



CUMBRAE COMMUNITY  
DEVELOPMENT COMPANY

## Board Minutes – 23 JANUARY 2017

1. Agenda confirmed
2. Present
3. Apologies
4. Matters arising
5. Financials
6. CEO report
7. AOCB
8. DONM

Approved by Stephen Dobbin.  
Seconded by Kelly Norton.

### **1/. Agenda**

Chair confirmed the agenda as correct and advised if there was any additions that they could be picked up under any other company business (AOCB).

### **2/. Present**

Stephen Dobbin (Chair); Christine McCulloch, (Vice-Chair); Davy Stevenson, Alan Hill, Douglas Kerr, Bob Campbell, Kelly Norton, Darren McLachlan, and CEO, Michael Bertram.

### **3/. Apologies**

Graeme Schreiber and Scott Watson.

The Chairperson (SD) welcomed David Williamson to the CCDC Board and explained that as a GHCL Director he had expressed a desire to serve the main board of CCDC.

The Board of Directors subsequently approved David Williamson being co-opted onto the board.

### **4. Matters arising**

CEO advised that we needed to discuss the AGM matters first, and all other matters had been covered in his CEO report.

The December minutes were discussed and signed off.

Proposal by Bob Campbell.  
Seconded by Doug Kerr.



#### **4.1 Annual General Meeting.**

Chair (SD) advised that our accountants Mr. Ken Tait had faced some challenges in getting our financials completed and back to Companies House by the due date in December; so that he as chair had to sign these off and return to ensure that we met our obligations under company law.

SD continued to add that as such didn't have the opportunity to bring these to the full board.

Discussion took place around these circumstances and Directors inquired as to the challenges faced by our accountant.

SD explained that it was a perfect storm so to speak of moving office, staff changes, BT broadband issues, etc.

Further discussion took place and some members of the board expressed their concerns that they were not able to review the accounts of CCDC prior to the Chairperson (SD) signing them off in late December, for submission to Companies House.

SD apologised for the inconvenience and advised that hard copies were available from the main office and CEO would be sending out full accounts to all concerned, but that the originals were over 10mb hence why we needed to get these into smaller, emailer friendly format.

Discussion then took place about the date of the AGM, and concerns were raised that the AGM was rescheduled from mid Jan to the end of the month.

CEO advised that it had become evident that our accounts would not be ready for distribution, hence the cancellation.

Discussion then took place about why the accounts were produced so late in the year (when our year financial year end is 31 March).

Chair added that the CEO and himself intended to meet with the accountant to ensure that next year we have no repeats and we are planning to make sure that we have these signed off early in the 3<sup>rd</sup> quarter.

CEO added that he asks that all Directors make themselves available for the AGM from 5.30pm onwards.

Chair asked if all Directors were available to attend.

CEO added that he had received communication from Graeme Schreiber that he could not attend as he was in Kazakhstan on business.

CEO also added that the four co-opted Directors, namely Douglas Kerr, Darren McLachlan, Scott Watson and David Williamson have all indicated their desire to serve and have completed the necessary paperwork.

Discussion then took place about the numbers of Directors positions needed to be filled.

Chair added that there were three positions vacant and any interested party must register their interest by close of proceedings on Friday (27 January).

Chair further advised that regrettably Christine McCulloch and Bob Campbell, were required to stand down from the Board as they had both served the company for six years. Chair added that he wished to give his personal thanks to them both for their service to the company.

The Chair added that Bob Campbell has also served for six years for Garrison House, so that he was required to stand down in effect from both Boards.

CEO added that he would also like to add his thanks to those of the Chair; and this service was acknowledged by the rest of the Board Directors.

#### **4.2 Cumbrae Toilets - Update on asset transfer**

CEO advised that he had a follow up meeting with Council on 18/01/2017 to formalise our queries on maintenance, repairs and issues with Scottish Water and discuss plans for possible sites for a new toilet block.

Discussion then took place on whether we are actually making any progress.

CEO stated that the general feeling is that additional funds could be sourced if the new build has a dual purpose; namely as a 'tourism and marine' facility. However, Council's main concern is that we will need to thread carefully with the proposed sea water defences being planned.

CEO advised that a site visit was now planned with Mr. Dave Mackay; Team Manager North Ayrshire Council (Contracts, Compliance & Maintenance - Property Management & Investment) and Council's Drainage Contractor for 30/01/2017.

CEO added that he has requested any and all information on CCTV scans of the existing drainage networks; and once he has any more information that this will be circulated.

#### **5/. Financials**

The Chair presented the December 2016 financial statements.

General discussion took place and questions were raised on the pay back of the original loans taken out for the building.

Chair advised that these were the original loans and that they were being serviced and the debt was being well managed.

The December financials were discussed and signed off.

Proposal by Bob Campbell.  
Seconded by Darren McLachlan.

## **6/. CEO Report**

CEO advised that he was conscious of time constraints, and he would move quickly through the most important items requiring discussion.

The Chairperson advised the CEO to proceed with these items.

### **6.1 Conservation Area Regeneration Scheme (CARS)**

CEO has registered for this program for MHAL properties.

CEO added that he is hopeful that we can draw down some funds towards work for Garrison House and that he is waiting on a meeting with Council, HES and the appointed architect Mr Peter Drummond.

No questions were raised.

### **6.2 Millport Moorings.**

CEO handed out copies of the meeting minutes, a close out report forwarded to Council and financial breakdown of takings and expenditure.

CEO also advised that he and Director Bob Campbell had met with Council officials, namely Audrey Sutton, George Hunter and Kathleen Donn on the 18<sup>th</sup> January 2017 and that Council are happy for CCDC continue for another year.

Discussion took place around the financials and what the grant from the Coastal Community Fund entailed and for how long it would cover the costs of the project.

CEO advised that the current programme would last another year.

CEO also advised that as the programme is managed currently by CEO with a Board mandate provided to Bob Campbell to deal with matters on behalf of CCDC.

CEO added that CCDC need to provide the CEO with two decisions:-

- (a) Are CCDC happy to continue with managing these moorings for 2017; and
- (b) Do they wish to allow Bob Campbell to continue to assist the CEO in these matters?

The CEO asked Director Bob Campbell to abstain from the next section of the Board discussion on how we proceeded as he would be standing down 30 January 2017.

**5.45 pm** - At this point Director Bob Campbell left the room.

Discussion took place around the role of CCDC and if we should continue and also if Bob Campbell or anyone else wanted to take on the responsibility.

General discussion took place around the requirements of the role, and consensus was reached that CCDC should continue to manage the visitor moorings and that they would provide Bob Campbell with a fresh mandate albeit that there would be no spending powers associated with this position.

**Resolution 1:** That CCDC will continue to manage the visitors' moorings for the 2017 season.

It was further decided that and resolved that:

**Resolution 2:** That Mr. Robert (Bob) Campbell will assist CCDC to manage the visitors' moorings for the 2017 season.

**6.00pm** - At this point Director Bob Campbell was asked to return to the meeting room.

CEO advised Director Bob Campbell that the Board had unanimously approved his continuance to serve CCDC and the community in managing the visitor moorings.

CEO also added that Mr. Campbell would be issued with a new mandate and that these terms and conditions would stipulate that there would be no spending powers.

#### **6.4/. Millport Economic Regeneration Action Plan (MERAP).**

CEO advised the Board that a new committee to manage MERAP has been formed with Mr. Daniel Moncrieff as the new Chairperson (GM at FSC Millport).

CEO added that it was important for the Directors to evaluate the key projects agreed; namely:

- Millport Pier
- Millport CARS programme
- Garrison House Estates Master Plan
- Toilets
- Festivals and Events
- Tourism BID
- Social Care provision
- Connectivity and Broadband roll out
- Other key sectors including Housing, Commercial Development and impact of RET.

Discussion took place around the role of CCDC.

Questions were asked about Connectivity and Broadband roll out.

CEO advised that this would assist tourism and many routes and attractions now have QR codes and augmented reality features which could only be accessed with 4g wifi connectivity.

### **6.5/. Garrison House Master Plan**

CEO advised that CCDC had been provided with £20,000 'grant in aid' to obtain consultants to look into the best possible options for the future use and development of the Garrison and its grounds.

CEO continued to state that Mr. Kevin Brown of Bide Developments Ltd was appointed by North Ayrshire Council to conduct the research and prepare a report for CCDC.

CEO added that the process plan is that have interviewed all interested and affected parties (I&AP's) and then they (Bide Developments) will conduct meetings with CCDC Directors to outline the aspirations sourced from these I&AP's interviews.

Discussion took place around the role of Council and if the 'social care hub' being planned by the Elderly Forum, would be included in these plans.

CEO advised that to date those plans commissioned by the Elderly Forum appear to be embargoed until Council and NHS have conducted their feasibility meetings.

DK added that he was assured that meetings would be held shortly and he would see if the Council could make these feasibility plans available to Mr. Kevin Brown of Bide Developments.

CEO added that we hope that we shall have a draft early February 2017 for Directors inputs.

No further questions were raised.

### **6.6/. Garrison House Water Leaks**

CEO informed that Board that he has applied to Business Gateway for funding for our professional fees.

CEO added that the background to these problems are that Historical Environmental Scotland will provide assistance and funding but we need to assess total damages and quantify the bills.

CEO continued to state to do this work we will need to appoint professional specialist's i.e. Qualified conservation architects and quantity surveyors.

CEO added that the fee estimate is in the region of £4,000; and if successful we will only get 50% of these fees funded by Business Gateway.

### **6.7/. Rehabilitation of the pond and creation of a secret garden.**

CEO stated that he has applied to the Common Good Fund for £5,500 to kick-start this project.

CEO added that the initial project was rejected due to insufficient funds in the account, but he has since spoken to Council and they have expressed renewed interest in the project.

CEO advised that that we should have feedback early February on whether we have been successful.

### Overview of the Current situation

A business plan was developed by Mr Brown with grant funding provided by Village SOS; and our application to 'Awards for All' was turned down due to their concerns about establishing a children play area too close to the pond.

### **6.8/. Garrison Café**

CEO advised that he had now completed the transfer of café to new owners Kenny and Lynne Bogan; who plan to open early February 2017. Their plans are to have a soft opening and then to be fully trading by the mid-term break.

CEO added that he had been informed that they have now established a new website (and which show their menu) he informed the board that the new website address was [www.garrisonhousecafe.com](http://www.garrisonhousecafe.com) and we would create a link across from our site ([www.garrisonhousecumbrae.com](http://www.garrisonhousecumbrae.com)).

Discussion took place around the lease, trading times and staff employment.

CEO advised that he instructed Attorney Alan McCormack of Morison Solicitors to provide advice on the retrenchment of the café staff; and we proceeded on those terms of advice.

CEO added that all staff have now left the company with settlement packages and been interviewed for new positions with the new owners. Margaret Gallagher, Tina Campbell, Sam Gant have all accepted positions with the owners.

CEO continued to state that he had drawn up a draft lease, which Attorney Alan Hill had agreed to assist in completing with the attorneys appointed by Mr Bogan.

### **6.9 Millport Holiday Apartments Limited (MHAL).**

CEO handed out financial reports and advised that MHAL has traded well throughout the 2016 calendar year and recorded £40,000 worth of turnover.

CEO added that the properties are electronically managed through the 'SuperControl' website booking system which is also linked to our website – [www.millportholidayapartments.co.uk](http://www.millportholidayapartments.co.uk)

CEO advised that the MHAL Board had agreed to make £10,000 worth of investment as the properties were looking tired and dated.

Questions were raised about investment and the sale of the flat "Bute".



CEO further added we tried unsuccessfully last year to find a buyer for flat "Bute" and the MHAL Board have determined that we shall not be marketing the property this year. If we had sold the Bute flat, this money would have been re-invested into modernising the units.

No further questions were raised.

**7/. AOCB**

No issues were raised.

**8/. DONM**

20 February 2017.

Meeting closed 7.15 pm.