

The SOC Scotland's Bird Club



COUNCIL MEETING 6th March 2016 Minutes

*SOC Scottish Charity Number: SC 009859
A Scottish Charitable Incorporated Organisation*

Session 80/01 of Council was held at 10.30 hrs on the 6th March at the RSPB Loch Leven reserve, Kinross.

Present: President Ian Thomson (Chair), James Main (Vice President), Alan Fox (Hon Treasurer), David Heeley (Hon Secretary), David Bain, Roger Gooch, Alan Knox, Richard Leslie, Bob McGowan, Melvin Morrison, Ray Murray, and Paul Taylor.

In attendance: Wendy Hicks (SOC HQ) and Jane Cleaver (SOC HQ)

Action

- 1 **Apologies for absence** Apologies were received from Alison Creamer, Lesley Creamer, Iain Gibson, Frank Hamilton and David Rackham.
- 2 **Absent** John Campbell, Angus McBay and Geoff Sheppard were absent.
- 3 **Minutes of the Council Meeting held on 29th November 2015** The minutes for meeting held on the 29th November 2015 were approved.
- 4 **Matters arising** Items on the Action List that had been completed or transferred to the Agenda were noted.

29th November 2015

§5 from 30th November 2014. Copyright of material being digitised from *Scottish Bird News*. The Chair, Ian Thomson (IT) informed Council that the relevant paperwork had been completed and signed off electronically.

§7 Annual Conference expenditure. The Hon. Treasurer, Alan Fox (AF) noted that an analysis of the accounts had revealed that although the expenditure on the 2015 Conference appeared to be much higher than expected, the comparison with 2014 costs had been misleading. This was due to the fact that the costs in 2014 had been artificially low as a significant proportion had been paid in advance and therefore overall costs were not reflected in the figure shown in the accounts for that financial year. The cost of the 2015 Conference was well within the expected range.

§7 Donation of £5k to support volunteer gardeners. Council noted that the

Waterston House gardening team had prepared a set of proposals for the use of the donation. The Management Committee had viewed the proposals favourably at its meeting on 10th February 2016 and approved the expenditure.

§8 Template for Branches for annual financial reporting. The Hon. Treasurer (AF) informed Council that the template was nearly completed and stated that it would be available for use for the end of year reports.

§9(iii) Rutland Bird Fair. The Development Officer, Jane Cleaver (JC) noted that she had contacted the organisers of the Rutland Bird Fair who had stated that they would hope to welcome the SOC back in the future. A possibility was raised that a representative from SOC might give a talk at the Fair, although this would require an application to be made. The Chair (IT) noted that he would be attending the Fair in any case as part of his role at the RSPB and that he would be willing to deliver the talk. Council supported this idea, and considered that the talk was likely to have a more beneficial impact if delivered by the Club President than by another speaker. It was agreed that IT and JC would discuss the best way to carry forward this proposal and contact the Bird Fair organisers.

JC / IT

§11 Proposal for nomination for National Honours. The Chair informed Council that he had closely considered the relative merits of the four nominees that had been short-listed at the meeting of Council on 29th November 2015. Having to select just one had proved an invidious task, but a number of possible selection criteria had suggested themselves, such as the balance between local and national impact, the extent to which the contributions were made in a professional or volunteer capacity and the public prominence of the nominee. If these criteria were applied the Chair noted that the short-list could be reduced to two nominees, but that it was not possible to create a convincing case for promoting one of the two candidates at the expense of the other. Council agreed that such an approach was justifiable in the present circumstance, but at the same time felt that these criteria should not be viewed as rules of selection in future years. It was agreed that one of the candidates should be advanced as a nomination for 2016 and that the other should be presented for consideration in 2017. The Chair (IT) agreed to take this forward and prepare the documentation required. (Secretary's note: A confidential minute of the short-list from 29th November 2015 has been filed at Waterston House).

IT

§16 RSPB representative on Council. This matter had been deferred from the November 2015 meeting. Council noted that at the 2016 AGM, two elected members would step down having completed their terms of office (Alison Creamer and Bob McGowan). Council considered the proposal that the RSPB representative on Council could potentially be one of the elected members, who coincidentally happened to be a member of RSPB staff and a member of the Club. IT noted that he had identified someone who fitted this description whom he felt would be an excellent candidate. However, Council recognised at the same time that such an arrangement was not without difficulties and that using the elected Member approach could present a potential conflict of interest when what was really required was an outside and impartial perspective on Council business. Council also noted that the concept of an RSPB representative on Council was essentially arbitrary and that equally compelling cases could be made for representatives from other organisations such as BTO or perhaps SWT. The matter remained unresolved, and it was agreed to continue discussion within the broader framework of a strategic review of the operation and remit of Council under § 13 of these Minutes.

§19. Job Description for Honorary Librarian. Alan Knox (AK) noted that he had completed an initial draft of the Job Description and that the final version was to be agreed by circulation with the Chair (IT). Council supported the proposal of the President, that taking this further be placed on hold pending the outcome of any discussions on committees and membership in the ongoing strategic review.

§20(iii) Wildlife Penalties Review Group. The Chair noted that a letter had been sent to the Minister on behalf of the Club, welcoming the review and urging timely implementation of the recommendations in full. The Chair (IT) was pleased to report that the Minister, Dr Aileen McLeod, had announced publicly her intention to move to implement the recommendations in full in those areas that are not reserved matters for the UK Parliament, but that a timescale for completion had not yet been announced.

5 Finance

(i) The Hon. Treasurer, Alan Fox (AF) presented a summary of the accounts from 1st April 2015 up to 2nd March 2016, with a comparison for the equivalent period in the preceding financial year. He highlighted a number of key points concluding that the current overall position indicated an operating surplus of some £5k, which compared with £30k in 2014-2015. He emphasised that the sum of £5k would realistically translate into a deficit of £20k for the year as a whole when the spending pattern of previous years was taken into account. This was despite the fact that various items of income were showing a welcome increase on the previous year such as dividends, membership income from subscriptions and art sales commission.

The factor with the most noticeable impact on the accounts was the loss of legacy income in the present year. He emphasised that membership subscriptions accounted for about 40% of all income. Considering expenses, AF provided a number of highlights, emphasising that the costs of building maintenance at Waterston House were becoming more prominent and would be in the region of £9k annually when the new maintenance schedule was implemented. He also pointed to the fact that the cost of production of the printed version of *Scottish Birds* amounted to about one third of the income received from membership subscriptions. Steps had been taken to try to reduce some of the routine expenses such as bank charges at RBS, but AF noted that the bank were unwilling to waive the charges for charities with incomes above a certain level. He had not met with success when he approached them about a charity waiver.

Concluding his summary, AF emphasised that, with the current pattern of expenditure, the Club would be overspending by £30k - £40k annually if there were no legacy income. He informed Council that he had met with the independent financial advisor regarding the production of the first set of Club accounts as a SCIO, and that he had been considering the nature of the “restricted funds” that the Club held, such as the BS3 fund (which would be reconsidered in 2017). When considering the assets that the Club held, there were number of extremely positive features. If pressed, the Club might be able to spend its investments depending on the nature of the legacies that formed the source of the funds; there was a significant capital endowment in shares and in Waterston House which when rationalised might yield some £250k and the Club held cash reserves of £160k which amounted to six months spend. The Club could therefore be considered in a sound financial state.

Council welcomed the analysis and noted that the concept of an overspend was perhaps misleading. It noted that the Club was indeed expected to spend the money that it receives as a charity, and that indeed it was a requirement that it

did not accumulate large reserves. Nonetheless, it was agreed that as part of the strategic review, the Club should put in place a number of measures that would enable it to move to a managed position which reduced the dependence on legacy income, a source of funds that was volatile and perhaps unlikely to be forthcoming in future.

(ii) AF provided Council with a verbal summary of the current position regarding the implementation of pension provision for Club employees which would shortly become a legal requirement. He informed Council that three possible pension providers had been identified following consultation and that staff would be consulted regarding their preference. A firm decision had to be made by August 2016 with a key implementation date in February 2017. Management Committee would be making a recommendation to Council regarding the selection of a pension provider following the consultation with staff, and he noted that all was on track to meet the August deadline. He concluded that the overall financial impact would be some 3% increase in salary costs to reflect the employers contribution to the fund.

The Chair thanked AF for his clear analysis of the financial position and his continuing prudence in the management of the accounts.

**6 Branch
Financial
Balances and
Annual
Accounts**

AF informed Council that a letter would be sent to Branches within the next few weeks outlining what was required by the Club for the production of the Annual Report. Branch funds would appear in the Accounts as Unrestricted Funds.

AF

**7 Branch and
Membership
Development**

(i) The Development Officer, Jane Cleaver (JC) presented her report, commencing with a review of the current membership position, noting that the data were now aligned with the quarterly financial reporting period. Overall the total number of members had risen by some 73 individuals (a 2.2% increase). JC drew attention to the fact that of the 78 new members, one half had joined online, emphasising the critical importance of the Club maintaining an attractive and effective website. The bulk of the other new members had joined on site at Waterston House with telephone and postal applications only accounting for very small numbers. Analysis of membership cancellation was problematic as the vast majority of those cancelling did not offer any reason for doing so and were therefore considered to be lapsed. JC pointed out that the data protection legislation prevented the Club contacting members who had cancelled their subscription in order to get a more refined analysis. However, lapsed subscribers could legally be contacted up to 12 months after their subscription ended.

(ii) Moving on to consider some of the general development projects that were underway or under consideration, it was agreed that a printed insert in *British Birds* promoting the Club was a worthwhile idea and that it would benefit from a supporting statement from a high-profile birder. It was agreed that WH would contact Killian Mullarney, a speaker at the 2014 conference, to solicit a contribution.

WH

(iii) Council noted the *A Focus on Nature* (AFON) concept of a mentoring scheme, considering that this was an excellent idea that would be of benefit to the Club. It noted that AFON had a well developed presence on social media and that involvement with the project would be a good branding exercise for SOC. It was agreed that JC would contact AFON with the prospect that they might contribute to the Annual Conference to promote the idea.

JC

(iv) JC concluded her report with a brief review of the situation with the Orkney branch. She indicated that the situation in Orkney was now extremely

encouraging with the involvement of a member of the local Field Club who was both knowledgeable and well-connected volunteering to take on the role as Branch Secretary. Council members who had given talks there recently noted that attendance had been good and that the Branch seemed to be moving in a positive direction.

The Chair thanked JC for her report and her work as Development Officer, noting that the written report was an important document that helped Council understand its current position and plan future strategy.

- 8 Conferences: update** The Office Manager, Wendy Hicks (WH) reviewed the current situation regarding the Annual and Spring Conferences . She noted that the Atholl Palace in Pitlochry had signed the contracts for the 2016 conference to be held in September, and the 2017 conference which would be in the second last week of October. The President (IT) was preparing the conference programme around the broad theme of “Scotland’s Seas”, the emphasis being marine and seabird conservation. WH noted that the IOMYB (Isle of May Young Birders) would be offered a stand to present their work and experiences rather than a talk in as in previous years, and it was felt that this would provide a good opportunity for Club members to meet the participants and discuss their projects in a way that a formal talk did not. It was also felt that this would prevent the possibility of the talks becoming repetitive.

The Spring Conference 2016 in Peebles had become booked out with 220 attendees and the meeting room at capacity. Council welcomed this. WH noted that the original plan to hold the 2017 Spring Conference at the University of St Andrews had fallen through largely due to the higher costs involved in using this venue. Other alternatives in the south of Fife were being considered in partnership with BTO.

WH

- 9 Endowment Fund Applications: Research and Surveys Committee** The Office Manager (WH) on behalf of the Research and Surveys (R and S) Committee tabled a paper for Council with a summary of the applications received and the funding decisions made. Council had capped the sum available at £3400 and funding had been allocated to this limit. This inevitably meant that a number of applications could not be supported. The Chair of the R and S committee felt that the sum of £3400 was not “really adequate given the quantity and quality of applications” and noted further that there had been an under-spend in funds in 2011-2012, 2012–2013 and 2013–2014. In the light of the previous under-spend, Council was requested to consider increasing the cap to enable more of the applications to be funded.

Council noted that supporting ornithological research was one of the Club’s core activities and that all of the project applications were of interest and relevance. It agreed to increase funding to a maximum of £4k noting that it was up to the R and S Committee to decide how to prioritise the applications, and how the funds were allocated and distributed. It was agreed that WH would notify the Chair of the Committee of this decision.

WH

- 10 NBN *Atlas of a Living Scotland*** The Chair (IT) gave a short summary of the National Biodiversity Network *Atlas of a Living Scotland* project to bring together a web of environmental data covering the full range of flora and fauna. It aims to promote education about the natural world and biodiversity and to provide a reliable and trustworthy data portal. He noted that the RSPB is involved directly in the project, but that the SOC input at the moment is fragmentary. It was noted that SOC has a central role in gathering and collating volunteer data and that as a consequence there was a vast data set available but not in a centralised form.

Council agreed that this was the sort of project that the Club should be

involved in, but that at the present moment there was insufficient information and detail to enable a decision to be made about the most appropriate way to proceed. It noted that Local Bird Recorders might play a useful role in the project and that this sort of issue could be helpfully considered by some form of future Birding Committee. Confidentiality of some records was something which had to be handled in an appropriate fashion and it was unclear at present what sort of constraints should be put in place regarding commercial exploitation of the data.

It was agreed that the Club should support the project in principle, and that the Chair (IT) would gather more information from his contacts in the RSPB and elsewhere and provide a note to Council so that it could decide the best way of proceeding.

IT

11 AOCB

(i). The Branch Representative for Dumfries, Lesley Creamer, had provided Council with outline details of the *Easyfunding* fund raising system for charities. This provides a donation to a nominated charity (such as the SOC) on the basis of an individual's expenditure at one of a list of retail outlets. It was agreed to defer discussion of this to a broader consideration of fund raising and financial management as part of the later item on Strategic Planning.

(ii). The Office Manager (WH) on behalf of the Research and Surveys Committee informed Council that an application had been received for research funding to continue support of a satellite tracking system. The item had come to Council at this point as the Research and Surveys Committee budget had been spent (see §9 above). It was agreed that this was not a matter that Council could or should consider and referred the matter back to the R and S Committee as the appropriate body to set funding priorities for such projects on behalf of the Club.

12 Strategic Review and Operational Planning

The Chair (IT) noted that the routine business of Council had been concluded and indicated that the remainder of the meeting would be devoted to a broad ranging discussion on strategic matters, and in particular the development of a Strategic Review of the Club that would lead to effective Operational Planning.

A paper had been circulated to Council members (The SOC – A Way Forward) which provided a number of key headings for consideration that indicated the rationale for an Operating Framework, and highlighted key “areas of focus” that a review should consider such as Governance, Finance, Staffing, Waterston House, Membership and Branches. He noted that the paper was a distillation of a very much longer document that he had been developing and which was based on a number of sources of information such as Annual Reports, Committee Minutes, communications from Council members and so forth. Now that the cycle of Staff Reviews had been completed he noted further that there were some issues that had an element of urgency and that really needed to be addressed now rather than waiting for the completion of a full Strategic Review. The key aims of the Review would be managing risk, future budgeting in the light of a current reliance on sporadic and unpredictable legacies and the need to work towards creating a more modern structure for the Club which at the present time tended to reflect the approaches which were put in place some 30 years previously.

Council discussed in broad outline a number of the issues that were raised by the synopsis, including the role of volunteers, staffing generally, recruitment, the role of Branches and the need to reassess the Committee structures. It was agreed that it would be of value to revisit the report of the Membership Survey from February 2011 to see if there were any further issues that the membership

should be consulted on.

IT emphasised that Strategic Development was a matter for the whole Club and not simply for Council. He was keen that Branches become involved in considering the issues and wished to set a deadline for completion of the Review that was in time for the 2017 Annual General Meeting.

Council discussions broadened to consider some of the more high level issues that would need to be taken into account. The Club was seen as serving an important social function for many members that should not be ignored, however it was recognised that less than about one in six of the membership had any active participation in Branch activities such as indoor meetings our outings. It was equally clear that the majority had no interest or involvement in the management of the Club, despite the obvious importance that it had.

Council felt that the Objects of the Club as expressed in the Constitution were perhaps somewhat dated and to an extent no longer completely reflected what the SOC did or what it might wish to do in the future. Council concurred with a view expressed that any review of the Club and its activities and operations should start with the Club's high-level aims and objectives. Everything should be viewed in the light of how the Club moved towards achieving these. However, it was important during the Review that aspirational issues and Club Objectives should be clearly separated from issues of Club management

Drawing the discussion to a close, it was agreed that Branches should report back to Council at the next meeting regarding the types of activities that they are involved in such as bird surveys, fund raising, outings and meetings.

**Branch
Represent-
atives**

The Chair concluded that he wished Council to devote the afternoon sessions of the next 4 – 6 meetings to continuing its discussion of strategic matters and the development of Operational Plans. It was agreed that IT would revise the Strategy paper by introducing an increased level of detail and that continued discussion would be promoted via e-mail

IT

13 Proposal for appointment of a Finance Officer and the formation of a Finance Committee

Council received a recommendation from the Management Committee resulting from discussions at its meeting on 10th February that (i) the Club should appoint a Finance Officer and (ii) that Council should form a Finance Committee. Both of these recommendations arose from the forthcoming vacancy for an Honorary Treasurer when Alan Fox (AF) steps down from the role at the 2016 AGM.

Speaking to the proposals, AF offered an outline of the tasks that he had been performing including the preparation of summaries and accounts. He noted that the preparation of financial summaries (for example) was largely routine if time consuming and that in other comparable organisations these sorts of tasks were undertaken by a Finance Officer with the Treasurer having oversight of the process and presenting the reports to the relevant bodies.

AF then noted that there were a number of policy matters that had been largely left to him as Honorary Treasurer to act upon on his own and expressed concern that these were of some importance covering banking and investment decisions, for example, over which Council should have more effective oversight and in which the Treasurer should be supported. Management Committee recommended that Council consider forming a Finance Committee that would be responsible for financial policy and that would provide some oversight of the activities of the Treasurer.

Council agreed that both of the proposals if implemented would make the role of Treasurer more attractive to those who might be contemplating volunteering

as well as putting in place a more supportive and effective way of managing the Clubs financial affairs. It was agreed that the Club should appoint a Finance Officer. It was agreed further that AF would draw up a draft remit and terms of reference for a putative Finance Committee that could be considered at its next meeting

AF

Next Meeting 12th June 2016: 10.30 at RSPB Loch Leven

Signed:



Date: 12th June 2016

James Main, Acting President