

Island of Hoy Development Trust Meeting Minutes

GABLE END

8 PM

10.01.2012

Meeting Called By	Terry Thomson
Type Of Meeting	Monthly Board
List Of Board Members	C Lock, , Lindsay Hall M Collop Keith Dobney Debbie Jaques John Challoner
NON BOARD	Jayne Traynor Brian Clegg Elaine Batchelor
APOLOGIES	J Hardcastle

Topics

5 MIN MINUTES OF LAST MEETING CAROL

Summary Of Discussion	The minutes of 06.12.2011 meeting were approved The minutes of 19.12.2011 we approved with the following changes: take out 'Terry only had to ask to be more involved and this would have happened'.		
Conclusions	Acceptance of the minutes of 06.11.2011 was proposed by Debbie Jaques and seconded by Max Collop. Acceptance of the minutes with the above changes was proposed by Keith Dobney and seconded by Max Collop		
Action Items	Person Responsible	Deadline	

10 MIN BLF KEITH 10 MIN

Summary Of Discussion	Keith had provided the board with a copy of the final proposal and asked for acceptance of the proposal and consent to put this to the BLF. Keith stated that he would like to thank all those that had worked on the application for all the hard work they had put in. He had been in contact with David Knight who was very pleased with the draft and David had stated he wished all applications were this detailed. Some discussion took place and Lindsay stated he felt it was good and it did what it should do. Keith then asked the board for approval to submit the bid. Ranger asked to be involved when timetables etc being set.		
Conclusions	The board was happy with the submission being put forward and told Keith to go ahead and submit it. It was agreed that we would include the Ranger as appropriate.		
Action Items	Person Responsible	Deadline	
Submit bid	Keith	ASAP	

5 MIN TRADING SUBSIDIARIES JOHN C 10MIN

Summary Of Discussion	John C had previously provided the board with a copy of a document and asked them to read paragraph 2.5 to 3.0. John stated that this document had been used by the DTA and HIE plus other trusts. Lindsay stated that we had this document before and it was used to set up the original trading subsidiary, which lapsed due the difficulty getting funds for the turbine. The DTA had given these documents to the trust prior to the trust having to move away from lottery funding		
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and use a commercial loan.

John stated he wanted a resolution to add 2.5 to 3.0 of this document as a controlling element to the mems and arts of the trust and of any subsidiary company that it might form. He again stated that another trust was using it. Brian then stated that before we did anything we should check it out thoroughly as the bank might not accept it and it should be put through the legal people. John stated he wanted this whether the bank accepted it or not as he felt it was nothing to do with the bank if we added it to what already existed as another trust had attached this to their mems and arts as a controlling element and allowed everything to be rubber stamped by the trust.

Lindsay stated that there was already a controlling element as HEL was a wholly owned subsidiary and the fact that the development trust and therefore it's directors had full control was the controlling element.

John stated that IoHDT was only mentioned twice. Carol stated that was enough and Brian added we had already used that controlling element to ensure better reporting from HEL to the board.

John stated if we added this we would be nice and secure, Carol added we already are.

Brian stated that the document was relevant to the companies act 1989 not 2006 and for a non 'legally qualified' member of the board to extract a proportion of a document and add it to our mems and arts then this could lead to potential problems and if the board decided to do this he advised taking legal advice first and have it digested by the lawyers

Terry then said he would go with Johns proposal but Carol stated she did not see the point in paying solicitors, who specialize in turbine set up, all the money that we had paid and then start to query the fact that this had been done correctly. Keith then added that he agreed. A further discussion took place with all directors putting their point of view.

Brian added some points and John stated that he had no right as he was not a director of the board and if anyone should answer it was Max as chair of HEL. Max stated that Brian had every right to add his points as a director of HEL as it was the mems and arts of this company under discussion. Further discussion took place and John C then put his papers away and stated he no longer felt able to take part in the meeting and he was leaving. Keith Dobney asked are you resigning John and John said no, Keith then stated well in that case you cannot just walk out of a meeting we have other things to discuss. John said he could and the meeting would have to carry on without him, and left.

Keith Dobney addressed the chair and said he was appalled at what was going on and it could not be allowed to continue. The board is a democracy and each one of us has to accept that if we are voted against we have two options either to accept the vote or resign. Directors cannot just up and leave a meeting because things are not going their way. Also he felt that for the last three meetings these things had been reviewed endlessly and without gain and wasted the time of all the directors, and he for one joined the trust to better the community not to try and scupper the one thing that the trust had done to be proud of.

He also stated that within the minutes of those last two meetings that had been accepted by the board it was clearly stated that if any member of the board had a problem or query it should be brought to the board to be resolved and NOT discussed outside the board. It was clearly the case with the email from Mark Hull this had been totally disregarded and this could not be tolerated. He also agreed with Carol

	<p>that if we pay for legal advice we should accept it. He stated that after three meetings he still does not know what the specific issue causing the problem actually is. He had worked with John on the BFL bid and John had been a great asset but even so this cannot continue. He proposed that in future we strongly adopt what had already been agreed, that if there is a specific issue it has to be put in writing to the board and looked at. If needed we get it checked and follow the legal recommendations.</p> <p>Carol addressed the chair stating that she felt the whole episode was disrespectful of other directors. Keith then stated this was more than disrespectful, at best it is accusing them of being inept, at worst dishonest and this could not be tolerated.</p> <p>Max then addressed the chair and stated that in all the years he had been on the board and there had been disagreements before none had caused him the distress that this had. He felt that he was being accused of wrong doing without openly being accused, so therefore he had no recourse. The whole situation affected him so badly that he felt he could not be part of the BFL work currently going on so he had not attended sub group meetings. He agreed with Keith that if there was a specific issue or worry it should be stated then it could be dealt with. Debs stated that like Keith she had come on to the board to help the community and did not see the point of having all these solicitors and then these non-qualified people deciding they are wrong. She stated we have had many sets of solicitors look at this so why carry this on. Lindsay stated that this kind of destructive behavior could scupper the whole project and what they fail to see is that the bank was part of this and they would not allow anything that could jeopardize the turbine,. If the bank felt that the board was not functioning they would have every right to take over the turbine and the community would be left with nothing. He said he was not interested in what other trusts were doing other than they are getting on with their business and we should be getting on with ours.</p> <p>At this point Brian stated to the chair that the model for our turbine has been given an award, if there were any serious flaws this would not be the case. Also both HIE and CES and the Bank have recommended our model to other trusts to follow: they, would not do this if there were in any doubt about the way it was set up.</p>		
Conclusions	<p>Terry then asked for a vote on whether to accept what John had brought forward, there was a unanimous NO vote. The proposal or resolution as John wanted it called was rejected.</p> <p>Terry was asked to write to JC stating that going outside the board after a board resolution had been agreed was not acceptable and would not be tolerated in future. Terry agreed.</p>		
Action Items	Person Responsible	Deadline	
Letter to JC	Terry	14.02.2012	
20 MIN	Wind Turbine	Brian/Max	
Summary Of Discussion	<p>Brian had supplied the board with a report prior to the meeting as requested at the last board meeting. And he asked if there were any questions or queries regarding the report. None were raised.</p> <p>Carol asked if we had been accredited the feed in tariff. Brian stated yes we were the first to be accredited and we are now looking to</p>		

	<p>submit monthly invoices. The loan is now converted and we have borrowed 1.566million and at present the interest is circa 6%. Once we have populated the debt service accounts we will get a 0.25% reduction.</p> <p>A lightning strike in Kirkwall earlier in the week had taken out 4 turbines, ours being one of them. This resulted in 3 days down time for our turbine at a cost of £10,000. Carol asked if this loss was insured and was told no as being related to BT communication systems. Brian stated we know that we are vulnerable and this is being looked into.</p> <p>We need a modification to the substation as it is letting in water but HEL will sort that out.</p> <p>Monies have been drawn down for completion of the turbine works, and Brian expected the track, banking and the drains to be completed this month.</p> <p>A discussion took place regarding the new application for a turbine from PMSS (Melsetter). The effects of their turbine will be similar to the Haybrake proposal but their approach has been different. They have approached the trust regarding the wake effect their turbine will have on the community turbine and are willing to compensate accordingly.</p>		
Conclusions	<p>IoHDT instructed the directors of HEL to continue to negotiate with PMSS for this compensation but a deadline must be in place for a signed agreement. If this is not in place by the date of the deadline then an objection will be placed on the same grounds as that of Haybrake.</p> <p>This was adopted by all members. It was also decided that a comment stating this should be placed on the planning application website.</p>		
Action Items		Person Responsible	Deadline
Place letter on file with planning and continue to negotiate with PMSS		Brian/ Max / Lindsay	14.02.2012
5 Min		Newsletter	
		DEBS	
Summary Of Discussion	Deb explained that with the Christmas period people had been slow at getting back to her with their contributions to the newsletter she was working toward February for the first release.		
Conclusions	Board asked if we could try and have it ready for the turbine celebration.		
Action Items		Person Responsible	Deadline
None			
15 min		Meeting Venue	
		John C	
Summary Of Discussion	<p>As John Challoner had left the meeting Carol put this forward as she knew what it was about.</p> <p>John was requesting that we moved the IoHDT meetings to North Walls Centre as it was warmer and more comfortable. Keith said that also we could all sit round a table and this would be a better venue.</p> <p>The only problem was that Tuesday was badminton and meetings held there previously had been disrupted by interruptions and noise.</p>		
Conclusions	<p>The board agreed that a change would be good if arrange it for a night when disruption would not happen.</p> <p>They asked Carol to look into this</p>		
Action Items		Person Responsible	Deadline

Room	Carol	14.12.2012
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10 min

Sub Committee

Summary Of Discussion	No other sub committee business	
Conclusions		
Action Items	Person Responsible	Deadline

Correspondence

Summary Of Discussion	All correspondence had already been circulated apart from an email from TOM regarding change of address and company secretary	
Conclusions	It was decided that Carol would do this and notify companies house and OSCR	
Action Items	Person Responsible	Deadline
Change details with OSCR and companies house	Carol	20.01.2011

AOB

Summary Of Discussion	<ol style="list-style-type: none"> Lindsay said he had had a very comprehensive report from the Ranger and which he needed to go through with her before putting it to the board. He said it contained some very good ideas and was an enormous piece of work. He said IoHDT need to keep her employed and they are looking at funding at the moment. Debs asked what the Burnhouse project was and Elaine explained that at the moment she was just a facilitator for the project in bringing people together. Lindsay said that we could not get involved unless the land was gifted to the trust otherwise it would be seen as doing something for one individual. Elaine said this was unlikely as there were payments for looking after it for the next five years but there would be a footpath agreement. When asked about funding Elaine said she is looking at Leader at the moment and Lindsay agreed to speak to Alister Brown PMSS want to pay the 'community contribution' to the trust would the trust accept this money. 	
Conclusions	<ol style="list-style-type: none"> Ranger and Lindsay to carry on and keep up the good work The board agreed to accept the PMSS community contribution 	
Action Items	Person Responsible	Deadline
See Alister Brown	Lindsay	14.02.2012

DATE OF NEXT MEETING

Summary Of Discussion	14 th February 8pm Hopefully North Walls Centre
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MEETING CLOSED

Time	Meeting Closed at 10.17pm
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Written By Carol Lock – Minute Secretary

Proposed by
Seconded by

Chair