



**Third Sector Dumfries and Galloway
Annual General Meeting
11am, Thursday 20th November 2025
Online via Zoom**

REGISTRATION

Please book your place via Eventbrite using this link:

[TSDG AGM Meeting Tickets](#)

Once registered, if you are attending virtually, you will be sent details of how to join the meeting via Zoom.

AGENDA

1. Welcome and apologies (JD)
2. Minute of the Annual General Meeting held on 21st November 2024 (JD)
3. Trustees' report (JD)
4. Annual accounts and financial statements (PS and GM)
5. Retiral/Election/Re-election of Trustees (JS)
6. Vote of thanks (JS)



THIRD SECTOR
Dumfries and Galloway

Working together to put our sector first

Third Sector Dumfries & Galloway

Annual General Meeting

11am, Thursday 21st of November 2024

Dumfries and Galloway Carers Centre and Online via Zoom

Present:

Third Sector Organisations

Name	Organisation	Name	Organisation
Yvonne Barber	Upper Nithsdale arts and Crafts Community Initiative Ltd	Peter Hillhouse	Moffat Men's Shed
Maureen Bigger	Dalry Community Council	Sue Huges	Cruck Cottage Heritage Association
Claudine Brindle	Carers Centre for Dumfries and Galloway	Carolyn Kennedy	Better Lives Partnership/Castle Douglas Community Centre
Colin Callander-Bone	SHAX	Craig McEwan	Inspired Community Enterprise Trust Ltd
Iain Campbell	Dumfries and Galloway LGBT Plus	Eva Milroy	Dumfries and Galloway College
Wendi Cuffe	Stranraer Water Sports Association	Richard Monaghan	Moffat Men's Shed
Kim Dams	DG Voice	Hagen Paterson	Dumfries Music Conference CIC

*Third Sector Dumfries and Galloway, Monreith House, The Crichton, Glencaple Road, Dumfries, DG1 4ZZ
SCO43832*

John Dougan	Relationships Scotland Dumfries and Galloway	Jason Railton	Outpost Arts
Pamela Deans	Dumfries and Galloway Advocacy Service	Silvia Rome	General Public
Jamie Dent	Dumfriesshire East Community Benefit Group	Jo Shearer	Parents Inclusion Network
Harry Earl	Lockerbie Squash and Racketball Club	Sammie Smith	The Holywood Trust
Rosemary Flexney	Sports Driving Unlimited	Alex Thelwell	DGVoice
Lesley Giudici	Cruse Scotland Bereavement Support	Phil Stewart	Dumfries and Galloway Citizens Advice Service
Penny Halliday	A Listening Ear	Pam Stokes	Crichton Foundation
Vicky Harkness	The Holywood Trust		

Number of Member Organisations Present: 23

TSDG Staff in Attendance:

Alan Webb –	Chief Executive Officer
Dan Allan –	Information Systems Officer
Natalie Anderson	Executive Assistant to CEO
Lesley Bass	Community Health and Wellbeing Coordinator
Claire Brown	Head of Partnerships and Communities
Iona Callum	Fund Programme Coordinator (CMHWBF)
Yuliia Dymkovska	Fund Engagement Officer (CLLD)
Anna Fell	Fund Programme Coordinator (SEDG)
Alison Gordon	Social Enterprise Development Officer
Alan Hall	Head of Communications
Roz Hinds	Lead for Children, Young People and Families
Joanne Jones	Lead for Communities and Sector Support

Hilde Law	Finance and Resources Co-ordinator
Katia Mackley	Volunteer for Employment Development Officer
Lauren McDaid	Locality Development Officer
Rachel Muir	Development Officer, Income and Fair Funding
Jane Stanistreet	Head of Resources and Development
Kateryna Stoian	Volunteering Development Coordinator

Apologies:

Name	Organisation	Name	Organisation
-	The Museum, Newton Stewart	Helen Keron	Galloway Community arts Trust
Fiona Dalgleish	APEX Scotland	Julie Ann Lyons	LGBT Youth
Nancy Hannah	Lochmaben Church of Scotland	Lisa Todd	Dumfries and Galloway Mental Health Association

1. Welcome and Apologies

- 1.1** JD (John Dougan), Chair, welcomed everyone to the meeting, commenting on how the venue of Dumfries and Galloway's Carers Centre was fitting for the meeting as it was carers rights day.
- 1.2** CB (Claudine Brindle), Dumfries and Galloway Carers Centre indicated where the fire exits were in case of emergency.
- 1.3** NA (Natalie Anderson) read out the apologies.
- 1.4** NA confirmed the meeting required 5% of membership for the meeting to be quorate. Attendance was above that number. JD confirmed the AGM was quorate and welcomed all to the meeting.

2. Minute of the Annual General Meeting held on 23rd November 2023

- 2.1.** JD introduced the minutes from last year and asked if it was a true record.

- 2.2. No comments, questions or matters arising were raised.
- 2.3. The minutes were proposed by Kim Dams and seconded by Wendi Cuffe.

TSDG members APPROVED the minutes of the TSDG AGM 2024

3.0. Trustee's Report

- 3.1. JD introduced the trustees report from 23/24 and touched upon how Third Sector Dumfries and Galloway (TSDG) continues its pivotal role across region at an operational and strategic level.
- 3.2. JD acknowledged that TSDG has seen a significant period of growth and continues with fund management, including the Communities Mental Health and Wellbeing Fund (CMHWF) and the Communities Local Led Development Fund (CLLD).
- 3.3. JD highlighted how TSDG continues to lead projects and programmes on behalf of strategic partners across all key areas, including the locality hubs, community planning partnerships, and community transport.
- 3.4. JD mentioned COGITS (Chief Officers Group in the Third Sector) is a good opportunity to offer peer support and discuss challenges. Key partners have been invited to attend some meetings, such as the CEO of DGC council. JD encouraged other chief officers to attend.
- 3.5. JD acknowledged the challenges around funding and recruitment and highlighted the recent national insurance changes which will have a negative impact on third sector organisations across the region.
- 3.6. JD highlighted how strengthening and building relationships are key, and thanked Alan Webb (AW) on his work ongoing work in this area.
- 3.7. JD extended his thanks to the TSDG staff team, welcoming both new team members and thanking the contributions of those who have moved on.
- 3.8. JD reflected this year has been challenging with the loss of colleague Sharee Donoghue, TSDG's Lead for Employability, Skills and Learning. Sharee will be remembered for her dedication to the role and the reach she had across communities.
- 3.9. JD thanked all TSDG team members for their commitments and dedication and also the trustees in strengthening the voice of third sector organisations across Dumfries and Galloway.
- 3.10. JD finished by quoting The Boy, the Mole, the Fox and the Horse by Charlie Mackesy which exemplifies the positivity of partnership working.
- 3.11. JD passed to Phil Stewart (PS), Third Sector Dumfries and Galloway's treasurer for an overview of the accounts.

4.0. Annual Accounts and financial statements

*note, some sound issues occurred when discussing the financial report

- 4.1.** PS thanked JD and emphasised how sound financial governance is essential and at the heart of everything, not only within TSDG but to all organisations to move forward.
- 4.2.** PS introduced Gerald McGill (GMcG) from Farries, Kirk & McVean (Chartered accountants) to provide an overview of the audited accounts 2024-24.
- 4.3.** GMcG expressed that he has been fortunate to be working with TSDG for the last 5 years.
- 4.4.** GMcG summarized his role and gave thanks to Natalie Anderson (NA) and Hilde Law (HL) in keeping an eye on monthly reconciliations and for their assistance in completing the audit.
- 4.5.** GMcG shared his screen, presenting the audited accounts 2023-24, paper copies were also provided for those in-person.
- 4.6.** GMcG announced that there were no issues regarding the accounts and confirmed that TSDG was in “the black”, with a surplus.
- 4.7.** GMcG explained how the cash is monitored and explained how all expenditure had been appropriate.
- 4.8.** GMcG addressed the cash flow statement which broke even despite a deficit in 2023 year, this was due to anomalies between accounting years of income received and expenditure made against that income.
- 4.9.** GMcG concluded by saying TSDG is in a strong financial position.
- 4.10.** JD asked if there were any questions from those in attendance
- 4.11.** No comments, questions or matters arising were raised.
- 4.12.** GMcG stated that he was available to help answer any questions or queries.
- 4.13.** PS thanked GMcG for his expertise and for the hard work on the external audit.
- 4.14.** PS also extended his thanks to AW, NA and HL for their help in preparation of getting TSDG accounts to this position.
- 4.15.** JD asked attendees if there were questions for PS.
- 4.16.** No comments, questions or matters arising were raised.
- 4.17.** Kim Dams (KD) proposed the accounts, and they were seconded by Claudine Brindle (CB).

TSDG members approved the TSDG Accounts 2023-2024

5.0. Resolution: Constitution changes

- 5.1.** JD asked if there were any questions regarding the proposed changes to TSDG constitution (the changes are defined below).
- 5.2.** No comments, questions or matters arising were raised.
- 5.3.** JD asked members to show their hands if those were happy to agree. Majority was received and all proposed changes were approved.

TSDG members AGREED to amend the constitution at clauses 63, 63(a) and 99, with the addition of clause 69(a), all to take immediate effect:

63. The members shall elect at least 5 trustees to the Board.

(a) The majority of trustees on the Board must be elected by the membership

69. An elected charity trustee must retire after serving for a term of three years but shall be eligible for re-election.

(a) In exceptional circumstances, the members may extend the appointment of an elected member beyond the usual term, and by no more than 12 months, where it is in the best interests of the organisation to do so. The end date of this extension shall be considered the end of term date for the purposes of Clause 69.

99. The quorum for Board meetings shall be two thirds of Trustees, with the majority being elected trustees

6.0. Retiral/Election/Re-election of trustees

- 6.1.** JS presented the Retiral / Election / Re-election of Trustees.
- 6.2.** TSDG members NOTED the retirement and resignation of TSDG trustees as follows:
 - 6.2.1.** Kim Dams (elected, end of second term)

- 6.2.2. John Dougan (elected, end of second term)
- 6.2.3. Wendi Cuffe (appointed, end of appointment)
- 6.2.4. David Vickers (appointed, resignation August 2024)
- 6.3. A process for Trustee nominations was opened on 22 October 2024 and closed on 4 November 2024.
- 6.4. Three nominations were received and accepted, to be presented to TSDG members at AGM 2024.
- 6.5. JS introduced each nominee, noting that nominee statements had been included with the AGM papers as Appendix 1.
 - 6.5.1. JS introduced Wendi Cuffe, Stranraer Watersports Association. JS asked attendees if there were any questions for WC. No comments, questions or matters arising were raised.
 - 6.5.2. JS introduced Penny Halliday, A Listening Ear. JS asked attendees if there were any questions for PH. No comments, questions or matters arising were raised.
 - 6.5.3. JS introduced Alex Thelwell, DG Voice. JS asked attendees if there were any questions for AT. No comments, questions or matters arising were raised.
- 6.6. JS proposed the trustee nominations and explained that a secret ballot required to take place, with the constitution requiring a majority vote for each nominee.
- 6.7. Ballot papers were handed out in-person and an online ballot conducted for those attending online.
- 6.8. Pam Stokes (Crichton Foundation) asked a question regarding the number of trustee positions available. JS passed to AW who confirmed that there was capacity on the Board to elect all nominees.
- 6.9. JS made a proposal:
“I propose that under Clause 69 (a) of the constitution, members re-elect John Dougan to serve as trustee until the next AGM in 2025”
- 6.10. This proposal was seconded by CK.
- 6.11. JS asked for a raise of hands for a majority.
- 6.12. AW confirmed that there was a majority of hands agreeing both in-person and online.

TSDG members AGREED the re-election of John Dougan to serve as trustee until the next AGM in 2025.

- 6.13. Online and in-person ballots were counted. AH, as returning officer, confirmed majority votes for all 3 nominees, to become elected trustees of TSDG.

TSDG members ELECTED the following TSDG trustees as of November 2025:

Wendi Cuffe – Stranraer Water Sports Association

Penny Halliday – A Listening Ear

Alex Thelwell – DG Voice

6.14. JS welcomed AT, PH and WC.

6.15. JS handed back to JD who invited AW to talk through TSDG's new prospectus.

7. Prospectus 2024 – 2027: Launch

7.1. AW thanked all for attending and welcomed the new trustees.

7.2. AW took the opportunity to run through the new direction of TSDG whilst reflecting on the difficult current environment, particularly around funding.

7.3. AW highlighted the uniqueness of Dumfries and Galloway, with its geography, reach and areas of work.

7.4. AW mentioned the challenges felt across Dumfries and Galloway and multiple sectors in recruiting and attracting skills within organisations.

7.5. AW acknowledged the depopulation of Dumfries and Galloway and discussed the chance to change the narrative, focussing on attracting people for repopulation.

7.6. AW, along with the TSDG board, will continue to look ahead, addressing issues and focusing on how the role of TSDG can collectively bring together the sector, helping to respond to local and national priorities.

7.7. AW explained how the role of TSIs (Third Sector Interfaces) is changing, along with the needs of third sector organisations in areas such as funding, policy and sustainability. As TSDG supports over 2000 organisations these pressures can be vast and varied.

- 7.8. AW highlighted TSDG's accounts, with changes of funding coming from other sources instead of Scottish Government. Around two thirds of investment now comes from other sources.
- 7.9. AW shared the new 2024 – 2027 prospectus including the 3-year ambitions. The new prospectus will be published and AW encouraged organisations to take information to use for their own organisations.
- 7.10. AW introduced the background of TSIs and the outcomes the Scottish Government required TSIs to deliver. AW highlighted that the Scottish Government funding is not guaranteed annually, this has to be taken into consideration when planning.
- 7.11. AW shared the outcomes TSDG will be working towards.
- 7.12. AW introduced TSDG's ambitions and emphasised the need for communities to question and query how decisions are made and to support D&G Council to make the best decisions for the sector.
- 7.13. AW highlighted the recent budget proposals of D&G Council has a gap in the proposal that doesn't talk about community and encouraged members to make their response.
- 7.14. AW touched briefly on TSDG's recent recruitment which has welcomed new colleagues who are making positive changes. AW Introduced the new programme of Children, Young People and Families (CPYF) within TSDG, which aims to ensure that CYPF have representation around decision making and heading into new children services strategy.
- 7.15. AW explained that TSDG has been investing in leadership, attracting new people, making TSDG an attractive place to work and turning attention to impact. AW highlighted the time spent in partnership spaces where the decisions are made and making sure TSDG is ready on behalf of the sector.
- 7.16. AW concluded and then opened up the discussion to the room to members and guests, inviting questions.

7.17. Kim Dams (KD) commented that they were pleased to see long term planning and thanked AW for his commitment in helping the third sector to become stronger.

7.18. JD asked if there were any further questions.

7.19. No comments, questions or matters arising were raised.

7.20. JD commented on the 3 big ambitions and the relationships which have been started and strengthened. JD shared they had heard positive feedback from an organisation which approached TSDG for support and advice. JD reflected on the importance of storytelling and that TSDG are doing work of value and thanked all.

7.21. JD passed to JS for the vote of thanks.

8.0. Vote of thanks

8.1. JS gave thanks to AW and the whole staff team at TSDG for their ongoing work. JS also extended her thanks to the accountants and fellow trustees particularly JD.

8.2. JS thanked all members in attending, both online and in person.

8.3. JS thanked David Vickers (DV) and Kim Dams (KD) for their contribution and input to the board.

8.4. JD presented flowers to KD.

8.5. JD thanked everyone for attending.

9.0. AOCB

9.1. No other business was raised and the meeting was closed.



Third Sector Dumfries and Galloway Annual General Meeting 2025

Retiral / Election / Re-Election of Trustees

1. Summary

1.1. TSDG Board of Trustees has received notice of the following trustee retirements:

- John Dougan (elected, end of extended term)
- Jason Railton (elected, end of first term)

1.2. TSDG Board of Trustees was notified of the following resignation on 29th October 2025

1.2.1. Alex Thelwell (elected)

1.3. A process for Trustee nominations was opened on 19 September 2025 and closed on 29 October 2025.

1.4. Two nominations were received and accepted.

1.5. TSDG Board has received confirmation of willingness to be re-elected (after completing their first term) from:

1.5.1. Philip Stewart

1.5.2. Carolyn Kennedy

1.6. The TSDG Board has capacity for all four nominees to be elected / re-elected.

1.7. TSDG will present the nominees to members prior to the AGM for approval by electronic process.

1.8. The results of this process will be presented at the AGM meeting.

2. Recommendation:

2.1. That TSDG members note the retirement and resignation of TSDG trustees as indicated at 1.1 and 1.2

2.2. That TSDG members note the results of the nominee approval process.