

# Stronsay Development Trust

Company Number SC271553  
A Scottish Charity, Charity Number SC038888

**Board Meeting on Wednesday 22 January 2014 in the Community Hall at 21.45**

## MINUTES

### PRESENT

Carole Cotterill (Chair)  
Tracey Boler  
Raymond Dennison  
Viv Erdman

Christopher Evans  
Stephen Weaver  
Yvonne Weaver

### IN ATTENDANCE

Roger Dart (Admin and Finance Support Officer)  
Lisa De Geer (Company Secretary)  
Neil Hearn (Member)  
Marion Miller (Greenhouse Group Representative)  
Roger Neville-Smith (Greenhouse Group Representative)

### 1. APOLOGIES

Valerie Stone-Lucas

### TREASURER

Discussed at the closed part of the meeting and to be minuted publicly

NOTED

The AFO raised his concerns that the Trust is without an acting Treasurer due to long term illness.

RESOLVED

Viv Erdman nominated, Christopher Evans seconded and all agreed for Yvonne Weaver to be temporary Treasurer.

### ACTION POINT 15

The Chair is to send flowers from the Board to Valerie Stone-Lucas and discuss with her if she would consider stepping down as Treasurer up until the AGM.

### 4. ACTION POINTS AND MATTERS ARISING FROM CONFIDENTIAL MEETINGS TO BE MINUTED PUBLICLY

#### *(i) Action Points from the Board Meeting 9 November 2013*

NOTED

The Chair has asked the Company Secretary to remove the minutes from the Board meeting 9 November 2013 from the website until the Board has had the opportunity to discuss the need for them to be held confidential.

A discussion was held of the need for the minutes to be kept confidential.

RESOLVED

The minutes have been approved as open at the Board meeting 20 November 2013 and the Board agreed that this should not be amended.

**AP 4 – Valerie Stone-Lucas to write to OSCR and retract her letter.** – Resolved  
NOTED

Valerie Stone-Lucas has been communicating with OSCR stressing that she was only seeking information. She has informed the Chair that she has received an apology from OSCR for passing her letter onto DTAS.

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

There is no need for a letter from the Trust to be sent to OSCR.

### **Open part of the meeting 21.45**

*Neil Hearn, Marion Miller and Roger Neville-Smith entered the meeting 20.45.*

### **WELCOME BY CHAIR**

The Chair welcomed Marion Miller and Roger Neville-Smith and thanked them for attending.

### **GREENHOUSE GROUP**

NOTED

Marion Miller and Roger Neville-Smith, members of the Greenhouse group, attended the meeting to discuss an agreement between the Trust and the Group. Roger Neville-Smith talked about their concerns about the Greenhouse group, the ECO-club and the Plot to Plate Group.

Roger Neville-Smith raised the question of a need for the trust to contract a care taker of the Greenhouse and this was discussed by the Board.

*James MacLeod entered the meeting at 21.15...*

The Board informed that it is the Project Officer who is the Trust’s contact for the Greenhouse group.

RESOLVED

Roger Neville-Smith and Marion Miller are to put together a suggestion for the maintenance of the Greenhouse and the running of the clubs.

*Neil Hearn, James MacLeod, Marion Miller, Roger Neville-Smith left the meeting at 21.25*

### **End of open meeting 21.25**

### **Items from the confidential part of the meeting to be minuted publicly:**

#### **10. DECISIONS MADE ELECTRONICALLY TO BE MINUTED**

##### **(i) Agreement with Business Initiatives Stronsay CIC to Manage the Build of the Enterprise Zone**

NOTED

A proposal for the process has been put together by the SREL Board in conjunction with the AFO. The document was considered and approved by the Board of Directors during December 2013. The Board is asked to ratify this decision.

RESOLVED

Stephen Weaver proposed, Carole Cotterill seconded and all were in agreement to ratify the approval of the circulated agreement with Business Initiatives Stronsay CIC to manage the build of the Enterprise Zone via email in December 2013.

***(ii) Approval of the Draft Articles of Association***

NOTED

Carole Cotterill proposed, Stephen Weaver seconded and all were in agreement to ratify the Board approval of the circulated draft Articles of Association via email in December 2013.

***(iii) Approval of Assigning the AFO to arrange a meeting with Accountant and SREL Board in January 2014***

NOTED

Raymond Dennison proposed, Tracey Boler seconded and all agreed to ratify the Board approval for the AFO to arrange a meeting with Alan Long and SREL/BIS via email in December 2013.

**11. MINUTES FROM PREVIOUS MEETINGS – deferred to the next meeting**

*(i) Board Meeting 20 November 2013*

**12. ACTION POINTS AND MATTERS ARISING – deferred to the next meeting**

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

AP 1 - Drafting of Director's Code of Conduct

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

AP 2 – Visit from the Curry Brothers regarding Slipway

AP 3 – Agreement between the Greenhouse Group and SDT

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

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

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

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

AP 3 – Review of Correspondence Policy

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

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

AP 2 – The Company Secretary to present the final draft at the Board meeting in December.

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

*(vii) Action Points from the Board Meeting 20 November 2013*

AP 1 – The Company Secretary to fill in the forms for a new website with the input from the staff.

AP 2 – Quote for a new website to be presented to the Board by the Company Secretary

AP 3 – AFSS to register with PVG

AP 4 – AFO to contact the Eco Club volunteers for PVG checks.

AP 5 – PO to advertise for members to bring forth items for agenda for the open meeting / work shop about housing for elderly.

AP 6 – PO to organise an open meeting / work shop about housing for elderly in March 2014

AP 7 – PO to inform the Greenhouse group of SDT point of contact.

AP 8 – AFO to liaise with Sorton Partners regarding people management policies and procedures and present a quote to the Board.

AP 9 – PO to order scanner and filing locker.

AP 10 – AFO to ensure written agreement between SDT and OIC for the use of the Healthy Living Centre for the GP referral scheme.

AP 11 – The Board to seek advice from Stephen Philips about the legal aspects of Paul Riley’s resignation as Director of the SDT Board.

AP 12 – Director S Weaver to contact P Riley to confirm if he wishes to remain as Director of the Trust.

AP 13 – The Company Secretary to request contributions for the Annual Report.

AP 14 – The Company Secretary to liaise with accountant Alan Long and the Community Association to arrange a date for the AGM.

*(viii) Any Other Matters Arising - none*

### **13. CORRESPONDENCE - none**

### **14. CHAIR’S REPORT**

#### ***(i) Staff Review***

NOTED

The Chair informed that she has handed over the consultation with SREL for the staff review to Director Christopher Evans.

***(ii) Scottish Climate Challenge Fund*** – Deferred to the next meeting

***(iii) Scottish Community Development Centre*** – Deferred to the next meeting

***(iv) Letter to OSCR from Valerie Stone-Lucas***

NOTED

Reported above under action points from the Board meeting 9 November 2013.

***(v) Update on Director Status of Paul Riley*** – Deferred to the next meeting

***(vi) Work shop with VAO***

NOTED

The Chair informed that Voluntary Action Orkney has offered to provide a work shop with Gail Anderson for the Directors of the Trust.

### **15. SECRETARY’S REPORT**

#### ***(i) Full Member Applications and resignation***

NOTED

One member has resigned.

RESOLVED

Two member applications were considered and approved by the Board.

#### ***(ii) Update of Contact List of Directors and Staff***

NOTED

There is a need for an update of the contact list.

### **ACTION POINT 18**

The Company Secretary is to circulate the list via email and the Directors and employees are to confirm that their respective contact details are correct.

#### ***(iii) Draft Articles of Association***

NOTED

David Knight from BIG Lottery Fund has confirmed that the draft Articles of Association meets their criteria.

#### ***(iv) General Meeting for Approval of draft Articles of Association***

RESOLVED

The Board agreed for the General Meeting for adoption of the draft Articles of Association to be held on Wednesday 26 February, 7 pm at the Community Hall.

**(v) Annual Report**

NOTED

The contents of the Annual Report have been delegated at the staff meeting 22 January 2014. Company Secretary is to confirm these actions in writing to respective persons.

**(vi) AGM**

RESOLVED

The Board agreed for the AGM to be held Wednesday 14 May 2014.

**(vii) Amendments of approved minutes**

NOTED

The Company Secretary has contacted Development Trust Association Scotland for advice on how to amend approved minutes and how to minute missing minutes. The Trust is awaiting a reply.

**12. ADMIN AND FINANCE SUPPORT OFFICER'S REPORT**

**(i) Code of Conduct of Directors**

NOTED

A draft Code of Conduct for Directors was handed out to the Board.

**ACTION POINT 19**

The Board members are to read the draft Code of Conduct for Directors and contact the AFO if they have any questions or comments so that it can be approved at the February meeting with Directors then to sign their code of conduct document.

**(ii) Accountancy Fee for Audit and End of Year Accounts**

NOTED

The Board was asked to approve the following costs for the SDT Consolidated Accounts:

Accounts preparation	£2,400
Audit	£4,000
Preparation of OSCR Annual Return	£ 100

It is envisaged that Stronsay Renewable Energy Limited will make a substantial contribution to the audit costs as it is the income that has been generated by this operation that has required an audit and preparation of consolidated accounts.

RESOLVED

Carole Cotterill proposed, Christopher Evans seconded and all were in favour of accepting the quote.

**(iii) Delegated Authority of Expenditure for Greenhouse**

NOTED

Currently staff has no authority to commit any financial resources of the Trust. Over the Festive season the Greenhouse was damaged and required immediate repair.

To ensure that this situation does not happen again the Board was asked to approve a delegated limit of £250 to the Administration & Finance Officer to cover emergency situations. Any expenditure of this nature is to be reported the next Board Meeting for ratification by the Directors.

RESOLVED

Viv Erdman proposed, Raymond Dennison seconded and all were in favour of delegating the AFO a budget of £250 for emergency expenditure for the Greenhouse.

***(iv) Contingency Fund for the Build of the Enterprise Zone***

NOTED

Whilst the majority of funding required for this project has been secured in the successful bid made to the Big Lottery Fund, the Trust is required to make provision of 10% of the total highest estimated project cost in the form of a Contingency Reserve. Currently this has been estimated at £42,000.

RESOLVED

The Board agreed for the AFO to make an application to the Community Fund for the required contingency reserve of £42,000. This application is to be formally approved at the February meeting.

**ACTION POINT 20**

The AFO is to bring an application to the Community Fund for the contingency reserve of £42,000 for the Enterprise Zone Project at the February meeting.

***(iv) Protection of Vulnerable Groups Scheme***

NOTED

This legislation was introduced in February 2011.

Previously all clearances under the CRBS were undertaken by Julia Crocker but since her resignation no clearances have taken place.

The Trust needs to designate one person from the organisation to be registered as responsible for PVG checks. This should preferably be the same person within the organisation that is responsible for recruitment.

RESOLVED

The Board agreed to postpone this item until the staff review has been finalised.

***(v) Repayment of Loan by SREL***

NOTED

The AFO presented a paper showing two different models for repayment of the loan given to SREL by the Trust. After discussion the AFO recommended that the Fixed Repayment method be chosen.

RESOLVED

Stephen Weaver proposed, Carole Cotterill seconded and all were in favour of using the conventional model with the fixed repayment sum.

**ACTION POINT 21**

The Company Secretary is to write to SREL and confirm the Board's preferred choice of the fixed repayment method.

***(vi) Financial report for the Capacity fund June – December 2013***

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
Post Office	£350.00	Redirection Fee
Burness Paul	£3,300.00	Legal Advice AGM
ICO	£35.00	Data Protection Registration
Voluntary Action Orkney	£147.00	Payroll Charges
Company Secretary	£1,128.39	Salary & N.I.+ Extra Hours
Company Secretary	£79.86	Expenses
Fishmart	£25.00	Room Hire
<b>Total – June 2013</b>	<b>£5,065.25</b>	

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
RBS	£10.17	Account Charges
Burness Paul	£360.00	Legal Advice - Articles of Association
Community Association	£101.85	Hall Hire
Voluntary Action Orkney	£80.00	Board Training
Company Secretary	£1,128.39	Salary & N.I.+ Extra Hours
RBS	£15.18	Account Charges
Fishmart	£25.00	Room Hire
<b>Total - July 2013</b>	<b>£1,720.59</b>	

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
RBS	£5.00	Account Charges
Company Secretary	£468.33	Salary & N.I.
RBS	£7.53	Account Charges
<b>Total - August 2013</b>	<b>£480.86</b>	

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
BT	£76.70	Telephone
BT	£240.01	Internet Services
Burness Paul	£540.00	Legal Advice - Articles of Association
A Withers - Expenses	£8.49	Stationery & Stamps
Company Secretary	£468.33	Salary & N.I.
Company Secretary	£60.00	Expenses
RBS	£5.00	Account Charges
Scottish Hydro	£32.44	Electricity - Site Hut
Fishmart	£32.00	Room Hire
Stronsay Hotel	£21.15	Refreshments for meeting
<b>Total - September 2013</b>	<b>£1,484.12</b>	

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
RBS	£8.74	Account Charges
Company Secretary	£468.33	Salary & N.I.
<b>Total - October 2013</b>	<b>£477.07</b>	

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
C A Cotterill - Expenses	£31.93	Stationery
Orkney Communities	£45.00	Annual website fees
Orkney Office Supplies	£80.47	Stationery
Scottish Hydro	£35.19	Electricity - Site Hut
Company Secretary	£468.33	Salary & N.I.
Admin & Finance Officer	£1,065.92	Salary & N. I. - Cover
RBS	£5.00	Account Charges
<b>Total - November 2013</b>	<b>£1,731.84</b>	

<b>Payee</b>	<b>Amount</b>	<b>Notes</b>
J Holland	£7.68	Haulage - Limpet
Orcadian	£385.00	Limpet/October/November
Orkney Office Supplies	£127.58	Stationery
Stronsay Hotel	£45.45	Accommodation Fiona Smith
Company Secretary	£468.33	Salary & N.I.
Sorton Partners	£2,635.80	Grievance support
RBS	£5.77	Account Charges
<b>Total – December 2013</b>	<b>£3,675.61</b>	

The above tables reflect all payments during the period stated and a monthly table of expenditure will be included in future reports.

***(vii) Draft Communications Policy***

NOTED

The AFO will bring this to either the February or March 2014 meeting after consulting with other Development Trusts.

***(viii) Policies and Procedures Review***

NOTED

The AFO has met with Fiona Smith of Sorton Partners and agreed that he should commence this work and pass her completed policies for review so as to minimise costs for the Trust. In addition the AFO has contacted his peer in Westray and to get copies of their policies and await their response.

***(ix) Proposed Dates for Board Meetings in 2014***

RESOLVED

The Board agreed the following dates for SDT Board meetings during 2014:

22 January

19 February

19 March

16 April

21 May

18 June

20 August

17 September

15 October

12 November

10 December

***(x) Annual Budget***

NOTED

The HIE/Leader Programme which has funded certain posts within the Trust ended on 31 December 2013. The staffing requirements of the Trust are currently being considered by the Board and it is recommended that a budget covering the costs required to operate the Trust be prepared and presented by the AFO to the Board once staffing of the Trust been agreed as this will be the major item of expenditure.



### **13. COMMUNITY DEVELOPMENT OFFICER'S REPORT**

NOTED

A written CDO report was distributed and noted by the Board.

#### ***(i) Stronsay Tourism Group***

NOTED

The group has repaid £2,821 of the unspent grant towards the Stronsay Fest to the Trust.

#### ***(ii) HIE Marinas/pontoon Meeting***

NOTED

The CDO is liaising with the Project Officer regarding possible slipway and pontoons. The Project Officer's report below contains all details

#### ***(iii) Annual Event Weekend, Stronsay Fest***

NOTED

Repayment of grant to SDT as noted above under Stronsay Tourism Group.

#### ***(iv) Ranger Post Funding Application***

NOTED

The CDO is looking at re-applying for a Renger, perhaps considering a part time post with more interaction with the Eday and Sanday Rangers.

### **14. PROJECT OFFICER'S REPORT**

NOTED

A written Project Officer's report was distributed and noted by the Board.

#### ***(i) Enterprise Zone***

NOTED

The Board of BIS wishes to thank the SDT Board for the SCF grant that will enable it to function including the oversight of the Enterprize Zone build and the leasing of units etc on behalf of the SDT once it is completed.

Following SDT Board approval the BIS/SDT EZ build management process commenced with the immediate posting of the Demolition and Enabling works tenders to BLF.

BIS has made its decision as to the preferred tender for the demolition stage and will seek BLF approval and inform the SDT subsequently.

The main build tenders have been advertised in the Orcadian in two January editions with the full tender specs available on the SDT website for their information or anyone else interested in the build process.

#### ***(ii) Community Greenhouse***

##### ***a. Reported Damage***

NOTED

The Community Greenhouse has suffered storm damage.

##### ***b. General Authorisation of Expenditure for smaller Repairs of the Greenhouse.***

NOTED

Reported by the AFO.

#### ***(iii) Survey to establish the need for Housing for Elderly on Stronsay***

NOTED

There has been a lack of response from the community to date with regard to the content for March public meeting /forum. A date needs to be fixed for this meeting as to secure the attendance of VAO and Age Concern Orkney.

The Project Officer suggests that the Trust commissions a report/survey to be carried out by Age Concern Orkney to identify the needs for housing for elderly on Stronsay. Rousay DT is already in partnership with ACO so a precedent is set. Age Concern Orkney has the expertise which neither the Board or staff can be expected to have to ensure the right questions are put to the residents, be they in need themselves or residents caring for those in need. They will be able to inform the Trust what is already available so as to ensure the Trust is not duplicating a service.

The ideal starting point for this survey/report would be the March public forum.

***(iv) Community Hall Heating***

NOTED

The Stronsay Community Association has agreed to the one tender bid that was submitted following the clarification of start date and how it would proceed etc. The Project Officer has informed the SCA that the BIG Lottery do not have to accept just one bid. The Project Officer will put a covering letter in to BLF explaining the logistics involved and the difficulty of finding more contractors willing to bid. Only if and when the tender bid has been agreed with the BLF will the name of the bidder be published alongside the price.

The SDT Board needs to approve this bid before it goes forward to the BLF.

Board members are reminded of the confidential nature of the tender bid documents when the emails containing the bid are circulated to the board in due course.

The work will commence in March 2014 and be completed end of May.

***(v) Slipway***

NOTED

The Curry Bros have now inspected and measured up for the slipway and to give a price estimate.

The Curry Bros have informed that the cost would be £250,000+ which is far higher than first mooted.

SDT Board is still to decide on how they wish to proceed.

***(vi) Community Power Orkney Meeting***

NOTED

A two day Community Power Orkney workshop was attended by the AFO, PO and CDO 9-10 December 2013.

**15. PROJECT REPORTS**

***(i) SREL Wind Turbine project***

***a. Joint Financial Meeting with SREL***

NOTED

The SREL Board has suggested a joint meeting with the accountant Alan Long where he can explain the accounts for both companies.

This meeting will not be open to the general public but a summary of the agreed accounts will be made public and explained by Alan Long at the AGM.

***b. Predicted Drop in Income from the Turbine***

NOTED

In order to prepare the community for the news of a potential drop in profits from the turbine over the next few financial years due to increasing curtailments, the Project Officer has prepared an article for inclusion in the next Annual Report. The article will also be available on the SDT and SREL websites.

**(ii) BIS CIC**

**(iii) Greenhouse Group**

**b. Agreement between SDT and the Greenhouse group**

NOTED

Reported above

**16. ANY OTHER BUSINESS**

**(i) Possible resignation of Director**

NOTED

Christopher Evans questioned whether Cora Goodram was still eligible to be a Director for SDT and SREL.

The Company Secretary informed that Cora had not confirmed whether she is leaving Stronsay, but that the Company Secretary had written and asked. If she is not a resident of Stronsay she is not eligible to be a member of the Trust and cannot be a Director.

SREL is a separate company, other criteria apply for them and it is a decision for the SREL Board to make.

**17. DATE OF NEXT MEETING**

Wednesday 19 February

**18. CLOSE OF MEETING – 22.15**

*LDG*

*January 2014*