



## CUMBRAE COMMUNITY DEVELOPMENT COMPANY

### Board Minutes – 31 January 2019

1. Present
2. Apologies
3. Matters Arising
  - 3.1 AGM – Feb 18, 2019.
  - 3.2 Accusations regarding failing to follow the Articles of Association.
  - 3.3 Threats to Garrison House due to imminent cut backs to services.
4. CEO report
5. AOCB
6. DONM

#### Agenda

The Chair confirmed the agenda and that the meeting was quorate.

CEO asked if we could deal with item 3.3 first, as this had been a request from several Directors [to the CEO].

The Chair confirmed the agenda items could be swapped around.

#### 1. Present

Deborah Ferris [Chair], Bryony McLachlan [Vice-Chair], David Williamson, Rena McIntyre, Douglas Laidlaw, Stewart Kennedy and CEO, Michael Bertram.

Also present: Stephen Dobbin and Andrew Joyce.

CEO explained that Stephen Dobbin had indicated his willingness to be co-opted onto the Board, which would allow the January 2019 Board meeting to be quorate.

The Chair confirmed that she had discussed this with the CEO, who had 'round-robin'ed the current Board members and had unanimously approved the addition to the CCDC board.

**Resolution 1:** Stephen Dobbin be co-opted onto the Board.

CEO explained that Andrew Joyce was invited to join the meeting by the Garrison House Chair, Davie Stevenson.

CEO added that once we had discussed garrison house issues, Andrew would leave the meeting.

## 2. Apologies

Apologies: Davie Stevenson.

## 3. Adoption of Board Minutes.

November 2018 Board minutes had been round robin by the CEO and approved by the Chair [DF] and Rena McIntyre.

## 4. Matters arising

**4.1 Threats to Garrison House due to imminent cut backs to council services.**

**4.2 AGM – finalise planning for the 18<sup>th</sup> February 2019.**

**4.3 Accusations regarding failing to follow the Articles of Association.**

### 4.1 Threats to Garrison House due to imminent cut backs to services.

CEO advised that Rena McIntyre, Stephen Dobbin and himself, had along with CCC and Friends of the Town Hall, met with NAC and NHS Social Partnership to discuss future planning issues.

CEO added that Yvonne Bauk had outlined that prior to the meeting commencing, she needed to advise the current constraints on finances and that they had got even worse after the latest information received from central government.

CEO, RMc and SD provided the background to the meeting and what they collectively understood was required of CCDC and Garrison House [with some slight disagreement on the overall thrust of the council position].

Discussion took place on how best to tackle to the immediate problem of the further round of austerity cuts and the need to move quickly to provide both a 'short term' and 'medium term' plans to council.

Chair asked if we felt that we should meet again to discuss this item in more detail.

DW suggested that we meet and try and co-ordinate diaries for a four-five hour session [brainstorming] and without any interruptions.

Further discussion took place on whether we needed a facilitator and if we could meet over one weekend.

Chair asked if we could meet with on the 5<sup>th</sup> or 12<sup>th</sup>, as the CEO needed to have a follow up meeting with council on 6<sup>th</sup> March.

**Resolution 2:** CDDC will meet for four hours to prepare for future planning for our relationship with North Ayrshire Council and make recommendations on how we move forward with the community space leased within the Garrison, on the 5<sup>th</sup> of February 2019.

5.30 pm. - Andrew Joyce left the meeting.

#### 4.2 AGM – finalise planning for the 18<sup>th</sup> February 2019.

CEO advised that Rena McIntyre and himself had reworked the company flyer and handed out copies for comments and/or suggestions.

Discussion took place on how best to get the information out and how the process would work for selecting new members and new Directors.

The Board collectively thanked Rena McIntyre for her efforts.

**Resolution 3:** CDDC approved the production and distribution of the AGM flyer.

CEO advised that as it stands we have a number of vacancies, however if we chose to seek a special resolution at the AGM then we may well need to prepare for a ‘voting ballot’ for new Directors.

General discussion took place over the need to ensure that we could optimally perform our functions for the year ahead and that we needed incoming Directors to fully appreciate the work commitments needed to ensure that we stay quorate.

SD suggested that we seek an odd number of Member Directors and went on to explain that we effectively have island based Directors and appointed Directors [who live off the island].

Further discussion took place on what the original intentions were to have a split.

SD replied that the thinking was that we could bring in alternative Board Directors who had specialised skills as and when we needed them [from folk that lived off the island] and SD read from the Articles of Association and stated that it read as follows:- “5. *Subject to articles 4 and 6, membership shall be open to: (a) any individual listed in the electoral roll for the Operating Area (as defined in the memorandum of association)*”.

Further discussion took place on the reduction of numbers of both Appointed and Member directors.

**Resolution 3:** CDDC approved the introduction of a ‘Special Resolution’ to be lodged at the AGM meeting and corresponding paperwork to include – *that the Board of Directors are seeking the reduction in the number of members appointed to the Board as Directors, from nine (9) to seven (7). Also, a reduction of Appointed Directors from three (3) to two (2).*

#### 4.3 Accusations regarding failing to follow the Articles of Association.

CEO advised that he had gone through all the concerns raised by ex-Chairperson Mr. Donald Campbell with the Chair [DF].

RM asked if these replies had gone to Donald Campbell.

DF replied NO.

General discussion took place over best way forward to address these concerns.

DF added that the CEO has provided a whole list of minutes of meetings to Donald Campbell, but we felt that the operating companies minutes should only be read in-house and copies not made.

CEO added that it was also felt that he [DC] should be asked to sign a confidentiality agreement, which was refused [by Donald Campbell].

General discussion took place over whether this was needed and if this was not needed for larger, corporate type companies.

Further discussion took place on what the reasons for Donald Campbell raising his concerns in the first place.

DW added that he felt that we should invite Donald Campbell to meet with the Board and go through each and every concern and our replies to these concerns.

Further discussion took place on the merits and demerits of a face-to-face meeting.

DF added that the CEO had provided over ten years' worth of minutes of meetings for CCDC, which was downloaded onto an electronic device for Donald Campbell.

CEO replied that a lot of the issues being raised, were well known to Donald Campbell when he took over the Chairmanship of the Board.

CEO added that he also had emails that clearly stated the concerns regarding composition and running of the Boards with limited Directors, and these were sent to the then Chair [DC].

General discussion took place over best way forward to address these concerns and it was agreed that we invite Donald Campbell and if he refuses to meet, then we will consider the matter closed.

**Resolution 4:** CDDC approved that Mr. Donald Campbell be invited to meet with a delegation from the Board where we will discuss each of his concerns.

And

**Resolution 5:** if this request to meet is declined, then we will consider the matter closed.

## 5. CEO report

CEO stated that most of the items had already been covered, but he did need to address the current GHCL 'Articles of Association'.

SK asked if Garrison House was now quorate.

CEO stated that it was.

CEO added that GHCL Chairperson, Mr. David Stevenson had proposed that Mr. Doug Laidlaw and a new member, Mr. Andrew Joyce, join the Board.

Discussion took place around whether or not CCDC should have the final say in new appointees to a subsidiary board.

SD replied under the current constitution, that it was down to the Chair of that company to recommend.

CEO added that he had presented the amended GHCL 'Articles of Association' to CCDC, which were not approved.

Further discussion took place on the merits and demerits of the existing 'Articles of Association' for MHAL and GHCL.

It was agreed that they need to be reviewed at the earliest possible opportunity after the formation of the new CCDC board [after the 2019 AGM].

**Resolution 6:** CCDC Board to review the current 'Articles of Association' for MHAL and GHCL and to make changes as deemed necessary to ensure that they are legally compliant with Company Law and that the oversight role of CCDC is fully protected.

## **6. AOCB**

No other matters were raised.

## **7. DONBM.**

Chair advised that we would need to meet on either the 5<sup>th</sup> / 12<sup>th</sup> of February 2019.

The Chair closed the meeting at 5.55pm.

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