



Mountaineering Scotland

The Granary

West Mill Street

Perth PH1 5QP

Tel: 01738 493942

Annual General Meeting

Online via Zoom – 20- November 2021

Draft minutes of the meeting

The Chair, Brian Shackleton (BS), declared the meeting open at 4.35pm on Saturday 20 November and welcomed members to Mountaineering Scotland's second virtual AGM. He confirmed that following the AGM the EGM would then take place to consider the proposed changes to the articles. Members were asked to confine questions to the formal business of the meeting as time had been set aside afterwards for more general questions.

BS then handed over to Stuart Younie (SY), CEO and Company Secretary to explain how the meeting would run and the different Zoom functions which would be used to manage the business on the agenda. A set of supporting notes detailing this information had been circulated to members in advance of the meeting. To assist in running the online AGM members had been asked to submit any questions in advance of the meeting although time would be allocated to allow for any additional questions from members. SY confirmed that the intention was to respond to all questions submitted during the meeting but if this was not possible due to timings a written response would be provided following the meeting.

In response to questions from several clubs SY also provided an overview of the voting procedure using Zoom, in accordance with the articles of association and confirmed that a full count of the votes (including proxy votes) is only required if a "Poll" is called. For transparency those items requiring a "show of hands" would be recorded in the minutes and the proxy votes would also be included in the minutes for information. The minutes from the 2020 AGM would also be amended to include the proxy votes for information.

Apologies were noted from:

- Rose K-Maclean
- James Trolland
- Alistair Beeley
- Alan McCaffery
- Mike Dales
- Linda Sinclair
- Colin Sinclair
- Ronald MacLean
- Simon Fraser
- David Gibson

a) Roll call and appointment of tellers:

The roll call had been completed through the Zoom registration required to attend the meeting. At the request of the Chair, the Company Secretary appointed Jane Anderson as Teller.

b) The approval of the minutes of the previous AGM and of any subsequent EGM:

BS confirmed two proposed changes to the minutes, one of which was the inclusion of proxy vote results and the second was a correction of the reported deficit from £12,091k to £12,091. The meeting approved the resolutions and the minutes of both the 2020 AGM and EGM using the Zoom Poll function with 97% in favor recording 29 votes for and 1 abstention. The proxy votes were recorded as follows:

FOR	3355
AGAINST	0
ABSTAIN	108

c) The receipt of such reports as the Board may consider appropriate to bring before the AGM for approval or information:

The Chair referred to the Annual Report which had been published in the August edition of Scottish Mountaineer magazine and was available on the Mountaineering Scotland website. BS noted that the usual activities of Mountaineering Scotland were severely impacted by the two periods of lockdown with the focus switching to communicating with members and on maintaining the financial integrity of the organisation. Thanks were noted to individual and club members and to sportscotland for their support which enabled to Mountaineering Scotland to emerge from the pandemic in a relatively strong position having maintained a strong membership base.

BS handed over to SY who also thanked all the members for their support during a challenging year and went on to summarise the impact on the organisation with staff vacating the Granary and moving to remote working from home using MS Teams and Zoom. SY credited the efforts of staff in adapting to that change and moving member engagement online which had resulted in the development of new skills which will continue to be used going forward. SY highlighted the focus on communication with members and the positive partnership working which had been happening across the outdoor sector.

A key focus had been on monitoring the impact of the pandemic on membership and the scenario planning which had taken place to assist with financial forecasting. SY confirmed that none of the staff had been furloughed during the period of lockdown as a key priority had been to maintain the level of service provided to members. Despite the impact of the pandemic levels of satisfaction had remained consistently high in 2021 and a non-member survey had also been conducted for the first time this year.

On behalf of Jo Dytch, Director for Clubs SY went on to welcome 4 new clubs to Mountaineering Scotland:

- Inverness Backcountry Snowsports Club
- Scottish Dry Tooling Club
- International Mountaineers of Edinburgh
- Black Dog Mountaineering Club

The challenges facing clubs due to Covid had been recognised and had been discussed on the online club calls which Jo had led on behalf of the board and these meetings would

be continued. SY also highlighted the importance of providing specific guidance to support clubs in response to the changing Covid restrictions to help them restart their activities.

On behalf of Lucy Fraser, Director for ClimbScotland, SY went on to pay credit to the work of the ClimbScotland team who, despite the restrictions, had expanded the RealRock programme introducing new sessions aimed at teaching young climbers to climb outdoors. The team had also developed some creative ways of keeping younger members engaged and connected during the lockdown periods.

When restrictions started to lift the focus shifted to supporting the climbing wall sector to enable them to open. ClimbScotland worked with the BMC and the Association of British Climbing walls to deliver UK wide online seminars which covered topics such as skills fade, better belaying and floorwalking. SY then handed over to Nigel Clark (NC) Director for Mountain Safety.

NC explained how the Mountain Safety Team had developed their skills by moving their coaching and delivery online and the Mountain Safety Group (MSG) had increased the frequency of their meetings to support the development of Covid guidance. The MSG membership had also been expanded to include British Mountain Guides, Snowsport Scotland and Developing Mountain Biking in Scotland. NC also thanked partners Tiso and Rab for their support in delivering the #ThinkWinter safety campaign and highlighted the importance that was being placed on communication and targeting the right messages to the right people.

Dominic Hall (DH) Director for Landscape and Planning went on to update on activity relating to landscape, conservation, and access working alongside Ron Neville Director for Access and Conservation. DH paid credit to Davie Black, Access and Conservation officer for the wide-ranging knowledge and experience he brings to the organisation. A major focus had been on access issues as we emerged from lockdown and in promoting responsible behavior through the "Considerate Camping" and "Tak it Hame" campaign which had won an award from TGO magazine. Monitoring of planned developments and responding to various consultations had also continued during lockdown working in partnership with a range of partner organisations.

Alistair Todd (AT) Director for Snowsport Touring highlighted the growth in ski touring over recent years which had resulted in his appointment. Several access issues had arisen in the South of Scotland because of the extensive snow cover over the winter. New terms of reference had been developed for the Ski Touring Advisory Group (STAG) and Mountaineering Scotland had collaborated with Snowsport Scotland on a second survey of the backcountry and ski touring community. The Snowsport Touring access guidance had also been updated and presented in a digital format for 2022 and it was noted that ski-mo would be included in the 2026 Winter Olympics.

BS then invited questions on the annual report. Ken Thompson asked whether there had been any issue arising due to mountain biking and SY responded to confirm that there had been issues because of the general increase in mountain bike activity and E-Bikes were also an emerging trend with a few recorded rescue call outs. He confirmed that Mountaineering Scotland has good working relationships with Developing Mountain Biking in Scotland (a part of Scottish Cycling) to support the promotion of mountain safety messaging to bikers and deal with access issues relating the shared use of paths and trails.

Tony Kinghorn asked how the access legislation applies to E-Bikes and RN Director for Access and Conservation confirmed that they are classed as non-motorised transport and

have the same right of access as pedestrians. SY reported that this is an ongoing topic of discussion at the National Access Forum and RN confirmed that E – Bikes must be restricted to 23kmph to comply with the legislation.

No further questions were submitted, and BS referred to a further opportunity to submit any questions following the formal business of the AGM.

d) The receipt of the annual accounts and reports:

The Treasurer and Director of Finance, Hazel Meehan (HM) had submitted apologies for the meeting due to a longstanding commitment but presented the financial report via a pre-recorded video. HM reported that the profit and loss accounts had been prepared in accordance with accountancy standards by the company's new accountants, Findlaysons. HM presented a summary of the income and expenditure and referred to the £12,091 deficit which had been reported in 2020-21 and was able to confirm a financial surplus for 21/22 of £29,293 which had been a significant improvement on the worst-case budget scenario.

It was noted that despite a reduction of income from £625k to £567k due to the loss of revenue from courses the corresponding reduction in personnel and office costs had offset some of the loss, alongside close controls on expenditure. Despite the challenges the financial result puts Mountaineering Scotland in a stronger position to mitigate the impact of increasing operational administrative and insurance costs and reduce the risk of an increase in fees. It was noted that this level of surplus was year one of a three-year plan and it was not expected to be sustained in years two and three.

HM went on to present a breakdown of the income confirming that member subscriptions brought in 55% of the total income with 39% from sportscotland and the rest made up from other grants, surplus from events and shop sales. Overall, there had been 6% drop in membership with individual memberships recovering well once restrictions relaxed however club membership had fallen by 12% due the impact on of restrictions on university and youth climbing clubs.

Membership fees had been increased from the 1st of April 2020 to address increased inflationary and insurance costs with the impact of this now showing in this year's accounts. HM confirmed that the 2020/21 surplus would support the continued commitment to fix fees for three years and would help to deal with the further increase in insurance costs in 2021/22.

In relation to expenditure HM reported that additional investment had been required in IT to facilitate remote working, including a move onto MS Teams and additional investment to upgrade the membership platform. It was noted that insurance costs had increased from £44k to £64k. HM then went on to present a graph illustrating the breakdown of how funding had been allocated across the activities delivered by Mountaineering Scotland.

Looking forward a conservative budget had been prepared for 2021/22 to hedge against future uncertainties and the financial position would continue to be closely monitored. Additional work has been undertaken to review the way costs are allocated to ensure greater clarity and transparency. There was cautious optimism that if membership continues to perform well a surplus will be delivered at the year end.

HM also reported that in late Sep the CEO submitted a funding application to sportscotland to support the continued delivery of the ClimbScotland and Mountain Safety programmes over the next three years. The proposal also looked creatively at how the funding and staff resource are used to widen the benefit of this funding and a modest increase in investment had been requested to support the development of climbing and hillwalking.

HM finished by thanking members for their continued support and to sportscotland for their financial contribution. BS thanked HM for the presentation and confirmed that the slides would

be made available on the website. He then invited members to submit any questions on the financial report.

Ross Cunningham asked who the target audience were for the marketing budget and SY confirmed that the expenditure is driven by the membership strategy which had two main objectives to retain existing members and encourage new members to join.

Tim Simons asked whether the surplus would be used to ensure that members received a hard copy of the magazine next year? BS referred to the circumstance which had led to two editions of the magazine being produced in digital format only due to a drop in advertising revenue. SY confirmed that advertising revenue had dropped by 50% however the market was starting to recover and combined with an increase in cost of production, the level of retainer had been increased over the last two editions to ensure they had gone to print. SY indicated that a longer-term review was required to find a sustainable financial solution due to the increase in postage and distribution costs recognising the value members place on the print edition of the magazine.

Tony Kinghorn commented that sportscotland funding had not been allocated against landscape and access expenditure work in the graph and asked if this was a deliberate policy or is it precluded from the sportscotland grant? BS outlined the approach to sportscotland funding was set against predefined categories including effective organisations, development and performance which does not fit easily with our access and conservation objectives. He highlighted the funding secured previously from the Scottish Mountaineering Trust to support the establishment of the full-time Access and Conservation officer post.

SY confirmed that sportscotland's primary interest was in the development of sport and the promotion of physical activity so the access and conservation work would not be eligible for their funding. He also thanked sportscotland for the flexible approach that they had taken over the last year to the funding support which they had provided.

BS also mentioned the work which SY had undertaken to chair a group involving the CEO's of other outdoor sports to open a dialogue with sportscotland about how to improve the way it works with recreational outdoor and adventure sports.

BS closed the item and thanked members for their questions.

e) The fixing of members' annual subscriptions:

The Chair confirmed that there was no proposal to change the membership subscriptions this year following the 8% increase approved at the 2019 AGM which was intended to fix the fees for a three-year period. BS then invited members to endorse the proposal to fix the fees at their current level.

Using the Zoom Poll function 97% were in favour of the motion recording 28 votes for and 1 abstention. The proxy votes were noted for information as follows:

FOR	3463
AGAINST	0
ABSTAIN	0

The motion to fix the membership fees at their current level was duly passed.

f) The election of the President, Treasurer and Board members:

Under Article of Association 6.5, and in the absence of competing nominations, there were eight directors eligible to serve and continue until the 2022 AGM without the need for a vote: President: Brian Shackleton; Directors: Ron Neville, Dominic Hall, Ilona Turnbull, Hazel Meehan, Alistair Todd, Lucy Fraser and Nigel Clark. None were challenged and all will continue until the 2022 AGM.

Two directors of the board are due to step down at the 2021 AGM:

- Kat Jones, Director for Membership & Communications
- Jo Dytch, Director for Clubs

Due to the proposed changes to the articles and following legal advice, BS advised that the recruitment for these vacancies will not take place until after members have had the opportunity to vote on the special resolutions at the EGM.

g) The consideration of and taking of decisions on any duly notified proposals for the adoption of any new policies or the amendment or revocation of any existing policies:

There was no business tabled under this item.

h) Any other competent business:

There was no business tabled under this item.

There being no further business, the Chair closed the meeting at 5.40pm

Issued by Stuart Younie, CEO & Company Secretary

Draft – 25th Aug 2020

Approved –

List of attendees

John	Rosenfield
Chris	Paton
Nicola	Howarth
Philip	Howarth
Ron	Neville
Ross	Cunningham
Peter	Brawley
Robert	Dawson
Johnston	Orr
Karen	Bardett
Brian	Loudon
Sarah	Bennion
Anthony	Ritchie
Alex	McBride

Kate Wilson
Chris Watson
Alice Simons
Ian Sherrington
Simon Nash
Edith Kreutner
Stephanie Pryor
Tim Simons
Iain Watson
Alan Dunn
Greig Laird
Stanley D PEARSON
Sally MCNAUGHT
Katarzyna Awdziej
Val Phillips
Ramsay Millar
Ewen Macniven
Heather Morning
Christian Allen
Robin Gordon
Edward Welch
Sophie Welch
Novide Refahi
Graeme Galloway
Declan Phelan
Jurate Gruzaitė
Jane Ollerenshaw
Kenneth Thomson
Paul Whitefoot
Nigel Clark
Alfie Ingram
Alistair Todd
Kat Jones
Alan Bird

David	Coia
Struan	Morrison
Ian	Belton
Tony	Kinghorn
Vlad- Adrian	Baghiu
Dave	Stocks
Eunice	Coop