



## **MINUTES OF A.G.M.**

**THURSDAY 30<sup>TH</sup> SEPTEMBER 2021**

### **Present :**

**Members** – Andrew Burton, Ian Laing, Eric Proven, Jan Wemyss, Jeanette McIvor, Lisa Houston, Alistair Rarity, Lynsay McGill, Pat Jones, Peter Woollven, Keith Giblett, Matt Purdie

**Staff** – Gillian Smith, Liz McIntosh, Linda Drysdale, Sue Hope, Lisa Houston, Alison Hobbs

**Apologies** – Jean Muir, Elizabeth Grubb, John Ferguson, Iain Macdonald, Dan Blake, Harun Rashid, Angie Alexander

**Welcome** – Chair, Andrew Burton, welcomed everyone and thanked them for their attendance at South Queensferry Medical Practice where the meeting was being held. This allowed room to space out bearing in mind Covid 19 restrictions. Andrew went on to mention the great level of support which QCCC has received during these difficult times and the many wonderful and grateful comments which have been given. Due to the changes to the service which have been experienced through this period, new ways of working have been employed and will continue to be used going into the future.

**Directors' Report** – Andrew went on to give the Directors' Report. In the past year Board and Senior Management have reviewed the beginnings of QCCC, its history and purpose and from that, proposals were made for change in both its charitable objective and its Articles of Association. Changes are needed to progress the charity to better serve our communities and their needs.

A strong set of values have been drawn up to reflect our work, reputation, and desire for continual improvement. This was managed externally but driven by our operational teams and Board of Trustees. One area discovered which needed to be developed was to open new lines of communication - we are making advances in how we engage with service-users, our people and communities in the right tone of voice and through the right means to ensure that people hear and learn how to access services.

The Board remains focussed on striking the right balance in both –

- Improving how we perform as a charity
- Strengthening and testing a robust and strong business model

This year saw the departure of Board member, Pamela MacLauchlan. Pamela has led the Services Committee and spearheaded the Project Committee investigating the Ferrymuir Project. Pamela has been a valued Board member in helping QCCC achieve its goals and the Board wish her well in her new role as Session Clerk at Dalmeny Parish Church.

The Board now has eleven members, and we need to consider how best to fill our quota of twelve, one possibility being that of a Youth Trustee.

Andrew thanked the Board for the continued support which this willing and able group give to him as Chair. He is, also, grateful for all the work done by other volunteer committees in the organisation. Jan was thanked for the work she does in the role of Company Secretary.

**Managers' Report** – Liz gave this report and spoke of what she considered to be the highlights of the past year –

- The adaptability of the staff and volunteers under difficult conditions due to Covid
- The contact which was kept in various ways with our service-users
- Coping with the ever-changing landscape of legislation regarding opening of the Haven
- Receiving a variation of registration to support people at home
- Day Opportunities, as it is now called, has been well received by service-users, giving a lifeline to carers
- Volunteers are now back at the Haven on a rota basis
- Extra Telephone Befriending is taking place and alternative funding is being looked at to continue this programme

Liz thanked all staff and volunteers for their hard work and the Board for its continued support.

**Finance Report** – Ian Laing spoke to this and stated we had had an excellent year, given all the restrictions, ending with a surplus of £42000 and reserves of £202000. Due to Covid, costs had been massively reduced which contributed to the above. C.E.C. continued to fund QCCC throughout the pandemic which also helped. Ian thanked Sue Hope, our Fundraising Manager and Iain Macdonald, our Fundraising Committee Chair, for all they and the Committee had done to help achieve the success we have had.

Ian went on to thank Stephen Harris, Finance Administrator, for all his work and the Finance Committee for its help and support.

**Articles of Association** – Andrew spoke about the changes which have been made and the background to them. Our existing Memorandum and Articles had been written before the Companies Act of 2006. Covid had to be taken into consideration and the restrictions that imposed. OSCR had given temporary approval to hold A.G.M.'s online but this expired in the first quarter of 2021. We need to be able to provide alternative mechanisms to cover any future variants/lockdowns etc. The Board formed a sub-group to look at this and the work to update the document has been completed. OSCR recommended adopting the model Articles of Association created by SCVO and our own were compared with them and amended/updated where possible. OSCR approved the work carried out on 4<sup>th</sup> August 2021, subject to Members' approval which is being sought at this A.G.M. –

75% of Members attending and voting (in person or by proxy) need to vote in favour of the change. Andrew went on to explain the key changes.

**A.O.C.B. –** No matters were raised.

**Resolutions –**

1. To ratify the proceedings and approve the Minutes of the 2020 A.G.M. held on 28<sup>th</sup> October 2020;  
Proposed – Ian Laing; Seconded – Alison MacCartney
2. To receive the Annual Report and Financial Statements for year ended 31<sup>st</sup> March 2021  
Proposed Ian Laing; Seconded – Andrew Burton
3. To approve the re-appointment of A9 Chartered Accountants  
Proposed Ian Laing; Seconded – Andrew Burton
4. To approve the election of Andrew Burton as Chair  
Proposed – Alison MacCartney; Seconded – Ian laing
5. To approve the election of John Ferguson as Deputy Chair  
Proposed – Andrew Burton; Seconded Ian Laing
6. To approve the election of Ian Laing as Finance Director  
Proposed – Andrew Burton; Seconded Lynsay McGill
7. To re-appoint Iain Macdonald as a Director  
Proposed – Eric Proven; Seconded – Ian Laing
8. To re-appoint Matt Purdie as a Director  
Proposed – Ian Laing; Seconded Alistair Rarity
9. To re-appoint Dan Blake as a Director  
Proposed Andrew Burton; Seconded – Lynsay McGill
10. No A.O.C.B. Resolutions to approve
11. To approve the new charitable purposes and Company objects  
Carried by Members
12. To approve the replacement “Articles of Association” including the retained “Memorandum” clauses  
Carried by Members

This concluded the meeting and Andrew reminded us all to try to focus on helping to brighten someone’s day in whatever way we can. It really can make a huge difference in someone’s life.