

Minutes of the Mavisbank Trust Board Meeting

Held at 2pm on Thursday 8th December 2016 at Swanston Golf Club

Present

Rhona Brankin	Acting Chair
Duncan Campbell	
Bob Constable	
Charlie Cumming	
David Harrowes	Acting Minutes Secretary
Chris Lewis	
Richard Prenter	
Ian Young	
James Simpson	Project Adviser

Apologies

Keith McIntosh	
William Macnair	Chairman

- 1. Minutes and matters arising.** A number of small modifications were noted to the circulated minutes of the meeting of the 15th September 2016. A clean copy would be prepared for signature. It was noted that a date had not yet been fixed for the AGM.
- 2. Annual Accounts and Financial Report.** CL presented the unaudited Financial Statements and Report of the Directors, for the year to the 31st March 2016 for approval and which showed total balance sheet assets of £13,757 (2015: £13,384). RP asked if the sources of donated funds ought not to be shown, possibly as a note rather than in the body of the accounts. In discussion, it was suggested that donors might want to remain anonymous to the general public, albeit most if not all had signed Gift Aid declarations. CL said that the sources of funds were identified in the quarterly financial report although this was an internal document.

On a proposal by BC, seconded by DH, the annual accounts were approved by the Board and CL was authorised to lodge copies with Companies House and OSCR. Trustees noted the quarterly financial report that had been produced by CL and RB thanked him for his good work on behalf of the Trust.

- 3. Trust Governance.** CL presented a final draft of the new Articles of Association of the Trust. It had been designed with input from several sources, including Burton Sweet charity advisers of Bristol and the Trust's solicitors Lindsays. Its purpose was partly to give effect to changes in charity law and good practice since the Mavisbank Trust had first been incorporated, partly to ensure that the Trust would be in good standing to participate in future developments at Mavisbank House and/or Policies and partly to bring to an end the Trust's legal status as a subsidiary of the Edinburgh and Lothians Greenspace Trust.

As had been agreed previously, there would now be no automatic representation of either Midlothian Council or ELGT on the Board. With the trustee maximum restricted to 12 this would generate 3 vacancies that would be available for new trustees with skills of particular value to the Board. It was also noted that some of the existing local MC or ELGT

representatives might remain on the Board in their own right. When the new Articles came into force, existing Board trustees would be treated as beginning their second three year term of office, following which they would need to stand down. RP stressed the importance of Trustees' indemnity insurance cover, once the protection currently provided as a subsidiary of ELGT ceased to be available. **Action: CL to investigate replacement cover and report back to the Board.**

Owing to a technical change in the wording of the objects clause in the new Articles of Association, approval would need to be sought from OSCR. Although this would delay the process, legal advice suggested that this was unlikely to create any difficulty. *On a proposal by DC, seconded by DH*, the revised Mavisbank Trust Articles of Association were approved by the Board and CL was authorised to liaise with the Trust's solicitors and undertake the necessary actions to obtain OSCR's approval of the Articles and to lodge copies of the final document with OSCR and Companies House. **Action: CL to take matters forward.**

A working group had been formed to consider trustee recruitment comprising CC, CL and KM and RB. Progress had been made in the preparation of a "recruitment pack." RP cautioned that applicants' expectations of the Trust should match the realities of our situation. This led to a discussion about maintenance of the Trust's website www.mavisbank.org and it was agreed that Sarah Bronsdon should be asked to update the information on the site. If she was unable to make time available CC might be able to assist via the ELGT. Trustees recognised that a fee would need to be paid for her services. **Action: CL to pursue.**

CL said that the on-going governance review required that a range of the Trust's policies and operating procedures needed to be revised and upgraded. Precedents were available on the Web and elsewhere. CC offered to provide information on ELGT's procedures and JS thought Una Richards at the Scottish Historic Buildings Trust might also be able to supply examples. **Action: CL would contact Una and DC to assist with the review.**

- 4. Report from Steering Group Meeting on 17th October.** There were serious concerns that only draft minutes had so far been prepared; they had not been circulated, in the expectation that the final version would have become available. RB reported that HES had had internal difficulties and had promised improvement in future. IJY noted however that the minutes were only draft in the sense that they awaited approval at the next Steering Group meeting, due on the 13th December.

RB reported that Landmark Trust and HES had agreed to form a joint working party, headed for Landmark by Dr Anna Keay and for HES by the Chief Executive Mr Alex Patterson. Its purpose would be to create a project brief and the intention was that it would report by Easter. For the time being the Trust would not be an active participant in that process, but RB was confident that its knowledge base and the skills of its professional team would in due course be valuable.

Community Activities and Local Support. Cricket Ground. CC reported on a range of community activities undertaken by ELGT and HES since the last board meeting. It was valuable in terms of community engagement to continue such events and activities as could be undertaken with current restricted access. DH had been pursuing the idea of resuscitating the Lasswade Cricket Ground, situated within the Mavisbank Policies adjacent to the Walled Garden. The Lasswade Club, though no longer in existence, had had an illustrious history. He would prepare a short paper for RB to take to the forthcoming Steering Group meeting.

- 5. Digital Scanning and Modelling.** The meeting was at this point joined by Mr Tom Addyman. JS explained the value of a digital survey of both house and grounds. Its estimated cost would be £15,000 and subject to trustee approval he had obtained a provisional source of funding to enable the work to go ahead. He had also spoken to Peter Ranson of HES on the matter and received support from him. Mr Addyman then presented visual examples of digital scanning and modelling, with a detailed description of the processes undertaken. It was agreed that the results of a digital scan would be a valuable Trust asset and that the matter should proceed further. A Board resolution would be required at an appropriate stage prior to any commitment being made. It was noted that if the Trust secured a funding package for the project and commissioned the work the results and any materials produced would become the property of the Trust for it to use as it thought fit.
- 6. Any other business.** The draft meeting dates for 2017 would be: 23rd March, 22nd June, 21st September and 14th December- all Thursdays.

There being no other business the Chair closed the meeting at 4.35 pm.