

Rousay, Egilsay & Wyre Development Trust

Board Meeting, Rousay Community School, Saturday 16 October 2010 @ 10.45 a.m.

Minutes

Present: Bryan Milner, John Olsen, Wendy Baulch, Mark Hull, Eric Shortland, Angus Flaws, Michelle Koster (TDO), Christina Cox (CDO), Helen Castle (Co Sec), Rachael Harris (APDO), Matt Wigley (Ctty. Gdner)

1) Apologies: Apologies had been received from Maureen Flaws, Dave Basford and Michelle Koster.

2) Minutes of September 18th 2010 meeting

With the following amendments:

a) 7 (b) to read:

Directors' attention was drawn to the availability of £1k-10k of Big Lottery "Investing in Ideas" money for feasibility studies of community projects. It was agreed to keep this in mind for a possible application subsequent to community consultation via the Open Day.

b) 7(d) to read:

It was brought to the attention of the board that some members of the wider community were aware of a disciplinary issue concerning an employee of the Trust and of misgivings that had been expressed regarding the recruitment policy of the Trust. The Chair informed members that there had been such an issue but that in the particular circumstances of the case it had been considered unnecessary and inappropriate to refer the matter to the board. The Chair had, however, responded to the person who had expressed misgivings about the Trust's recruitment policy.

c) AP 11 to be deleted (repeats AP2)

the minutes were unanimously approved.

[Proposed by Eric and seconded by John O.]

3) Action points and other matters arising [if not elsewhere on the agenda]

Action points

17th July 2010

AP15 Anne to be asked to look into claiming the £1000 from CES start up. **Ongoing** The matter had been raised again with Anne. Helen was to raise it a further time in a meeting arranged for the coming week.

September 18th 2010

AP1 CDOs, PDO/TDO and Co Sec to prepare a report on the pros and cons in terms of cost, effectiveness etc. of various possible office arrangements (dedicated company office and/or home office arrangements) to facilitate a board decision at the October meeting. **Discharged.** Considered under agenda item 9.

AP2 The Chair to draft a response to "Speak up for Rural Scotland" and circulate in advance of the next meeting. **Discharged:** no comments had been received. Considered under agenda item 10.

AP3 That the task of putting into place a comprehensive set of policies, which we would recommend that REWIRED also adopt, be undertaken by the Company Secretary in consultation with VAO. **Commenced** with Health and Safety policy [considered under agenda item 5(b)].

AP4 That REWDT also to be covered for directors' liability insurance when the TDO takes out liability insurance for REWIRED directors. **Discharged:** a policy specifically designed to cover a charitable Trust and all of its subsidiaries for directors' indemnity up to £1M had been put into place through Bruce Stevenson for a one-third lower cost than had quoted 18 months ago for the Trust alone.

AP5 Chair to send letter of thanks to Rousay Lap donor. **Discharged.**

AP6 Other directors to volunteer to fill unfilled slots at Open Day and to assist with preparation of display boards. **Discharged.** See also agenda item 8(c).

AP7 Chair to invite RNLI to provide refreshments for sale at Open Day – proceeds to RNLI. **Discharged.** Tea, coffee and soft drinks plus non-perishable snacks would be provided by RNLI ladies.

AP8 CDOs to coordinate further planning and nominated employees/directors to bring Open Day display information for scrutiny, fine tuning and approval to the next board meeting. **Discharged.** See agenda item 8(c).

AP9 CDO to further publicise Open Day in October Review and via a multi-purpose across-the-community mailshot, early in October, which should also request suggestions for new community projects. **Discharged.**

AP10 Notice of an EGM together with the text of the special resolution to be included in the October multi-purpose mailshot. **Discharged**

AP11 Deleted: a repeat of AP2

AP12 The text both of the expression of concern about the Trust's recruitment policy and of the response that was given to be circulated to directors as requested. **Discharged:** the response was confirmed as having been appropriate (as the nil response to its circulation had implied). It was agreed that any such response in the future should be approved by the board before being sent to a complainant.

4) Membership

There had been no new applications for membership.

The CDO reported that an invitation for any non-members of the community to become members and a membership application form had been included in the recent multi-purpose mailshot which was sent to all households on the three islands, not just to members.

5) Policies

a) Financial

The chair, Treasurer, Co Sec and TDO had attended two very useful day sessions (funded by HIE) with Ivan Houston (of Scholes accountants) and had been taught how financial recording, reporting and forecasting should be done in a thoroughly robust manner. Proposals [attached] for the implementation of Ivan's recommendations, by both the Trust itself and also to be required of its subsidiary REWIRED, were presented by the chair and unanimously agreed. An additional suggestion that REWIRED be required to designate directors with a specific oversight of finance was deemed to be unnecessary since this was the primary role of the REWIRED board as a whole. The Joint Project Management team, NWA, had accepted that the proposed REWIRED financial management structure was fit for purpose. The matter would be revisited should the Co-operative bank require anything additional to what had been agreed with NWA.

The chair had suggested to Ivan Houston that a projected session with the boards of REWDT and REWIRED be held when the Co Sec and TDO were fully *au fait* with the newly introduced procedures when the training session could be based around the actual finances of the Trust and its subsidiary. This would probably be in December or January.

The question of VAT registration for the Trust was (again) raised. Directors were reminded that we had consulted our accountants about this and had been informed that the nature of the Trust's financial dealings meant there would be very little advantage to be gained for the additional work involved in financial recording and reporting.

AP1 Co Sec to ask Ivan Houston for the reasons underlying his recommendation about VAT.

b) Health and Safety

The draft of a more robust Health and Safety policy than that included in the GCA application was presented to the board by the Co. Sec. The draft was welcomed but directors did not feel competent to evaluate the details. An informed external opinion on the draft, and also on how the policy might feasibly be implemented without requiring an inordinate amount of employee and/or volunteer time was, thought to be essential.

AP2 Co sec to seek advice about H&S policy draft and its manageable implementation from e.g. DTAS and/or SCVO

c) Other

It was agreed that a fully comprehensive set of policies on all required matters be drawn up as time permitted over the coming months and that these policies should normally apply both to REWDT and to any subsidiaries (currently just REWIRED).

It was agreed that Policies should comprise a standard agenda item at subsequent board meetings until a comprehensive set was in place when policies would then be reviewed at regular intervals. **AP3** from July 17th was thereby **superseded**.

6) REWIRED

The chair reported from the earlier REWIRED board meeting that the project was progressing satisfactorily with no new issues of principle having arisen. Lows had come up with a more reasonable quote for the Trust's side of the legal work thus allowing REWIRED to stay with this local firm of solicitors and not needing to seek the Trust's approval to change to a firm outwith Orkney. A recent visit by a team of 7 representing the companies responsible for the manufacture, transport and erection of the turbine and the construction of the access track and foundations had revealed no unforeseen problems. The project was considered achievable, within the currently proposed budget, by all relevant parties. The single as yet unresolved problem was the possibility that SHEPD would require us to install expensive equipment to prevent undue grid fluctuations. If this equipment was required, Enercon could provide this for £60k though it was not yet known whether SHEPD would accept Enercon equipment in place of their own (which costs £250K). An alternative to the latter might be to try to arrange connection to the 33kV grid

(rather than the 11kV grid) at a likely additional cost of the order of £100k. £60k had been allocated to the budget, and included in the loan agreement with the Co-op Bank, against this possible problem.

The REWIRED board had requested a liquidity loan of £1,500 which would enable it to pay its share of the Company Secretary salary for the current year and then be able to claim the Community Council grant against the receipted invoice. The loan would be re-paid as soon as there was sufficient money in the REWIRED account. It was unanimously agreed that this should be done.

AP3 Co Sec to arrange a short-term loan of £1,500 to REWIRED

The REWIRED board had agreed that, as a subsidiary of the Trust, it should adopt the policies of the Trust. A robust Health and Safety policy was particularly important now that the turbine project was rapidly progressing. This was unanimously agreed. The preparation of a robust H&S policy was already ongoing (see agenda item 4(b) above).

7) PDO report

Helen Houston from Powerdown had recently visited Rousay to discuss progress with Power down projects. She had visited the allotment and school garden sites and the store use for loft emptying and storage of materials for the community gardening project. She had detailed discussions with our APDO and Community Gardener, made a number of constructive suggestions and was generally satisfied with our progress to date. The APDO and Community Gardener presented details of their current work under agenda item 8(c) below.

8) CDO reports

a) Community hall turbines

The progress of the community hall turbines had encountered yet further bureaucratic delays which the CDO in conjunction with CES was taking steps to resolve. As yet we had been given no indication of likely dates. The board was reminded that funding arrangements required that these turbines be in place by March 2011 at the latest

b) Multi-purpose mail-shot

The CDO reported that the mailshot had been sent out earlier in the week. This included information about the Open Day (with the list of projects prioritised in February 2007 together with a request for further projects), an invitation – and application form - for non-members to join the Trust and information about the EGM to be held on November 6th

c) Open Day

The TDO, PDO, APDO Community Gardener and Chair each presented information about the displays they intended to set up for the Open Day on Saturday October 23rd 2-4 in the Rousay School. It was reported that Helen Houston from Powerdown had proposed that Powerdown provide an A+ rated fridge as the main prize in the free raffle. Posters were distributed for display in all of the usual locations. The APDO had made arrangements for supervised children's activities to be available. The school would be open from 10 a.m. for directors/employees to set up their displays.

9) Company office

The Co Sec and TDO had prepared a paper [previously circulated] outlining the pros and cons, costs, possible sources of funding etc. for a company office at the Church Centre. After considerable discussion of the points raised in the paper it was unanimously agreed that, given an assurance that we might reasonably expect a six-month lease to be renewed over at least a 2-3 year period, steps be taken to implement the proposal. The full implications of a 5-year agreement with BT were the company office to be re-located during that period should also be ascertained.

AP4 Co Sec to progress the Trust renting rooms in the Church Centre as a company office with appropriate assurances about tenure and to ascertain the exact implications of a 5-year agreement with BT

10) Speak up for Rural Scotland

It was unanimously agreed that the chair should send the previously circulated draft response to this document.

AP5 Chair to despatch response to the "Speak up for Rural Scotland" document.

11) AOB

After a discussion of problems encountered by employees who incurred considerable expenses and then encountered undue delays in repayment, it was agreed that with a Company Secretary in place these problems were unlikely to recur so that no change in the current arrangements was needed.

12) Date of next meeting

The next meeting was arranged for Saturday 6th November in the Rousay School at **11.15** a.m.
[i.e. after the EGM at 10.15 and the REWIRED board meeting at 10.45]

Summary of outstanding action points

17th July 2010

AP15 Anne to be asked to look into claiming the £1000 from CES start up. **Ongoing** The matter had been raised again with Anne. Co Sec was to raise it a further time in a meeting arranged for the coming week.

16th October 2010

AP1 Co Sec to ask Ivan Houston for the reasons underlying his recommendation about VAT.

AP2 Co sec to seek advice about H&S policy draft and its manageable implementation from e.g. DTAS and/or SCVO

AP3 Co Sec to arrange a short-term loan of £1,500 to REWIRED

AP4 Co Sec to progress the Trust renting rooms in the Church Centre as a company office (with some assurance about likely extension of lease) and to ascertain the exact implications of a 5-year agreement with BT.

AP5 Chair to despatch response to the "Speak up for Rural Scotland" document.