

Comrie Development Trust

Board Meeting

Monday 26 October 2015, CDT office, 7:30pm

MAIN MINUTES

1. Attending

Present: Bill Thow (Chair), Bob Hughes, Sharon Rice-Jones, Chris Palmer, Helen Buchan, Andrew Reid, Andy Heming (CDT Finance Officer, also present for finance items)

Apologies: David Robertson, Ray McMaster

Board membership – Helen Buchan formally elected as Board Member

2. Trust Membership

New Members: In applying for Community Shares in the Cultybraggan Self Catering development, applicants require to be members or associate members of the Trust.

Action: Bob Hughes will check list of applicants for Community Shares and ensure registration as Members or Associate Members of any not already listed.

Resignations: Heather Wilson has resigned her membership.

3. Minutes of Board Meetings

The main minutes and confidential minutes before the board meetings on 24.8.15 and 28.9.15 were approved.

4. Declarations of Interest

There were no declarations of interest.

5. Decisions by e-mail

The provision of a hut at Cultybraggan Camp to store items collected locally to support Syrian refugees coming in to Perthshire had been agreed by e-mail.

Action: Ray McMaster to seek to conclude the agreement with the support group through Blair Urquhart.

6. Matters arising from the minutes of 28.9.15

a) Ministerial Visit - Aileen McLeod, SG Minister - Environment, Climate & Land Reform

The visit, requested by the Scottish Government to enable Aileen McLeod, Scottish Government Minister, to launch a government report, had been very successful. She had been very impressed by Cultybraggan Camp, and what had been developed there. She had used the occasion to launch an evaluation of community ownership, and CDT had an opportunity to convey information about issues for community organisations and potential developments locally.

b) Heinrich Steinmeyer Legacy

No additional information has come from the legal firm involved in Germany. Following earlier communications, CDT has established the separate bank account into which the legacy will be paid in exactly the terms required for receiving the funds transfer, when this comes.

c) Personal Liability of Directors

The Board considered the paper put together by Andrew Reid, which had extracts from the CDT Memorandum and Articles of Association and also from an Institute of Directors Fact-sheet. The M&As give Board Members/Directors the same liability as CDT members if the Company is wound up, i.e. contribution not exceeding £1. The risk of the Trust becoming bankrupt is very significantly limited against the capital assets owned.

It was noted that Directors would fulfil their responsibilities if they exercise independent judgement with reasonable care, skill and diligence and declare or avoid conflict-of-interest, whilst carrying out statutory duties such as ensuring the proper preparation and filing of reports and accounts. There are particular responsibilities and potential liabilities in relation to health and safety legislation.

Action: It was agreed that the report from the independently carried out annual health and safety evaluation would be routinely considered by the Trust Board.

d) Insurance – i) self-insurance ii) compensation payment

Action: It was agreed that the actions to pursue the issue of self-insurance and the outstanding compensation payment should be pursued by Bob Hughes and Will Reid.

7. Finance

a) Annual Report and Accounts –

➤ Audit

The audit, completed by Finlaysons, had raised a particular issue about the occasional issuing of additional cheques by Andy Heming, CDT Finance Officer, against amounts owing over £5,000 - these cannot be paid through online bank transfers in line with the CDT self-imposed limits.

Action: It was agreed that payments over £5,000 would be made on the basis of cheques, which are required to be signed by two account signatories..

➤ Filing with Companies House and OSCR

The Annual Report including the approved Financial Accounts for 2014/15 had now been submitted to Companies House and OSCR. They are also available on the CDT website. The Board noted its thanks to Andy Heming for the extensive and detailed work involved in preparing the accounts.

Action: Bob Hughes will initiate a tendering process early in 2016 in relation to carrying out the Trust's independent audit work, to ensure cost effectiveness in that work.

b) Revenue Costs Projections

➤ SIS (Social Investment Scotland) loan

The board considered a briefing note prepared by Andy Heming, which reported on: the original CDT agreement with Social Investment Scotland in 2009; the repayments made; the recent SIS proposal for restructuring the loans currently outstanding.

Action: It was noted that restructuring the SIS offered the opportunity to maintain the current staffing complement, which would be essential to any programme of significant development, and therefore that any decision about rescheduling the loans should be made in line with the conclusions of the consultation process already underway.

➤ Triodos loan facility

Bob Hughes reported on a meeting with Triodos, which has a positive view of CDT following the Trust's repayment of the substantial loan previously made. Triodos had agreed that the bank was likely to respond favourably to a CDT application for a further loan or overdraft facility. It was noted that this response offered the fall-back security the Board might need in decision-making over the coming period, and against any fundraising and grant applications, which may be pursued.

➤ 10 year projections for CDT revenue

Bob Hughes and Andy Heming presented the tables they had prepared for board consideration setting out detailed annual projections for CDT income and expenditure, against all of the main budget lines, over the next 10 years and in relation to three main options.

It was noted that the choice of option would have significant implications for the strength of case CDT could meet in grant applications – only major development would be likely to attract substantial grants. The absence of staffing and an office would also severely limit both the CDT's ability to manage its assets and to plan further developments. All of the options showed funding shortfalls, with the different options projecting a potential for a breakeven budget with income matching expenditure at different points in the future..

Action: Whilst the Board favoured Option C, final decisions would reflect consultation conclusions.

➤ Capital expenditure projections

More detailed capital expenditure projections are required, supported by historical spending evidence.

Action: Bob Hughes to set up a meeting involving William Levack and David Robertson, and Naomi Clarke to consider the evidence of previous spending and project potential future capital expenditure.

➤ Fundraising – grant funding - 10 potential sources of grant funding

The listing provided by the SCVO database had been narrowed down to 10 potential sources of grant funding for core costs and planning capacity.

Action: CDT Finance Group to pursue grant applications.

Action: Andrew Reid to circulate board members with the list of grant funders to be pursued and board members to provide any information about past or current CDT applications to them.

Action: Bob Hughes to seek to arrange a meeting of major funders in order to be able to report their general views to the second consultation meeting scheduled for 8 December.

➤ **Comrie Foundation**

This item is reported in the Confidential Minute

c) **LEADER**

➤ **Scottish Government**

The visit by a party of 40 Scottish Government civil servants, dealing with the policy and priorities concerning the Leader EU funding programme, had been extremely successful. They had been enthusiastic about what they had heard of CDT's work and what they had seen at Cultybraggan Camp, and had also been receptive to what was presented about issues facing CDT at their afternoon discussion session at Comrie Croft.

➤ **PKC - Steve MacDonald, Rural Perth and Kinross LEADER Co-ordinator**

Steve MacDonald, the PKC Leader coordinator had also joined the civil servant's visit, and was equally positive. He subsequently requested to meet directly with CDT representatives about future CDT plans.

Action: It was agreed that Bill Thow should arrange the meeting with Steve MacDonald.

➤ **Visitor providers meeting 19.11 – Andrew Donaldson**

The Leader visit also provided a good opportunity for discussion with Andrew Donaldson of Comrie Croft. The view was shared that there needs to be good partnership working between CDT, Comrie Croft and other local organisations providing facilities for visitors to the area. It was agreed that a meeting of visitor providers would be helpful, and Andrew McDonald agreed to try and set that up..

Action: It was agreed that CDT should be represented at the 19/11 visitor providers meeting.

d) **Debtors**

Bob Hughes reported on the current position concerning debtors from the property rentals. (full information reported in the Confidential Minute).

Action: Bob Hughes to lead work to produce a plan of action for each tenant and former tenant with outstanding debts, which would be considered at a future board meeting.

e) **Comrie Youth Extreme Sports Group (CYES)**

The CYES group has continued to make progress in its fundraising work for a skateboard facility at Laggan Park. The Board agreed that a contribution to their funding could be made by transferring to them the balance of funds – £636 – still left in a CDT account in the name of the Youth Drama Group, which no longer exists. In view of the successful record of this group and its commitment to meeting its fundraising target, it was also agreed that CDT would underwrite their fundraising efforts and provide a letter of support confirming this so that the group could claim the remaining £1,500 of funding from the 2014 Legacy Funds, and proceed with the next stages of work.

Action: Sharon Rice-Jones to arrange for the funding in the CDT Youth Drama Group account be transferred to CYES towards its skatepark fund, and also to communicate formally the agreement of the CDT Board to underwrite the amount still to be raised by the group, whilst making clear to the group that it still requires to meet its funding target.

8. Staffing Matters

a) Staffing review - CDT office administration

Andrew Reid introduced the job descriptions, person specifications and advertisement produced for a full-time Office Administrator and part-time (20 hours per week) Administrative Assistant. The advert was for local display and social media. It was agreed that their funding would be dependent on the direction set in consultation, and therefore advertising would depend on the responses made to the consultation questions in the immediate future. Whatever the outcome of consultation, at best the posts could only be made available until the end of March 2016, with a potential for extension beyond that point.

Action: posts to be advertise but not filled, unless the balance of consultation comments allowed for that action.

b) Shared services

Andrew Reid reported that he had consulted with Bob Gillespie at PKAVS (Perth & Kinross Association of Voluntary Service) about the availability locally of shared services, such as payroll and personnel advice, to voluntary and community organisations such as CDT. The response was that it was a matter PKAVS had considered in the past, but was still not currently available. Bob Gillespie was about to move to a new post but he would communicate with his successors about the interest in CDT on this matter and ask them to communicate with CDT concerning any local developments of shared services, which may be of interest in future.

c) Volunteer support

Helen Buchan raised the issue of the potential for volunteer support in the CDT office as a response to the work pressures relating to the staff vacancy, but more generally as a problem relating to the overall demands for office work.

Action: Helen Buchan to draw up a job and skills specification, which will define volunteer tasks, work times and accountability arrangements, after discussions with the staff concerned, and to pursue this through advertising and recruitment, after comment and agreement via e-mail by board members.

9. Community Shares

Andrew Reid reported that the promotion of community shares as an investment in self-catering development at Cultybraggan Camp is continuing. A flyer has gone out to all households in Comrie along with the CDT bulletin, communications have been sent to all of the Friends of Cultybraggan, military contacts, and to all who have registered an interest in the scheme, as well as the issue of press releases, and radio interviews involving Bill Thow. The go-ahead target of £12,700 has been reached and the closure date is still scheduled as 6 November. The tenders for architectural/design work have been considered and the evaluation, carried out individually by the interviewers, reached a common conclusion about the best applicant. Fiona Davidson and John King have been approached about whether they would be prepared to put themselves forward as members of the Self Catering Society Board yet to be established.

Action: Bill Thow to send e-mail about the share offer and consultation event to all Trust members and associate members, and posters to be displayed about these around the village. A further communication to be sent to all who have registered an interest, but have not yet purchased shares, to people who visited for the bunker open day, and a stall to be organised at the Comrie Conversations event on 30 October.

Action: Andrew Reid to check the list of applicants for community shares to determine the current balance between members and associate members of the Trust, and against the requirement that share ownership requires to have at least 60% of those holding shares to be Trust members.

Action: Bill Thow to pursue the change required to bring the Society Rules into line with the statements in the share offer document concerning the use of development profits.

10. CDT Plan – Community Consultation

a) Bulletin issue

It was reported that the CDT bulletin had been delivered to all households in the village and to houses along Glen Lednock, Glen Artney and the Langside. There are still a few places beyond the village for deliveries if time allows. Appreciation was expressed to everyone who was involved in making the deliveries.

b) Consultation Events – 3 November and 8 December

Arrangements were agreed for the consultation event at the White Church on 3 November: Bill Thow to chair; Ann Petrie and Andrew Reid to make short (10 min) presentations; Bill Thow to issue arrangements for the discussion groups; each group to nominate own chair and note taker; groups to report back to plenary session.

It was hoped that the consultation event on 3 November and the questionnaires returned would provide sufficient comment to set a future direction for CDT, which would be elaborated in a Consultation Paper for consideration at the consultation event on 8 December. This would need to be ready for posting out with the AGM papers on 20 November. It was therefore agreed to convene a special board meeting on Monday 16 November to agree the contents of the Consultation Paper.

Action: Andrew Reid to draft Consultation Paper for circulation before a special board meeting on 16 November.

c) Local businesses, including camp tenants and owners, and local organisations

Resources and time would not allow for setting up meetings with local businesses and local organisations. It was therefore agreed that they should be contacted with a request that they consider completing one of the questionnaires.

Action: Bill Thow to write to local businesses and organisations requesting comment from them in relation to the issues raised in the bulletin and on the questionnaire.

d) Sports/Recreation consultation

The sports strategy consultation is running in parallel with the general consultation.

e) **Major funders meeting**

It was agreed that, if in principle agreement came from initial consultation comments to major development, it would be important to establish the potential for significant grant and loan funding from existing major funders in advance of the second consultation meeting on 8 December.

Action: Bob Hughes, if supported by the initial consultation, to set up a major funders meeting before 8 December to present the outline of a possible CDT ten-year plan and its projected finances, seeking a response and comments from representatives of Historic Scotland, the Heritage Lottery Fund and the mentor they have offered from Jura Consultants, Perth & Kinross Council, the Tudor Trust and Triodos Bank.

11. Estate Management

Various items a) to f) recorded in the Confidential Minute

g) **Brown & White Tourist Signs**

Sharon Rice-Jones indicated that the need for tourists signage in and beyond Comrie village and pointing towards the camp had been apparent for some considerable time, and there have been various problems in connection with the lack of signs. A major issue was the cost of signs – around £1,000 each. It was suggested that it may be a good time to pursue a sign on the A822 conjunction with the Langside road just north of Braco, as one there had been scrubbed. Sharon Rice-Jones noted that there was a need to guard against being charged for replacing all of the signs at that location.

Action: Sharon Rice-Jones to continue to pursue the issue of brown and white tourist signs.

h) **Catering**

Bill Thow spoke of the need for some more routine arrangements for the provision of some light refreshments (tea, coffee and biscuits) for visitors to the camp.

Action: Helen Buchan to take forward establishing the service, potentially in Hut 1.

12. Annual General Meeting

As the Annual General Meeting is to be convened on 8 December, the last working day on which notices and other papers can be sent out is Friday 20 November.

Action: The special meeting of the Board considering the ten-year plan Consultation Paper should also discuss and confirm any other papers, which require to be sent out in the AGM posting.

13. Any Other Business

14. Date of Next Meetings

Special Board Meeting: 7.30 p.m. Monday, 16 November 2015

Regular Board Meeting: 7.30 p.m. Monday, 30 November 2015