

Comrie Development Trust

Board Meeting

Monday 14 December 2015, CDT Office, 7:30pm

Draft MAIN MINUTES

1. Attendance

Present: Andrew Reid (meeting chair), David Robertson, William Levack, Bob Hughes, Fiona Davidson, Christian Campbell, Helen Buchan, Chris Palmer

Apologies: Sharon Rice-Jones, Blair Urquhart

New Board members were welcomed to the meeting.

2. New Trust Members:

New Trust members and Associate Members, who had joined through the Community Share offer process, were accepted into membership:

Lynn Macgregor; Billy Malloy; Barbara Murray; Fiona Perry; Sue Sinclair; John Atherton; Fraser Breingan; Robert Brown; Patricia Brown; Diane Cassidy; Catriona Ferguson; William Reid Carrie Fox; Rachel Hopkins; Brian Johnson; Gary Louden; Jamie Lang; Shirley Quinn; Mairi MacDonald; Mike McWilliams; Susan Morris; Russell Ross-Smith; Jacquie Steel; Peter McNaughton; Roy Naylor; Adrian Hunt; Tom Griffiths; Mike Young.

3. Minutes of Board Meetings - 30.11.15

The Main Minutes and Confidential Minutes of the Board meeting on 30.11.15 were accepted as a true record

4. Declarations of Interest

There were no declarations of interest.

5. Decisions by e-mail

It was noted that an e-mail decision had been made to amend the terms of AGM Resolution 1 to include that Heritage was a main aim of the Trust alongside the other main aims concerning community, economy and environment.

6. Matters arising from the minutes of 30.11.15

The group visit from Papua New Guinea, Indonesia had been cancelled – a visit fee of £500 was still being paid for the CDT preparatory work. Cancellation was due to some members of the party not being able to get visas to leave PNG.

7. CDT Board

- a) **Election of Chair:** A discussion took place about finding a new Chair. No Board member had been identified for nomination. WL suggested that whilst not ideal a possible short-term solution might be to have Board members taking a monthly a rotating role as Chair until a permanent Chair was found. It was agreed that Board members should seek to identify someone from out with the current board for the position of chair. For the purposes of this meeting Andrew Reid took the chair but categorically stated that he would not accept the position of chair on a permanent basis.
- a) **Election of Treasurer:** Bob Hughes agreed to continue his role as Treasurer and this was unanimously accepted by the other Board members present.
- b) **Board structure:** AR tabled a Board structure for discussion at a future meeting. It was agreed that Board members comment by e-mail on this initial draft structure, which could then be amended and discussed at the next board meeting. (Attached Paper 4.)
- c) **Position of Vice-Chair:** WL volunteered and this was unanimously accepted by the other Board members present.
- d) **Position of Company Secretary:** AR volunteered and this was unanimously accepted by the other Board members present.
- e) **Recruitment to Board and Working Groups:** It was agreed that businesses at the camp and Allotment Association should be approached and invited to nominate a representative to join the Board..
- f) **Expression of Interest – Confidential Minutes.**
- g) **Advisory Group:** It was agreed that the Advisory Group should be reinstated, to be called upon for advice on big decisions. Names of potential advisory group members should be submitted to AR.

8. Finance

- a) **Action Plan;** BH presented a Funding and Management Action Plan (attached Paper 1). It was agreed that Board should consider this and come back with any comments.
- b) **SIS loan deferment –** BH had communicated with Social Investment Scotland to accept the loan deferment offer. This would secure staff and office until 31.3.16. The property owner would be contacted about extending the office lease.
- c) **Meeting with Roseanna Cunningham MSP:** BH reported on the meeting, which had been held earlier in the day with Roseanna Cunningham. She had been given a tour of the camp followed by a meeting in the CDT office to discuss possible grant funding opportunities. RC had recommended taking ‘grand plan’ developments forward in a phased way. From her visit to Cultybraggan Camp, she had identified a fundamental need for infrastructure spending as a foundation for future developments. It had also been put to her that CDT core and development staffing were essential. RC been requested to seek information from SPICe (Scottish Parliament Information Centre for advice immediate grant funding, and had agreed to do that. The message on which CDT had fully agreed with Roseanna Cunningham was that CDT must become self-sustaining.
- d) **Grant Applications:** It was agreed that a sub-group was needed to be established to deal specifically with grant applications.
- e) **Tudor Trust:** BH reported that there had been positive discussions with Christopher Graves of Tudor Trust about conversions of loan to grant and other assistance.
- f) **Triodos Bank:** Following the full repayment of the original CDT loan, BH has had further discussions with Triodos Bank, which has offered a “backstop” offer of a £30,000 unsecured overdraft if required to cover short term bridging finance needs.

9. Staffing Matters

- a) **Staffing update:** Deferment of the SIS loan made it possible to maintain core staff until end of March 2016.
- b) **Office and Systems Review/Volunteer Support:** It was agreed that there should be a discussion with staff about office systems, for example with some of the records, and volunteer assistance provided where appropriate and if possible.
- c) **Staff recruitment:** The Office Manager and Communications Officer posts should be replaced with the post of Administration and Communications Officer.
- d) **Volunteer support:** A number of people had indicated a willingness at the AGM to work as volunteers in various areas of CDT work. AR to contact them about this and make links between them and the activities in which they had expressed an interest.

10. AGM + Plan

- a) **AGM Ordinary Resolutions:** it was noted that the AGM had passed the three resolutions proposed by the CDT Board, with overwhelming majorities in favour. Their resolutions concerned: firstly, the development of Cultybraggan Camp as a major visitor destination; secondly, loan repayments; and thirdly, volunteer recruitment. (Attached Paper 2.)
- b) **AGM Other Business:** WL said that he was dealing with the work to resolve the separate issues raised by George Lees about the Brownie hut lease and a site for bees.

11. Cultybraggan Self Catering Development

- a) **Share progress:** Whilst the share issue had not met its £35,000 target, it has successfully raised over £27,000, and the period of postponement had allowed time to ensure the required split between shareholders from local and other postcodes. A shareholders' meeting would be arranged in January 2016.
- b) **Society Rules** - the draft Partnership Agreement would be discussed at the next CDT Board meeting.
- c) **Society Board:** The Board of the new Society would have 12 members. CDT board representation of three members would require to be finalised.
- d) **Appointment of Accommodation Project Consultants** (Attached Paper 3): Decisions made by the evaluation and appointments panel about the Project consultants were noted.
- e) **Consultants' visit:** it was noted that the 3rd session with a consultants was on 17.12.15 .

12. Estate Management

- a) **Estate Management Working Group:** The board noted the establishment of the EMWG, to be chaired by BH. Heritage representation to be sought for the Monday morning meetings, but may require an alternative day/time.
- b) **Professional Involvement:** Costing being established for professional involvement in commercial rentals/commercial management including debt recovery.
- c) **Volunteer Recruitment:** There will be a need to follow up volunteers coming forward at AGM.
- d) **Property Purchase Issue:** Confidential minutes.
- e) **CDT Websites:** Acquiring domain names for self-catering and other developments should be pursued. This has ordinary and worked on by trust member Jack Birrell, who should be approached about exploring the matter further.

- f) **Planning Application** – Confidential minutes
- g) **Camp security** - WL reported that camp security has been upgraded.
- h) **Hut 15b** - WL reported that electricity is being connected to Hut 15b.
- i) **Hut 46** - Confidential minutes

13. Any Other Business

- a) **Findhorn Village Conservation Company:** The visit they had requested for December has not been possible. It was agreed to offer a visit in late Jan 2016.
- b) **Carnbo Village Hall Talk:** No Board member available on 1st February – AR to communicate the CDT board's regret that it cannot provide a speaker.

14. CDT Board dates for 2016: WL suggested that the aim should be to get back to quarterly Board meetings. Due to the amount of current business, it was agreed to continue on a monthly basis at least for next three months.

15. Dates of Next Meetings – 25th January 2016, 29th Feb, 28th March.

Paper 1.

CDT Funding and Management Action Plan

Financial Aims:

- ❖ Deliver improvements via maximising income and managing expenditure;
- ❖ Secure bridging finance for office and core staff, feasibility study and development staff;
- ❖ Develop major income source to deliver financial stability and sustainability.

1. Financial Planning

- ❖ Review potential for staffing, administrative and operational efficiencies and cost savings;
- ❖ Complete planning and project managed implementation of self-catering project;
- ❖ Develop plans for heritage, events, sports and use of hillground as part of visitor attraction;
- ❖ Work on Business Plan with heritage, events, sports and hillground for major visitor destination.

2. Financial Management:

- ❖ Ensure maximum income and management of: business hut rentals; leasing repair scheme; service charges; tours and events; self catering development.

3. Existing Funders:

- ❖ Reschedule SIS (Social Investment Scotland) loans;
- ❖ Renegotiate terms of EST (Energy Savings Trust) loan for biomass boiler;
- ❖ Continue discussions with Tudor trust to convert loan to grant;
- ❖ Consider necessity of Triodos overdraft – already offered.

4. Grant applications:

- ❖ For core staff and office (currently funded to 31.3.16) - Leader and Big Lottery;
- ❖ For project staff and feasibility study – Architectural Heritage Fund;
- ❖ Following initial contacts with other grant funders – Historic Scotland & Heritage Lottery Fund.

5. Local fundraising:

- ❖ From high net worth individuals.

6. Involve CDT members in decision-making

- ❖ Subject to funding availability, convene EGM > then member ballot to approve feasibility study;
- ❖ Arrange second member ballot, if study completed, to make decisions about recommendations.

Paper 2.

AGM – 8 December 2015 – Resolutions Proposed by CDT Board

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 thoroughly 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.

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 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 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.

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.

Paper 3.

Cultybraggan Heritage Self-Catering - Cultybraggan Camp

Procurement Tenders and Contract Award

The fees tendered and recommended contracts were:

Procurement of Design Team

James F Stephen

Development Stage	£16,656
Delivery Stage	£45,743
Total	£62,399

All tender figures exclude VAT and costs of specialist surveys.
The development stage estimated the design team fees at £37,500.
JFSA estimated their fees at £16,656 excluding the costs of specialist surveys (e.g. asbestos).

Procurement of Digital Technology Consultants

Audio Trails

Feasibility	£3,179
Delivery	£5,929
Total	£9,608

(ex VAT inc. Expenses)

Procurement of Business Planning Consultancy

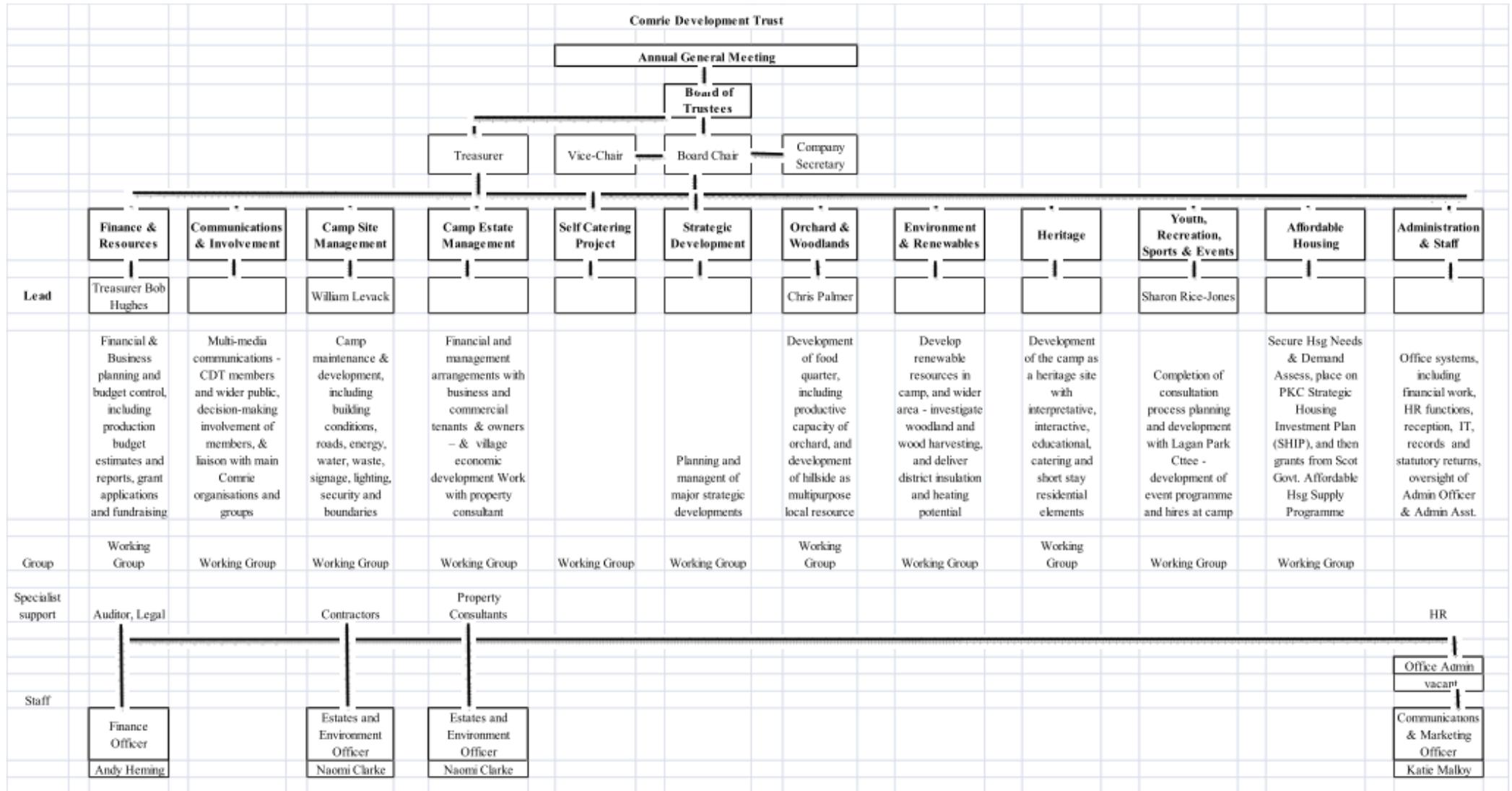
SKS Scotland

Business Planning	£10,490
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(ex VAT, inc. expenses) – 37 days

Maximum allowance of £2,000 for expenses (all sums excluding VAT).

Paper 4. Draft CDT Governance Structure for Board discussion



Proposed Policies:

All groups must have a minimum of 1 Board Member and 2 Trust Members;

No Board member should lead more than two working areas or have a place on more than three working groups;

All groups should report at least quarterly to the Board and seek approval from the Board for policy developments and significant material camp changes;

Project groups may establish subgroups for planning or implementation purposes;

All agendas and minutes kept on a server with calendar of events containing all meeting dates for the following year that is accessible to every board member;

Staffing should fit needs of the operational objectives and staff roles should match the central functions of the Trust as well as the responsibilities of the groups.