

## Quakers in Scotland Foundation Trustees

Meeting held online on 7<sup>th</sup> May 2025 at 7.00 pm

Present: Elizabeth Allen, Brian Ashley, Adwoa Burnley, Chris Holmes, David Somervell and in attendance Lesley Richards (Convenor QiSCG)

We started our meeting with a short period of worship.

As a gathering, we shared something that had given us joy, inspired us, or brought enlightenment.

We agreed the agenda for the meeting.

### **25/05/1 Quaker bodies joining QiS, updates**

#### General Meeting for Scotland

We note that the clerk of GMS, Michael Hutchinson, has notified BYM staff serving Meeting for Sufferings of the proposal to transfer the functions of GMS, as laid out in Qfp 5.02 and 5.03, to QiS on 20<sup>th</sup> September 2025. MfS Arrangements Group has been informed of this matter.

#### East Scotland Area Meeting and Dundee Friends Property Trust

We receive and note the following minute from ESAM, held on 12<sup>th</sup> April, 2025:

#### **25.04.05 Quakers in Scotland**

*Robin Waterston has reported on recent correspondence from the General Meeting Clerk. OSCR have approved the Governing Document for the new Scottish Charitable Incorporated Organisation (SCIO), so this is now a recognised charity called Quakers in Scotland. The GM Clerk will propose, at the next GM on 7 June, that the functions of GM be transferred to Quakers in Scotland on 20 September. The assets of GM would be transferred at that point, and GM would be laid down. The expectation would be that most service appointments to GM would be transferred to QiS including the clerks. Trustees and treasurer would not transfer however. It is hoped that a new treasurer can be found and appointed on 7 June to enable a new bank account to be opened. Area Meetings are being asked to nominate a second Foundation Trustee. However, our nominations committee are unable to bring forward a suitable name from ESAM at this stage.*

*We welcome this timeline. We hope that it will be possible for East Scotland Area Meeting to transfer its assets and lay itself down as soon as possible after the meeting scheduled for 18 October. We ask our Trustees to proceed with necessary preparative work. We ask St. Andrews Premises Committee to seek legal advice on the transfer of title deeds and ownership of the property at 2 Howard Place to the new SCIO.*

*Martin Pippard has reported on the thinking of Dundee Friends Property Trustees. They are supportive of the current process. The terms of their Governing Document require that any actions are taken with the full support of*

*Dundee Friends. It seems sensible that DFPT should transfer its assets and legal responsibilities to the new body as soon as possible after ESAM transfers. Operational procedures will continue to be implemented by Friends locally, as at present. Trustees of Quakers in Scotland will delegate the functions through a Memorandum of Understanding.*

## **25/05/2 Update from Treasurers' Subgroup, including QiS bank account**

We have been updated on the search for a possible treasurer for QiS.

Further to QiS minute 25/03/06, Chris Holmes has discussed setting up QiS bank accounts with the Treasurers' Subgroup. They advise that we open a Bank of Scotland charity account for everyday business. Choosing investment accounts will need more discernment. We discussed this and agree that there is no rush for this until more permanent people are in roles.

We have been asked by Chris that Kate Gulliver to contact the Head of Policy at OSCR regarding financial arrangements that are required by OSCR. In particular we need a view from OSCR on what year-end practical details are required. Brian Ashley is happy to alert the Head of Policy that Kate will be in touch. We ask Chris to pass this on to Kate.

Our subgroups have been working on MOUs. We are glad to review this work and make comment. Brian is happy to collate our responses in time for our next meeting. We will send these to him by the end of May and we will minute this work at our next meeting on 9th June. Chris will circulate the MOUs to us and also contact the subgroups involved. We are happy to respond to this request and are grateful for the hard work done on the MOUs.

## **25/05/3 Insurance for trustees**

Robin Waterston, Clerk to GMS Trustees, has provided us with details of the GMS arrangements for trustee indemnity insurance. We are grateful for this and as the same insurance broker (Edwards) seems to be used by all the existing Scottish AMs, we agree to approach them, when the time is right, to discuss our insurance needs.

## **25/05/4 QiS Solicitor**

Adwoa Burnley has sought well-informed advice on the choice of a solicitor. We have been provided with a list of recommendations for solicitors and legal firms which deal with governance, property, employment, and other related matters, when merging charities, or reorganising in any way. All of them are experts in the field. If we want to get a quote from them for assistance in the transfer of Quaker charities to QiS, we have been advised to be clear on our budget, our goals - what we are aiming to do, and our timescales. It has also been pointed out that an alternative way forward is to employ a legal firm only when strictly necessary - e.g. when looking to progress a transfer of employees, or property.

Elizabeth has written to Siobhan Haire, Assistant Recording Clerk of BYM, asking for her advice on the legal services we might require and how we might instruct a solicitor on this work. She also asked her view on whether we should engage a lawyer for merging all the charities or on a case-by-case

basis. Siobhan's view on which approach we take to commissioning legal advice is that this is mainly a question of how much project management we wish to take on. A "task by task" approach means we will be able to control costs to some extent, but we would have to project manage the legal work more actively, which would require 2 or 3 people who are willing to give this some significant time, and on top of this we'll need to project manage the Quaker/operational aspects.

To give us an idea of the legal side of merging the charities, Siobhan has sent us a paper that sets out details of what Welsh Friends asked the lawyers to do for them, and gives estimated costs of this work. In her view, the key matters that will need legal support are likely to be:

1. Checking that your SCIO constitution has everything it needs in it.
2. Advising on conflicts of interest between the trustee bodies.
3. Transfer of employees
4. Transfer of land - particularly the searching for original title deeds etc.

On Siobhan's suggestion, to consider this further, Elizabeth Allen and Brian Ashley will meet as soon as possible with Sarah Donaldson, BYM Senior Change Manager.

### **25/05/5 Closing minute**

We close with worship, planning to meet again by Zoom at 7.00 pm on 9th June, should nothing occur to prevent.

Elizabeth Allen and Adwoa Burnley

Co-clerks to QiS Foundation Trustees