



southern uplands partnership
living land, living community

ANNUAL GENERAL MEETING

Tuesday 17th November 2020 at 2.00 pm
Zoom, online

AGENDA

1. Welcome and Apologies
2. Approval of Minutes of the Extraordinary General Meeting and last Annual General Meeting (2nd October 2019) and Matters Arising
3. Report by the Convenor on the Activities of the Partnership
4. Report of the Auditor / Independent Financial Examiner and
Receiving of the Annual Accounts for the year ended 31st March 2020
5. Retiral, Re-election and Election of Trustees

Retiral	Mr Charles Strang
Re-election	Bridie Ashrowan (standing for a second term) Dr Chris Miles (standing for a second term)
Election	Claire Pencak Dr Emily Taylor
6. Appointment of Auditors / Independent Financial Examiners
It is proposed that the current arrangements are continued –
JRW Group, 19 Buccleuch Street, Hawick, TD9 OHL

The formal business of the meeting will be followed by a presentation by
Mr Nick Halfhide, CEO of the South of Scotland Enterprise (SoSE)

**The Southern Uplands Partnership
Minutes of the Extraordinary General Meeting held on
Wednesday 2nd October 2019 at 2.00 pm
Moffat House Hotel, Moffat**

Present

Myrtle Ashmole	Member
Philip Ashmole	Member
John Esslemont	Trustee (appointed at meeting)
Katie Hagmann	Trustee (Dumfries and Galloway Council)
Chris Miles	Trustee (elected Convenor)
Joan Mitchell	Trustee
Peter Pitkin	Member
Dave Roberts	Trustee
Peter Ross	Member
Charles Strang	Trustee
Will Williams	Trustee (appointed at meeting)

In Attendance

Sheila Adams	SUP Finance and Office Manager
Catherine Barlow	SUP South of Scotland Golden Eagle project
Niall Corbet	Scottish Natural Heritage
Alan Crichton	Trustee, Southern Uplands Partnership Services Ltd
Laura Davidson	SUP Galloway Glens Biosphere Experience project
Doug Fairbairn	Dumfries and Galloway Council
Ed Forrest	SUP Project Manager
Stuart Graham	Scottish Natural Heritage
Anna Johnson	Dumfries and Galloway Council
Siobhan McDermott	Scottish Borders Council
Gowan Miller	SUP Ride Scotland's Horse Country project
Malcolm Muir	South Lanarkshire Council
Anna Sellars	SAC Consulting, SRUC (speaker)
Pip Tabor	SUP Partnership Manager
Andrew Sheridan	Scottish Forestry (speaker)

1. Welcome and Apologies

Bridie Ashrowan	Trustee
Chris Ballance	
Jamie Carruthers	Member
Barry Dunne	Scottish Natural Heritage
Robert Hall	
Lynne Jobes	Trustee
Sarah Macdonald	Trustee
Karen Morley	Trustee (appointed at meeting)
Andy McNab	Trustee (retiring Convenor)
Mark Rowley	Trustee (Scottish Borders Council)
Mary-Ann Smythe	Member

Dr Chris Miles, deputising for outgoing Convenor, Mr Andy McNab, welcomed everyone to the meeting. The apologies above were read out.

2. Special Resolution

Dr Miles explained that SUP's Constitution (Memorandum and Articles of Association) had originally been written in 1999 and, with the help of SUP's lawyers, J and H Mitchell, had been updated. The draft new Articles of Association had been published on SUP's website www.sup.org.uk for consideration by members for at least 21 days before the meeting date.

Dr Miles read the resolution:

'The consideration and, if thought fit, the passing of the following resolution which will be proposed as a special resolution:

THAT the Southern Uplands Partnership adopts new Articles of Association in the form of the draft Articles of Association produced to the meeting in substitution for and to the exclusion of the existing Memorandum and Articles of Association adopted on 19th October 1999 and subsequently amended.'

Mr Charles Strang proposed adoption of the resolution, which was seconded by Dr Joan Mitchell. There were no objections received and the resolution was approved.

3. Any Other Relevant Business

There were no other items of business and the meeting was followed by the Annual General Meeting.

**The Southern Uplands Partnership
Minutes of the Annual General Meeting held on
Wednesday 2nd October 2019 at 2.15 pm
Moffat House Hotel, Moffat**

Present

Myrtle Ashmole	Member
Philip Ashmole	Member
John Esslemont	Trustee
Katie Hagmann	Trustee (Dumfries and Galloway Council)
Chris Miles	Trustee (elected Convenor)
Joan Mitchell	Trustee
Peter Pitkin	Member
Dave Roberts	Trustee
Peter Ross	Member
Charles Strang	Trustee
Will Williams	Trustee

In Attendance

Sheila Adams	SUP Finance and Office Manager
Catherine Barlow	SUP South of Scotland Golden Eagle project
Niall Corbet	Scottish Natural Heritage
Alan Crichton	Trustee, Southern Uplands Partnership Services Ltd
Laura Davidson	SUP Galloway Glens Biosphere Experience project
Doug Fairbairn	Dumfries and Galloway Council
Ed Forrest	SUP Project Manager
Stuart Graham	Scottish Natural Heritage
Anna Johnson	Dumfries and Galloway Council
Siobhan McDermott	Scottish Borders Council
Gowan Miller	SUP Ride Scotland's Horse Country project
Malcolm Muir	South Lanarkshire Council
Anna Sellars	SAC Consulting, SRUC (speaker)
Pip Tabor	SUP Partnership Manager
Andrew Sheridan	Scottish Forestry (speaker)

1. Apologies

Bridie Ashrowan	Trustee
Chris Ballance	
Jamie Carruthers	Member
Barry Dunne	Scottish Natural Heritage
Robert Hall	
Lynne Jobes	Trustee
Sarah Macdonald	Trustee
Karen Morley	Trustee (appointed at meeting)
Andy McNab	Trustee (retiring Convenor)
Mark Rowley	Trustee (Scottish Borders Council)
Mary-Ann Smythe	Member

2. Minutes of the last Annual General Meeting of 22nd August 2018 and Matters Arising

The Minutes of the AGM of 22nd August 2018 were agreed as a true record and were moved for approval by Mr Alan Crichton and seconded by Cllr Katie Hagmann.

There were no Matters Arising.

3. Report by the Convenor on the Activities of the Partnership

Dr Chris Miles, deputising for outgoing Convenor, Mr Andy McNab, referred to the Annual Report, summarised within the Accounts and also published as a separate document and available electronically on SUP's website. The document was not read at the meeting to allow more time for the Guest Speakers and discussion, but questions or feedback on the report were invited by email to Pip Tabor (piptabor@sup.org.uk).

4. Report of the Auditor / Independent Financial Examiner

Due to an increase in turnover to £0.7M during the financial year to March 2019, an audit had been required and carried out by Accountants, JRW Group. The report is included in the Audited Accounts for April 2018 – March 2019.

5. Approval of the Annual Accounts for the year ended 31st March 2019

The draft accounts had been available to view on SUP's website for more than 21 days. Dr Miles advised that the Accounts had been discussed in detail at the Board meeting earlier in the day. The annual accounts and audit report showed a surplus in 2018/19 and the Company being in a healthy financial position, with cashflow due to grants in arrears being the only issue of concern. There were no questions from the floor.

The Accounts for 2018/19 were formally approved by Directors and proposed as such by Mr Charles Strang and seconded by Mr John Esslemont.

6. Retiral and Election of Trustees

Mr Andy McNab had completed two three-year terms on the Board, latterly as Convenor. Dr Miles was sorry that Andy was unable to be present at the meeting due to ill health but thanked him for his valued contribution to SUP over the years, which would be missed.

Nominations for election had been received for Mr John Esslemont and Dr Will Williams, as well as Mrs Karen Morley (who was unable to be at the meeting).

The nominations were proposed by Prof Dave Roberts and seconded by Dr Joan Mitchell.

No objections were received to the nominations and the appointments were confirmed.

All new Trustees have a wealth of experience in their fields and were welcomed to the Board.

7. Fixing of Annual Subscription Rates for 2019/20

Membership rates had remained at the same level since 2014 but in line with the revised Articles of Association, it was agreed that membership rates were reduced to zero, to encourage more people to become members of the Partnership, which would raise awareness of the issues and activities being supported by SUP.

8. Appointment of Auditors / Independent Financial Examiners

It was proposed that the current arrangements with JRW Group as Company Accountants, are retained for the forthcoming financial year, which was proposed by Mr Ashmole and seconded by Mr Crichton.

Mr Tabor suggested that it may be prudent to look at re-tendering next year.

9. Any Other Business

There were no other items of business.

Following the formal business of the AGM, Mr Tabor introduced the Guest Speakers:

Ms Anna Sellers, SAC Consulting SRUC, who gave a presentation on Rewilding and Talla Hartfell Wildland area.

Mr Andrew Sheridan, Scottish Forestry, who gave a presentation on the Scottish Forestry Strategy.

Dr Miles thanked the speakers for their interesting talks and for thanked the audience for their questions and input to discussion.

The meeting closed at 4.00 pm.