

Annual General Meeting

Sat 24 September 2022, 11:00 - 13:30

Technology & Innovation Centre, 99 George Street, Glasgow G1 1RD



In Attendance

Presenters

Jackie Bird (President), David Mitchell (Deputy Chair, Board of Trustees), Philip Long (Chief Executive), Katerina Brown (Chief Operating Officer), Stephen Small (Trust Secretary & Solicitor)

Meeting minutes

1. Welcome & Introductions

Information

David Mitchell, Deputy Chair of the Board of Trustees, took the Chair, supported by the Trust Secretary, the Chief Executive and the Chief Operating Officer and in the presence of senior staff and members of the Trust in attendance in Glasgow and online.

The Deputy Chair extended a very warm welcome to members at the 2022 Annual General Meeting (the 'meeting') of the National Trust for Scotland. Not only was this the first in-person meeting since the onset of the Covid pandemic, but it was also being hosted for the first time as a hybrid event with some members attending in Glasgow and supported by members watching and interacting with the proceedings online.

Pre-registered members were able to watch 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 in the usual way.

2. Minute

Decision

To approve the minute of the Annual General Meeting of 18 September 2021.

The Deputy Chair reported that there had been no advance intimation of any amendments to the minute of the meeting held virtually by Zoom on Saturday 18 September 2021. Members were asked to vote on the resolution to approve the minute. The minute of the meeting of 18 September 2021 was duly adopted as a true and accurate record.

3. Election of the President

Decision

To propose the election of Ms Jackie Bird as President.

The Deputy Chair was pleased to report that an excellent candidate had been identified to take on the honorary voluntary role of President of the National Trust for Scotland. Already an avid supporter of the Trust as host of the *Love Scotland* podcast series, Jackie Bird had been proposed as the Trust's first female President. The Deputy Chair had no doubt that the prestigious appointment would be of great value and support to the Trust.

On behalf of the Board of Trustees, the Deputy Chair proposed Jackie Bird for appointment as President of the National Trust for Scotland. Members were asked to vote on the resolution to approve the appointment. The Deputy Chair was delighted to declare the President duly elected and handed over chairmanship of the remainder of the meeting to the President.

The President thanked the Deputy Chair for his kind words of endorsement and thanked the members for granting her such a great honour and privilege to be appointed as President of the National Trust for Scotland.

4. 91st Annual Review and Accounts

Decision

To consider the adoption of the 91st Annual Review and Accounts.

Members viewed a video presentation from Philip Long, Chief Executive. He reported on the performance for the year ended 28 February 2022.

The Chief Executive took a moment to thank the members for their support. Thanks to the loyalty of members, prudent financial stewardship and external factors that have helped bolster the Trust's income, the overall financial position was much better than could have been predicted given the uncertainties over the past few years and ongoing cost-of-living crisis. Focus would continue on making wise decisions and investments on the conservation of the Trust's properties, people and systems that enable all the Trust's good work to continue for the benefit of the nation and future generations to come.

Delighted to have the opportunity to update members on the achievements of the year, he highlighted: the significant progress that had been made on the Trust's recovery from the Covid pandemic, including the launch of its new ten-year strategy, *Nature, Beauty & Heritage For Everyone*; the celebration of the Trust's 90th birthday with two royal visits from our Patron, HRH The Prince Charles, Duke of Rothesay and Her Royal Highness, The Duchess of Rothesay at the Robert Burns Birthplace Museum and the official reopening of the House of Dun; the start of an extensive environmental project to turn Kelton Mains on the Threave Estate, supported by the HSBC Climate Solutions Partnership, into a woodland wetland ecosystem, self-sustaining and self-adapting to Scotland's changing climate; the reopening of Gladstone's Land, following a £1.5 million restoration project; and the success of Project Wipeout, supported by the People's Postcode Lottery, in tackling the removal of invasive non-native plant species across the Trust's estate.

The Chief Executive was immensely proud of all that the Trust had achieved throughout the last year, none of which would have been possible without all of its volunteers, paid staff, Trustees and committed members and supporters. He expressed his gratitude to all.

Members also viewed a video presentation from Katerina Brown, Chief Operating Officer. The presentation focused on the financial highlights and performance for the year ended 28 February 2022.

The Chief Operating Officer was delighted to report on the recovery of the Trust's finances following the difficult few years posed by the Covid pandemic. She thanked all of the members for showing their support and continuing their memberships through this time. At the end of February 2022, there were around 314,000 members, up 1% on the previous year.

Looking at the Trust's recovery, the Chief Operating Officer highlighted: total income for the year ending February 2022 was £49 million (up from £44 million in 2020/21); total expenditure was £52 million (up from £44 million in 2020/21); after investment gains of around £4.8 million, there was a reported total net surplus of £2.2 million; and the general income fund had grown to £51 million.

The Chief Operating Officer felt privileged to have the opportunity to travel around the country, visiting as many places as possible, to understand the challenges the properties face and to ensure the Trust's corporate support services can help.

Overall, the outlook was positive with the focus on membership loyalty, returning visitors, the recommencement of maintenance and capital works, and greater clarity on longer terms plans. There was, however, still a high level of concern and uncertainty that would need to be monitored with the ongoing conflict in Ukraine, cost-of-living crisis, and resource and recruitment challenges that continued to impact the Trust.

The Chief Operating Officer concluded that the Trust's plan, which in the rapidly changing economic environment would need caution and careful navigation, aimed to keep the Trust resilient to protect jobs, retain skills and achieve its goals, none of which would be possible without the support of the members.

Members then viewed a video presentation from Kelly Adams of the Trust's external auditors, RSM UK LLP, on the Trust's accounts to the year ended 28 February 2022. RSM UK Audit had satisfactorily completed the audit and were pleased to confirm that the Trust had received a clean and unmodified audit report for the year ended 28 February 2022. The audit had been completed on a hybrid basis, both remotely and onsite and in accordance with International Standards on Auditing and Practice Note 11, which sets out the areas that auditors must consider when auditing charity accounts in the UK.

The President called for the adoption of the 91st Annual Review and Accounts for 2021/22. The resolution was duly approved.

5. Question & Answer Session

The President opened the meeting up to the first of two question & answer sessions. The first session covered the questions submitted in advance of the meeting. The questions were answered by the CEO and other members of the senior management team present for the meeting.

6. Election of Auditors

Decision

The Board of Trustees will propose that AAB Audit Limited of Kingshill View, Prime Four Business Park, Kingswells, Aberdeen AB15 8PU be appointed as the Trust's auditors.

The President welcomed Shona Malcolm, Trustee and Chair of the Audit and Risk Management Committee to the podium.

On behalf of the Board of Trustees, Shona Malcolm proposed that AAB Audit Limited of Kingshill View, Prime Four Business Park, Kingswells, Aberdeen AB15 8PU be appointed as external auditors of the Trust. The resolution was 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

Decision

The following candidates will be proposed for election and 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 and help pave the way for the Trust's fundraising ambitions.

On behalf of the Board of Trustees, the President proposed the election and 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 approved.

8. Ordinary Membership Subscription

Decision

It will be proposed that with effect from 1 March 2023, the minimum amount of the annual subscription required for qualification as an Ordinary Member of the National Trust for Scotland, currently £63.00 shall be raised to £66.00.

Members considered a video presentation from Louise Stirton, Head of Membership at the Trust, outlining a proposal to increase the Ordinary Member annual subscription from £63.00 to £66.00 with effect from 1 March 2023. The President asked members to vote on the resolution. The resolution was duly approved.

9. The Trust's New Strategy

Members received a video presentation from Stuart Brooks, the Trust's Director of Conservation and Policy, to introduce the Trust's new ten-year strategy - *Nature, Beauty & Heritage for Everyone* - following its launch at the end of March 2022.

The strategy looks ahead to the Trust's centenary in 2031 to set out what the Trust wants to achieve and how that might be achieved over the next 10 years. Mr Brooks explained that, although it had been a challenging few years, the Trust's solid foundations and the new strategy would enable the organisation to continue its pioneering conservation of and public access to some of the most magnificent buildings, collections, gardens and landscapes in Scotland.

The overall vision for the new strategy is to provide nature, beauty and heritage for everyone. The strategy is organised by reference to three core pillars of activity: conservation, engagement and sustainability. Under the conservation pillar, the objectives are to stabilise and improve the condition of the heritage in the Trust's care to enrich Scotland's protected heritage in order to make it relevant to more people. Under engagement, the aim is to bring more benefit, including health and wellbeing, to more people and a wider cross section of society. Under sustainability, the plan is to grow to 500,000 members, 6 million annual visitors and a workforce that is representative of modern Scotland.

The key message in rolling out and embedding the new ten-year strategy is that we are collectively all part of 'one Trust', helping to shape the strategy and deliver it together. The new framework would provide guidance to help steer the collective ambition to enable everyone to benefit from the Trust's places.

10. Live Question & Answer Session

The President opened the meeting up to the second question & answer session. There was an opportunity for members to ask questions of the senior leadership team and the Board.

11. Election of Three Trustees

The President reported that, earlier in the year, members were invited to put themselves forward for election for three positions on the Board of Trustees for the following categories: Broad Commercial Legal Practice; Collections Management and Conservation; and Commercial Management of Land, Buildings and Estates. A total of five candidates came forward who met the skills and experience criteria for election to the Board of Trustees. There were two candidates in each ballot for the Broad Commercial Legal Practice and Collections Management vacancies, and only one for the Commercial Management of Land, Buildings and Estates category. Voting has been conducted online and by post.

The President invited Stephen Small, Trust Secretary & Solicitor to announce the results of the ballots for the Broad Commercial Legal Practice and Collections Management categories.

The candidate who had received the most votes in the Broad Commercial Legal Practice category and was therefore duly re-elected to the Board of Trustees to serve a second term was Michael Spence. The candidate who received the most votes in the Collections Management category and was therefore duly elected to the Board of Trustees was Janet Brennan.

The Trust Secretary congratulated Michael Spence and Janet Brennan, thanked Neil MacKinnon and David Caldwell for taking part in the election, and thanked the members who cast their votes.

The President addressed the vacancy that remained for the Commercial Management of Land, Buildings and Estates category. As there was only one candidate for the vacancy and a ballot could not be applied, a resolution was proposed to appoint Cameron Murray to the Board of Trustees with immediate effect. The resolution was duly approved by the members.

Decision

12. Appreciation of Departing Friends

The President welcomed the Deputy Chair to the podium.

The Deputy Chair took a few moments to thank the following members for their contribution to the Trust's governance: Jayne MacLennan, also a deputy chair of the board of Trustees, who stepped down at the end of the meeting having completed four years on the Board of Trustees; Penny Martin who had stepped down having completed two years on the Board of Trustees; Dr David Caldwell, who stepped down at the end of the meeting having completed four years on the Board of Trustees; and Dame Susan Bruce who had served five years as Chair of the Nominations Committee.

13. Annual General Meeting 2024

Information

The President confirmed that the date of the next meeting would be Saturday 23 September 2023. It was proposed that the meeting would take a similar format to that of 2022, and a venue would be announced in the Trust's members magazine in due course.

N.B. The date of the meeting was subsequently changed to Friday 22 September to determine if a weekday meeting would be more convenient and better attended by members.

14. Close

The President brought the 2022 Annual General Meeting to a close.