

Annual General Meeting

Friday 20 September 2024, 11:00 - 13:15

Adam Smith Theatre, Bennoch Road, Kirkcaldy KY1 1ET



In Attendance

Presenters

Jackie Bird (President), Sir Mark Jones (Chairman, Board of Trustees), Philip Long (Chief Executive), Lesley-Ann Logan (Interim Chief Financial & Corporate Officer), Stephen Small (Trust Secretary)

Meeting minutes

1. Welcome and Introductions

Sir Mark Jones, Chairman of the Board of Trustees, took the Chair, accompanied by the Secretary, the Chief Executive and the Interim Chief Financial and Corporate Officer and in the presence of senior staff and members of the Trust in attendance in Kirkcaldy and online.

The Chair extended a very warm welcome to members at the 2024 Annual General Meeting (the 'meeting') of the National Trust for Scotland.

Pre-registered members were able to watch online and vote on each of the resolutions being proposed in real time through a platform operated by UK Engage. Members attending in person were asked to raise their hand to vote on a resolution in the normal way.

A total of 157 members attended the meeting in Kirkcaldy and online.

2. Minutes

To approve the minutes of the Annual General Meeting of 22 September 2023.

The Chair reported that there had been no advance intimation of any amendments to the minutes of the meeting held in Aberdeen on Friday 22 September 2023. Members were asked to vote on the resolution to approve the minutes. The minutes of the meeting of 22 September 2023 were duly adopted as a true and accurate record.

3. Election of the President

To propose the re-election of Jackie Bird as President.

The Chair was delighted to confirm that Jackie Bird, having now served two years as President of our charity, had worked tremendously hard to represent the Trust. In the past year she had hosted numerous fundraising events, represented the organisation in New York City's Tartan Day Parade and was integral to the success of the Trust's *Love Scotland* podcast. The Chair expressed his gratitude to the President and was honoured to have an ambassador and advocate of such passion, professionalism and profile.

On behalf of the Board of Trustees, the Chair proposed Jackie Bird for re-appointment as President of the National Trust for Scotland. Members were asked to vote on the resolution to approve the appointment.

The Chair was pleased to confirm the President as duly re-elected and handed over the chair for the remainder of the meeting to the President.

The President thanked members for their support and re-electing her to the position. She had very much enjoyed continuing to visit Trust properties, including recent visits to Killiecrankie, Robert Smail's Printing Works and Culloden. She marvelled at the knowledge of the tour guides, as well as the history, the heritage and the beauty of the landscapes cared for by the National Trust for Scotland.

4. 93rd Annual Review and Accounts

To consider the adoption of the 93rd Annual Review and Accounts.

Members welcomed a presentation from Philip Long, Chief Executive. He reported on the performance for the year ended 29 February 2024. As Chief Executive, he was immensely proud of the scope and scale of the Trust's achievements and all it does to care for its share of Scotland's heritage. Highlights of the Trust's achievements during this period included:

- more people enjoying Trust places than ever before, with over 4.5 million visitors recorded
- feeling valued and humbled by record levels of support through membership subscriptions, grants and philanthropy
- publication of the Trust's first *Plan for Nature*, an extensive piece of work setting out ambitions for the restoration of Trust places to good ecological condition
- with support from the Hebridean Trust and NTSUSA, the acquisition of the Treshnish Isles, helping bring renewed attention to the coastlines and marine environments threatened by climate change
- bringing the Mackintosh at the Willow Tea Rooms into the Trust's care to help safeguard its future
- the creation and launch of the Robert Burns online collection, making the pieces more accessible and available
- the restoration of the pink harling at Craigievar Castle and other restoration works to the Old Tower of Drum Castle, the roof and windows at Brodick Castle and extensive works at Canna House
- the reopening of House of the Binns following an extensive restoration and refurbishment programme, the opening of the Gateway to Nature Visitor Centre at Corrieshalloch Gorge and the creation of the Rose Garden at Crathes Castle
- using our voice to advocate and protect sites such as Culloden and Bannockburn from peripheral and detractive developments

With the Annual General Meeting being held in Fife, the Chief Executive also provided an overview of works and achievements at local properties. Overall, there had been a strong trading season, with admissions and income both up, as well as being hard at work on a wide range of conservation and restoration projects.

The Chief Executive took the opportunity to thank all the staff and volunteers, including Trustees, Committee members and Vice-Presidents, without whose very hard work our charity could not operate. Their combined commitment, dedication, talent and teamwork made all of what the Trust has achieved possible. He also thanked the President for her passion and enthusiasm for Scotland's heritage and care for Trust places. It has been a privilege for the organisation to have her as an advocate. The Chief Executive also took the opportunity to recognise the role of Trust Ambassador, Dr Cal Major, for her efforts in highlighting the importance of the natural world and wellbeing, and the challenges in caring for these places. The Chief Executive was also delighted to report that His Majesty the King would also continue to be Patron of the National Trust for Scotland.

Looking ahead, the Chief Executive reported that plans remained ambitious, noting the transformation of the story of Charles Rennie Mackintosh and his wife Margaret Macdonald with the *Mackintosh Illuminated* project and investment in Fyvie Castle with the restoration of Home Farm and the castle itself.

Lastly, the Chief Executive thanked members for their continued support and trust. Without them, none of the achievements would be possible.

Members also welcomed a presentation from Lesley-Ann Logan, Interim Chief Finance and Corporate Officer. The presentation focused on the financial highlights and performance for the year ended 29 February 2024. The Interim Chief Finance and Corporate Officer was delighted to report on the continuing progress on the Trust's finances. In a year of challenge and opportunity, planned change and continued growth, overall performance had been very good. Financial highlights for 2023/24 included:

- the continued support of the membership, with 84% of members remaining with the Trust
- total income was over £69.5m (up 20% from 2022/23)

- total expenditure was £75.5m (up 15% from 2022/23)
- there had been a total net deficit of £6.4m (before gains on investment), which compares to a planned net deficit of £10.1m

Continued support and loyalty from the membership (we had around 326,000 members at the end of February 2024) had contributed around £18m in membership income, the Trust's largest single source of revenue. The Interim Chief Finance and Corporate Officer reported that the Trust's financial recovery post-pandemic had largely been driven by the generous support of its members and visitors. Despite the ongoing cost of living crisis, income levels had risen to 120% of pre-pandemic levels, largely driven by increased visitor numbers and commercial income.

Commercial income had contributed £17.4m (up 21% from 2022/23), thanks to the introduction of new retail products (resulting in a growth in sales), high occupancy rates in holiday cottages, and new catering opportunities through the acquisition of Mackintosh at the Willow. Although expenditure had also increased (up 15% from 2022/23), the majority of this had been planned, with the bulk of the increased spend arising from new capital projects, essential building maintenance and conservation and staff costs. Taking away the expenditure from the income, this left a £6.4m deficit (before investment gains), which is £1.4m lower than what was presented in 2022/23, meaning that the deficit had reduced year-on-year. Despite a volatile year both politically and economically, the Trust's investments had seen a growth in value by £7.9m.

The Interim Finance and Corporate Officer reported that she was extremely pleased that the planned recovery continues and was delighted to report overall a net surplus position of £1.5m for 2023/24. Although the General Income Fund had decreased to £37m in February 2024, this remained higher than the minimum reserves policy value of £30m.

Looking ahead, the outlook was positive, with the focus on membership loyalty, returning visitors, the continuation of maintenance and capital works, and greater clarity on longer-term plans. There was, however, still a high level of concern and uncertainty that would need to be monitored with the ongoing climate challenges, impact of global inflation, cost of living crisis, and resource and recruitment challenges that continued to affect the Trust.

The Interim Chief Financial and Corporate Officer concluded that caution and careful navigation was needed to adapt to such a rapidly changing environment. A resilient financial plan had been developed to ensure the long-term financial sustainability of the charity. Investments were being made in areas to improve the overall visitor experience, and in turn help achieve financial goals and aspirations. Strengthening the financial base will enable us to continue caring for Scotland's nature, beauty and heritage for everyone.

Members then welcomed a presentation from Andy Shaw of the Trust's external auditors, AAB Audit Limited, on the Trust's accounts for the year ended 29 February 2024. AAB Audit Limited had satisfactorily completed their second audit for the Trust and were pleased to confirm that the Trust had received a clean and unqualified audit report for the year ended 29 February 2024. AAB recorded their appreciation of the support and time of all members of the Trust's finance team during the audit process. The responsibilities of AAB as auditor are set out in the Auditor's Report within the Financial Statements presented. A reasonable level of assurance was provided. AAB had concluded that the financial statements are materially appropriately stated, the accounting policies are appropriate, and that there are no unadjusted audit mis-statements that could have a material impact on the accounts. AAB concurred that the Financial Statements should be prepared on a going concern basis, having challenged and assessed the forecast for the next 12-month period. AAB confirmed that the Financial Statements had been properly prepared in accordance with UK generally accepted accounting practices and in accordance with the requirements of the Charities and Trustee Investment Act and regulation 8 of the Charities Accounts Regulations.

The President thanked the Chief Executive, the Interim Chief Finance and Corporate Officer and AAB for their presentations. The President called for the adoption of the 93rd Annual Review and Accounts for 2023/24. The resolution was duly approved.

5. Question & Answer Session

The President opened the meeting up to the first of two question and answer sessions.

The first session covered the questions submitted in advance of the meeting. The President paraphrased the questions that had been asked by members. The answers have also been paraphrased below for the purpose of the minute.

Question: David Chalmers asked when the meeting was returning to a Saturday.

Answer: The Trust trialled holding the meeting on a Friday in 2023, in response to feedback from members that they would prefer a weekday. There has been little change in the number of people in attendance on either a Friday or Saturday, and this would be kept under review.

Question: Kenneth Thomson asked for the Trust to comment on the Shared Rural Network's proposals for 4G mobile network coverage in remote wild places.

Answer: Although the Trust remains concerned about the proliferation of masts on Scotland's landscapes, efforts were being focused on working in partnership with others to influence the Scottish Government and change policies as well as mobile operators to help prioritise away from areas where there would be a visual impact or where there would be no obvious benefit from the enhanced connectivity.

Question: Keith Otto, a volunteer at Kellie Castle, asked a number of questions:

- What steps are being taken to address the dwindling number of volunteers?
 - **Answer:** With volunteers being such a vital part of the team, it was important to ensure that a plan was in place to help develop and attract volunteers. Although volunteer numbers have grown since 2020, levels vary property by property. A member of staff had recently been appointed to lead on volunteering and to look at volunteer recruitment, which would take time to develop. Overall, it had been pleasing to see that 90% of volunteers that had taken part in a recent survey were proud to work for the Trust, and 96% really enjoyed their role.
- Having had to turn away a number of visitors at Kellie Castle in the summer, would the Trust consider using Eventbrite to pre-book admission tickets?
 - **Answer:** The principle of whether to have bookable tickets had been discussed, and whilst it can be helpful for some properties, it would present challenges for others. However, the Trust was currently investing in its systems, including the scoping of a new Electronic Point of Sale (EPOS) system, which would eventually provide the Trust with a more integrated online booking system and would be a point for review in the future.
- Are there any plans to re-develop the Trust's app for visitors?
 - **Answer:** The Trust did have an app which was used pre-pandemic, but with technology developing quickly, it had been superseded very quickly. The Trust was concentrating efforts on ensuring that the website was accessible from mobile phones to allow members to check the status of a property on the go.

Question: Penelope and Stephen Klein asked two questions:

- Are there any plans by the Trust to use Sailor's Walk in Kirkcaldy?
 - **Answer:** The Trust held a successful open day in October 2023 to allow members to visit the property, and hoped to do the same again in 2025. With limited resources, the Trust would need to find a way to work with stakeholders to identify its future use.
- Has the Trust made any plans to work with local transport and tour operators to help visitors get to more remote areas?
 - **Answer:** Although this type of arrangement had been explored in the past, it wasn't viable in terms of costs for either party. The Trust does, however, recognise and value that sustainable travel is a very important consideration.

Question: Peter Mann suggested that the Trust ought to do more to promote Members' Centres and Friends' Groups.

Answer: The Trust is very keen to support the Centres and Groups in the work that they do to support the organisation. They are promoted in the *Members' Guide* and every third magazine that is published. There

is also a section on the Trust's website, and the Trust regularly shares communications and mailings on their behalf.

Question: Donald Douglas suggested that the Members' Centres and Friends' Groups insert that used to be included with the magazine could be reinstated.

Answer: There is no current plan to reinstate the insert as it was very challenging to do so across the different groups and locations.

Question: Alastair Learmont suggested that the Trust ought to have a lasting memorial to prolific donor Mrs Margaret Gore-Browne Henderson.

Answer: It is extremely important that the Trust gives proper accreditation to all its supporters, which includes a way of making sure that there is equity of recognition. The Trust would be looking into the matter further.

The President thanked members for all of the questions.

6. Election of Auditors

The Board of Trustees will propose that AAB Audit Limited of 81 George Street, Edinburgh EH2 3ES be re-appointed as the Trust's auditors.

The President reported that the Board of Trustees unanimously recommended the re-election of AAB Audit Limited of 81 George Street, Edinburgh EH2 3ES as the Trust's auditors. The resolution was proposed and duly approved by the members. The President confirmed that AAB Audit Limited had been formally appointed as the Trust's auditors.

7. Election of Vice Presidents

The following candidates will be proposed for re-election as Vice-Presidents: Caroline Borwick; Professor Hugh Cheape MBE; Professor Michael Scott-Morton; and the Duchess of Fife.

The President reflected on the vital ambassadorial work carried out by the Vice-Presidents throughout the year. Although having no direct role in the governance of the Trust, they fulfil duties that generate goodwill, nurture relations and help pave the way for the Trust's fundraising ambitions.

On behalf of the Board of Trustees, the President proposed the recommendation of the re-election of Caroline Borwick, Professor Hugh Cheape, Professor Michael Scott-Morton and the Duchess of Fife as Vice-Presidents of the Trust.

The resolution was duly proposed and approved.

8. Ordinary Membership Subscription

It will be proposed that with effect from 1 January 2025, the minimum amount of the annual subscription required for qualification as an Ordinary Member of the National Trust for Scotland, currently £69.30 shall be raised to £74.40.

Members considered a presentation from Kerryn Kirkpatrick, Interim Head of Membership, outlining a proposal to increase the Ordinary Member annual subscription from £69.30 to £74.40 with effect from 1 January 2025. The President asked members to vote on the resolution. The resolution was duly proposed and approved.

9. Presentation

Antonia Laurence-Allen, Edinburgh & East Regional Curator, delivered a presentation on the Fife collections and properties in the Trust's care. Antonia's presentation focused on the history of the local area, the buildings, the families that lived there and the collections – before quizzing the audience on their knowledge.

The President thanked Antonia for her delightful presentation and quiz.

10. Question & Answer Session

The President opened the meeting up to the second Q&A session for live questions in the room and online.

The President paraphrased some of the questions that had been submitted during the meeting. The answers have also been paraphrased for the purpose of the minutes.

Question: Keith Griffiths asked two questions:

- Was the acquisition of Mackintosh at the Willow a donation or did the Trust purchase it? He was interested in understanding where this would be recorded in the statutory accounts.
 - **Answer:** The Trust saved the Tea Rooms by purchasing it at a cost of £1.7m. Although a wonderful restoration had been carried out by a previous charity, they had incurred debt in doing so and the iconic building was at risk of being lost. The Tea Rooms would be held as a fixed asset on the balance sheet.
- Although there was only reference to Scope 1 and 2 emissions (in terms of the Greenhouse Gas Protocol) in the statutory accounts, as part of the strategic review objectives, would the Trust expand to Scope 3 to cover the carbon emissions of visitors travelling to the properties?
 - **Answer:** At present the Trust is only recording direct activities for carbon emissions under Scopes 1 and 2, but is compiling information and data to comply with Scope 3 (indirect) emissions. A new objective would be set by the Board of Trustees for the strategy to determine the Key Performance Indicator that the Trust would report against.

Question: Tracy Stewart wanted to know if the digitisation of the Robert Burns collection would be made free to everyone, and if there had been any impact on footfall and visitation to the museum as a result.

Answer: It is hoped that by providing increased access and understanding through digital means, it increases the sense of value of the original work, and as a consequence people will become more aware and want to see the items for themselves. Digitisation also widens access to the collections, including those which can't be put on display. It is hoped that the Trust can further expand access to the collections in the future.

Question: As a lifetime member and avid supporter of the Trust, Alistair Learmont wished to know the value of the endowment and subsequent income for Malleny House. Mr Learmont stated that he thought it was impossible to reconcile the neglect of the property given the substantial endowment. He noted that he had tabled a written question for the 2023 meeting but was absent.

Answer: With an endowment fund of £930,000 and reserve value of £132,000, the Trust does have plans to restore and invest in the estate and is working through stages to determine what the proposals might look like, as well as understanding the gaps in the Trust's knowledge about the building itself. Some money has been more recently invested in the greenhouses.

Question: Patricia Coelho, a volunteer at Hill of Tarvit, wished to understand when the annual survey is disseminated to volunteers, as she believes that she has never been asked to participate.

Answer: The survey is shared with volunteers by email or directly through the properties where the volunteers work. The Trust aims to engage with all volunteers and it is important to get as much representation as possible from them.

As the meeting was nearing the end, the President closed the Q&A session.

11. Election of Two Trustees

The President reported that, earlier in the year, members were invited to put themselves forward for election for two positions on the Board of Trustees for the following categories: a commitment to the Trust and our work; and historic buildings conservation and contemporary design. Three candidates who met the skills and criteria for each of these specialisms came forward for election. Voting had been conducted online and by post.

The President invited Stephen Small, Trust Secretary, to announce the results of the ballot. The candidate who received the most votes in the category of 'a commitment to the Trust and our work' and was duly re-elected to the Board of Trustees to serve a second term was Ian Turnbull. The Trust Secretary congratulated Ian Turnbull and thanked Dr Robert Horton and Gillian King for taking part in the election. The candidate who received the most votes in the category of 'historic buildings conservation and contemporary design' and was duly elected to the Board of Trustees was Peter Drummond. The Trust Secretary congratulated Peter Drummond and thanked Michael Day and Harriet Devlin for taking part.

The President thanked the members who cast their vote in the election and congratulated the new Trustees.

12. Annual General Meeting 2025

The President confirmed that the date of the next meeting would be Friday 19 September 2025. It was proposed that the meeting would take a similar format to that of 2024, and a venue would be announced in the Trust's magazine in due course. Suggestions for locations of the meeting from members would always be welcome.

13. Close

The President brought the 2024 Annual General Meeting to a close.