

**Minutes of the 54<sup>th</sup> Annual General Meeting  
of the Scottish Wildlife Trust, held on  
Saturday 22<sup>nd</sup> September 2018 at the  
National Museum of Scotland,  
Chambers St, Edinburgh EH1 1JF**



### **Introductory remarks**

The Chair, Linda Rosborough, welcomed everyone to the Scottish Wildlife Trust's 54<sup>th</sup> AGM.

### **Apologies**

Apologies were received from D Anderson, D Irving, L Fowell, L Irvine, C McAuley, H McAuley, J Muirhead, S Philips, B Wilson

- 1. To approve the minutes from the 53rd AGM held at Glasgow University, McIntyre Building, Room 201, University Avenue, Glasgow, G12 8QQ**

The minutes were formally **approved** as a true and accurate record.

**Proposer:** Nicola Munro

**Secunder:** Karen Chambers

There were no matters arising from the Minutes.

- 2. To receive the Council's report and accounts for the year ended 31 March 2018**

The Chair gave some reflections on activities in the previous year. She gave her deepest thanks to all present and all the Trust's members and supporters, for making these and many more achievements possible. She also gave many thanks to all of the Trust's funders and partners for their continued support.

Susan McKenzie, Director of Finance and Resources, presented the report and accounts to the Annual General Meeting and provided an overview on the Trust's financial situation.

- 3. To re-appoint auditors of the Trust: RSM, Centenary House, 69 Wellington St, Glasgow G2 6HG.**

The Chair introduced Chris Sliman, Audit Manager at RSM who provided a brief report to members in relation to the audit and the financial position.

The Chair proposed the re-appointment of RSM as external auditors.

**Proposer:** Dr Tim Duffy

**Secunder:** Allan Bantick

RSM were **re-appointed** as auditors for the Trust.

#### **4. To elect members to Council.**

The Chair reported that two existing members of Council were eligible for re-election:

- Deryck Irving and Nicky Munro

She added that she was very pleased to report that both individuals put themselves forward for re-election to the Trust's Council. Their skill, experience and professionalism had contributed to the Council hugely.

Four members were standing for first time election:

- William Henderson, John Morris, Antony Robson and Jane Stuart Smith

One former member of Council was standing for election. Tim Duffy had provided many years of service to the Trust.

All candidates were successfully elected to Council.

One Council member had stepped down during the year, with a further four individuals retiring at this AGM. The Chair thanked Alastair Grier, Michael Johnston and Jimmy Campbell for their positive contributions and constructive challenge during their term.

Vice Chair of Conservation and Convener of Conservation Committee, Dr Jon Barnes, was also stepping down after reaching the end of his term on Council. The Chair passed on her sincere gratitude for his good counsel as Vice Chair.

On behalf of the Trust, the Chair thanked them all for their valuable service and wished them every future success and happiness.

#### **5. Special Business: Adoption of new Articles of Association. The proposed Articles of Association and rationale behind their recommendation are available from the website.**

The Chair reported that the Articles of Association were out of date with modern best practice, and that accordingly Council had actioned a review and update of the articles led by Nominations Committee Convener David Lindgren. She confirmed that the updated Articles now met with the current best practice guidelines and had the support of Council and the staff team. The Chair then introduced DL to present the amended articles.

DL outlined the background to the rationale behind the new Articles and the process and took questions from members. In response to a query from Ken Knowles DL confirmed that the intention was that, in the normal course, co-opted trustees would be expected to stand for election at the subsequent AGM. It was noted that this had not been expressed in the articles, but it would be contained in new standing orders, which would include any exceptions to that principle, where for instance a co-opted trustee subject to re-election had particular skills then required by the Trust. In

response to a question from Helen Sirbly, DL confirmed that the wording of the articles had been written to encourage diversity.

The Chair thanked DL and asked members to vote using a show of hands for approving the special resolution. The majority of attendees raised their hands.

*The special resolution for the updated Articles of Association was passed unanimously.*

**6. Any other relevant business. All other business must be notified to the Company Secretary by 1 September 2018.**

The Chair reported that the staff had received an item under AOB handed over to Jonny Hughes to address this.

Doris McLean had submitted a query regarding the funding of the Perthshire Ranger. She stated that the recent resignation from the Perthshire Ranger had caused concern among the local members as she had been the fourth individual to resign from this post. She suggested that the annual salary of £17k per annum was not sufficient to maintain cost of living and asked the senior team whether there was anything that could be done.

JH stated that since the 2008 global economic downturn many charities had struggled with maintaining and growing income generation, and it was a testament to the Trust's prudent financial management that the organisation was in a stable budgetary position. He acknowledged that the 1% salary increase per year for all staff was not in line with inflation but confirmed that this was a live issue discussed regularly at both Management Team and at Council and that work on a talent retention and attraction strategy was planned for later in the year.

The Chair added that from a Council perspective trustees had to be prudent and confirmed Council would reflect on the points discussed. She thanked DM for raising this important issue.

As no notification had been received of any other formal business the Chair thanked all attendees for their participation and formally closed the Annual General Meeting.

*APPEND SEDARUNT*

**Footnote:**

**Please see Appendix 1 for the full special resolution which was approved**

*There followed a short presentation by Jonny Hughes, CEO.*

*The Chair then invited questions on any aspect of the Trust's work. Subjects discussed included single use plastics, the culling of ravens and mountain hares, GDPR, the Wildlife Guardian Scheme and Brexit.*

**APPENDIX 1 - SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION**  
**Scottish charity number SC005792; Company number SC040247**

On the 22<sup>nd</sup> day of September 2018 the following special resolution was agreed and passed by the members:

*THAT the Articles of Association produced to the meeting and initialed by the Chairperson for the purposes of identification be and are hereby adopted as the new Articles of Association of the Trust to the exclusion of, and in substitution for, the existing Articles.*

Susan McKenzie  
**Company Secretary**  
**Scottish Wildlife Trust**

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