

The SOC Scotland's Bird Club



COUNCIL MEETING 83/03 15th September 2019 Minutes

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

Session 83/03 of Council was held at 11:00 hrs on the 15th September 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), Alex Banwell, Zul Bhatia, Jeremy Brock, Will Cresswell, Rick Goater, Peter Gordon, Alan Knox, Richard Leslie, Bob McGowan, Richard Somers Cocks and Neil Stratton.

In attendance: Wendy Hicks (SOC HQ).

Action

- 1 **Apologies for absence** Apologies were received from Helen Aiton, Elizabeth Irwin, Nina O'Hanlon, David Rackham and Chris Wernham.
2. **Welcome** The Chair, Ian Bainbridge, (IB) welcomed Alex Banwell (Dumfries) to his first meeting of Council.
- 2 **Absent** John Campbell and Geoff Sheppard were absent.
- 3 **Minutes of Council Meeting 83/02 held on 16th June 2019** The minutes for the meeting held on 16th June 2019 were approved without amendment.
- 4 **Strategy Group: Update & Report**
 - i. *Overview of current progress and themes:* The Chair, IB, gave a brief verbal overview of current activities and themes from the recent work of the Strategic Planning Group. The Group, at its last meeting on 27th August 2019, had started to consider the broad theme of how the Club can make the best use of its physical resources. The Club Administrator gave a presentation outlining a proposal to re-furbish and revitalise the foyer area of Waterston House. The key aim was to make the space much more welcoming to visitors and the public, to refocus the purpose of the foyer to be that of an information centre (and less of a retail space), and at the same time to enable a re-evaluation of the working spaces and facilities provided by Waterston House for both staff and volunteers. The outline plans had been devised in consultation with an external designer. The Group welcomed the proposal, and passed the matter to the Management Committee to progress. The Group considered the longer term issues relating to the use of space in HQ, noting that much would depend on the staffing profile and the types of changes that might develop. The foyer project would not affect future developments. The Group discussed a paper on the best approach for the Club to adopt in meeting its charitable objective with respect to supporting conservation. This paper is forwarded to Council with a recommendation for

Management Committee

adoption. The final draft of the “*Art as Communication*” paper was welcomed, and the Group considered a paper outlining the first steps in the Communications Strategy that had been prepared by the Development Officer, Jane Allison (JA). IB noted that this paper clearly identified the individual elements that needed to be considered, and provided a logical stream for the best ways to address how the Club could make effective use of the communications currently in place. Overall the Group needed to pull the various strands together to provide a coherent and consolidated approach. Ultimately the various elements of the strategy might have implications for the staffing arrangements but this was not clear at present.

The newly formed *Birding & Science* Committee had met for the first time. The meeting had been successful and the Committee had developed a “real sense of momentum”. There was a lot to be done with an ambitious programme of some twenty action points already identified, including the follow-up to the Bird Recorders Conference held in 2018. There had been a lot of strategic thinking, and now this needed to be operationalised. Council welcomed the lead taken by the *B & S* Committee in addressing issues such as accessibility, bird recording, and member engagement, and looked forward to its future reports.

Council discussed the various developments. There was a clear potential for these to have a financial impact on the Club. The Treasurer, Andy Thorpe (AT), pointed out that the Finance Committee was essential for adopting a strategic approach to finance and the need to evaluate the costs and benefits of any major schemes and ideas. Whilst the Club was in a sound financial state there were many competing demands for funding. Council agreed that it was crucial that the longer term implications of any funding had to be considered in the context of sustaining the viability of the Club financially, acknowledging that a form of budgetary planning would be a key component in this.

ii. *Conservation Issues*: Council received a paper from the Strategy Planning Group which aimed to provide an approach that SOC could adopt regarding conservation issues and thus meet the Constitutional Object “(to) *Promote the conservation of birds and their habitats in Scotland*”. (Constitution 2019, Clause 3.1.3). The Club had been asked frequently for its views on various developments (such as windfarms, golf courses and rocket ranges) that might have an impact on bird populations and wildlife generally but the Club notably had lacked any policy on this matter. It was recognised as an issue that polarised views amongst Members. Staff had been uncertain how to deal with these enquiries. The paper made clear that the Club was not, unlike other larger organisations such as RSPB, in a position to develop a policy over conservation issues as it lacked the staff and resources to employ a dedicated environmental team. In the past SOC had been a member of the Scottish LINK consortium which advances comment on behalf of its member organisations. The Club had subsequently withdrawn its membership as it did not represent a good use of Club funds (c £3k p.a.).

The paper proposed that SOC has four public positions on conservation (in summary):

- To provide, where it can, ornithological and scientific information relevant to conservation issues, to enable decisions to be made
- To not offer policy opinion on conservation issues
- To inform members when it can about conservation issues
- To recognise that some members will have strong views and to encourage them to make these known to the relevant authorities.

In discussion Council felt that an additional statement should be made, taking note of the vexatious matter of, for example, illegal raptor persecution:

- The SOC wishes to see the law on wildlife issues upheld

Council considered whether such an approach was a “matter of principle” or a “matter of pragmatism”. It was obvious that there was a strong and unavoidable pragmatic element to the suggested approach. At the same time such a position would bring clarity to a situation that had been unresolved for a considerable period of time and which had occupied Council’s attention on a number of occasions. Council agreed to adopt the paper as a position statement for the Club, emphasising the important role that local groups and Branches could have in campaigning, as long as it was made clear that the views expressed were those of individuals and not the SOC. It was agreed that it would be beneficial and helpful to the Club for a short article (a condensed version of the paper) to be published in the next issue of *Scottish Birds*.

IB / *Scottish Birds*

iii. *Art as Communication*: The Treasurer, Andy Thorpe (AT) presented the final draft of the Art strategy paper incorporating the changes requested at the previous meeting (Council Minutes 83/02: §5). Council noted the changes and agreed to adopt this element of the strategy. Council recorded its thanks to AT and to the Art Exhibitions Coordinator, Laura Gressani, for their work in developing the paper.

In a broader discussion, Council considered the matter of communicating to Club members the work of the Strategic Planning Group, the recent developments, and the work done to date. It was agreed that there should be a systematic approach to informing members, and it was agreed that consideration should be given to, perhaps, a regular short feature in *Scottish Birds* concerning progress made.

5 Honoraria for Secretary and Treasurer: policy & procedure

The Chair, IB, presented a paper, prepared in response to Council’s request at its December 2018 for an analysis and proposals regarding the best way to approach the issue of the payment of honoraria for the Secretary, Treasurer, and the editorial board of *Scottish Birds* (Council Minutes; 82/04 §7).

In the paper, it was noted that the current method for determining the levels offered was not universally welcomed, and in some ways could be taken to indicate a lack of confidence in the diligence of the recipients. IB had reviewed current practice in other charities regarding the payment of honoraria, and noted that honoraria are almost universally not offered to office bearers and trustees, and in those few reviewed that do, the sums involved are generally lower than SOC currently offers. IB informed Council that the charity regulator in England was actively encouraging charities to move away from honoraria, and held the view that any payments made should be taxable. Most Scottish charities were smaller than many in England and consequently OSCAR was not pursuing this policy so vigorously. Nonetheless it was felt that OSCAR would inevitably come to adopt a similar position. Taking note of the fact that SOC lacked the capacity to appoint staff to support the work of office bearers, the paper made four main recommendations:

- That honoraria should continue to be awarded to incumbents in the “recipient positions” (Secretary, Treasurer, *Scottish Birds* editorial board).
- That sums should be agreed rather than “maxima”, should be viewed as a token of appreciation and fixed for a three year period.
- That the presumption should be that the sums agreed would be automatically paid in full, and
- That Council should review the levels of the awards in 2022.

Council accepted that the President might be informed of reasons why an award should not be given in full prior to the next payment date, and in this case

Council would need to discuss the appropriate steps to be taken. Council endorsed the four recommendations.

With respect to the most appropriate approach to adopt for the future, after detailed discussion, Council was clear that that any payments made by the Club should not be such that they could be construed as being similar to a salary. Council, acting as the Board of Trustees, must make decisions regarding awarding of monies, and therefore was the competent body to conduct the three yearly review, taking into account the latest guidance from OSCR.

Council agreed to adopt three main policies, noting that these placed SOC more in line with other comparable environmental charities:

- That in principle no new honoraria will be offered to office bearers or volunteers.
- That consideration should be given to phasing out honoraria as recipients step down, and
- That should there be any significant changes in staffing at Waterston House that would have an impact on the demands made on recipients of honoraria, then Council should review the ongoing need to make these payments.

Council thanked IB for preparing the paper, which had brought a much needed clarification to an issue which had caused disquiet for a number of years.

DH and AT withdrew from the meeting. Council agreed that the sums to be awarded for the period AGM-2018 – AGM-2019 should be at the current levels approved previously (Council Minutes December 2017; 81/04 § 11). [minute of this decision taken by the Club Administrator, Wendy Hicks] DH and AT re-joined the meeting.

**7 Finance:
Update &
report**

The Treasurer, Andrew Thorpe (AT) reviewed recent activities in the management of the Club's finances, focussing on key aspects that had arisen at the meeting of the Finance Committee on 6th September 2019.

- *Composition of Finance Committee:* AT noted that with Melvin Morrison standing down for health reasons, the Committee membership had been reduced to two, with the Finance Officer in attendance and the President a member *ex officio* who was not expected to attend regularly. It had been agreed that another member should be appointed and AT invited Council to publicise this in their Branches, stating that he would welcome suggestions to fill the vacancy. It was noted that direct financial experience was not a pre-requisite, and that a commitment to the Club and a willingness to participate on the part of the committee member had been beneficial in the past and had brought a useful and constructive perspective to the Committee discussions.
- *Annual Accounts:* The Independent Examiner, Sandy Scotland, had scrutinised and signed off the previous year's financial accounts and these had been submitted to OSCR well within the submission time limit. The Accounts indicated a deficit of c£45k compared with c£25.9k the previous year. There had, however, been a number of "one-off" items such as the development costs of the "Where to watch birds" app and whilst the deficit was perhaps disappointing the Club had substantial reserves and as a charity AT noted that the main purpose of the funds was to spend them in pursuit of the Clubs charitable objectives and to the benefit of the members. AT reiterated the view of the Finance Committee expressed at previous meetings of Council that the Club was in a sound financial position with good control over its expenditure.
- *New Accounting System:* The new accounting system was now in place. AT indicated that it should be possible to present a new version of the

Council

- categorised accounts in a digestible form for the December meeting of Council, with the new system permitting year-on-year comparisons under a number of broad headings. Council welcomed this development.
- *Independent Examiner:* Finance Committee had identified a potential Examiner (Louise Presslie), based locally and employed by the firm of Whitelaw Wells, who had considerable experience of charity accounting (including working with the *Seabird Centre* in North Berwick) and who had been advising the Club on the setting up of the new accounting system. AT had discussed with her the possibility of becoming the independent examiner for the SOC's accounts and she had indicated that she would be willing to take on this role for a fee that was comparable with that currently paid to Sandy Scotland. Council agreed to support this recommendation, noting that the appointment would require formal endorsement by the 2019 AGM. AT indicated that OSCR required that a formal adoption process be conducted by the "Trustees" of the Club involving at least 10 Council members formally submitting paperwork, a process which AT would coordinate. Council noted that it was good practice in any case to change the independent examiner on a regular basis, and welcomed the proposed change.
 - *Membership subscriptions:* Finance Committee had debated the issue of Membership subscription rates, noting that the last rate rise had been implemented in 2017 (for the first time in four years), and noting also that there had been an undertaking to review the matter every two years. Council discussed the recommendation from the Committee that rates should not be increased for the time being. It was recognised that there was an element of "good will" in leaving the rate unchanged, but it was also recognised that there was a case to be made for regular increases of modest proportions such that members came to expect this as a matter of routine. This was in many ways preferable to having a long delay which ultimately necessitated a significant and unwelcome uplift to meet the costs of inflation. On behalf of the Committee, AT noted that there was a need to work out what plans there were for expenditure on "big ticket" items in the forthcoming financial year or two, and that Finance Committee were gradually working towards a more planned and budgeted approach to managing the Club's finances. Both of these issues should inform the timing and level of any proposed increase in subscriptions. Council took note of these facts, and recognising the range of views expressed, agreed by a majority to retain the subscription rates at the present level for the forthcoming year. A brief note will be included in *Scottish Birds* notifying Club members of this decision.
 - *Scottish Widows account:* AT informed Council that the Scottish Widows account had now been closed and the c£130k in funds transferred to the investment advisors, Brewin Dolphin.
 - *Investment & Reserves Policy:* Finance Committee was continuing its work on the I & R policy, which was proving more challenging than had been anticipated. A sticking point had been determining the appropriate level of reserves that the Club should hold. At present SOC held sufficient funds to cover some 53 months of estimated running expenses, which was far in excess of the levels enjoyed by many other charities and the average business. Finance Committee would be seeking external advice on the issue of setting the correct level of reserves so that the Policy could be completed.
 - *Planning for large items of expenditure:* AT brought Council's attention to the fact that there had been a number of demands on Club funds, and that two items of expenditure were imminent that needed to be planned for. There was to be a re-invigoration and reorganising of the foyer area at Waterston House involving some minor works and the construction of purpose built desks and display stands, and there was the Branch Conference to be held in Spring 2020. The Committee had been cautious, and were keen

Council

not to over-commit on expenditure, especially given what was, hopefully, a temporary lull in legacy income. These factors highlighted the wisdom of moving to a form of budgetary financial planning which could now be developed with the implementation of the new accounting system.

Council welcomed the detailed and informative report from Finance Committee.

8 Branch & Membership Development

Council noted the Development Officer's Report that had been submitted by Jane Allison and the supplementary paper outlining the planning that had taken place for the "*SOC Bird Camp*" to be held in May / June 2020 in East Lothian in partnership with the Cameron Bepolka Trust. Council commended JA on the innovative and attractive program of events and was pleased to note that the planning was both well advanced and comprehensive. No questions arose regarding the main Report.

9 Conferences: update & report

The Club Administrator, Wendy Hicks (WH) gave a verbal briefing on the current status of preparations for the Annual and Spring conferences.

Regarding the Annual Conference to be held in Pitlochry, Council was pleased to note that there were c156 current bookings with potentially a few more to be expected. The "break even point" financially is c100. All of the speakers were confirmed. It was agreed that it would be very worthwhile to organise some event(s) to support the increasing number of "Young Birders" (age group c 16 – 30 yrs.) who attend Conference. It was agreed that it would be beneficial to host a round-table discussion with the group, split into small numbers, with facilitators who were experienced birders, and in particular who had made a career in the areas of ornithology and conservation. The Chair (IB) indicated that he was in the process of approaching suitable individuals to act in this role. During discussion, it became clear that although the Club was currently much more engaged than previously in promoting its charitable objectives with respect to the "Young Birders" grouping, there was distinct lacuna when the interests of young adults in the age group 25 – 45 years were considered. There was anecdotal evidence that this constituency of Club members often felt side-lined,. It was agreed that this should be an item for consideration by the Strategy Group.

IB

Strategy Group

Richard Somers Cocks (RSC) confirmed that the arrangements for the Spring Birdwatchers Conference to hosted by Moray Branch in conjunction with the BTO were complete. The meeting venue in Elgin was of a good size with excellent facilities, and it was noted that WH would be accompanying RSC to Moray after the meeting of Council in order to visit the venue the following day to review the arrangements. The programme had been finalised, and RSC offered a brief overview of the topics to be covered within the general theme of "*Northern Seas & Coasts*".

WH /CW /JA

Detailed planning had yet to commence for the prospective 2020 Branch Conference. An organising group had been formed comprising WH, Chris Wernham (CW), Jane Allison (JA) and Zul Bhatia. Council indicated that this should get underway as soon as possible given the need to confirm bookings with the Grant Arms Hotel and to notify Branches of the event.

10 Branch Awards

The Club Administrator, Wendy Hicks (WH) presented a paper with nine nominations from the seven Branches that had submitted citations. Council was pleased to approve the list, noting that two Branches in particular had taken advantage of the recently approved changes to the rules that enabled Branch Committee members to be nominated, and permitted Branches in exceptional circumstances to bring forward a nomination from a succeeding year. WH confirmed that (with one exception where the Branch wished the nomination to remain confidential) the nominees would be informed of their awards in order that they might have the opportunity to attend Conference for the presentation ceremony.

WH

Council re-stated that late submissions could not be accepted to the list of nominees for 2019 as the closing date had passed.

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| 11 | Appointing Panel for Office Bearers: Secretary vacancy | Bob McGowan on behalf of the Appointing Panel confirmed that there had been one intimation of interest and that the person concerned, David Lindgren, had been interviewed for the forthcoming vacancy for Hon. Secretary. The panel noted his relevant past experience of working with charities in a similar role, and had recommended that he be appointed. With the support of the President (IB) the proposal was included in the Agenda for the 2019 AGM for formal approval at the meeting. Council thanked the Panel for its efforts and noted that a smooth transition might be expected. |
| 12 | Other Matters arising | <p>Referring to the Action List, Council noted that the following main items were still in progress:-</p> <ul style="list-style-type: none"> • B & S Committee to consider making a presentation to Branches • Consideration to be given to a digital version of <i>Scottish Birds</i> • Future form and review method for the Risk Register • Safeguarding Policy • Investment and Reserves Policy • Strategic Budgeting • Develop criteria for the appointment of <i>SOC Fellows</i> |
| 13 | AOCB | <ul style="list-style-type: none"> • Council welcomed the Committee Minutes that it had received at the meeting. It noted that, in future, it should be a matter of routine to receive Minutes from its newly constituted and refreshed committees (Finance, Birding & Science, Management) at each of its quarterly sessions. It requested that there should be standing items on the Agenda that offered the opportunity for each of the Committee Chairs (AT, JW and LC respectively) to comment on the Minutes of their group where necessary and to draw Council's attention to any matters that would benefit from debate and discussion. The Secretary agreed to make this arrangement for future meetings. • Noting that this was the last meeting for the Secretary, David Heeley (DH), the Chair (IB) on behalf of Council offered thanks for DH's efforts in supporting Council and its Committees during his tenure. He added his personal thanks for the assistance that he had received during his inaugural year as President. |
| 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, 14th August 2019 iii. Unapproved Minutes of Finance Committee, 6th September 2019 |
| 15 | Next Meeting | 1 st December 2019: 11:00 am at RSPB Loch Leven |

DH
(Secretary)