



Cumbrae Community Development Company Limited

Garrison House, 2 Clifton Street, Millport, Isle of Great Cumbrae. KA28 0AZ.

Company Number: SC234200 Charity Registration Number: SC033383.

**MINUTES OF THE ANNUAL GENERAL MEETING HELD ON  
WEDNESDAY 15<sup>TH</sup> NOVEMBER 2017 AT GARRISON HOUSE**

**MEMBERS PRESENT:** 24 members (Quorum required is 16 being 20% of our total membership of 77 at the date of our AGM).

**BOARD PRESENT:** CCDC Board of Directors – Stephen Dobbin, David Stevenson, Alan Hill, and Douglas Kerr and Bryony MacLachlan.

**BOARD APOLOGIES:** James Taberner, Deborah Ferris, Robert Pringle, Douglas Laidlaw, David Williamson

**IN ATTENDANCE:** Michael Bertram, Chief Executive Officer, Jan Wilkie, Office Administrator and Stephen White - Company Secretary.

**CHAIR:** Stephen Dobbin

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The Chair opened the AGM at 6.05pm by thanking all those present for attending.

**PRESENTATION FROM KP BROWN & ASSOCIATES**

KP Brown and Associates presented an overview of the master plan requested by the CCDC Board and commissioned by North Ayrshire Council.

Kevin Brown introduced his two partners Mr. Andy Steele and Mr. Colin Ross; and outlined that Andy Steele was from Das Design Limited an architectural practice, would take the meeting through the slides indicating how they had been asked to look at the Garrison House and its buildings but that they had also looked into the connectivity of the Garrison as the hub of the island.

General discussion took place over the ideas generated. Kevin Brown reiterated that as a team they had interviewed most of the major groups on the island, to establish their ideas and vision for future needs to the community. Adding, that this was a combination of those ideas.

Further discussion took place over the practicality of some of the ideas generated. Mr. Colin Ross added that ultimately it would be for the wider community to determine which elements they wished to build upon.

Kevin Brown concluded by adding that as soon as the work was signed off officially by North Ayrshire Council, copies could be obtained from the CEO, Michael Bertram.

## **ADOPTION OF THE JANUARY 2017 AGM MINUTES**

The CEO Mr. Michael Bertram, presented the CCDC January 2017 minutes to the Members. Mrs Rena McIntyre proposed the minutes and these were seconded by Mr. David Stevenson and they were duly adopted.

## **MATTERS ARISING FROM LAST YEAR'S MINUTES**

There were no matters arising from the minutes and they were adopted by the Members.

## **CHAIRPERSONS'S REPORT**

The Chair presented the annexed report.

## **ACCOUNTS FOR YEAR ENDED 31<sup>ST</sup> MARCH 2017**

The Treasurer, Stephen Dobbin, presented the CCDC accounts to the Members. Mr. Steven Muir proposed the accounts and these were seconded by the Treasurer, Stephen Dobbin and they were duly adopted.

The accounts of the 3 subsidiary companies – Garrison House (Cumbrae) Limited, Garrison Café Limited and Millport Holiday Apartments Limited – were also made available to the Members. Questions were raised about the financial performance of Millport Holiday Apartments Limited, including classification of wages and cleaning expenses, donation of profits up to CCDC, reduced profits from 2016 and the sale of one of the flats in the portfolio. All of these questions were answered by Stephen Dobbin.

## **RESIGNATION AND APPOINTMENT OF DIRECTORS**

In accordance with the Memorandum & Articles of Association, Douglas Kerr stood down as a Member Director and immediately offered himself for re-election. Scott Watson stood down and did not offer himself for re-election. Stephen Dobbin stood down after serving 6 years on the Board.

The Company Secretary proposed a vote of thanks for Stephen's long standing service to CCDC and the members offered a spontaneous round of applause.

There were 7 vacancies for Member Directors and 7 nominations were received.

This meant that the following persons were duly elected:-

James Taberner    Deborah Ferris

Robert Pringle    Douglas Kerr

Rena McIntyre    Stewart Kennedy

Donald Campbell

Who join present CCDC Member Directors:-

Douglas Laidlaw    David Stevenson

## **CHIEF EXECUTIVE'S REPORT**

The Chief Executive presented the annexed report.

## **APPOINTMENT OF AUDITORS**

It was proposed not to re-appoint Kenneth Tait, Chartered Accountants. The Board will propose new auditors at a future date.

## **ANY OTHER COMPETENT BUSINESS (A.O.C.B) –**

**The Garrison Windows** – A question was raised about the ongoing issues with leaking windows and window surrounds.

CEO, Michael Bertram explained that, whilst there is a grant currently available towards a previously estimated cost of £30-35,000, the Chief Architect from Historic Environmental Scotland, Mr. Ian Lambie has now estimated that the costs could be double at approx. £60-70,000.

CEO added that the search for sources of grant funding continues and further clarification will be sought on the cost of rectification.

There being no further business, the AGM was duly closed at 7.55pm.

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## CCDC Chairman's Report November 2017

This has been a challenging year for CCDC and during my six years of service on the Board, it is abundantly clear that no vision will come to fruition without the collective collaboration of the many groups on the island.

We are however hopeful that the new 'locality planning' for the Isle of Cumbrae with a clear emphasis on locality capacity, is the way forward.

The Cumbrae Economic Forum (CEF) under the leadership of Mr. David Williamson, will offer us all a new beginning of growth and prosperity. CCDC intends to continue to offer our wholehearted support to CEF.

We also aim to move forward in close co-operation with North Ayrshire Council to deliver a business plan to kick start the Garrison House Master Plan. CCDC's major proposal for Millport is to secure a 'wet weather facility' for locals and visitors alike within the Garrison House grounds.

We first discussed this vision at the 2016 AGM and we have explored all the options raised by community groups with our consultants KP Associates.

We are working closely with other community groups to deliver the very best storm water defence system for this island, which will not only be environmentally effective but also add to the economic opportunities for all who choose to live, work and play on this island.

CCDC also took on the management of the 'Toilet Facilities' on the island in the year under review. Along with those located within the Garrison and its grounds, we now look after seven toilet blocks throughout the island, which is no mean feat in itself.

Our preferred governance model is for CCDC Directors to be non-executive and employ professional staff to rebuild community capacity. We have also developed trading subsidiaries, which are also social enterprise companies backed by the CCDC Board and with a great deal of freedom to develop and grow.

It is my final wish that more members make themselves available to serve on these subsidiaries, as we feel this is the best way of harnessing the huge amount of voluntary support without over exposing the willing few.

S. Dobbin – Chairperson.

October 2017.

## CCDC AGM – CEO REPORT.

### **Achievements, Challenges and Prospects.**

We shall look at our achievements, challenges and prospects. There is a copy of the past year's achievements in your pack.

The challenges facing CCDC are no different to many Charities up and down the country looking constantly for both small and large fundraising opportunities.

The main issue facing CCDC is the proposed changes to the way charities must prepare their annual reports, as presented by the new UK GAAP changes. The largest and most costly changes of concern are relative to valuation of investment properties.

For example: Section 16.7 states that investment property whose fair value can be measured reliably without undue cost or effort shall be measured at fair value at each reporting date with changes in fair value recognised in the profit and loss account. The Old GAAP (SSAP 19) did not allow a property leased to another member of a group entity to be classified as investment property.

Under FRS 102 such property can then be classified as an investment property. This may also mean that it can be classified as investment property even if the group entity is not charged. Old GAAP requires the investment property to be valued at open market value whereas Section 16 requires fair value. Open market value should in reality equate to fair value therefore there should be no changes in value.

Fair value required to be measured at each reporting date compared to at least every 5 years under SSAP 19 (old GAAP).

FRS 102 notes states THAT *“Fair value not necessarily required to be performed by an external valuation specialist, however, they need to be suitably qualified and disclosure is required if not performed by a professional valuer”* to fairly measure the value of the Garrison building alone, we would be required to pay £15,000, as it is a listed building and therefore requires a specialist conservation surveyor.

We have discussed these implications and other significant changes with our auditor and Office of the Scottish Charity Regulator (OSCR). Both of their recommendations are that we consider changing to a **Scottish Charitable Incorporated Organisation (“SCIO”)**.

There is a copy in your pack of a brief overview of a “SCIO” and the frequently asked questions for adopting or converting to a SCIO. The main benefits are much reduced administration process as a SCIO is no longer required to report as per Company Law, only Charity Law, no requirement to value property and no requirements to audit. I shall be advising the new Board of CCDC Directors to consider this option at their first meeting, and if this is a considered option, then we shall call an extra ordinary members meeting to ask the members for ratification of this decision.

CCDC has also worked very closely this past year with North Ayrshire Council in the development of an overall mater plan for the Garrison, its grounds and its connectivity to the wider island amenities and attractions.

I would like to personally thank the Board of Directors, Staff and also Alastair Laurenson and Elaine Troup from North Ayrshire Council for the efforts in developing this plan.