

MINUTES OF MND SCOTLAND'S RECONVENED 43RD ANNUAL GENERAL MEETING

HELD ON, 14 JANUARY 2025, AT 7 PM, VIA VIDEO CONFERENCE¹

Addressing the meeting from the platform:

- Adrian Murphy Chair
- Rachel Maitland Chief Executive
- Sharon Gillies Director of Operations
- Allison Devine Auditor, Alexander Sloan

ATTENDANCE: 20 members of MND Scotland, including the Chair, were in attendance. Also in attendance were those addressing the meeting (noted above) and two staff from the MND Scotland Executive Leadership team (Dr Jane Haley and Angela Harris).

1.0 CHAIR'S WELCOME

At 7:05 pm and the meeting being quorate², Adrian Murphy, Chair, welcomed Members, Staff and Auditor to the AGM. He noted that this AGM had been reconvened, as the meeting held on 2 December 2024 was inquorate, and then confirmed the agenda and format of the meeting.

2.0 APOLOGIES

Six apologies were reported to the meeting.

3.0 APPROVAL OF MINUTE OF THE 42ND AGM

The Chairperson confirmed that the minute of the quorate AGM held on 15 March 2023 had been made available in advance of the meeting on the website. It was noted that:

- a) The attendance list had not been appended to the Minutes.
- b) Item 2.0 referred to the Minutes of the 2022/23 AGM when it was the 2021/2022 AGM.

The attendance list was received by Members before the end of the meeting. Subject to the correction at 3b, the Minutes were proposed by Adrian Murphy and seconded by Liz McRobb and unanimously adopted as a true and accurate record.

4.0 ANNUAL REVIEW

The Chairperson introduced Rachel Maitland, CEO. She thanked members for attending and highlighted the impact MND Scotland made on people affected by MND during the year, as outlined in the Annual Review. She concluded by thanking the voluntary Board of Trustees, the Executive Team and wider Team, supporters and Members and encouraged them to call out, if the charity is not going in the right direction.

The Chair invited questions; none were raised.

¹ Hosted via Zoom

² Quorum = 20 but can be less at a rescheduled meeting

Founders: John and Peigi Macleod Royal Patron: HRH The Princess Royal

5.0 RECEIPT OF THE AUDITED ACCOUNTS & TREASURER'S REPORT FOR THE YEAR ENDED 31 MARCH 2024

The Chair introduced Sharon Gillies, Director of Operations. She confirmed that in accordance with the rules, the Annual Accounts, which had been made available on the website, had been approved by the Board of Trustees; and were now presented to the AGM. She highlighted key points, including current commitments to research of £2,238,771, a significant increase since March 2023, primarily due to ongoing commitment to MND-SMART clinical trials of £1,633,333. It was noted that these commitments are greater than the current reserves position and reliant on new income to the charity, however, they are spread across the five-year period from April 2024 to March 2029 and £212,405 has been secured from co-funders (MNDA and Anatomical Society).

In response to questions, Members noted that:

- I. 3 years ago, a strategic decision was made to make better use of reserves of £4.5m by increasing investment in services and research, thus reducing reserves to 6-12 months of operational costs.
- II. Operating costs fluctuate depending on commitments, these include the accrued research expenditure, circa £400k.
- III. Further unforeseen expenditure is mitigated via a robust 3-year budgeting and monitoring process, investment in the fundraising team, with an expectation of income growth, and rigorous forecasting and monitoring
- IV. 9 months into this financial year there is comfort from where we are the moment.
- V. There was a need to better communicate the reserves strategy to members

6.0 AUDITOR'S STATEMENT

The Chair introduced Allison Devine of Alexander Sloan, Auditors.

The Auditor thanked members for inviting her to be part of the AGM and confirmed her job as the external Auditor to the charity was to give an opinion to members on the financial statements provided by the Director of Operations and whether or not they give a true and fair view of the financial position, of the income and expenditure assets and liabilities and the all important reserves that had just been discussed.

She advised that the full financial statements become public record and are filed with both Companies House and the Scottish Charities Regulator. She then referred to the principal Auditors report, confirming the Auditors are satisfied that:

- I. the accounts give a true and fair view
- II. the accounts are prepared in accordance with relevant legislation and regulation that governs a Scottish Charitable organisation
- III. there were no matters of concern raised within the Auditors Report

She then moved on to comment on the going concern basis of preparation of accounts, what might happen in terms of income and expenditure in the 12 months ahead and the assurances from the Director of Operations, CEO and Chair re robust processes and forecasting. While the regulatory requirement is 12 months (i.e. 12 months from the date that the Board approved the accounts not 12 months from the last financial year end), it goes beyond that for MND Scotland, because of the profiling of grants that are committed over 5 years, rather than just the immediate year ahead. That

becomes all the more important as discussed in the questions on the accounts earlier. The optimal reserves level might change by year end and that's why the Board of Trustees should be continually reviewing that reserves policy to make sure that it continues to be appropriate to the charity circumstances. From an auditor's perspective, there wasn't cause for concern over the levels of reserves, albeit they have reduced substantially over the last 2 years. This has been a planned course of action rather than something that has taken the charity or the board by surprise. In terms of going concern, there wasn't any reason to bring any concerns about the going concern basis of preparation of the accounts either.

In closing, the Auditor confirmed a clean, unqualified, unmodified auditor's report and invited questions on the Auditor's report or opinion.

The Chair thanked the Auditor and invited questions; there were none.

The Chair reported that Alexander Sloan has been reappointed as Auditors for a further year.

7.0 BOARD OF TRUSTEE APPOINTMENTS

The Chair informed the meeting of the appointments of Professor Richard Ribchester, who has an impressive CV and has been influential in guiding the research strategy and supporting the Scientific Advisory Panel, and Bryan Garvie, who brings strong PR and marketing background that's been invaluable. He noted that Margaret Kennedy and Debbie Atkins have stood down from the Board and recorded the Board's appreciation of their endeavours, commitment and service.

8.0 APPROVAL OF UPDATES TO ARTICLES

The Chair referred to the report that had been made available to Members and sought support for the special resolutions 1 and 2. Firstly, resolution 1 (an update to 4.2 of the Articles Association) was considered. Following an electronic poll of members, a majority in favour of the resolution was confirmed and resolution 1 was adopted.

The Chair sought support for special resolution 2. Before moving to an electronic poll, in response to questions, the Director of Operations explained the rationale for the proposed changes, and noted anomalies and inconsistency with articles 5.2.1 and 5. 2. 2.

The Chair opened another poll on special resolution number 2; a majority voted in favour of resolution number 2, subject to tweaks to ensure alignment with articles 5.2.1 & 5.2.2.

9.0 AOCB

The CEO congratulated Dr Brian Murphy MBE and thanked him for all his good work and his support for the charity. She then thanked Linda Reid, former Trustee, for her support in moving forward the charity's housing work.

10.0 CLOSE

In closing the Chairperson thanked Members for their continued support and extended his gratitude to staff and Trustees for their tremendous work. He invited feedback on how to improve AGM attendance and content.