

KYLE OF SUTHERLAND FISHERIES TRUST

MINUTE OF ORDINARY TRUSTEE MEETING

HELD ON WEDNESDAY 5th MARCH 2014 VIA CONFERENCE CALL

Trustees Present

Michael Brown (MB)
Robbie Douglas Miller, Chair (RDM)
John Green (JG)
Tom Inglis (TI)
Steven Mackenzie (SM)
Gregor Macleod (GM)
Richard Sankey (RS)

Apologies

None

Attending

Audrey Campbell, Administrator (AC)

1. Minute of previous meeting – 24th January 2014

There were no comments on the content of the previous minute.

RDM requested that minutes of all conference call meetings be signed as accurate by the Chair at the physical meeting on the 28th March 2014.

2. Action points from previous meeting.

Outstanding

AC/TI to set up procedure for regular check of budget and bank reconciliation.

Membership

AC and TI have completed the restructuring of the Member Register in accordance with the Articles of Association. It was noted that this reduces the membership drastically and RDM asked the Trustees to consider how this may be improved. It was agreed that the Trust's profile must be raised significantly in order to generate more interest in membership.

All agreed it will be important to review how to recruit, retain and charge members once the new Director is in place. RS suggested that the Director should contact other Trusts in the first instance to establish how they generate and maintain membership.

Shin Project Funds

Enquiries have been made into the original purpose of the funds currently held in a separate 'Shin Restoration Project' budget, and no restrictions remain. All agreed that the money be put towards the 2014 budget for the Upper Shin smolt trapping and trucking.

RDM will meet with representatives of SSE and SEPA in Dingwall on the 7th May to start the process of examining and interpreting data gathered to date in order to guide decisions on operation and funding from 2015 onwards.

3. New structure for Kyle Fisheries update & Director induction programme.

RS has drafted a list of priorities for Keith as part of his induction, and has discussed these with Keith, Hugh Mackenzie and AC. RS will distribute the draft by email to all Trustees and Board Members for

comment in the next few days. A final draft will be presented for agreement at the Board/Trust meetings on the 28th March.

RS stressed that the list is in no particular order and that it will be up to Keith to develop and prioritise each element.

RS explained that during the induction process he expects that AC will concentrate on providing Keith with administrative, financial and project information, building a diary for the coming months. Hugh Mackenzie will provide information on operational and practical activities, introducing Keith to Ghillies and other river workers on catchment. AC and Hugh will both work with Keith to review wider issues such as equipment and compliance. RS expects to spend time with Keith in his first week to give him a wide ranging tour, building up his geographic and political knowledge of the catchment and introducing him to as many proprietors as possible. Pete Campbell and Gordon Robertson have both offered to make themselves available to Keith to help fill in any knowledge gaps. Keith has been in contact with Iain McMyn who has also offered help. TI offered to provide guidance on governance issues.

RDM recommended that a discussion about devolving activities between Board and Trust should take place later this year.

4. Summary of Current Office Position

RS has been investigating the possibility of leasing or buying a local property which is likely to be coming onto the market in April. He reported that the owners intend to sell the property and have given a rough indication of the selling price. The property is over two floors and is ideal for Kyle Fisheries purposes.

The Trustees unanimously agreed that RS should confirm their interest with the selling agent and immediately explore funding options available. RS advised that once the informal process is complete he may call upon other Trustees for additional support to take this forward.

5. Summary of Current/Ongoing Trust Projects

Oykel Scale Sampling – This project is in year two of three and is fully funded.

Diebidale – At present this is a Board matter. A site meeting is taking place at the beginning of April with representatives from RAFTS, SEPA and Kyle Fisheries. RDM requested that this be included as an item for discussion on the next agenda.

Shin Trapping and Trucking – JG carried out a review as requested at the last meeting and his report was circulated by email. He stressed how important it is to continue with the project. During his review he discussed the project with Keith who is also very keen to see it continue. Part of the Director's remit will be to identify and secure external funding to progress this past 2014. JG again summarised the estimated costs for this season. The small shortfall from that already budgeted by the Trust will be made up by the Shin Restoration Fund, as discussed earlier.

6. Summary of financial position and budget for 2014

RDM reviewed the budget spreadsheet which had been made available to all Trustees prior to the meeting. All agreed that an allocation be added for office costs equivalent to the amount the Board currently pay to rent the office in Bonar Bridge.

Trustees are aware of the increasing and unsustainable deficit over the next couple of years if the shortfall in income is not addressed. No project income has yet been identified for 2014/2015. It is expected that Keith will develop projects to bring in funding, however Trustees also have a role in generating income and should consider ways in which they may assist Keith in this.

The Trust financial year end is 31st March, after which AC will complete the year end process and send the files to AW Gray & Butler who will produce final accounts for presentation to Trustees, Companies House and OSCR.

AC will update the 2014/15 budget spreadsheet following the meeting and republish in Dropbox. All Trustees should examine it carefully and email any comments or questions to AC prior to the 28th March meeting, at which the budget will be agreed and signed off. TI asked that any possible costs associated with Keith's induction also be included in the budget.

MB suggested that the relationship with fish farmers on Loch Shin might be developed in order to approach them for assistance with project funding. RDM was concerned that it may be misconstrued if the Trust were to approach a source of obvious and direct conflict to the aims and objectives of both the Board and Trust. The new Kyle Fisheries organisation will be expected to form joint policies on developments such as fish farms and this should be done before any decisions are made about such an approach. TI pointed out that as this is a licenced activity the Trust can only hope to minimise their impact by working with them to better understand their activities and processes.

7. Review of governance and oversight issues

TI had previously volunteered to review and update governance, policies and procedures. This is a considerable burden and RDM offered him the support of other Trustees.

TI reported that AC had recently been working to create a number of policy documents on behalf of the Board in support of the Pearls in Peril project. These were based on templates sourced from RAFTS. TI suggested that these be modified further to apply to Kyle Fisheries as a whole and this had been done. A second set of documents which were previously created specifically for the Trust are being modified in the same way. Finished drafts will be circulated to Board and Trust members for approval at the 28th March meeting.

When this process is complete there will be a set of around a dozen approved documents which will be recorded in an office register and updated regularly. They will also be added to a Dropbox file so that Trustees and Board Members can refer to them at any time.

8. Review of Trustees and Independence of Trust from Board

At the last meeting concerns were expressed about the independence of Trustees if all of them were also sitting on the Board. GM had suggested that rather than co-opting all Trustees, the Board might offer two 'floating' seats on the Board which could be filled by appropriately nominated Trustees. These Trustees will not be co-opted Board members as current legislation does not allow this.

TI wished to point out that this is a departure from the previous agreement.

RDM asked for the Trustees consent to present this option to the Board immediately for their approval. All agreed.

Assuming that the Board ratify the proposal, RDM asked the Trustees if they wished to nominate two attendees for the next Board meeting. All agreed that TI will attend in order to support discussion of governance documents being presented for approval at the meeting. The second attendee will be decided later.

RDM confirmed that the timings of the 28th March meetings are expected to be:

- 09.30 – 12.30 KSDSFB Public Meeting
- 12.30 – 13.30 Lunch for Board Members and Trustees
- 13.30 – 15.30 KSFT Trustee Meeting

9. AOB

JG wished to state that with the appointment of the new director, the Trust now has an excellent opportunity to move forwards towards a successful future. The acquisition of an office would raise the profile of Kyle Fisheries significantly, hopefully encouraging people to come in to the office and engage with both the Board and the Trust.

AC informed the Trustees that Balnagown have been in touch to advise that they are now in a position to replace the Salmon Lifecycle Information Boards which were destroyed in the fire at the Falls of Shin Visitor Centre. A decision needs to be made whether these boards are re-erected at the Falls of Shin site, or used elsewhere. If they are to be used elsewhere then the content will need to be amended as the Visitor Centre is mentioned on the boards. AC to contact Balnagown to ask what their plans are for the site before a decision is made.

Meeting Closed

ACTIONS - taken forward

Who	Details	Completed By
AC/TI	Set up procedure for regular audit of budget and bank accounts	As soon as possible

ACTIONS - from this meeting

Who	Details	Completed By
RS	Email draft induction programme to all Trustees/Board members for comment	Immediate
AC	Add Diebidale project to next agenda	Prior to 28 th March meeting
RS	Contact selling agent to confirm interest in local property and pursue funding options	Immediate
AC	Update budget spreadsheet and republish	Immediate
All Trustees	Examine budget spreadsheet and email any comments to AC	Prior to 28 th March meeting
AC/TI	Complete draft of policy documents and circulate to Board members/Trustees	Prior to 28 th March meeting
RDM	Contact Board members to seek agreement for two Trustee places to be available at each Board Meeting	Immediate
AC	Contact Balnagown re plans for Falls of Shin site.	Immediate