

Stronsay Development Trust

Company Number SC271553
A Scottish Charity, Charity Number SC038888

Board Meeting on Wednesday 28 April 2014 in the Community Hall at 7.30 pm

MINUTES

The meeting was scheduled for 16 April but had to be postponed since there was not enough Directors for quorum.

PRESENT

Carole Cotterill (Chair)
Tracey Boler
Raymond Dennison
Christopher Evans (Vice Chair)

Valerie Stone-Lucas (Treasurer)
Stephen Weaver
Yvonne Weaver

IN ATTENDANCE

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

1. APOLOGIES - none

2. WELCOME BY CHAIR

The Chair welcomed everyone and thanked them for attending.

Confidential items to be minuted publicly

5. COMMUNITY FUND

RESOLVED

The Board agreed not to award any grants at present due to the financial situation.
The Community will be informed by a notice in the Limpet and on the island notice boards.

ACTION POINT 39

The AFO is to draft a notice informing that no grants will be awarded at present and send to the Board for approval.

(v) Clarification on Private versus Community Benefit

NOTED

The Board has sought clarification on personal versus communal benefit when awarding grants. The AFO has received a reply from Stephen Philips from Burness clarifying private versus community benefit. Burness has confirmed that this advice is given free of charge to the Trust.

ACTION POINT 44

The AFO is to send the clarification on private versus community benefit from Stephen Philips, Burness to the Board via email.

Open part of the meeting 8 pm

7. MINUTES FROM PREVIOUS MEETINGS

(i) Board Meeting 19 March 2014

RESOLVED

Christopher Evans proposed, Carole Cotterill seconded and all agreed that the minutes of the Board meeting 19 March 2014 were of true account.

8. ACTION POINTS AND MATTERS ARISING

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

AP 3 – Review of Correspondence Policy – Ongoing

NOTED

Rewired Trust has given the Trust a copy of their correspondence policy. The AFO will adjust that to suit the Trust and present at the June Board meeting.

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

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

Reported below under the Project Officer's Report

(iii) 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

NOTED

Postponed until after the AGM.

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

NOTED

Postponed until after the AGM.

AP 9 – PO to order a filing locker. – Removed

Reported under the Project Officer's Report

(iv) Action Points from the Board meeting 19 February 2014

AP 24 - The Project Officer is to proceed to arrange an open meeting / work shop about housing for elderly on Stronsay. – Resolved

NOTED

As the Project Officer is fully engaged with the build of the Enterprise Zone and supervision of the Hall Heating, the Chair is to arrange an open meeting which will be held 29 April, 7 pm in the Community Hall.

The event will be facilitated by Caron Jenkins, Age Concern Orkney, and Kasha Jarosz, Connecting Communities, and will be attended by Karen Stevenson, Orkney Health and Social Care, and Olivia Tait, Crossroads Orkney. Focus group meetings with health care and homecare personnel and older residents will be held during the day.

The Project Officer will be attending the meeting in the evening and the Chair extended the welcome to other staff and Board members.

RESOLVED

Christopher Evans proposed, Stephen Weaver seconded and all agreed of the expense of the visitors, food and hall hire for the event.

AP 25 - The PO and AFO to present a paper regarding the Community Fund review for the Board meeting in March. – Ongoing

NOTED

Review is to be presented in June

AP 27 - The Company secretary is to liaise with SREL and the accountant to arrange a suitable date for a joint financial meeting. – Resolved

A joint financial meeting with the Board of SREL/BIS and the accountant Alan Long was held 15 March 2013. The Company Secretary has distributed the notes to all Directors.

AP 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. – Ongoing

Tracey Boler and Raymond Dennison are still to hand in a signed copy.

AP 37 - The AFO is to seek confirmation on how approved minutes can be amended – Resolved

NOTED

The AFO informed on how to amend already approved minutes.

(v) Action Points from the Board meeting 19 March 2014

a. The Chair to reply to Leo Martini Brown to his offer to sell a building to the Trust. – Resolved

NOTED

The Chair read the letter to the Board.

b. The CDO to contact Howie Firth regarding Donation towards the Science Festival – Resolved

NOTED

'Magic story Telling' is booked for Stronsay in September 2014.

c. Project Officer to Investigate Funding for Bringing Better Broadband to Stronsay – Resolved
NOTED

Bringing better Broadband to Stronsay is going to be very expensive, but the Project Officer will continue to keep engaged in the process.

d. To Clarify the Meaning of Private versus Community Benefit to the Members when the Community Fund Review is Due. – Resolved

Reported above under item 5.

e. The Chair to Write and Thank the Resigned Directors for the Time given to the Trust - Resolved

f. The Chair to Write to the Community Council Asking if They would Like to have a Co-opted Director to Represent them on the Trust Board – Resolved

(vi) Any Other Matters Arising – none

The Board agreed to move items number 12 and 13 before number 9.

12. CORRESPONDENCE

(i) Letter from David Bourn-Fernley

NOTED

The Chair read the letter from David Bourn-Fernley who suggested a new post to improve the communication with the community.

RESOLVED

The Board agreed that there is no funding available for any new post.

ACTION POINT 45

The Chair is to reply to David Bourn-Fernley.

13. CHAIR'S REPORT

(i) Staff Review

NOTED

The Chair informed the Board that the staff review had been put on hold pending the resolutions of a staff grievance.

(ii) LEADER/FLAG Community Business Consultation

NOTED

The Chair informed about the LEADER/FLAG community business consultation.

ACTION POINT 46

The Company Secretary is to scan the paper and send it to the Board via email.

9. COMMUNITY DEVELOPMENT OFFICER'S REPORT – none

Anthony Withers entered the meeting.

10. PROJECT OFFICER'S REPORT

(i) Stronsay Community Fund Review

Reported earlier in the meeting under Action Points.

(ii) Community Hall Heating

NOTED

Work on the Community Hall is progressing well and is expected to be completed within the agreed timetable.

The PO does regular site visits to check on progress and has weekly meetings with contractor. The Project Officer will inspect the building with the Community Association's Chair and caretaker in the week commencing 5 May 2014.

No problems or concerns have been raised by the Hall Committee, but they have received one complaint from one group regarding dust levels in a locked storage cupboard.

(iii) Slipway

NOTED

Slipway deemed too expensive at present to warrant further investigation and has been put on indefinite hold.

(iv) Housing for Elderly

NOTED

The Project Officer asked the Board to consider how and what to fund for the housing for elderly project and to discuss possible locations with the existing land at Wood's Yard as an option. He stressed the importance for the project to be sustainable. The Project Officer asked for the Board's instructions on how to proceed.

(v) Plaques

RESOLVED

Christopher Evans proposed, Stephen Weaver seconded and all agree to wait with the metal plaques and go ahead with a cheaper laminated version due to the financial situation.

ACTION POINT 47

The Project Officer is to order laminate plaques from BIG Lottery.

(vi) Filing Locker

RESOLVED

The Board agreed to wait with the order of a filing locker until the office is ready.

11. PROJECT REPORTS

(i) SREL Wind Turbine project

Reported below.

(ii) BIS CIC

a. Off Grid Solutions

NOTED

The Project Officer is working with the board of BIS to come up with off grid solutions to the serious levels of curtailment currently being experienced by the Community Turbine. A BIS workshop was held on this on the 15th of April. A report to SDT on the outcome will be made to the Board.

Work on off grid solutions is also being carried out in conjunction with CPO and CES.

The Project Officer asked for the Board's instructions to prioritise his time to find an off grid solution, subject to the time needed to run the Enterprise Zone build management. The Chair asked for any agreements between SREL/SDT and the grant agreement with BIG Lottery for the Enterprise Build in order to make a decision. The Board referred the decision to later in the meeting to be able to discuss without the Project Officer present.

ACTION POINT 48

The Company Secretary is to provide the Chair with any existing agreements between SREL/SDT and the grant agreement with BIG Lottery.

b. Enterprise Zone

NOTED

Work is progressing well and is ahead of schedule for the demolition and enabling stage of the build.

Following on from the SDT board decision to weight in favour of local based contractors this will be factored into the tender applications once they have been received.

Main tender docs have been sent out to the 5 interested in tendering with a response a response requested by the 30th of April. Tender specifications and preliminaries have been posted on the SDT website for all interested parties to see for transparency.

(iii) Greenhouse Group – nothing

Anthony Withers left the meeting.

(i) SREL Wind Turbine project

NOTED

As Director of SREL, Christopher Evans is to report on the SREL from now on.

A discussion was held regarding the roles and relationship between the holding company and the subsidiary. The Company Secretary informed about the risk of shadow directing.

RESOLVED

Stephen Weaver proposed, Tracey Boler seconded and six directors agreed for the Project Officer to prioritise the off grid solution up until the AGM. Christopher Evans abstained because he did not want the staff to instruct the Board. Stephen Weaver stressed that the Project Officer had only asked for instructions.

14. JOINT FINANCIAL MEETING WITH SREL/BIS 15 APRIL 2014

(i) Approval of Financial Accounts for the Year Ending 31 August 2013

RESOLVED

Christopher Evans proposed, Carole Cotterill seconded and all agreed to approve the financial accounts for the year ending 31 August 2013.

(ii) Any other Matters Arising from the Joint Financial Meeting

a. Reappointment of the Long Partnership as accountants for 2014-2015

NOTED

The Chair informed that VAO has advised that it is prudent to change accountants and not have the same accountant for an extended period of time. The Company Secretary pointed out that even if this is the Board's wish, it would be difficult to change at this point of time being so close to the AGM. There was a discussion on the cost of the service. The AFO informed that there could be ways of making the cost lower next year if the Trust did more preparations before handing over to the accountant.

RESOLVED

The Board agreed to recommend the Long Partnership as accountants at the AGM and to return to the question of changing accountant after the AGM.

b. Email from the Chair, SREL

NOTED

The Company Secretary asked the SDT Chair to bring forward an email from Julia Crocker, SREL Chair with questions following the joint meeting on how to proceed with the off grid solutions. The Chair said that there was no need since she had already replied as she felt the Board needed more information.

15. SECRETARY'S REPORT (paper circulated)

(i) Articles of Association

NOTED

The changes have been filed with Companies House and OSCR.

The Company Secretary informed what stakeholders had been sent the new Articles. The Board confirmed that there was no one else they would like to send the new articles to.

(ii) Annual Report

NOTED

The Annual Report was finished in time and has been sent to print.

A big Thank You was given to all contributors to text, pictures and proof reading.

RESOLVED

Carole Cotterill proposed, Stephen Weaver seconded and all agreed to minute that the Board had approved of the draft Annual Report via email.

(iii) Directors stepping down at the AGM.

NOTED

Nina Glead, who was appointed after the AGM 2013, will not stand for election 2014.

Out of the remaining Directors, three need to step down at the AGM.

Yvonne Weaver and Stephen Weaver will be stepping down at the AGM as they are the longest standing Directors on the Board, but they are not standing for re-election.

Out of the Directors elected 2013, one will have to stand down 2014. Christopher Evans offered to stand down since the Director chosen by a random method threaten legal action.

(iv) Audit and Annual Accounts

NOTED

The Company Secretary has together with the Admin and Finance Officer supplied the accountant with information and documents and they have answered questions for the Audit. The Company Secretary organised a joint financial meeting with the SREL and BIS board on Tuesday 15 April when Alan Long came and explained the accounts for the year ending 31 August 2013.

The Company Secretary has written the report of the Trustees and sent it to the accountant. This is included in the Final Accounts as presented at the joint financial meeting.

(v) AGM

NOTED

The Company Secretary informed of the preparations and arrangements for the AGM.

(vi) Nominations of Directors for the Election at the AGM

NOTED

The Company Secretary informed about the arrangements for the nominations of Directors for the election at the AGM.

The Company Secretary raised concerns about the low number of Directors and the lack of continuity in Board members with all the difficulties this brings for the Trustees when running an onerous business as the Trust. She asked the Board if they had any ideas as how to increase the number of Directors and suggested a letter to previous Directors and the organisations on Stronsay.

RESOLVED

The Board agreed not to take any action to increase the number of Directors.

(vii) Member application

RESOLVED

The Board considered and approved one new member.

16. ADMIN AND FINANCE SUPPORT OFFICER'S REPORT (paper circulated)

(i) Financial Report March 2014

Payments made from SDT Capacity Fund Bank Account March 2014

Payee	Amount	Notes
Orkney Office Supplies	£103.19	Stationery
Stronsay Hotel	£98.50	B&B - CDO & AFO
Orcadian	£443.60	Limpet & GM Notice
BT	£68.36	Broadband
Stronsay Community Association	£105.70	Hall Hire & Electricity
Community Development Officer	£1,344.12	Salary & N.I.
Company Secretary	£627.43	Salary & N.I.
Admin & Finance Officer	£1,439.82	Salary & N. I. and Expenses
RBS	£9.04	Account Charges
Total - March 2014	£4,239.76	

(ii) Annual Financial Forecast

NOTED

The AFO referred to previous reports in which he advised that the HIE/Leader Programme which has funded certain posts within the Trust ended on 31 December 2013. A forecast has been prepared for the next twelve months and needs to be discussed and agreed as soon as possible.

(iii) Policy/Procedures Review

NOTED

The AFO advised that is planned for all of the policies and procedures to be reviewed and revisions to be brought to the Board for consideration and approval once the Staff Review has been completed.

The Chair informed that Sorton Partners had already prepared a number of policies and procedures as instructed by the Board, as they had been required within a certain timescale and the AFO had been fully occupied with the audit. The Chair apologised to the AFO for not making him aware of this progress.

(iv) Approval of Fee from Sorton Partners

RESOLVED

Carole Cotterill proposed, Christopher Evans seconded and all agreed to accept the invoice of £3,000 towards advice with people management from Sorton Partners. This includes both staff review and grievances.

17. ANY OTHER BUSINESS – none

18. DATE OF NEXT MEETING

Wednesday 21 May 2014

19. CLOSE OF MEETING – 22.30

LDG

May 2014