



ESK VALLEY TRUST 21st ANNUAL GENERAL MEETING

Attendance by Zoom

Friday 27 May 2022, 7.00 pm

AGENDA

1. Apologies

2. Minutes of the 20th Annual General Meeting

To be approved and any matters arising discussed.

3. Report and Accounts

3.1 Chairman's Report

3.2 Accounts

To receive and consider the accounts for the year ended 31st December 2021 and the reports of the Charity Trustees.

4. Independent Scrutiny of Accounts

4.1 To authorise the Trustees to appoint a suitably qualified auditor to scrutinise the annual accounts at an appropriate fee.

5. Riverfly on the Esk: A short presentation by Rebecca Lewis

6. Appointment of Trustees

6.1 Re-appointment of Trustees.

The Constitution of The Esk Valley Trust SCIO requires that at each AGM, all of the charity trustees shall retire from office – but shall then be eligible for re-election. Any existing Trustee who does not indicate an unwillingness to be re-appointed before the conclusion of the AGM shall be re-appointed as a charity trustee unless an election process is held in which they are not successfully re-elected or if a resolution to the AGM for their re-election is not carried.

6.2 Appointment of new Trustees

Mr Nigel Evans was appointed as a Trustee in April 2022. The Board would welcome further nominations of Trustees and especially to achieve a more equal gender balance on the Board.

7. Members' proposed resolutions

Any resolutions from members are required by noon 14 days prior to the date of the AGM.

8. Any other business

To deal with any other matters raised at the meeting.

MINUTES
ESK VALLEY TRUST 20TH ANNUAL GENERAL MEETING

Held via Zoom

Friday 28th May 2021, 7.30 pm

(Agenda, Draft Minutes of 2020 AGM, Assessed Accounts for 2020 and suggested changes to the Constitution had been available on the web site from 13 May 2021)

Apologies

Apologies were received from: Kate Duthie and Susan Goldwyre

1. Minutes of the 19th Annual General Meeting

The minutes were approved unanimously. All four action points in the Minutes had been followed up:

- Although Midlothian Planning had not responded to a request for information about access to Dryden Farm and the Hewan Wood via new housing developments in Roslin, scrutiny of the planning documents gives reassurance that this access will continue.
- The chairman had written to the Earl of Dalkeith about impasse in discussions with Dalkeith Country Park staff about the definition of an approved path through the Country Park as part of the North Esk Way. The response was not helpful. Trustees will not take further action on this until Midlothian Council concludes its revision of its Core Path plan. In the meantime there are routes through the Country Park that can be used.
- The chairman had contacted Chris Matson who has mooted the idea of establishing an Ironmills Development Trust. Plans for that Trust have not advanced in the last year.
- Midlothian Council were alerted to the report of razor wire across a path near to the Melville High Drive.

There were no other matters arising.

2. Chairman's Report

Restrictions associated with Coronavirus control measures had inhibited progress with development of the North Esk Way and also made it impossible to organise face-to-face meetings for talks or for organised walks. It had been possible to continue with the enhanced management of the Hewan Wood and all actions under the WIAT grant for the year (replacement of post and rail fencing and selective thinning of trees in all compartments of the wood) had been completed. Members of the Midlothian Paths Team as well as members of the Trust had helped and that input was greatly appreciated.

The first stage of refreshment of the web site has now been completed. While this does not change the appearance of the site it facilitates its management.

Limited progress has been made in accumulating 'Stories of the Esk'.

The number of members has been relatively constant over the last few years (at around 85) although members who do not subscribe for two years are taken off the membership list. This means that there is a steady influx of new members to replace those 'leaving'. The Trustees continue to seek ways to enhance membership.

3. Accounts

The 2020 Accounts had been independently assessed and made available via the website for two weeks before the meeting. Financial activity during the year was reduced as a consequence of the Coronavirus restrictions limiting Trust activity. Unrestricted funds stand slightly in excess of £4000 which is comfortably above the lower threshold of £3000 that the Trustees seek to maintain.

The Accounts were accepted without question.

4. Independent Scrutiny of Accounts.

Andrew Turton CA had assessed the 2020 accounts *pro bono* and the Chairman thanked him for doing an excellent job on this generous basis.

Andrew is willing to continue as Independent Assessor for the accounts and the AGM authorised the Trustees to appoint him.

5. Appointment of Trustees.

Under the terms of the Constitution of the Esk Valley Trust SCIO the Trustees all retired from office at the AGM and were all re-appointed.

The Board would welcome nominations for new Trustees.

6. To agree a change in wording in the Constitution to clarify the legitimacy of conducting meetings virtually.

A change to paragraph 25, and consequent changes to paragraphs 39 and 85, of the Constitution to make it absolutely clear that meetings can be held in person, virtually or as a hybrid of the two was agreed unanimously.

The new wording is:

Paragraph 25: Members' Meetings may be held in person, virtually or as a hybrid of the two where Virtual and Hybrid meetings are defined as: **Virtual meeting:** a meeting of members of the charity or a meeting of the charity trustees [*Board etc*] where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending **virtually**. **Hybrid meeting:** a meeting of members of the charity or a meeting of the charity trustees [*Board etc*] at which some participants are attending the meeting in person and others are attending virtually.

Paragraph 39: "The quorum for a members' meeting is eight members, present in person **or virtually as described in paragraph 25**" and Paragraph 85: "No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three charity trustees, present in person **or virtually as described in paragraph 25**".

Paragraphs subsequent to this new wording will be re-numbered appropriately.

7. Members' proposed resolutions

No resolutions had been proposed ahead of the meeting.

8. Any Other Business

The Chairman was thanked for his work through the year.

The meeting closed at 7.50 pm.

Following the AGM Richard Barron, Chief Operating Officer of Scotways, gave an excellent talk on "Outdoor Access – firsts for South-East Scotland". Nineteen Zoom links (several being two people) were present for the talk and for the AGM.

Associated Documents

All of the following documents can be accessed via the Esk Valley Trust website (<http://www.eskvalleytrust.org/>):

- Agenda for the 21st (2022) Annual General Meeting of the Esk Valley Trust
- Minutes of the 20th (2021) Annual General Meeting of the Esk Valley Trust
- The Esk Valley Trust SCIO Annual Report and Financial Statements for the Year ended December 31st 2021