

The United Reformed Church (Synod Of Scotland) Nominees Limited

Directors Report to AGM 4th October 2025

Introduction

Since 2022 the Synod of Scotland has undergone a restructuring of the organisation and responsibilities of the many groups that enable the Synod to operate effectively. This has been done to ensure that the Synod is able to fulfil its duties to the Church and to its religious and charitable objectives. It is also to ensure that the Synod operates within the numerous legal restrictions imposed by Company Law, OSRC requirements, Land Registry requirements and trust law.

The structure of the management of the Synod is based on the Synod Executive and the several committees that have a reporting path to the Synod Executive. This structure is detailed on page 8 of the Trustees Report and Audited Financial Statement for 2024.

The Nominees Company is a Scottish Limited Company officially registered with Companies house as a Private Company Limited by Guarantee and without Share Capital. The Nominees company exists, primarily, to hold title for the numerous properties in trust for the use of the Synod. That is, the Nominees Limited Company are the legal owners of the church buildings and manses but hold them for the Synod and the churches as charities. This is because a charity is not an incorporated body and cannot hold title, i.e. ownership, in its own right. For churches where the local church is the owner it is the trustees of the church who legally own, i.e. hold title, of the church building in trust for the use of the church. So having the Nominees company as the owner greatly simplifies the reporting required, for example, to the Land Registry.

Nominees Company Directors

The Nominees company is managed by the board of Directors of the company according to the Articles of Association agreed and updated in 2023, and any changes are approved at the AGM by the member. The member is the Synod and the decision of the Synod is by majority voting during the meeting.

The number of directors increased during 2024 to a present total 10.

The present directors are listed below:

R D Christie	Chair	appointed 17 September 2022
Ms L M Harrison		appointed 17 September 2022
M J Kirkbride		appointed 17 September 2022
Rev N R B Mark	Ex Officio	appointed 17 September 2022
Ms B D S Paterson		appointed 17 September 2022
Rev L H Sanderson	Ex Officio	appointed 1 January 2024
C A J Gouws		appointed 2 December 2024

Ms M McLintock	appointed 14 September 2024
Rev D M Scott	appointed 14 September 2024
I S Pollock	appointed 2 December 2024

The directors who served during part of 2024 were:

D M Walker	Ex Officio	resigned 14 September 2024
S C Ranscombe		resigned 15 April 2024

In addition to the Directors, the board has included a Company Secretary, a post that has been filled in the past by the Synod Clerk, and latterly by Revd. Jan Adamson. As Jan is retiring shortly and the post of Synod Clerk is being reviewed. It was decided that the Synod Clerk need not, necessarily, also act as Company Secretary. However it remains desirable to fill the post of Company Secretary, and the directors will be seeking to fill the post as soon as possible. As this post does not act as a trustee, has no voting rights and is principally an advisory and board management role, it does not need AGM approval and there is no need to bring any likely appointment to the AGM.

The responsibilities of the directors within the company is stated in the annual report and financial statements. These are limited mainly to ensuring accurate reporting to Companies House and to having regular meetings and an AGM. In addition, as Directors of a company holding title to property, they are required to sign off the necessary documents for any sale or purchase of property under the direction of the Synod Executive following a request by the Resources Committee.

Directors Responsibilities as Trustees of The Synod

The directors of the Nominees Company have an additional role as the Trustees of the Synod. In this role within the Synod, they take no part in the management of the Synod. However, as trustees, they are responsible for the oversight of the Synod operation. In this role their duty is to ensure that it the Synod complies with its legal requirements as a charity. This means they must be confident that all necessary procedures, functions and checks are in place to ensure the Synod meets the standard required as a charity, an employer and a holder of sensitive information. It is also the duty of the Trustees to report to OSCR each year and to comply with any additional reporting that may be required as trustees of a charity.

In addition to these statutory requirements the Trustees are available to provide information and assistance to any of the Synod committees at the request of the Synod Executive. Trustees are also available, on request, to assist trustees of local churches with any matters involving them as trustees.

Synod Trustees Annual Report

The full trustees report on the operation of the Synod is included in the report submitted to and accepted by OSCR. This report is compiled and written by the Moderator, the Synod Clerk and the Synod Treasurer as the Synod Officers with the best overall and detailed view of Synod activities.

As mentioned above the activities of the Nominees Company are limited to oversight and occasionally guidance of the Synod Executive and the associated committees of the Synod. That being the case the detail of any discussions can be found in the Trustees Report to OSCR.

The decisions and actions taken and the items considered and discussed in the Nominees Company Board meetings since the last AGM are as follows:

Decisions and Actions

- Approval of Nominees Company Accounts
- Approval of Synod Accounts
- Co-option of two, new trustee/board members, namely Casper Gouws, and Iain Pollock. It was decided to add two further members to the board to add additional points of view and to ensure that meetings have a high probability of being quorate. Casper Gouws is Church Treasurer at Bathgate URC, and Iain Pollock is Church Secretary at Carluke URC. The ratification of the appointment of both will be requested at the AGM.
- Decision to require closure of Cumbernauld URC building due to safety concerns until remedial actions could be completed. This followed a safety review and report.

Discussed, considered and/or provided advice where requested

- Church Life Review and likely request for financial contributions
- Legacy of Slavery and likely request for financial contributions
- M&M contribution requirement from Church House
- Progress of Model Constitution for Synod Churches
- Safeguarding implementation, provision and training
- Review of separation between Synod management and Trustees
- Synod Risk Assessment
- Synod Trustee training
- Considered the use and reuse of certain reserved funds
- Building Surveys
- Martyn's Law
- OSCR changes
- Companies House ID requirements
- Company Secretary position
- Future of Synod – Closure of Churches
- Net Zero requirements from Church House.

Further information on most of the above items will be available in the reports from the committees that are active in these areas. Two of the items are not likely to be included elsewhere and require further clarification, namely OSCR changes and Martyn's Law.

OSCR Changes

Arising from changes in Charity Law, from 30 June 2025, OSCR began collecting charity trustee information through OSCR Online. Providing this information is now a legal requirement for all charities and must be entered through OSCR online by the responsible person. The responsible person for each charity should have been informed of these changes by email.

The information required is:

- Full name
- Home address
- Email address
- Telephone number
- Date of birth
- Date of appointment as charity trustee

The date of appointment refers to the original date the individual became a charity trustee. If a charity trustee has been reappointed after serving a term, their initial appointment date should be used. If the charity trustee was appointed many years ago and the exact date is unknown, it is acceptable to provide an estimated date.

In addition, for each trustee it is a requirement to confirm that they have not been advised they cannot act as a charity trustee.

OSCR will retain all the information securely and only publish the trustees names on the OSCR website. It is possible in some exceptional cases to request an exemption from publishing the name.

Martyn's Law

This may not affect many churches but trustees need to be aware of this new legal requirement for larger building and larger gatherings that are open to the public.

The Terrorism (Protection of Premises) Act 2025, also known as Martyn's Law, received Royal Assent on Thursday 3 April 2025.

Martyn's Law is intended to improve protective security and organisational preparedness across the UK by requiring that those responsible for certain premises and events consider how they would respond to a terrorist attack. In addition to this, at certain larger premises and events, appropriate steps to reduce vulnerability to terrorist attacks must also be considered.

The Act establishes a tiered approach, linked to the number of individuals it is reasonable to expect may be present at the same time at premises and events.

If it is reasonable to expect that there will always be fewer than 200 individuals present in a building, no action is required.

It is reasonable to expect that at least 200 individuals may be present at least occasionally then some actions are required and further support may be required.

Bob Christie (Chair of Board of Directors)