



This document and its contents are CONFIDENTIAL to the Directors of the Society and may only be passed to a third party with the consent of the Chair, Chief Executive or Society Secretary. RHASS registered charity no. SC004561.

Draft approved by Chair - Extract of a Minute of the **Extraordinary General Meeting**
held in the Pavillion **Ingliston**
at **16:00, Wednesday 9 July 2025**

** Attendee listing is at the end of the minutes*

EGM 01/04/25

Chair's Introduction

1. The Chair, **James Logan (JL)**, welcomed all Members and attendees to the General Meeting, expressing appreciation for their attendance both online and in person.
2. He noted that this meeting followed on from the AGM held on 30 April 2025, where significant items including governance and structural changes, as well as financial matters, were discussed. He reminded the Members that the AGM had taken place in advance of the Auditor's Report.
3. The Chair remarked positively on the Royal Highland Show and expressed hope that all attendees had recovered from the demanding yet successful event.
4. **Susan Lawrie (SL)**, RHASS Honorary Secretary, addressed the meeting and formally proposed that James Logan, in his role as RHASS Chairman, chair this General Meeting. She noted that under the revised Royal Charter—approved at the AGM—this would be the arrangement for future General Meetings, even though the current Charter remained technically silent on the matter.
5. SL moved to a vote and the motion to have James Logan chair the meeting was **passed unanimously**.
6. The Chair expressed his thanks to all Members for attending and reiterated the importance of this year as a transition year for RHASS, particularly in relation to governance.
7. He explained that during this transitional period, appointments would be brought to General Meetings rather than the AGM, allowing for appropriate selection processes to be undertaken by the newly formed Nominations Committee, as agreed at the April AGM.
8. He confirmed that in future years, such matters would revert to being handled at the AGM.
9. Before proceeding with the formal business of the meeting, **Marie Livingstone**, Society Secretary, outlined voting procedures.
10. The Chair confirmed that the meeting was **quorate** and formally called the meeting to order.

11. Members were advised that questions relating to each agenda item would be welcomed during the discussion of that item, through a virtual or physical raising of hands. Broader questions or those not directly related to the agenda would be taken at the end of the meeting under **Members' Questions**.

EGM 02/04/25

Appointment of the Council Trustees

12. The Chair, **James Logan (JL)**, introduced the next item on the agenda relating to appointments to the Council of Trustees.
13. He reminded the Members that, following the approval of amendments to the Royal Charter and Bye-Laws at the AGM on 30 April 2025, the Society was now in the process of implementing the new governance structure. Formal assent from the Privy Council had been sought, and while no substantive issues had been raised, formal approval was not expected until after the date of this meeting due to procedural timing.
14. In line with the provisions approved at the AGM, appointments to the Council of Trustees were to be made by Members in General Meeting during this transitional year, prior to the full effect of the new structure.
15. He referred Members to the paper circulated in advance of the meeting, which set out:
- a. The proposed appointments and the terms for each;
 - b. The contingency plan in the event that Privy Council assent was not received by 16 July 2025, in which case RHASS would continue to operate under the current governance structure until such assent was obtained;
 - c. The process conducted by the Interim Nominations Committee ahead of these nominations.
16. The Chair motioned the voted for Members to take the appointments as one vote which was collectively approved.
17. JL proposed the motion for the following to be appointed as Trustees of RHASS for the terms indicated:
- a. Honorary Secretary, Susan Lawrie (SL) seconded the proposal:
 - b. Ian Beck – for a first term of 4 years
 - c. Donald Harvey – for a first term of 4 years
 - d. Louise Elder – for a first term of 2 years (recognising her prior 2 years on Executive Committee)
 - e. Andrew Hornall – for a first term of 4 years
 - f. Karen Shaw – for a first term of 4 years
 - g. Sandy Hay – for a single term of 4 years (recognising his prior full term on Executive Committee)"
18. The motion was **passed unanimously**.

19. The Chair noted that two additional Independent Trustees would be recruited later in the year and that the recruitment timeline had been extended to ensure a robust candidate pool and accommodate summer leave period.
20. It was noted that the appointments would be made by the Council of Trustees under the Bye-Laws, and Members would be informed once the process went live.

EGM 03/04/25 Report of the Trustees and Audited Accounts for the year ended 30 November 2024

23. The Chair reminded Members that the Annual Report and Accounts for the financial year ended 30 November 2024 were previously presented and discussed at the AGM on 30 April 2025.
24. He confirmed that, following the approval of governance changes at that AGM, the Auditor's Report had now been completed.
25. Members were referred to the final audited version of the Annual Report and Accounts, which had been circulated in advance of the meeting and were formally presented for noting.
26. The Chair advised that the Report and Accounts remained unchanged from those previously reviewed by Members at the AGM, and that there were no matters requiring further comment or clarification.
27. **The Report of the Trustees and Audited Accounts for the year ended 30 November 2024 were noted by the Members.**

EGM 04/04/25 Members Questions

28. Clarification was requested regarding progress against the RHS 25 budget.
29. The Finance Director, Nicky Wood, said that the assessment of FY2025 was currently in progress and would be reported to the Directors and Members in due course, noting that the preliminary results appeared promising.
30. The Chair remarked on the Show and encouraged everyone to take pride in delivering an exceptional Show.
31. **Sarah Lean (SL)** inquired about the availability of the AGM minutes from 30 April, and it was confirmed that these would be distributed soon.
32. **Rebecca King (RK)** inquired about strategies for increasing future revenues from RHS. JL explained that several opportunities and income streams were being explored, with a broader assessment of HCL and on-site events to capitalise on the prime location of nearly 300 acres at the edge of Edinburgh. The Senior Leadership team, headed by the new CEO, Alex Paterson, would continue to work on opportunities.
33. The Chair expressed his gratitude to the Members present for their attendance at this brief meeting, which signified the commencement of pivotal changes aimed at ensuring the Society remained viable and sustainable for the next 200 years.

ATTENDEE LIST

Surname	First Name	Attended via Zoom
Adam	Kay	
Arnot	Bill	Yes
Baxter	Ruthanne	Yes
Brewster	Blyth	
Bridgeford	Dennis	
Carruthers	Lewis	Yes
Crosby	Colin	
Currie	Mark	
Currie	Mark	Yes
Dixon	Alastair	
Downie	Will	
Eccles	Alex	Yes
Elder	Louise	
Fitzpatrick	Julie	Yes
Fletcher	Ken	Yes
Geyer	June	Yes
Gray	Bill	
Gray	Gordon	Yes
Harvey	Donald	Yes
Hay	Sandy	
Higgins	Louise	Yes
Hodgson	Guy	Yes
Hornall	Andrew	Yes
Kendall	John	Yes
Kerr	Alex	
Kiddie	Margaret	
King	Rebecca	Yes
Lawrie	Susan	
Livingstone	Marie	
Logan	James	

Lyle	David	Yes
Lyon	George	Yes
MacDonald	Martin	
Mackie	Sarah	Yes
Moir	Andrew	Yes
Montgomerie	Isabell	Yes
Newlands	Robbie	Yes
Newton	Freda	Yes
Parsons	Sam	Yes
Paterson	Alex	
Peplinski	Hazel	Yes
Rawson	Fiona	Yes
Rennie	Andrew	
Roebuck	Robert	Yes
Scott	Anne	Yes
Shaw	Karen	Yes
Struthers	Matthew	Yes
Sutherland	Gordon	
Tennant	David	Yes
Thomson	Alan	Yes
Towler	Mhairi	Yes
Uphill	Steve	Yes
Warnock	Jim	
Watson	Georgia	
Wheeler	Annie	
Wilkie	Sandy	Yes
Wood	Nicky	