

## **Authority to Vote on Behalf of Midlothian Council at Annual General Meetings of the Edinburgh and Lothians Greenspace Trust**

### **Report by Chief Officer Place**

### **Report for Decision**

#### **1 Recommendation**

- 1.1 This report requests that Cabinet supports and endorses a Senior Council Officer(s) from the Planning, Sustainable Growth and Investment Service being Midlothian Council's appointed representative with authority to vote on behalf of the Council at Annual General Meetings (AGMs) and general meetings of the registered charity Edinburgh and Lothians Greenspace Trust.

#### **2 Executive Summary**

- 2.1 Midlothian Council is one of the three founding members of the registered charity, Edinburgh and Lothians Greenspace Trust (ELGT). As a founding member of the organisation, the Council requires to appoint a person(s) to represent them at ELGT's AGMs and any other general meetings.
- 2.2 Previously Midlothian Council had been able to appoint persons to the ELGT's Board – appointed persons have been elected Midlothian Councillors, who also voted at the ELGT's AGM, representing the Council, as a founding member.
- 2.3 Following a change in legislation governing the constitution of charities, in December 2019 the ELGT changed their articles of association so that founding members, such as Midlothian Council, could no longer appoint Board members.
- 2.4 The Council has been advised by the ELGT that since the December 2019 change, there now may be a perceived conflict of interest if Midlothian Council appointed elected Councillors to be the nominated person(s) to vote at ELGT AGMs and general meetings on its behalf. It is considered by ELGT more appropriate to have a Council staff member(s) as the appointed representative.

**9 November 2021**

#### **Report Contacts:**

Grant Ballantine, Lead Officer Conservation and Environment, Planning, Sustainable Growth and Investment Service

[grant.ballantine@midlothian.gov.uk](mailto:grant.ballantine@midlothian.gov.uk)

### 3 Background

- 3.1 ELGT, formerly the Edinburgh Green Belt Trust, was founded in 1991 by Midlothian Council, City of Edinburgh Council and the then Countryside Commission for Scotland, which ultimately became NatureScot.
- 3.2 Midlothian Council is one of the three founding members of this registered charity. As a founding member of the organisation, the Council requires to appoint a person(s) to represent it at ELGT's AGMs and any other general meetings.
- 3.3 ELGT's articles of association state that the quorum for their AGMs, or general meetings, "shall be the greater of (i) one-half of the total number of Members or (ii) two individuals entitled to vote (each being a member or a proxy for a member)". For ELGT to properly function it is therefore important that the founding members are in a position to vote at its AGMs and general meetings.
- 3.4 Previously, Midlothian Council had been able to appoint persons to the ELGT's Board – appointed persons have been elected Midlothian Councillors. The Midlothian Councillors also voted at the ELGT's AGM to represent the Council, as a founding member. The two Midlothian Councillors who are currently ELGT Board members, Cllr Imrie and Cllr Smaill, are on the Board as individuals and not representatives of Midlothian Council.
- 3.5 The Council has been advised by ELGT that since the December 2019 change, there now may be a perceived conflict of interest if Midlothian Council appointed elected Councillors to be the nominated person(s) to vote at ELGT AGMs and general meetings on its behalf. It is considered by ELGT more appropriate to have a Council staff member(s) as the appointed representative.
- 3.6 This report requests Cabinet supports a Senior Council Officer(s) from the Planning, Sustainable Growth and Investment Service being Midlothian Council's appointed representative at ELGT AGMs and general meetings, and has authority on behalf of the Council, to vote at these meetings.
- 3.7 The role the person representing Midlothian Council at ELGT AGMs and any general meetings would be to primarily note, but not approve, ELGT's annual accounts. The ELGT's Board would approve accounts. The business of the ELGT AGMs is:
- To consider a report by the chair of ELGT on the activities of the organisation;
  - To consider the report (of the annual accounts) of the independent financial examiner;
  - To consider the annual accounts; and
  - To appointment and remunerate the auditors.
- 3.8 Currently, the City of Edinburgh Council and Midlothian Council have officers who are Board Observers and attend ELGT Board meetings.

## Work of Edinburgh and Lothians Greenspace Trust

- 3.9 Midlothian Council provides no funding to ELGT. ELGT seeks funding from local authorities, government agencies and the private sector to:
- construct active travel routes (such as the one at Little France from The Wisp into Edinburgh) and play park facilities;
  - undertake feasibility studies for active travel routes and play parks;
  - undertake tree planting programmes;
  - undertake out door community physical and mental health activities; and
  - undertake community food growing initiatives and outdoor skills/crafts training and development.
- 3.10 ELGT do the majority of their work with communities, particularly with those categorised as being in deprived areas.

## **4 Report Implications (Resource, Digital and Risk)**

### **4.1 Resource**

#### Capital and Revenue

There are no Capital or Revenue implications from this report. Any expenditure resulting would be met from existing budgets.

The report solely requests a change in the person(s) that votes on behalf of the Council at ELGT AGMs and general meetings. It does not request any other change, including any budget changes. The report reflects a continuation of the Council voting at ELGT AGMs.

### **4.2 Digital**

There are no IT implications from this report.

### **4.3 Risk**

As a founding partner of ELGT in 1991, Midlothian Council is a designated founding member of the organisation.

ELGT's articles of association state that the quorum for their AGMs, or General Meetings, shall be the greater of (i) one-half of the total number of Members or (ii) two individuals entitled to vote (each being a member or a proxy for a member). For ELGT to properly function it is important that the founding members are in a position to vote at its AGMs and general meetings.

If no representative of Midlothian Council is able to vote then there would be potential reputational damage if the ELGT AGM and other general meetings could not proceed. If these meetings did not take place this may have consequences for the functioning of ELGT and its ability to carry out its work.

#### 4.4 Ensuring Equalities (if required a separate IIA must be completed)

This report does not relate to a new or revised policy, service change or budget change. It is therefore considered that undertaking an Equalities Impact Assessment (EqIA) in relation to this report is unnecessary.

#### 4.4 Additional Report Implications (See Appendix A)

See Appendix A

### Appendices

**Appendix A – Additional Report Implications**

**Appendix B – Background information/Links**

### APPENDIX A – Report Implications

#### A.1 Key Priorities within the Single Midlothian Plan

The Single Midlothian Plan promotes sustainable development and promotion and protection of biodiversity in Midlothian. Supporting sustainable development and biodiversity will help Midlothian in meeting its Climate Emergency responsibilities.

#### A.2 Key Drivers for Change

Key drivers addressed in this report:

- Holistic Working
- Hub and Spoke
- Modern
- Sustainable
- Transformational
- Preventative
- Asset-based
- Continuous Improvement
- One size fits one
- None of the above

#### A.3 Key Delivery Streams

Key delivery streams addressed in this report:

- One Council Working with you, for you
- Preventative and Sustainable
- Efficient and Modern
- Innovative and Ambitious
- None of the above

#### **A.4 Delivering Best Value**

This report does not have a direct Best Value implication for Midlothian.

#### **A.5 Involving Communities and Other Stakeholders**

ELGT seek to engage and work with the communities within which they work. A variety of bodies are represented on the Board and membership of ELGT. This includes elected local authority Councillors.

#### **A.6 Impact on Performance and Outcomes**

Investing in and undertaking work to promote biodiversity and green spaces will help Midlothian in its Climate Emergency work and make Midlothian a better place to live, invest in and visit.

#### **A.7 Adopting a Preventative Approach**

Supporting and investing in biodiversity and green space will help reduce the effects of the Climate Emergency and help support life and being. It can make the natural environment a more attractive place and encourage people to visit and learn, thereby improving their mental and physical health and reducing illness.

#### **A.8 Supporting Sustainable Development**

Supporting biodiversity and green space will support all life and being and promote sustainable development. A more attractive environment will make Midlothian a better place to live, invest in and visit.

This report does not relate to the adoption by the Council of a strategic document and "Strategic Environmental Assessment" ("SEA") legislation does not apply to this report.

## **APPENDIX B**

### **Background Papers/Resource Links**

None