



**CUMBRAE COMMUNITY
DEVELOPMENT COMPANY**

Board Minutes – 16 April 2019

Proposed by David Williamson and seconded by Stewart Kennedy.

1. Present

Chair Deborah Ferris, Stephen Dobbin, David Williamson, Davie Stevenson, Stewart Kennedy and Doug Laidlaw.

2. Apologies.

Rena McIntyre and Bryony McLaughlin.

3. Matters Arising

- 3.1 CCDC workloads, Appointments of new Directors and 'Code of Conduct'.
- 3.2 Feedback and way forward on the Council Meeting with Community Council & 'Friends of the Town Hall'.
- 3.3 MHAL improvements & renovations.
- 3.4 Feedback on Garrison House land improvements and operation with CCDC.
- 3.5 Way forward on public toilets.
4. Financial report.
5. CEO report.
6. AOCB.
7. DONM

AGENDA

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

CEO advised that he had received a late request [today] for Graham Wallace and Sandra McIntyre to join the board meeting.

DF confirmed this was the case and advised that she felt due to the late notice and that we had some sensitive issues on the agenda, it would not be appropriate [for them to join this meeting].

General discussion took place over the role of members and their ability to join Directors meetings.

CEO advised that item 88 of the CCDC Articles of Association are clear that such requests are up to the 'discretion of the Directors'.

Further discussion took place over the discussion held on this subject at the AGM and how we can advertise our future meetings, if and when, it would be appropriate for members to be present.

Deborah Ferris proposed the March minutes and these were seconded by Davie Stevenson.

CEO asked if we could deal with item 3.1 immediately.

3.1 CCDC workloads, Appointments of new Directors and 'Code of Conduct'.

3.1.1 Appointments of new Directors

CEO advised that technically according to the Articles of Association, we were required to re-confirm the major positions with the company, those being Chair, Vice-Chair, Treasurer and Company Secretary.

Discussion took place over the roles, the current challenges of workloads and the availability of Directors able and willing to perform those roles.

Resolution 1: it was agreed that Deborah Ferris would continue to serve as the Chairperson,

and that

Resolution 2: Bryony McLaughlin would serve as the Vice-Chair.

Further discussion took place over the roles of Treasurer and Company Secretary.

CEO outlined the need for both roles and a brief overview of the tasks and separation of the duties of these roles, to the Board of Directors.

Resolution 3: it was agreed that Stephen Dobbin would serve as the Company Treasurer.

General discussion took place over the role of Company Secretary.

SD advised that this was a requirement in our current Articles of Association and the person appointed did not need to be either 'Member' or a 'Director'.

CEO added that the role needed a professional person according to Company Law, it should be a fully qualified Company Secretary, an Attorney or a Chartered Accountant.

CEO outlined to add that at March 2019 Board Meeting he was given permission to speak to Mr. Douglas Kerr and to see if he was able and willing to perform this function.

Resolution 4: it was agreed that the CEO would ask Mr. Doug Kerr to considering serving as the Company Secretary.

DS added that he felt that all new Directors should have a full pack of Company Articles [for all the companies] given to them, to allow them to understand the roles performed by each company within the group.

General discussion took place over need to fully brief new Directors and that the CEO should prepare a board pack for new Directors induction.

Resolution 5: it was agreed that the CEO would prepare Directors induction packs.

3.1.2 Company Code of Conduct for Directors.

CEO reported that we needed to determine how we deal changes to Company Law and also the Scottish Charity Regulator guidelines, as this was the role of a Company Secretary and it was very difficult to keep up to date with changes in guidelines and legislation.

CEO advised that one such recent guideline [from OSCAR] was the need to have clear guidelines for Trustees.

CEO handed out copies of a draft 'Code of Conduct' for Directors inputs. CEO asked that the Directors read over the draft and he will follow up via 'round robin' for comments and amendments [if there were any changes to be made].

3.1.3 CCDC workloads.

SD advised that the had asked the CEO to place this on the agenda as he wanted to look at current workloads and plan these and align with future plans and the suitability of carry out these projects.

General discussion took place over the workloads and the need to sign off and close some of these tasks.

Further discussion took place over the future of the Town Hall and the need to fully understand what if any, would be the implications for our own projects if land was needed for the town hall restoration.

CEO advised that we would need to re-look at our 5-year plan and develop new objectives for the next 5-years, so the timings were in alignment [as they were created in 2014].

CEO added that he would like to ask that all Directors re-visit the strategic objectives prior to developing and planning the future strategic direction, plans and role of CCDC.

DF agreed that this was in order.

Resolution 6: it was agreed that the CEO would provide the current strategic objectives for the Board of Directors to review and feedback on their own individual thinking and how to align CCDC's five year planning scenarios.

SK asked if it would not be better that a Directors was appointed to drive some of the projects and take the workload off the CEO.

SD advised that was what he had in mind.

DW added that he had two or three projects in mind that he would like to see us tackle on behalf of the wider community.

Further discussion took place over current items that we had on our Agenda and that there was a real need to close off several of these projects [before we move forward].

CEO advised that at the AGM the Chairperson had stated that we would be looking to take a more 'cooperative role' on behalf of the wider community and added that this was close DW's comments and thinking.

3.2 Meeting with North Ayrshire Council, Community Council & 'Friends of the Town Hall'.

CEO advised that we would need to schedule a follow up meeting.

General discussion took place over the need for a follow meeting and the answers that we would be looking for from the 'Friends of the Town Hall' on how their plans may affect Garrison House.

Resolution 7: it was agreed that the CEO would aim to secure an early meeting with 'Friends of the Town Hall'.

3.3 MHAL improvements & renovations.

CEO advised that this was one of the projects that seemed to be slipping [as highlighted earlier by DW] and added that he had advised SD that we urgently needed to replace the sofa bed in Spoig.

General discussion took place over the need to get new Directors into MHAL, who could meet regularly and was keen to get involved.

DF stated that Rena McIntyre [RM] had expressed an interest in joining MHAL last year. DF added that she would establish if RM would still be interested in coming onto the MHAL Board.

Further discussion took place over current Directors on the MHAL Board, these being Stephen Dobbin, Bryony McLaughlin and Cllr Alan Hill.

SD added that he believed that until we can source further director/s, MHAL matters should be brought back to the CCDC for their decisions.

General discussion took place over the role of Cllr Alan Hill and it was determined that we should thank him for his service but seek an alternative Director for MHAL.

Resolution 8: it was agreed that the CEO would write to Mr. Alan Hill and inform him of the Board decision.

3.4 Feedback on Garrison House land improvements and operation with CCDC.

DS advised that he had asked the CEO to place this on the agenda as he wanted a short opportunity to discuss how GHCL operates and their role reporting back to CCDC.

SD stated that GHCL looked after the 'day to day' operations under a 150 year lease by CCDC.

DW stated that he did not want to be in two meeting basically discussing the same issues as it was a waste of everyone's time.

DS added that he agreed. DS continued to state one of the main reasons why GHCL wanted to have a new Constitution [Articles of Association] was at present GHCL had the same operating mandate of the Parent Company [CCDC] and that was not appropriate [as GHCL had reported late 2018].

SK added that the main problem, was as that as member of CCDC he was often approached by members of the public and asked what was going on at the Garrison and he could not answer these queries as he had no information.

DW replied that he agreed and understood SK comments. DW added that in hindsight [GHCL] were wrong to have brought some issues up to the main Board and then later to reverse those decisions and then not report back to CCDC on the reasons [and thinking] for their change of decision.

DS stated that if we were talking about the decision to give a lease and bring in the dodgems, then we all were in agreement. DS added that in all honesty he had forgotten that the previous year we had taken the decision up to CCDC.

CEO added that GHCL recognised their errors and that he had written to all CCDC Directors on behalf of the GHCL and apologised [for not reporting back sooner on the decisions to provide a lease with the option of dodgems].

DS advised that he would prefer to table a monthly report back to CCDC rather than spend a large amount of time as at present, where we repeated issues that had been discussed the week before and as most of the work had already been carried out [by the time of reporting].

3.5 Way forward on public toilets.

CEO stated that we had brought up the perilous state of the toilet finances at the AGM and our members had indicated their desire to know more and be fully informed in future decisions [if we planned to close any of these facilities].

General discussion took place over the role of toilets supporting local businesses and how we could generate more revenue.

DS added that he would like to see the CEO provide more detailed information [reporting in the local press] on how much it cost to fund each of the toilets.

DW stated that Largs Toilet Fund is cross subsidised by their carpark and this is one of the ideas he was speaking about in our new 5-year strategic plan. DW added providing for more parking in the Garrison with visitors paying towards the ongoing support of the public toilets on Cumbrae.

SD stated that it should also be clearer that the donation tins in local businesses are 'payment' tins and that might alleviate some concerns that we are competing with other charitable causes.

DS added that in the next press release could we also include asking for 'suggestions from the general public on how to generate more revenue'.

SD asked where we were with the funding campaign.

CO advised that he had now opened a bank account to take on the donations which we now hoped had been cleared by the 'Just Giving' campaign, but at the time of meeting, no funds has been transferred.

SD asked how much had we raised so far.

CEO replied £1270 but we still needed to pay Just Giving administration fees of 1.5%.

4. Financial report

SD handed out the financials for March 2019 for Directors information.

5. CEO Report

CEO advised that most of his report had been covered in matters arising.

5.1 Rose Garden project – in sunken garden.

CEO stated that he was pleased to report back that we now have sufficient funds to carry out the Rose Garden project with donations/grants covering the works. These included:

- Tesco Plastic Bags grant with 'Groundworks' - £ 1,000.
- Gift of £1,000.00
- Millport Common Good Fund - £3,472.

5.2 Cumbrae Action Regeneration Scheme (CARS) project.

CEO advised that he has re-submitted our proposal to regenerate the old wash house to North Ayrshire Council CARS programme and CARS management had listed our project to their list of considerations for funding.

CARS are prepared to fund 50% of the costs of conversion, if we can secure match funding. We are seeking funding from the Regeneration Capital Grant Fund [RCGF].

North Ayrshire Council will submit our application to RCGF, on our behalf, once the scheme is open for applications.

5.3 Garrison House potential alternations with Council.

CEO advised that he has discussed some of the proposed changes with North Ayrshire Council architect, Mr. Iain Wilson.

CEO added that Mr. Wilson will meet with the CEO on Wednesday, 17th April to view the changes indicated to North Ayrshire Council and to advise us on the potential of these moves.

CEO would also like to point out that Mr. Iain Wilson is an experienced architect and was the chief project manager behind the newly renovated Saltcoats Town Hall.

5.4 Millport Moorings

5.4.1 North Ayrshire Council grant support

CEO would like to advise that Council had agreed to fund this operation for another year and contract again is with North West Marine. We still await North West Marine visit to re-lay the moorings, CEO has been informed that it will happen before Easter.

CEO has advised our insurers, that we are not operating a boat this year so do not need any additional insurance cover.

5.4.2 Meeting with ex Moorings Committee.

CEO advised that as reported last month, the Board resolved that they do not wish to meet with the ex-committee.

General discussion took place over the need to manage the moorings and how long we realistically believed the moorings could be operated [with the number that had gone missing] and the general feeling was that this could possibly be the last year of this operation.

CEO advised that he had instructed Mr. Alan Hill to send letter to the attorneys on record [McTaggarts] thanking the committee for the work but rejecting the offer to meet to review the original discussion, which was to discontinue the committee and operate in-house.

CEO have also followed with numerous emails and calls, but could not establish if letter has been sent. At time of report, we do not have feedback on the letter.

DS added that he had advised the CEO to send a confirmation email to McTaggarts advising them that the CCDC Board had resolved on the matter and our decision not to meet further on the matter.

CEO added that he had followed up on the advice from DS and advised McTaggarts Solicitors that they could expect a letter from our attorney [which has now been sent and acknowledgment received from McTaggarts Solicitors].

5.5 Repairs to electrical cables in the Garrison House grounds.

CEO advised that we had reported faults in the electrical cables [going back to 2 Sept 2018] and SSE have located the last of the breaks in the cables.

CEO added that there were four breaks between the East and West entrances, with the last located break under the 'disabled entrance' into the Garrison.

CEO stated that he and the Chair [DS] had discussed our options with SSE.

DS stated that to rectify this fault would require major disruption to the main entrance and added that the best solution is to lay another three phase cable, at the rear of Garrison House.

CEO concluded by saying that SSE will need to excavate a new track behind the courtyard wall and then lay 100 metres of new cabling down to the switch box. CEO added that this could not have come at a worse time, as it will also require another track to be dug into the middle of the newly cleared section [the old mounds].

6. AOCB

No other matters were raised.

6 DOBM.

Chair thanked everyone for attending and advised that we would meet again on 14 May 2019.

Meeting closed at 6.45pm.