



Paper for General Meeting of RHASS Members

Title: **Appointments to Council of Trustees**
Date of Meeting: **9 July 2025**
Owner: **Marie Livingstone, Society Secretary**
Confidential: **Yes, until conclusion of meeting**
Purpose: **Decision**

INTRODUCTION AND PURPOSE

1. The Members in General Meeting are asked to approve the appointments set out in this paper.

BACKGROUND

2. Following Members' approval of the amendments to the Royal Charter and Bye-Laws at the AGM on 30 April 2025, formal approval of the changes to the Royal Charter has been sought from the Privy Council. We have been engaging with the Privy Council throughout this process and no substantive matters have been raised as at the date of writing. However, due to the timing of Privy Council meetings and the requirement for Members to approve the changes prior to formal submission to the Privy Council, it has not been possible to receive Privy Council assent to the changes to the Royal Charter in advance of this General Meeting.
3. The proposed appointments are, therefore, made subject to receiving that formal assent. Should that consent not be received ahead of 16 July, when the new governance structure is proposed to take effect, RHASS would continue to operate under the current governance structure with the Ordinary and Extraordinary Directors, Honorary Secretary, Honorary Treasurer, President and Vice Presidents for the term 2025/26 forming the RHASS Board of Directors until Privy Council assent is received, at which point the new structure would take effect.
4. Under the amendments to the Royal Charter and Bye-Laws approved by RHASS Members at the Annual General Meeting (AGM) on 30 April 2025, Members at the AGM¹ are responsible for appointing up to five RHASS Royal Highland Show Directors and no fewer than three

¹ For this year of transition between the old and new governance structures, appointments will be made by Members in General Meeting, rather than the AGM, due to the requirement for the Nominations Committee to conduct an appropriate selection process following the changes agreed at the AGM on 30 April 2025.

independent Trustees to the Council of Trustees, on the recommendation of the Nominations Committee.

5. In addition, there are six *ex officio* roles on the Council, listed below along with the post-holders:
 - i. Chair of Council – James Logan – for an initial term of 2 years
 - ii. Honorary Secretary – Susan Lawrie – for a single term of 2 years
 - iii. Honorary Treasurer – Dennis Bridgeford – for a single term of 2 years
 - iv. Chair of RHASS RHS Board – James Logan (dual role for one year)
 - v. Chair of Highland Centre Ltd. – Martin MacDonald, subject to formal appointment by Council on 16 July 2025 – for a term of 4 years
 - vi. Chair of Audit and Risk Committee – Colin Crosby for 2 years of his remaining final 3-year term in that role
6. Following the AGM, the Nominations Committee met three times to:
 - a. Agree the role description, skills matrix and application process for RHASS RHS Directors who wished to stand as trustees and/or Highland Centre Ltd. directors.
 - b. Review applications and appoint an interview panel, which interviewed all shortlisted applicants for the role of trustee; and,
 - c. Agree the recommendations to Members.

PROPOSALS

7. Following the above processes, **the Nominations Committee hereby proposes the following as members of the RHASS Council of Trustees:**
 - a. RHASS Royal Highland Show Directors:
 - i. Ian Beck – for a first term of 4 years
 - ii. Donald Harvey – for a first term of 4 years
 - iii. Louise Elder – for a first term of 2 years, reflecting that she has served 2 years on Executive Committee immediately prior to appointment to the Council
 - iv. Andrew Hornall – for a first term of 4 years
 - v. Karen Shaw – for a first term of 4 years
 - b. Independent Trustee *
 - i. Sandy Hay – for a single term of 4 years, reflecting that he has served a full term on Executive Committee immediately prior to appointment to the Council.
8. The nominated individuals have demonstrated strong alignment with the Council's needs, offering relevant expertise, governance experience, and a clear commitment to RHASS's strategic goals.

INFORMATION

9. * To ensure a strong pool of candidates, the timeline for the recruitment of two additional Independent Trustees has been extended, recognising summer leave periods. Members will be notified once this recruitment is live. These appointments will be made by Council under the provisions in the Bye-Laws.
10. The Nominations Committee has also overseen the recruitment of four RHASS Royal Highland Show Directors to sit on the Board of RHASS's wholly-owned trading subsidiary, Highland Centre Ltd. The Council of Trustees will be asked to make these appointments at its first meeting on 16 July 2025. The recruitment of up to three Independent HCL Directors² will commence after 16 July.
11. In the future, Council will appoint its own Chair. For this transition year, to avoid a hiatus, the RHASS Board has agreed that James Logan will hold the role of Chair of Council (for a two-year term) and Chair of the RHASS Royal Highland Show Board (for the remaining one year of his term in this role).
12. An election process for the Chair Designate of the RHASS Royal Highland Show Board has taken place and, subject to formal appointment by Council on 16 July, that individual will be invited to attend meetings of Council as part of their designate year and succession planning.

RECOMMENDATION(S)

13. Members are asked to agree to take these appointments together.
14. Members are asked to appoint the following individuals to the role of RHASS Trustee for the terms noted:
 - a. Ian Beck – for a first term of 4 years
 - b. Donald Harvey – for a first term of 4 years
 - c. Louise Elder – for a first term of 2 years
 - d. Andrew Hornall – for a first term of 4 years
 - e. Karen Shaw – for a first term of 4 years
 - f. Sandy Hay – for a single term of 4 years

² There is already one independent director on the board of HCL.