

# **MINUTES OF THE ANNUAL GENERAL MEETING (AGM) OF THE NATIONAL TRUST OF TRINIDAD AND TOBAGO HELD AT THE OLD FIRE STATION, CORNER OF HART AND ABERCROMBY STREET, PORT OF SPAIN ON WEDNESDAY 28<sup>TH</sup> NOVEMBER 2018.**

## **1.0 Call to order**

The Chairman, Margaret Mc Dowall-Thompson, called the AGM to order at 6:20pm and welcomed members in attendance.

## **2.0 National Anthem**

Members stood and sang the National Anthem of Trinidad and Tobago.

## **3.0 Safety briefing**

Members were given a safety briefing advising of the evacuation route and muster point in the event of an emergency.

## **4.0 Opening and welcome**

The meeting was called to order with confirmation of the necessary quorum of at least fifty (50) financial members of the National Trust of Trinidad and Tobago (“the Trust”) at the AGM pursuant to Rule 8(3) of the National Trust of Trinidad and Tobago Act Chap. 40:53 (“the Act”), as amended by approved Special Resolution #04/2017. The Secretary confirmed that sixty-eight (68) financial members were in attendance when the meeting was called to order.

## **5.0 Appointment of Presiding Member**

The Chairman raised the matter of the appointment of a member to preside over the 2018 AGM and moved to nominate Joseph Bertrand as the Presiding Officer; this motion was seconded by member Irma Burkett. There being no further nominations or objections, Joseph Bertrand proceeded to act as the Presiding Member at the meeting.

## **6.0 Adoption of Notice and amended agenda for AGM 2018**

The Presiding Member then invited the Secretary, Candice Ramsaran, to read the Notice of the AGM and the Amended Agenda for the AGM 2018 to the membership. A motion was then made by member Angela Lee Loy to accept the Notice and the Amended Agenda as duly provided to the membership of the Trust; this motion was seconded by member Frank Abdulah and was carried forward with no objection.

## **7.0 Confirmation of minutes of AGM 2017**

The Presiding Member turned to the item of the confirmation of the minutes of the AGM held on 9 November 2017; the minutes (inclusive of the Special Resolutions considered at the last AGM) had been circulated to members prior to the present meeting. Only one amendment was suggested, namely, the insertion of the word “*floor*” in the first sentence of the second paragraph of Item B. Presentation of Audited Accounts, on page two by member Alan Gittens.

There being no further amendments or comments, the Presiding Member then requested that a member who had attended the last AGM move to accept the amended minutes of the AGM 2017 as read and adopted. Member Alan Gittens moved to accept the amended minutes and this motion was seconded by member Rudylynn Roberts. No objection was raised, and the motion was carried forward and adopted.

## **8.0 PRESENTATION OF THE AUDITED ACCOUNTS - 2016/2017 FINANCIAL YEAR**

The Presiding Member then raised the item of the presentation of the Audited Accounts and invited the lead auditor to address the membership and Mark Superville, lead auditor and partner at PKF Chartered Accountants and Business Advisors, presented the Auditor's Report 2016/2017 and remained available to field questions from the membership. There being no questions on the Report, he then withdrew from the meeting. The Treasurer informed the membership that every effort had been made to have the audited financials provided to them prior to the meeting and apologised for the late submission. She then requested leave of the membership to continue with the presentation of the Audited Accounts giving members the opportunity to read the Report as presented at the meeting and paper copies of the Report were also made available to members. Members in attendance assented to the reading of the Auditor's Report at the present meeting and this was agreed by the Chairman and the Presiding Officer after the membership confirmed that there was no objection to this. The Treasurer then proceeded to present the contents of the Auditor's report 2016/2017 as prepared by PKF Chartered Accountants and Business Advisors.

### *Statement of Financial position*

The Treasurer informed the membership that the Trust continued to have a high level of financial dependency on the allocation from central government and called for the acquisition of assets for the generation of revenue. She stated that the Council wanted to provide a truthful representation of the financial situation of the Trust for the year ending 30 September 2017. According to the Auditor's Report, total current assets at the Trust amounted to \$1,611,905.00 with fixed assets accounting for \$148,102.00 whereas cash in hand and at bank stood at \$1,413,648.00 and total liabilities amounted to \$2,330,180.00 (inclusive of deferred income from Nelson Island). She stated that there was an inherited deficit from the 2015/2016 period.

The Auditor's Report 2016/2017 stated that the total Trust income was \$2,567,098.00 (30.09.2017) compared to \$2,533,895.00 (30.09.2016) with expenditure at \$2,619,114.00 and \$2,533,895.00 for the respective fiscal periods. Members considered that there was need for increased revenue particularly from Nelson Island. The Treasurer agreed stating that increased focus had been placed on Nelson Island, namely the Western Isles Tours, Ponche de Crème and Parang and Vintage Calypso among other events and tours. She also informed members of a recently drafted memorandum of understanding for developmental aid to fund the erection of a commemorative monument and museum of the people at Nelson Island; this was expected to be signed during a State visit by the PM of India to Trinidad and Tobago. It was anticipated that this would increase interest and arrivals at the Island.

### *Questions by members*

Member Amrita Subrano noted the 2016 deficit (\$518,157.00) had grown to \$570,173.00 in 2017 and enquired about a long-term Strategic Plan to get the Trust out of debt. The Treasurer acknowledged that this deficit had been a historic trend at the Trust since the assumption of the 6<sup>th</sup> Council which had recently developed a 5-year Strategic Plan for consideration by the membership at the present AGM (Item 12).

*Income generation: projects and challenges*

The Treasurer reported that the Trust had considered advice from its international counterparts such as the UK National Trust and had begun to engage the National Lotteries Control Board (NLCB) as well as other bodies corporate with a view to boosting income-generating activities. Given the quasi-government status of the Trust, the Permanent Secretary of its client Ministry, Ministry of Planning and Development, would have to be engaged for this purpose. Efforts were also being made to reduce operational costs such as the relocation of storage from Chapmans.

*Income generation: vesting heritage assets in the Trust*

The Treasurer referred to the draft Strategic Plan and underscored the need for significant support from central government, particularly in view of the achievements of other national trusts in the region, where governments had vested control over several built assets in their respective national trusts for revenue generation. She pointed out that Killarney/Stollmeyer's Castle could have been vested in the Trust to enhance income generation. She informed that up to the time of reporting, the Government of Trinidad and Tobago had given the Trust control over only one physical asset, Nelson Island, which as an offshore site required significant investment to monetise.

*Relocation of Trust offices*

The Treasurer raised the issue of the location of the Trust, currently on the first floor of the Sterling Building which did not facilitate regular Trust events, public access for the differently abled or outreach logistics. Issues such as limited opening hours of Sterling Building, passage through a vehicle showroom on the ground floor and no elevator access for public/staff hindered the Trust from hosting more events. According to the Treasurer, the Property and Real Estate Division (P&RES) of the Ministry of Public Administration had been engaged to relocate the office to a more suitable location amenable to the needs and operations of the Trust.

Member Yvonne Bosworth questioned whether the Trust was a corporate body; the Treasurer responded that it was both quasi-State and corporate, and the Trust fell under the jurisdiction of the Ministry of Planning and Development.

There being no further questions/comments, the Presiding Member turned to the matter of adoption of the Auditor's Report 2016/2017. Member Rudylynn Roberts moved to accept the Audited Accounts for the year 2016/2017 as laid and adopted by the membership and this motion was seconded by member Colin Harris and members, by a show of hands, unanimously accepted the Auditor's Report 2016/2017.

**9.0 Appointment of Auditors for 2017/2018 Financial Year**

The Presiding Member then took up for consideration the appointment of the auditors for the financial year 2017/2018. He asked any auditors/interested parties in attendance involved in the tender for the provision of auditing services to the Trust for 2017/2018 to vacate the session until this item was concluded. Following this, the Treasurer informed the membership that six firms had expressed interest, five had been shortlisted with four firms providing quotations before the specified date:

- Aegis & Co. (\$36,281.00)
- Vishnu D.K. Musai and Co. (\$28,125.00)
- BDO (\$39,325.00-\$45,000.00)
- PKF Chartered Accountants and Business Advisors (\$39,325.00)

The Treasurer indicated that the present Auditors Report 2016/2017 had not been submitted to the Trust before 30 June 2018 and the late submission was beyond the control of the Trust which had repeatedly reminded PKF Chartered Accountants and Business Advisors about the need for timely submission. The Treasurer reported that the Trust undertakes a wide range of activities inclusive of Trust shop and inventory operations that had become more complicated over time and for this reason an accountant had been engaged over the past year to provide bookkeeping services. To date, the accountant had provided satisfactory services and had assisted the auditors. The Treasurer also informed the membership that Managing Partner of Aegis & Co., Angela Lee Loy, was a Life member of the Trust.

*Comments by membership: appointment of auditors*

Member Beatrice McShine expressed preference for Aegis & Co. and Vishnu D.K. Musai and Co. Member Alan Gittens indicated that five to six weeks was a reasonable timeframe for the completion of an audit exercise. Member Denise Alloy Thomas indicated that the head of Aegis & Co. was a lifetime member, and this could prove a conflict of interest and as such, if successful, Angela Lee Loy should be asked not to assume the role of lead auditor on the National Trust accounts. Member Colin Harris held that Aegis & Co. had a good reputation, and this was endorsed by member Amrita Subrano.

The Treasurer recognised that both Vishnu D.K. Musai and Co. and Aegis & Co. had excellent auditing credentials and the former had provided auditing services to professional societies and multilateral regional institutions among others while the latter had audited local and multilateral banks, construction companies, NGOs, local manufacturing associations, among other clients.

There being no further questions or comments, members agreed to put the matter to a vote. In view of the quorate in attendance and no demand by a third of the membership for a ballot, the Presiding Member invited members to vote by a show of hands. Members present at that time voted as follows:

- Aegis & Co. (48 votes);
- Vishnu D.K. Musai and Co. (3 votes);
- BDO (0 votes);
- PKF Chartered Accountants and Business Advisors (0 votes).

Five (5) members abstained.

Given this outcome, Member Beatrice McShine moved to appoint Aegis & Co. as the Auditors for the Financial year 2017/2018 and this was seconded by member Joanne Lara and this motion was carried forward by the membership.

## **10.0 PRESENTATION OF THE ANNUAL REPORT 2016/2017**

The Presiding Member then requested that the Chairman present the Annual Report for the preceding period 2016/2017. The Chairman then addressed the membership and reported on the activities of the National Trust during the financial year October 2016 to September 2017.

The Chairman prefaced her Report by reminding the membership that the Trust did not have a constituted Council at the start of the fiscal year 2016/2017 since members of the 6<sup>th</sup> Council were appointed in November 2016, after a period of abeyance when the Trust operated without an appointed Council. She reported that at that time staff did not have contracts and the newly-appointed Council had to treat with subsisting informal arrangements at the Trust.

### *UNESCO designation*

The Chairman highlighted the attendance of Trust representatives at the Caribbean National Trusts and Historical Societies in 2016 and the subsequent conference in 2017 in Curacao; attendance at both conference had facilitated the creation of strong linkages with international heritage bodies and gave impetus for the review of sites for tentative listing as International World Heritage sites.

The Chairman highlighted the case of Main Ridge Tobago which was identified as the first local site to be listed as a UNESCO World Heritage site. The Trust had recognised that the THA was the lead in the preparation of this dossier, but it nonetheless had been following up and had been offering support to the THA. She informed the membership that pursuant to the Regulations of the Act, the Council had identified the Tobago Main Ridge as a property of interest which it intended to list and in the short course would be gazetted for this purpose. She stressed that to date Trinidad and Tobago did not have a UNESCO World Heritage site.

### *Raising awareness: Trust tours and events*

The Chairman reminded the membership of the wide range of tours and events conducted by the Trust to raise heritage awareness, ranging from Phagwa celebrations to tours to Rancho Quemado, old Military sites and the Moruga Food Festival which included a Merikins heritage experience and a visit to the Devil's Woodyard and was considered a popular tour among the membership. She also referred to the well-patronised Western Isles heritage tours as well as the highly-subscribed railway tours guided by railway expert Glen Beadon and the walking tours, such as the Orange Umbrella Tours (OUT) and the Woodford Square centenary celebrations in Port of Spain. Revenue derived from these tours was used to supplement the government subvention. She also informed the membership that the Trust had participated in Patriotism Month launched in 2016. The Chairman highlighted Carnival-related events such as the tours organised to the Camboulay Riot re-enactment, the lecture series on Carnival Heritage as well as the heritage outreach activities conducted at schools throughout the country.

### *Exhibitions*

The Chairman also reported on the roving "Details" photographic exhibition which included photographs selected from over one thousand entries submitted by volunteers and which had been displayed at various locations in both Trinidad and Tobago. A built heritage Landmarks exhibition was also displayed at NALIS to commemorate International Day of Monuments and Sites as well as a panel discussion on Cultural Heritage and Sustainable Tourism at the Trinidad and Tobago Chamber of Industry and Commerce in April 2017. Outreach also included inviting members and the wider public to the Resource Centre at the Trust where guided by staff, visitors inspected the documents on display at the Centre among other activities.

### *Nelson Island*

The Chairman highlighted the Nelson Island tours and a memorandum of understanding recently drafted between the Trust and the High Commission of India for developmental aid to fund a commemorative monument at the entrance and a museum on the Island. She also mentioned interest expressed by the University of the West Indies and other entities who desired to collaborate with the Trust on Nelson Island. She reported that the Trust had an arrangement with the Water taxi and 26 school tours had been conducted in 2017 with total visitor arrivals on Nelson Island amounting to approximately 2,600 during fiscal 2016/2017. The Chairman indicated that in an effort to strengthen research activities at the Trust, external tour guides and volunteers trained by the Trust provided support at events and tours, permitting heritage research staff to focus on dossiers for listing.

### *Dossiers & listing*

The Chairman stated that up to the time of reporting, there were only thirteen properties of interest listed for protection pursuant to the Act. She reported that dossiers were being finalised for publication in the Gazette to indicate intention to list in accordance with the formalities stipulated in the Act. (This action fell outside the reporting period for 2016/2017)

### *Linkages with INTO*

The Chairman referred to the development of linkages with international trust bodies during 2016/2017 and made specific reference to the presentation on the Woodford Square Heritage District by INTO intern, Ms. Natalia Sanchez Hernandez. Ms. Hernandez had conducted research on several heritage assets in the District between July and August 2017 and presented her findings in a report and at a lecture on 9 August 2017 to members and key stakeholders, including the Mayor of Port of Spain.

### *AGM 2017, reports and elected members to Council*

The Chairman also referred to the Extraordinary Meeting called on 9 August 2017 to agree the procedure for convening the AGM in 2017 and for the laying of the requisite reports and the formalities for the election of members to a fully-constituted Council. The Chairman reported that although November 2017 fell outside the reporting period, she confirmed that the AGM 2017 was held and five members were elected to Council by acclamation on 9 November 2017, namely, Akil Abdullah, Tavernelle Wells, Avril Belfon, Roma Wong Sang and Marie Abdulah. Special resolutions to amend the Rules were adopted at the 2017 AGM (9 November 2017) and were subsequently approved by the Minister; these included increases in prescribed subscriptions stated in the Rules in the First Schedule of the Act.

### *Communications*

The Chairman informed the membership that in a digital age, the Trust had employed emails and social media (inclusive of a Facebook account which had over 1,800 likes at the time) to communicate and engage with the membership and the wider public with content such as Trivia Thursday etc.; the Trust also had an active YouTube channel, Twitter and Instagram accounts as well as a website. Several videos had been posted on the Trust's YouTube channel. Trust staff also participated in several live and pre-recorded television and radio interviews to promote events and the mandate of the Trust. Flyers and print materials were also sent to hotels and guesthouses in addition to social media posts to notify visitors and the wider public of Trust events and activities. She reported that there were over 400 heritage assets recorded on the Asset Register with uploaded photographs available for viewing on the Trust website.

The Chairman informed the membership that the lack of funds did not daunt the resolve of staff and Council to further the mandate of the Trust.

## **11.0 Adoption of the Annual Report 2016/2017**

The Presiding Member then opened the floor for any requests for clarification on the Annual Report 2016/2017. There being no comments, member Marie Abdulah moved to accept the Annual Report 2016/2017 as read and accepted by the membership, this motion was seconded by member Leonard Remy and was carried forward by the membership.

## **12.0 Highlights of the draft Strategic Plan 2019-2023**

The Chairman indicated that the draft Strategic Plan 2019-2023 had been posted on the Trust website for viewing with a stated deadline date of Friday 7<sup>th</sup> December 2018 for submission of comments to the Trust. She gave an overview of the vision, mission, tagline, core values as well as a SWOT analysis and the goals provided in the draft Plan and highlighted the existing and revised organisational charts. The Chairman informed that the revised chart reflected the need to recruit additional staff with relevant expertise to achieve the objectives of the upcoming quinquennial 2019-2023. She highlighted the need to engage a business development manager as well as the important role played by a property and facilities manager in the management of Trust assets. The Chairman underscored the need to maintain a lean organisational structure and stressed the importance of acquiring assets, advancing robust heritage research and the overall elevation of the profile of the Trust.

## **13.0 Other matters**

None raised.

## **14.0 Vote of thanks and conclusion**

With all items on the agenda being transacted, the Presiding Member, Joseph Bertrand, then returned the AGM to the Chairman of the National Trust, who thanked the members for their attendance and active participation at the AGM.

Thereafter, the Chairman declared the AGM 2018 as concluded at 7:57pm.

Ms. Margaret Mc Dowall-Thompson  
Chairman  
Nov. 2018