

Minutes of the Mavisbank Trust Board Meeting
held at 2 pm on Wednesday 19 July 2016 at Swanston

Present

Rhona Brankin	Trustee and Acting Chairman in the chair
Duncan Campbell	Trustee
Charlie Cumming	Trustee
David Harrowes	Trustee
Chris Lewis	Trustee
Keith McIntosh	Trustee
Richard Prenter	Trustee
James Simpson	Project Adviser
Ian Young	Trustee

Apologies

Bob Constable	Trustee
Willie Macnair	Trustee and Chairman
Jeff Stoddart	Trustee

Minutes of the Meeting

Action

Previous Minutes

- 1 The minutes of the Board meeting held on 18 April 2016 were approved with the following amendments.
- 2 Paragraph 3. Historic Environment Scotland had said it would produce a laser scan of Mavisbank house.
- 3 Paragraph 11. Amalgamation of the Mavisbank Trust with the Penicuik House Trust was thought to be only a possible option, the benefits being not yet clearly defined.
- 4 Paragraph 14. The obtaining of enabling development on the Clerk field was thought to be very unlikely and, as far as was known, was no longer being pursued by Penicuik Estates. James however would contact Toby Metcalfe at Savills to ascertain the current position. It was noted though that remote enabling development remained a possibility even if somewhat unlikely. This could be investigated at some point in the future. James
- 5 Paragraph 20. The cost of the car park and road had been estimated at £340,000.

Chairman

- 6 Rhona was prepared to continue as acting chairman but a permanent chairman was desirable. With the passing of time it appeared increasingly unlikely that Willie would now re-assume his position as chairman. James would ask Alex Hammond-Chambers if he had any suggestions as to any possible candidates. James

Meetings with Heritage Environment Scotland and the Heritage Lottery Fund

- 7 Heritage Environment Scotland and The Prince's Regeneration Trust intended to meet shortly with the Heritage Lottery Fund. This meeting would include discussion on whether a bid to the Lottery Fund would be a bid for funding for

both house and grounds or whether separate bids would be more appropriate.

Structure of the Mavisbank Trust

- 8 The Mavisbank Trust was currently in the position of waiting to hear from the Landmark Trust as to whether it intended to proceed with the restoration of Mavisbank house. The exact structure of the Mavisbank Trust could not be fully determined until this decision was known. Clarity on this would assist both fundraising and the whole direction the trust might take.

Pavilion

- 9 The Landmark Trust had accepted that one pavilion of the house could be set aside for community use.

Funding of the Policies

- 10 Mavisbank house was the sole income generator. If the Landmark Trust was able to raise sufficient funding to restore the house would some of this money be set aside to fund the restoration and future maintenance of the grounds? If the policies continued to owned by the Scottish Ministers funding sources would be restricted.

Access to the Policies

- 11 Midlothian Council had agreed to supply a further report regarding access to the Mavisbank site. It would be good to see this soon.

Trust Governance

- 12 A discussion paper was tabled which reviewed the current governance and structure of the Trust. This also put forward a number of proposals to strengthen governance. It was important that the trust's arrangements continued to be suitable if it was to play an active and leading role in the Mavisbank project and its future management.
- 13 Good governance extended far beyond the provision of a Memorandum and Articles of Association. A great deal of supportive information was available from the Scottish Charity Regulator, the Scottish Council for Voluntary Organisations and from other sources.
- 14 After discussion it was agreed that the Trust's current charitable objective and structure as a charitable company limited by guarantee remained appropriate. The Edinburgh and Lothians Greenspace Trust was the sole company member of the Mavisbank Trust but was also a project partnership partner in its own right. As the Mavisbank Trust was now well established, a less complicated structure could be for it to become a fully independent body with company directors (trustees) automatically becoming company members. These changes were agreed. As the Mavisbank Trust would then be directly involved in the project partnership it would no longer be necessary for Midlothian Council as an organisation to be represented on the Trust's board. However the inclusion of a number of individual local councillors, acting in their own right, would be an asset and would be welcomed.
- 15 The Mavisbank Trust had the power to set up a Mavisbank Supporters organisation should it wish to do so. It could also accommodate any future

Chris

changes to its structure that might be required as the Mavisbank project evolved. Consideration was given to amending the trust's Memorandum and Articles of Association so that they reflected agreed changes and current best practice. A draft updated version of the governance proposals would be prepared for approval by the board in consultation with Rhona, Chris and the Trust's solicitors.

- 16 The operation of the board in relation to good governance practices and procedures, trustees' roles and responsibilities and the recruitment of new trustees was discussed. It was agreed that a skills audit of the current board members should be carried out to identify any gaps. It was requested that a proforma on this, together with a short career resume, should be returned to Chris by 31 July 2016. From conclusions on this review the board could then advertise for new trustees and a permanent chairman. All
- 17 A draft management structure was tabled. This showed the Mavisbank Partnership Steering Group as the lead organisation. Some concern was expressed that at this stage the trust appeared to have lost initiative to the Steering Group. A particular difficulty was that the Trust had neither funding nor staff and, to a large, extent was dependent on Historic Environment Scotland and The Prince's Regeneration Trust for progress. A draft arrangement for the next steps the Trust might take would be provided for the next board meeting. Rhona, Chris and Charlie would meet to discuss this. Rhona, Chris, Charlie

Annual General Meeting

- 18 Originally it had been proposed that the Mavisbank Trust's annual general meeting would be held on 15 September 2016. As work was now needed to implement the proposed changes to the trust's Memorandum and Articles of Association and that these would require resolutions at the Annual General Meeting it was agreed that the Annual General Meeting would be postponed until later in the year. Charlie

Trustee Advertisements

- 19 Advertising for trustees would be considered at the next board meeting. Soundings might be taken for a new chairman who could apply via any advertisement.

Community Engagement

- 20 A paper was tabled regarding a meeting which had been held in Loanhead library on 26 May 2016. It was intended to facilitate small managed events within the policies of Mavisbank. People would be encouraged to provide ideas of what they might want out of Mavisbank. Access though was currently limited. A footpath to the site remained the most likely possibility for providing access. There could be involvement from local schools. Interest from local people remained sporadic but there had been some expressions of interest. A Community Fund application to Historic Environment Scotland might be possible.

Project Adviser

- 21 It was agreed to keep James, as Project Adviser, more closely in touch by letting him have the agendas and minutes of all meetings and generally being kept up to date.

Digital Model

- 22 James would report on the possible production of a digital model of Mavisbank. James

LEADER Outstanding Funding

- 23 Despite the Mavisbank Trust's strong representation to East Lothian Council and the Scottish Government regarding the Trust's contested final grant claim to the LEADER programme had not been approved. As the programme had now closed and the accounts had received their final audit there was little point in continuing to pursue the claim. This amount would therefore reluctantly have to be written off in the trust's accounts.

Income Expenditure

- 24 An income and expenditure account to 30 June 2016 was tabled. This showed a closing balance of £13,619.

Date of the Next Meeting

- 25 The date of the next meeting would be 15 September 2016.

Ian Young 5 September 2016