

# Draft Minutes of the AGM

of the

Forth District Salmon Fishery Board

Monday 28<sup>th</sup> October 2013 at 11am

The Royal Hotel, Bridge of Allan

Board Members in attendance

M Baillie-Hamilton

A Cameron

A Dickson

T Metcalfe (on behalf of Crown Estate)

R Robertson

D Toon

Proprietors in attendance:

D Adams

H Barton & S Shortt

L Goodfellow, N Paterson & M Earl

P Brown

M Luti & N Luti

T & J McKenzie

J Muir

Others in attendance:

David Jones (Stirling Council)

Alan Wells (ASFB)

Robert Younger (Fish Legal)

1) Apologies for absence:

Sir A.Orr-Ewing

John Philips

Fen Howieson

2) Minutes of the 2012 AGM:

The minutes of the previous AGM were approved unanimously.

3) Consideration of the Annual Report for 2012/13

The Chairman introduced the annual report for the year ending 31<sup>st</sup> Jan 2013.

Nicola Luti gave the opinion that the presentations that had been made prior to the AGM were unnecessary as the Annual Report already contained the relevant information. She went on to observe that the report contained too much that was relevant to the River Forth Fisheries Trust rather than to the Board. She went on to note that in her view the Board and the Trust were too close together and that it was hard to see where one started and the other stopped, noting that the address on the back of the annual report was in the name of the Trust rather than the Board.

The Chairman noted her concerns and pointed out that since this subject had been raised earlier in the year the Board and Trust had moved to reduce the crossover in membership between the two organisations. He explained that the Board had attempted to deliver results for the catchment by the most effective means. A decision had been taken that an annual donation to the trust was an effective and efficient means of delivering high quality work of benefit to the catchment. This was the reason that it was appropriate and relevant to provide an update of the Trust's work at the Board AGM. He went on to add that the issue regarding the address was an error.

Nicola Luti asked why she had not been sent the Director's job description when she had asked for it earlier in the year. She asked if the Director's role was full time for both organisations and argued that in her view this arrangement might be breaking the European Working Time Directive.

The Chairman replied that the Director's role was split between the two organisations and therefore he assured the meeting that this was not the case and that the Director did not undertake two full-time roles.

Mike Luti observed that in his view there was insufficient money being spent on the river Teith compared to other parts of the District and that he believed that as an SAC it was of great importance that the Teith be looked after properly. He noted that the Calair burn had been on the agenda for many years and that he was pleased that this was progressing though it had taken too long.

The Chairman noted that as a Teith proprietor he was sympathetic to the idea that the Teith should have special treatment but this was not possible.

The meeting had previously been informed that the Carron and Teith management plans would be put out for consultation and put on the website as soon as practicable after the meeting. The Chairman said that there was a need for more local groups to assist in developing further local management plans.

Nicola Luti asked when minutes would be made available after the meeting. The meeting was informed that this would happen within two weeks.

Tom Mackenzie said that he believed that the Board and the Trust working together had made enormous progress over the last few years over the whole catchment. The Chairman replied that he was particularly pleased with the work that the Board has done to facilitate progress towards catchment-scale removal of barriers on the Tyne and the Almond at little cost to the Board.

#### 4) Consideration of the accounts for year ending 31<sup>st</sup> Jan 2013:

The Chairman introduced the accounts.

David Adams noted that there was a discrepancy between figures in a set of accounts he had previously been given for the previous year and those in the same budget line in the comparative figures in the current set of accounts; though it was noted that the total figures added up to the same amount.

The Chairman stated that he thought that David Adams must have been given a draft set of accounts for the previous year. However, it was agreed that the Board would look into the matter.<sup>1</sup>

The Chairman noted that in the last five years the Board and Trust's staff had doubled in number and that turnover had increased dramatically.

Mike Luti noted that the costs of employing the director had nearly doubled over

the last 5 years. The Chairman responded that this reflected the decision of the Board to hire a full time director on the retirement of Tom Mackenzie and he noted that there had been a step change in the amount of work generated by the Board and therefore he was satisfied that proprietors were getting good value for money. He noted in particular that the revenue generated to spend on the catchment had doubled since the employment of the current director.

Nicola Luti observed that the donation of £60,000 from Board to Trust was a substantial sum and questioned whether this was appropriate. She observed that in her view there should be conditions placed on any such donation to the Trust involving a clearly set out agreement as to what it would do for the money.

An observation was made by the representative of the Cowan's Trust that this was a tax efficient mechanism by which the money could be spent.

The Chairman made it clear that if an arrangement along the lines that Nicola Luti was pursued, this would become a contract for a specific service and therefore would be subject to value added tax at 20%. Although the donation by the Board to the Trust is 'unrestricted', based on past performance and the Board's strong relationship with the Trust, the Board is confident that it gets very good value for money from the donation.

Les Goodfellow from Stirling Council noted that the accounts were not audited and asked why.

The Chairman replied that this matter was being considered as part of the mediation process, but noted that the cost implications were significant. He added that the Association of Salmon Fishery Boards had put out guidance on the subject.

Alan Wells added that the term 'audit' although included in the legislation since the '80s had not been legally defined and Marine Scotland had confirmed that no Scottish Government guidance had been issued at the time. On that basis the ASFB guidance, which had been developed following legal advice and with input from the ASFB accountants, was issued to all DSFBs. He further noted that some DSFBs have a total income of less than £10k and therefore the costs of a full audit would be disproportionate.

##### 5) A.O.C.B.

The Chairman informed the meeting that since the Board's elections in the spring, complaints had been received regarding the conduct of the election. He conceded that the election procedure had not been made as clear as it could have been but that nothing improper had occurred. He noted that the ASFB had received a complaint regarding this and gave way to Alan Wells who made the following

statement:

The Association of Salmon Fishery Boards (ASFB) was invited by the Forth District Salmon Fishery Board and Stirling Council to look into allegations of misconduct made against FDSFB in respect of the recent triennial elections. No evidence of any intentional breaches of the law were found. However, it is recognised that there is room for improvement in the way that certain aspects of business and procedures have previously been conducted. Discussions have commenced between the Council and the Forth DSFB on recommendations to ensure that the governance of the DSFB meets the expectations of both parties with the aim of re-establishing a positive working relationship with the Council. Both parties have conceded that they need to work more effectively together and ASFB is actively helping in developing this process. The focus of ASFB is now on helping to ensure that the Board's business is conducted, as far as is possible, to all parties' satisfaction in the future.

The Chairman noted that the election could have been carried out better and that the Association of Salmon Fishery Boards had subsequently issued advice on the best way to carry out elections. This advice would be followed in future elections. He stated that the co-option of co-optees would stand subject to the continuing mediation process with Stirling Council

Nicola Luti observed that it was unfortunate that two Board members were absent from the meeting.

David Jones asked if the Board had taken legal advice before suspending him as a Board member and that he considered that he should have protected status because he considers himself to be 'a whistleblower'.

The Chairman replied that the Board had taken legal advice. The Chairman noted that the suspension was a part of ongoing mediation procedure concerning issues between the Board and Stirling Council.

The Chairman went on to add that he would be resigning when an appropriate successor could be found. He also stated that the Director had handed in his notice and was currently serving his notice period.

Tom McKenzie, Tony Cameron and Jamie Muir all made speeches thanking the Chairman and Director, expressing their regret that they were leaving and recognising the considerable achievements that had been made over the past five years.

6) There being no further business the meeting was closed