



**15th Annual General Meeting
25th November 2023
held via video conference**

1. Welcome and Apologies

The Chair of the Board of Trustees, Stuart Macintyre, welcomed members to the charity's online Annual General Meeting. Stuart acknowledged attendance from all over Scotland and introduced members of the Senior Management Team and other Trustees in attendance. He was pleased to see a number of Life Members in attendance and he also thanked the Branch Chairs who were able to join today. Stuart took the opportunity to note that Irene Barr had recently stepped down as Chair of the Central Branch after a remarkable 40 years of service in that role. All present expressed their thanks and appreciation to Irene.

The Chair invited the Company Secretary, Michael Cunningham, to present apologies and to run through the arrangements for managing today's online meeting.

Apologies were received from the undernoted:

Aidan McEvoy	Jamie Blackport
Irene Barr	Margaret Hastings
Amy Dalrymple	Ann Butler
Lisa Douglas	Jaqueline Watson
Arelene MacLeod	Hilary Allen
Fiona McIntyre	

The full list of attendees is noted at the end of this minute.

2. Minutes of the 2022 AGM

The minutes of the previous AGM, held on 26th November 2022, having previously been approved by the Board of Trustees, were noted by all present. No questions or comments were raised regarding the previous AGM minutes.

3. Report on the Year by Chair of the Board of Trustees, Stuart Macintyre

The Chair presented his report for the year ending 31st March 2023, as set out in the Trustees' Report and Financial Statements for the year ending 31st March 2023.

Stuart reflected that it had been another year of considerable challenge and success in equal measure.

There is much detail in our full Annual Report and, if you get a chance, I would commend you to delve in and digest. To that extent I will not seek to summarise but rather highlight a number of key points which are of particular significance.

Delivering at the Front Line: During the year we implemented the strategic decision not to renew the lease of our offices in Edinburgh. These were vacated in the late Spring of 2022 and all of our staff are now effectively based at home. In-person meetings are organised with flexibility of location which is often helpful to participants. This is also true of the Board which during the year returned to meeting together in the same room. The very substantial savings released from not having the fixed cost of property have allowed us to repurpose that expense more directly to the benefit of members throughout Scotland.

This has been very timely as we emerge from the pandemic years. The demand for support from families has remained at the high levels established during the pandemic and like many charities we continue to play a pivotal role in supporting Scotland's recovery from the pandemic.

The welcome return to in-person events has gone hand in hand with the important gains we made through making ourselves and our services much more readily available online.

Finance: Without a moment of complacency, this is the third consecutive year in which the careful stewardship of our resources has resulted in a financial surplus. This time, a more modest amount – around £30,000. On one analysis, a protection against the worst of inflation eroding the value of our reserves. These remain at a level which allows us to plan for the future with confidence. Our Treasurer, Rob Molan, will guide us through the highlights of the numbers shortly.

We remain deeply grateful for the support which we receive from the Scottish Government and all our other funders and fundraisers. So much of what we are able to do is dependent on the funds we are able to raise in each individual year. We hope that have been able to demonstrate that the generosity of giving is reciprocated by the quality of our delivery.

The Team: Whether it is our expanded staff team, under the inspirational leadership of Chief Executive Eddie McConnell or our indefatigable volunteers at Branch level, the success achieved has come from outstanding dedication. We never take that for granted but remain deeply grateful for all the discretionary efforts which are made with both sensitivity and professionalism. We should also recognise the important contribution made by my fellow trustees. Their wisdom and guidance come with good humour and considerable personal commitment. During the course of the year we said farewell to three trustees – Alan Cunningham, Lucy Pearson and Sharon Bandeen. They left with our grateful thanks. We began a trustee recruitment exercise in the last quarter and I am delighted to report that we have now appointed Amy Dalrymple, Andrea Nolan and Katrina Leese whose contributions are already enhancing our discussions. You will be asked formally to elect each of these later in this meeting.

The Future: Our 40th Anniversary year drew to a close in March with a joyous night of celebration at the Forever 21 Ball. Through many shining examples of the inspiration we can all draw from those who have an extra chromosome we left that evening energised and enthused for what lies ahead. Not least on that journey will be the Learning Disability, Autism and Neurodiversity Bill which has the potential to make real gains in the enhancement of the rights and status of our fellow citizens and in particular of those who have Down's syndrome.

We remain the only charity in Scotland that responds to the needs of all individuals with Down's syndrome at all stages in their lives. We see that responsibility as a privilege and one that we will all do our utmost to discharge.

Stuart invited Jo Hughes, Head of Service Development, to present a summary of the charity's

achievements. over the last 12 months.

Jo shared 'Extending our reach' infographic illustrating the key activities and achievements of the charity, focusing on key statistics and performance of the charity's core services.

4. 2022-23 Trustees' Report and Financial Statements

The Chair invited Rob Molan, Chair of the Finance and Risk Sub Committee, to present the Annual Accounts for the year to 31 March 2023.

Rob confirmed that the accounts to 31st March 2023 have been audited and no audit issues arose. He confirmed that the final position for 2022-23 was an overall increase in funds of £30,626, which he noted as remarkable as we had budgeted for a reduction in funds.

In total, £892k was received as income and expenditure was £861k. The net surplus position after pension remeasurement gains was £31K.

Details of income and expenditure followed with accompanying slides. The breakdown of income and expenditure can be viewed in the notes to the Financial Statements, in the 2022/23 Trustees' Report.

Acknowledgement was given to the charity's supporters, trusts and foundations, which are listed on pages 16 and 17 the Trustees' Report and Financial Statements.

Rob invited questions or comments on the Trustees Report and Financial Statements.

Patrick Ford asked why the surplus had decreased from £169K recorded in the 2021/22 financial year. Rob invited Michael Cunningham to respond and he explained that the previous year's outcome was elevated and that the outcome of a £30k surplus is much closer to what would be expected for the charity. Stuart added that we had re-evaluated our service provision leading up to 2022/23 and budgeted accordingly so that our resources were targeted at our members and their families.

5. Re-election of Directors to the Board of Trustees

The Chair commented on the current composition of the Board which is made up of 10 Trustees. He advised the minimum number of Trustees is 3 and maximum is 12.

Stuart confirmed that one of the current Trustees was up for re-election and we have proposals for the addition of three new Trustees. He passed the proceedings to the Company Secretary to manage the elections process.

Michael confirmed that there was one Trustee to be formally re-elected:

1. Jim Batchelor

Proposed: Patricia Jackson, Seconded: Morna Lawson

As there were no objections Jim was re-elected to the Board of Trustees.

There are also three proposed new Trustees being put forward for election. Each were proposed and seconded at the meeting as follows:

1. Katrina Leese

Proposed: Andrea Tonner, Seconded: Rob Molan

2. Andrea Nolan OBE

Proposed: Morna Lawson, Seconded: Jim Batchelor

3. Amy Dalrymple

Proposed: Katrina Leese, Seconded: Andrea Tonner

As there were no objections, all three individuals were elected to the Board of Trustees for a period of three years.

6. AOCB

- a) Stuart invited Eddie McConnell, Chief Executive, to provide an update on the forthcoming LDAN Bill. Eddie confirmed that the Scottish Government intends to publish a consultation paper on the proposed Bill next month and this would initiate a four-month public consultation process on what is being proposed for including in the LDAN Bill. He also confirmed that Andrew Davies (Life Member from Perth) has been an active participant of the Government's Lived Experience Advisory Panel for the Bill. Eddie advised that the charity would issue briefing materials to all members to encourage participation in the public consultation process and we would be organising our own events in addition to events organised by the Scottish Government. He encouraged all present to take part in the consultation process.
- b) Stuart advised those present that he would be standing down as Chair following the meeting and advised that Andrea Tonner will take up the position as Chair going forward and he wished the Charity well in the future. Andrea took the opportunity to express her appreciation on behalf of everyone involved in Down's Syndrome Scotland, for the leadership and commitment that Stuart had given over the past six years. The charity is now in a much stronger place today than it was when he became the Chair of the Board five years ago. All present expressed their thanks and deep gratitude to Stuart.
- c) As there was no further business, the Chair declared the 15th Annual General Meeting of Down's Syndrome Scotland closed, thanking everyone for their attendance.

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The Chair then invited the Chief Executive to share a film called 'Seen, Heard, Included', documenting the views of six young people with Down's Syndrome. The film was commissioned by the Scottish Government to offer a view on what 'good support' and 'good planning' looks like in the context of planning for the new National Care Service .

Members present at the 2023 AGM:

Anna Anderson
Donna Smith
Heather & Daniel Wadih
Patrick & William Ford
Peter Hughes
Kathleen McLean
Peihon Tan
Neil, Marguerita and Lachlanina Gilchrist
Lynn Murray
Gillian Grigor
Morna Lawson
Clare Hume
Stuart Macintyre
Rob Molan
Andrea Tonner
Katrina Leese
Jim Batchelor
Andrea Nolan
Patricia Jackson
Rachel Murray

Staff in attendance:

Eddie McConnell
Jo Hughes
Michael Cunningham

Agreed as a true record of the meeting.

Signed:  Date: 4th December 2023

Andrea Tonner, Chair of the Board of Trustees