

Stronsay Development Trust

Company Number SC271553
A Scottish Charity, Charity Number SC038888

Board Meeting on Wednesday 20 November 2013 in the Community Hall at 7 pm

MINUTES

PRESENT

Carole Cotterill (Chair)
Tracey Boler
Raymond Dennison
Viv Erdman

Cora Goodram
Stephen Weaver
Yvonne Weaver

IN ATTENDANCE

Mathew Boler
Roger Dart (Admin and Finance Support Officer)
Lisa De Geer (Company Secretary)
Jacqueline Dennison (Community Development Officer)
Neil Hearn
Anthony Withers (Project Officer)

1. APOLOGIES

Christopher Evans (Vice Chair)
Nina Gleed

WELCOME BY CHAIR

The Chair welcomed Neil Hearn who was to talk to the Board about the website.

10. (v) IT REVIEW

NOTED

Neil Hearn informed the Board about the possibilities with changing the web host.

RESOLVED

Stephen Weaver proposed and Yvonne Weaver seconded that Neil Hearn is to send their customer form for new websites to the Company Secretary. The form will be circulated between the staff and sent to Neil Hearn as information needed for him to present a quote. The quote is also to include moving all material on the current website to the new.

ACTION POINT 1

The Company Secretary is to fill in the form with the aid of the other staff and send it to Neil Hearn.

ACTION POINT 2

The Company Secretary is to present the quote from Neil Hearn at the Board meeting in December.

7. MINUTES FROM PREVIOUS MEETINGS

(i) Board Meeting 16 October 2013

Viv Erdman proposed, Raymond Dennison seconded and the minutes from the Board meeting on 16 October 2013 were formally approved.

NOTED

The facility at Viv Erdman has proved well functioning for staff meetings etc.

(ii) Board Meeting 9 November 2013

NOTED

The Bank signatories should be for RBS and not Co-op.

RESOLVED

Tracey Boler proposed, Carole Cotterill seconded, all agreed and the bank signatories were formally approved for RBS.

With the amendment that it should state that Andrew Rose was asked to leave the meeting, Yvonne Weaver proposed, Carole Cotterill seconded and the minutes from the Board meeting on 9 November 2013 were formally approved.

Mathew Boler entered the meeting

The Board agreed for the minutes from the Confidential meeting 9 November 2013 to be made public.

8. ACTION POINTS AND MATTERS ARISING

(i) Action points from the board meeting 12 March 2013

AP 1 - Drafting of Director's Code of Conduct – Ongoing

To be presented by the AFSO at the January Board Meeting

AP 15 – Clearances for the ECO Club Volunteer – Resolved

Stephen Weaver proposed, Carole Cotterill seconded and Roger Dart was appointed contact for PVG clearances.

ACTION POINT 3

AFSO to register with PVG

ACTION POINT 4

AFSO to contact the Eco Club Volunteers for PVG checks.

(ii) Action Points from the Board Meeting 17 April 2013

AP 1 – Staffing to improve and maintain the Website – Resolved

The staff needed to maintain the website is to form part of the staff review by Sorton Partners.

AP 2 – Visit from the Curry Brothers regarding Slipway – Ongoing

The Curry Brothers is the only firm approved by OIC. A new visit is booked for 25 November.

AP 3 – Agreement between the Greenhouse Group and SDT – Ongoing

Draft agreement was handed out by Chair. The agreement is to be discussed with the Greenhouse Group at the December Board meeting.

(iii) Action Points from the Board Meeting 22 May 2013

AP 12 – Installation of Water and Electricity to Site Hut at the Lobster ponds

– Ongoing

Water is on site and SSE is to install electricity 25 November 2103.

(iv) Action Points from the Board Meeting 29 May 2013

AP 2 – Date of EGM for voting on amendments of Articles of Association –

Ongoing

To be decided after the open meeting with Burness 20 November 2013.

AP 3 – Review of Correspondence Policy – Ongoing

A vexatious complaints policy and procedure should be part of the correspondence policy.

The AFSO is to present a draft at the December Board meeting.

The new Correspondence Policy is to be presented to the members at the General Meeting in the beginning of the year 2014.

AP 5 – Information Meeting about the Lobster Ponds and the Enterprise Zone
– Ongoing

Information about the Lobster Ponds and the Enterprise Zone, including drawings, will be available at the General Meeting in the beginning of the year 2014.

AP 6 – Meeting with the Community Association regarding the Hall Heating Grant – Resolved

Reported under the Project Officer's Report

(v) Action Points from the Board Meeting 19 June 2013

AP 1 – The Company Secretary to contact Burness regarding the amendments of the Articles of Association - Resolved

AP 2 – The Company Secretary to circulate the final draft to all Board members who are to reply with approval within one week. – Ongoing

Draft to be presented for approval at the December Board Meeting.

AP 3 – The PO to order plaques for Trust and Community Fund funded projects – Ongoing

Proposed plaques to be presented for approval after the open meeting 20 November 2013.

AP 4 – AFSSO to Submit application to Community Fund towards Capacity Funds. – Resolved

AP 7 – PO to apply for funds for a Feasibility Study on the need for housing for elderly on Stronsay and subject to grant approval arrange for the study to be made. – Resolved

The Board agreed for a community consultation before proceeding with a feasibility study.

An open meeting/workshop about housing for elderly is to be held in March 2014. VAO will be asked to facilitate the meeting.

ACTION POINT 5

The PO is to advertise for members to bring forth items for the agenda for the open meeting/work shop about housing for elderly in March 2013.

ACTION POINT 6

The PO is to organise the open meeting/work shop about housing for elderly in March 2014.

AP 8 – The Company Secretary and Roger Neville-Smith to arrange a meeting with the Greenhouse group to discuss the agreement with the group and SDT.

Removed. Representatives for the Greenhouse Group will attend the December Board meeting to discuss the agreement.

AP 10 – Treasurer and AFO to draft a job description of a Greenhouse Co-ordinator – Resolved

To be included in the staff review by Sorton Partners.

The Board agreed for the PO to be point of contact for the Greenhouse Group if any maintenance or repairs of the Greenhouse be needed until the staff review has been made.

ACTION POINT 7

The PO is to inform the Greenhouse Group about the arrangements with the PO as point of contact.

Tracey Boler and Mathew Boler left the meeting at 22.08

(vi) Action Points from the Board Meeting 21 August 2013

AP 3 – Director to be nominated as contact point for the North Isles Development Partnership – Removed

Response awaited from North Isles Development Partnership.

AP 4 – Orkney Micro Renewables survey requires Director to volunteer to undertake survey on behalf of the Trust. – Removed

Response awaited from Orkney Micro Renewables

(vii) Action Points from the Board Meeting 9 November 2013

AP 1 – The Chair to write a draft letter of thanks to Paul Glaze to be presented at the Board meeting 20 November 2013. – Resolved

The Chair read the draft letter to the Board. All agreed for the letter to be sent.

AP 2 – The Chair to write a letter of thanks to the SREL Chair for the offer of “caretaker” Chair. - Resolved

The Chair read the draft letter to the Board. All agreed for the letter to be sent.

AP 3 – The Chair is to request a quote from Sorton Partners for writing of policies and procedures. – Removed

ACTION POINT 8

The AFSO is to liaise with Fiona from Sorton Partners regarding employment policies and procedures and present a quote to the Board.

AP 4 – Valerie Stone-Lucas to write to OSCR and retract her letter. – Ongoing
Deferred to the closed part of the meeting.

AP 5 – The Company Secretary to write to OSCR and inform about the Board’s comments on the letter by Valerie Stone-Lucas. – Ongoing

Deferred to the closed part of the meeting.

AP 6 – The Chair is to inform the staff that they are to encourage applicants to the Community Fund. - Resolved

(viii) Any Other Matters Arising

a. Time of Acceptance of a Grant Offer

RESOLVED

The Board agreed that the time for accepting a grant offer should be 28 days from receipt of offer letter, and not from the date of the letter.

b. Grant Terms and Conditions

NOTED

Concerns have been raised that the grant terms and conditions are too long and complicated.

The AFSO explained that this is needed to ensure that everything vital is covered and that grant receivers can ignore parts that do not apply.

If the terms and conditions were to be made shorter according to every specific grant, solicitor’s advice would have to be sought. The Board deemed the cost for this not to be justified.

9. CORRESPONDENCE

(i) Letters from Julie Andrew

Deferred to the closed part of the meeting.

10. CHAIR’S REPORT

(i) Enterprise Ready Fund

NOTED

The Trust will not be able to submit an application before closing date.

(ii) Government Knowledge Training Course for Staff

NOTED

There will be a course in March about writing decision papers.

RESOLVED

The Board will address this at the January Board meeting.

(iii) Outcome of Grievance with Apologies

NOTED

This item was dealt with during the confidential part of the meeting.

The grievance towards the Trust has now been resolved.

The Trust recognises that it has been lax in paying attention to employment procedures and has engaged Sorton Partners to assist them in building a suite of employment practices and procedures that are fit for purpose.

(iv) Staffing Workshop

NOTED

The Chair informed that the planned staff review work shop with Sorton Partners will take place on Thursday 12 December 2013.

The staff raised concerns that the Board is uncertain of the staffs roles and duties.

RESOLVED

The Board agreed to request that Sorton Partners meet with the staff as a vital part of the staff review.

(v) IT Review

Covered in the beginning of the open part of the meeting

(vi) Extension of AFSO and CDO Contracts

NOTED

The contracts for the AFSO and CDO will run out 31 December 2013. There is no staffing in place to cover their duties.

RESOLVED

Viv Erdman proposed, Carole Cotterill seconded and all agreed to prolong the AFSO and CDO contract to 31 May 2014.

11. SECRETARY'S REPORT

(i) Full Member Application and Resignations

NOTED

Four members have resigned and one has moved from the island.

RESOLVED

One new member application was approved by the Board.

The new number of members is 89.

(ii) Update of Website

NOTED

The Company Secretary has been given login details for the website and has updated the website to include all agendas, minutes, Directors and employees.

(iii) Storage and Filing

NOTED

The Company Secretary raised concerns about the current filing system and informed the Board about the legal requirements.

RESOLVED

Stephen Weaver proposed, Raymond Dennison seconded and the Board agreed that all originals are to be stored on Stronsay in a filing cabinet at facility at Viv Erdman or with the Company Secretary. Documents needed by employees working from home off island should be scanned and sent to them electronically by the Company Secretary or the PO.

ACTION POINT 9

The PO is to order a scanner and a filing cabinet.

(iv) Decision Making and Financial Commitments

NOTED

The Company Secretary reminded the Board that no decisions are to be made outside Board meetings without a quorum of 6. This includes any financial commitment.

(v) Monthly Limpet Article

NOTED

The Company Secretary is to start submitting an article for the Limpet starting with November issue.

(vi) Update of Registers

NOTED

To be able to update the registers, the Company Secretary requested the signed copy of the September Board meeting, the minutes from any confidential meetings during the period of August – October 2013 and the resignation letters from Paul Riley and Roger Neville-Smith.

RESOLVED

The Chair is to provide the Company Secretary with the named items.

(vii) Inaccuracies in the Minutes from Board Meeting 21 August

NOTED

The Company Secretary drew the Board's attention to a number of inaccuracies in the minutes of the Board meeting 21 August 2013.

ACTION POINT 10

The AFSO is to ensure that a written agreement between OIC and SDT regarding the use of the Healthy Living Centre for the GP referral scheme is in place.

(viii) Resignation of Director Paul Riley

NOTED

The Board discussed the possibility that it had acted incorrectly in not allowing Paul Riley to rescind his resignation as a Director.

ACTION POINT 11

The Board is to seek advice from Stephen Philips about the legal aspects after the open meeting 25 November on what its actions should be.

ACTION POINT 12

Director Stephen Weaver is to contact Paul Riley to confirm if he still wishes to remain a director.

(ix) Open Meeting with Burness regarding Amendments of Articles of Association

NOTED

- a. The Board has taken legal advice from Burness, Paull and Williamson LLP in relation to the Trust's Articles of Association, and have arranged for a new version to be prepared. The main amendment is that they have been overhauled to bring them into line with up-to-date legislation, i.e. Companies Act 2006.
- b. To help all members to understand the proposed Articles of Association, the Trust has invited Stephen Philips from Burness, Paull and Williamson LLP to speak at an open meeting 25 November 2013. The meeting will be facilitated by Meghan McEwen from Voluntary Action Orkney and the members will be given the opportunity to ask questions.

- c. All members have been sent an invitation letter by post.
- d. Draft articles are available from the Company Secretary and at the Post Office.

(x) Annual Report

NOTED

The Annual Report is much delayed but there should still be time to produce it in time to send with the invitation to the AGM.

RESOLVED

All contributions are to be submitted to the Company Secretary before the Board meeting in January 2013.

The Financial Accounts are to be presented to the board in the beginning of February.

ACTION POINT 13

The Company Secretary is to request written contributions and photographs.

(xi) Date of AGM

RESOLVED

The AGM is to be held during the first or second week of May 2013 at the Community Hall.

ACTION POINT 14

The Company Secretary is to contact the accountant Alan Long to confirm when he will be able to attend and to contact the Community Association about access to the hall.

12. ADMIN AND FINANCE SUPPORT OFFICER'S REPORT

(i) Agreement between Business Initiatives Stronsay CIC (BIS) and the Trust for the Build of the Enterprise Zone

NOTED

The AFSSO has attended a BIS board meeting where a draft agreement was agreed upon.

RESOLVED

The AFSSO handed out the draft to the directors. This is to be discussed at the December board meeting.

(ii) Community Fund Applications

a. SDT application towards Capacity Funding

NOTED

The AFSSO explained the need for Capacity Fund for the next quarter.

RESOLVED

Viv Erdman proposed, Carole Cotterill seconded and the Board agreed to grant £18,500 to the Trust towards Capacity Funding.

b. Business Initiatives Stronsay CIC for Admin Costs relating to the Build of the Enterprise Zone

RESOLVED

Raymond Dennison proposed, Cora Goodram seconded and the Board agreed to grant BIS £4,500 towards the admin costs for the build of the enterprise zone.

(iii) Financial Report

NOTED

The AFSSO is to start present a financial report at the board meeting in December.

13. COMMUNITY DEVELOPMENT OFFICER'S REPORT

Deferred to the board meeting December 2013.

14. PROJECT OFFICER'S REPORT

(i) Hall Heating Grant

NOTED

The PO informed that if the Community Association does not agree on tenders before the end of November 2013, the funding of £30.000 will be lost.

(ii) Development Plan

NOTED

The Development Plan is to be discussed at the December board meeting.

15. PROJECT REPORTS

Deferred to the next board meeting

16. ANY OTHER BUSINESS – none

Neil Hearn left the meeting at 23.50 when the open part of the meeting ended.

Confidential part of the meeting continued.

17. DATE OF NEXT MEETING

Wednesday 5 December. *[After the meeting the date for the next meeting was first postponed to the 18 December and then to the 22 January 2014.]*

18. CLOSE OF MEETING – 12.40 am

LDG

December 2013