

Minutes of the Mavisbank Trust Board Meeting held at 1.30 PM on Tuesday, 3 September 2019 at ELGT's offices, Swanston

Present

Rhona Brankin - Trustee and Chairman
Duncan Campbell - Trustee
Bob Constable - Trustee
Charlie Cummings - Trustee
David Harrowes - Trustee
Chris Lewis - Trustee
Ellen McCalman - Trustee
Keith McIntosh - Trustee
Michael Steven - Trustee
Jeff Stoddart - Trustee

In Attendance

Pauline Megson - Historic Environment Scotland (HES)
Grant Ballantine - Midlothian Council (MC)

Welcome

Rhona welcomed Michael Steven to his first board meeting as a trustee.

1.0 Apologies

ACTION

1.1 Apologies received from Ian Young.

2.0 Minutes of the board meeting held on 17 June 2019

2.1 The minutes of the board meeting held on 17 June 2019 were approved as a true record.

3.0 Matters arising from the minutes of the board meeting held on 17 June 2019

3.1 Paragraph 3 – Rhona said that the updating and revision of the Trust's previous landscape conservation management plan by Peter McGowan for HES was still ongoing although HES had not yet indicated when they expected the work to be completed. They intended to consult with the Trust and more widely once a draft was available.

3.2 Paragraph 6 – Michael reported that by chance he had recently come across an obituary from 2010 for Willis Stephenson, the widow of Archie, and three daughters were mentioned (Jean Martin, Anne & Louise). Chris said that until now it had always been thought that there were only two but information from a will might be useful in connection with a CPO.

3.3 Paragraph 8 - Pauline has not managed to follow up regarding the possibility of access to HES's 3D printer at the Engine Shed to create a model of Mavisbank from the data collected by the Trust in the digital survey. Michael said that he would enquire whether it would be possible to have access to a similar printer at Edinburgh University as it might be a suitable project for students to undertake.

PM

MS

3.4 Paragraph 16 - It was expected to be known in October if Mavisbank House has been selected for inclusion on the World Monuments Fund's Watch List 2020.

3.5 Paragraph 20 - Chris reported that he had managed to arrange a replacement for the two Mavisbank walks that had been cancelled during June's 'Loanhead 350' celebrations. It had taken place on 27 August 2019 and was very well attended, including by all those who had booked on the original walks.

3.6 Rhona and Pauline had met with Alan McLaren (Loanhead Gala Committee) to discuss the possibility of his becoming involved with the Trust and community activities at Mavisbank. He had recently published two books on Loanhead that included Mavisbank and Charlie suggested inviting him along to a board meeting. Pauline said that there was a local community event held twice every month and she thought that the Trust would be welcome to attend to talk about Mavisbank. Keith stated that Alan McLaren would be a very useful person to have as a trustee or to act as a conduit to the local community.

3.7 Paragraph 24 - Ian had yet to report back regarding the results of a recording outing on badger activity at Mavisbank by the Wildlife Information Centre. Rhona noted that nature and landscape conservation would be an important element of any grant application to the National Lottery Heritage Fund (NLHF).

IY

4.0 Mavisbank Project Steering Group Update

4.1 Rhona said that the Group had met the previous week. Work was being carried out with Midlothian Council (MC) regarding a CPO of the house and its legal implications. Grant advised that MC and the Landmark Trust (LT) had met in July but that MC were awaiting a clear instruction from LT as to what was required. Landmark were to give a presentation to MC in September but Grant had requested a delay until November in order for officers to then take a report to Council in December.

4.2 Grant said that as six years had passed since the Mavisbank Trust's last initiative meant there were now a number of new Council members and a new Chief Executive who were all unfamiliar with the history of the Mavisbank Project. He also advised that MC could not offer direct financial support at the moment but officers understood the importance of the project and were willing to provide the requisite officer time and expertise.

4.3 HES was also checking the exact property boundaries in the deeds and at the Land Registry. In order to satisfy NLHF expectations HES would take ownership of the building and then lease it to LT. It was noted that Chris had already provided HES and LT with his research into access and ownership as indicated in the various sets of deeds since 1953.

4.4 LT and HES were intending to make a grant application to the NLHF 'Heritage Horizons' Programme (for projects over £5m) although this would be

very competitive and projects had to be seen as new, innovative and able to make a real difference to communities. Expressions of interest had to be submitted by mid-October for acceptance and shortlisting in mid-December. The full application would be considered in August 2020 with the outcome known in December 2020. Simpson & Brown were to have an input into the application this October and November.

4.5 If a 'Heritage Horizons' bid was not possible an alternative route would be to apply to the NLHF 'Scottish Fund' which was aimed at projects under £5M. Caroline Clark, the new Director for NHLF Scotland, was to visit Mavisbank with LT and HES on 17th September 2019.

5.0 Mavisbank Community Engagement Update

5.1 Pauline advised that there would be an activity plan submitted as part of the NHLF bid with a strong emphasis on the use of the grounds. The bid consultants (Ingram Pinnock Associates) had proposed a programme of events and outdoor activities using heritage and conservation as a catalyst. Their suggested themes were Save Mavisbank; Learn Mavisbank; Heal Mavisbank; Wild Mavisbank; Love Mavisbank and Work Mavisbank.

5.2 Chris said that it would be good if HES could involve local businesses such as McSween and McTaggart Scott in planning as many of their staff lived locally and had easy access to Mavisbank. Charlie was to meet with a senior health officer from NHS regarding developing ELGT 'healthy living' activities and the grounds of Mavisbank would be an excellent location. Pauline said that she would provide the next board meeting with information on timescales/deadlines and the potential for making smaller related funding bids.

PB

5.3 Apart from the re-arranged walk in August there has been no further activities since the end of Lucy Wood's post as Community Engagement Officer. Pauline noted that Mavisbank would be included in the Doors Open Day programme again with two walks on 14th & 15th September. All the walks last year had been fully booked.

5.4 Keith raised longstanding concerns regarding proper access to Mavisbank which would need to be addressed in any new plan proposals. Ellen asked if the numbers from the visitor counter has been collated yet. According to HES over 20,000 visitor gained access to Mavisbank through the gate at the river in the year the counter had been in place. Ellen also raised the issue of a lack of signposting and information boards. HES and MC to follow up.

6.0 Financial Update

6.1 Chris circulated the Trust's 2019-20 Income & Expenditure account made up to the 31st August 2019 and noted that there had been very little activity over the last quarter. However, funds were now very low and steps would need to be taken by the board to secure sufficient income to cover overheads of around £1,500 that were anticipated over the next year.

6.2 Chris had been working with AH&Co. to finalise the Trust's 2018-19 Annual Accounts and was awaiting final amendments. The final accounts would be presented to the December board meeting for approval. **CL**

6.3 With regard to administration of Trust's bank account, Chris noted out that Jenni Green, ELGT's Finance Officer, was no longer in post and Lynsey Pearson had now taken over her position. As a consequence, Jenni need to be removed from the Trust's bank account as a signatory and administrator and replaced with Lynsey. The board authorised Chris to make the necessary arrangements to implement these changes to the account with the bank. **CL**

6.4 Chris said that he had recently discussed VAT registration with the Trust's accountants and the possible changes to the way that the Mavisbank project would be delivered. Although at present there was very little financial activity taking place it was agreed by the board that the Trust would need to deregister for VAT immediately it became clear that it was no longer eligible to operate the project on an 'opt to tax' basis. In particular, this decision would depend on whether or not the HES/LT funding bid to the NLHF was able to proceed.

7.0 Trust Governance

7.1 The board discussed a paper on the need for a special resolution to amend Article 36 of the Trust's Articles of Association regarding creating flexibility around the requirement for directors to retire once they came to the end of their second term of office. Since the Articles had been revised in 2017 the continuing uncertainty and long delays in taking the current Mavisbank project forward had created a situation now whereby nine directors would have to stand down in December, including the chairman.

7.2 Chris had discussed the matter with the Trust's solicitors who had advised that making the amendment was reasonable under the circumstances, would avoid a sudden loss of valuable knowledge and experience, and provide continuity of governance. Following discussion, the draft special resolution was approved and the board agreed that it should be tabled at the December AGM and that Rhona and Chris should make the necessary arrangements to do so. **RB/
CL**

7.3 Bob and Duncan said that, in any case, they had decided to retire at the next board meeting and it was noted that this would provide an opportunity to recruit new trustees. Chris had previously circulated an application from Sarah Barron to become a trustee. After discussion it was agreed that she was an excellent candidate and that Chris should make the necessary arrangements to appoint her as a trustee forthwith. **CL**

7.4 Chris reported that he had been informed by Lindsays, the Trust's solicitors, that they wished to stand down as company secretary. Increasingly over recent years many of the duties of the position had been carried out by Chris which left them little to do although this saved the Trust a considerable amount of money.

7.5 As there was no legal requirement for the Trust to appoint a company secretary it was agreed that Chris should be authorised to undertake the appropriate duties on behalf of the board. However, he would not be formally appointed to the post of company secretary and the chairman and other trustees would assist where necessary. Lindsays had agreed to continue providing legal advice to the Trust when required on an ad hoc basis.

8.0 Any Other Relevant Business

8.1 Ellen said that there was an increasing problem with Himalayan Balsam spreading rapidly around Mavisbank and not just along the river bank. There was a very large colony of plants in and adjacent to the wooded slope leading up to the fields at Braeside Road, Loanhead. HES had carried out spraying last year especially down at the cricket ground and that had greatly diminished the spread of the plant there.

8.2 Rhona agreed to contact James Kinch and/or the Council Chief Executive regarding concerns over the lack of responsible access with horses to the policies.

RB

8.3 Grant requested that MC be advised well in advance of Council meetings of the timescale for HES/LT's expression of interest to NHLF. Rhona and Pauline would supply the timeline for NHLF applications/bids and advised that funding would likely be a mix of HLF, Landmark and private funders.

**RB/
PM**

Date of Next Board Meeting – Thursday, 5th December 2019 to be held at ELGT's offices at Swanston.