



AGM MINUTES

Date: 26th November 2020 at 7.00pm

Location: Online using Zoom due to ongoing Coronavirus Pandemic

Purpose: **Annual General Meeting**

Present: **Staff:** Fiona Dalgetty (Chief Executive), Rachael Duff, Marion Mackay, Teya-Jean Bawden, Christian Gamauf

Board: Malina MacDonald-Dawson (Chair), Fiona Callum (Company Secretary), Shona Henderson, Ruairidh Gollan, Duncan Chisholm, Norman MacArthur, Jennifer Marshall, Alex Urquhart-Taylor, Chloë Bryce

Funders: Siobhan Anderson (Creative Scotland)

Accountant: Coll Murchison-MacDonald (Saffery Champness)

Members of the public: Marisa Astill-Brown, Andrena Ballantyne, Adrian Clark, Ken Hooker, Yvonne Hunter-Dorans

Apologies: Arthur Cormack (Fèisean nan Gàidheal), Corrina Hewat, Morag-Anna MacLeod Mitchell (Highland Council), Stewart Wardlaw (HIE)

Agenda Item

2020.01 Preliminaries

The Chair welcomed everyone to the meeting. Apologies were noted. The minutes of the previous AGM on 5th December 2010 were agreed as a correct record. The minute was moved by Shona Henderson and seconded by Ruairidh Gollan.

There were no outstanding matters arising from the previous minutes.

2020.02

(a) Chair's Report

Reflecting on the financial year 2019/20, the Chair noted that the charity's income has increased for the third consecutive year and she thanked the Chief Executive and the whole staff team for their continued commitment, energy, creativity and sheer hard work that benefits so many people in the community.

She noted that 2019/20 was another successful year for Fèis Rois locally in Ross-Shire, regionally across the Highlands, nationally in Scotland and internationally as we continue to have a global reach with our work. Once again, Fèis Rois has provided paid employment opportunities for more than 400 freelance musicians and creative practitioners. The chair emphasised that the significance of this cannot be underestimated, particularly now as we see the situation facing the entire arts and cultural sector as we continue to live through the Coronavirus pandemic.

This report relates to the financial year 2019/20 and, the Chair noted that at the very end of this period on 12 March, she chaired an emergency meeting of the Board as it became clear that it would be necessary to cancel the core programme for the weeks and months ahead. Malina paid tribute to the staff team who have shown how incredibly adaptable, innovative and flexible they are in how quickly they moved all work online and enabled Fèis Rois to continue working with artists and communities in new digital formats.

The Chair paid tribute to the Chief Executive, Fiona Dalgetty who reached 10 years of service as Chief Executive during this accounting period. Fiona took up this post in April 2009 and has grown the organisation to have an international reach whilst ensuring its roots are very firmly planted in Ross-Shire. The Chair also congratulated to Fiona on being awarded a Hands Up for Trad Inspiration Award in October 2019, the same month she was named as one of ten women inducted into The Saltire Society's Outstanding Women of Scotland.

Although this report relates to the 2019/20 accounting period, given the date of the AGM when we sign off these accounts, the Chair also offered her thanks on behalf of the Board to Office Manager, Marion Mackay. Marion will retire this Christmas after more than 12 years with of service at Fèis Rois. The Chair noted that the Board are grateful to Marion for her significant contribution to the organisation and wish her every happiness for her retirement.

(b) Annual Accounts

Coll Murchison-MacDonald from Saffery Champness presented the accounts and stated that he had good news in that Fèis Rois had an unqualified audit report ready to sign.

Coll explained that it is good practice to have 3-months of reserves and that Fèis Rois has 3 to 4 months of reserves and an increase on the previous year.

He explained that his colleagues had been stress testing the business projections to March 2022 and they were satisfied with the going concern assumption.

He also noted that the cash position was even healthier than it was at March 2019.

Coll explained that they look at three main audit risks:

1. Going Concern, not including material uncertainty, they are quite happy with the going concern assumption

2. Management override – they have not identified anything that gives cause for concern
3. Revenue recognition – looking at the difference between the management accounts and the statutory accounts.

Coll had two recommendations: one about processes and another about the posting of transactions on SAGE. He emphasised that this was not many recommendations at all for an audit closing report and he thanked Fiona Dalgetty and Marion Mackay and commented on how good it had been to work with them.

Fiona Callum approved the accounts and Duncan Chisholm seconded them.

2020.03 Rotation of Directors

Clause 25 of the Memorandum and Articles states that any Director who has held office for three consecutive years shall cease to hold office at the end of the AGM but, subject to article 26, shall then be eligible for re-election. This applied to Fiona Callum who was re-elected by Malina MacDonald-Dawson (seconded by Duncan Chisholm) and Norman MacArthur who was re-elected by Shona Henderson (seconded by Jennifer Marshall).

It is also a requirement for Office Bearers to be re-elected. Malina MacDonald-Dawson was re-elected as Chair nominated by Fiona Callum and seconded by Shona Henderson. Fiona Callum was re-elected Company Secretary nominated by Norman MacArthur and seconded by Duncan Chisholm.

The Board had received two written notices from people looking to join the Board. Alex Urquhart-Taylor was nominated onto the Board by Malina MacDonald-Dawson (seconded by Fiona Callum) and Chloë Bryce was nominated by Ruairidh Gollan and seconded by Duncan Chisholm.

The Fèis Rois Board is now:

Malina MacDonald-Dawson (Chair), Fiona Callum (Company Secretary), Shona Henderson, Ruairidh Gollan, Duncan Chisholm, Norman MacArthur, Jennifer Marshall, Alex Urquhart-Taylor, Chloë Bryce.

2020.04 AOCB There were no further matters raised.