

**The Southern Uplands Partnership
Minutes of the Annual General Meeting held on
Friday 8 December 2023 at 10.30 am
The Famous Star Hotel, 44 High Street, Moffat, DG10 9EF**

Members Present

Robert Bailey	Trustee
Alan Crichton	Southern Uplands Partnership Services Ltd Director
John Esslemont	Trustee
Sarah Macdonald	Trustee
Chris Miles	Trustee / Convenor and SUP Services Ltd Director
Joan Mitchell	Trustee
Mark Rowley	Trustee / Scottish Borders Council
Alan Smith	Trustee and SUP Services Ltd Director
Emily Taylor	Trustee
Will Williams	Trustee

In Attendance

Sheila Adams	SUP Finance / Operations Manager
Cara Gillespie	SUP Chief Executive
Yvonne Kennedy	SUP Finance / Admin Assistant

1. Welcome and Apologies

Dr Chris Miles, Convenor, welcomed and thanked everyone for attending. The meeting was confirmed as being quorate (10).

The following apologies were received:

Dame Barbara Kelly DBE	Member / Honorary President
Dave Roberts	Trustee
Claire Pencak	Trustee
Charles Strang	Member
Eileen Tweedie	Southern Uplands Partnership Services Ltd Director

2. Approval of Minutes of the last Annual General Meeting of 15 November 2022

The Minutes of the Annual General Meeting of 15 November 2022 were agreed as a true record and were moved for approval by Sarah Macdonald and seconded by Alan Smith.

3. Matters Arising

Ms Adams confirmed that Farries, Kirk and McVean of Dumfries had been appointed as Auditor/Accountant, following the tender exercise carried out in March 2023.

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

Dr Miles referred to the Trustees Report contained within the Accounts and the printed Annual Report and highlighted key achievements during the year. The series of consultation events run across the region to help to develop the Regional Land Use Partnership (RLUP) was significant work. Dr Miles referred to the climate and nature crises and the important work being done to address this on both smaller and larger scales. Winning of the RSPB's Nature of Scotland Awards in the 2023 Nature and Climate Action category was welcome recognition of some of the work and efforts of the organisation. The recent succession/transition of SUP Chief Officer was noted and Pip Tabor formally thanked for his tireless commitment to, and vision for, SUP over 24 years. Cara Gillespie was welcomed to her first AGM as Chief Executive.

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.

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. She explained the figures on the Statement of Financial Activities (SOFA) on page 10 and Balance Sheet on page 12. The highlight for the year was an increase in turnover to £1,060,671, compared to £858,518 the previous year (increase of £202,153).

With regard to restricted funds for projects, expenditure was £706,953, with income of £795,638. In real terms this is not an actual surplus as projects should balance on completion and this reflects monies received in advance. In terms of unrestricted funds, expenditure was £236,313, against income of £265,033. This gave an unrestricted surplus of £28,720 (2022 £16,826), which brought the unrestricted reserve to £209,834 (2022 £181,114).

The annual report and accounts for the year ended 31st March 2023 were formally approved and proposed as such by John Esslemont and seconded by Alan Smith.

Mr Smith asked about Bank signatories and Ms Adams explained that the change of signatures required is an agenda item on the Board meeting to follow. It is requested that Pip Tabor is removed as a signatory, with Cara Gillespie and Yvonne Kennedy added to facilitate day-to-day operation of the accounts. Ms Adams confirmed that, as well as herself, three Trustees are also signatories – Chris Miles, John Esslemont and Will Williams. Dr Williams confirmed that he can and does access online banking. Approval of the request to amend the signatories with the Bank of Scotland was proposed by John Esslemont and seconded by Alan Smith.

For Southern Uplands Partnership Services Ltd, turnover for the year was £189,503 (2022 £98,266), with expenditure of £170,001 (2022 £117,283), giving a surplus of £19,502 (2022 £1,583) which would be paid to the charity as a dividend. SUP staff time spent on SUP Services Ltd work amounted to £20,577 (2022 £15,228).

The accounts of Southern Uplands Partnership Services Ltd were formally approved and proposed as such by Alan Crichton and seconded by Alan Smith.

6. Retiral, Re-election and Election of Trustees

Retiral: Claire Pencak had indicated that she wished to stand down at the AGM. Thanks were given to Ms Pencak for her contribution to the Board and the organisation, particularly her work with Connecting Threads and arts activities.

Dr Mitchell took the chair.

Re-election: Chris Miles, Emily Taylor and Sarah MacDonald stood down but were proposed for re-election by Mark Rowley, seconded by Will Williams.

Dr Miles returned to the chair. It had been anticipated that Dr Miles would have to retire as Convenor at this meeting but Ms Gillespie confirmed that the Memorandum and Articles of Association do not require this i.e. there is no limit on term of office and that continuity of Board leadership would be welcomed. Dr Miles agreed to continue in this position for now but also welcomed nominations from other Trustees to become Convenor.

7. Appointment of Auditors / Accountants

Ms Adams is happy with the appointment of new Auditor/Accountant, Farries, Kirk and McVean, and has found them to be helpful and responsive to queries. Ms Gillespie highlighted this years' audit with daily requests for information, resulted in a significant amount of work for Ms Adams.

It is anticipated this is related to this being the auditors first year with SUP and will decrease in future years.

Ms Gillespie noted that the Auditor, Rodney Palmer, had been willing to attend the AGM but this was not considered necessary as Dr Miles, Ms Gillespie and Ms Adams had attended an audit meeting with Mr Palmer prior to the final accounts being produced. There were no issues of note raised by either party. Mr Smith asked if the Auditors would be prepared to commit to a three year term and fee agreement which Ms Adams will look into.

8. Any Other Business

There were no other items of formal business.

The meeting closed at 10.55 am and was followed by a Board of Directors meeting.