

The Southern Uplands Partnership
Minutes of the Annual General Meeting held on
Tuesday 15 November 2022 at 2.00 pm
Dumfries Baptist Church Centre, Gillbrae Road, Dumfries, DG1 4EJ
and Online, Zoom Platform

Members Present In Person

Sheila Adams	SUP Finance and Office Manager
Richard Clarke	SUP South West Coastal Way Development Officer
Jamie Dent	SUP / DECBG East Dumfriesshire Community Officer
John Esslemont	Trustee
Darren Flint	SUP Project Officer
Barnaby Fryer	SUP / Loch Ken Trust Officer
Stuart Graham	NatureScot
Sarah Macdonald	Trustee
Chris Miles	Trustee / Convenor and SUP Services Ltd Director
Alan Smith	Trustee and SUP Services Ltd Director
Will Williams	Trustee

In Attendance In Person

Steven Clark	Scottish Communities Climate Action Network Coordinator D&G
Eileen Tweedie	Southern Uplands Partnership Services Ltd Director

Members Present Online

Philip Ashmole	
Myrtle Ashmole	
Richard Baines	
Emily Cropton	SUP Connecting Threads River Culture Animateur
Ylva Dahnsjo	
Donald Greig	SUP Talla Hartfell Wild Land Area Project Officer
Katy Ewing	SUP Project Officer
Ian Hide	
Charles Humphries	
Emma Kendon	
Claire Pencak	Trustee
David Steel	Gatehouse Development Initiative
Pip Tabor	SUP Partnership Manager
John Thomson	
Marion Thomson	

In Attendance Online

Gordie Campbell	Scottish Communities Climate Action Network Coordinator
McNabb Laurie	DGC Galloway Glens Landscape Partnership

1. Welcome and Apologies

Dr Chris Miles, Convenor, welcomed and thanked everyone for attending, whether in person or online, to the hybrid meeting. Dr Miles advised that questions would be invited throughout the meeting and asked that anyone wishing to speak raised their hand.

The following apologies were received:

Robert Bailey	Trustee
Chris Ballance	Member
Tony Berretti	Trustee / Dumfries and Galloway Council
Jamie Carruthers	Member
Alan Crichton	Southern Uplands Partnership Services Ltd Director
Rachel Hunter	SUP Connecting Threads River Tweed Cultural Curator
Joan Mitchell	Trustee
Philip Munro	SUP SSGEP Community Outreach Officer
Peter Norman	SUP SWSEIC Project Officer
Dave Roberts	Trustee
Jane Rosegrant	Southern Uplands Partnership Services Ltd Director
Mark Rowley	Trustee / Scottish Borders Council
Emily Taylor	Trustee
Natalie Ward	NatureScot

2. Approval of Minutes of the last Annual General Meeting of 17 November 2021

The Minutes of the Annual General Meeting of 17 November 2020 were agreed as a true record and were moved for approval by Ms Sarah Macdonald and seconded by Dr Will Williams.

3. Matters Arising

There were no Matters Arising.

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

Dr Miles referred to the Annual Report, which had been issued electronically with the meeting papers and is available on the SUP website. Hard copies are also available on request. The document was not read at the meeting to allow more time for speakers and discussion. Dr Miles highlighted another very busy year and paid tribute to the core staff team who had worked incredibly hard to keep SUP going and in a position to support the projects undertaken. The Core Team had expanded to include Darren Flint and Katy Ewing, to support Pip Tabor and Sheila Adams. A focus for the year in particular had been regional land-use and tourism. Dr Miles also thanked project staff for their hard work and input and noted the major progress being made on some award-winning and innovative projects. Dr Miles thanked the funders, without whom the work and projects of SUP would be impossible. Dr Miles noted the need to grow the funding base and the commitment by the Board to try and increase the number of patrons supporting SUP.

Dr Miles invited questions from the audience, which can be asked at any time.

5. Report of the Auditor / Independent Financial Examiner and Receiving of the Annual Accounts for the year ended 31st March 2022

The Auditor's Report was included in the Accounts and a detailed Audit Report had been provided to Trustees. The Accounts had been discussed in detail at the Board meeting earlier in the day.

Ms Adams explained 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 11 and Balance Sheet on page 13. Balances at the year end on restricted fund projects are on page 27. With regard to restricted funds for projects, expenditure was £642,525, with income of £657,576. 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 £184,116, against income of £200,942. This gave an unrestricted surplus of £16,826, which brought the unrestricted reserve to £181,114 (2021 £164,288).

The annual core operating budget is around £150k so this is now in excess of the reserve policy which requires a minimum of one year's operating costs in reserve. The unrestricted reserve of £181,114 puts the Company in a healthy financial position but it also makes it difficult to ask for core funding with this level of reserves. This has however taken many years to build up and is also required to subsidise years where there is a shortfall as well as for cashflow.

The profit from SUP Services Ltd for the year was £1,583 (2021 £14,919). However, the contribution to cover time spent by core staff on SUP Services work was £15,228 (2021 £8,000). Total income therefore generated by SUP Services for SUP was £16,811 (2021 £22,919). Without SUP Services work, the Company would just have broken even in the financial year, with no surplus to contribute to reserves.

The annual report and accounts for the year ended 31st March 2022 were formally approved and proposed as such by Alan Smith and seconded by John Esslemont.

6. Retiral, Re-election and Election of Trustees

There were no Trustees due to retire from the Board.

The following Trustees had completed one three-year term and were standing for a second term – **Mr John Esslemont and Dr Will Williams**. Both had indicated their willingness to serve a second three-year term and this was approved by members – proposed by Ms Sarah Macdonald, seconded by Dr Chris Miles.

During the year, the Board had co-opted the following Directors – **Mr Robert Bailey and Mr Alan Smith**. Dumfries and Galloway Council and Scottish Borders Council had nominated **Cllr Tony Berretti and Cllr Mark Rowley** respectively as their representatives. These co-opted Directors were formally elected by members – proposed by Ms Claire Pencak, seconded by Mr John Esslemont.

7. Appointment of Auditors / Accountants

The proposal that the continuation of the current arrangements to appoint JRW Group as Accountants and Auditors was not approved. Following a discussion at the Board meeting earlier in the day, it was agreed that it was good governance and practice to change Accountants every 3-5 years. Mr Alan Smith proposed that a tender exercise is carried out for accountancy, audit and payroll services, which was seconded by Dr Will Williams and agreed by members.

8. Any Other Business

There were no other items of formal business.

Dr Miles introduced the speakers and invited questions from the audience after each presentation.

Mr Richard Clarke – South West Scotland Coastal Way – overview and progress to date;

Mr Barnaby Fryer – Loch Ken Trust – Building a Future Ready Community;

Mr Pip Tabor – Scottish Borders Energy Efficiency Supply Chain and other SUP Project Highlights.

Dr Miles closed by reminding everyone that Southern Uplands Partnership exists to promote sustainability. While there have undoubtedly been challenges, he hoped that SUP would be here for another 20 years, doing its best to champion causes and trailblaze. He thanked the membership, funders and everyone present for their support and welcomed continued support.

The meeting closed at 3.41 pm.