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Minute of a meeting of the **240th ANNUAL GENERAL MEETING** held in the Pavilion at the Royal Highland Centre with Members joining in person and via Zoom at 4.00pm on Thursday 6 June 2024

In the Pavilion

Robin Gray, 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 on behalf of the Society.
- P.2. JW said he was proud of the achievements made as noted in the Trustees Annual Report (**TAR**). However, he highlighted that the financial landscape had been challenging which had resulted in a higher than budgeted loss for the year.
- P.3. After some housekeeping rules were outlined by the Society Secretary, Robin Gray, RHASS's President, took over the Chairing of the meeting.

Call to Order and Quorum

The President asked the Society Secretary to confirm that the meeting was quorate. This was confirmed. He called the meeting to order.

AGM01/04/24 Minutes of the 239th Annual General Meeting (AGM) held on 27 April 2023 and the General Meeting held on 20 November 2023

- 1.1. The minutes previously distributed were approved on the motion of Susan Lawrie, seconded by Neil Thomson.

AGM02/04/24 Report and Audited Accounts for the year ended 30th November 2023

- 2.1. Honorary Treasurer, Dennis Bridgeford (HT) spoke to the Annual Report.
- 2.2. HT said it gave him great pleasure to present this set of Report and Accounts to the Members, which had been approved by the Board.
- 2.3. HT reflected that some big decisions had been required to be made and he said that the Board and the staff supported these and changes ahead.
- 2.4. In respect of the higher than budgeted losses, HT said that whilst no-one wanted to see a deficit the Board had anticipated that the recovery from the impact of the pandemic would not be accomplished in one year and had budgeted for a substantial deficit. HT further commented that, the strength of RHASS's asset base, namely the 280 acres of ground on the outskirts of Edinburgh, enabled the Board to take that decision.
- 2.5. HT further commented that the financial year to the end November had been extremely challenging, primarily due to the ongoing cost of living crisis, rising inflation and economic factors that drove RHASS's cost base significantly upwards, leading to a larger deficit than had been budgeted.

- 2.6. He reported that an increase in income against budget had not offset cost increases, primarily due to prices and processes being set in some cases 12 months in advance.
- 2.7. HT said that the planning burden that had been put on the Society by the proposed expansion of Edinburgh International Airport was the root cause of this. Within that context, in 2016/17, RHASS had begun undertaking significant and long overdue capital investment on infrastructure, which was essential to both continue trading, but also to allow it to grow the essential commercial income streams to support the charity. This investment included the new Pavilion, which had been brought in on budget and on time. It was further noted that the Board at that time had agreed the debt levels that were required to fund these investments and that this building would cost significantly more to build today.
- 2.8. HT reflected that the charity had managed to weather the unprecedented time when Covid struck but had been forced to take on further short-term debt as a result. These decisions had been made on the basis of the extensive asset base. It was acknowledged that whilst not quick nor straightforward, this was, and continued to be a realistic strategy for the Society.
- 2.9. HT said that prior to this current financial year, the world was coming to terms with the impact of significant rises in the cost of living and the coined phrase 'Cost of Living Crisis'. In respect of this, the Board had taken a clear decision to support RHASS's exhibitors, members and visitors by holding down prices, whilst knowing that costs would outweigh income. Therefore a planned deficit of £2.6m had been agreed.
- 2.10. He also said that prior to Covid, RHASS had committed to the world-famous Golden Shears shearing and wool-handling championship and although the event was very successful within an almost sell-out Show, the increased costs of accommodation for the Golden Shears had further compounded the planned deficit. It was noted that any future such event would require to ensure all costs were covered before going ahead..
- 2.11. HT noted that the consolidated loss for 2023 was £3.6m, as a result of a "perfect storm" of the Cost of Living Crisis and of all RHASS's suppliers being challenged to put up their prices, due to energy, labour supply and interest rates cutting into their margins.
- 2.12. HT then summarised the current position, highlighting that since the end of the 2023 financial year, there had been significant work completed to control costs and maximise income. He further advised that indicators such as ticket sales, trade stand sales, membership renewals and commercial rentals, etc were exceedingly strong and that RHASS was well ahead of last year's figures.
- 2.13. HT said that with much of RHASS's income coming in the second half of the financial year, it would be post-Show before the financial turnaround could be fully demonstrated.
- 2.14. The Chair thanked HT for his report and introduced the independent Chair of the Audit and Risk Committee (ARC), Colin Crosby (CC).
- 2.15. CC outlined the role of the ARC and highlighted five areas of concern which ARC had raised to the Board, being: going concern; continued support of the bank; the trading position looking forwards; use of assets to reduce debt levels, and cashflow.
- 2.16. CC said that going concern had first been raised by ARC at the end of FY2023 and had been well discussed with Directors. He said that ARC took its governance role of challenging whether going concern could be established very seriously and this had resulted in actions being taken to assure the auditors and ARC that RHASS could meet its obligations over the next 12 months, particularly around debt repayment. He said that the bank continued to be supportive.
- 2.17. CC said that the trading position was stronger and required to be delivered, as covered by HT.
- 2.18. He said that RHASS was beginning to move forward in terms of realisations of cash from its assets to bring debt down to an acceptable level.

- 2.19. CC reported that cashflow remained tight and that there were currently some potential upsides but that these would need to be delivered in order to maintain RHASS's cash position inside the bank's requirements.
- 2.20. CC advised that Azets had identified what they required to be evidenced in this regard and in order to produce the clean, unqualified audit report in the accounts.
- 2.21. CC noted that reason behind the AGM being postponed was due to the requirements of ARC and the external auditor to ensure going concern and a clean audit report.
- 2.22. CC said that it was very positive to have such a strong attendance at the AGM given the seriousness of RHASS's financial position.
- 2.23. CC outlined other areas of the work of the ARC. In respect of internal audit, CC advised that there had been two reports received in-year: one on cyber security and the other relating to risk management. CC said that the cyber security audit was strong and that parts of the risk management were good but that there were a few areas requiring action, which he expanded on.
- 2.24. CC said that one of the risk management concerns was in relation to the identification and mitigation of red flags. An example of that had manifested in regards to Golden Shears where a lack of decision making structure and proactive approach in relating to reining in expenses had led to cost overruns.
- 2.25. CC said that the internal auditors also reviewed their previous years' audits and had highlighted the time taken between identification of the need for structural change and the changes being put in place, which overran year end. CC further noted that this was a key finding, with internal audit firmly stating in their report that the length of time it had taken to implement changes in the governance structure evidenced that decision-making processes were too cumbersome and impacted negatively on delivery.
- 2.26. CC advised that an estimate of governance costs of £500k to run the current structure was a reflection, at least in part, of the current size of the Board and its impact on the coordination of various governance activities. As an example, CC said that internal audit had been engaged to lead a course on risk management for the Board. This would normally be run for approximately 15 people. Given the size of the Board this would require to be run at least 4 times, likely 5, given the complexity of coordinating 60 diaries. This illustrated a measure of the work involved.
- 2.27. CC advised that the next internal audit would focus on procurement, ensuring awareness of the impact of non-delivery in this area.
- 2.28. CC summarised to the Members his view that the governance structure of RHASS needed to change and become more nimble, in order to deliver a sustainable surplus in order to discharge RHASS's charitable remit. CC said that ARC would be involved in how that would be addressed.
- 2.29. CC reminded the Members of their collective responsibility and fiduciary duty as members of the charity to support the Board and Executive Committee and crucially, to support the management team, in delivering key change over the coming year.
- 2.30. The Chair thanked CC for his report and introduced Alan Laidlaw, Chief Executive (CE).
- 2.31. CE said it was disappointing to have the AGM in June but the November year-end with all the moving parts meant it was too tight a turnaround for it to be held in April as noted above by CC.
- 2.32. CE said that the first half of the year had still been impacted by uncertainty from Covid, with the first full Show after Covid being in 2022. He noted that decisions around costings, contracts and procurement for RHASS had a significant lead time. As an example, membership rates that were discussed in August of last year would be proposed later in the meeting and, subject to approval, would be in place from January 2025. He noted that the impact of the short-lived Liz Truss government had led to high inflation and uncertainty whilst 2023 budgets and plans were being prepared.

- 2.33. He noted that RHASS had taken conscious decisions to hold down costs for members, exhibitors and tradestands to ensure that the Show, a key component of the agricultural sector in Scotland, was delivered, providing value to members and the agriculture sector.
- 2.34. CE said that the hosting of the Golden Shears shearing and wool-handing championships had been a pre-Covid commitment and, whilst it had cost more to deliver than had been hoped, it was difficult to analyse what it had brought in terms of attracting attention and raising profile.
- 2.35. CE said that despite challenges, what could not be doubted was the success of the charity and the impact it had made in the financial year with a very successful Show, celebrating, promoting and supporting the sector and rural businesses. Changes to governance had been made to support a dynamic, forward-looking organisation.
- 2.36. CE said that RHASS had taken its charitable messages to new audiences through the Harvest thanksgiving service and fought for what the organisation cared most about: the health of food and farming people across Scotland through funding awards to local shows. This could be seen from the report and he invited members to look at the breadth of what had been achieved through the combined effort of the Board, staff and members, which showed what great results and positive impact could be achieved with a group effort .
- 2.37. CE said that RHASS's trading company, Highland Centre Ltd. (HCL) had had a really strong year, once again breaking ground into new events and formats, with record results and prudent cost control. It was noted that events was not an easy sector to be operating in currently, with hard work often unseen. The funds generated by HCL enabled RHASS to make long term plans.
- 2.38. CE thanked members for positive feedback on the changes made to members reserving their days at the Show, which had been designed to reduce costs and improve processes, all to protect the Society and members benefits.
- 2.39. CE said that, beyond the financial results, it was important that people understood the value of what RHASS did including around mental health and wellbeing - supporting RSABI, Farmstrong and SAYFC - and that the value of coming together at the RHS was understood. The value of the Show was more than just numbers and was about innovation and support to the sector.
- 2.40. CE outlined £1.9m of Show costs as set out in the report, noting that running an agricultural society and an event of the scale of the Show was not simple or cheap and highlighting the value of the staff team and Directors.
- 2.41. CE said that RHASS had addressed major challenges that had faced the Society and had changed the basis on which income and costs were reviewed. 7-10% increases at minimum to income lines were applied as a minimum unless there was a good reason not to. CE reflected that whilst changes to costs were often unpopular, there was a responsibility to protect the Society.
- 2.42. CE said that there had been feedback that membership was too expensive as was bringing a stand to the Show due to costs, haulage and travel. He said it was not possible for RHASS to carry exhibitors' hotel costs and whilst RHASS had explored alternatives for livestock exhibitors, feedback was that the costs were not viable and so that option was not taken forward.
- 2.43. CE said that RHASS was set to record a significant swing in the Show and RHASS for 2024, through careful cost control and changes to processes as well as making the increases that had been delayed. He said that this would show a return to breakeven before depreciation, a significant change in one year.
- 2.44. CE said that a new strategy would be presented to the Board in July, addressing the risks set out in page 31 of the annual report. He said those risks grew exponentially around the complex events held at the Royal Highland Centre. RHASS sought to mitigate those risks in order to create and protect value for rural Scotland and to honour the founding group of RHASS that came together 240 years ago in the Tontine tavern to make a difference.
- 2.45. CE noted that some of the challenges RHASS still faced were remarkably similar to when RHASS was founded and that RHASS had to increase income and make changes.

- 2.46. CE said that the property market in West Edinburgh had returned substantially post Covid. in 2022 it had been very challenging to rent land, but opportunities were now returning.
- CE said that the annual report showed the successes in-year and reiterated that the charity focused on its members and the impact on the sector. He said that the focus was now on ensuring that progress continued in 2024 and that members would hold RHASS to account if that was not the case.
- 2.47. The Chair thanked CE and invited questions from the floor.
- 2.48. **Robert Isla Roebuck** (RIR) outlined his links with RHASS as a long standing member for 50 years, and a tradestand holder, noting his lengthy commitment to Show and RHASS. He noted £6m in losses in the last 3 years and a 50% increase in full time staff and increase in staffing costs, as well as changes in senior financial staff. He asked what the 2024 plan/strategy was to get back to surplus and asked whether the correct skill sets to deliver this were within the teams
- 2.49. In response, CE replied that the skill sets were in place but that he did not recognise the 50% rise in staff numbers that RIR noted. He said that staff members were now at 49 (from 41 in 2017) and that one of the changes made was to switch from contract staff to staff in permanent roles, which lowered costs and resulted in greater understanding of RHASS and expertise.
- 2.50. He noted that that there had been a change in the finance team and that it had been a difficult period, made worse by a very competitive market on the edge of Edinburgh and competing with financial services for financially qualified staff, which had provided challenging and had increased the pay base. He said that returning to breakeven bar depreciation in one year would be hugely challenging but property income and opportunities were returning at a welcome pace, albeit not as quickly as they had disappeared through Covid. These plans were being worked on by the Board. There would be further cost savings and a drive to increase income.
- 2.51. On staff costs, CE said that there were significant public safety costs within the Show to consider and that associated contract costs were substantial and growing. Last year it had been decided to bring some of this inhouse, including marketing and comms. The Board, Executive Committee and finance teams continued to look at how to reduce costs.
- 2.52. CE advised that the biggest plan of all was that the Show be successful and that the team was focussed on delivering that. He said that numbers were looking good.
- 2.53. **Kate Stephen** (KS) said that in reference to staff, she had looked back at old figures from 2018 and questioned why the increased staff costs and profit/loss don't appear to be going in the same direction. She quoted that in 2018, there had been 45 permanent and 5 temporary staff which had changed to 49 permanent and 4 temp staff. A £2.7m profit in 2018 had changed to a £2.8m loss this year. The Golden Shears had been held previously by the Society in early 2000s and costs had been fully covered. KS requested further information on the realisation of cash from assets as mentioned by CC.
- 2.54. CE said that the Golden Shears of early 2000s and 2023 were entirely different events. Costs had got out of control but that would not happen again.
- CE said that KS was well sighted on the long-term aspirations for development and that the Board had approved the strategy started in 2018/2019 which had subsequently been impacted by Covid. It was noted that RHASS was looking to expand on hotel opportunities in the East, being in the final stages of completing the sale of Plot B, next to the Moxy hotel. CE also said that RHASS was seeking a VAT reclaim against HMRC, subject to the case that the Yorkshire Agricultural Society was taking. CE said this would have a significant impact on finances and cashflow
- 2.55. In respect of staff costs, CE said that RHASS had to compete with other businesses in Edinburgh going through inflationary periods. CE said that the wage costs were not a like for like comparison given inflation through that period.

- 2.56. HT said that he was a member of RemCo and had employed a new financial director 18 months ago who had left the week before the AGM having been headhunted to work for the Edinburgh Tattoo at a substantially increased salary.
- 2.57. **Janice Milne** (JM) said that following on from the comments above, she agreed the importance of paying staff good salaries in return for good performance. She said that, when looking back over the last couple of years and reviewing the Trustee Annual Report against performance, that there was a question over the evidence of staff performance in the report.
- 2.58. CE said that performance was not solely financial and that all staff were involved in the safe and effective delivery of the RHS. JM responded that it was understandable why someone reading the Annual Report and Accounts would question the level of salaries against performance.
- 2.59. CE said that looking at the financial position was only one element, the others being the social impact and reach of the Society, including successful campaigns, the support of RHET and the value of economic output of the Royal Highland Centre and the events it hosted. He said that the staff team was very small to support the delivery of such complex events, governance, the regulatory burden as well as the high expectations from members and the high degree of safety risks and challenges. Benchmarking was undertaken during recruitment and he said that in his view and in line with risk management requirement, the idea of delivering RHS with a smaller team would not be advisable or safe.
- 2.60. CE said that the current staff team was high performing. He acknowledged mistakes had been made and said he took responsibility for many of them. He reiterated that that it was not just financial performance that should be looked at and said the staff team should not be vilified.
- 2.61. CE said he would like to get to the point where financial performance was viewed separately from RHASS's social impact and economic value to Scottish agriculture.
- 2.62. In response to a query on continued bank support were poor weather to impact on Show ticket sales, HT responded that like any other business with this type of debt, RHASS was under bank scrutiny which was to be expected. He said that a lot of tickets had been sold already due to RHASS's strong ticketing strategy, which was controversial when first implemented. He said that weather was outwith RHASS's control however he noted that the site infrastructure was much improved including car parking, etc.
- 2.63. CE noted that with the strong underlying balance sheet it would have been possible to revalue the site but this would have been in his view disingenuous. He said that the bank had security over parts of the site and the security of the balance sheet allowed the Board to take a long-term view. He said that RHASS had income generating assets including car parking and hotels and there were rent reviews underway on long term tenants. There was an upward trajectory which was validation of the foresight of those that bought the site all those years ago.
- 2.64. On the debt position, CE said that had RHASS not spent £7m in 2017 on the underground infrastructure, required due to the planning blight from the airport, RHS could not have continued to operate as RHASS would have lost its license.
- 2.65. **James Muir** had submitted the following question in advance: In view of the importance of staffing costs now and in the past I should like to know the numbers of full time staff (ie full time hrs in total delivered) in March 2017; March 2020 (before lockdown); March 2024. Relating to the above, the decision to go digital in 2022 was probably correct however the management of the process appeared to cause huge ill feeling and stress to members and staff. eg last year staff were employed to deliver members packs during the week of the show. Should we presume that digitalisation is approved by directors with the view to reducing staffing costs.
- 2.66. The staffing numbers from the relevant annual reports were noted as follows:
- 2.67. Nov 2017 – 41 staff, 37 perm
- 2.68. Nov 2019 – 48 staff, 42 perm
- 2.69. Nov 2020 – 44 staff, 43 perm

- 2.70. Nov 2023 – 49, 45 perm
- 2.71. CE said that the reference to employing staff last year to deliver member packs was a one-off exceptional item and related to the mitigation measures put in place to address a third-party mailing error. He said that, picking up on member feedback, there had been a strong focus on communications with members and he was delighted with the response with over 13,500 members reserving their days by the deadline, almost 1,000 more than last year.
- 2.72. CE said that the Board had approved this approach more detailed analysis was available following the move to SEE tickets. For example, the data showed a significant drop-off in the number of days reserved by members compared to the days on which members attended. This was equivalent to £0.25m worth of tickets.
- 2.73. **Ian Brunton** had submitted a question in advance relating to RHS 2023 attendance and what type of analysis and breakdown there was for general admission on the day, children under 15, members, trades, catering and bars. CE provided the breakdown of admission numbers.
- 2.74. **Guy Hodgson** asked whether RHASS was protected from something similar to what happened to some businesses under Natwest's Global Restructuring Group, and who would be held accountable if things went wrong.
- 2.75. CE said GRG no longer existed and that RHASS was working with the bank and had a long-standing, high-level relationship with RBS. He said that the bank were very supportive and engaged and understood the business and were fully sighted on plans.
- 2.76. CC added that while clearly the whole banking position was critical to going concern being able to be signed off by the auditors, what was of interest is that the bank took it for granted that they could get their money back from the asset base. CC noted that what encouraged him was the real interest in the trading side so RHASS could get to the position where the bank did not need to hold that role.
- 2.77. **Fiona Reed** (FR) said that it was interesting that CE had touched on mental health and how important it was to RHASS saying that, based on the figures, a lot of the problems of the Society went back to 2018 when some long-standing employees signed off with NDAs having been absent with mental health issues, which was the last year the Society had showed a profit. FR further said that Covid has been quoted as a problem however many event-businesses had bounced backed with record gate figures in 2022 and 2023, therefore she questioned how RHASS had made such a substantial loss, adding that the assets were clearly of great value but that no organisation was too big to fold. FR further added that the accountability sat at the top and wanted to know who was that considered to be – the well salaried Chief Executive Officer (CEO) or the Chair of the Board of Directors?
- 2.78. CE responded that, going back to 2018, there had been substantial on-site capital investments which increased the level of debt, saying that whilst there may disagreement with the level of salary paid to him as the CEO, he was responsible in terms of reporting and financials and responsible to the entire Board, which was elected by the members, who held the staff team to account. CE expressed his frustration at criticism of the directors given the level of voluntary work and effort they put into RHASS. CE said that members elect the Board and that the Board was responsible for managing both him and how he manages his team. He said that changing to a new governance structure would be challenging but would ensure that governance of the Society was fit for purpose.
- 2.79. **Jackie McCreery** said that she sat on the Board and ARC and fully appreciated that for those members who did not have this visibility, it might not be easy to have full clarity. JM added that from sitting on ARC, she had insight into things she did not have previously. She noted that she had been on the Board since 2015, prior to the period FR had mentioned, and she said that the management team that was in place was the best that had been in the Society for a long time. She said this did not take away from the skills and expertise of previous members but that it was a different world now and the changes undertaken in that intervening period, including investment in the site, digitisation, moving to pre-sale of tickets massively reduced the risk around weather impacts.

- 2.80. CE said that he was the first to hold the staff team to account and wanted to reassure everyone that the management team in place had the correct skills, experience, knowledge, passion and commitment to drive RHASS forward.
- 2.81. **Robert Isla Roebuck** said that if one didn't measure, one couldn't manage and asked what the expected outturn for the next AGM was.
- 2.82. CE said RHASS was working on returning to profit over a couple of years and was looking to breakeven outwith depreciation for FY24. He noted that there were some quite large assumptions in that including a £1m swing on VAT.
- 2.83. CE responded to an earlier point about the Golden Shears in the 2000s saying that hotel costs rose significantly along with other rising costs due to volume of people and larger teams. He said Golden Shears had generated a huge amount of excitement through the Flock to the Show campaign which generated ticket income.
- 2.84. **Jas Logan** noted his assumption that CE in running the business was required to work at the Board's request and wanted to know where the budget stood for this year's Show and whether CE would consider resigning if the outturn was outwith 10% of budget.
- 2.85. CE responded that he would continue to consider his position and noted that this would also be an action for the Board to assess as well. He said that this was a membership organisation with a very large board which he would continue to work on behalf of and would continue to get feedback through performance reviews and RemCo processes and prudent staff management. CE said that Mr Logan had links to members of the Board and could make his views on CE's performance known to members of the Board.
- 2.86. CE clarified that he was not responsible for setting the budget but to deliver what has been set out, adding that up until now, the Board had not raised concerns about non-delivery.
- 2.87. **Janice Milne** observed that the issue was that ultimately one person required to be responsible and accountable and that organisations were not run by committee. JM said that bar mitigating factors, if RHASS was in this position a year from now, the members would not be to blame and therefore wanted to know who would be accountable. JM added her view that with respect to Board size, Directors could sometimes feel they were not able to speak freely .
- 2.88. CE said RHASS's structure was clear, being a member organisation with an elected Board, noting the structure was complex. He added that there were few organisations with one person solely responsible. CE also commented that there had been past discussions about the Board and membership, encouraging involvement by the members if people felt that the Board was not representing their view. He added that substantial changes had already been made to governance, with more planned. CE said he would be happy to discuss this further if there were other views on what good governance looked like. **James Logan (CD)** said that members views were discussed a lot at the Executive Committee and that he felt there was effective challenge. What was important was to set out the strategy for financial stability, good governance and sustainability, looking at all the different parts to move it forward.
- 2.89. JL added that the complicated governance landscape was one of the things that had to be looked at and said the Board had trust in the ability of the staff team.
- 2.90. **Steven Sinclair** asked if the £12k grants to Nuffield scholars and £42k to local shows should still carry on. CE said that this was a continuing charitable investment and the impact of the funding had been significant, adding that a lot of other show societies were in very challenging positions.
- 2.91. HT in closing noted that attendees should have received the members pack in the post which included a letter referencing misuse of member Show tickets.
- 2.92. Following due discussion, the **Report and Audited Accounts and Special Grants for the year to 30 November 2023 were adopted** by the Meeting on the motion of Dennis Bridgeford, Honorary Treasurer.

- 3.1. **The Members noted** the following honorary appointments made by the Board:
- 3.2. • **Chaplain** - Isabell Montgomerie of Cumnock, East Ayrshire
- 3.3. • **Honorary Secretary** - Susan Lawrie, Cuthill Towers, Milnathort, Kinross, KY13 9SH
- 3.4. • **Honorary Treasurer** - Dennis Bridgeford - Petley Farm, Portmahomack, IV20 1RG
- 3.5. **The members approved** the following appointments of the Presidential Team and Extraordinary Directors:

Presidential Team

- 3.6. **President** - George Lyon, 6, Scaur o'Doon, Ayr, South Ayrshire, KA74EW
- 3.7. **Vice Presidents:**
- 3.8. • Lord Robertson of Port Ellen, 5, Gibson Grove, Dunblane, FK15 0NS
- 3.9. • Andrew Malcolm, 865, South St., Linwood, Glasgow, G14 0BX
- 3.10. • Margo McGill-Scott, Shacklehill Farm, Mossblown, South Ayrshire, KA6 5AS
- 3.11. • Rob Wainwright, Cliad Farm, Isle of Coll, Argyll PA78 6TE

Extraordinary Area Directors

- 3.12. Aberdeen – Freda Newton - Newells, Oldmeldrum, Inverurie, AB51 0AU
- 3.13. Lothian – Alan Thomson - 16 Muirfield Apartments, Muirfield Station, Gullane, East Lothian, EH31 2HZ
- 3.14. Borders – Nina Clancy - The Farmhouse Eildon Mains Eildon Melrose TD6 9HB
- 3.15. Dumfries & Galloway – Kenny Fletcher, Strathearn, 1 Main Street, Ruthwell, Dumfries, DG1 4NN
- 3.16. Highland – Alix Sutherland - Gothigill Farm, Murkle, By Thurso, Caithness, Highlands, KW14 8SW
- 3.17. Perth – Sam Parsons - Easter Kellie Farmhouse, Arncroach, Anstruther, Fife, KY10 2RF
- 3.18. Stirling – Blyth Brewster - Broom Farm, Causewayhead, Stirling, FK9 5PL
- 3.19. Strathclyde – Karen Shaw, 4 Clydebrae Drive, Bothwell, South Lanarkshire, G718SB

Extraordinary Directors (First Year)

- 3.20. Aberdeen – Eric Mutch - Whitefield House, Forglen, Banff, AB45 3XQ
- 3.21. Lothian – Bill Gray MBE - Rosemains, Pathhead, Midlothian, EH37 5UQ
- 3.22. Borders – Rob Livesey - Nether Firth, Lilliesleaf, Melrose, St Boswells, TD5 9EP
- 3.23. Dumfries & Galloway – Aylett Roan - Barnbarroch, Dalbeattie, DG5 4QS
- 3.24. Highland – Martin MacDonald - Nonikiln Farmhouse, Nonikiln, Alness, IV17 0XZ
- 3.25. Perth – Susan Lawrie - Cuthill Towers, Milnathort, Kinross, KY13 9SH
- 3.26. Stirling – Andrew Hornall - Falleninch Farm, Dumbarton Road, Stirling, FK8 3AB
- 3.27. Strathclyde – David Alexander - Millside Farm, Galston, Ayrshire, KA4 8NQ

Extraordinary Directors (Second Year)

- 3.28. Anne Logan - The Bungalow, Hillend Farm, Helensfield, Alloa, Clackmannanshire, FK10 3PU
- 3.29. Sandy Wilkie - Bardykes Farm, Blantyre, Glasgow, G72 9UJ

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 of Donald Harvey which was seconded by Bruce Lang.

AGM04/04/24 Report on the Appointment of Ordinary Directors 2024-2028

- 4.1. The Members of the Society at the AGM noted the appointment of the following Ordinary Directors who had been elected in accordance with the Charter and Bye-Laws for the term 2024-2028:
- 4.2. Aberdeen – Christo Shepherd, Foucausie, Grandhome, Aberdeen, AB22 6AR
- 4.3. Lothian – Louise Elder, Stevenson Mains, Haddington, EH41 4PU
- 4.4. Borders – Gordon Gray, Sunnycroft, Lindean, Selkirk, TD7 4QW
- 4.5. Dumfries & Galloway – John Jamieson, Upper Locharwoods Farm, Ruthwell, Dumfries, DG1 4NJ
- 4.6. Highland – Robbie Newlands – Cluny Farm, Rafford, Forres, IV36 2SJ
- 4.7. Perth – Fiona Roebuck, South Strathy, Aberuthven, Auchterarder, PH3 1HL
- 4.8. Stirling – David Lyle, 79 Henderson Street, Bridge of Allan, FK9 4HG
- 4.9. Strathclyde – Alice Mullen Shanks, Bowmanhurst Farm, Brownlee Estate, Carluke, ML8 5HW

AGM05/04/24 Amendment to the Bye- Laws

- 5.1. As set out within the Report of the Trustees in the Annual Report, RHASS had made changes to its Committee structure in order to streamline its governance and set out clear delegated authority in line with best practice.
- 5.2. The Board was responsible, under its reserved powers, for the recommendation of any amendments to RHASS's governing documents. The Members in General Meeting were responsible for approving amendments to the Bye-Laws.
- 5.3. The Board reserved the following matters to itself:
- 5.4. a. constitutional and regulatory matters
- 5.5. b. approval of strategy, budgets and investment strategy
- 5.6. c. significant property matters
- 5.7. d. appointment of office bearers and certain senior staff members.
- 5.8. All other matters are delegated to the Executive Committee (EC), chaired by the RHASS Chairman, and the EC reported to the Board on all matters within its remit and authority.
- 5.9. The Bye-Laws currently restricted the number of Directors on the EC to a maximum of eight.
- 5.10. Reflecting the increased delegated authority of the EC, the Board wished to increase the maximum number of Directors who might sit on the Committee. This required an amendment to the Bye-Laws.
- 5.11. **The amendment to Bye-Law 13 to increase the maximum membership of the EC and specify the ex officio roles on the Committee and the amendment to Bye-Law 14 to increase the quorum of the EC to 8 were approved.**

AGM06/04/24 Membership fees 2025

- 6.1. Louise Elder (LE) spoke to the paper recommending that members consider and approve the proposed changes to membership fees from 1 January 2025.
- 6.2. **The Members in General Meeting approved** the following fees from 1 January 2025:
- 6.3. a. Annual
- 6.4. i. Adult – £115

- 6.5. ii. Senior - £55
- 6.6. iii. Junior – no change - £50
- 6.7. b. Adult 10-year Term –£1,150
- 6.8. c. Life –£3,450

AGM07/04/24

Appointment of Auditor and setting of their fee

- 7.1. **The Members of the Society at the AGM approved** the re-appointment as auditors of Azets Audit Services, Exchange Place 3, Sempole Street, Edinburgh, EH3 8BL with the Audit & Risk Committee being delegated to approve the terms of engagement and set the fee.

AGM08/04/24

Session dates

- 8.1. **It was noted** that the first meeting of Directors in the 2024-2025 session would be held on Wednesday 17 July 2024 as agreed at the 2023 AGM.
- 8.2. **It was approved** that the last meeting of the 2024-2025 session and the first meeting of Directors in the 2025-2026 session be held on Wednesday 16 July 2025

AGM09/04/24

Members questions

- 9.1. **It was noted** that questions had been taken above.

Jim Warnock closed the meeting with a vote of thanks to everyone for their attendance including those on Zoom, and gave this thanks to the President for chairing the meeting.

Jim also gave a special thanks to all member of staff and the members team, as he had come to the end of his two-year term as Chairman, He said that his time as Chairman had been challenging but also very enjoyable.

Signed:

Chair

Date:

Appendix – Attendee List

Last Name	First Name	In person/Virtually
Adam	Charlie	Zoom
Adams	Jennifer	Zoom
Alexander	David	Zoom
Arnot	Bill	In Person
Barry	Jane	Zoom
Baxter	Ruthanne	In Person
Beck	Ian	Zoom
Blackhall	Rodney	Zoom
Bridgeford	Dennis	In Person
Brunton	Ian	Zoom
Brunton	Carole	In Person
Cameron	Duncan	Zoom
Carruthers	Lewis	Zoom
Carruthers	Anne-Marie	In Person
Cartwright	Hamish	Zoom
Connell	Jean	Zoom
Connon	Andrew	In Person
Cran	Alison	In Person
Crosby	Colin	In Person
Dare	Martin	In Person
Davidson	John	Zoom
Davidson	Les	Zoom
Donaldson FRAGS	Alistair	Zoom
Elder	Louise	In Person
Fletcher	Kenneth	In Person
Forbes	Valerie	Zoom
Fowlie	Alex	Zoom
Fraser	Alexander	In Person
Fraser	Iain	Zoom
Geyer	June	Zoom
Geyer	Laura	In Person
Gill	Willie	Zoom
Good	John	In Person
Good	Muriel	In Person
Gray	Bill	Zoom
Gray	Gordon	Zoom
Gray	Robin	In Person
Hardy-Bishop	Maurice	Zoom
Harvey	Donald	In Person
Hastings	Jim	In Person
Henderson	Tom	Zoom
Hodgson	Guy	In Person
Hodnett	Alistair	Zoom
Hodnett	Mandy	Zoom
Hope	Kenneth	In Person
Hornall	Andrew	In Person

Husband	Lucy	Zoom
Levine	Howard J.	Zoom
Jamieson	John	In Person
Johnston	Robert	In Person
Keiley	Katie	Zoom
Kennedy	Jillian	Zoom
Laidlaw	Lucy	Zoom
Laidlaw	Alan	In Person
Laird	Lyle	In Person
Lang	Bruce	In Person
Lawrie	Susan	In Person
Levine	Howard	Zoom
Logan	Alistair	In Person
Logan	Anne	In Person
Logan	James	In Person
Logan	Jane	In Person
Lyon	George	Zoom
Macarthur	Katrina	Zoom
Macdonald	Elsbeth	Zoom
MacDonald	Martin	Zoom
Mackie	John	Zoom
Maddock	Pat	Zoom
Maddock	Patricia	In Person
Marshall	Alistair	Zoom
McClymont	Ben	Zoom
McClymont	Hugh	In Person
McCreery	Jackie	Zoom
McIntyre	Gary J.	Zoom
McKerrow	Alistair	Zoom
McLaren	James	Zoom
McNeill	Sheila	Zoom
McNeilly	Tom	Zoom
Milne	Janice	In Person
Mitchell	Lesley	Zoom
Montgomerie	Penny	In Person
Muir	James	In Person
Mullen Shanks	Alice	Zoom
Munro	Hugh	In Person
Mustard	James	Zoom
Mustard	Nicki	Zoom
Mustard	J Harry	In Person
Myles	Peter	In Person
Neill	Robert	Zoom
Nelson	Caroline	In Person
Newlands	Robbie	In Person
Newton	Freda	Zoom
Owen	John	In Person
Paterson	Maimie	In Person
Rawson	Fiona	Zoom

Redpath	Ann	Zoom
Redpath	Douglas	Zoom
Redpath	Anne	In Person
Reed	Fiona	In Person
Reid	Iain	Zoom
Reid	Andrew	In Person
Rennie	Andrew	In Person
Rennie	Pat	Zoom
Ritchie	Alix	Zoom
Ritchie	Liz	Zoom
Roan	Aylett	Zoom
Robb	Robert Jackson	In Person
Robertson	Julie	Zoom
Roebuck	Fiona	In Person
Roebuck	Robert	In Person
Seran	Harry	In Person
Shepherd	Christo	Zoom
Sinclair	John	Zoom
Sinclair	Steven	Zoom
Steigh	Pat	Zoom
Sloan	Bryce	In Person
Smith	Jimmy	In Person
Stephen	Kate	In Person
Struthers	Matthew	In Person
Sutherland	Gordon	In Person
Sykes	Alastair	Zoom
Veitch	Hugh	In Person
Walshe	Gail	Zoom
Warnock	James	Zoom
Warnock	James F	In Person
Watt	Gail	Zoom
Webster	David	In Person
Wilkie	Sandy	Zoom
Wilson	John	Zoom
Wood	David	Zoom
Wood	Peter	Zoom

RHASS STAFF & OTHER:

Anderson (Muckle Media)	Kirsty	Zoom
Agnew (Muckle Media)	Nathalie	Zoom
Barclay	Katrina	In Person
Briggs	Amy	In Person
Caulfield	Alistair	In Person
Currie	Mark	In Person
McCafferty	Laura	In Person
Tennant	David	In Person
Wheeler	Annie	In Person
Livingstone	Marie	In Person