

## Minutes of Glenkens & District Trust's Annual General Meeting

9<sup>th</sup> December 2020

By Zoom

### Present:

Community Council	Name	Role
Balmaclellan	Denise MacDonald-Kiernan	GDT Trustee
Balmaclellan	Martin Warnock	Member: CC Representative
Balmaghie	Des Hadnett	GDT Trustee
Balmaghie	Shirley Thomson	Member: CC Representative
Corsock	Willie Dickson	GDT Trustee
Corsock	Julie Garton	GDT Trustee
Corsock	Joe Seed	Member: CC Representative
Crossmichael	Richard Middleton	GDT Trustee
Crossmichael	Kate Adamson	Member: CC Representative
Dalry	Andrew Mellor	GDT Trustee
Dalry	Graham West	Member: CC Representative
Dunscore	Gavin Creaney	GDT Trustee
New Galloway	Ros Hill	GDT Trustee
New Galloway	Ralph Spernagel	Member: CC Representative
Parton	Tom Marshall	GDT Trustee
Parton	John Simpson	Member: CC Representative
-	Fiona Smith	Chair, Independent GDT Trustee

**In attendance:** Suzy Mercer, Foundation Scotland

### Opening Remarks:

The Chair welcomed everyone to the meeting and thanked the Community Councils for appointing members to attend in their Community Councillor capacity.

It was noted that the reporting period ended in August 2019 and that the AGM had been delayed due first to lockdown and then subsequently because the Trustees had agreed to delay the AGM until OSCR had approved the changes to the Trust's governance and name.

### 1. Ordinary Business

#### a. To receive from Fiona Smith as Chairman of The Glenkens & District Trust a report on its activities for year ended 31 August 2019

The Annual Report was presented for period ending 31<sup>st</sup> August 2019. There were no questions and the report was **unanimously approved** by the Members present.

**b. To receive from Fiona Smith as Chairman of The Glenkens & District Trust the financial statement to year ended 31 August 2019 as independently reviewed**

The financial statement was received with no questions and **unanimously approved** by the Members present.

**c. To re-appoint Fiona Smith as a Trustee.**

Richard Middleton took the Chair for this item. The Trustees informed the Members that they wished to propose Fiona Smith, independent Trustee, continues as Chair and that Fiona Smith had indicated she was willing to continue. The Trustees recommended Fiona Smith reappointment to the members and this was **unanimously approved** by the Members present. Fiona Smith resumed the Chair.

## **2. Special Business**

**a. To Approve, by at least two thirds of those voting, the amendment of the Constitution of the SCIO by substituting the current Constitution with the new Constitution attached, including in particular a change to the name of the SCIO and a change to the purposes of the SCIO as detailed therein.**

The Chairman Fiona Smith made some introductory remarks setting out the underlying principles which underpinned the refreshed GDT Constitution and referencing the Explanatory Note which had previously been circulated to all Members.

Questions from the floor elicited the following points of clarification:

- The minimum number of three Trustees is a standard number used in many constitutions to represent the minimum level of Trustees acceptable as good practice. In the context of GDT the Trust does not anticipate ever reaching this minimum number as this would indicate a far wider problem with the relationship between the Community Councils and GDT, than just the issue of a small Board.
- The Constitution does not need further refinement to be finalised and is being presented to the Trustees and Members tonight in its final form bar the date of approval. The processes to implement the Constitution, including the rules on who can be an Associate Member, need finalised and agreed by the Trustees in accordance with the Constitution and following approval of the Constitution that will be the next steps for the Trust.
- It was noted that the Constitution gives GDT the power to appoint a President and Patrons. While this is a standard clause used in many charitable organisations and it was included as being in line with good practice, GDT does not anticipate using this power, as it is more commonly associated with cause-based charitable organisations who wish to use titular roles of 'Ambassadors' or 'Champions' (the Patrons) to promote their cause and raise funds under a figurehead President. This is not relevant to the work of GDT.
- The purposes of the Trust include the prevention and relief of poverty. All charitable organisations must draw their purposes directly from pre-defined charitable objects which are enshrined in charity law; this is one of them. In the context of GDT this relates to the ability to make awards in line with this purpose, for example this could be an award to a Citizen's Advice Bureau to provide an outreach service in the area of benefit. It is focused on enabling fund distribution against these charitable purposes.

- The power to terminate Membership of the Trust is a standard clause which enables the Trust to remove a Member if so required. This clause is good practice and ensures that if a member was bringing GDT into disrepute, breaching their duties or indeed had ceased to exist (e.g. if a Community Council was disestablished) that GDT has appropriate powers to manage that process, as Trustees have legal duty to act in the best interests of the Trust. There is a clear process in the Constitution with timeline and right to representation. However it was noted that GDT regards removal of a member as the last resort.
- It was further noted that the terms of the Constitution should not be confused with the legal agreements formed between community bodies and a windfarm owner to distribute community benefit monies. The Constitution determines the governance of the Trust. Legal Agreements by the wind farm developers set out how money is distributed and by whom. Any member Community Council can resign at any time, however where an existing legal agreement is already in place with GDT, this would mean that organisations in that Community Council area would continue to have access to the Fund for grants; but the former member Community Council would no longer have a say in how those funds were awarded, i.e. would no longer be involved with the decision-making; or alternatively the resigning member would have to attempt a renegotiation of the legal agreement with the windfarm owner.
- Independent Trustees have same voting right as every other Trustee but the Community Councils should always be in the majority over the Independent Trustees as enshrined in the Constitution.
- The recruitment of more independent Trustees is aimed at ensuring that the Trust as the composite has the required skills to govern well. A transparent approach will be taken to recruitment to ensure that the Trust has the necessary spread of skills and experience within the Trustees.

The new constitution was **unanimously approved** by Members present, which completed the formal business of the evening.

### **Informal Discussion**

There followed a short discussion of the current activities of GDT and pipeline developments which GDT was maintaining dialogue with developers on. It was noted that GDT is extremely careful not to get drawn into debate on the merits of any planning application but focuses instead on how community benefit payments could be maximised if the windfarm in consented.

### **Closing Remarks**

The Chair then thanked all for attending, restating her thanks to the Trustees and members for the support given, and to Foundation Scotland.

The AGM for 2019-2020 will take place in February or March 2021 and GDT will be in touch in due course.

The Trustees thanked the Chair and the meeting closed.