

Rousay, Egilsay & Wyre Development Trust

Board Meeting, Rousay Community School, Saturday 18 September 2010 @ 10.15 a.m.

Minutes

Present: Bryan Milner, John Olsen, Richard Tipper, Dave Basford, John Garson, Mark Hull, Eric Shortland, Jack Woodford, Michelle Koster (TDO), Christina Cox (CDO),

Apologies: Apologies had been received from Rolf Soames, Maureen Flaws, Wendy Baulch and Helen Castle.

1) Minutes of August 18th 2010 meeting

After a correction to item 7.b: adding to the final sentence:

“ ... which might be explored whilst still proceeding with the original bid.”

the minutes were unanimously accepted.

[Proposed by John O. and seconded by Mark Hull]

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

a. Publication of minutes

In response to a query about minutes still not being published, the board was assured that now we had a Company Secretary in place this would commence with the minutes of the August meeting. Paper copies of the minutes would be displayed in all the normal places and they would also be available on the web-site.

A proposal that the minutes be anonymised as far as possible was unanimously agreed

b. Action points

17 July 2010

AP1 Michelle to source funding for the purchase of the telephone conferencing equipment and report. **Discharged.** These could be purchased for all three islands for £1000 and the use of Powerdown underspend for this purpose had been approved. The slightly higher cost of wireless equipment could also be met. Approval was given to proceed.

It was also reported that the Kirk Board had been advised that two upstairs rooms + use of kitchen at the Church Centre could be made available to REWDT/REWIRE at a cost of £25 per week.

New 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.

AP4 Mark to send formal response Phyllis Harvey explaining the situation with the Community Turbine project. **Discharged**

AP15 Anne to be asked to look into claiming the £1000 from CES start up. **Ongoing**

18 August 2010

AP1 Chris to put survey feedback doc. on website and inform community via the Review that it is there. **Discharged**

AP2 Bryan and Helen when liaising with Anne re Co Sec transfer also to consult with Anne and Dawn about Rousay Lap registration and timekeeping and thus or otherwise ensure that these are staffed. **Discharged**

AP3 Chris to include advance notification of the Open Day in the next Review, since the event is so close to the start of October. **Discharged**

AP4 Chris to inform the wider community about “Speak up for Rural Scotland” via the Review. **Discharged**

New AP2 The Chair to draft a response to “Speak up for Rural Scotland” and circulate in advance of the next meeting

AP5 Michelle to check eligibility of the LEADER broadband bid and, time permitting, to pursue the suggested alternative. If eligible, and no alternative available, the original bid to be submitted. **Discharged.** The bid was deemed eligible and submitted though not very likely to succeed on grounds of cost/benefit. The possibility of public broadband access whilst on the ferry was also being pursued.

3) Kingarly Hill turbine

a) Co-op Bank loan

It was reported that the REWIRE board had unanimously accepted our five recommendations regarding the bank loan for the turbine project. REWIRE had, however, expressed some concern about the additional 1% rate of interest for a 15-year loan compared to a 10-year loan (in fact, involving almost 20%

more interest charges). The bank had responded by offering a 15-year loan at the 10-year interest rate provided that there is a break at 10 years at which time either the outstanding amount of the loan be repaid or the loan continued at the then prevailing rate of interest. It was unanimously agreed to recommend that REWIRED accept this offer which provides the optimum balance of cost and flexibility.

b) Joint Project Management

It was reported that all five of the community turbine groups cooperating within CPO had unanimously agreed to the appointment NorthWind Associates (NWA) to be the Joint Project Management team across all five projects.

c) Devolving management responsibility to REWIRED

Both NWA and the Co-op Bank had emphasised the necessity to have complete separation of function between REWDT and REWIRED and for REWDT to devolve responsibility for management of the turbine project to REWIRED and to make appropriate assignation of all agreements regarding land lease/purchase, grid connection agreements etc to REWIRED

It was unanimously agreed that this be done with the proviso that REWIRED provides regular progress reports to and, where any decisions materially affecting the scale and/or phasing of income from the turbine are involved, consults with the REWDT board.

d) TDO report

The TDO presented further information concerning developments with the project [*details in attached paper*].

Arising from this presentation it was unanimously agreed:

- i) **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
- ii) **AP4** That REWDT also to be covered for directors' liability insurance when the TDO takes out liability insurance for REWIRED directors.

4) CDO reports

a) Rousay Lap

The board congratulated the CDO and all of those also actively involved beforehand and/or on the day for a successful event regarding which feedback had been overwhelmingly very positive. Several suggestions for small improvements had been received which had been noted for next year's lap.

A donation to the Trust of £40 had been received.

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

b) Open (communication/consultation) day

This event is to be held on Saturday October 23rd 2-4 p.m. in the Rousay School.

A preliminary planning meeting had been organised by the CDOs. Eight stations were envisaged each having a visual display (on boards to be provided by the community gardener en route to being used elsewhere) and an employee or director on hand to answer questions:

- i) REWDT and REWIRED: structure and governance [BM]
- ii) Kingarly Hill turbine [MK]
- iii) Community hall turbines, Rousay Lap ++ [CC]
- iv) Development plan: prioritisation of projects (ongoing, aspirational and new) [MH/CDO then ?]
- v) Powerdown: affordable warmth [JM]
- vi) Powerdown: community gardening [MW]
- vii) Other Powerdown projects [RH]
- viii) Logos/straplines competition + free-on-entry raffle [?]

AP6 Other directors to volunteer to fill unfilled slots at Open Day and to assist with preparation of display boards.

AP7 Chair to invite RNLI to provide refreshments for sale at Open Day – proceeds to RNLI

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.

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.

c) Community hall turbines

The lengthy process involved in satisfying the complex and detailed requirements of planning, funding, suppliers, etc. is now reaching a conclusion and it is hoped that Rendall's will soon be in a position to indicate start dates.

A potential problem with obtaining the most favourable price for electricity (via FIT) was mentioned; it might be necessary for the turbine to belong to the Community Association rather than the Trust. CES would inform us about how best to proceed once the situation was clarified.

5) Powerdown report

The PDO presented the attached report and also indicated that a £4.5k underspend would allow the purchase of other things, including a hard case for the digital projector, a laptop for the community gardener and an extended lease on the shed near the pier, in addition to the teleconferencing equipment referred to earlier.

6) EGM

a) A proposal from the chair that an EGM, at which a special resolution to amend the articles of association to permit attendance at board meeting via a teleconferencing facility would be proposed, should be held immediately prior to the November board meeting was unanimously agreed.

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

b) The following text for the special resolution was unanimously agreed subject to the proviso that it would be reviewed if there was a danger that directors' physical presence at meetings was being altogether superseded by tele-attendance:

That the provisions of the articles of association of the company be altered by the re-numbering of Article 90 as 90(a) and the insertion as Article 90(b) of the following:

“Directors participating in the meeting by means of a teleconferencing facility shall be deemed to be present at the meeting and shall contribute to a quorum.”

c) It was unanimously agreed that the provisions of the articles of association of the trading subsidiary Rousay, Egilsay and Wyre Islands Renewable Energy Development Limited be altered by the re-numbering of article 31 as 31(a) and the insertion as article 31 (b) of the following:

“Directors participating in the meeting by means of a teleconferencing facility shall be deemed to be present at the meeting and shall contribute to a quorum.”

7) AOB

a) After discussion of problems that had been encountered with ensuring the prompt payment of expenses it was agreed that these were likely to be surmounted with a new Company Secretary in place so that a change in the current procedure was not necessary.

b) 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.

c) Directors were reminded that responses to the “Speak up for Rural Scotland” were due by 25th October.

AP11 Chair to produce a draft response to “Speak up for Rural Scotland” to be circulated in advance of the October board meeting.

d) 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.

AP12 The text both of the expression of concern about the Trust's recruitment policy and of the response that was given would be circulated to directors as requested

8) Date of next meeting

The next meeting was arranged for Saturday October 16th, 10.15 a.m. at the Rousay School

Summary of outstanding action points

17th July 2010

AP15 Anne to be asked to look into claiming the £1000 from CES start up. **Ongoing**

September 18th 2010

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AP4 That REWDT also to be covered for directors’ liability insurance when the TDO takes out liability insurance for REWIRED directors.

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