**Directors Meeting 30.3.21**

**meeting number 21-22 01**

**Minutes**

|  |  |
| --- | --- |
|  | **Present in person:**  |
| **Present by Zoom:** Marie-Luise MacDonald (Chair - MLM) / David John Cameron (DJC) / Angela Williams (AW) / David Kirkham (DK) / Fiona Cameron (FC) / Tracy Cameron (TC) / Mia Berwick (MB) |
| **In attendance by Zoom:**  Lesley MacMaster (LM) / Becky Dacre (BD – minutes & notes) |
|  | **Apologies:**  |
|  | Trustees 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.(Quorum of 3 trustee directors) |

| **Nr** |  | **Item** | **lead** |
| --- | --- | --- | --- |
|  |  | **Approval of minutes & notes of last meeting(s)**  | **Chair** |
| *This being the first meeting of the 21/22 year, consideration of the draft minutes for meetings 20-21-25 & 20-21 26 was deferred until the next meeting.*  |
|  |  | **Matters arising & not dealt with below** (not applicable) | **Chair** |
|  |  | **Appointment of Officers** –Chair, Treasurer and Secretary and other office bearers appointed (per Memorandum of Association clauses 92 & 127) | **Chair** |
|  |  | *DK abstaining, it was resolved to appoint Marie-Luise MacDonald as Chair and David John Cameron as Treasurer. David Kirkham’s resignation as Secretary was accepted w.e.f. 31st March and a decision as to a replacement appointment was deferred until the next meeting.* |  |
|  |  | *DK abstaining, the continuing appointment of Becky Dacre as Administrator was affirmed.*  |  |
|  |  | **Financial report**  |  |
| *There being no material change to report, the Board deferred any consideration until the next meeting.* | **DJC** |
|  |  | **Correspondence**  |  |
| *The Administrator reported that there was no correspondence to be brought to the attention of this meeting.* | **BD** |
| *The Chair reported that the flow of unsolicited correspondence from Mr Andrew Green continues unabated and, to shield all stakeholders from any potential harassment is being handled under the powers delegated to the Chair at meeting 20-21-26. There are no matters which need to be brought to the attention of the Board at this time. Reaffirmed role of chair to respond to AG.* | **BD** |
|  |  | **Membership applications/changes / board & officer appointments** | **BD** |
| *DK abstaining, the application(s) of a new ordinary member was approved:*  | **BD** |
|  | *It was noted that 2 members were leaving the area and wished to remain members. The Administrator reported that once they are no longer resident in this area their status will automatically changes to that of non-voting “Associate Members” – M&A clause 18.* | **BD** |
|  | *The resignation of David Kirkham as Trustee-Director and Company Secretary with effect from 31st March 2021 was noted. DK explained that, in order to preserve his future independence if asked to become a future Independent Examiner, he would abstain from all votes at this meeting.* | **BD** |
|  |  | **Asset management -** Investment Properties – café, Na’vi & house and Community Garden | **Chair** |
|  |  | *There being no material change to report, the Board deferred any consideration until the next meeting.* |  |
|  |  | **Asset transfers** |  |
|  |  | *It was noted that at the immediately preceding Members’ Meeting the Board had received authorisation, but not an instruction, to proceed with the acquisitions of the Play Park and of the Community Centre. After discussion the Board authorised the Chair to proceed to complete the Play Park acquisition on the terms provisionally agreed and to continue to attempt to finalise acceptable terms for the Community centre acquisition, in particular the terms of the Economic Development Burden clawback.*  |  |
|  |  | **Subcommittees -** full committees of the Board have executive authority to bind the charity and are required to prepare formal minutes that, under our constitution, can be required to be disclosed to any member of the public on demand (as applies with these minutes) – this charity only has advisory sub-committees. |  |
|  |  | *There being no material change to report, the Board deferred any consideration until the next meeting. It was agreed that the Compliance, Governance & Financial subcommittee would be chaired by MLM; Community Centre Operations by DJC; Play Park project by FC and Grants & Charity Fund raising by AW. Agreed**Note – consideration might be given to setting up a sub-committee to develop the re-use project?* |  |
|  | A | **Compliance, Governance & Financial** | **MLM** |
|  |  | *MLM reported that DK had agreed to act in an advisory capacity as a member and was approaching a member to ask him to remain as well. It is intended to report to the Board at an early date with a programme of work that the sub-committee hopes to complete in the 2021/22 year. DK has agreed to be available to provide advice to all Director-Trustees and Office Bearers as may be required.* |  |
|  | *NOTE – DK would be prepared to sit in (as an observer only) at future board meetings where the Chair considers that would be advantageous to invite him, but it is not anticipated that this should be the ‘norm’ when a review of agendas and draft minutes should enable all routine Compliance guidance?* |  |
|  | B | **Community Centre Operations** | **DJC** |
|  |  | *There being no material change to report, the Board deferred any consideration until the next meeting.* |  |
|  | C | **Play Park project** | **DJC** |
|  |  | *FC noted there has been correspondence from HC about training for inspection of play area. She has suggested …………………… to take on this role. Fund raising can now be started.* |  |
|  | D | **Grants & Charity Fund raising** | **AW** |
|  |  | *There being no material change to report, the Board deferred any consideration until the next meeting.* |  |
|  |  | **Project – defibrillator** |  |
|  | *There being no material change to report, the Board deferred any consideration until the next meeting.* |  |
|  |  | **Former Re-use shed** |  |
|  | *The latest position – old shed at Lerona all empty and keys handed back to Fiona Ross. Sign on gate now. LM to post on FB. Future of van to be discussed at next meeting.* |  |
|  |  | **Risk evaluation & monitoring –** it is the charity’s (required) formal policy to regularly review the risk exposure |  |
|  | *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.* |  |
|  |  | **AOB** |  |
|  |  | *Hospital Transport Project worker has worked from home since Covid outbreak. Not clear yet whether office will be needed for the future. New Centre Project Worker to speak with LHT. Report to next meeting.* |  |
|  |  | **Date of next meeting** |  |
|  |  | *The next meeting was set for 19:30 on 29th April and the meeting closed at 21.15.* |  |