustees to complete and sign our Induction Checklist in line with The Charities and Trustee Investment Act Scotland (2005)

The Board and Sub-Committees

This outlines the current governance structure for Trees for Life (end 2016). Our structure has evolved to meet specific requirements as the charity has grown but now the charity is moving into a new phase of development. As such it is a suitable time to formalise our Board governance structure and ensure it meets our needs going forward.

Current Structure of the Board



Of these three committees, the only one that has scheduled meetings currently is the Finance & Risk Committee which meets most quarters to review budgets and financial results. The Nominations and Governance Committee is convened to cover specific aspects arising. The Conservation Subgroup was initially established to help formulate our Conservation strategy but it now meets on an adhoc basis when there are specific strategic conservation aspects or policies to discuss.

The Chair of each subgroup may be different but will be a Board member in each case.

This structure has served us reasonably well to date in that it has taken certain aspects out of the Board allowing the Board to operate more efficiently and allowing a more detailed discussion of the relevant topics.

Sub Committees

There is a question as to whether to use a sub-committee structure at all. In some charities, such an approach would not improve the governance but for TFL our organisation is highly complex and our Board agendas span a range of topics. For us, therefore it is useful to be able to delegate certain topics to a sub-committee for more detailed scrutiny. It also gives us an option where appropriate to involve others from outside the Board to bring in specific expertise where required.

Any structure needs to support the expectations and responsibilities of our Trustees in all capacities.

In addition, we may have certain requirements and policies that we wish to establish which are specific to our own circumstances e.g. ethical policies, reintroduction of native species, deer etc

Aspects Reserved for Board

In theory, almost any aspect of a Board's responsibility can be delegated to a sub-committee provided the matter is returned to the Board itself for final approval. In practice core aspects, such as strategy, financial management, governance, risks, etc should all get some time for proper discussion at the Board even where the work may have been progressed in a sub-committee so as to ensure all trustees can meet their duties as trustees and can contribute to the fundamentals of Trees for Life.

The constitution says very little on this aspect so we are not constrained by our Articles. In practice, therefore, the sub-committees should allow the detailed work to be done and succinct recommendations to be made to the Board so that Board meetings are efficient.

It is possible for some aspects to be fully delegated for decision to a sub-committee. This has happened rarely in the past at TFL and generally decision making within the charity is by consensus so I would expect that going forward the sub-committees were primarily used as a means of providing more detailed scrutiny with any key decisions referred back to the Board.

Nominations & Governance Committee

The remit of this sub-committee will include progressing the following on behalf of the Board:-

- Appointments to and from the Board including trustee induction
- Trustee and CEO remuneration
- Conflicts of Interest, Equality, Ethical and other policies
- Ensuring our constitution remains relevant and up to date
- Adherence to relevant fiduciary and regulatory legislation

This committee should ideally meet quarterly prior to the Board and provide an update at each Board. Current membership can be found online with Companies House, with CEO Steve Micklewright attending some meetings as a non-voting member.

Finance & Risk Committee

The remit of this sub-committee will include progressing the following on behalf of the Board:-

- Review of quarterly financial statements
- Review of financial controls, audit, record keeping and reporting
- Input and recommendations on annual budget
- Regular review of the risk register

Current membership includes Murray Drummond (chair), Kerry Ross with CEO and Finance Manager invited as non-voting members.

Conservation Sub Committee

The remit of this sub-committee will include progressing conservation aims and strategies on behalf of the Board.

Board Composition

Our current Board is a strong one with a good range of expertise both specific to conservation and in more general business backgrounds. This has been a strength of the charity in recent years. Our current Board of around 8 or so is a good size for managing the meetings although we have been a bit higher than this in the past. We may at times choose to expand to around 12 in order to ensure we maintain a good range of

skills across the Board. Once again the constitution is not overly prescriptive here other than imposing a minimum of 3 directors and maximum of 15 at any one time.

Conclusion

This note attempts to outline a Board governance structure suitable to the next phase of Trees for Life's development as a leading conservation charity. The growth in TFL to a charity with annual income and expenditure in excess of £1m necessitates a more formal approach and this note has been drafted with this in mind. It is of course only one in a range of potential structures which could achieve such an aim so others may have a different perspective on how best to achieve this and that is welcomed.

Board Performance Policy

The board has a key impact on whether a charity thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success. It is important to have a rigorous approach to trustee recruitment, performance and development, and to the board's conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

This policy is to ensure individual Board Members and Trustees as a whole work efficiently and effectively in achieving their functions. Each year the charity will undertake the following activities:

- (a) the Chairperson will meet with the CEO to discuss individual performance and ideas for improvement; and
- (b) the Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement.
- (c) the CEO will undertake a full governance evaluation every 2-3 years of how we as an organisation, and as a board, are performing. Assessment of the skills of the current board will take place, before recruitment starts for new members.

Conflict of Interests

It is the responsibility of Board Members to keep their register of interests under review and to update it every time there is a change of any significance. Section of the TfL Code of Conduct focuses on Registration of Interests (below). Further advice is also contained in TfL's Conflicts of Interest policy.

Board Members must notify the CEO as soon as possible, but no later than one month, following any changes to their register of interests. Their register should be revised as necessary, signed and returned.

Once a year, in August, all TfL Board Members will be prompted by the CEO to submit a fresh, signed personal register.

Please note that this signed document will be scanned and stored in our OSCR record.

Gifts and Hospitality accepted or declined must be notified to the CEO or Chairman.

In addition to registering interests, Board Members must be aware of the requirement to declare any relevant interests as they arise, as set out below. If you are unsure, please speak with the Company Secretary.

CATEGORY 1 – SOURCES OF REMUNERATION

Please list all employment or other contractual arrangements (other than with HIE) for which you are paid or for which you receive allowances, including self-employment, remunerated directorships, partnerships etc. – you do not need to disclose the amount of remuneration.

CATEGORY 2 – RELATED UNDERTAKINGS

Please list any interests you have in related undertakings. Related undertakings are parent or subsidiary companies of a company of which you are a director – these would include unremunerated directorships

CATEGORY 3 – CONTRACTS

Please list any contracts you (or any organisation in which you have an interest) have or are negotiating currently with Trees for Life.

CATEGORY 4 – HOUSES, LAND AND BUILDINGS

Please list any houses, land and/or buildings you own or have any other right to which may be significant to the operation of Trees for Life.

CATEGORY 5 – SHARES AND SECURITIES

Please list any shares/securities you have in companies or organisations which may be significant to the operation of Trees for Life – you do not need to disclose values

CATEGORY 6 – NON-FINANCIAL INTERESTS

Please list any other non-financial interests you have which may be significant to the operation of Trees for Life – this includes membership of or office in other public bodies, clubs, societies and voluntary organisations

Equal Opportunities and Diversity

We recognise that discrimination is unacceptable and, although equality of opportunity has been a long-standing feature of our employment practices and procedures, we have made the decision to adopt a formal equal opportunities policy. Breaches of the policy will lead to disciplinary proceedings and, if appropriate, disciplinary action.

The aim of the policy is to ensure no job applicant, employee or worker is discriminated against, either directly or indirectly on the grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy or maternity, race, religion or belief, sex or sexual orientation.

We will ensure that the policy is circulated to any agencies responsible for our recruitment and a copy of the policy will be made available for all employees and made known to all applicants for employment.

The policy will be communicated to all private contractors and Trustees reminding them of their responsibilities towards the equality of opportunity.

The policy will be implemented in accordance with the appropriate statutory requirements and a full account will be taken of all available guidance and in particular any relevant Codes of Practice.

For a full copy of our policy, please refer to the Company Secretary.