

The SOC

Scotland's Bird Club

COUNCIL MEETING 83/02

16th June 2019 Minutes



SOC Scottish Charity Number: SC 009859
A Scottish Charitable Incorporated Organisation

Session 83/02 of Council was held at 11:00 hrs on the 16th June 2019 at RSPB Loch Leven, Kinross.

Present: President Ian Bainbridge (Chair), Lesley Creamer (Vice President), Jeremy Wilson (Vice President), David Heeley (Hon Secretary), Andrew Thorpe (Hon Treasurer), Zul Bhatia, Jeremy Brock, Will Cresswell, Alan Knox, Richard Leslie, Bob McGowan, David Rackham, Richard Somers Cocks, Neil Stratton, and Chris Wernham

In attendance: Wendy Hicks (SOC HQ).

			Action
1	Chair's Welcome	The Chair, Ian Bainbridge (IB) welcomed Richard Somers Cocks to his first meeting of Council as representative for Moray Branch, and Nina O'Hanlon <i>in absentia</i> as representative for Caithness Branch. Council noted that Melvin Morrison had stepped down as representative for Moray for health reasons. Council recorded its thanks to Melvin Morrison for his contributions to the work of Council and the Finance Committee and offered best wishes for his return to full health.	
2	Apologies for absence	Apologies were received from Helen Aiton, Alex Banwell, Rick Goater, Peter Gordon, Elizabeth Irwin and Nina O'Hanlon	
3	Absent	John Campbell and Geoff Sheppard were absent.	
4	Minutes of Council Meeting 83/01 held on 10th March 2019	The minutes for the meeting on 10 th March 2019 were approved without amendment.	
5	Strategy Group update	<p><i>Update:</i> The Vice President, Jeremy Wilson (JW) gave a brief verbal summary of strategic developments since the last meeting of Council:</p> <ul style="list-style-type: none">The <i>Birding & Science Committee</i> had now been formed with representatives from the three relevant sub-committees of Council. The Birding Officer (Stuart Rivers) would join the Committee and would form an appropriate link with the network of Bird Recorders and be well placed to lead on the follow-up to the Stirling mini-conference of Bird Recorders. The "<i>Knowledge on Scotland's Birds</i>" priorities paper (Council minutes 83/01 § 5) would be used to shape the agenda of the Committee for at least the first year. It was agreed that there might be some merit in representatives from the Committee offering	JW

presentations to Branches to highlight the work of the Committee and its ambitions.

- *Communications Strategy*. Council was informed that not a lot of progress had been made due to the pressure of other business, especially the launch of the Site Guide app, getting the remit of the B & S Committee refined and working on the Arts Strategy. The Development Officer, Jane Allison (JA) had been preparing initial drafts and was in discussion with Chris Wernham (CW) about working towards a final version. Council noted that for JA's personal circumstances meant that progress would perhaps slow down a bit, but it was hoped to get the main structure in place before the next Council meeting.

CW

"Art" Strategy:

On behalf of the Strategy Group, the Treasurer, Andy Thorpe (AT) presented a paper outlining a proposal for four key "priorities" for an Art strategy, focussing on *"Art as Communication"*. AT acknowledged the work of the Art Exhibitions coordinator, Laura Gressani (LG) in developing the paper which had benefitted from her extensive knowledge of the area and enthusiasm.

AT pointed out that it was unclear how the involvement of the Club in art exhibitions had originally come about. There was no clear documentation laying out why the Club became involved or why a gallery had been included in the facilities of Waterston House. Nonetheless, it was now very much part of what the SOC now did and formed one of the four constitutional objectives. LG had been clear that Waterston House was the key place in Scotland where people could see and enjoy wildlife art, and this was something very worthwhile and indeed special.

The priorities developed in the paper were to

- maintain the high quality art programme (of exhibitions) and to further develop Waterston House gallery as an acknowledged centre for wildlife art
- to communicate the wider aims of the Club to new audiences attracted to wildlife art
- to use art to enhance the experience of Club members, and
- to generate revenue.

The paper provoked a widespread and lively discussion. There was clear agreement that the "art" constitutional objective should remain in place and that the Club should become more proactive in this area (in contrast to the rather unplanned approach previously). The art programme was clearly unique and should be seen as a "unique selling point (USP)" for SOC. It was clear that the exhibitions attracted significant numbers of visitors who were not members of the Club as well as generating useful income from art commissions. The geographical location of Waterston House meant that visiting the gallery tended to be restricted to a small proportion of the membership. A number of ways in which wider participation could be achieved were discussed, including travelling exhibitions, SOC members exhibitions, and art workshops. All, unfortunately, would require a significant increase in staff resource and it had to be recognised that at present LG was only employed on a part-time basis.

Council agreed after careful consideration of the *Priorities*, that "Communicating the wider aims of the organisation (SOC)", was in fact, the main priority for the Club in its overall strategy. The paper should be revised to reflect this. Maintaining the high quality of the art programme is a central part of what SOC does and is a "USP" for the Club. Taking the exhibitions wider afield and bringing more members into the process remained a challenge. Overall Council were clear that although the revenue from commission sales

was (as with legacies) welcome it should not be seen as a primary reason for mounting exhibitions. The broad focus was that of communicating the SOC's aims to a wide audience. Council thanked AT and LG for their efforts in developing the paper and invited them to bring back a revised version.

AT / LG

6 Revised SOC Constitution

The Secretary, David Heeley (DH) presented Council with a proposed revision of the Club's Constitution. The main purpose had been to create a Constitution that could act as a "working document" that was clear, understandable, and as far as possible unambiguous. The original (2015) that had been created on behalf of the Club by Morton Fraser had in general served SOC well having been approved by OSCR, but it was notable that there were nonetheless some contradictory areas, parts that had been overtaken by new legislation (such as GDPR), and other areas which unnecessarily tied the Club (such as financial limits) in ways that would not allow natural and societal developments external to SOC. The revised Constitution also incorporated those changes already approved at 2018 AGM which reflected revisions to governance. DH emphasised that the main structure of the Constitution remained the same, the charitable objects were essentially unaltered although had undergone some minor rewording, and overall it was felt that the revised version retained the original prosody. As no changes to the powers of Trustees and the formal approval process at a General Meeting of Members it was unlikely that *Office of the Scottish Charity Regulator* (OSCR) would raise objections. Subject to Council's approval, the revised paper would need to be presented to Members at the 2019 AGM for formal signing off, and then sent to OSCR for official acceptance.

During discussion Council considered the Objects of the Club, and it was agreed that some minor rewording of clause 3.1 would be appropriate in order to link the stated "purpose" of SOC with the activities listed in sub-clauses 3.1.1 – 5 which set out the means by which the purposes might be achieved.

DH

A proposed rewording of clauses 22.2 and 35.1.0 provoked a lively discussion. DH noted that the intention had been to enable the Club to have the ability in future to determine the composition of Council with respect to the number of Branch Representatives who might serve as Trustees (Clauses 22.2 and 35.1.0). It was emphasised that no alteration to current practice was being proposed and that the intention was to introduce an element of flexibility in the exercise of discretion by Council so that if it were decided at some future date to reduce Council's membership, then it would be possible to implement this without requiring a revision of the Constitution accompanied by a formal approval process. After some debate, Council agreed that the key concept was that SOC was a club for members, and that it was important that Branches, as the focus of member activity, should be equally represented as at present. It was felt that Council attendance was of a size that did not at present inhibit discussion and debate and that whilst there was merit in the concept of allowing flexibility for the future, there was at the same time a potential for the revised sections to be mis-interpreted by the membership. There was no clear consensus in support of these amendments and it was agreed that the 2015 wording relating to these clauses should continue to be adopted with minor modifications.

DH

Thereafter it was agreed to approve the revised Constitution with the proviso above, and to submit the paper to the 2019 AGM for formal approval and subsequent submission to OSCR. Council recorded its thanks to the Secretary for the work involved in this project.

DH (AGM Agenda)

7 Finance: Update & report

The Treasurer, Andrew Thorpe (AT) gave a verbal report on general financial matters, and the current status of the accounts. In broad terms income was down slightly on the previous financial year at this stage, but so was expenditure. The current deficit shown was c£19k which compared to c£29k last year but AT emphasised that both income and expenditure figures were subject to changes.

He drew Council's attention to the increase in Gift Aid receipts (c£16.7k) which were becoming an important element in the income streams. Art sales were down on the previous year, but as Council had noted several times previously this source of funds was heavily dependent on the individuals who were exhibiting and tended to be relatively stable over a five year time frame. The new app represented a significant one-off investment (c£28k) and there had been some increases in remuneration, office machinery costs and costs associated with the re-design of the website. The Club's investments had held their value and there had been a welcome, if modest, decrease in the AXA insurance premiums due to the re-valuation of Waterston House. Overall AT was of the opinion that the Club continued in a sound financial state with a net worth of c£1.5m.

Finance Committee had welcomed Alex Banwell as a new member, and had continued its work on re-positioning the funds that had previously been held in a Scottish Widows account (which would be gradually incorporated into the Club's investment portfolio) and its work on an *Investment & Reserves Policy*. It was re-evaluating the role of the Independent Examiner with a possible change to a new officer after the 2018 – 2019 end-of-year accounts had been signed off by OSCR. A new accounting system was put in place from 1st April which offered many advantages, not the least of which was the ability to generate reports with a level of detail and intelligibility appropriate for Council scrutiny.

Council recorded it thanks to AT for his continued stewardship of the Club's financial affairs.

8 Branch & Membership Development

Council noted that Development Officer's report. It was pleased to note the modest increase in membership subscriptions, and the continuing importance of online take-up by new members. The report highlighted the resounding success of the *Where to watch birds in Scotland* app with an excellent spread of publicity in social media, e-news sources and radio, and from reviews in wildlife, outdoor and popular and professional birding journals. Council agreed that this was an impressive boost for the Club, and recorded its thanks to the steering group, including Alan Knox, Martin Cook and Jane Allison, and the generous access offered to photographic images by Laurie Campbell.

9 Conferences: update & report

The Club Administrator, Wendy Hicks (WH), informed Council that the programme for the 2019 Annual Conference had been completed on the theme of "*Scotland – a special place for birds*" which offered an opportunity to showcase the new smartphone app. The programme flyer had been distributed and the Club was already receiving bookings. The November timeslot seemed to be acceptable to members and enabled the Club to revisit the popular Atholl Palace Hotel in Pitlochry. Council agreed that the theme with the link to the new app had enabled a wide ranging and interesting programme, and recorded thanks to the speakers for making themselves available. An interesting and stimulating weekend was in prospect.

Council noted that the Spring 2020 *Birdwatchers Conference* would be held in Moray. Melvin Morrison and Richard Somers Cocks (RSC) were organising the event. RSC reported that good progress had been made with the Old Town Hall in Elgin being the venue. This offered good facilities. A prospective theme had been identified around "*Northern Waters & Coasts*" which it was hoped would provide a linkage to the *Visit Scotland 2020* theme which would be *Scotland's Coasts and Waters*. RSC noted that it was hoped to have the final arrangements in place by September 2019.

**RSC /
Moray
Branch**

10 Branch Award scheme

The Secretary, David Heeley (DH), presented a proposal for a modification to the Branch Award scheme. He noted that Council had agreed at its March meeting that Branch Committee members should be eligible for nomination for Branch awards and that this had been welcomed by Branches. Nonetheless

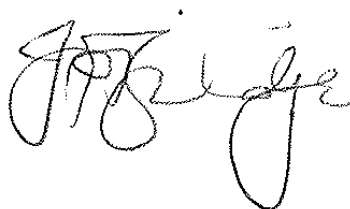
tensions still arose where a Branch had more than one member whom they wished to honour and were thus being faced with having to make an invidious choice. It was proposed that, in exceptional circumstances, a Branch should be able to “bring forward” a nomination from a succeeding year and thus make two nominations at the same time. This would mean that the Branch would not be permitted to nominate the next year, and that the maximum average rate of nominations would be annually, preserving the concept of exceptional merit and exclusivity. Council welcomed the proposal, which was approved. It was agreed that the Club Administrator, Wendy Hicks (WH), would arrange for Branches to be notified on this change.

WH

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| 11 | Appointing Panel: update & report | Bob McGowan (BM), on behalf of the Appointing Panel informed Council that to date there had been an expression of interest from one Club member in the forthcoming vacancy for Honorary Secretary. Council were pleased to note this interest and agreed that the Panel should approach the person concerned to initiate discussions, even though there was still some time before the closing date. |
| 12 | Other Matters arising | <p>Referring to the Action List, Council noted that:</p> <ul style="list-style-type: none"> • 10-03-2019. Possible future digital publication of <i>Scottish Birds</i>: Action point for new <i>Birding & Science</i> committee. • 02-12-18. Safeguarding Policy: A draft policy had been approved by Management Committee. The Procedures document was in the process of development. • 09-09-2018. System of Budgeting for finances & Guidance document for reading of Accounts: Both matters continuing at Finance Committee. <p>Remaining Action Points were either dealt with above, still in progress or completed.</p> |
| 13 | AOCB | There was no other business. |
| 14 | Papers received | <p>Council received the following documents:</p> <ul style="list-style-type: none"> i. Development Officer’s Report ii. Unapproved Minutes of Management Committee, 9th May 2019 |
| 15 | Next Meeting | 15 th September 2019 : 11:00 am at RSPB Loch Leven |

Appointing Panel / BM

Signed:



Date: 15th September
2019

Ian Bainbridge, President