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Description automatically generated**Directors Meeting 3.2.21**

**meeting number 21 - 02**

**Minutes & Notes**

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|  | **Present** |
| **In person** **by Zoom:** Marie-Luise MacDonald (Chair - MLM) / David John Cameron (DJC) / Angela Williams (AW) / David Kirkham (DK) / Fiona Cameron (FC) |
| **In attendance by Zoom:**  Becky Dacre (BD – minutes & notes) |
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|  | **Apologies:** Rodney George / Lesley MacMaster (LM) |
|  | Trustee directors are reminded that this meeting is confidential and may only be recorded with the consent of the chair and in the full knowledge of all participating parties. Any such recordings must be destroyed when no longer required to serve the sole interests of the charity. The meeting quorum is a minimum of 3 trustee directors. |

| Nr |  | **Item** | **lead** |
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|  |  | **Approval of minutes & notes of last meeting(s)** | **Chair** |
| The confidential record of meeting 21 01 and formal minutes were approved for publication | |
|  |  | **Matters arising & not dealt with below** | **Chair** |
|  |  | Agreed to insert monthly news and minutes into De Tha Dol?  News to include – AGM / EGM notice / update asset transfer of centre / job ad / play park progress |  |
|  |  | Suggested that recognition of 20 years of ACC be announced? As covid-19 restricts events, it was decided to organise for next year – a 21st celebration. |  |
|  |  | **Financial report as at ….2.21** The board received and noted the following summarised financial report:  DJC to send through figs DJC to work on budget figures for core company costs & Centre future spend | **DJC** |
| |  |  |  |  | | --- | --- | --- | --- | |  | *unrestricted* | *restricted* |  | |  |  |  |  | | centre | 11,191 | 11,191 |  | |  |  |  |  | | main | 25,201 | 25,201 |  | |  |  |  |  | | ***total*** | **36,391** | 36,391 | - | |  |  |  |  | | *designations* |  | **Spent** |  | | *defibrillator* | *625* | *75* | *700* | | *for approval* |  |  |  | | *Covid-19 related* | *1* | *1* |  | | *2021 Community Centre costs for 6 months* | *1* | *1* |  | | *Community Centre asset transfer costs* | *1* | *1* |  | | *a* | *1* | *1* |  | | *b* | *1* | *1* |  | |  |  |  |  | | *undesignated* | *35,762* | *36,311* | *(700)* | |  |
|  |  | **Correspondence** | **BD** |
| Communications from A Green – the board received and noted communications from A Green (reproduced below and which have been acknowledged by BD) and agreed to refer the matter to the CG & F subcommittee for further advice.  The board received an email from Kate Forbes MSP confirming that she has raised the issue of SLF being more relaxed about their deadlines due to Covid-19 with the Scottish Govt. (Roseanna Cunningham) No response yet.  The board noted that BD had received advice from OSCR regarding the change of Memorandum of Association - no templates available from them. DK working on new draft. | **BD** |
|  |  | **Membership applications/changes** | **BD** |
| membership subscriptions - The CG & F subcommittee was asked to recommend the appropriate wording for the meeting notices.  AGM - A proposed resolution was agreed  that in accordance with the provisions of clause 32 of the Constitution, the annual subscription otherwise due on 1st December 2020 shall be reduced to £zero, and that the annual subscription shall continue to apply at that rate until decided otherwise by the members in general meeting.  New member Margaret Jane MacDonald – approved for ordinary membership.  The current membership of the company becomes 89 ordinary members /1 associate member. |  |
|  |  | **Asset management -** Investment Properties – café, Na’vi & house and Community Garden  BD/MLM to look at community garden later in week. Create plan of action.  Café roof repairs done and invoiced.  Navi manager leaving soon, but no word from Na’vi on vacating building. | **BD** |
|  |  | **Asset transfer –** progress with the pre-approved asset transfer by Highland Council | **Chair** |
| Progress with the pre-approved asset transfer by Highland Council and associated funding  Email from MLM - asked HC to prepare an offer. EDB - HC will insert their requirements regarding this. To reduce expense, they will use documentation from another project but to be tailored to our own project.  **Appointment of solicitor -** MLM recommendedNiall McBeath from McIntyre’s - reason for selection was because hehas recent experience of asset transfer for the Ardnamurchan Lighthouse and quoted costs were similar. MLM made declaration of interest and abstained from the otherwise unanimous approval given to the appointment. (sections 97-103 of Memorandum). |  |
| Nature and timing of presentation to be submitted to the members when seeking approval at AGM including operational budget for the first 12 months after transfer. John MacDonald (HIE) emailed concerns about asking members approval. Directors all agreed this is to be carried out / not thought to be a problem. |  |
| Consideration of associated publicity and support-generating initiatives. Directors to get together to create plan of action. FC to promote AT to public / members. |  |
|  |  | Project officer post / job description / advert / timing & detail of interviews – AW suggested alterations - BD to circulate final draft Monday. To insert into De Tha Dol? |  |
|  |  | **Subcommittee Reports** | |
| A | **Compliance, Governance & Financial** | **DK** |
| Report on discussions with Companies House on the amendments that they are requesting to the presentation of the accounts. |  |
| Following an enquiry by a member of the public, the Board considered whether it has complied with clause 127 of the charity’s constitution - to appoint a company secretary – to be investigated further.  Thanks expressed by all for input from David Ogg on C F & G subcommittee. |  |
| Draft documentation for new and prospective directors and strategic Plan – DK work in progress |  |
| B | **Community Centre Operations** | **DJC** |
| There were no material updates on progress with the building maintenance & reuse project |  |
| DJC agreed to produce an operational budget for the first 6 months of 2021 (prior to asset transfer) DJC to work on this ready for next meeting (in conjunction with a 12 month operational budget for the other charity overheads and income). |  |
| C | **Play Park project** | **FC** |
| Progress with the pre-approved asset transfer by Highland Council and associated funding:  FC has signed letter of acceptance. McIntyre’s doing conveyancing for play park committee. Starting to do fundraising - possible sponsored walk. DO stepped down from play park c’ttee too. BD to look at insurance of current play park. FC asked AW to help with possible grants. DJC suggested local businesses may want to sponsor a piece of equipment etc. |  |
|  |  | **Project – defibrillator**  Scott fixing electric supply socket at Café Tioram. AW supplied info about training / checking defib etc. BD to adapt for ACC. DJC to ask café Tioram if they will do regular checks on defib. |  |
|  |  | **Grants & Charity Fund raising -** consideration of offers of donations to the charity (if any) & inviting Gift Aid donations. None at present. | **AW** |
|  |  | **Risk evaluation & monitoring**  The Board considered that there were no material changes in the circumstances in which the charity is operating and that the current policies remain appropriate and adequate.  BD has requested copies of Asbestos / Wiring inspection and all other obligatory inspections from Highland Council. Acknowledgement received but not details yet (paperwork will help with AT) |  |
|  |  | **AOB**  **Recruitment of new directors –** AW to resign and stand for re-election. DK to resign at 31.3.21 not at AGM. 2 other directors must resign – RG / DJC. DJC to re-stand. MLM / FC / DJC to ask around for new directors.  **AW –** gave her experience of doing Fort Augustus CC AGM by zoom. They use VAL to send out invites and paperwork etc. ACC to send out invite to ask the members to email if they want a link for meeting. |  |
|  |  | **Date of next meeting** |  |
| the next meeting was set for 19:30 on 3.3.21 and the meeting closed at 21.25. |  |

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| **documents appended:** | | |  |
|  |  | **Further email correspondence from A Green:**  **22nd January** - It is difficult to see how anyone could take exception to my two recent emails, earlier this month I remarked on the inability of the company to deal with statutory filings, a matter I believe to be of legitimate concern and for which you offer no explanation other than a load of irrelevant verbiage about Coronavirus extensions, and my support for one of the projects currently being dealt with through the company. To save you the time and trouble in this connection I pointed you to the regulatory regime relevant to dealing with the accounting aspects of that donation.    In December I raised the matter of subscriptions and the difficulties posed by the wording in the current constitution, problems entirely of the board’s own making as I pointed these out two years ago but it took no action at that time. I have offered 2 simple solutions yet both have been rejected and the board continues to take an adversarial attitude, had it embraced some of the points I have made over the past 3 years we would have had less correspondence plus better and more timely accounts, putting the charity in a stronger position when discussions with funders becomes paramount.    I dealt with Shielbridge Hall and the accounts to 30 September 2020 plus all statutory filing and the AGM were done and dusted within 10 weeks of the year end, at ACC we are now 10 months down the line with no sign of the accounts being filed at Companies House or an AGM – An absolutely disgraceful situation.  I repeat the last paragraph of my email of 30 December 2020 “In summary I suggest that you desist from this time-consuming correspondence and move forward in a unified manner, to the benefit of the company, its members and the local population.”  **25th January** - I acknowledge receipt of your email of 24 January.  Your statement of position in paragraphs 1, 2 and 3 appears to be correct, however at no time have I stated that the goods were a donation to ACC.  My only involvement last week was to transmit the goods to yourselves on behalf of the lunch club as the person concerned has no transport and I happened to be passing your door.  If you are in any way unclear about your instructions from that organisation you should immediately clarify those instructions directly with them.  **25th January** - I would be grateful if you could advise me of the names of the treasurer and secretary of the charity appointed under clauses 92 and 127 respectively of the current constitution.  I have received your voicemail message that you have left for me and assume that you want to meet up now to discuss ACC? I don’t think that would be appropriate - the Trustees are very clear that, given the circumstances, whatever exchanges are necessary between yourself and the trust should be in writing and that those that are not - should not occur. I regret therefore that I am simply not authorised to meet you on the basis that you propose.  **26th January** (to DK) - Further to Becky’s email of 18 January I have reviewed the correspondence since 1 January 2020 and find that I communicated with the company 11 times and with a director on a further 15.  These can be summarised as follows:   1. 1 relating to queries on the 2019 accounts 2. 1 requesting copies of the minutes of the 2020 AGM at which the points above were “comprehensively answered” – Never supplied as the points were not put to the meeting as promised 3. 4 replying to questions about the wood school - Which could and should have been available in the company’s records 4. 1 replying to a request about a meeting to join the Finance sub-committee - Which never too place 5. 2 relating to meetings to discuss the first draft 2020 accounts – I never held, 1 the director never turned up 6. 1 relating to queries on the first draft 2020 accounts – Which were never answered 7. 1 acknowledging receipt of the second draft 2020 accounts 8. 3 dealing with points on the second draft 2020 accounts made at the request of a director 9. 2 dealing with long and rambling epistles trying to construe my correspondence with a director as resignation 10. 1 relating to COVID-19 isolation signs which I had made up and donated to the company 11. 1 reporting the company’s telephone as being out of order, preventing residents from ordering their Friday night fish and chips 12. 4 relating to subscriptions and the provisions of clauses 32 to 35 of the new constitution – Entirely the fault of the board, they were made aware of this problem in 2019 13. 2 dealing with tardiness in statutory filings 14. 1 dealing with a further rambling epistle about Burns supper bags – Nothing actually to do with me, I merely delivered part of the contents on behalf of another organisation 15. 1 dealing with clauses 92 and 127 of the new constitution – Not yet answered     Had the charity been better run over half the above would not have been necessary and we would all be much further forward without having wasted an inordinate amount of time.  **1st February** - perhaps you would also like to table why the appointment of Company Secretary has not been filed. |  |
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