

New Galloway Community Enterprises Ltd
Minutes – Board Meeting
10 January 2017, 19:30, Craignelder, New Galloway

Present: Margaret Watson, Mike Brown, Jean Marsden, Dawn Spernagel.

Apologies: Mary Smith, Emma Harnett, Sarah Parry, David Briggs.

Also Attending (from 8pm): Helen Keron.

1. Apologies

Noted

2. Project Manager Remuneration

[This item was discussed in the absence of HK]

Further to Minute 2 of MC Meeting 161208, the Chair wrote on 20 December 2016 to Andrew Normansell of the Big Lottery seeking permission to apply the remaining unallocated underspend on the Development Grant of £1,114 to employing HK on remaining work relating to the legacy projects and for preparations for purchase of the shop property pending an announcement of the outcome of the grant application. Andrew Normansell replied on 21 December 2016 giving his approval. Management committee has discussed this and has decided that HK should continue to submit an hourly time sheet for hours worked.

HK has indicated that if work remained to be done after this remaining money had run out she would continue to work on a voluntary basis for the benefit of the project. We thank HK for this response and request that in this eventuality she continues to record and submit hours worked.

[HK then joined the meeting.]

3 Acceptance of previous minutes (8th Dec 2016)

Accepted. Proposed DS, seconded MW.

4. Matters Arising – information to FCA and Co-op bank, accounts signing.

- **Action – HK** send MW and DS up-to-date information on the Directors as elected at the AGM.
- **Action – DS** update Co-op bank accordingly
- **Action – MW** update FCA accordingly.

HK confirmed that the annual accounts need to be signed and submitted by the 30th June 2017, but in the mean time we need to clarify HMRC's position on corporation tax for Community Benefit companies. Although this year's liability is just £17, it sets a precedent and so needs to be correct.

- **Action – HK** work with Bell Ogilvy (accountants) and HMRC to clarify Corporation Tax situation and report back to the Board.

5. Outcome of assessor's visit - constitutional changes

Andrew Normansell of the Big Lottery approved all the changes suggested i.e. our constitution will be complaint with BL eligibility criteria when they are implemented at an EGM. It was agreed to check with the FCA that they are also acceptable to the FCA, prior to adoption at the EGM, in order to speed matters up.

- **Action – MW** (with HK support) to ring FCA to discuss.

6. Outcome of assessor's visit – clarification on funds required

MB informed the Board that further to an email from Andrew Normansell on the 15th December 2016, only £7,000 (of the promised £19,000) now needs to be raised by NGCE in the first instance to access the full BL grant. This is great news, but the Share Offer will go ahead with a target of £20,000 as planned.

7. Outcome of assessor's visit – charitable status

This action is ongoing – HK has made contact with Calum from PortPatrick and now needs to arrange a phone call. It was also suggested that Ivy Stanley may have useful information.

Action - HK progress information gathering.

8. Audit committee remit

The draft remit for the proposed Audit, Finance & Risk Committee has been circulated and approved. A copy is attached to these Minutes.

9. Web writer applicants.

Two high-quality applications were received. It was agreed to contact the New Galloway applicant with a strong background in tourism and marketing as well as website creation and optimisation in the first instance.

Action – HK and SP meet applicant for an informal chat, and SP is empowered to confirm the contract with her at that point if the meeting goes well.

10. Treasurers Report and Board expenses.

DS reported that the BL budget stands as at December.

- Mike Brown submitted an expenses claim for £15.50 on the 14th December 2016.

11. Share Offer launch

It was deemed critical to know the exact timings of any BL announcement in the planning of the Share Offer timings.

Action – MB to contact Andrew Normansell for clarity. **Update** – AN confirmed that the decision will likely be made on the 2nd February 2017, and we will be told on the 2nd or 3rd. There is the possibility that the decision will be held over until later.

It was agreed that we would extend Martha Schofield's contract for the logo creation to the design of the documentation, subject to her confirmation that she would be able to deliver the work within the short timescale.

Action – HK liaise with Martha about this, and commission her work if so.

Action – MB, SP and MS (subject to her consent) to form a sub-committee to create a first draft of the brochure for review by the Board at the end of next week. It should include:

- Q&A section
- Statutory information about the financial implications of a Share purchase
- Best practice content and layout from other Share Offers
- Information from the Business Case, as required.

Action – HK liaise with CSS to get statutory text etc. **Update** – see previously circulated link to the CSS Handbook, which has all required information. CSS will review the first and final draft of the documentation to offer advice.

Promotion

It was agreed that a Share Offer brochure and application form should be put through every door in the village.

Action – MW to create an initial list of contacts who should be contacted individually to promote the offer.

Action – HK ask Alan Smith of GCAT whether they would promote it via their list of contacts.

It was agreed that some form of Launch event would be required, but the format was difficult to picture.

Action – All think about how we could do this! In the Town Hall – drop in session? Presentation? Drinks and nibbles? Music?

It was agreed that a Press release for the Share Offer and launch event would be required, and perhaps another one when we visit the school.

Action – HK draft press releases and submit for review.

It was agreed that HK should visit all community groups who meet in the month of the Share Offer to promote it – she mentioned it to them in June, so they will all be expecting to hear more.

Action – HK as above.

It was agreed that all existing members should be written to at the start of the Share launch, making it clear why it is happening and thanking them for their support to date.

Action – MB as above.

This is going to be a lot of work in a short amount of time, but it should be achievable. All support welcome!

12. AOCB

- a) A draft Job Spec for the Board role of Membership Officer has been created.

Action – MB circulate for review.

Action – All review and feedback.

- b) HK is liaising with our conveyancing solicitors, John Henderson and Sons (Iain Murray contact) with respect to getting all the legalities in place before any grant offer is made. **Update** – All Board members to furnish HK with original photo ID and proof of address on Tuesday morning, to satisfy JHC's regulatory requirements.
- c) The BLF Development grant must be closed out i.e. spent before the new grant can be allocated.

Action – HK continue to chase all contractors for their invoices and support **DS** in creating an end of grant report as required.

- d) A reminder that an EGM will be required in the event of a successful application, to update all members and change our constitution.
- e) A brief update in the Glenkens gazette is required by the end of this week.

Action – MB as above.

- f) Many thanks to Margaret for her hospitality at the meeting!

13. DONM

TBC, dependent on the date of the Share Offer launch and progress towards it.

Helen Keron, 12th January 2017