

**The Southern Uplands Partnership
Minutes of the Annual General Meeting held on
Thursday 5th December 2024 at 1.00 pm
Microsoft Teams Online Platform**

Members Present

John Esslemont	Trustee
Chris Miles	Trustee / Convenor and SUP Services Ltd Director
Alan Smith	Trustee and SUP Services Ltd Director
Emily Taylor	Trustee

In Attendance

Sheila Adams	SUP Finance / Operations Manager
Tim Cowen	SUP Development Manager
Cara Gillespie	SUP Chief Executive
Yvonne Kennedy	SUP Finance / Admin Assistant
Aidan Nicol	SUP Development Manager

1. Welcome, Introductions and Apologies

Dr Chris Miles, Convenor, welcomed and thanked everyone for attending.

The following apologies were received from Trustees, who had nominated the Convenor, Dr Chris Miles, as proxy on their behalf:

Robert Bailey	Trustee (Proxy Dr Chris Miles)
Sarah Macdonald	Trustee (Proxy Dr Chris Miles)
Joan Mitchell	Trustee (Proxy Dr Chris Miles)
Mark Rowley	Trustee / Scottish Borders Council (Proxy Dr Chris Miles)
Will Williams	Trustee (Proxy Dr Chris Miles)
Leys Geddes	Member
Robert Hall	Member
Ian Hide	Member

All present introduced themselves.

Dr Miles invited questions throughout the meeting and asked attendees to 'raise their hand' or type any questions in the chat facility.

2. Approval of Minutes of the last Annual General Meeting of 8th December 2023

The Minutes of the Annual General Meeting held on 8th December 2023 were agreed as a true record and were moved for approval by Mr Alan Smith and seconded by Dr Emily Taylor.

3. Matters Arising

In response to Mr Smith's enquiry last year, Ms Adams confirmed that having been appointed in March 2023 as Auditor/Accountant, Farries, Kirk and McVean of Dumfries were agreeable to a three year term. This is on the understanding that, should there be significant changes to the operation of the organisation or trading subsidiary with a material effect on the time required to carry out their services, Farries Kirk and McVean would have to review the level of fee but would give advance notification should this be the case.

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

Dr Miles referred to the detailed Trustees Report contained within the Accounts and highlighted key achievements during the year to March 2024 and beyond.

The most significant change in personnel was the retirement of Pip Tabor in December 2023, after 24 years of service, and the appointment of Cara Gillespie as the first Chief Executive in October 2023. Directors participated in a review of the organisational Strategy in December 2023 and March 2024, an updated version of which will be published soon.

It was noted the Strategy objectives remain the same but the delivery model has had to change and much of the work since March 2024 has focused on the revised model. Successful project delivery during the year included Destination Tweed Connecting Threads, Scottish Borders Climate Action Network, South of Scotland Golden Eagle Project, South West Environmental Information Centre and South West Scotland Coastal Way. SUP also worked with Dumfriesshire East Community Benefit Group (DECBG) to administer Community Benefit Grant funds and reinvigorated the Environmental Alliance for the South of Scotland (EASoS).

Looking forward, the core team had been strengthened by the appointment of Yvonne Kennedy as Finance / Admin Assistant in November 2023, to support the Finance / Operations Manager, and plans made for the creation of two new Development Manager posts. The recent appointment of Tim Cowen and Aidan Nicol to these roles was welcomed and demonstrated the shift of emphasis in delivery model for the organisation.

5. Report of the Auditor / Independent Financial Examiner and Receiving / Approval of the Annual Accounts for the year ended 31st March 2023

The Auditor's Report was included in the Accounts and an Audit Report had been provided to Trustees. Trustees had received sight of the Accounts and accompanying documents and had opportunity to review and comment in email correspondence, prior to the final Accounts being distributed with AGM papers.

Ms Adams reminded members that SUP's accounts are now consolidated with SUP Services Ltd and there are pages of notes and comparative figures, which form part of the statutory accounts. The pertinent figures for the year are on the Statement of Financial Activities (SOFA) on page 10 and Balance Sheet on page 12. Turnover for the year increased from £1,060,671 to £1,631,258, an increase of £570,587, which was mainly as a result of receiving significant restricted grants for projects. Charity regulations (Statement of Recommended Practice (SORP)) requires that income has to be accounted for in the year it was awarded or promised, irrespective of when it is received. This related to grants of £250k for South of Scotland Golden Eagle project (Game and Wildlife Conservation Trust), £152k (over 4 years) for Destination Tweed Connecting Threads (Esmee Fairbairn Foundation) and £98k for the Creative Arts Business Network in the Borders, currently hosted by SUP (Creative Scotland).

The unrestricted reserve increased slightly by £2,866, from £209,834 in 2022/23 to £212,700. This surplus was less than the previous year (£28,720) due largely to the change in senior management during the year and the impact of a change in direction and status of some projects and contracts.

The restricted fund reserve was £654,521 at March 2024, compared to £301,423 the previous year, an increase of £353,098. This restricted reserve relates to funds received for projects.

For Southern Uplands Partnership Services Ltd, a surplus of £11,814 was achieved, which would be paid to the charity as a dividend, and is down from £19,502 in 2023 for the reasons described above. Similarly, SUP staff time spent on SUP Services Ltd work was reduced during the year, to £14,964 (2023 £20,577).

The annual report and accounts for the year ended 31st March 2024 were formally approved and proposed as such by Dr Emily Taylor and seconded by Mr John Esslemont.

Mr Smith asked for clarification on the unrestricted reserve which he thought had increased. Ms Adams confirmed that the reserve had increased slightly from £209,834 to £212,700 (£2,866) but this is a much smaller increase than the previous year (£28,720) for the reasons given above.

6. Retiral, Re-election and Election of Trustees

Retiral: Dr Miles explained that three Trustees are required to stand down at the AGM but may be subsequently re-elected. Prof Dave Roberts had resigned in October 2024 due to other commitments and Dr Joan Mitchell had indicated her intention to resign following the AGM. Mr John Esslemont stood down but indicated his willingness to be re-elected.

Re-election: Mr Esslemont's re-election was unanimously approved by all present.

Election: Nominations for new Trustees had been invited with the Notice of AGM issued in advance of the meeting but there had been none received.

Ms Gillespie noted that the Memorandum and Articles of the Company would benefit from a refresh and undertook to do this when capacity allows.

7. Appointment of Auditors / Accountants

This item had largely been dealt with under Matters Arising above. Ms Adams confirmed that Farries Kirk and McVean had agreed to a three year term and she had found them good to work with. Trustees unanimously approved this appointment.

8. Any Other Business

Ms Gillespie noted that the short, online only AGM this year was necessary due to capacity and circumstances but undertook to revert to a more public AGM next year, with speakers, as has been the case in the past.

There being no other items of formal business raised, the Convenor closed the meeting at 1.20 pm.