

# The SOC

## Scotland's Bird Club

### COUNCIL MEETING 82/01

### 11<sup>th</sup> March 2018 Minutes



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

Session 82/01 of Council was held at 10.30 hrs on the 11<sup>th</sup> March 2018 at the RSPB Loch Leven, Kinross.

**Present:** President James Main (Chair), Jeremy Wilson (Vice President), David Heeley (Hon Secretary), Andrew Thorpe (Hon Treasurer), David Bain, Jeremy Brock, Lesley Creamer, Will Cresswell, Roger Gooch, Alan Knox, Richard Leslie, Bob McGowan, Melvin Morrison, David Rackham, Neil Stratton, Paul Taylor and Chris Wernham

**In attendance:** Wendy Hicks (SOC HQ) and Jane Cleaver (SOC HQ)  
 David Jardine (Chair *BOS Fund*) for item 6.

#### Action

- |   |   |   |                     |
|---|---|---|---------------------|
| 1 | <b>Welcome</b>  | The Chair, James Main, welcomed David Jardine in his capacity as Chair of the <i>Birds of Scotland Fund</i> , to speak to item 6 of these Minutes.  |                     |
| 2 | <b>Apologies for absence</b>  | Apologies were received from Frank Hamilton, Helen Aiton, John Campbell and Iain Gibson.  |                     |
| 3 | <b>Absent</b>   | Angus McBay and Geoff Sheppard were absent.   |                     |
| 4 | <b>Minutes of Council Meeting held on 3<sup>rd</sup> December 2017.</b> | The minutes for meeting 81/04 3 <sup>rd</sup> December 2017 were approved subject to minor corrections.   |                     |
| 5 | <b>Matters arising</b>  | <p>§ 5 <i>Bird Recorders Conference</i>. The Chair, James Main, noted that Stuart Rivers was organising the event. Interest so far had been low with Recorders being slow to respond. Chris Wernham and Ben Darvill were continuing to assist in identifying a venue.</p> <p>§ 7 <i>Nature of Scotland Awards</i>. The Vice-President, Jeremy Wilson, noted that trying to obtain some feedback on the assessment of the SOC application was in progress, and that he would be having a meeting in the near future.</p> | <p>CW</p> <p>JW</p> |
| 6 | <b><i>Birds of Scotland Fund</i>. Final Report.</b>                     | The Chair of the <i>Birds of Scotland Fund</i> , David Jardine (DJ) presented a paper to Council forming the Final Report of the <i>BOS</i> fund and covering the way in which the fund had been set up and managed, an analysis of the applications received, the initial and current balances, and a set of possible options for the future of the Fund. He stressed that the document had benefitted from discussion with the Editors of <i>BOS</i> and the fund managers (referred to as                            |                     |

“trustees”). There was a clear consensus on the part of the Editors regarding a preferred option for the future of the monies remaining, which stood at a balance of c£78k.

DJ noted that the *BOS* project commenced in 2002 with publication of the two volume work in 2007. At that time, SOC was in a somewhat precarious financial position and was not in a position to support the project. The Editors had raised £120k in sponsorship to enable publication and there was therefore no financial draw-down from the SOC. It was agreed to set up a fund that would be managed by the Council and Editors jointly, and not solely by SOC. The project had been a publishing success creating a surplus of £132,278. The fund appeared in the Annual Accounts as an asset, although the management of the fund was covered by an initial Agreement. A range of projects had been funded, including the conversion of *Scottish Birds* to a new style full colour publication and Council noted the possible support for the birding guide app. The subsequent digitisation of *BOS* had been funded by SOC, and profits from the sales of the DVD had been retained by the Club and not incorporated into the Fund.

DJ stated that the Editors were clear in that they considered it inadvisable to close the fund. There was virtual unanimity in the recommendation for the Fund’s future. The preference of the Editors and Fund “trustees” was to:

- Continue to operate the fund as currently for a renewed period of ten years, or until the point when the reserves had fallen to £5k. In this latter case the £5k should be transferred into SOC general funds and the *BOS* Fund closed.
- Retain the Purposes of the Fund as currently stated, and retain the flexibility currently enjoyed to fund a range of different types of project
- Introduce a slightly longer term of office for members of the fund management group, with five years considered optimal
- Rotate Editorial membership of the management group
- Underpin the relationship between the *BOS* fund and SOC with a redrafted agreement.

The Editors recommended also that no further sums should be added to the Fund.

Council welcomed the review and the clear recommendations made. In discussion it noted that there was some overlap between the project funding overseen by the Research and Surveys Committee and some of the projects that the *BOS* fund had supported. Nevertheless, there were at the same time significant differences between the two with the *BOS* Fund reflecting a much greater flexibility in its purposes.

Overall Council considered that the original purposes of the Fund were clear and should be retained, that the Fund been effectively and constructively managed, and had provided support for projects that met the Constitutional objectives of SOC. There was unanimous support for the recommendations made concerning the future of the Fund. DJ agreed to clarify for Council the issues surrounding the copyright of material in *BOS*, and agreed to redraft the 10 year Review Document, to produce a revised agreement to cover the next ten years under the terms stated, and to prepare a summary of the *BOS* Fund Review Document for *Scottish Birds* to advertise the Fund.

**DJ**

7 **Strategy Group Recommendations: Governance and Procedures for the Appointment of Post holders**

Council requested that its appreciation regarding the skilful and effective management of the *BOS* Fund be minuted and conveyed to all concerned.

Council received documents arising from the deliberations of the Strategy Group which made a number recommendations for a reform of the governance of SOC. The papers had been circulated in advance of the meeting, inviting comments from members. Four responses had been received all of which offered positive support.

The Strategy Group had sought, amongst other things, to address the issues surrounding the existing procedures by which Club Presidents and Vice-Presidents were appointed. It was widely recognised that these were *ad hoc* at best, lacked transparency and placed an unwelcome burden of the incumbent President to seek a successor. Taking note of the fact that the President, James Main, would be demitting office at the October 2018 AGM the Group recommended that Council take the opportunity to implement a number of changes to Club governance, linked to a change on the remits of the President and Vice-President, and to implement a different procedure for appointing the Presidential successor:-

- That the Club should appoint two Vice-Presidents, one with responsibility for *Management and Infrastructure* (provisional title) and the other with responsibility for *Birding and Science* (provisional title). The first would be expected to chair the Management Committee and have oversight of all of the matters regarding Waterston House and staff, the second would be expected to develop the Club's activities in the areas of birding, research, surveys and bird recording at a national level.
- The remit of the President should change to remove any responsibility for Waterston House, staffing and finance and focus instead on developing the Club's public profile, outreach activity and conferences. The President would also be required to act in an ambassadorial capacity for SOC. The President would be expected to continue as Chair of Council, and to chair the AGM. The Vice-Presidents, could, if required, deputise for the President should that prove necessary.
- The current arrangement whereby the incumbent Vice-President succeeds to the office of President would cease.
- The Strategy Group recommended that Council set up an Appointing Panel of four Trustees drawn with a wide geographical spread. The Panel would be asked to seek nominations from members of Council, from Branches and to accept self-nominations for the posts of President from AGM 2018, and Vice-President (*Management and Infrastructure*) and to make recommendations to Council concerning the appropriate appointees for ratification at the 2018 AGM.

Council considered the details of a document highlighting the proposed revisions to the Committee structures of Council. It welcomed the emphasis placed on the areas of birding and science, and the enhanced prominence given to developing the Club's public presence. The Group intended that these areas might be developed into a structure that was supported by appropriate Committees, reporting to Council. Council noted that there remained areas that required further refinement (such as the links between the Editorial Group of *Scottish Birds* and Birding and Science and outreach activity). It was agreed that the Strategy Group would review the document and bring a revised

**Strategy Group**

version to a future meeting.

Council agreed to adopt the recommendations of the Strategy Group and implement an Appointing Panel for the posts of President and Vice-President (*Management and Infrastructure*). The Chair, James Main, invited those members interested in serving on the Panel to contact the Secretary, David Heeley within seven days.

**Council /  
DH**

**8 Strategy Group  
Recommend-  
ations: Strategy  
Map**

The Strategy Group presented to Council an initial outline “Strategy Map” setting out a renewed Vision for SOC:

*“That Scotland’s people are passionate and knowledgeable about birds, and actively contribute to their conservation”*

and a Mission statement that would encapsulate how this would be met:

*“To nurture a passion for, and skills in, studying birds in Scotland leading to improved national and local knowledge and environmental awareness”*

The Map also highlighted four key areas of activity that supported the Mission, the goals to be achieved in these four main areas, and a number of priorities to be met. Council welcomed the paper which promoted lively discussion. It was agreed that the “club” and social aspect of SOC was extremely important and should not be undervalued, that the concept of “awareness” required more focus (for example with a greater emphasis on engagement) and that the Vision and Mission statements should be developed further expressing engagement as well as awareness of environmental matters. It was agreed that the Strategy Group would continue its work on the Map and report back to Council at its next meeting.

**Strategy  
Group**

**9 Finance**

The Treasurer, Andrew Thorpe (AT), presented Council with an analysis of the Profit & Loss Account and the Balance Sheet to the end of January 2018. He considered that the Club continued to be in a sound financial state and noted in particular that the Profit & Loss Account indicated a surplus of c£48k which compared very favourably with £8k at the equivalent point in the previous financial year. The Club had received legacies of c£20k (cf c£2.5k) and he was pleased to report that he had notice of a further four legacies pending totalling c£60k. There had been a substantial increase in income from the sale of artwork, and he anticipated significant commission (c£15k) in the near future from the recent and very successful exhibition of the works of Darren Woodhead. Council were interested to learn that although its decision to increase subscriptions had resulted in some small loss of members, the overall income from subscriptions had, in fact, increased by c£5k thus fully justifying the uplift on financial grounds.

Certain costs were yet to be reflected in the accounts, such as website design, although the bulk of the cost of the project (c£13k) had been met. Remuneration showed an increase as a result of the regrading exercise and an annual salary increase.

AT noted the good return on the Club investments, and drew attention to the fact that there were quite substantial monies held in bank accounts that were not really attracting a useful return due to low interest rates.

A meeting had been held with Brewin Dolphin that was also attended by the newly appointed Finance Officer (Mairead Lyons) where a report was received detailing the management of the Club’s investment portfolio. AT offered the view that the investments were held in an appropriate risk category (“6” from a possible “8” indicating a medium risk with a solid return). The return on

capital was approximately 7% after fees which was above the industry benchmark, and had generated c£395k in the previous year (c£385k current). AT noted the excellent communication which he enjoyed with Brewin Dolphin and their accessibility and willingness to discuss issues. He recommended that the Club continue with them as investment managers. Council agreed to support his recommendation.

It was noted that the matter of so-called “ethical investment” posed difficulties with collective investments of the type managed by Brewin Dolphin. AT agreed to produce an Investment Policy laying out the Club’s position on the issue of ethical investments, and this would be placed on the SOC website.

AT

In conclusion, AT informed Council that templates had been sent out to Branches so that funds held locally could be incorporated into the financial report to OSCR and that he was seeking rather more detailed information than had been forthcoming in the past about the origin of some of the balances held.

Branches

In discussion it was noted that some of the categories used by the accounting package tended to be obscure, rather hampering the reading of the accounts by Council members. AT offered to create a briefing document for a future meeting clarifying some of the wording used.

AT

**10 Branch and Membership Development**

Council noted the report from the Development Officer, Jane Cleaver (JC). No questions were arising. The Chair, James Main (JM), offered Council’s warmest congratulations to JC over the implementation of the new Club website. He noted that it represented a significant enhancement of the Club’s public profile, with a highly professional and attractive appearance. The website was of increasing importance to the Club with the majority of new memberships coming through this.

JM informed Council that JC had participated in a lengthy discussion at the Strategy Group on the issue of Branch development and management, and that the Group had found this to be particularly informative and useful.

**11 Conference Update.**

The Club Administrator, Wendy Hicks (WH), noted the excellent level of interest in the Spring 2018 Birdwatchers Conference to be held in Dumfries, which was fully booked. The efficient local organisation and the effective management of the event by the BTO were welcomed.

WH informed Council that good progress was being made with the Annual Conference. The Aviemore venue was confirmed and booked. The theme of the conference, as previously agreed, would be *Birds in a Human Landscape*. Council was pleased to note that this overall theme enabled a good spread of topics to be covered and that the majority of speakers had been identified.

**12 AOCB**

Council were sad to learn that David Bain (DB) would be standing down at the next Branch AGM as representative for Highland Branch. The Chair, James Main (JM) expressed thanks to DB on Council’s behalf for his stalwart service over a six year period, noting his active and thoughtful support of Council during a period of significant change.

**13 Papers received**

Council received the following documents:

- Development Officer’s report
- Notification of new staff appointments Waterston House
- SOC Endowment Fund: Research & Surveys grants 2018 - 2019
- Minutes of the Library Committee 19<sup>th</sup> February 2018
- Minutes of the Management Committee 3<sup>rd</sup> November 2017

- Minutes of the Finance Committee 18<sup>th</sup> January 2018

**14 Next Meeting** 17<sup>th</sup> June 2018 : 10.30 at RSPB Loch Leven

Signed:

A handwritten signature in black ink that reads "James Main". The signature is written in a cursive style with a small dot at the end.

Date: 17<sup>th</sup> June 2018

James Main, President