

Stronsay Development Trust

Company Number SC271553

A Scottish Charity, Charity Number SC038888

Board Meeting on Wednesday 19 February 2014 in the Community Hall at 19.45

MINUTES

PRESENT

Carole Cotterill (Chair)
Tracey Boler
Raymond Dennison
Viv Erdman

Nina Gleed
Stephen Weaver
Yvonne Weaver

IN ATTENDANCE

Roger Dart (Admin and Finance Support Officer)
Lisa De Geer (Company Secretary)
Jaqueline Dennison (Community Development Officer)
Anthony Withers (Project Officer)

1. APOLOGIES

Tracey Boler
Valerie Stone-Lucas

2. WELCOME BY CHAIR

The Chair welcomed everyone and thanked them for attending.

4. ACTION POINTS AND MATTERS ARISING FROM CONFIDENTIAL MEETINGS

(ii) Any other confidential matters arising – to be minuted publicly

a. Decisions made at the staff review meeting 6 February 2014

RESOLVED

Yvonne Weaver proposed, Raymond Dennison agreed and all agreed that the following items were agreed at the meeting on 6 February 2014;

- The Board agreed to the proposed structure, job description and tenures.
- The board noted that the increased salary cost in the proposed structure needs to be implemented.
- The Board noted the legal framework that applies to the proposed restructuring and the process for managing the restructuring in a fair and legally compliment manner.
- The Board agreed on the timescales for the restructuring.
- The Board nominated Nina Gleed to deal with any appeals or grievances arising from the restructuring.
- The Board agreed for Sorton Partners to manage staff communication and consultation process.
- The Board agreed that community communication is needed.

b. HR Support for the implementation of the outcome of the staffing review

RESOLVED

Carole Cotterill proposed, Raymond Dennison seconded and all agreed to contract Sorton Partners for HR Support for the implementation of the outcome of the staffing reviewed.

c. VAO Work Shop for the Directors

The Board agreed for Voluntary Action Orkney to come to Stronsay Wednesday 12 March to have a workshop with the Board about the role of Directors and the role of staff.

5. CORRESPONDENCE

(i) *Letters from Julie Andrew*

RESOLVED

The correspondence from Julie Andrew was noted and the Board agreed for the Chair to write a reply.

ACTION POINT 23

The Chair is to write a reply to Julie Andrew.

Jacqueline Dennison (CDO) and Anthony Withers (PO) entered the meeting.

The Board agreed to change the order of the agenda and have item 14, 15, 16 and 13 before item 8.

14. COMMUNITY DEVELOPMENT OFFICER'S REPORT

(i) *Meetings attended*

a. *CPO*

b. *Staff Review with Sortons*

c. *Orkney Disability Forum*

d. *Empowering Communities*

NOTED

The CDO informed about the meetings she has attended during the last month.

(ii) *Stronsay Fest Report*

NOTED

The CDO had prepared a report of the Stronsay Fest which was distributed to the Board.

15. PROJECT OFFICER'S REPORT

(i) *Housing for Elderly on Stronsay*

NOTED

There has been no response from the community on the Trust's notice asking for agenda items for the open meeting about housing for the elderly.

RESOLVED

The Board agreed for the meeting to go ahead as planned inviting Age Concern Orkney to inform about available services for the elderly on Stronsay and Voluntary Action Orkney to facilitate a work shop on the needs for housing for the elderly on Stronsay. The aim is to hold this meeting at the end of March.

ACTION POINT 24

The Project Officer is to proceed to arrange an open meeting / work shop about housing for elderly on Stronsay.

(ii) *Stronsay Community Fund Review*

RESOLVED

The Board agreed for set amounts of grants to community groups to be decided on an annual basis.

The Board agreed for the Project Officer and the AFO to present a draft review of the Community Fund to be presented at the Board meeting in March.

The Board agreed not to take external advice for the Community Fund review as previously decided.

ACTION POINT 25

The PO and AFO to present a paper regarding the Community Fund review for the Board meeting in March.

(iii) *Community Hall Heating*

NOTED

Stronsay Community Association and BIG Lottery have agreed to give the tender to Paul Williams and Clive Martin for the hall insulation. The work will commence in March 2014 to be completed by the end of May 2014.

The Stronsay Community Association prefer not to hand out keys to the property, but to have it unlocked for the duration of the working day and they have ensured the Project Officer that they are aware of the insurance implications and that they will inform their insurance company.

(iv) Slipway

NOTED

The Curry brothers has advised that the cost of a slipway would be in the region of £250,000.

RESOLVED

Carole Cotterill proposed, Viv Erdman seconded and the Board agreed to ask for a quote from the Curry Brothers for architectural drawings of the plans of the slipway to be held against possible applications for part-funding in the future.

ACTION POINT 26

The Project Officer is to request a quote from Curry Brothers for the architectural drawings of the plans of the slipway.

(v) Community Power Orkney – High Speed Broadband

NOTED

BT has announced that only Westray will be included in their Orkney upgrade and Community Power Orkney are looking for funding for a system of their own. The Project Officer informed the Board that they will need to confirm if they would like to be part of a project that will bring high speed broadband to the island.

(vi) Alternative Model for Staffing

NOTED

The Project Officer informed the Board that he has produced an alternative model for staffing that is less costly than the Board's model which has been circulated to the Board for consideration. The Project Officer's model will be presented to the Board at the staff review consultation meeting on Monday 24 February.

16. PROJECT REPORTS

(i) SREL Wind Turbine project

a. Joint Financial Meeting with SREL

NOTED

Last year the Trust was invited by SREL to a joint financial meeting with the accountant to have the yearly accounts explained. The Board of SREL has again invited the Board of the Trust to have a joint meeting with the accountant.

RESOLVED

The Board agreed to accept the invitation by SREL to have a joint meeting with the accountant to have the yearly accounts for both companies explained.

ACTION POINT 27

The Company secretary is to liaise with SREL and the accountant to arrange a suitable date for a joint financial meeting.

b. Predicted Drop in Income from the Turbine

NOTED

In order to prepare the community 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 to be included in the Annual Report. This article will also be available on the Trust's and SREL's websites.

(ii) *BIS CIC*
a. Enterprise Zone
NOTED

The tender for the demolition of the Lobster ponds was allocated to local contractor Paul Williams. The tender was chosen using a process that gave no details of who had submitted the bid and was presented as tender A,B, and C.

The main build tenders have been advertised in the Orcadian and the full tender specifications are available on the Trust's website.

A potential delay has arisen due to a query about floor levels from SEPA.

RESOLVED

Stephen Weaver proposed, Nina Glead seconded and all agreed to raise the floor level of the building at an extra cost of £2,500 to ensure that it passes the requirements from SEPA.

(iii) *Greenhouse Group – nothing to report*

Jacqueline Dennison and Anthony Withers left the meeting.

13. ADMIN AND FINANCE SUPPORT OFFICER'S REPORT

(i) *Code of Conduct of Directors*

RESOLVED

Carole Cotterill proposed, Stephen Weaver seconded and all agreed to adopt the draft Code of Conduct of Directors.

ACTION POINT 28

All Directors are to sign and return a copy of the Code of Conduct of Directors to the Company Secretary by the next Board meeting in March.

ACTION POINT 29

The Company Secretary is to send out information to all Directors that they need to return a signed copy of the Code of Conduct of Directors before the next Board meeting in March.

(ii) *Home Office Expenses*

RESOLVED

Yvonne Weaver proposed, Raymond Dennison seconded and all agreed for the home office expenses to be £50 per month back dated from 1 April 2013.

(iii) *Application to Stronsay Community Fund for Contingency Fund for the Build of the Enterprise Zone*

RESOLVED

Stephen Weaver proposed, Viv Erdman seconded and all agreed to grant £42,000 towards the contingency fund for the Enterprise Zone build as requested by BIG Lottery Fund.

(iv) *Financial Report*

NOTED

Payments made from the SDT Capacity Fund during January 2014

Payee	Amount	Notes
C A Cotterill - Expenses	£23.70	Stationery
Burness Paull	£1,471.89	Advice – Articles of Association
J Holland	£5.04	Haulage
Community Development Officer	£1,101.32	Salary & N.I.
Company Secretary	£669.73	Salary & N.I.
Admin & Finance Officer	£1,246.42	Salary & N. I.
RBS	£21.95	Account Charges
Total – January 2014	£4,540.05	

(v) Application to Stronsay Community Fund for March pending Staff Review

NOTED

The HIE/Leader Programme which has funded the AFO and CDO posts within the Trust ended on 31 December 2013. The staffing requirements of the Trust are currently being considered by the Board. When this process is completed, an annual budget covering the costs required to operate the Trust can be prepared and presented by the AFO to the Board. The AFO proposed that monthly reporting of actual expenditure against budgeted expenditure will be included in the AFO's report.

(vi) Expenditure to be minuted

a. Extra Hours for Staff

RESOLVED

Nina Gleed proposed, Raymond Dennison seconded and all approved of the extra hours in June and July 2013 for Lisa De Geer and Marion Miller that had been previously approved by their respective line manager.

b. Burness, Paull and Williamson LLP

RESOLVED

Stephen Weaver proposed, Carole Cotterill seconded and all approved of the payment of £1471.89 to Burness, Paull and Wiliamson LLP toward the open meeting about the draft Articles of Association and subsequent advice.

c. Sorton Partners

RESOLVED

Viv Erdman proposed, Nina Gleed seconded and all approved of the payment of £2635.18 to Sorton Parters for representing the Trust in a grievance.

Tracey Boler entered the meeting

8. MINUTES FROM PREVIOUS MEETINGS

(i) Board Meeting 20 November 2013

RESOLVED

Carole Cotterill proposed, Raymond Dennison seconded and all agreed that the minutes of the Board meeting 20 November 2013 were of true account.

(ii) Board Meeting 22 January 2014

RESOLVED

Viv Erdman proposed, Stephen Weaver seconded and all agreed that the minutes of the Board meeting 22 January 2014 were of true account.

Tracey Boler left the meeting

9. ACTION POINTS AND MATTERS ARISING

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

AP 1 - Drafting of Director's Code of Conduct - Resolved

Noted under the AFO's report.

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

AP 2 - Visit from the Curry Brothers regarding Slipway - Resolved

Noted under the Project Officer's report.

AP 3 - Agreement between the Greenhouse Group and SDT - Removed

NOTED

The Greenhouse group is to present a draft agreement to the Board.

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

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

NOTED

Electricity has been connected to the Site hut.

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

AP 2 - Date of EGM for voting on amendments of Articles of Association - Resolved

NOTED

The General Meeting for voting on amendments of Articles of Association will be on Wednesday 26 February 2014.

AP 3 – Review of Correspondence Policy - Ongoing

NOTED

The AFO is waiting for information from the other Development Trusts. The aim is to have this available in draft for the April Board meeting.

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

NOTED

Information about the Lobster Ponds and the Enterprise Zone will be given at the General Meeting 26 February 2014.

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

AP 2 – The Company Secretary is to present the final draft of the Articles of Association at the Board meeting in December. – Resolved

NOTED

The Board has approved of the draft Articles of Association.

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

NOTED

The Project Officer is to present the plaques at the Board meeting in March.

(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. - Ongoing

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

AP 3 – AFO to register with PVG – Removed

NOTED

Registration with PVG is removed pending the outcome of the staff review.

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

NOTED

Removed pending the outcome of the staff review.

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

NOTED

The PO advertised in the Limpet but has had no replies.

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

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

NOTED

The Greenhouse group has been informed.

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

NOTED

The AFO is to make drafts to minimise the cost.

AP 9 – PO to order scanner and filing locker. – Ongoing

NOTED

Scanner has been ordered but a filing locker is still to be ordered.

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

NOTED

An agreement is in place.

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. – Resolved

NOTED

The Board received advice in a number of items following the open meeting in December.

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

NOTED

Stephen Weaver has spoken to Paul Riley.

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

NOTED

The Company Secretary has requested 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. - Resolved
NOTED

The AGM is planned for Wednesday 14 May 2014.

(viii) Action Points from the Board Meeting 22 January 2014

AP 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. - Ongoing
NOTED

The Chair has delivered flowers to Valerie Stone-Lucas.

Valerie Stone-Lucas has informed the Chair that she wishes to step down as Treasurer but has not submitted a written confirmation.

ACTION POINT 30

The Chair is to visit Valerie Stone-Lucas to collect a signed letter of resignation as Treasurer.

AP 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. - Resolved
NOTED

The Company Secretary has now received all new address details.

AP 19 - The Board is to read the draft Code of Conduct for Directors and contact the AFO if they have any questions or comments. - Resolved

Noted under the AFO's report.

AP 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. - Resolved

Noted under the AFO's report.

AP 21 - The Company Secretary is to write to SREL and confirm the Board's preferred choice of the fixed repayment method. - Resolved

SREL has been informed by the Company Secretary,

(ix) Any Other Matters Arising

a. Status of Director

NOTED

Director Cora Goodram has not been present for several meetings and has not replied to any communication.

RESOLVED

Carole Cotterill proposed, Stephen Weaver seconded and all agreed that Cora Goodram should stay as Director up until the AGM even if she will not be able to make it to meetings due to family circumstances.

ACTION POINT 31

The Company Secretary is to write a letter to Cora Goddram informing about the Board's decision to exempt her from having to come to meetings up until the AGM.

10. CORRESPONDENCE

(i) Letter from Paul Riley

NOTED

Paul Riley has informed that he does not wish to act as a Director of the Trust at present.

ACTION POINT 32

The Chair is to send Paul Riley a reply to his letter.

(ii) Letters from the Chair of Business Initiatives Stronsay CIC

a. New Director of Stronsay Renewable Energy Ltd and Business Initiatives Stronsay CIC

RESOLVED

Stephen Weaver proposed, Carole Cotterill seconded and all agreed to appoint Anthony Withers as Director of Business Initiatives Stronsay CIC.

ACTION POINT 33

The Chair is to send a letter to Business Initiatives Stronsay CIC informing about the appointment of Anthony Withers as Director.

b. Agreement for Business Initiatives Stronsay CIC to Manage the Build of the Enterprise Zone

NOTED

The Chair of Business Initiatives Stronsay CIC has requested for a signed copy of the agreement for BIS to manage the build of the enterprise zone.

ACTION POINT 34

The Chair is to return a signed copy of the agreement to manage the build of the Enterprise Zone to Business Initiatives Stronsay CIC.

(iii) Email from Leo Martini-Brown – deferred to the Board meeting in March.

ACTION POINT 35

The Company Secretary is to inform Leo Martini-Brown that his email will be brought up at the March Board meeting.

11. CHAIR'S REPORT

(i) Staff Review

NOTED

Highland and Island Enterprise (HIE) have provided funding for the CDO and AFO posts for a number of years. This funding came to an end in December 2013. These posts are on fixed term contracts and the Board has agreed to prolong the contracts until the 31 May 2014. This will be funded by the Community Fund.

HIE have funded a review of the Trust's future staffing requirements to ensure that any arrangements that are put in place at the end of the funding from HIE represent an effective use of community and / or public money.

The result of the staffing review will be made public during spring 2014.

Staff has been approached by members of the community who have claimed that they have made redundant. The staff review has not at this point been agreed and no staff has been made redundant.

RESOLVED

The Board expressed a deep regret that the details of the staff review had not remained confidential and it was agreed that a letter of apology should be sent to the staff.

ACTION POINT 36

The Chair is to send a letter of apology to the staff concerned for comments about redundancy.

(ii) Scottish Climate Challenge Fund

NOTED

The Chair informed about funding available from The Scottish Challenge Fund.

(iii) Scottish Community Development Centre

The Chair informed about funding available from Scottish Community Development Centre.

(iv) Update on Director Status of Paul Riley

Noted above under Correspondence

(v) Enterprise Ready Fund

The Chair informed about funding available for start ups of new businesses from the Enterprise Ready Fund.

(vi) Community Development Alliance Scotland

The Chair informed about funding available from Community Development Alliance Scotland.

(vii) Video footage for HIE 'Strengthening Communities' Conference

RESOLVED

The Trust is to send photographs of the Outbound Trip and the Plot to Plate group to HIE.

12. SECRETARY'S REPORT

(i) Full Member Applications

RESOLVED

The Board considered and approved of three new members.

The total number of members is now 92.

(ii) Update of Contact List of Directors and Staff

RESOLVED

The Directors and Employees supplied the Company Secretary with their contact information.

(iii) General Meeting for Approval of draft Articles of Association

NOTED

The Company Secretary informed the Board about the General Meeting for the members to adopt the draft Articles of Association and encouraged all Directors to attend.

(iv) Amendments of approved minutes

NOTED

Development Trust Association Scotland (DTAS) has informed that approved minutes can be amended if they are incorrect as long as the items have been openly discussed and agreed by the Board.

RESOLVED

The Board agreed for the AFO to seek confirmation on how approved minutes can be amended.

ACTION POINT 37

The AFO is to seek confirmation on how approved minutes can be amended

17. ANY OTHER BUSINESS – none

18. DATE OF NEXT MEETING

Wednesday 19 March 2014

19. CLOSE OF MEETING - 22.11

LDG, February 2014