



THE ROYAL SCOTTISH PIPE BAND ASSOCIATION

Precis Report of the 89th Annual General Meeting

Video Conference on Saturday 27th June 2020 @ 10:00

The RSPBA Annual General Meeting was held at 10am on the 27th June 2020 as notified to the Members.

Members were invited to appoint the chairman of the AGM as their proxy, and to exercise their votes by submitting their proxy forms through the voting portal that had been set up for this purpose.

The meeting used a Power Point presentation to manage the order of the meeting and present the results of the submissions received to those on the call. The key information presented has been transcribed into this Report.

Background

On 13th March 2020 we advised that "*The RSPBA Annual General Meeting scheduled for tomorrow, Saturday 14th March 2020, in Glasgow, has been postponed due to the escalating coronavirus situation.*"

The COVID-19 Stay at home Measures significantly restricted our ability to hold the RSPBA Annual General Meeting (AGM) in the traditional way.

The Directors complied with the Articles of Association (45 to 48) in convening this meeting. Members were notified of the AGM by Email and news items placed on the Web Site and Facebook pages.

Each of the RSPBA Branches were asked to nominate a Member to attend AGM to comply with the quorum requirements specified in Articles 53.

The main business of this RSPBA Annual General Meeting will be progressed using the proxy submissions made by Members.

The format of the AGM is purely functional to comply with the minimum requirements.

The meeting followed the Agenda below to consider the relevant Detail and Reports contained in the Order Paper circulated to the Members.

1. President's welcome to Representatives
2. Chairman's Remarks
3. Apologies
4. Standing Orders and Appointment of Tellers
5. Minute of previous Annual General Meeting
6. Chief Executive's Report
7. Annual report and accounts 2019
8. Finance Insurance and Maintenance Committee Report
9. Standing Orders and Steering Committee Report
10. To re-elect Paul L Brown as Vice Chairman
11. Election of Office Bearers

Date: 1st July 2020

Version: Final

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Bands / Members at the Meeting

The Band Secretary (Member) of the following Bands were present on the conference: -

- Ayr Pipe Band Society
- Johnstone G1
- Colmcille
- Buchan Peterson
- Peoples Ford Boghall and Bathgate Caledonia G1
- Peoples Ford Boghall and Bathgate Caledonia Juv
- Johnstone G3
- Peoples Ford Boghall and Bathgate Caledonia NJA
- Renfrewshire Schools
- Strathallan Schools

Attendance

The conference was attended by the President G Usher the members of the Board of Directors:

A McGeoch, A Faulkner, B Niven, D Martin, J Hughes (Chairman), J Gibb, K Crothers, K Robertson, L Ronaldson, M Brown-Scott, M McCrindle, N Greeves, P Brown (Vice-Chairman), P McAndrew, and S Orr RVM.

Progress of the Meeting

The Chairman opened the meeting while the President was overcoming some technical challenges joining the conference.

All were asked to be silent and spend a moment to remember those who have passed since our last AGM.

The President thanked those on the conference for giving up their time in support of the association by attending the conference.

Chairman's Report

The chairman read out his report, a transcript of the report is provided below.

Major Championships 2019

2019 was another successful season for the Association with all major championships being completed. We were a little less fortunate with the weather for our major championships, with rain affecting all events at some point in the day with alterations to the March Past at the UK in Lurgan, and the cancellation of the March Past at the Scottish in Dumbarton.

This was the first year of a new three-year agreement with Paisley, Lurgan, and Inverness and we look forward to developing the events further, considering the post event feedback received.

The World Solo Drumming and International Tenor Drumming was again successfully held in Caledonian University, Glasgow. The adult final was moved back to the Carnegie Theatre at the request of last year's finalists.

Major Championships 2020 and beyond

Unfortunately, due to the Covid-19 pandemic and the associated local and national guidance from Government, all of our five major championships have been cancelled for 2020. We are hopeful that we will be in a position

to start the 2021 season with a full calendar of events, but we await guidance from Government on any restrictions or additional requirements for outdoor mass gatherings we will need to comply with.

Once we have the necessary guidance, we will assess the impact on our events and advise the membership of any changes we are required to follow.

As a result of losing the 2020 events, we have asked the promoters of the British, United Kingdom, and European Championships if they wished to extend their existing contract by one year, taking it to the 2022 season rather than ending with the 2021 season, and we await their response. The Board have also agreed an extension to the contract for World Pipe Band Championships with Glasgow Life. This will take us to 2024 instead of 2021, and will then move on to a rolling contract with a two-year break clause on both sides.

The World Solo Drumming Working Group have been asked to prepare guidance and contingency plans re the 2020 event taking account of the current global COVID-19 guidance. At this stage, a live event remains in the calendar, subject to the outcomes of a meeting with Glasgow Life and Glasgow Caledonian University in July, however a number of other scenarios are being explored. These scenarios will consider any restrictions which might be in place in line with the Scottish Government COVID-19 Route map.

Premises Update

2019 also saw us complete the long-awaited refurbishment of our Headquarters building in 45 Washington Street, following the fire in March 2017.

Since the 1990s, the Property had become increasingly physically and functionally obsolescent and non-compliant with legislation covering disabled access. Consequently, since the early 2000s, up until the fire in March 2017, the Association had been unable to make full use of the Property's potential and only small meetings of its could be accommodated.

The development/relocation of headquarters was identified as a priority in our registered annual accounts submitted to Companies House since 2011. This was included in the order paper for our AGM in March 2012, and each year since, and it clearly states that this is why we have been building the financial reserves of the charity over the intervening years.

During the period from 2009 to 2015 we looked at a number of alternative building around Glasgow, assisted by the property team in Glasgow City Council and a range of commercial property and architect firms.

By the start of 2016, it became apparent that an acquisition of alternative premises, and the associated refurbishment to meet the Association's needs, was likely to prove substantially more costly than refurbishing 45 Washington Street. Progress on all of the above were reported at Board Meetings and the Directors asked to take this information back to their Branches.

At the Board meeting in May 2016, the Board approved the appointment of Assist Design Ltd and asked them to progress with a costing of their proposed feasibility study. An initial set of proposals from the feasibility study were produced in June 2016. These were reviewed by the Board and an agreement to proceed with an outline costing of the two options proposed.

On Saturday 11th March 2017 the Association had its AGM and the two proposals for redevelopment of 45 Washington Street were on show for the Membership to view, consider, and ask any questions. In the formal reports submitted and approved by the Membership at the AGM, the planned refurbishment of the building was supported.

At the RSPBA AGM in March 2018, we again confirmed the intention to renovate the existing building and that we would be moving to temporary accommodation in May 2018 to allow the work to start.

Following the 2018 AGM we worked with our Quantity Surveyors, Architects, and Accountants, to agree the bid document which went out to public tender with a closing date of 24th August 2018.

Following their review of the five tender bids received, Pottie Wilson recommended the lowest cost tender to carry out the work. Following a review on 13th November 2018 by the sub-group appointed by the Board to manage the refurbishment project, this recommendation was put to the Board of Directors and ratified at the Board meeting on 1st December 2018.

The view of the Board was that we should invest in bringing the premises up to a standard which allows us to deliver all of the activities necessary to continue to promote and encourage the culture and advancement of

pipe band music internationally. As the premises were built in the late 19th Century, the amount of remedial work required was substantial. This combined with the requirement to conserve the interior and exterior of the building, and bring it in line with existing buildings legislation, meant that substantial investment was required.

Work started at the beginning of January 2019, and received its Practical Completion at the end of October 2019, and we moved the administration function back into the building on 20th November 2019.

Association Finances

Due to the nature of the work involved in the refurbishment, including the condition of the premises, and the specialist nature of the refurbishment, the Board of Directors accepted that the capital value of the building on completion would not equal the full refurbishment costs. Therefore, the Board anticipated that the annual accounts for the year ending 31st December 2019 will show a loss. The financial impairment recognised in the annual accounts is £585,553, however this is offset by grant amounts specifically for the purpose of the refurbishment of £123,000 from our insurer in relation to the fire, and approximately £90,000 grant aid primarily from Glasgow City Heritage Trust and others, resulting in an actual impairment to the Association's funding of c.£373,000.

The Board's intention was to bring the HQ building back into full use of the membership, and to ensure that the Association was in a position to continue to deliver its charitable purpose for the next generation and beyond. The reason that the Directors made the decision to proceed with the investment in the refurbishment was to secure the future of the Association, and not to achieve short term financial gain.

The Association remains in a healthy financial position, and as can be seen from the annual accounts, the Association does not have a funding deficit. The refurbishment costs were fully met from our unrestricted reserves, a small amount of grant funding, and a financial contribution from our insurers.

Our only outlays at the moment are our usual service charges associated with the HQ building, as we have taken advantage of the Governments Coronavirus Job Retention Scheme, and as a result the HQ staff have been furloughed since 1st April.

OSCR

In January 2020, the Scottish Charities Regulator (OSCR), advised the RSPBA charity trustees that they had received concerns whereby a recent renovation to RSPBA premises had not been conducted with openness and transparency. OSCR sought clarification on how we dealt with the recent refurbishment of our HQ building, and specifically how the charity trustees sought value for money when making financial decisions.

We provided the regulator with all of the necessary information on the refurbishment, including details of the tender process and engagement of external professional services.

OSCR reviewed the requested information that we provided and determined that, RSPBA charity trustees have demonstrated decisions were made in the best interests of the charity.

They did recommend that we promote an enhanced level of transparency in all decisions made, and as a result, a report of all Board of Directors meetings is now published on the website. The report contains details of attendees, all decisions taken, actions allocated, and topics discussed. Directors are encouraged to utilise this document to brief members at their Branch meetings.

We have also signed up for the OSCR Reporter, which keeps us informed of the latest developments, news, consultations and forthcoming events.

In conclusion, the Regulator determined there was no further action for them to take at that time and have closed the file.

Conclusion

The reports by the conveners of the Standing Committees (APMB, Music Board, Marketing and Media and the Pipe Band College) have been published in the Order Paper. The work of these committees is reported in the Precis Minutes now available on the Web Site. My thanks to the Convenors and all involved in our standing committees for the amount of work they do for the Association.

In conclusion, 2019 has been another challenging and successful year for the Association, and that is due in no small part to the dedication of the army of Volunteers and the commitment of the Headquarters staff, and I would like to thank you all personally for your help and support.

John B Hughes
Chairman of the Board of Directors
The RSPBA

Apologies

The following apologies were noted at the time of the meeting.

- Ian Embelton, RSPBA Chief Executive
- Walter MacGregor, Director London and South East Branch
- Pat Whelan, RSPBA Education Officer
- John Wilson, Adjudicator Panel Management Board Convenor
- And three bands who advised they would not be submitting a proxy vote, Dornoch (265), Towie and District (285) and Closkelt (761)

Standing Orders and Tellers

The Members present were asked to consider the Standing Orders for the AGM, which were unanimously accepted.

- Voting powers of all bands shall be equal i.e. **“one band one vote”**.
- The format of the AGM is purely functional to comply with the minimum requirements.
- All motions to be placed at the AGM are Ordinary Resolutions, which will be passed by a simple majority of the votes cast “For” or “Against” the motion ignoring any abstentions.
- There are 10 bands represented at the meeting making the meeting quorate.
- The vote on Agenda Items 6 to 11 will use the submissions made by Members when they completed the proxy submission.
- Only those proxy submissions received before 10am on Thursday 25th June 2020 are considered valid.

As not all Members are present, no business can be debated, as Members cannot be given a chance to support or counter any points raised

- 268 Bands received a notice regarding the convening the AGM, with majority providing a read receipt for the sent Email.
- 3 Bands sent other communications (which were noted).
- 97 Bands responded with proxy submissions.

The votes cast “for” and “against” have already been tallied by the voting portal application.

Minute of previous Annual General Meeting

The Members present accepted the Minutes of the 88th Annual General Meeting, presented on page 2 of the Order Paper.

Chief Executive’s Report

The report from the Chief Executive is as presented on page 2 of the Order Paper.

To accept the report from the Chief Executive.

For	Against	Majority	Pass/Fail
90	1	89	Pass

Annual report and accounts 2019

The directors of the company usually present each year's Annual report and accounts at the AGM. A copy of this information was provided to each Member in March 2020. At the AGM, we ask you to formally accept the Annual report and accounts 2019, including the reports of the Directors and of the auditors on the accounts.

To accept the Annual report and accounts 2019.

For	Against	Majority	Pass/Fail
89	2	87	Pass

Finance Insurance and Maintenance Committee Report

The Finance, Insurance, and Maintenance Committee report can be found on page 3 of the Order Paper.

To accept the Finance, Insurance, and Maintenance Committee report.

For	Against	Majority	Pass/Fail
87	2	85	Pass

Standing Orders and Steering Committee Report

The Standing Orders and Steering Committee report can be found on page 6 of the Order Paper.

The Proposed Changes to the Standing Orders and Rules mentioned in the report and presented on page 37 have been withdrawn and will be presented at the next AGM

To accept the Standing Orders and Steering Committee report.

For	Against	Majority	Pass/Fail
87	3	84	Pass

To re-elect Paul L Brown as Vice Chairman

Paul L Brown was proposed by North of England and Lothian and Borders Branches, and has been Vice Chairman since in 2017.

To re-elect Paul L Brown as Vice Chairman.

For	Against	Majority	Pass/Fail
90	1	89	Pass

Election of Office Bearers

To re-elect the following group of Directors who have been nominated by their Branches for re-election:

- W K Crothers - Northern Ireland
- A Faulkener - Northern Ireland
- N Greeves - Glasgow & West of Scotland
- R Niven - North of Scotland
- S Orr RVM - Lothian & Borders
- K Reilly - North of England
- K Robertson - North of Scotland

To re-elect Directors who have been nominated by their Branches for re-election.

For	Against	Majority	Pass/Fail
91	1	90	Pass

2020 AGM Questions

The Members submitted 1 Comment and 7 Questions with their submissions through the voting portal. These were presented to all on the conference but were not debated.

The directors discussed the questions at the Post AGM Board of Directors meeting, where it was agreed a response would be prepared and issued as timely as possible.

The Members who raised a question have received an Email response directly as a matter of courtesy prior to the publication of this report.

Comment - No questions to submit. We are happy with the way that RSPBA is being managed. Thanks

Q1. Is there any option for a contest to take place if lockdown is eased before the summer ends?

A1. There is no opportunity for a major championship to take place in 2020 as all have been cancelled in agreement with the relative Promoters. It is also unlikely that any Branch would be able to secure a promoter and arrange an event unless all COVID-19 restrictions were completely lifted within the next few weeks.

Q2. The finance report indicates a desire to increase unrestricted funds in 2020/21. Can you advise how this will happen especially when there is significant debtors and liabilities in 2021.

A2. The finance report was written prior to the emergence of the Coronavirus epidemic, and the resultant cancellation of the major championships, therefore the focus of the Association in 2020 is to utilise what funding is available to service basic requirements of paying the regular utility and service bills, wages, and preparing the organisation for the 2021 season. It should be noted that anything listed as a debtor is money owed to the Association, which has not been received by the end of the financial period. I can confirm however that all of these moneys have now been received. This was primarily the grant awarded by Glasgow City Heritage Trust which was not received until January 2020.

Q3. With regards to band membership fees for this year. Due to the ongoing situation and the fact that there have been no RSPBA band activities or contests will these be carried over to next year for all those bands who have paid for this year?

A3. The band membership fees cover a small percentage of the basic running cost of the Association and have already been utilised to support it through the initial period of Covid-19 restriction. It will therefore not be possible to refund this year's registration fees.

Q4. It has now been two years since AGM agreed to carry out a full review of Articles and Rules, while accepting that this is a complex task why has the process not reached a conclusion in this extended timeframe.

A4. Work has been underway over this period and recommendations shared with the Branches. The Standing Orders & Steering Committee (SOSC) has reported at the director's meetings as well as in the Convenors report in the AGM Order Papers. Unfortunately, the wording of all the proposals could not be agreed prior to the publication date of this year's Order Paper. The SOSC have been tasked with bringing forward all the proposed changes and placing them before the Members at the AGM in 2021.

Q5. Can Members be given an explanation as to why Directors have decided not to hold the AGM via a video conference platform e.g. Zoom?

A5. The Board of Directors have been using a video conferencing platform to run its meetings. While this is successful to a point, an interactive meeting with more than a dozen participants suffers from loss of audio and video interruptions. Not all the Participants can be seen, depending on the user's platform. It was not clear how the technology could support interactive voting, using a show of hands, when not all those participating could be viewed easily, or identified as Members. It was felt that giving the Band Secretaries (Members) the opportunity to discuss the agenda items with their Band representative in advance of the AGM and then cast their proxy votes would enable a more inclusive response.

Q6. How will this year's Major contest entry fees be handled? Are they to be refunded or retained for next year's contests?

A6. The HQ building has been closed and all staff placed on furlough since 1st April 2020. All contest entry fees for the 2020 Major Championships will be refunded, as soon as the HQ Staff return from Furlough.

Q7. Question from one of our board members. How do you intend to reduce the large deficit given that the pandemic has meant it cannot rebuild its unrestricted reserves this year?" also "Is it true that it plans to sell the HQ to Glasgow City Council and lease it back again???"

A7. As can be seen from the annual accounts, the Association does not have a funding deficit. The focus of the Association in 2020 is to utilise what funding is available to service basic requirements of paying the regular utility and service bills, wages, and preparing the organisation for the 2021 season.

We can categorically state that there has never been any consideration to sell the building to Glasgow City Council, or anyone else, and lease it back again. The reason that the Board of Directors made the decision to proceed with the investment in the refurbishment, was to secure the future of the Association and not to achieve short term financial gain.

Meeting Close

The chairman thanked all for attending and the meeting ended at 10:44am

Paul Brown
Vice-Chairman