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Minute of a meeting of the **239th ANNUAL GENERAL MEETING** held in the Pavilion at Ingliston, with Members joining in person and via Zoom, at 4.00pm on Thursday 27 April 2023

In the Boardroom at Ingliston House

Ian Duncan Millar, President, in the Chair

Jim Warnock, Chairman

Alan Laidlaw, Chief Executive

Marie Livingstone, Society Secretary

Members and attendees present

See appendix

Preamble

- P.1. The Chairman, Jim Warnock (JW), welcomed all to the meeting. He reflected on a year of positivity, with the return of the RHS, but also a year of significant challenges, with significant uncertainty around Covid still remaining in the first half of the year under review.
- P.2. Ian Duncan Millar, RHASS' president took the Chair. The Secretary confirmed that the Meeting was quorate and the President called the meeting to order.

AGM01/04/23 Minutes of the 238th Annual General Meeting (AGM) held on 28 April 2022 and the General Meeting held on 26 October 2022.

- 1.1. **The minutes for both meetings previously distributed were approved** on the motion of Fiona Roebuck, seconded by Neil Thomson.

AGM02/04/23 Report and Audited Accounts for the year ended 30th November 2022

- 2.1. John Sinclair, Honorary Treasurer, (HT) spoke to the Annual Report which had been approved by Board.
- 2.2. He said that the Board had budgeted for a deficit, in the knowledge that the recovery from the impact of the pandemic would not be accomplished in one year. The cost of living crisis and inflation had impacted across the board. The outturn of a £1.2m loss was an improvement of £0.5m on the budget for the year. He recalled that it was uncertain if the Society would be able to hold the RHS when the financial year had started.
- 2.3. £1m of the loss reported related to depreciation for sound capital investment decisions made prior to the pandemic, including building the Pavilion, a fantastic event space.
- 2.4. Colin Crosby, independent Chair of the Audit Committee, reported on the process to approve the accounts, confirming the external Auditors had given an unqualified report.
- 2.5. He said that internal auditors had been appointed during the year examine and report on a number of operational areas. This would be an initial three-year programme of work; the purpose of which was to give assurance to the Board and members that the governance of the Society was in line with current and evolving best practice. The first report focussed on organisational structure and efficiency and agreed recommendations would be implemented. The next internal audit would look at risk and risk management.
- 2.6. Alan Laidlaw, Chief Executive, spoke on the Society's future plans. He said that, to ensure the financial stability of the organisation, RHASS would continue to seek to increase income and contain

costs, exploring new income streams within the charity and group, including a greater focus on fundraising on the basis that by raising more funds, the Society could do more for Scottish Agriculture and rural Scotland. RHASS had taken conscious decisions to invest in areas of importance to its charitable remit. The Society had to be agile and able to adapt to changing events. He noted that the economic environment was likely to remain challenging for some time.

Questions

- 2.7. Janice Milne (JM) asked how the cost-of-living impact had impacted the staff and whether staff on the lower end of the salary spectrum had received a proportionately higher salary increase than those on higher salaries. This was in the context of note 15, staff costs, which showed one of the higher salaries moving up two bands.
- 2.8. John Sinclair (Honorary Treasurer (HT)) said that the increase from the prior year reflected the voluntary salary cuts taken by the senior management team through Covid. These were progressive with those on higher salary bands taking the biggest cut. The increase highlighted was due to reversing those cuts along with the award of a cost of living increase this year as reported in the accounts. He said that the Remuneration Committee took professional advice and benchmarked salaries.
- 2.9. JM said she recognised staff were the Society's greatest asset and her question was focused on whether those on lower salaries received a proportionately higher increase. HT said that all roles were benchmarked to ensure they were appropriately remunerated to ensure the Society was well managed and governed without paying more than required, as a charity. JM suggested all staff salary ranges could be published in the annual report.
- 2.10. Jennifer Welsh asked why RHASS had chosen to defer life membership over 20 years. This was a change made on the recommendation of the auditors to reflect the actuality of life membership more accurately.
- 2.11. **The Report and Audited Accounts and Special Grants for the year to 30 November 2022 were adopted** by the meeting on the motion of HT, seconded by Dennis Bridgeford.

AGM03/04/23 Appointment of Office Bearers and Extraordinary Directors for the term 2023-2024

- 3.1. **The Members noted** the following honorary appointments made by the Board:
- 3.2. • **Honorary Vice President** - John Sinclair, West Craigie Farm, South Queensferry, EH30 9AR
- 3.3. • **Chaplain** - The Reverend Gary J McIntyre, St Ninians Old Parish Church, Kirk Wynd, St Ninians, Stirling FK7 9AY
- 3.4. • **Honorary Secretary** - James Logan, Athelstaneford Mains, East Lothian, EH39 5BH
- 3.5. • **Honorary Treasurer** - Dennis Bridgeford - Petley Farm, Portmahomack, IV20 1RG

Presidential Team

- 3.6. **President** - Robert (Robin) Gray – Mackeanston Cottage, Doune, FK16 6AX
- 3.7. **Vice Presidents:**
- 3.8. Alistair Donaldson OBE, FRAGS, The Quern, 6 Graham Street, Kippen, Stirling, FK8 3DU
- 3.9. Helen (Maimie) Paterson - Upper Auchenlay Farm, Dunblane, FK15 9LZ
- 3.10. Alastair Logan - Blairmains Cottage, Blairlogie, Stirling, FK9 5PY
- 3.11. James McLaren – Murrayshall Farm, Cambusbarron, Stirling, FK7 9QA

Extraordinary Area Directors

- 3.12. Aberdeen – Rodney Blackhall, The Green, Raemoir, Banchory
- 3.13. Lothian – Elizabeth (Liz) Ritchie, Monteith House Farm, Gorebridge
- 3.14. Borders – William (Willie) Goldie, Collielaw Farm, Oxton, Lauder
- 3.15. Dumfries & Galloway – Katie Keiley, Carton Croft, Dalbeattie

- 3.16. Highland – Carolyn Milne – Kennieshillock Farm, Lhanbryde, Elgin
- 3.17. Perth – Jimmy Smith, The Old Coach House, Hattonburn Farm, Milnathort, Kinross
- 3.18. Stirling – Rebecca McEwen, Arnprior Farm Cottage, Arnprior, Kippen
- 3.19. Strathclyde – Gilmour Lawrie, Sandyford Farm, Monkton, Prestwick, Ayrshire KA9 2SP

Extraordinary Directors (First Year)

- 3.20. Aberdeen – Christo Shepherd - Foucausie, Grandhome, Aberdeen, AB22 6AR
- 3.21. Lothian – Louise Elder - Stevenson Mains, Haddington, East Lothian, EH41 4PU
- 3.22. Borders – Gordon Gray - Sunnycroft, Lindean, Selkirk, TD7 4QW
- 3.23. Dumfries & Galloway – Jim Hastings - Kilncroft, Holywood, Dumfries, DG2 0RH
- 3.24. Highland – Robbie Newlands - Cluny Farm, Rafford, Forres, IV36 2SJ
- 3.25. Perth – Fiona Roebuck - South Strathy, Aberuthven, Auchterarder, PH3 1HL
- 3.26. Stirling – Anne Logan - The Bungalow, Hillend Farm, Helensfield, Alloa, Clackmannanshire, FK10 3PU
- 3.27. Strathclyde – Sandy Wilkie - Bardykes Farm, Blantyre, Glasgow, G72 9UJ

Extraordinary Directors (Second Year)

- 3.28. Sarah Mackie - Balquhindachy, Methlick, Ellon, Aberdeenshire, AB41 7BY
- 3.29. Bryce Sloan - Little Heateth Farm, Auchinleck, Ayrshire, KA18 2LX

Extraordinary Directors (representatives of Trade Associations)

- 3.30. Lyle Laird of LGL Machinery, representing the British Agricultural and Garden Machinery Association (BAGMA), Sheilwood, Milton of Balgonie, Fife, KY7 6PN
- 3.31. Kenny Wilson of Kverneland Group, representing the Agricultural Engineers' Association (AEA), 9 Broomlands Gardens, Kelso, Borders, TD5 7SS
- 3.32. **The above appointments were approved and noted** on the motion by Andrew Hornall which was seconded by Gordon Sutherland.

AGM04/04/23 * Report on the appointment of thirty-two Ordinary Directors

- 4.1. James Logan, Honorary Secretary, reported on the appointment of thirty-two Ordinary Directors, who had been elected in accordance with the Society's Bye-Laws.

ABERDEEN

- 4.2. 2020-2024, Eric A Mutch, Whitefield House, Forglen, Banff, AB45 3XQ
- 4.3. 2021-2025, Andrew Rennie, Gask House, Turriff, AB53 8BP
- 4.4. 2022-2026, David Buchanan, Mains of Pittarrow, Laurencekirk, AB30 1RX
- 4.5. 2023-2027, Philip Benzie - Gairnieston Farm, Turriff, Aberdeenshire, AB53 5RP

LOTHIAN

- 4.6. 2020-2024, William G Gray, Rosemains, Pathhead, Midlothian, EH37 5UQ
- 4.7. 2021-2025, James Logan, Athelstaneford Mains, East Lothian, EH39 5BH
- 4.8. 2022-2026, Jackie McCreery, Kilstrule, Yester Mains, Gifford, EH41 4JG
- 4.9. 2023-2027, Prof. Julie Fitzpatrick

BORDERS

- 4.10. 2020-2024, Rob Livesey, Nether Firth, Lilliesleaf, Melrose, St Boswells, TD5 9EP
- 4.11. 2021-2025, Neil Thomson, Caverton Mill, Kelso, TD5 8EE
- 4.12. 2022-2026, Tom Tennant, Gilmanscleuch Farm, Ettrick, Selkirk, TD7 5HR

4.13. 2023-2027, Kath Dun - Gilston Cottages, Heriot, EH38 5YS

DUMFRIES & GALLOWAY

4.14. 2020-2024, Aylett Roan, Barnbarroch, Dalbeattie, DG5 4QS

4.15. 2021-2025, Ian Beck, Port O Spittal, Portpatrick, DG9 9AQ

4.16. 2022-2026, Hugh McClymont, Acrehead, Glencaple Road, Dumfries, DG1 4TS

4.17. 2023-2027, Heather Wildman, Rerrick Park Farm, Dundrennan, Kirkcudbrightshire, DG6 4QT

HIGHLAND

4.18. 2020-2024, Martin MacDonald, Nonikiln Farmhouse, Nonikiln, Alness, IV17 0XZ

4.19. 2021-2025, Dennis Bridgeford, Petley Farm, Portmahomack, IV20 1RG

4.20. 2022-2026, Tom Henderson, Udale Farm, Poyntzfield, Dingwall, Ross-shire, IV7 8LY

4.21. 2023-2027, Will Downie - Ellands Farm, Brodie, Forres, IV36 2TE

PERTH

4.22. 2020-2024, Susan Lawrie, Cuthil Towers, Milnathort, Kinross, KY13 9SH

4.23. 2021-2025, D Bruce Lang, Uplands, Cupar, KY15 4PJ

4.24. 2022-2026, Kay Adam, Newhouse of Glamis, Glamis, Forfar, Angus, DD8 1SA

4.25. 2023-2027, Bill Arnot, Kilmux House, Leven, Fife, KY8 5NW

STIRLING

4.26. 2020-2024, Andrew Hornall, Falleninch Farm, Dumbarton Road, Stirling, FK8 3AB

4.27. 2021-2025, Gordon Sutherland, Stonehouse Farm, Bothkennar, FK2 8PP

4.28. 2022-2026, James C Warnock, Gartfinnan Farm, Clackmannan, FK10 3QA

4.29. 2023-2027, John Owen, Muirpark Farm, Stirling, FK7 9QS

STRATHCLYDE

4.30. 2020-2024, David CS Alexander, Millside Farm, Galston, Ayrshire, KA4 8NQ

4.31. 2021-2025, Keith Campbell, Lettermay Lodge, Drimsynie, Lochgoilhead, Argyll, PA24 8AD

4.32. 2022-2026, Alex Bankier, 'Springwells', Fernieshaw, Cleland, Lanarkshire, ML1 5NQ

4.33. 2023-2027, Donald Harvey - 55 King Street, Stonehouse, Larkhall, ML9 3EU

4.34. **These appointments were duly noted by the Meeting.**

AGM05/04/23 Auditors

5.1. **The re-appointment** of Azets Audit Services, Exchange Place, 3 Sempie Street, Edinburgh, EH3 8BL as the Society's auditors for the financial year to end 30 November 2021 **was approved** by the Meeting on the motion of Colin Crosby, seconded by Kay Adam.

5.2. **The Meeting noted** that the Audit Committee was delegated by the Board to agree the Auditor's fee.

AGM06/04/23 Session Dates

6.1. **The first date of the 2023-2024 session** of 14.30 hours on Wednesday 19 July 2023 **was noted** by the meeting and the last date of the 2023-2024 session and **first date of the 2024-2025 session was approved** as Wednesday 17 July 2024 on the motion of James Logan, seconded by Anne Logan.

AGM07/04/23 Member questions

7.1. The President invited questions from the floor, there having been one question submitted prior to the meeting.

- 7.2. James Muir asked how many members could not be contacted by email and how communications with those members were delivered. The Secretary said that RHASS had approximately 16,400 members, and about 2,000 of those did not have an email address linked with their account. RHASS wrote to those for whom it did not have an email address about membership renewals and tickets for the RHS. The Society magazine was also sent to all member households.
- 7.3. The Secretary said that moving to email communications for the majority of our members helped the Society to reduce costs and the environmental impact of printing and posting and also helped RHASS to communicate more regularly with its members on matters of interest to them.
- 7.4. Robert Johnston asked if there would be any impact on the RHS of the City of Edinburgh's move towards plant-based food. Alan Laidlaw said that RHASS would continue to represent the whole of agriculture and engaged with City of Edinburgh and other key stakeholders to ensure that the whole of Scottish agriculture was represented. The RHS would continue to celebrate all food and rural life.
- 7.5. Guy Hodgson asked about the ticketing agent for the RHS, Ticketmaster. CE said Ticketmaster had still been in place at the launch of the RHS 2023 tickets. He said SEE tender had now been appointed in place of Ticketmaster, with positive feedback. A farming flexi ticket had been introduced following feedback.
- 7.6. Willie Allan asked if RHASS considered it ethical that the Holiday Inn Express (HIX), the nearest hotel to the RHS, charged significantly higher rates over the Show week. Elizabeth Bridge said when she tried to book a room at the HIX for the RHS she was told there were no rooms available and this was to accommodate the RHS. Alan Laidlaw said that whilst RHASS had a contractual arrangement to take rooms for the Show week, the Society had no influence over the hotel's pricing, it was run by a third party. It was noted that hotel prices in Edinburgh had risen substantially. Guy Hodgson suggested that RHASS could run its own hotel. Alan Laidlaw said that RHASS was a charity and not in the business of running a hotel. The Society was very mindful of the challenges of finding accommodation and did what it could to assist, including keeping caravan pitch prices as low as possible.
- 7.7. Jane Thomson asked why the Society could not get special hotel rates for Show exhibitors. CE said RHASS had relationships with local hotels but they were global chains and RHASS had no influence over their pricing model.
- 7.8. Jane Thomson asked if the £420,000 expenditure reported in the annual reports against music and special events included the Big Top concerts and asked if RHASS proposed to run them again. In response, CE said the income and expenditure from those concerts was reported through RHASS's trading company, Highland Centre Ltd. The category of music and special events included other Show matters, including RHS TV.
- 7.9. Jane Thomson further said there were difficulties with the online booking for the exhibitors' car park for the RHS. CE said this was not an issue that had been raised previously but it would be looked into. He suggested she speak to the Show team on any specific issues.
- 7.10. Reflecting on these questions, the President said it was important to remember that the work of the Society was not limited to the Royal Highland Show and its charitable remit continued throughout the year.
- 7.11. The President said that Kathryn Stephen had submitted a question in advance of the AGM. She had suggested that a newsletter be sent to members in different areas. Jim Warnock, RHASS Chairman, said that there had been a lot of work put into members communications and the Board would continue to work on that.
- 7.12. Jimmy Smith asked about RHASS support for local shows. CE said RHASS had launched a specific fund to support local shows, which had had a very strong response. The Society would look at continuing this programme into the next financial year.

Jim Warnock closed the meeting with a vote of thanks to the President. He thanked all for their attendance and wished the Society a successful, safe and prosperous year.

Signed:

Chair

Date:

Members attending

Name	Last name
Kay	Adam
Mhairi	Adam
Jayne	Adamson
David	Alexander
William	Allan
Robert	Anderson
Alex	Bankier
Ian	Beck
Douglas	Bell
Gordon	Black
John	Bridge
Dennis	Bridgeford
Hilary	Brown
David	Buchanan
John	Cameron FRAGS
Lorraine	Caven
John	Cessford
Elaine	Clark
Norman	Cook
Tracey	Cormack
John	Cowe
Colin	Crosby
Alexander	Cullen
Brian	D'Arcy
Ellah	Davidsson
William	Dobson
Alistair	Donaldson FRAGS
Kath	Dun
Ian	Duncan Millar FRAGS
Mark	Fairley
Alex	Fowlie
Duncan	Fraser
Robin	Gray
Senga	Hair
Jonnie	Hall
Jim	Hastings
Tom	Henderson
Guy	Hodgson
Andrew	Hornall FRAGS
Stephen	Hutt ARAGS
Robert	Jackson Robb
Anthony	Jacobsen FRAGS
Robert	Johnston
Russ	Kelsey
Gordon	King
Michael	Lambert

Margaret	Lambie
George	Lawrie
Susan	Lawrie
Gillian	Lithgow
Alastair	Logan
James	Logan
Anne	Logan ARAGS
Martin	Macdonald
Andrew	MacKenzie
Margaret	Main
Hugh	McClymont ARAGS
Rebecca	McEwen
Andy	McGowan
James	McLaren
Caroline	Millar
Janice	Milne
Penny K	Montgomerie
Angus	Morrison
James	Muir
Hugh	Munro
Jacqueline	Munro
Allan J.	Murray FRAGS
Peter	Myles
Caroline	Nelson
Robert	Newlands
David	Nicholson
Maimie	Paterson
Sandy	Pirie
Fiona	Rawson
Ann	Redpath
Lynne	Reid
Valerie	Renwick
Alan	Riach
Aylett	Roan
Fiona	Roebuck
Robert	Roebuck FRAGS
Harry	Seran
Christo	Shepherd FRAGS
John	Sinclair
Jimmy	Smith
Malcolm	Snowie
Kathryn	Stephen
Tom	Stevenson
Gordon	Sutherland
Norman	Sutton
George	Taylor
Tom	Tennant

Jane	Thomson
Neil	Thomson
Stephen	Uphill
Edith	Wallace
Jim	Warnock
Neil	Wattie
Jennifer	Welsh
Heather	Wildman
Louise	Wilson
David	Wood
Peter	Wood

Non-members	
Marie	Livingstone
Laura	McCafferty
Sarah	Porter
David	Webster