

New Galloway Community Enterprises Ltd
Minutes – Board Meeting
8th December 2016, 19:30, 15 Braeside

Present: Mike Brown, Sarah Parry, Dawn Spernagel, Margaret Watson, Mary Smith, Jean Marsden

1. Apologies:, Emma Harnett, David Briggs
Also Attending (from 8pm): Helen Keron.

2. Project Manager's further hours and remuneration.
[This item was discussed in the absence of HK]

It was noted that it had previously been agreed (Minute 7, MC meeting 160816) that the underspend of £1,160 on the Development Grant allocation for the Project Manager's employment could be allocated for specified work in the post-submission period. DS reported that HK had now invoiced a total of £1,155 for agreed work in the period September, October and November, until the eve of the Big Lottery Assessor's visit on 30th November.

Work is still required to be done on matters arising from the Assessor's visit, the forthcoming Share Offer and agreed legacy projects. There remains unallocated an underspend of £1,114.

It was agreed that up to £1,114 could be allocated to employing HK for the completion of work on the Assessor's visit and other specified tasks, subject to BLF approval. MB, SP and MW would confer with HK at an early date to identify, agree and prioritise the remaining tasks and estimate the hours and payments required. **Action: MB, SP, MW with HK**

3. Adoption of Minutes of 17 November 2016

In Minute 3a the name of Mary Smith should be added to the names of new directors to be submitted to the Co-op Bank and FCA.

Subject to that amendment, the Minutes were approved. Proposed SP, seconded DS.

Action: MS to provide personal details to HK. **HK** to notify Co-op Bank and FCA

[HK at this point joined the meeting]

4. Report on AGM (3.11.2016). Minute for submission to FCA on appointments.

Further to the Minutes of the AGM held on 3 November 2016 in New Galloway Town Hall, we record that the following were elected to the Management Committee of NGCE Ltd to serve until the next AGM for the year 2016/17. The names of proposers and seconders are listed in brackets.

David Briggs (Linda Garretty, Shona McKenna)
Mike Brown (Avril Bridgeman, Jean Jones)
Emma Harnett (Dawn Spernagel, Mary Smith)
Jean Marsden (Gerry Cinderby, Christine Rankine)
Sarah Parry (Tom Carlyle, Joseph Murphy)
Mary Smith (Helen Keron, Emma Harnett)
Dawn Spernagel (Emma Harnett, Mary Smith)
Margaret Watson (Maybelle Thomson, Andrew Frew)

The Office Bearers are as elected at the last Management Committee meeting, 17th November 2016:

Chair: Mike Brown,
Vice-chair: Sarah Parry
Treasurer: Dawn Spernagel
Secretary: Margaret Watson.

Action – MB to sign off this Minute and HK to inform the FCA and the Co-op bank of these changes to Directors.

5. Report on BL assessment visit

MB, MW and HK reported that the visit by the BLF Assessor took place on 30 November 2016. In a three and a half hour session our application and business plan were the subject of rigorous questioning. In the view of the NGCE participants, the meeting appeared to have gone well, but of course no indications were given as to an eventual outcome. A few key points arose that require immediate action, which follow in Minutes 6-8.

Action – MB write to key supporters of the project to update them on progress to date. (Members of NGCE were informed directly after the assessment visit).

6. Outcome of Assessor's visit - a) Amendments to Company's Rules

The Big Lottery has indicated that a number of changes require to be made to our Company Rules in order to meet BL requirements for receiving any agreed funding. We therefore agree to the following changes to the Company Rules:

Rule 1.3 Add the sentence: The 'community' is defined as the area enclosed by the boundaries of the Royal Burgh of New Galloway and Kells Community Council.

Add new Rule 3.3.6:

51 per cent of the Membership must reside in the community. An application from outwith the community which would reduce the resident share below 51% must be held in abeyance until such time as it can be accepted without breaching the requirement.

Rule 3.4

Delete: "The Management Committee may refuse any application for membership at its absolute discretion".

Replace with new text: The Management Committee may not refuse an application for membership without providing its reason for rejection in writing. No application may be rejected on the grounds of gender, sexual orientation, race, ethnicity, faith affiliation, age or disability.

Add new Rule 3.8.7:

No Member may be expelled on the grounds of gender, sexual orientation, race, ethnicity, faith affiliation, age or disability.

Add new Rule 5.1.1:

More than half of the members of the Management Committee must reside in the community area.

Addition to Appendix 6 (definitions)

Add the definition of 'community' in 1.3 above to the list of definitions in Appendix 6. These changes were adopted unanimously.

Action – HK update the constitution and send to FCA for approval. Also send signed scanned copy of these minutes to Andy Normansell, BLF. Also inform the Plunkett Foundation of these changes to their model rules and the reason behind it, for their information.

Action – MB submit changed, FCA approved constitution to Members for their final approval at the next Member's meeting (likely to be held soon after the BLF decision).

7. Outcome of Assessor's visit - b) Timing of collateral funding including Share Offer.

Andy Normansell (BLF Assessor) clarified at the assessment visit that even if the application is successful, BLF money will not be released until the £19,000 of matched funding is in place. This was not previously known by the team and presents a challenge, especially in the context of a press embargo that means any decision will not be announced for up to two months after the decision date. We have a social and moral responsibility to move as quickly as possible to buy Jim and Margaret Hopkins out and let them retire.

The agreed response is to launch the Share Offer in late January, or as soon thereafter as possible, i.e. before the BLF decision is made. The message will be: 'We need this money to unlock the BLF money, if we get it'. People will pledge to buy shares to specific values but will only pay if the main grant application is substantially successful.

- **Action – HK** to confirm with Andy Normansell that this approach will meet the BLF criteria.
- **Action – HK** ring Morven Lyons of CSS to discuss the action plan required for a January launch.
- **Action – HK** to ring Andrew Ward of Creetown Initiative similarly.

8. Outcome of Assessor's visit - c) Question of seeking charitable status.

It was agreed that we should seek charitable status through OSCR, as this would open up more fund-raising avenues for the future.

- **Action – MS** research the current OSCR criteria for charitable status
- **Action – HK** follow up with Callum of PortPatrick Harbour to find out how they did it.

9. Governance protocols. Draft of Audit Committee remit.

Mike will send this out again for review.

- **Action – All** to review and feedback.
- **Action - HK** to include on agenda for next meeting for adoption.

10. Membership officer. Job description.

Emma Harnett volunteered for this role previously.

Action – MB to discuss this with EH with a view to the draft job description being brought forward to the next meeting for review. To include:

- Data protection issues
- Membership register requirements
- Review periods
- Tracking of % of NG residents.

11. Treasurer's Report

Final spend on initially agreed BLF work:

£34,179 (including £1,000 on legal fees to review incoming BLF documents)

Therefore the Underspend on the £44,153 grant is **£9,974**.

Of this, **£8,860** has been previously agreed by BLF for further work and legacy projects.

This leaves a further **£1,114**. As discussed in Minute 2 above. it is the view of the Management Committee that we require this for further project management.

Action – MB to confirm with Andy Normansell whether we can use the money for this purpose.

Non-BLF funds:

£757 remains of our £2,000 Plunkett grant, which we can continue spending on costs incurred with being a BenCom and the Share Offer.

£629 of our own money, raised from share sales and donations.

12. Treasurer's Report on Board expenses (standing item).

None

13. AOB

- Legacy website: www.newgalloway.com was chosen as the desired domain name.
- Our current shop website – need to discuss how that is managed.
- **Action - HK** put on agenda for next meeting.
- CSS review study – they would like to use our project as a Case Study, because we have been helped by CSS. Agreed, subject to us seeing a draft of the text and approving it before publication.
Action – HK get back to Cara to receive written confirmation of the agreement.
- Men's Shed have submitted some ideas for the noticeboards for Board review.
Action – HK and MB to scan and circulate round the Board.

14. Date of Next Meeting

Tues 10th Jan, 7:30pm, Margaret Watson's house.

Helen Keron, 12th December 2016.