# ROYAL BLIND ASYLUM AND SCHOOL, EDINBURGH *Operating as* SIGHT SCOTLAND

MINUTE of the Two Hundred and Twenty-Ninth Annual General Meeting

Held at 2A Robertson Avenue, Edinburgh and via Microsoft Teams

on Wednesday 7 December 2022

**Directors**Michael Craig (Chairing)

Graeme Bold

Mike Donnelly

Aidan McCorry

Michelle McWilliams

Catherine Topley

Stephanie Phillips

**In Attendance:**

Craig Spalding, Chief Executive

Carol-Ann Boyter, Director of People and Culture

Clair Bryan, Director of Services, Sight Scotland Veterans

Stephen Coulter, Director of Corporate Resources

Davina Shiell, Director of Marketing and Communications

Colin Hilditch, Head of Community Services

John Donaldson, Head of Operations, Scottish Braille Press

Michael Cunningham, Head of Finance

Ian Fraser, Thorntons Law LLP

Pamela Gaiter, Executive Support Manager

Professor Bal Dhillon

Professor Niall Strang

1. **Welcome and Introductions**

Michael Craig, Chair, welcomed everyone to the meeting and introduced Graeme Bold, Finance Convener and Craig Spalding, Chief Executive to the AGM.

1. **Apologies for absence**

Apologies were received from Laraine Aikman, David McArthur, Elizabeth Porterfield, Sif Rai, Dianne-Dominique Theakstone, Hawys Kilday, and Martin Gill.

1. **Minutes of the Annual General Meeting held on 8 December 2021**

The minutes, having been circulated, were taken as read. A motion to approve was proposed by Aidan McCorry, seconded by Michelle McWilliams and approved by the meeting. There were no matters arising from the minutes.

1. **Annual Report of the Directors**

The Annual Review was circulated. The full Annual Report and audited Financial Statements are available on request and available on the Sight Scotland website.

**Report by the Chair**

The Chair commented on how pleased he was to be able to hold the AGM in person once again after what was for everyone a difficult two years. It is wonderful that head office colleagues were finally able to join Scottish Braille Press staff at the start of the year in this building following the easing of Covid restrictions and we now have a modern working environment for them as well. At the start of the year we also welcomed our new Chief Executive, Craig Spalding.

He reported on how delighted he was to see our community service growing stronger and reaching even more people with sight loss this year. Our Family Well Being service provided support over the phone and face to face to over 800 people in its first year. We are very grateful to the National Lottery Community Fund for providing funding of £150,000 for three years, as well as to the other donors who have contributed through our fundraising appeals to help establish the new service.

Our support for people living with sight loss across Scotland further expanded this year as we were successful in winning contracts to deliver rehabilitation and mobility support services in three local authorities – City of Edinburgh, Midlothian and East Lothian. Around 385 people received support from us to re-gain essential living skills such as navigating safely both indoors and outdoors, cooking and using equipment such as screen readers and magnifiers.

It is wonderful to see our care and learning services operating as normal once again after a very challenging time during the pandemic when our day pupils had to learn remotely and the young people in residential care had to be separated from their families. With the support of our fundraising team, we are now working on upgrading the Canaan Lane campus, with a fantastic new garden for residential services and some refurbishments to the buildings. We were delighted as well to have our contract renewed to deliver education outreach services in East Lothian earlier this year, and we will now also be providing early years and habilitation support to children with visual impartment in that local authority.

Our work funding medical research continues to grow and moving into the future we plan to expand this work further. No other sight loss charity in Scotland funds medical research and we see this as an essential part of our work to support early intervention and treatments for people living with sight loss. It was fascinating to hear from the research team at the University of Edinburgh delivering the Scottish Collaborative Optometry-Ophthalmology Network e-research project (commonly known as SCONe) in June this year about the impact they have made with the funding that we contributed. The aim of this project is to collect and classify a retinal repository in Scotland to enable early identification of eye disease.

With the return of in-person events, we were also able to have our first networking event in the Scottish Parliament since prior to the pandemic. At this event hosted by Minister for Public Heath Maree Todd we launched our Fair Rail Vision campaign, which calls for a national policy across Scotland to ensure free rail travel for both blind people and their companions. We have also established a Policy Group of blind and partially sighted people to feed into our work in this area, ensuring that our policy calls are based on what is most affecting people with lived experience.

On behalf of the Board, the Chair thanked all our staff and volunteers for their very hard work and dedication during the difficult times of the pandemic and as we moved back to a more normal way of operating. The flexibility and resilience demonstrated during these difficult times made a real difference to the people with sight loss who use our services. He also thanked all our donors and funders for their ongoing support as well as the organisations that we work in partnership with to ensure that people with sight loss can lead a fulfilling life.

**Report by the Finance Convener**

The Finance Convener, Graeme Bold, presented the financial statements for the financial year ended 31 March 2022, remarking that this has been an interesting year for our Charity as we continued to come out of the Pandemic and welcomed Craig Spalding as our new Chief Executive. He then gave the following report on the financial statements and the report of the Auditors:

For a full picture on our finances, I recommend that you take a look at our full Annual Report and Accounts which is available on our website and is an absolute belter of a read. We can provide a printed copy in a number of different formats if you prefer. We also have an Annual Review which has a summary of our accounts as well as a focus on our achievements during the year. An electronic copy of this is available.

The Statement of Financial Activities on page 35 shows the various elements of our income and expenditure compared with the previous financial year. Our total income is £12.8 Million and this is down from last year’s income of £20M, as last year we included the sale of our Craigmillar Park School Campus and we still had our two older people’s care homes partially open. These care homes were sold in Summer 2021.

School income was up from £4.5M to £4.8M and this was due to two pupils who had left the school remaining in our residential unit until a permanent adult placement was secured for them. Adult Services income also increased slightly due to the respite bed being converted for a permanent resident. Braille Press income reduced slightly due to reduced activity from traders during the pandemic, but it still made a healthy profit.

Our Community Services received £267,000 in the first full year of operation and in addition funding of £50,000 was secured for Community Services through our fundraising team.

Fundraising income was £584,000, down slightly from £607,000 last year as the effects of reduced activity during the pandemic continued to bite. Having said that, £584,000 is still a fair sum and I’d like to thank our fundraising team for their efforts during a difficult year.

Overall expenditure is shown as £14 Million, reduced from £24 Million in 2020/21. The previous financial year was exceptional as we had an impairment in the value of Jenny’s Well care home and also incurred expenditure in our two care homes which as I mentioned earlier, have now been sold.

Elsewhere in expenditure, our costs for the Royal Blind School fell slightly by £99K and this was as a result of reduced activity during the lockdowns and some unfilled vacancies in the residential unit. Within Community Services our expenditure was £534K which means that the charity donated a total of £217K towards this new service.

In Adult Services, expenditure has increased, mainly due to the lower expenditure last year because of the full effect of the pandemic; Adult services made a small surplus overall. The Braille Press reduced expenditure to meet reduced sales activity.

Our net expenditure before investment gains and losses is £1.1 Million. Now that our care homes have gone, we have been able to reduce our net expenditure and ultimately we aim to achieve break even point on our operations going forward.

Our investments performed well during the year, recording an unrealised surplus of £1.5M. This is less than last year, but last year our investments had bounced back from the original crash when the Pandemic broke.

We have continued to make recovery payments to our Defined Benefit Pension Scheme and during the year we made a lump sum payment of £4M towards deficit recovery, using funds we received from the sale of our care homes. This took the total pension recovery payments in the year to £4.9M including the regular monthly payments we had been making. The lump sum payment was part of an agreement we made with the Pension Trustees, but we made the payment 2 years ahead of schedule, therefore allowing the Trustees to invest earlier and hopefully reduce the deficit even further.

Overall, when we take into account our operating deficit for the year alongside the rise in the value of our investments and the loss in the pension scheme, we end up with a total deficit of £4.6 Million. If we exclude the pension recovery payments the charity recorded a small surplus of £333,000.

Looking at the balance sheet on page 37, we see a reduction in our fixed assets due mainly to the disposal of the two care homes. Our investments have increased due to receipts from the sale of the care homes, less the money we gave to the pension trustees. Our debtors are reduced and our cash in bank increased, so our total current assets are similar to last year. Within debtors, there is approximately £5M due to be received from Craigmillar Park and I’m pleased to say that in October this year we received £2M from the purchaser.

At the end of the financial year we recorded a total decrease in funds from £48.1 Million to £43.5 Million, almost all of which is unrestricted reserves.

The organisation remains financially strong with invested reserves of £20.9M. The auditors have concluded that the Charity is operating on a going concern basis and we are easily able to meet future running costs. Our substantial free reserve allows us to develop innovative new services for blind and visually impaired people in Scotland whilst working hard to reduce deficits within individual services. We are continuing on our plan to operate our services on a break even basis overall.

Now that our Chief Executive has been in post for a few months, we look forward to embarking on a new strategy to give the best possible assistance to those who suffer from the debilitating effects of vision loss and we will continue to live within our means and research new ways to help the people we care for.

Our auditors BDO LLP gave a clean audit report on the accounts, affirming that they comply with all requirements and give a true and fair view of our results and financial position. The auditors carried out additional financial stress testing to demonstrate that the charity is financially resilient in the current economic climate and I am pleased that the auditors are happy with our continuing ability to operate as a going concern.

I would like to finish by acknowledging the help the BDO team gave to our staff and to thank our Head of Finance and his team for all their hard work during the year and at the year end.

Adoption of the Annual Report and Accounts was proposed by Catherine Topley, seconded by Michelle McWilliams and approved by the meeting.

1. **Remarks from the Chief Executive**

Craig Spalding shared his reflections on his first few months in post as Chief Executive. He acknowledged the hard work and enthusiasm of staff across the organisation during the pandemic and reflected on the impact of the pandemic on society in general and the benefits of working together to address the emerging issues.

He advised that, looking to the future, it was the organisation’s aim to reach more people with sight loss, enabling their voices to be heard. He reported on the organisations ambitions around research and presented an overview of key strategic priorities.

Craig then thanked all colleagues and volunteers and remarked that he was looking forward to his next year as Chief Executive.

1. **Changes to the Royal Charter and acknowledgement of the former President and Vice President**

The Board met in a specially convened General Meeting on 13th April 2022 to agree to petition the Privy Council for a new supplementary charter. This meeting was the culmination of several years of work to re-draft our existing Charter that dates back to 1898. Back in April we were expecting that, by the time of this AGM, the petition would have had royal assent and the new Supplementary Charter would have been sent to Scotland to be sealed. The passing of Her Majesty the Queen has unfortunately delayed proceedings and the Privy Council has had to make some amendments to accommodate the accession of King Charles III which they informed us of at the end of November. We are hopeful that the new supplementary Charter will be finally completed early in the New year.

One of the key changes that the new Supplementary Charter will make, is the dissolution of the office of President and Vice President since these roles no longer reflect our structure and modern governance practice. On behalf of the Board, the Chair took the time to acknowledge and thank the last holders of the role of President, His Grace the Duke of Buccleuch KBE and Vice President The Hon Mrs Janet Buchanan-Smith, CBE and acknowledge their support in making these necessary changes to the Royal Charter.

The present Duke of Buccleuch has continued a long association that his family has had with the charity dating right back to its foundations in 1793 when the then Duke and Duchess made a donation of 50 guineas to help found the charity. The present Duke has been a staunch supporter of the charity and chaired his first AGM in the role of president in 2008. The Executive Team were particularly grateful for his kind and thoughtful letter to the charities’ staff, received in June 2020, noting all of the hard work and sacrifice made during the pandemic. The Duke has honoured us by agreeing to take up the role of Honorary Patron in recognition of the long relationship between the charity and his family.

Mrs Janet Buchanan-Smith formally resigned from her role of Vice-president in May of this year. Mrs Buchanan-Smith had a long association with the charity supporting our fundraising, raising our profile and presiding over many of these AGMs in the past and we wish her well for the future.

1. **Election of Directors**

During the year, Mike Martin stepped down from the Board and we would like to thank him for his contributions to the organisation.

The Chair advised of the retirement by rotation of the following directors: Elizabeth Porterfield, Michelle McWilliams and Aidan McCorry. Elizabeth, Michelle and Aidan have indicated their willingness to continue to serve and have been duly nominated.

Professor Mike Donnelly also retires by rotation but does not offer himself for re-election and we would like to thank him for his tremendous contribution to the organisation over the last three years.

During the year since the last Annual General Meeting the Board has appointed two interim directors. In alphabetical order, these are:

* Laraine Aikman
* Sif Rai

No further nominations have been received, and so Laraine and Sif are hereby duly appointed to serve as Directors of Sight Scotland.

At this point the Chair expressed his grateful thanks to all the directors, for their commitment and contribution, all of which is given from their own free time.

1. **Appointment of auditors**

The appointment of BDO LLP as auditors was moved by Stephanie Phillips, seconded by Aidan McCorry and approved by the meeting.

1. **Close**

There being no other business, the Chair declared the meeting closed.

Michael Craig

Chair of Sight Scotland and Sight Scotland Veterans

7 December 2022