

**Trustees (& directors) Meeting 28 October 2020 at 19:30**

**number 20-21 19**

**Draft minutes & notes**

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| present |
|  | in person | none |
|  | by electronic means | Marie-Luise MacDonald (Chair - MLM) / David John Cameron (DJC) / Angela Williams (AW) / David Kirkham (DK) / Fiona Cameron (FC) |
| In attendance |
|  | in person | none |
|  | by electronic means | Lesley MacMaster (LM) / Becky Dacre (BD) |
| apologies | none |

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|  |  |  | lead |
|  |  | **Protocol** – on the proposition of DK to consider and formally adopt arrangements limiting the recording of these meetings and requiring the destruction of all authorised recordings that may be made. DJC assured the meeting he has disabled the recording facility in Zoom and the general principle was accepted with DK to draft and include the protocol in the Dropbox draft governance guidance paper. |  |
| 1 |  | consideration of minutes & notes of last meeting(s) | chair |
|  | a | consideration and formal approval – meeting 20-21 18 approved. For publication on website – to take out ref to staff discussion about furlough. Member of public’s name to be removed. BD to put AGM DRAFT mins on website (updated version). |
|  |  |  | **minute** - the formal minutes as presented to and/or modified by this meeting were authorised for publication by the Administrator on the Charity’s website and the combined minutes and notes were approved for internal circulation. |
| 2 |  | Correspondence (if any) | BD |
|  |  | DK has **updated membership list**. BD to edit. BD to remove LM (new M&A’s do not permit employees to be members). |
|  |  | W Buchanan is organising **a village Christmas Tree** (to be placed on grass between shop and ex bakery). Electric supply to sort. DJC advised that ACCouncil is also involved. BD asked if ok to offer financial help if needed. Directors agreed to liaise and cooperate subject to what happens. DK suggested encouraging the organiser to become ACC member. |
|  | a | **membership resignations** – to consider the terms of the written communication from Andrew Green on 11 October in the context of our constitution:Text  Description automatically generatedThe board considered that the terms of Mr Green’s email did constitute a membership resignation (whether or not he intended that to be the case) and asked DK to write to him to afford him the opportunity to explain why such a conclusion might be unfounded. |
|  | b | **membership applications to be considered** – the rules for processing new applications are set out from clause 23 of the constitution. Ordinary members must be ordinarily resident in one of the relevant postcode areas but Associate members may reside outside. All must “support the objectives and activities of the company” failing which the board may refuse membership.Agreed that approval of new members should now be part of every regular board meeting. 4 new possible members had been advised to BD and appropriate emails are being sent to them. All agreed that it was desirable that we should constantly look for members - to discuss further at next meeting. |
|  | c | **Email from DK regarding his future role with the charity** – his impending resignation as a trustee/director at the next AGM was noted with regret. The Board welcomed his offer (subject to the approval of the future board at any time) to continue to serve on the Compliance, Governance and Finance subcommittee and to attend board meetings in an advisory capacity when his practical support and contribution would be undiminished going forward. The board welcomed his additional offer to act as the unpaid Independent Examiner after an appropriate period on time has passed to establish his independence. |
|  | d | The need for a stronger board was recognised. Discussion to take place at the next meeting to draw up policy for a target number of new directors with appropriate skills. The potential importance of participation by prospective directors in the subcommittees first was endorsed. |
| 3 |  | Financial Report | LM/DJC |
|  |  | The most recently available credit bank balances total £38,462.26.  |
| 4 |  | Donations receivable – status report**Reuse project** - BD reported that The Highland Bookshop have agreed to pay £400+ for books rescued from Reuse shed/and other sources. **Sunart Networks** – it was noted that the shares and grant gift offer has now been withdrawn. The board’s legal advice was not quick enough so cancelled. No costs incurred. MLM thanked DK for the offer and regretted that it could not be taken up. |
| 5 |  | Fixed Asset management | BD |
|  | a | Investment Properties – café, Na’vi & bungalow - Roofing repair still to be done for café kitchen roof. No more correspondence from Na’vi regarding date for vacating premises.  |
| 6 |  | Active Projects |
|  | a | Defibrillator – Volunteer getting close to finishing the cleaning up and painting of the phone box. BD to order signs. MLM email to put pressure on SSE re power connection. |
|  | b | Asset transfer from Highland Council of their full legal interest in the Community Centre –Terry O’Neill emails queries dealt with. MLM is waiting for quotes for legal costs. |
|  | c | Asset transfer from Highland Council of their full legal interest in land for the Acharacle Play Park – No further progress to report.  |
|  | ***Subcommittee Reports*** |  |
| 7 |  | Community Centre Operations (Chair DJC, with LM) |
|  | a | Subcommittee membership update  ~~-~~ No changes advised |
|  | b | Core operations including financial performance, catering activities, charitable activities, reuse project, building maintenance, Covid-19 reportTerms of the draft trustees report - DJC to look at it. 2019/20 Catering deficit - DJC said will not be incurred again as lunch club has ceased for the time being. NHS grants turned down twice so no lunch club can be contemplated until funding is secured. Centre funds were restricted until Dec 2018, then unrestricted NHS had confirmed we could keep spending on lunch club until funding runs out. Takeaway is only profitable part of catering. DJC and LM looking at funding for centre operations. LM has organised new lights in hallway of centre. FC – suggested regular posts on Facebook to encourage/inspire about asset transfer of centre…maybe encourage new members etc. FC to liaise with LM/DJC to help.DJC left meeting at this point. |
|  |  |  | Resource-generating activities - Royal Mail agreement expiry on 23 October 2020. BD has contacted Royal Mail – no need to renew lease as ok through tacit relocation till October 2021. Also asked if any changes with building needed regarding posties new role of parcel collection - reply from RM solicitors that no change required. |
|  |  |  | Reuse shed opening – BD asked if ok to open shed for another few Saturday mornings to try to shift some more items. Agreed, but no actual dates fixed. |
| 8 |  | Compliance, Governance and Finance (Chair DK, with David Ogg) |
|  |  | The Board received and noted verbal updates on Subcommittee membership, Financial Statements for 2020, Trustees & Directors’ Report for 2020 and work that is progressing. Noted that the Bungalow is let to CHT until 2035. Duration of lease is not included in wording of lease. DK to share doc with BD after meeting to combine with contemporaneous correspondence to and to be filed in the Dropbox master reference papers. |
|  |  | **Protocol** – the provisions of the Institute of Fundraising’s document “Acceptance, Refusal & Return – a practical guide to dealing with donations” (as may be updated from time to time) to be read by board members before next mtg with a view to it being formally adopted as the default protocol. |
| 9 |  | Acharacle Play Park (Chair FC) |
|  | a | Subcommittee membership update DK wants all members of this subcommittee to be invited to be ACC members. FC to check with membership list. |
|  | b | Progress report - No progress and waiting for prices from companies |
| **10** |  | **Wood school** |
|  |  | BD met with Mark Dobson (Acting FM/Stewardship ForesterForestry and Land Scotland, Torlundy, Fort William, Highland, PH33 6SWm: +44 (0) 7879 435200 e: Mark.dobson@forestryandland.gov.scot ) up at wood school. Forestry has accepted liability for buildings and has taped them off. Also installed a locked gate just off road at beginning of track (allows pedestrian access). Also will carry out some basic maintenance to handrails at entrance to wood school. No use by anyone until agreement in place (working on separately with Lyndsay Sharpe). Previous lease ended in 2017. Nothing in writing about handing over buildings to ACC. BD to send any relevant paperwork to MD incl. our public liability insurance cert. MD will allow access for removal of compost site if at weekend and made offer to help. BD to pursue draft agreement with LS and work with MD to continue liaising with Highland Council Rangers about use of school (Rangers furloughed at moment) |
| 11 |  | Arrangements for next members’ meetings |
|  | aa | AGM proposed to be held next year (January). Accounts to be approved (by the Board) and sent to Companies House etc before end of this year.  |
| 12 |  | Date & time of next Trustees’ meeting(s) – 25th Nov at 19:30 |
|  | The meeting closed at 21.30 |