



Annual General Meeting

8th December 2015, 7.30pm

White Church, Comrie

DRAFT MINUTES (For approval by 2016 AGM)

Present: for attendance list please see appendix A

1. Welcome, introduction and apologies:

William Levack, AGM Chair, welcomed everyone to the meeting. He explained that he was acting as Chairperson as a result of Bill Thow's resignation, due to personal circumstances. He introduced the current board members and staff team.

Apologies

Apologies had been received from Sharon Rice-Jones (Board member), Christine Hunter, Tom McWilliams, Ian Mowatt, George Carson, Cathy Tilbrook, Doug Tilbrook, Joan Carmichael, Johnny Carmichael, Judy McDowall, Frank Burrows, Lorna Ramsey, Ray McMaster, Bill Thow, Andrew Thomson, Barclay Carmichael, Mary Jack, Matt Jack, Mary MacDonald, Heather Robertson.

2. Approval of minutes of the Annual General Meeting 28th April 2015

There were no comments or questions on the previous AGM minutes - approved unanimously.

3. Chairperson's report for the year ended 31st March 2015

As the full report had been issued with the AGM notification, a slide presentation had been prepared (available on the CDT website). Chris Palmer took the members present through the presentation which covered:

Cultybraggan Camp - Site Environment and Estate Management

Camp Infrastructure and Services

Financial issues

The Diversity of Important Uses

CDT – Key Areas of Interest

Environment

Orchard

Woodlands

Heritage

Sports and Events

Staff and Volunteers

Staff

Board members (retired since last AGM)

Working Groups and Other Volunteers

Volunteer Recruitment

William Levack thanked Chris for the presentation and noted that attendees could find volunteer forms on their chairs and if they wished to volunteer for any of the options as shown in the previous presentation, then to hand in the form on their way out. He continued that the Trust is recruiting volunteers and would like more women to join the board to improve its gender balance.

4. Consideration of the Annual Accounts for the year ended 31st March 2015

The annual report had also been available for members to view online.

Bob Hughes, Treasurer, informed members that the Annual Accounts for the year ended 31st March 2015 had been approved on 12th October 2015 and filed by Companies House and OSCR well ahead of the filing deadline. He informed members they had also been uploaded to the CDT website in advance of this meeting.

Bob thanked CDT staff and, in particular, Finance Officer Andrew Heming for his help in completing the task well ahead of schedule. He informed members that there was a copy of the submitted Annual Accounts at each AGM table. Bob said that a financial meeting had been offered to members on 2nd December 2015 when the AGM documents were sent out. However, nobody had requested this. The offer is to be repeated to meet in the near future as there are complex issues facing the Trust that will be mentioned later on in the presentation.

Bob stated he would give a brief overview of the Key points within the annual accounts to 31 March 2015 and then answer questions. Bob then proceeded to go through a presentation relating to Annual Accounts for year ended 31st March 2015 (available on the CDT website).

CDT Annual Accounts – 2014/15 – Treasurer’s Report – AGM 8.12.15

During the year the Trust continued to implement its revenue and capital strategy.

Funding Types and Amounts

Restricted funds

Unrestricted funds

Funding Position

Income; Expenditure; Net asset position

Loan Repayments

Social Investment Scotland; Triodos Bank; Energy Saving Trust; Tudor Trust

Maximising Income And Managing Spending

Property Sales, Leasing Repair Scheme, Generating income, Service charges

Working with the Comrie Foundation
Initial financial planning on the Self Catering Development
Search to find a major income source
Underlying deficit position is anticipated in the immediate future

One member asked for a simple answer to how much money the Trust has left. Bob Hughes replied stating at the end of October the Trust had £85,000 in the bank, as will be explained later. He stated that the net asset position at the end of the last financial year was £638,000.

The member asked the CDT to confirm that there is only £85,000 in the bank. Bob Hughes replied stating that as of October, this was true.

Another CDT member went on to explain that his understanding is that Comrie Development Trust has been let off the hook by Triodos Bank by converting a loan into a grant and other organisations letting CDT off so lightly and improving the terms. The member continued to state his beliefs that the CDT have sold off almost all they possibly can sell and will not be able to carry on selling.

A separate member interrupted with a comment that they believed this member was making a poor judgement.

The original member continued to state that the CDT balance sheet is a nice looking one, but he did not understand where the money will come from for future developments.

William Levack responded to the statement assuring the member that what had been asked was perfectly acceptable. However, it would be more appropriate for item 5 of the agenda. At the moment the AGM was discussing the accounts for 2014/15.

There were no further questions.

CDT members then voted approval of the accounts unanimously by a show of cards.

William then introduced the next two items which would be consideration and voting on five ordinary resolutions, the first three of which are seeking support for future operations of the Trust.

CDT Company Secretary, Andrew Reid, made the next presentation.

5. Ordinary Resolutions (1) - Resolution 1; Resolution 2; Resolution 3

Andrew Reid explained that the board sees three resolutions as interlinked, combined and as a package to cover the current situation and future of the Trust. He noted that he and CDT Treasurer, Bob Hughes, would take the members through the resolutions pausing for comments and questions after each one.

The presentations would refer to:

- Ordinary Resolution 1 – Trust members agree to the CDT Board proceeding with the major visitor attraction option subject to a two stage ballot of members;
- Ordinary Resolution 2 – Trust members agree to the CDT board negotiating such deferred payments from SIS and thereby keep the current staffing establishment.
- Ordinary Resolution 3 – Trust members will support ongoing efforts to recruit and provide voluntary assistance to the Trust Board Working Group and staff activities.

Ordinary Resolution 1.

“Comrie Development Trust believes that plans for the future of Cultybraggan Camp must involve:

- *a cooperative and integrated approach involving the wide range of existing interests, including community uses (allotments, orchard, Comrie in Colour, community used huts), increasing business growth and commercial expansion, hill ground, heritage, events & sports;*
- *a thorough evaluation of the development of heritage visitor features at the camp as a key part of developing the camp as a major visitor attraction, which would also deliver significant investment income for village facilities;*
- *the inclusion within such a visitor development of general facilities, such as catering, shops, exhibition spaces, classrooms, other educational resources, playgrounds, activity areas, toilets and parking designed to support the full range of camp interests;*
- *linked use by visitors of the hill land, owned by the Trust, alongside implementation of the Woodland Plan;*
- *a development based on the delivery of sound ecological and environmental policies and approaches.*

In support of these developments and in addition to its aims regarding Community, Economy and Environment, the Trust will adopt a further aim concerning Heritage - to conserve, enhance and promote its heritage assets in ways which supports its other aims.

If potential funding is found for a feasibility study of the developments as outlined and for the planning staff the Trust would require, the Trust further believes that Trust Member decisions will be required through ballots at two stages:

- *Firstly, to identify whether or not there is community support in principle for a visitor attraction and in practice to go ahead with a feasibility study if funding can be obtained;*
- *Secondly, on completion of the feasibility study and a chance to consider and discuss its contents, whether there is community support for proceeding with a major development.*

Trust members therefore agree to the CDT Board proceeding with the major visitor attraction option subject to a two stage ballot of members.”

The presentation made by Andrew Reid in support of Resolution 1 (available on the CDT website) highlighted the importance of:

- An integrated approach valuing and taking account of all the current interests using Cultybraggan Camp and the hill ground;
- Cultybraggan Camp's major historic importance;
- Relevant visitor statistics, potential users; entrance charges and other income streams;
- General facilities, parking and toilets;
- Cultybraggan Camp buildings after major heritage developments would have heritage taking up 31% of buildings, and community, local businesses, events, sports and activities with 69%;
- Sustainable development.

The presentation set out points in favour and points against major development and listed the wide range of points raised in the consultation process. The Consultation Report, issued all members within the AGM papers, and available on each table at the AGM, provided more information about responses made on the full range of issues raised. If potential funding is found for a feasibility study of the developments as outlined and for the planning staff the Trust would require, the Trust further believes that Trust Member decisions will be required through ballots at two stages:

Andrew Reid concluded the presentation and invited any questions or comments from members.

A member asks how much money the CDT would require in order to carry out the feasibility study considering the fact that the CDT need money for staff members etc.

Andrew Reid replied – the self catering development which is looking at a range of these issues at the Camp, so is looking at the position of Camp and visitor numbers to this area, the cost of hut renovation, external and internal, the feasibility study work is coming out around £25,000 - £35,000 for the external consultants. Many of the issues that are being dealt with through that study are common to the grander development although there would be a range of additional issues, and therefore the amount spent on the self catering feasibility study would need to be rated up from the figures for that project. The Trust was also looking for, a project development officer, and a project assistant with salaries and related on costs, and CDT would also be looking for funding for those staff.

The member asked Andrew to confirm that at the moment we do not have a figure for the cost of the feasibility study, and said that at the moment what members were being given was what it is going to roughly cost for the feasibility study on the bunk houses and that for the whole of the programme on the map presented, and everything there £20,000 was not going to be enough for a feasibility study.

Andrew replied that he agreed and stated that the step process that the Trust is following is to bring things step by step to CDT members and to embark on the preparation work to go to grant funders with grant applications for feasibility studies and additional staff support requires approval of CDT trust members and approval of this AGM. Andrew Reid replied that this is a legitimate argument for trust member but if the Trust wants to go for the objectives of sustainability and community then there is a tipping point that CDT is a very large way off. Andrew explained that it is not simple matter and there are not simple options.

He stated that there is an equally strong argument for major development that would take the Trust over a tipping point of income which is what the trust has been trying to do for a number of years and which will make the Trust financially sustainable. He stated that the Trust have been through consultation steps, this is step two which is members do you support this development and its aims and if you do then we can go ahead and find out about costs etc and come back to an AGM and consult with members again and say how do we take this forward. The scale of development requires the Trust Board to check things out with Trust members.

Another member stated that he felt there were too many projects planned at one time. He felt it was very ad hoc and that major mistakes had been made without consultation towards people at the camp. He continued to voice his frustration at a plot of land at the camp that had been sold for housing as well as a road with no consideration for what happens afterwards as well as areas in the commercial quadrant which have been sold and blocks put on with no public consideration.

William Levack replied stating that the minutes from a previous AGM stated that it was agreed for this to be sold by the community. He explained that no road had been sold; only an area of the commercial quadrant had been sold along with a hut. Therefore it was property of someone else and it was their decision to place blocks there.

The member continued that he feels the community are not consulted and the board have gone ahead and made decisions that affect other people that are using the site. The member stated that the one way system at the Camp was blocked recently and he had to go round through the business quadrant like an obstacle course and he feels the system does not work.

William assured the member that the board would take these points on board in their entirety and that the Trust need a really thorough feasibility study, done properly and conducted by professional people.

The member stated that the board are still making mistakes.

William asserted that the board are seeking members support.

Andrew Reid added that the legitimate point about the scale of the development and the questions about whether it would be better to move forward small piece by small piece. If you mean we should wait until the self-catering development is in place and operating with high occupancy rates, lets say 6 months, then with 2 years to go until opening and another year until full maximum operation then it means about 3 years before any major developments. This may be argued but in terms of overall finances of Trust, what Trust is looking for a significant number of years for a major income source to maintain operations independently and without grant funding which is never done. It has been looking for an income source to become sustainable in its own way with sufficient income to deal with all its own commitments and other things in the village. If you want to go for incremental development, it will not deliver significant income to deliver . There is a point to reach of income that we are a large way off, so it is not a simple decision and not simple options.

Another member noted that he felt the CDT seems to confuse Comrie community as a whole with Comrie Trust members. He felt that if the CDT is talking about benefits to the community then they have to ask the community as a whole, not just Trust members. The

member referred to the recent Government report launched by MSP Aileen McLeod as an example of this and how that evaluation was carried out to identify the impact on community. This was regarding the Right to Buy and it made clear that wider community had to be taken account of whether they were Trust members or not. If the Trust is considering a ballot, the member stated he would strongly suggest that the CDT have to ballot the whole of community. Another point the member made was that CDT are not the only ones interested in environment, employment, scenery and landscape and the biggest contributor around Comrie is Cultybraggan Farm who makes huge contribution to environment, food production and employment in the area, probably more than whole of CDT. The member continued that what concerns him is the attitude of the Board over the years towards Cultybraggan Farm and he would look for a much more cooperative way to communicate with the community and not try to do this and do that whilst failing to provide key information to the farm.

The AGM Chair, William Levack, noted that there were two points, one being that everybody in the village in the PH6 postcode is eligible to be a member of the CDT if they wish. He noted that ownership of Cultybraggan Camp is through the Trust and Trust members and if someone would like to object to something then it is required that they are a member as this is the point of a Trust. William continued that if a consensus within the village was that Cultybraggan Camp should be sold off then this is what would happen and it would be carried out in a democratic way.

William then noted, with regards to the member's second point, that the Trust had received numerous letters from the member as well as emails and that they had been dealt with. He also noted that the Trust had offered to meet the member to resolve these issues at any time and any place. The member did not wish this however and it had not happened.

The member replied stating he had waited a year and a half and nobody turned up. William responded stating that the member had not invited anyone.

Another member raised some questions about the self-catering units. He asked if Heritage Hutting would be available all year round and if the huts would be insulated for these purposes.

The chairperson assured the person that in principle it would be open all year but it was expected to be busier in summer, and during the shoulder periods between March and November.. The huts would have insulation. This sort of detail is still to be worked out.

Another member referred to the Ordinary Resolution's presentation on the, aims of the Trust given by Andrew Reid and stated that it said 'heritage should support the aims of the Trust' and voiced that this is wrong and heritage should be one of the aims.

William Levack replied stating that heritage should be an aim on its own and that the proposal is now about heritage becoming the fourth aim.

The member however continued that the presentation does not say this but does say that heritage should support the other aims and that it should be amended.

William Levack stated that the aims should support one another.

The member went on to suggest that this part is changed to say that all aims support other aims rather than heritage should support the other aims.

William noted this point.

A different member asked if there is going to be an AOCB item and if not, would he be allowed to bring up some small points now? After various points were made, the Chair, William Levack, agreed to listen to and try to answer questions from the member once the vote on the three resolutions had taken place. He then moved the discussion on to the second resolution which would be lead by Treasurer, Bob Hughes.

Ordinary Resolution 2.

“Comrie Development Trust recognises its previous commitment to extinguish the loan for the purchase of Cultybraggan Camp from the proceeds of the property sale of Unit 109 to Wild Thyme. Trust Members should note the repayment of the £97,835 Triodos Bank loan from the sale proceeds and accept the need to take up the offer of deferred payments made by Social Investment Scotland. Members should also note that this deferment will allow the Trust to continue employing its staff, who are critical to its current operation in the areas of financial planning and management, site and estate management, office administration and communications. Trust members therefore agree to the CDT board negotiating such deferred payments from SIS and thereby keep the current staffing establishment.”

CDT Financial Detail

Past – Future – Current

Bob Hughes said that his presentation (available on the CDT website) would deal with past finances, financial plans, the future, and the current financial position of the Trust. The contents then included:

Past

- **Incoming Resources**
- **Outgoing Resources**
- **Loans & Asset Sales**
- **Expenditure & Repayments**
- **Loans Outstanding**

Future

- Heritage Self-Catering at Cultybraggan Camp
- Community Benefit
- Future Funding and Development Strategy Options

Present

Alternative decisions on CDT cash position and their consequences:

- A. SIS Snr £21,740 loan delayed;
- B. SIS Snr loan capital repaid.

Funding and Management Action Plan

1. Grants applications
2. Local fundraising
3. Existing Funders
4. Review potential for staffing, administrative and operational efficiencies
5. Overall Strategy
 - Bridging Finance
 - Sustainability from major income source

Trust Board Treasurer, Bob Hughes, concluded his presentation concerning Resolution 2 and invited any questions from members.

One member referred to the debt for equity and asked how the Trust would do this?

Bob Hughes, explained that the Trust does not know yet. He was seeking discussions with the Tudor Trust in order to get its loan converted to grant. Bob went on to state that Tudor is very interested in the Heritage Hutting at the Camp as well as the green initiatives. Bob explained that if it goes to the equity route, Tudor would not wish the Trust to make interest payments – Tudor trust That is committed to this project.

Another member asks what will happen in March 2016 to the staff and who is going to write funding applications?

Bob Hughes replied that the Trust Board would be spending time considering the decisions made at the AGM. He stated that the Trust Board is highly stretched and needs greater support, with some board members working 70 hours a week. The Trust needs more volunteers to move forward and specifically those with skills, for example in grant applications. The Trust needs funding to help finance staff.

A member said that his understanding was that some of the staff were on three month rolling contracts and wanted to know what kind of contracts allow the Trust to do that? Is this within the law?

Bob Hughes stated that this was not something he can answer at that moment but it will be looked into.

Bob Hughes was followed by Andrew Reid, introducing the third Resolution.

Ordinary Resolution 3.

“Comrie Development Trust considers that supporting the current interests and operations at Cultybraggan Camp (including significant site infrastructure and estate management activities) and delivering, planning and implementation of future developments requires immediate additional assistance of volunteer time. Trust members will therefore support ongoing efforts to recruit and provide voluntary assistance to the Trust Board, Working Group and staff activities.”

Andrew Reid presented information (presentation available on CDT website) to highlight the need for volunteer support across the activities of the Trust.

Following his presentation, Andrew invited any questions or comments. There were no questions or comments.

Resolution One

Chair, William Levack, then invited a vote on Resolution One by a show of cards. The majority of votes were in favour, with one against.

Resolution Two

William invited a vote on Resolution Two by a show of cards. The majority of votes were in favour, with two against.

Resolution Three

William invites a vote on Resolution Three by a show of cards. The majority of votes were in favour, with one against.

Ordinary Resolutions (2)

Ordinary Resolution 2a

- a. *To make appointments as a Director of the Company under Article 64 and re-appointments as Directors of the Company under Article 69.*

William said that that board member Ray McMaster was standing down and not seeking re-election.

Chris Palmer and David Robertson were standing for re-election: Chris Palmer was re-elected with one vote against: and David Robertson was re-elected with one vote against.

Andrew Reid and Helen Buchan had been elected by the board since the last AGM and now required member election: Andrew Reid was elected with no votes against; and Helen Buchan was elected with no votes against.

There were three new nominees for board membership: Christian Campbell; Fiona Davidson; and Blair Urquhart. Christian Campbell was elected with no votes against; Fiona Davidson was elected with no votes against; and Blair Urquhart was elected with no votes against.

Ordinary Resolutions 2b

- b. *To authorise the Directors to appoint the auditors of the Trust until the end of the next period for appointing auditors and to determine their remuneration.*

Ordinary Resolutions 2b was put to a vote, and was passed by a large majority with two votes against.

7. Any Other Business

The additional item was added to the agenda at the request of a member so that he could raise concerns.

The member stated the Trust had said initially that Comrie Brownies had a lease of a hut and that this had only been made a permanent base two or three years ago. The member continued that on the basis of this, the Brownies employed an architect and builder and were eligible for funding up to £250,000. The Brownies were guaranteed this grant funding, at no cost to the CDT and no maintenance. All they required was a letter from the Trust confirming the length of lease. There were then issues about the length of lease, since a five year lease was insufficient, and no letter of confirmation about the length of lease was ever provided by the Trust. The Brownies have now run out of options for funding and are now no longer able to make a permanent base. The member asked the Trust to explain why they did not receive a letter or consultation about this.

William Levack stated that there has clearly been a breakdown in communications. He said that the Brownies have got a permanent hut at the camp. It meets the criteria for a free hut, not a repair and lease hut and with no rent. William stated that as a result of this the Brownies can have a letter stating this position. The member stated that what the Brownies wanted was to refurbish the hut to a certain standard and not just have a free hut. The group would like to be able to do it up on the basis of a long lease, which might entitle them to grant funding. William Levack assured the member that this matter to be resolved in work after the AGM. Another member indicated that this issue had been brought up at the last AGM in April and that she had given assurances that CDT would resolve these issues.

The member, who had raised the issues about the Brownies, went on to raise issues about a request he had made two years previously to keep two hives of bees at the Cultybraggan Camp orchard. The member stated that he approached the CDT but received no response. So, he had asked again, but was told that there had been individuals previous to him that had asked about beekeeping at the camp a year before so they would be given first priority. The member stated that he was then told that he needed public liability insurance in order to have bees at the Camp, and he believed this to be untrue. He felt it was unacceptable that he had had to wait two and a half years for an answer.

William Levack acknowledged the problem and thanked the member for his questions and stated that he would be happy to pick up the issues with the member after the AGM. He apologised that the issues had not been finalised previously.

William Levack then explained that it had been intended to hold a second community consultation meeting following on from the AGM. However, the length of the AGM had now left insufficient time for any further discussion, although many consultation points had been dealt with within the AGM.

William thanked members for their attendance.

8. Close

The formal business of the AGM closed at 9.30 p.m.