**Annual General Meeting**

**Birnam Arts Centre, Dunkeld and online via Zoom**

**11th November 2023**

 **Minutes of the meeting – DRAFT**

The Chair, Brian Shackleton (BS) welcomed everyone present on behalf of the board and staff of Mountaineering Scotland.

Apologies were noted from:

* David Hannah
* Alistair Beeley
* David Gibson

Attendees list included at the end of these minutes.

1. **Roll call and appointment of tellers**

CEO Stuart Younie (SY), reported that registration had been carried out in advance and a record of attendance had been taken and would be noted in the minutes. He also noted that Helen Gestwicki and Karen McVeigh were the appointed tellers.

1. **The approval of the minutes of the previous AGM and of any subsequent EGM**

BS stated that the previous AGM minutes have been available to view through the website. Approval had been sought in advance of the meeting and SY reported the results:

|  |  |
| --- | --- |
| For | 3197 |
| Against | 0 |
| Abstain | 402 |

No amendments or matters had arisen in respect to the minutes and therefore the 2022 AGM minutes were approved.

1. **The receipt of such reports as the Board may consider appropriate to bring before the AGM for approval or information**

BS noted that the Annual Report had been shared in advance and presented on the day.

1. **The receipt of the Company’s annual accounts and reports**

Hazel Meehan (HM), Treasurer and Director of Finance confirmed that the annual accounts for April 2022 to March 2023 had been prepared in accordance with financial standards and produced externally by accountants MMG. She also noted that the Finance Advisory Group and the Board had closely monitored the financial position throughout the year.

HM went on to present a summary of the accounts with accompanying slides. The Income and Expenditure figures showed that the financial year concluded with a loss of £25,966 which was an improved position on an initial budget, forecasting a deficit of £39,264. The budget reflected anticipation of a challenging year due to increases in growing operational costs and insurance as well as the impact of cost of living. Regarding insurance specifically, HM highlighted that the cost of civil liability cover had risen from £79,596 the previous year to £108,099.

Looking at income in more detail, HM reported that membership subscriptions remain the backbone of the organisation and income for the year consisted of 56% from subscription fees, 37% from SportsScotland and 5% from events. An overview of expenditure showed that costs were made up as follows: office and admin at 33%, ClimbScotland and sports development at 29%, liability insurance at 16%, landscape and access at 12% and mountain safety at 10% of total expenditure. HM spoke about the cost of insurance and in addition to the increasing figures previously mentioned, also pointed out that these had already risen from £37k in the 2018-19 financial year. She did point out that this included an enhanced liability cover from £10 to £15 million. But this cost increase is untenable and as such a working group has been created to look at options going forwards. She reiterated a call to the membership, that if anyone had relevant expertise or experience, their input would be most welcome. On further analysis of other expenditure, magazine costs had risen from £18k in the previous year to £31k and as a result a review of how the magazine could be delivered and membership communications is underway.

The next slide detailed how funding was allocated and HM specifically noted that sportsscotland funding was not used to support landscape and access as this was not an area that they invest in.

HM continued and reminded those present that at the prior year’s AGM, members voted to increase the membership fees from April 2023, which had previously remained static since April 2020. However, despite this increase, the current full year forecast for 23-24 is a deficit of £23k. The team are making significant efforts to reduce non-essential spending and increase income where they can. The budget for the following 2 years project increasing deficits due to inflationary pressures, increasing staff costs, utility and insurance costs. This is clearly unsustainable, and the staff and board are working hard to secure the financial sustainability of the organisation.

To help address this HM explained that at this AGM, members were being asked to support an increase in subscription fees of around 8% which would be effective from April 2024. Fees remain competitive against other organisations and this increase would help ensure the continued delivery of the strategic plan.

BS invited questions and reported one received in advance from Aberdeen and Shire Hillwalking Club regarding insurance which he noted had been covered in HM’s report in the creation of the Insurance working group. BS added that they are also working in tandem with the BMC regarding the issue as, although they have separate policies, they share underwriters and brokers. One area BS hoped could be explored was looking at actions we can take to encourage good practice and therefore proactively reduce risk.

Questions –

* One member present who was a hut manager, shared that they used NFU for insurance and suggested they may provide a saving. HM responded with thanks but thought there were limited companies who covered the required activities.
* Has there been any claims on our policy? SY responded that our record was clean, and that is one of the points raised with our broker as our costs were being increased as a result of claims on the BMC’S policies which were completely separate but from the same underwriter.
* Rick Salter from the Relative Hills Society asked about other aspects of the financial plan and the effects of that in future years. BS responded that membership was not increasing at the same rate of inflation and the board are looking at increasing other income streams, such as corporate membership and sponsorship for events.
* William Munro asked specifically what would be needed to reach a balanced budget and what rate of inflation had been built into predictions. HM responded that break-even would be ideal, and the budget was conservative with a modest inflationary rate had been built in. To reach break-even a heavy removal of costs would be needed beyond measures the staff and board are already taking. Further changes short-term would be difficult but the medium and long term could hopefully be improved. SY added that raising fees was always a difficult decision and the proposed increase was aimed to improve the position while being mindful of the cost of living and impact on members. He also noted that due to staff changes the organisation had improved committed reserves so was in a healthy position. BS emphasised that due to previous positive financial years it bought time to weather the current projected deficit and address the model going forward.
* What are the reserves and how are they held? SY reported total reserves of £355k with healthy cash reserves. He also noted that The Granary property was currently being revalued which may affect the reserves position further.
1. **The fixing of members’ annual subscriptions**

HM reminded those present that they were seeking approval for an increase in membership fees of around 8% from April 2024 and shared how this would be reflected in the different membership categories. SY shared the votes, received and counted in advance:

|  |  |
| --- | --- |
| For | 3588 |
| Against | 11 |
| Abstain | 0 |

BS gave thanks and confirmed the approval of the proposed membership fee increase.

1. **The election of the Board members**

BS reported that 3 directors standing down at this AGM:

* Brian Shackleton standing down as President with Anne Butler proposed to take over.
* Nigel Clark standing down as Director of Mountain Safety with Brendan Hughes proposed to take over.
* Lucy Fraser standing down as Director of ClimbScotland with Hugo Allan proposed to take over.

All other directors are eligible to remain in office and are prepared to do so.

Votes regarding the 3 vacant positions were shared by SY:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Anne Butler | Brendan Hughes | Hugo Allan |
| For | 3407 | 3407 | 3406 |
| Against  | 0 | 0 | 0 |
| Abstain | 192 | 192 | 193 |

BS gave thanks and confirmed the election of the 3 new directors. He proceeded to introduce them and highlighted that AB would be Mountaineering Scotland’s first female president.

**(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**

BS explained that under this item was the ED&I policy which had originally been proposed for adoption the previous year but had been withdrawn for further consideration and changes. There followed an extensive consultation with members and clubs and BS noted that views were very welcome and respected. BS reported that some questions had been received in advance of the AGM from the Ferranti Club and most of the points had been dealt with in the consultation. SY added that a written response to their queries had been provided. BS referred to one of the follow up questions regarding voting in advance of a meeting. He explained that the reason for requesting votes in advance was to avoid heated and lengthy debates at a formal AGM such as this. The preference is that a consultation is undertaken in advance to ensure proposals are correct before they are brought for formal approval at an AGM. He also pointed out that club representatives have a share of votes on behalf of their club, and it was fairer that those votes were cast in agreement with club members and not decided on the day by one person.

BS invited questions:

* Ken Thomson of Cairngorm Club shared that many of the abstained votes were from his club. He explained their worry was that Mountaineering Scotland were drifting from the core purposes of the organisation. BS responded by explaining that there are a number of legal obligations for organisations and clubs with some examples being the Equalities Act, Health and Safety laws and Safeguarding of young people. Mountaineering Scotland as the representative body aims to give advice through its policies but agreed that they did not want to over do it.
* Christine from the SMC wished to comment that the proposed policy had caused a lot of contentious discussion in their club and because of voting to approve the policy, 1 member has resigned. But she wished to say that they appreciated the online consultations and were pleased to feel they had been listened to and to see the changes that had been made.

The votes were shared, and the policy approved.

|  |  |
| --- | --- |
| For | 3192 |
| Against | 0 |
| Abstain | 397 |

1. **Any other competent business**

BS noted that there was one item they would like to announce regarding Honorary Memberships, which was open to the organisation to award to any members who had made a significant contribution to Mountaineering Scotland. There were 2 such people who the staff and board wished to recognise.

He passed over to Lucy Fraser who announced the first Honorary Membership award was to Scott Fraser for his extensive contributions to ClimbScotland events as a volunteer.

BS shared that the other was Dave Gordon who was the Landscape director previously and had gone onto to dedicate a huge amount of time to land issues. SY added that he monitored all windfarm applications and also evaluates, writes and manages all objections as well as attending enquiries.

BS concluded the AGM by giving thanks to the following organisations:

**Partners:** sportscotland, Glenmore Lodge - National Outdoor Training Centre, Mountain Training Scotland, Scottish Mountaineering Trust, Herald and Times Group, St John Scotland, Scottish Mountain Rescue, Association of Mountaineering Instructors (AMI), Scottish Avalanche Information Service (SAIS), Met Office, Mountain Weather Information Service (MWIS), Police Scotland, British Mountain Guides, Connect Communications, Outdoor Access Trust for Scotland, The BMC, Mountaineering Ireland, Ramblers Scotland, Tiso, Cotswold Outdoor & Craigdon Mountain Sports, The Munro Society, Braemar Mountain Rescue, Urban Uprising, Association of British Climbing walls Training Trust, Scottish Climbing Wall Network, Association of British Climbing Walls, Snowsport Scotland, Developing Mountain Biking in Scotland.

**Volunteers:** Scott Forsyth, Sophie Bosi, Anthea MacKenzie Atkins, Tony Brown, Iain Bain, Ella Spence, John Leftley, John Irving, Tommy McManmon.

**ClimbScotland & competition sponsors:** Scottish Climbing Walls who hosted our events, DMM, Edelrid/Red Chilli, Highland Outdoor Adventures.

**Our supporters:** Contributors to Scottish Mountaineer magazine, Volunteer helpers at competitions, instructors at student training weekends & acting as trustees, social media supporters and all our followers!

**Attendees**

Mountaineering Scotland: Brian Shackleton, Stuart Younie, Ilona Turnbull, Alistair Todd, Andrew Walker, Hazel Meehan, Pete Crane, Jo Dytch, Dominic Hall, Lucy Fraser, Brendan Hughes, Fiona Kerr, Fiona McNicol, Davie Black, Karen McVeigh, Helen Gestwicki, Kevin Howett.

Guests: Dr Ros Bryce (Centre for Mountain Studies UHI, Perth), Mike Daniels (John Muir Trust), Bob Reid.

Members (in person): Hugo Allan (Quickdraw climbing club), Inken Blunk (Ladies Scottish Climbing Club), Anne Butler, Iain Cameron, Richard Gatehouse (Desperadoes Mountaineering Club), Kathleen Gibb (Argyll Mountaineering Club), Alastair Govan (Aberdeen & Shire Hill Walking Club), James Greg, Jenny Hatfield, Graeme Hunter (SMC), Alfie Ingram (Carn Dearg Mountaineering Club), James Jarvis, David Johnstone (DAGMAR), Irene Macgregor (JCMS Perth/Ladies Scottish Climbing Club), Kris Mackie, Jinty Moffett (Strathspey Mountain Club), H William Munro, Stuart Paton, Rick Salter (Relative Hills Society), Norrie Shand (45 Degrees Mountaineering Club), Tim Simons, Alice Simons, Graham Simpson (An Teallach Mountaineering Club), John Tavendale, Mike Thewlis (Perth Mountaineering Club), Ken Thomson (Cairngorm Club), Christine Watkins (SMC), Ali Bothwick (Edinburgh JMCS), Graham Morrison (Ferranti Mountaineering Club), Alison Robertson.

Members (Online): Martyn Gallop (East Kilbride Mountaineering Club), Lindsay Warrack, Sally McNaught (Jacobites Mountaineering Club), Colin Sinclair (Forfar & District Hillwalking Club), Laura Navasaityte (Glasgow HF), Linda Sinclair (Forfar & District Hill Walking Club), Declan Phelan (Eagle Ski Club), Karol Mlost (DAGMAR), David Levey.