



The Scottish Parliament
Pàrlamaid na h-Alba

Official Report

NATIONAL TRUST FOR SCOTLAND (GOVERNANCE ETC) BILL COMMITTEE

Tuesday 12 March 2013

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**NATIONAL TRUST FOR SCOTLAND (GOVERNANCE ETC) BILL COMMITTEE
2nd Meeting 2013, Session 4**

CONVENER

*Fiona McLeod (Strathkelvin and Bearsden) (SNP)

DEPUTY CONVENER

*Jayne Baxter (Mid Scotland and Fife) (Lab)

COMMITTEE MEMBERS

*James Dornan (Glasgow Cathcart) (SNP)

*Jamie McGrigor (Highlands and Islands) (Con)

*attended

THE FOLLOWING ALSO PARTICIPATED:

Professor Sir Kenneth Calman (National Trust for Scotland)

Keith Griffiths (National Trust for Scotland)

Gavin McEwan (Turcan Connell)

Rt Hon Sir George Reid

CLERK TO THE COMMITTEE

Joanna Hardy

LOCATION

Committee Room 6

Scottish Parliament
National Trust for Scotland
(Governance etc) Bill Committee

Tuesday 12 March 2013

[The Convener *opened the meeting at 10:31*]

**Decision on Taking Business in
Private**

The Convener (Fiona McLeod): Good morning, ladies and gentlemen, and welcome to the second meeting of the National Trust for Scotland (Governance etc) Bill Committee. I welcome our members and our audience. I remind all present to turn off—rather than just switch to silent mode—all mobile phones and BlackBerry-type devices. I understand that we have no apologies from members and no additional MSPs have asked to join us.

Agenda item 1 is a decision on whether to take in private agenda item 3, which is consideration of the evidence and of the contents of our preliminary stage report. Do members agree to take that item in private?

Members *indicated agreement.*

The National Trust for Scotland
(Governance etc) Bill:
Preliminary Stage

10:32

The Convener: Agenda item 2 is preliminary stage evidence from the Rt Hon Sir George Reid, who was the author of the strategic review of the National Trust for Scotland. Welcome to the meeting, Sir George. I understand that you will make an opening presentation.

Rt Hon Sir George Reid: Thank you, convener. It is pleasant to be back at Holyrood. With your permission, I will make a short scene-setting statement.

The bill before the committee is the final milestone in the process of reform and revitalisation of the National Trust for Scotland, as laid down in my strategic review. In reality, the bulk of the 23 key recommendations have already been actioned—and on time. That was possible because the order contained in the schedule to the National Trust for Scotland Confirmation Order Act 1935 gives the NTS the power to make its own regulations. The bill, therefore, is simply about codifying the reform process and giving effect to recommendations that are inconsistent with current legislation.

Of all the strategic reviews that I have done—and I have done quite a number now—the NTS review was in some ways the easiest and in some ways the most difficult. The review was conducted according to the capability methodology that was developed by the Treasury and the Cabinet Office. A capability review asks fit-for-purpose questions such as the following. Vision—what are you actually for? Resources—what have you got? Objectives—where do you put your money and your people to maximum effect? Outcomes—how are they to be measured and reported?

In 2009 in the National Trust for Scotland, there was no strategic plan and finance was disbursed on a purely needs-must basis—sometimes by raiding the piggy-bank. It was perfectly clear that the trust would not be sustainable if it continued in that fashion. The question, of course, was why the organisation was in such a state. The answer that I give is that simply, like Topsy, it had growed and growed and growed. The trust had accumulated money and assets without ensuring that it was adequately endowed to cover hefty maintenance and repair costs. The trust also had the most grossly inflated governance structure in the Scottish charity sector, with 87 trustees split—I use that word advisedly—between the council and the board. There was a culture that encouraged

division, duplication, delay, uncertainty and friction.

That analysis was the easy bit. What was more difficult, in an organisation in which everybody wanted to have their say all the time, was to build support for radical reform. That could not be done to the 300,000 members; it had to be done with them. There was a massive programme of engagement, participation and consultation, which involved 32 presentations by me throughout the country, several hundred meetings and a wide range of consultative forums, three of which were held in the Parliament.

It was worth it. In September 2010, the trust's annual general meeting endorsed the whole reform process by 424 votes to two. In March the following year, the new board took on its prime strategic duty, which in capability methodology is defined as igniting passion, pace, drive and focus.

It is worth considering where the trust was in 2009 and where it is today. Back then, there was no common vision or strategic plan, but there is now an agreed statement of purpose to conserve and promote our heritage and an integrated plan for its delivery across the whole organisation. Back then, there was a byzantine structure of governance, with 50 trustees elected by the members and 35 representing outside organisations, and 100 external advisers. Now, there is a 15-strong board, which has ultimate responsibility and can be held to account, and which does not try to micromanage staff. The structure is fully endorsed by the Office of the Scottish Charity Regulator.

In 2009, there was a miserable £4 million in reserves, whereas today the target of £21 million in reserves has already been achieved. I was always clear that donations and legacies would come if the trust would just put its house in order. Back then, there was no common inventory of the trust's treasures, but that work has now been completed.

I could go on and on, convener, but I simply note that, in my view, it is quite remarkable that Ken Calman and Kate Mavor have achieved so much in such a short time. There is a new sense of common purpose throughout the organisation.

The bill that is before the committee completes the process of governance reform, but it is not the end of the challenges that face the National Trust for Scotland. An inventory of assets has been done, but that is not an audit. By the end of this year, the trust will complete its property portfolio review, stating the significance of each asset and the maintenance costs. There will be some hard decisions to be made on the far side of that process. All I can say is that the trust now has a governance structure—which it certainly did not

have in 2009—that is fit to address those challenges.

Finally—and purely personally—I took on the review because I believed passionately that it is the land of Scotland that shapes us, and the special places in Scotland's story where our history has unfolded that give us a feeling of belonging. I believe that our inheritance from the past is what moulds our identity, giving us a sense of belonging today and in the years to come.

I commend the bill to the committee.

The Convener: Thank you very much, Sir George—that was an excellent summary of the process that you have been through and of what has happened since your review, which is important. You have answered my questions, but I will just clarify a couple of points for the record. Do you support absolutely the bill's general aims? Are there any aspects that could be strengthened?

Sir George Reid: As I said, the bulk of the work is done—it was open to the trust to do that under the second schedule to the National Trust for Scotland Order 1935. It was possible under the recommendations to shrink the board into the council, remove the representative members and get the board down to a body of 15. That has been done, and we do not need new legislation for it. The five issues before the committee will complete the governance structure, and we will then have a codified structure that is fit to meet any future challenges.

The Convener: Excellent. I take it, then, that you do not think that any further reforms will require legislation in future.

Sir George Reid: A number of operational issues are coming up, but they will be a matter for Ken Calman and others. My only job was to recognise the very substantive challenges in the heritage structure and find some form of governance backed by OSCR that would address them. I have to say that if some of the challenges facing the trust had had to be dealt with under the previous governance structure, it would have been a pagaille; the body was not fit to address such issues. In my judgment and in consultation with members and others, I think that it is fit to do so now.

The Convener: Thank you very much. That really sets the scene for us.

As you have said, the bill has five sections, and each of the committee members will take us through them. I begin with James Dornan.

James Dornan (Glasgow Cathcart) (SNP): Good morning, Sir George. It is nice to see you again.

Sir George Reid: Good morning to you, James.

James Dornan: I have a couple of questions about the role of presidents and vice-presidents. In your review, you felt it inappropriate for the trust's president and vice-presidents to be party to decision making by the board of trustees and recommended that they should adopt a more impartial role. Since 2011, the president has informally taken on that new ambassadorial role. Are you content that that interim measure has operated effectively?

Sir George Reid: Yes, because it means that, in reality, there is a neutral figure. However, you need to get that right in legislation.

In the reorganisation, the basic structure is that the board of trustees has ultimate authority and management gets on with management. There is a clear distinction in that respect. I remind the committee that the trust's four senior directors used to be on the board; that was wrong, because it meant that they were scrutinising themselves. As far as scrutiny is concerned, therefore, the structure is right.

However, such organisations always need a guardian of the sacred flame—the sort of role that Presiding Officers in this Parliament aspire to. Such people are trusted as being neutral and impartial and can arrange and fix things quietly on the side. It would be quite wrong for the president to have to follow due diligence as a trustee; instead, a neutral friend is needed—someone who sits outside the structure and can chair the AGM. That is the reason for the proposed structure, which, I note, is common to a large number of charities.

James Dornan: You also recommended the creation of the new post of honorary vice-president to ensure that the vice-presidents are not subject to the same liabilities as charity trustees. Will there continue to be a role for honorary vice-presidents at the trust if the bill is passed, or should those posts be disbanded?

Sir George Reid: Vice-presidents can, with discretion, play a role, but they should not be part of the trust's management or governance. The provision in the bill, which goes back to the 1935 order, is for vice-presidents to have only a honorary role.

Given Scotland's very diverse geography and sectors of interest, it would not be unhelpful to have people available to go to remote parts of the country and congratulate volunteers. In that respect, the job of honorary vice-president would be good for the organisation's morale and would help to bind the trust together and highlight specific interests such as areas of natural beauty or heritage. However, it is not their job to govern or manage; it is an honorary role.

The Convener: I have a point of clarification. Proposed new section 18A(5) of the 1935 order, as inserted by section 1(2) of the bill, says that

“The council must prescribe, and may amend, the individual duties and responsibilities of the president and those of each and any vice-president”.

Does that give legal satisfaction in relation to what you hope the president and vice-president roles will achieve?

Sir George Reid: Yes. Although most of what has been done since 2010 can be done under the second schedule to the 1935 order, there are certain areas where legislative change is needed to give effect to the proposals.

The Convener: Thank you very much.

Jamie McGrigor (Highlands and Islands) (Con): Although your review supported the trust's ability to co-opt up to four charity trustees, is it fair to say that it was not overly concerned about the restriction in the 1935 order under which co-opted members can serve for only one year on the basis that they can be re-elected?

10:45

Sir George Reid: That concerns me. After all, why would someone with significant skills, experience and reputation take on a job for only a year? The basic principle is that the 10 elected trustees should represent the broad range of members' skills and interests. Like any board, the trustees will come to a point at which they say, “What are we short of?” For example, Ian Percy, who came from the finance sector, was enormously central in assisting the review process, and we need to make it possible for such people to be taken on for four years—or at least for up to four years—at the trust's discretion to ensure that they can make a meaningful contribution. Moreover, anyone of distinction who wants to give their time to the trust will recognise that they can do so only over a two, three or four-year period. I am perfectly content that such a move will add to the board's strength and skills.

Jamie McGrigor: I certainly take the point that four years whizz by.

The trust has suggested that extending the maximum term of co-opted membership to four years could increase the likelihood of securing more suitable and better candidates. To your knowledge, has there been a lack of suitable candidates available for co-option, and are there other ways of ensuring that the required expertise and skills are available to the trust rather than by simply extending the length of membership to four years?

Sir George Reid: People in the skills sectors in Scotland, be they in finance, audit or general

governance, have an enormous affection for the National Trust for Scotland. People feel goodwill towards it and want to contribute to it. As I have no doubt that a wide range of candidates of real distinction will be available to the trust, I do not feel that to be an issue. Moreover, once the governance reform process has been completed, in the years ahead people will trust the trust.

Of course, if you try to bring every conceivable interest or skill into the trust, you will find yourself with the previous byzantine structures. The question, therefore, is how to ensure that the specific skills or interests that are not represented on the small 15-member board interrelate with the trust.

First of all, as you will have noticed, there are a number of local assemblies and regional fora, and very real input can be made through those structures. Secondly, there is a plethora of organisations representing various interests and localities in Scotland, bringing in other organisations where people can meet to bring forward proposals. Thirdly, the trust has moved properly into the age of new media, and ideas can be regularly fed out to a wide range of interested people. Finally, I think that you will find that Ken Calman and Kate Mavor are good at listening. Their door is open and people who want to push a specific interest will be heard.

All of that is, of course, very different from the old system, in which an individual member of staff who was terribly knowledgeable about a specific interest would have their proposals turned down by the board and then get a representative member on the council to re-raise and second-guess the whole issue, which sent everything into chaos. People are available; the trust's reputation is such that it will attract them; the key skills are those that are not already present at board level; and specific outside interests can access new communication structures, local trust fora, a plethora of organisations where such issues can be talked through, and Ken Calman's open door.

The issue is particularly important in Scotland because it is perfectly clear that the Government is looking at the whole heritage sector. That is a matter for Government initiative. As previous committees of the Parliament have said, there is a case for a bit more joined-up working across the board in the sector. However, the start point for that is not the National Trust; the start point is Government.

The Convener: The wording in section 2, "Co-opted members of council", which introduces a new section 20 in the 1935 order, fulfils that need for co-opted members to be able to serve for up to four years, with the possibility of a further four years after that.

Sir George Reid: I am content with that.

The Convener: Jayne Baxter has some questions on the abolition of representative membership.

Jayne Baxter (Mid Scotland and Fife) (Lab): Good morning, Sir George. Your review recommended that there should be no representative members on the board of trustees. That change has since been implemented. Given that there are no representative members, is section 3 of the bill necessary?

Sir George Reid: The purpose of the bill is to clarify the process—to set the process down so that it is clear to people outside it. Therefore, the provision should be included. Of course, in the second schedule, while provision is made for representative members, it is up to the council to determine how many. That number could be zero, which, in reality, is what has happened to get the show on the road and push the process forward. It is important that that point is addressed in the legislation because it should be as clear a route map for the future as possible. The point should be set down in legislation.

Jayne Baxter: In recommending that there should be no representative members, your review suggested that there were better ways

"for ensuring coordination, expert advice and policy development at a national level".

What alternative approaches do you envisage the trust adopting in order to co-ordinate its policy development with other bodies? Indeed, are you satisfied that the trust has achieved that?

Sir George Reid: It is not just me saying that. OSCR's report, "Who's in Charge: Control and Independence in Scottish Charities", makes it clear that there can be conflict-of-interest situations. In the old days—in 1935, when the trust was set up—communication was slow; it was by train and sometimes by telephone. The trust had to build capacity. I think that there was a case in the 1930s for bringing all on board as the trust developed its mandate and expanded. I do not think that there is such a case now.

As OSCR indicated, there is a real danger of people from representative organisations being there not impartially but to push a specific interest. The question was: what could we do in terms of due governance? I am perfectly clear that it was right to remove representative members and that the trust has done the right thing.

I trailed the alternatives in my answers to James McGrigor. First, the trust has established a structure of regional fora and assemblies that are open to external bodies. Secondly, there is a raft of pan-Scotland bodies, be they to do with the environment or wildlife—birds or bats—or all the

other things that the trust does, in which people from other organisations can get together across functional bases. Thirdly, the trust listens, and it reports from joint working parties, where it can get on with its bit without being challenged by representative groups, which was what happened under the old structure. I am absolutely clear that those other organisations can feed into the trust and be listened to.

Finally, in an age of austerity, the heritage market is not just confined to the National Trust. There is Historic Scotland and a range of other bodies at national and local level. There should be more joined-up working there. The committee might like to pursue that with me, but it is not for the trust to initiate that work; it is for Fiona Hyslop and the Government to initiate that.

If approaches are made, I am perfectly confident that the trust, which looks at the holistic range of historic and natural conservation issues in Scotland, will be a willing contributor. The question is the extent to which you can get more joined-up working—and savings—between Historic Scotland, the National Trust for Scotland, local bodies and others. The trust would certainly contribute to that effort.

The key factor is to get the governance structure in place so that the trust is in a fit state to address the challenges. That structure is now in place. There is now an inventory of all assets and properties—before, people had little filing cabinets here and their own lists there; at least that information is now all in one common database.

However, an inventory is not an audit. By the end of the year, the trust will have gone through the significance of each individual asset in its property portfolio review. That may be more of an art form than a scientific methodology, but the trust has done interesting things on judging significance that are possibly of international importance.

After that review, the trust will consider what has to be done, produce an action plan—what it would like to do—cost it, and then finally go on to consider a proper building plan. There are significant issues to be addressed and the trust is now fit to address them, but in some of those areas I am quite sure that there will have to be cross-sectoral working with other organisations in Scotland. That is not for me but for Ken Calman and friends to deal with.

There is a confusion in the public mind between ownership and management. The trust may own, but down the road, one of the avenues open to it is that it may choose to manage in partnership with Historic Scotland, the Forestry Commission, local authorities or community groups. That will be interesting. I am fairly confident that the structure to address such work is now in place.

Jayne Baxter: That is interesting and useful. Thank you.

The Convener: To clarify a point on the bill, Sir George, you talked about partnership—presumably, one of the ideas behind the list of representative bodies in the 1935 order was to do with partnership. We are now moving to a stage where we are using not the second schedule to the 1935 order but the bill to end representative membership. Are you confident that those partnerships will continue, even though the bill does away with representative bodies completely?

Sir George Reid: I will answer by giving you a small vignette of what was wrong. A representative member said to me in the first week of my inquiry, “Those of us in the upper house have to look at specific interests and scrutinise the board.” This person said, “How can you have a cabinet without having a parliament?” and then, tapping their nose, asked, “Quis custodiet ipsos custodes?” How, conceivably, could you have special pleading from representative members that would challenge the board? It was a pagaille. However, that is now taken care of. The trust is fit to play its part in broad heritage issues in Scotland, but it will do so through the whole raft of alternative measures—people can contribute, come to a view, and feed it into the system. On the big picture in Scotland, my personal view is that that has to be fed into a wider framework than just the National Trust for Scotland. It is a national matter for Government and Parliament, not just a trust matter.

The Convener: Thank you for your evidence on the bill and for your closing remarks, which have given us more to think about beyond the bill and the governance of the National Trust for Scotland. Thank you for your time.

Sir George Reid: I will add one small footnote. Normally, I would sit through the whole witness hearing, but I am also a commissioner with the Electoral Commission and I have an audit committee meeting shortly. If I leave, it is not due to lack of interest. I will follow your deliberations with great interest and I wish you well in your work.

The Convener: Thank you.

10:59

Meeting suspended.

11:01

On resuming—

The Convener: Thank you, ladies and gentlemen. We are back in session with our second panel of witnesses, who will give us oral

evidence on the National Trust for Scotland (Governance etc) Bill. I welcome Professor Sir Kenneth Calman, who is chairman of the NTS; Mr Keith Griffiths, who is a trustee of the NTS; Mrs Nicola Whyte, who is governance manager and solicitor of the NTS; and Mr Gavin McEwan, who is a partner at Turcan Connell. Good morning and thank you for attending. I understand that Sir Kenneth would like to make opening remarks.

Professor Sir Kenneth Calman (National Trust for Scotland): Thank you for the invitation to attend and to present a short statement.

I thank Sir George Reid for his report, “Fit for Purpose”, and for his statements and comments today. The bill is the last part of the jigsaw and will complete his review’s recommendations, although it is not, as he said clearly, the end of the challenges.

It is important at the outset to restate that the NTS’s purpose is to promote and conserve our heritage, which includes its people, buildings, land, gardens and wildlife. I note that OSCR and Michael Russell both commented on the need for change in its governance in 2009. As you know, OSCR responded to the bill consultation on 6 March 2013, and welcomed the bill’s provisions, including the abolition of representative members. The bill is a vital part of implementing the recommendations of the Reid review. OSCR also agreed that it was appropriate to present the changes as a private bill.

The “Fit for Purpose” review began in 2009 and the report was published in August 2010. The recommendations were enthusiastically endorsed by our AGM in September 2010: as Sir George said, there were 424 votes for and two against. Specifically, the AGM agreed to reduce the number of elected members on the council from 50 to 10, and to delete the list of bodies that are entitled to appoint representative members.

The implementation of the review began immediately, and a transition committee was established. Board elections took place and the new board met six months later, on 24 March 2011. There were 46 candidates and 41,000 votes were cast. The 10 elected members thus formed the new council.

As I noted, the trust had the mechanism to implement the majority of the review’s recommendations, including the establishment of a new board, through the board’s power to make regulations under article 21 of the 1935 order, as we discussed. However, the Reid review acknowledged that a modification of the 1935 order would be required to implement all the recommendations and complete the reform process. The new council is there referred to as

“the board of trustees”, which is noted in the second schedule’s provisions.

The process to introduce the new legislation that will be relevant to the changes as proposed in “Fit for Purpose” has now begun. The proposed changes were published in the summer of 2012 in the National Trust for Scotland’s magazine, *Scotland in Trust*, and the consultation progressed. Only five comments came in from that, and all were favourable.

At the 2012 AGM, the changes as outlined were, by a show of hands, approved by a very large majority. Only two specific comments were made. The first was to ask whether we should include the word “The” in front of “NTS”, making it “The NTS”. The second was about the length of co-options, and there were two comments on that.

As Sir George has said, there have been a lot of other developments during this period, including our new mission statement, the implementation of a five-year strategy, a new portfolio review, which will be completed shortly, the introduction of local assemblies, which have been very helpful for us, reform of our regional groups and—as we have already discussed—the increasing importance of partnerships. I am sure that we can discuss that further in a moment.

The process of drafting the bill proceeded, and a notice of intention was published in *The Herald* and *The Scotsman* in December 2012. The National Trust for Scotland (Governance etc) Bill was introduced on 7 January—its objective being to complete a series of changes in how the National Trust for Scotland is governed. As you know, the 60-day consultation period is now complete.

There are four substantive changes in the bill, one of which deals with the transitional period. This last change means that the president and the trustees, who are presently co-opted, will not be removed from office if the proposed legislation proceeds, but will continue until the next AGM. The changes are those that we have already outlined.

We would be delighted to answer any questions and to provide in writing any further information that the committee might require.

The Convener: Thank you very much. That was a very useful summary of where you have been, how we have got here and how we have managed to do this. As the promoter of the bill, you have already been able to implement without use of legislation many of the reforms that were recommended by the Reid review, and by using the second schedule to the 1935 order. Could you clarify again for us why the bill is necessary to implement the reforms?

Professor Sir Kenneth Calman: OSCR has answered that question—it has confirmed that the bill is necessary. As Sir George said, it is important that the changes are in law and are codified, because they could be reopened. We are clear that the bill, short as it is, will allow us to ensure that the changes that are proposed in the Reid review will continue.

The Convener: So, the bill aims to ensure that the last parts of the jigsaw—

Professor Sir Kenneth Calman: The bill is the last part of the jigsaw.

The Convener: The bill will amend 1935 legislation; it was considered necessary to put the trust on a statutory footing in 1935. Is it still appropriate, in 2013, for the National Trust for Scotland to be on a statutory footing?

Professor Sir Kenneth Calman: That is a very good question. It is helpful that the organisation has a statutory basis. As Sir George Reid suggested, over the next few years there may be other changes in Scotland, and the National Trust for Scotland would want to be part of the discussion. The bill finishes one bit of work, although it leaves things open to other changes that may well occur.

The Convener: Are the changes that you envisage would need legislation?

Professor Sir Kenneth Calman: I do not know the answer to that.

The Convener: Sir George seems to think that the bill is possibly the end of the legislative process.

Professor Sir Kenneth Calman: I think that the bill is the end of a legislative process, but should other changes occur in Historic Scotland, for instance, we might well have to think about it at that stage. I am not ruling more legislation out, but I hope that this is the end of it—certainly in my time as chairman.

The Convener: I take it that you do not envisage the need for any amendments to the bill.

Professor Sir Kenneth Calman: No, I do not.

The Convener: We will now work through the sections of the bill, as we did with Sir George.

James Dornan: Can you explain what liabilities the president and vice-presidents would have were they to continue to be regarded as charity trustees? Why would that be problematic?

Professor Sir Kenneth Calman: If the president continued to be a trustee, it would be necessary for that individual to attend and to comment on every board meeting and to take on a number of other responsibilities. That is

inappropriate for a president or, indeed, for an honorary vice-president. The bill will remove that responsibility and leave the president, as Sir George mentioned, in a different category and as someone who is impartial and can chair the AGM without having a vested interest in what goes on. That is a good way of releasing people's time, avoiding conflicts of interest and avoiding their spending a great deal of time doing things that they do not need to do.

James Dornan: The Reid review said that it is inappropriate for the trust's president and vice-presidents to be party to the decision making of the board of trustees. It recommended that, as has been said, they adopt a more impartial role. Since 2011, the president has taken on a new ambassadorial role, albeit that it has been informal. Have you assessed that interim measure and are you content that it has operated effectively?

Professor Sir Kenneth Calman: First of all, the measure has been successful. We have assessed it in a rough way by ensuring that the president was content with what was happening. The Duke of Buccleuch, who was the president during the early period, was particularly happy. He was heavily involved and the role was taking up a great deal of his time. When he gave up that part of the role, he had time to do other things; his role became much more ambassadorial. Our current president, Lord Lindsay, is in exactly the same position—he takes on a much wider ambassadorial role, rather than having to come to every board meeting.

James Dornan: The roles are split.

Professor Sir Kenneth Calman: Yes.

James Dornan: The post of honorary vice-president was created as a workaround to ensure that postholders would not be subject to the rules for charity trustees under the 1935 order. What will happen to the honorary posts if the bill is passed and full vice-presidents are elected?

Professor Sir Kenneth Calman: What has happened—we have had discussions about this with the president, for example—is that the honorary presidents, as Sir George said, will often have geographically-based roles if the president cannot make an event. It is a good role for a vice-president to thank a volunteer, give a certificate or be part of an event. That spreads the load and allows the presidential role to be expanded across the country. It is also good for NTS's membership to know that the president or vice-president might attend their local events. That is about getting more localism in as well as having a high-level presidential-type appointment.

The Convener: No other members have questions on that, so we will go on to questions about co-opted members.

Jamie McGrigor: My questions are similar to the ones that I asked Sir George. You suggest that extending the maximum term of co-opted membership to four years could increase the likelihood of securing suitable candidates for co-option. Has there been a lack of suitable candidates for co-option? What evidence is there that more would come forward were the membership term to be increased?

Professor Sir Kenneth Calman: The answer to that is partly the one that Sir George has given, although I have a slightly different take on the issue. We have co-opted members to ensure that we have people who fit the bits that are missing from the board. We have not advertised in the sense of asking, "If you would like to be a co-opted member, please apply", but have instead looked for people with specific skills. For example, early on we needed somebody to give continuity following the Reid review, but also to provide chairmanship of the audit committee. Ian Percy, who has tremendous financial experience, has been absolutely splendid for that and has stayed on in the role. I do not think that he would give up the role if it had been only for one year, but he is happy with that. His term of office will end in about a year and a half and we are already thinking about who might fit the bill.

My second example relates to discussions that we had about Mar Lodge, which is an important NTS property in the Cairngorms. A question came up about whether we have on the board someone who has sufficient broad countryside experience. Although one or two people have such experience, we thought that it might be useful to find somebody else with that experience. We searched around and we identified an individual, who attended his first board meeting in January.

We look for skills and niches, rather than just asking, "Would you like to be a co-opted member?" We have never quite filled all the co-opted places. As it happens, the chairman is a co-opted member—I did not quite realise that when I said yes. When I step down in a year and a half, it will be easier to find a chairman for four years, rather than one.

11:15

Jamie McGrigor: Have you considered the suggestion in the Reid review that co-opted members could simply be re-elected each year? If so, what added benefit does the proposal of a four-year period bring?

Professor Sir Kenneth Calman: We have considered that suggestion. At present, co-opted

members are elected each year. The proposal in the bill will give a bit more certainty to the individuals who take on the task. The new member who started in January really wanted to know for how long he would be a member. The National Trust for Scotland is a big organisation that is spread all over Scotland and does a wide range of things. It takes a little while to come to terms with all that and people need a year to get into it. If they had to drop off at the end of that year, that would be difficult. The more we considered the issue, the more we thought that a maximum term of four years, renewable if necessary, would be appropriate. Of course, in some instances, it might be appropriate to appoint somebody for two years, rather than four.

Jamie McGrigor: So, the four years is a maximum.

Professor Sir Kenneth Calman: Yes. If there was a specific task to be done on which we needed help, that would be appropriate.

Jayne Baxter: I am grateful to Kenneth Calman for telling us that the chair is a co-opted member because, in reading all the documentation, I have been struggling to work out where the chair comes from. I have not been able to find any references to the chair. I was beginning to think that it was just me, so I am relieved to hear that the chair is co-opted. That is fairly unusual. Did the trustees decide on that? How did it happen?

Professor Sir Kenneth Calman: I am not terribly sure. There was the usual advert and I was interviewed and appointed before all the current process began, but I do not know who did that. However, I have made it clear to my colleagues in the secretariat that, come the AGM in 2013, I will have only one year to go, so the trust will have to consider what it does as regards the chairman in the future. At present, the post is an appointment, but it is co-opted.

Jayne Baxter: That is fascinating.

The Convener: That focuses us on co-option again. I do not think that any of us was clear about it until you made that point.

Professor Sir Kenneth Calman: Most people have not recognised it.

The Convener: The bill will ensure that the chair could be in place for four years.

That leads nicely on to Jayne Baxter's questions on abolition of representative members.

Jayne Baxter: Section 3 will abolish representative membership of the NTS's council. Did you consult the bodies that used to have representative members on the council and, if so, what were their views?

Professor Sir Kenneth Calman: Those bodies were consulted—much of that was done by Sir George Reid. Most of the bodies realised that there are better ways for them to be involved. It was clear to me that the measure is not about abolishing external specialist expertise, but about abolishing the role of that expertise in the governance structure. We continue to use specialist expertise from the representative bodies for specific tasks or projects in a range of areas that I can spell out for you. That approach has been extremely helpful and effective and is a much better way of involving those people than is bringing them to three or four meetings a year, at which they do not have as much time to talk as we would like them to have. Generally, the measure has been well received. It should be recognised that we are not abolishing the use of expertise, but are simply abolishing those bodies' position in the governance structure.

Jayne Baxter: Is it necessary to legislate to achieve that? As I understand it, that has already happened, so what added value will legislation bring?

Professor Sir Kenneth Calman: For the reason that Sir George Reid gave, the bill completes the process and ensures that we will not have representative members again and that the issue cannot be reopened within the trust. It is too important an issue to leave in the second schedule to the 1935 order. We are clear about the need to recognise that and to codify it, which is why it is part of the bill.

Jayne Baxter: I think that I understand the direction of travel that has been outlined in relation to how other agencies will be involved and how their expertise will be brought in. Has the trust done work to begin that process in recent times?

Professor Sir Kenneth Calman: The trust has done very much such work. As I mentioned in my introduction, partnerships are very important to us and are becoming increasingly so; indeed, tomorrow the NTS is hosting a partnership meeting that will bring together about 20 organisations from the heritage side and the countryside management side. We had such an event about a year and a bit ago, which was extremely useful—it involved sharing information and experience and doing things together.

It might be helpful if I gave the committee one or two specific examples. The most obvious example relates to trees and rhododendrons. We have real problems with tree and rhododendron disease, which we need expertise to deal with. The Forestry Commission and Scottish Natural Heritage have been extremely helpful with that and we have worked in partnership. Some of our lands are contingent with theirs, so it is quite important that such work is done.

The second good example relates to libraries; our properties have some rather special libraries. The room that we are in just happens to be called the Livingstone room. If members were to go to Livingstone's birthplace—Blantyre—they would find that it has a little library. It is not a big or expensive library, but at the start of the 19th century for the weavers to have a library was important in itself. We have libraries throughout our properties, so we need someone to bring the collections together and codify them. Our friends at the National Library of Scotland have been extraordinarily helpful—we have a person who helps us with that. Our volunteers do a lot of the writing bit, but we are beginning to get a national database of our libraries, which are very important.

Another example relates to the Hill house in Helensburgh—I do not know whether members know it. It is a wonderful Charles Rennie Mackintosh building, but extremely serious problems are being experienced with the harling. We needed to bring in experts to help us with that. A task-based focus group has been set up to try to sort out that fantastic property and, in doing so, to do the best for Scotland.

A final example relates to Mar lodge, which is right at the edge of Cairngorms national park. It is a tremendous property with glorious views. We have found out that Cairngorms National Park Authority provides quite extensive education programmes that we should have been using. It is possible to see how, very quickly, that could be done. I happened to be in Loch Lomond national park last week to meet the convener of the Loch Lomond and the Trossachs National Park Authority board. We have an app on how to get up Ben Lomond; Ben Lomond is ours, but it is in the middle of that national park and we are not sharing that in the way that we should. Those partnerships demonstrate just how much we can and should share all the expertise that is available.

A tiny final example relates to the House of Dun in Montrose Basin, which is a beautiful house with lovely new pictures in it. It is part of the Scottish Wildlife Trust's Montrose Basin reserve, which we are not interacting with in the way that we should. The more we can do that, the better.

I was struck by how clear the partnerships are. There is an enormous amount of good will in the heritage sector, because we all face the same problems. Can we do things better? The answer is that I think we can—we can do that through partnerships.

Jamie McGrigor: I know the Hill house very well. I agree that it is a complete treasure.

Are you suggesting that there is duplication among bodies that needs to be sorted out by educating people about what the trust does and its

treasures? Are you saying that you are coming across things that can be used, such as the Cairngorms National Park Authority's education programmes? Do you think that there are things that have been there for ages that are not being used well enough, which the modern governance of the trust is beginning to show up?

Professor Sir Kenneth Calman: The trust's governance has changed a lot. Our local assemblies, which were another recommendation in the Reid review, bring us into communities and allow us to hear from them. Quite often, people from other organisations will attend those assemblies and ask whether we know about this or that. That is the listening part; part of our function is to listen to what is happening. I could give lots of examples of my having heard things that have been extraordinarily valuable. We can bring back those ideas and see how they might fit into the trust's structure. The smaller governance structure, with the involvement of colleagues such as Keith Griffiths, allows us to do that much more effectively.

The Convener: Sir Kenneth knew exactly what he was saying in using those examples. As an ex-librarian, I am delighted to hear about that work by the trust.

Professor Sir Kenneth Calman: It has been a remarkable venture—I am deputy chairman of the British Library, so I believe in libraries through and through. It is just brilliant to see how that has developed.

The Convener: That is also an exceptionally good example of the partnerships, which both you and Sir George have talked about, for which this legislative change is needed. In article 18(2) of the 1935 order, the National Library of Scotland is not included as one of the bodies that should be represented on the NTS's board. You have given us some beautiful examples.

Professor Sir Kenneth Calman: The National Library of Scotland will attend our meeting tomorrow.

The Convener: Is that because you have a partnership?

Professor Sir Kenneth Calman: Yes.

The Convener: That is a really good illustration of exactly why the bill is necessary.

I have two final questions. On the name of the trust, OSCR's written evidence to us states:

"it is not quite clear to OSCR just how problematic the issue of the legal name has been in practice, but it is clearly desirable as the opportunity has arisen to address any possibility of an issue arising."

Given that OSCR says that it is not clear why the name needs to be changed, can you tell us why the change is included in the bill?

Professor Sir Kenneth Calman: I might ask my colleagues to say a word on this, too.

It is just so much easier to do things in that way. I should also make it quite clear that we are never allowed to talk about the organisation as "the National Trust"; we have to call it "the National Trust for Scotland", and any member of the board who does not is fined or is sent out of the room for a little while. I think that the change just makes our name shorter and easier. If we had not introduced the bill, we would not have made the change, but it is convenient to do so through the bill.

Keith Griffiths (National Trust for Scotland): We have had issues in the past, so we are always paranoid—that is probably the right word—about people mentioning NTS in their will but getting the name wrong and the money going down south. We feel that it will be helpful to have "National Trust for Scotland" as a valid name so that lawyers do not get into a twist about including the "for Places of Historic Interest or Natural Beauty" and in the process forget about the "of Scotland".

Interestingly, NTS was on OSCR's register as the "National Trust for Scotland", perhaps because OSCR took over the register from the Inland Revenue's list of charities. When we mentioned it, OSCR was quite surprised and said, "Well, we think that's your name already." The provision will just put the matter beyond doubt so that there is no question about it. Whether a will describes us as the "National Trust for Scotland" or by our full name, it will be equally valid.

Gavin McEwan (Turcan Connell): Another point about charity legislation is that the trust's full legal name currently needs to be given in a number of official documents, including the trust's note paper. That involves adding quite a cumbersome name. It would be much simpler and easier if we could refer to ourselves as simply the National Trust for Scotland. The provision will allow us to do that and still comply with charity law.

The Convener: Excellent. That clears up the issue once and for all.

I have one last technical question, which may be for Gavin McEwan, but I will address it to Sir Kenneth. Section 6, which is headed "Interpretation", gives the current address of the National Trust for Scotland. I just want to ask—perhaps out of ignorance—whether that is appropriate in legislation. If the trust moves, the legislation will need to be amended.

Gavin McEwan: The address is included in section 6 simply as a designation to help to

identify the trust. It is conceivable that the address could be dropped, given that there is a reference to the trust's legal name and charity number.

The Convener: I am very pedantic, so I have to ask such questions.

If members have no other questions, I ask Sir Kenneth and the panel whether they have anything else that they wish to draw to our attention.

Professor Sir Kenneth Calman: I hope that this conversation has been helpful. If the committee requires any further information, we are very happy to provide it in writing.

The Convener: I thank our witnesses very much for attending.

11:30

Meeting continued in private until 11:49.

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