

New Galloway Community Enterprises Ltd  
**Minutes – Board Meeting**  
23 February 2017, 19:30, Dalveen

**Present:** Margaret Watson, Mike Brown, Jean Marsden, Dawn Spernagel, Emma Harnett, Sarah Parry, David Briggs.

**Apologies:** Mary Smith,

**Also Attending:** Helen Keron.

### 1. Apologies

Noted

### 2. Acceptance of previous minutes (10<sup>th</sup> Jan 2017)

Accepted. Proposed DS, seconded JM.

### 3. Matters Arising / Progress Update

HK and MS plan to speak to the FCA on Friday 24<sup>th</sup> to discuss new Directors and changes to the model rules. **Update** – this meeting led to the discovery of some useful resources on the FCA website, which HK will summarise and distribute to Board members for future use.

HK has clarified that as a BenCom, we do need to pay Corporation tax on last year's (negligible) profits. Before we start to make any significant profit, therefore, we need to change our Model Rules to match those of PortPatrick Harbour BenCom, which are agreed by OSCR as being compatible with charitable status. Bearing in mind that we have other changes to the Model Rules required to comply with BLF requirements, it was agreed to change the constitution to reflect both these sets of changes at one EGM, to be held promptly after receiving news of the BLF grant verdict. They will then need to be submitted to the FCA for agreement (see above). **Action – HK** create the new proposed Model Rules and circulate for review.

### 4. Big Lottery timeline

HK confirmed that according to existing BLF information and with no recent updates, the BLF Board is believed to be meeting on Tuesday 28<sup>th</sup> February and Thursday 2<sup>nd</sup> March to decide on the grant allocation, and that all groups should be notified of the decision shortly after that. However, there will still be a press embargo in place.

### 5. Share Offer

The Share Offer brochure was reviewed and agreed by the Board. Our thanks to Martha Schofield for an excellent design and to Sarah Lane for volunteering her time to review and improve the message within the brochure.

It was also agreed:

- The Share Offer will commence on March 12th (subject to the CSS Standard award timetable progressing as expected)
- It will close midnight 28th April.
- The Launch Event will be a coffee and home-baking afternoon on Sunday March 12th, 2-4pm. **Action – MW & DS** liaise re hot drinks and home-baking.
- It will have 15 minute slots of entertainment throughout the time – CatStrand singers, Scots verse, Ukulele group, guitar group. **Action – HK** approach these groups and see if they would be interested. **Action – HK and EH** to meet on Thursday 2<sup>nd</sup> to discuss plan further.
- There will be more detailed information about the Share Offer downstairs in the lower town hall.
- The Share Launch will be publicised as soon as possible via posters around New Galloway. **Action – HK** contact Martha Schofield re design.

It was also agreed that on the morning of the 12th, and for the duration of the Share Offer, the following would be required:

- One landscape 6'x2' banner, probably under the Royal Burgh sign as you enter New Galloway.
- Lamppost signs on most lampposts
- Posters in all venues
- Flyers to take away
- Brochure plus application form to be delivered to all households.

There will be two information events held on Thursday 23<sup>rd</sup> March in the town hall from 2-4pm and 6-8pm. **Action – HK** book town hall for all events.

The website must be updated to reflect the Share Offer. It will have the Share Offer brochure and the application form available to download, and the Business Plan available on request. **Action – HK.**

HK will attend all local community groups held in New Galloway in the period of the Share Offer to publicise the event and answer any questions.

#### **Further publicity:**

- **Action – MB** email all members prior to March 12<sup>th</sup> to update them on plans.
- **Action – HK** invite Galloway News to the Share Launch event and send them a press release afterwards (with MB).
- **Action – HK / MB** submit an article to the April / May Glenkens Gazette about the Share Offer.
- **Action – All** consider who from outwith the parish it would be sensible to approach personally or via email about the Share Offer. Liaise through MB to ensure that the same people are not approached more than once.

#### **Administration:**

- Pledge forms can be collected from and returned to the Post Office, CatStrand, Shop, the Smithy and Dalveen (our registered office).

- Brochure display stands, ballot boxes and envelopes will be required for a professional administration.
- The entry of new members into the membership register and checks that 51% are from within the parish must be kept on top of daily.

## 6. Role of Vice-Chair

Sarah Parry indicated that due to her imminent move away from the village, she could no longer stand as Vice-chair, and in fact tendered her resignation from the Board for the same reason. The Board thanked Sarah for her most valuable advice and support over the last 2 years, and wish her well in her future plans.

In the light of this, MB proposed and DS seconded Jean Marsden as new Vice-chair. JM accepted the nomination.

## 7. Co-option of Board members

Two new Board members were proposed for co-option, bringing the number of Board members up to the maximum of 9. **Action – MB** approach the proposed members and see if they would be interested in joining the Board. **Update – Sarah Lane** will be joining the Board as a co-opted member and we welcome her with thanks. The other proposed nominee has still to be contacted.

## 8. Membership register

EH and DS demonstrated the new membership register, which is compliant with data protection and FCA governing legislation. The register was adopted as our new model, with thanks to Emma and Dawn for their work on it. **Action – HK** set up a new Google gmail account for NGCE so that this can be used to password protect the register as a Google doc. This gmail account also to be used for the Share Offer administration.

## 9. newgalloway.com

Due to time constraints, the new website was not reviewed in any depth, but feedback is required for the creators. **Action – All** go to newgalloway.com and feedback to Helen any issues with the direction / tone / style / content before the 3<sup>rd</sup> March.

## 10. Noticeboards

HK reported that the Men's Shed were progressing the noticeboards well, but that approval should be sought from DGC before they commence work. **Action – HK** inform DGC of our plans.

## 11. Peer support of other projects

It was agreed to share a PDF version of our Business Plan with Colinton Village Shop project, in recognition of the support we received from other groups in our early days. **Action – HK. Done.**

## 12. Financial situation.

Remaining funds in BLF account after HK Feb invoice paid ~**£1,500**, which will be required for the accountant's and solicitor's fees.

Remaining funds in Plunkett account: £517. It was agreed to use £200 of these to pay Martha Schofield for the increased scope of the design work, leaving **£317** to be spent on the Share Offer launch.

Community Shares Scotland have allocated us **£2450** (to be drawn down), which covers:

- Initial £800 for design work
- £200 rent
- £570 printing
- £860 project management throughout the share offer period.

We also have **£629** of Shareholder's initial investment remaining out of £780 donated, so we can cover withdrawals in the event of a negative BLF decision for up to 62 members, which will hopefully not occur.

### **13. Signing of accounts.**

It was agreed that MB can sign the 1205/16 accounts and submit to HMRC / FCA as required. **Action** – **HK** bring accounts to Mike for signing and send them on as required.

### **14. Board expense claims**

None.

### **15. AOB**

None

### **16. DONM**

TBD, after Share Launch and BLF decision!

Helen Keron, 27<sup>th</sup> February 2017