

New Galloway Community Enterprises Ltd
Minutes – Board Meeting
13 October 2016, 19:30, Drumcreel

Present: Mike Brown, David Briggs, Emma Harnett, Sarah Parry, Jean Marsden.

Apologies:, Margaret Watson, Dawn Spernagel, Mary Smith

Also Attending: Helen Keron.

1. Board Membership

Jean Marsden, who had resigned for personal reasons in April 2016 is now available to work with the committee back on to the Board and it was unanimously agreed to co-opt and welcome her.

Proposed; Mike Brown, Seconded; Sarah Parry.

2. Open Meeting report

The Open Meeting was held on the 29th September in the Lower Town Hall and 35 people attended. It was a pleasant and productive meeting, with lots of feedback to Board members and HK afterwards about how well it had gone and how impressive the project was.

Outstanding issues raised by attendees included:

- Could we use solar / PV cells as well as the biomass boiler for energy?
- Would we join the Dumfries Wood Cooperative for sourcing pellets for the boiler?
- Will the CEO act as a conduit for job vacancies in the local area, enabling people to find jobs that way?

Action – HK follow up on these ideas.

3. Finance report

HK reported on the finances after an update with DS that afternoon. We have £13,038 in the bank of which just over £11K is BLF money which must be spent by the end of the year so that we are eligible for any new grant. We will spend the remaining money on the legacy projects, all explicitly agreed by the Big Lottery. These are:

- A year's contract with 'HR Dept' for HR services.
- Website www.newgalloway.com, a tourist resource aimed at boosting the local economy.
- Signposts at the village entrances, directing people into New Galloway instead of bypassing it - to be produced by the Men's Shed.
- Sustainability report, on both the construction aspects and the operations.

Action – HK confirm that these projects use all of the BLF underspend and if not, canvass the Board for more ideas to take to the Big Lottery.

The 'HR Dept' contract began on the 1st October, and they are working on our operational policies (required for assessment).

Action – HK catch up with HR Dept as to progress, and to enquire what our responsibilities are should the existing part-time shop assistant ask to work reduced hours.

Action – HK work on other operational policies that HR Dept will not be creating e.g. shop and self-catering operational protocols.

Action – HK get Roman website design working on website, check in on status of photos from photography group and advertise the website text-writing job locally.

Action – HK write to all local businesses on behalf of NGCE, inviting them to be on the website and noticeboards.

Action – HK send architectural consultant's plans to Watt Sustainability for their desk research on the construction sustainability.

4. AGM

Action – HK and MB create a poster for the AGM and post in CatStrand, shop, Smithy, Town Hall and Dalveen porch before Thursday 20th (2 weeks' notice).

Action – MB write to all members informing them of the AGM. (See Supplement to the Minutes).

Action – SP to reprise the very successful drinks and nibbles protocol from the Open Meeting.

Assessed accounts will be required for the AGM – it will be proposed there by the current Board that a full Audit is not required.

Action - HK ring Bell Ogilvy to check timescales and furnish them with all required information.

Data protection – the question was raised as to whether DropBox is suitably secure for holding our Members' Register from a data protection point of view.

Action – HK enquire with Plunkett if they have any experience with this.

Action – EH to enquire what the protocol is within the BBC.

A suggestion was made that if DropBox is not thought to be secure enough, then a single person on the Board should assume responsibility for owning and maintaining the register. [Later - EH has provided information on security of DropBox and similar facilities].

Action – All to consider volunteering for this role as keeper of the register after the AGM. Maintaining the register will be a required job wherever it is stored.

Share certificates are not required but are good practice, to encourage a sense of ownership.

Action – MB to brief MS to create certificates to be available by the AGM, **HK** to send on the logo for use.

Corporate membership of NGCE is possible, and non-member organisations can be invited to the AGM in a non-voting role. It was decided to invite GCAT and LING and perhaps others to be corporate members after the BLF decision is known.

Action – MB to invite Alan Smith of GCAT, Ros Hill of LING, Craig Miller of NG Community Council and president of the Golf Club to attend as a non-voting representative at the AGM.

A Membership Strategy is required by our Rules and must be reported on for the AGM.

Action – MB to draft one and circulate for agreement prior to the AGM.

Nomination of new Directors – under our Rules all existing Board members must resign at this AGM.

It was agreed to leave the maximum number of Directors at 9 for the present and not attempt to change the constitution in that respect. Other Board Members can be co-opted throughout the term if specific skill-sets are required.

Action – All Directors wishing to stand for re-election are reminded they must get their nomination papers proposed and seconded and submitted to Margaret Watson as company Secretary **by 7.30pm on 30th October 2016.**

Action – MB to include a summary of the nomination process and contact details for obtaining a Nomination Form in the AGM information email to members.

[See Supplement to the Minutes]

Code of Conduct. The Plunkett standard Code of Conduct for Board Members was adopted and approved.

Expenses protocol. The protocol circulated by MB for Board members was approved with minor changes and adopted. A copy is attached to these Minutes.

Action – EH to send HK template expenses form for use.

It was confirmed that it is the policy of NGCE that personal circumstances should not be a bar to standing for Board membership and therefore it should be normal practice for Board Members to claim authorised personal expenses.

A separate expense protocol will be required for NGCE staff and contractors in time – see HR Dept.

5. Big Lottery assessment visit

MB reported on a very useful conversation with Andrew Ward of Creetown Initiative about what to expect from the assessment visit. He recommended from his experience that our representation should be a maximum of three including MB as Chair and HK as Development Officer. A third Board member will be required to make up the numbers. It was agreed that all Members would be suitable but that the final decision may be made on availability. In the first instance it was agreed that MB should approach MW for this role. [Later. MB met MW who has agreed in principle, subject to availability.]

HK reported that there is still no indication of when the visit will be.

6. AOB

HK reported that Finlay Carson MSP had requested a meeting about extending the role of the CEO to include firefighter and police officer duties. Some doubts were raised as to whether one person could embody all of the required skill-sets, but the approach and the concept of partnership working were welcomed.

7. DONM

AGM, 3rd Nov, 7:30pm in Lower Town Hall, New Galloway.

Supplement to the Minutes.

In preparing the Calling Notice for the AGM it became apparent that we lacked Standing Orders with regards to Nominations and Proxy voting. Our Rules allow us to take decisions by Resolution of all Members outwith formal Board Meetings.

The following proposed Standing Orders have been circulated and approved, amended in the following form.

The Board agrees to introduce Standing Orders in relation to the conduct of Members' Meetings (AGMs and SGMs) as follows.

1. Nominations. *Nominations must be submitted **by a specified time** three days before an AGM or SGM to an address stated in the calling notice for that Meeting.*

Nominations must be in writing and bear the names and addresses of the Candidate, Proposer and Seconder. All three must be Members of NGCE. The Proposer and Seconder must sign the nomination and the Candidate must sign confirming he/she is prepared to stand for election and serve if elected.

2. Proxy voting. *Any Member who is unable to attend a Members' meeting may transfer her/his vote to a Member who is able to attend. This must be done in writing, naming the Proxy, and signed by the person transferring the vote. The Proxy must register their Proxy vote with the Secretary at the start of the Meeting. A Proxy vote cannot be registered or exercised at the Meeting in the absence of the signed transfer. A Member attending may exercise more than one Proxy vote.*

Helen Keron, 20th October 2016.