

REWDT Board Meeting, Company Office, Saturday September 24<sup>th</sup> 2011, 11.15 a.m.

## MINUTES

**Present:** Bryan Milner, Dave Basford, Richard Tipper, John Olsen, Eric Shortland, Mark Hull, Angus Flaws, Zoe Flaws.

**In attendance:** Michelle Koster [TDO], Christina Cox [CDO], Helen Castle [Co Sec]

1. **Apologies for absence** were received from Rolf Soames
2. **Minutes of August 20<sup>th</sup> meeting** were approved [Proposed: Dave Basford; seconded: Zoe Flaws]
3. **Action points and other matters arising** (*if not elsewhere on agenda*)

### Action points

#### April 16<sup>th</sup> 2011

**AP2** Mark to continue to press for the written agreements from OIC regarding the community hall turbines and for the release of the outstanding LEADER grant money. **Discharged**

#### June 18<sup>th</sup> 2011 [Extraordinary meeting]

**AP1** CDO to commence work on a first phase CSS grant application for submission to CSS in October 2011. **Superseded:** REWDT board to determine priorities at its October meeting for the main CSS bid in Dec 2012.

#### July 19<sup>th</sup> 2011

**AP2** Chair to invite REWDT members to apply to become directors in the REWDT Review.

**Discharged:** via the September Review.

**AP3** Rolf to explore the possibility a reciprocal arrangement with another director from the ferry crew so that at least one of them would always be available for REWDT board meetings. **Ongoing**

**AP6** Mark to supply contact details + information about what has been done to date for Rousay, to enable CDO to complete FiTs applications for all three community hall turbines. **Discharged**

#### August 20<sup>th</sup> 2011

**AP1** Chair to write to the CAs on Egilsay and Wyre formally handing over the community hall turbines. **Ongoing**

**AP2** Chair to circulate directors with details of the course on community asset-based companies.

**Discharged:** Chair only had attended [considerable overlap with the recent VAO session].

**AP3** Chair to write to Rolf thanking him for his voluntary grass-cutting which had made the allotment site much tidier. **Discharged**

**AP4** Mark to prepare a cash-flow statement incorporating both a 12-monthly profile and within-month details. **Discharged** [with contribution by Richard] and utilised in Agenda item 6.(b)

**AP5** TDO to:

- i. offer to host, on behalf of all the groups within CPO, an event to which outside agencies such as representatives from the Co-op Bank, insurers etc. [plus directors, TDOs from each Trust within CPO] were invited.
- ii. invite all relevant outside agencies [for whom having contributed to such a notable community development has provided excellent PR material] to contribute to the financing of the inauguration party.

**Discharged/superseded:** see Agenda item 8

**AP6** Chair, because of the importance of the decision about allowing community groups to use the JustGiving facility via the Trust, to consult directors not present about the matter using the previously agreed 48-hour e-mail consultation procedure. **Discharged:** no objections received from directors not present at August meeting. Co Sec had registered the Trust with JustGiving and HMRC would now be informed. The facility should be useable within about 1 week.

4. **Membership.**

An application for membership had been received from Will Byland. This was approved.

## 5. Policies

A proposal from the chair that consideration of Equal Opportunities and Disciplinary Procedures policies be deferred until after AFO appointment was approved.

## 6. Finance

The current monthly statement of finances [attached] was presented in the most recently recommended format. It was further suggested that the best estimate figures for several months into the future be included so as to be better able to predict, and hence be in a position to mitigate, potential cash-flow problems. The estimated figures could readily be replaced by accurate figures as soon as these were known.

## 7. Reports

### a. CDO – Phase one final report [attached]

The report was received and items requiring decisions highlighted and discussed with the following outcomes:

- i. Community Hall turbines: certification had been received and public liability insurance was in place for all three turbines. Final details for OIC purchase of electricity were in process of being agreed. Decisions regarding heating appliances [to be purchased with residual funding] was still to be decided. LEADER still required certain documents to be able to release the outstanding grant funding.

**AP1** CDO to bring the Community Halls turbine project as close to completion as possible prior to her October vacation. Any outstanding issues to be identified and all relevant documents made available prior to departing.

- ii. Rousay Lap: there had been a good turnout despite there having been very adverse weather forecasts during the week on Radio Orkney. The final Saturday in August was confirmed as the [now established] date for the 2012 Lap. This date could then be publicised much earlier and far more widely than hitherto.
- iii. Wifi broadband: the time period for this project had been extended so that no action was urgently needed before November. The Wyre CA and Wyre residents generally could be asked to review an earlier indication that they did not wish to avail themselves of this opportunity of an absolutely free facility.

### b. REWired

A TDO request to REWired for funding made for a Prince 2 course had been forwarded to REWDT as the TDO employer. It was agreed that this should be considered under item 12 of the agenda.

### c. VAO governance meeting

- i. The importance of the proper induction of new directors into their responsibilities had been emphasised at the recent VAO session on governance. It was agreed that new directors should be given an induction pack and also provided with an induction session by the Chair. It would be appropriate for directors who had not been able to attend the VAO session also to participate in this induction.

**AP2** Chair to prepare an induction pack by drawing on materials provided at the VAO session for use in the induction of new directors [and any existing directors who had never been briefed] regarding their responsibilities.

- ii. A Trust member had responded to the recent REWDT item in the REW Review and indicated a willingness to become a director. The board welcomed this offer. It was pointed out, however, that the Trust's M&As required the board to endeavour to ensure that it included a CA member from each island and that there was, at present, no director from the Wyre CA. It was agreed that the Wyre CA be invited to nominate a director. It was further suggested that the board could perhaps co-opt on to the board the member who had offered their services as a director.

**AP3** (a) Chair to invite the WYRE CA to nominate a REWDT director

- (b) Chair to check the rules for co-opting directors and, if permissible, to invite the interested member to become a co-opted director.

## 8. Turbine party

It was agreed that selecting a suitable date for this event was best deferred until after the matter had been discussed again at the forthcoming CPO meeting.

## 9. Request for REWDT action

A suggestion to REWDT regarding a possible Trust project was considered.

It was agreed that the request be welcomed and the person making the suggestion informed:

- that the suggestion would be added to the list of other suggestions for how the anticipated Trust income could be used for the benefit of the community;
- that procedures for fair and transparent decisions about the disbursement of Trust money were currently being prepared [in conjunction with other Development Trusts in Orkney];
- that any proposed projects involving large sums of money would require detailed feasibility studies including realistic estimates of cost and careful analysis of benefits and might also require consultation across the wider community;
- that any information informing such a feasibility study would be appreciated.

**AP 4** Chair to write to the person suggesting a possible Trust project incorporating the approved response.

## 10. AOB

### a. School garden

The board expressed its appreciation of how good the school garden site was now looking. Zoe reported that it was hoped to be able to erect the shed quite soon but that the polytunnel might be better deferred until the spring.

It was agreed that the wooden fence and shed would look better natural rather than green but that the new raised beds were best treated in the same way as the earlier ones.

The site would be further improved by some "jubilee" trees which would be available via the school.

### b. Community work

A request from OIC regarding the possible provision of community work was approved in principle subject to appropriate work being available.

### c. Trustee indemnity insurance

On being informed of the increased cost of this insurance from the current insurer it was agreed to seek other quotes [e.g. from Highland Council from whom we obtained our general insurance at a very competitive rate] and to go with the cheapest quote that provided adequate cover.

### d. Regatta

Regarding an informal suggestion that the Trust might consider taking over the running of the regatta, it was agreed that nothing further should be done unless and until a formal request was received from the RNLI committee.

## 11. Date of next meeting

Because several directors were unable to attend a meeting on either of the last two Saturdays in October, the next meeting was provisionally fixed for Saturday 15<sup>th</sup> October. Directors would be asked for an early indication of their being unable to attend on this date.

## 12. Staffing [A directors-only agenda item.]

### a. Legal undertaking with HIE regarding the AFO post and phase 2 CDO post

As with previous such documents, concerns were expressed about certain clauses in this document [e.g. the Trust being accountable to HIE in certain respects until 2023 – a whole decade beyond the termination of the funding]. It was agreed that directors be circulated with the document and any misgivings communicated to the Chair within 48 hours of receipt.

**AP5** Chair to circulate HIE legal undertaking document to directors for response within 48 hours of receipt.

### b. Phase 2 CDO post

- i. An extension of the phase 1 CDO contract had been offered and accepted and a formal contract was in preparation.
- ii. The Chair was authorised to discuss and agree a mutually satisfactory arrangement regarding place of work.

### c. Interview arrangements for AFO post

- i. The applicants for the AFO post were to be interviewed on Friday September 30<sup>th</sup>. Chessa Llewellyn-White had agreed to represent the funding agency on the interview panel. It was agreed that John Garson be asked to a further director on the panel in addition to the Chair.
  - ii. The overall administrative staffing needs would be reviewed subsequent to the appointment of an AFO.
- d. Line management of REWDT employees  
The board recognised that the line management of staff should be commensurate with the scale and complexity of the Trust's activities. Such line management had hitherto been the responsibility of the Chair and had, in practice, been undertaken with very light touch. It was suggested that the Trust should be looking, in the not too distant future, towards appointing a Trust Manager. In the meantime, effective line management would require more time than could reasonably be expected of the Chair in addition to all his other responsibilities. It was agreed that the board should nominate another director to fulfil this role. Richard undertook to take on this responsibility. [Proposed by Mark, seconded by Zoe and unanimously agreed.]
- e. Application to BL GCA re funding for core administration  
Once the AFO was appointed and the admin staffing needs appraised, a comprehensive costing of the Trust's core running costs would need to be undertaken. This would include office costs [rent/equipment/materials/electricity/phone etc.], insurances, accountants charges, annual fees/subscriptions etc and should be done over a number of years taking into account the possible need for routine office administration and/or a Trust manager. An agreement could then be negotiated with BLF regarding the phased drawing down of funds over these costs over the next 4 years.  
**AP6** Chair to implement, early in October, a comprehensive costing of the Trust's core running costs.

Finally, the Chair announced his intention to stand down from that office by the next AGM [anticipated June 2012] at the latest. The board recognised the consequent need to plan for continuity in order to ensure that the Trust continued to move forward up to and beyond the 2012 AGM

## **Summary of outstanding action points**

### **July 19<sup>th</sup> 2011**

**AP3** Rolf to explore the possibility a reciprocal arrangement with another director from the ferry crew so that at least one of them would always be available for REWIRED board meetings. **Ongoing**

### **August 20<sup>th</sup> 2011**

**AP1** Chair to write to the CAs on Egilsay and Wyre formally handing over the community hall turbines.

### **Ongoing**

### **September 24<sup>th</sup> 2011**

**AP1** CDO to bring the Community Halls turbine project as close to completion as possible prior to her October vacation. Any outstanding issues to be identified and all relevant documents made available prior to departing.

**AP2** Chair to prepare an induction pack by drawing on materials provided at the VAO session for use in the induction of new directors [and any existing directors who had never been briefed] regarding their responsibilities.

**AP3** (a) Chair to invite the WYRE CA to nominate a REWDT director

(b) Chair to check the rules for co-opting directors and, if permissible, to invite the interested member to become a co-opted director

**AP 4** Chair to write to the person suggesting a possible Trust project incorporating the approved response.

**AP5** Chair to circulate HIE legal undertaking document to directors for response within 48 hours of receipt.

**AP6** Chair to implement, asap, a comprehensive costing of the Trust's core running costs.