

New Galloway Community Enterprises Ltd

Minutes of Management Committee Meeting

15<sup>th</sup> May 2017

Woburn, New Galloway

1. **Apologies** – None.

**Present:** Margaret Watson, Craig Millar, David Briggs, Sarah Lane, Jean Marsden, Mike Brown, Mary Smith, Dawn Spernagel, Emma Harnett.

Also attending: Helen Keron.

2. **Minutes of last meeting.**

- Agreed. JM proposed, DB seconded.

4. **Matters Arising**

- The Big Lottery meeting with Andrew Normansell and Mark Hilton went very well – they had some clear advice for us re bank accounts and governance protocols which we are implementing. Overall the impression was very positive.

They will release the purchase cost funds according to this process:

- a) We offer to purchase (**Update** – offer letter sent 16<sup>th</sup> May 2017)
- b) Jim Hopkins accepts.
- c) Our solicitor sorts out the title deeds etc.
- d) Our solicitor produces for the BLF a Deed of Title, a Standard Security and a Legal Opinion – all BLF documents that he has in draft form.
- e) The BLF solicitor reviews all of these and confirms they are acceptable to the BLF (may take 2 weeks).
- f) The BLF solicitor confirms to Andy Normansell that he can release the purchase funds.
- g) He releases them – that can take another 2 weeks.
- h) They come to us, we give them to our solicitor, he buys the property for us.

Andrew Normansell did raise a concern about the time this process would take if we are committed to a purchase date and don't have the funds available on that date. However, the offer has been worded such that the date (30<sup>th</sup> June) can slip if necessary, and in the context that we and the Hopkins are working, it was agreed that this isn't seen as an issue.

The BL will release the other capital costs (construction etc) to us on receipt of an authorised invoice, and the operational costs in advance in one tranche at the

beginning of each year. Grant Year 1 commences on the date of purchase of the property.

**Further update** (not discussed at the meeting):

- The Year 1 Capital grant will be **£619,893**, of which £253,330 is purchase costs and £369,988 is construction costs
- The Year 1 Operational grant will be **£46,343**, of which £34,262 is shop subsidy and £12,081 is Community Engagement Worker salary and expenses.

**5. Project update** – HK

- Noted

**ACTION** – HK get JM set up on DropBox

**ACTION** – Anyone who would like to attend Holyrood on the 14<sup>th</sup> June, let HK or MB know.

**ACTION** – MB to write to MSPs asking to meet them there.

**6. Update on Membership** – DS

- 236 actual paid-up members (268 pledges). 68% of current members are from New Galloway. £20,720 received so far (£24,030 pledged in total).
- The Board thanked Dawn for the huge amount of work involved in administering the pledges and noted the great response to the Share Offer.

**7. Bank account creation** – DS

- Bank details signed for the creation of a second, operational bank account with the Co-op. Some discussion about the length of time this would take and the standards of customer service from Co-op, but it was agreed in the end that no other bank was likely to be better.

**ACTION** – All return their signed forms ASAP to Dawn if not done at the meeting.

**Update** – all received, application to Co-op sent.

**8. Offer letter for Purchase**

- Agreed unanimously, with a few typos corrected.

**ACTION** – HK inform Hendersons to issue the letter, subject to those corrections.

**Update** – done. Offer letter sent to Jim and Margaret Hopkins' solicitor Tuesday 16<sup>th</sup> May.

**9. Confirm set up, remit and Membership of the Property Purchase Sub-Committee**

- Agreed that this would just be a working group of MB and JM for HK to run purchase matters past with a prompt turnaround. Substantial issues

would be brought to the Board via email, flagged as non-routine correspondence.

#### 10. Discussion and decision re role of **Community Engagement Officer**

- It was agreed to change the title to Community Engagement Worker and to increase the hours from 16/week to 20/week for the same salary to bring the hourly rate more in line with the General Retail Manager's. **Update** – both changes agreed with the Big Lottery.
- The job description was refined to make it clear that the CEW was there to support all members of the community, not just the 'vulnerable' ones, as it was felt this would be off-putting to people who might need support but didn't want to be classed as vulnerable.

**ACTION** – HK update job descriptions and send out to sub-committee for further review (see below).

#### 11. Job specifications and Advertising Strategy

- Agreed with a few changes (see below)

#### 12. Confirm set up, remit and Membership of **Recruitment and Staffing sub-committee**

- DB, SL and MS agreed to form a temporary Recruitment sub-committee to work more on the Job Descriptions, advertising and interview plans.

**ACTION** – HK call a meeting this week to discuss, with a view to getting the advertising for the General Retail Manager started early next week.

**Update** – Meeting held Thursday morning, 18th. Final job descriptions and advertising strategy circulated to Board, BLF and HR Dept for final review Thursday evening. Advertising for the GRM commenced 23<sup>rd</sup> May in line with advertising strategy.

Also note that the CEW is in fact only funded for 10 months of the first grant year, which starts on the date of property purchase. Therefore their advertising timeline can be delayed and full focus put on the GRM.

#### 13. Share Certificate information / distribution

**ACTION** – all to read and comment, for final distribution in approx 2 weeks.

#### 14. Electronic payments protocol

- Discussion and suggestions made for amendments.

**Update** – amendments made, protocol sent to BLF for review, BLF accepted changes. Final protocol will be brought to next Board meeting for approval.

#### 15. [WWW.newgalloway.com](http://WWW.newgalloway.com)

- Last call for review before it goes live. **ACTION** – all.

## 16.FCA submission of changes to constitution

- MW signed submission as Secretary, now just need Chair to sign in front of a solicitor.

**ACTION** – HK to progress.

## 17.Memberships – Third Sector D&G, Biosphere?

TSDG membership agreed. **ACTION** – all to review Biosphere charter for discussion at next meeting.

## 18.Sharing information Dalry Community Properties Trust (DCPT) has requested access to anonymised survey results to assist their grant applications. HK declared an interest as a DCP trustee.

- Agreed to share anonymous survey results.

## 19.Update on budgets (issued post-meeting):

- **Plunkett grant** of £2,000 – £567 carried forward into new phase, can be put towards recruitment advertising costs.
- **CSS grant** of £2,450 – all spent and accounted for.
- **New CSS grant** of £997 being applied for to cover extra Share Launch costs. Waiting on Town Hall invoices to submit.
- **BLF grant** of £44,873 – all spent and accounted for (including underspend projects) apart from £954 which will be carried forward into new phase and can be put towards legal costs.
- £21,733 of **Share Offer and other funds** will be put towards agreed shop expenses (goodwill; stocking)
- £1,191 of Share Offer left over as completely unrestricted funds. This will increase as the final pledges come in – we should have over £4,000 of unrestricted funds by the time they are all recovered.

New Cost Monitoring spreadsheet started with new budgets – old one archived.

## 20.Notification of Expense Claims (standing item) – None

## 21.AOB

- Brief discussion as to where to put the shop when it shuts – Town Hall? Jim Hopkin's study? Agreed to discuss in detail closer to the time and when the GRM is in post, as they will have a view.

## 22.DONM – As necessary.

Helen Keron, 19th May 2017.

## New Galloway Community Enterprises

### Progress Report

Helen Keron

15<sup>th</sup> May 2017.

#### Share Offer

I should say for the record that we raised just over £24,000 in the Share Offer (assuming all pledgers pay up!) and an additional £1,600 in fund raising, thank you all very much! Added to our remaining initial members' fees of £600 odd, this gives the 'over £26,000' amount we are publicising.

Of that, £21,000 will be needed for shop costs over the next year, so we have £5,000 of unrestricted funds at our disposal, which will no doubt come in very handy.

We now have 268 members, 67% of whom live in New Galloway. A really excellent outcome.

I have shared our statistical info with Community Shares Scotland, which they were very grateful for, and they continue to publicise our work through the PR consultant they offered us.

#### Timeline

The outline timeline has been published in the shop and online, regular updates will be posted next to it as things move on.

#### Lawyer

Iain Murray, our solicitor, is adamant that he cannot prepare the draft Certificate of Title and Standard Security for the Big Lottery until he has received back a confirmed acceptance of the offer from Jim and Margaret. Andy Normansell of BLF is uncomfortable about this, but I have pushed Iain as hard as I can and he is not budging.

The Offer letter (if agreed tonight) will go to him tomorrow and then hopefully off to Williamson and Henry asap. I have spoken to Jim and said that if there are any issues with it, he is to come to me, not W&H, as that will be the significantly cheaper route all round.

Iain is still working to the **end of June** for completion of the purchase.

#### Building works

Marc Henkleman is keen to get going on creating the Building warrant, but needs access to the house, which has been difficult to request while Margaret has been so ill. However, access was agreed today, so he can get going on that. He needs to submit that and will then move on to creating the Bill of Quantities with the Quantity Surveyor, which will form the basis of the tender contract documents for the builders.

#### BLF grant

Just to say again, the Big Lottery will release all the capital funds required for the house purchase on receipt of our Starting Grant form. We can only fill this in once they have

agreed the signed Certificate of Title and Standard Security. It will take 15 days after that to get to our bank account.

They will release the funds for the electric van when we can show them 3 quotes and say which one we want.

Renovation costs will be paid as the builders invoice us; we will send the invoice to the BL, they will send the money to our bank account and we can pay the builders. So when the time comes, we'll have to be quite slick at that, to get it done within the builders' terms.

Operational costs will be paid in advance annually! So that should fix any cash flow worries...

There are various Ts&Cs attached to the grant, of course, which it would be good if all Board members read over at least once. The link to them is in a Dropbox folder: 'NGCE Board2/BenCom Society/New Board members - info pack'. You can have a look at all of that, it's good stuff!

They have released ~£6000 of advance funds from our total award just now, to cover costs before we get the main amount coming through.

## **Recruitment**

The advertising strategy and job descriptions are complete and ready for review and sign-off tonight. I'll attach them again with this, have a look before the meeting if you can as we have a lot to get through. Thanks to Emma and Sarah for their support on this. I have also canvassed the Stewartry Integration team, Third Sector D&G and the Carsphairn shop manager for their thoughts, and am talking the Retail General Manager one through with our Plunkett mentor tomorrow. So I think they're pretty good, but we do need to discuss this evening about the exact role of the Community Engagement Officer. Also the title!

If agreed tonight, I propose we should advertise for the CEO and RGM (Retail General Manager!) immediately. The process will take at least 4 weeks, and we will hopefully own the property in 6, so allowing for notice periods, it could be quite tight.

Sarah suggested that we recruit the RGM first and then allow them to be involved in recruiting the Shop Assistants, which I think is a great idea.

## **Community Engagement Officer**

This is what we promised the Big Lottery:

We will offer a range of services through a 16 hr/week Community Engagement Officer based in the large back-office of the shop. As summarised in Section 2.1, they will:

1. Operate a community engagement service including:
  - Advocacy – understanding and accessing benefit entitlements (particularly older and unemployed people), including expert drop-in clinics.
  - Sign-posting – supporting people to access relevant services in the event of a life-changing event.

- Be-friending – supporting the more vulnerable members of our community in non-crisis situations such that they are informally monitored and helped.
2. Foster a more vibrant local economy by:
    - Working with existing small businesses and facilities such as the Town Hall to create, maintain and promote a unified tourism resource and to increase services for New Galloway.
    - Working with local entrepreneurs to encourage their ideas and provide access to wider support, including expert drop-in clinics.
  3. Ensure that a holistic view for meeting the needs of the residents and visitors is achieved by partnering with existing charitable providers in the village. For example by increasing the volunteer pool in the village, referring people across the services or by partnering with the CatStrand to offer accommodation deals for their big events.
  4. Enhance community resilience to emergency situations by coordinating the DGC and volunteer efforts at such times, and using the self-catering accommodation as a community refuge.
  5. Facilitate community projects – small or large scale projects, such as oil and wood-pellet co-operative buying systems, or community event days.

In addition, they will:

6. Run volunteer food-business courses on how to meet Environmental Health and Labelling standards, to encourage the creation of food micro-businesses.
7. Open the communal laundry needed for the self-catering accommodation to New Galloway residents at certain times.
8. Partner with the local Glenkens Transport Initiative (GTI) to offer a free bus service to and from the shop and the local community lunch on Tuesday mornings.
9. Offer our electric van for hire within the community. There is no local vehicle hire service.
10. Offer bike hire to the self-catering visitors and residents to create a self-employed opportunity and increase physical activity levels in the area.

In addition, the Social Impacts they should make are:

<ul style="list-style-type: none"> <li>• Offer a sign-posting service through the Community Engagement Officer that will allow people to access relevant social services at times of life upheaval.</li> <li>• Host financial-maximisation surgeries to ensure that older and unemployed / low-waged people are aware of the range of benefits they are entitled to.</li> </ul>	<ol style="list-style-type: none"> <li>1. People who are recently bereaved, divorced or unemployed will have the opportunity to find out more about the services available and helped to access them if they so wish.</li> <li>2. 2-monthly surgeries held on a variety of relevant topics.</li> </ol>	<ul style="list-style-type: none"> <li>• Local residents will have the stress of large life events reduced by a supportive system that guides them through.</li> <li>• Local residents will be assured that their income is maximised, or supported in achieving this.</li> </ul>
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<ul style="list-style-type: none"> <li>Administer oil and wood-pellet buying co-operatives from the back-office.</li> </ul>	<ol style="list-style-type: none"> <li>Local residents sign up for the co-operative and save money on their fuel bill.</li> </ol>	<ul style="list-style-type: none"> <li>Rural fuel poverty is reduced and all participants experience economic benefits.</li> <li>The impact on the environment of multiple tanker visits to the village is lessened due to a more efficient schedule.</li> </ul>
<ul style="list-style-type: none"> <li>Partner with the Glenkens Transport Initiative to offer free bus transport to and from the shop and the local Tuesday Town Hall lunches.</li> </ul>	<ol style="list-style-type: none"> <li>5 people per week in Year 1 brought in from the surroundings for a social trip out and to purchase provisions.</li> </ol>	<ul style="list-style-type: none"> <li>The social isolation facing (particularly) older people living in extremely remote areas is alleviated.</li> <li>More people are trained as volunteer drivers, increasing community capacity and personal skills.</li> </ul>

We just need to make finally sure that the job description as attached will deliver this and also that the tone of it is right so that all Board members are completely clear on who we are trying to recruit. Tricky but important!

### Community Shares Scotland grant / event

I will be applying this week for an additional £900 back from CSS for the Share Offer costs – our contact there was quite positive about it, because it would still bring our micro-grant in at £3300 and you can ask for up to £5000. So fingers crossed for that.

They are hosting a 30-year celebration event in Holyrood in June and have asked Mike and I to attend – there’s room for one more if anyone else would like to come. 6–8pm on Wed 14<sup>th</sup> June.

### Bank Account

The Big Lottery has firmly suggested that we open another bank account from which to run the shop and businesses operational transactions. This makes a lot of sense, in that that one would then periodically ‘apply’ to the big chunk of operational money sitting in the Grant bank account for their necessary subsidy, which would make the oversight and governance much easier. So Dawn is entering into yet another extremely painful and protracted interaction with the Co-op to make that happen – **please could everyone yet again bring their bank account number and sort code along tonight so we can get the forms filled in.** Sarah and Craig, you don’t need to, as co-opted Directors.

### Memberships

Third Sector Dumfries and Galloway would like us to join as a corporate member – it’s the least we can do, I would say, considering the amount of support we’ve had from them. It’s free, I should say!

I would also like to propose that we join the Biosphere – see here for the link <http://www.gsabiosphere.org.uk/get-involved/charter/> – we don’t have to decide tonight, it’s just something to think about. It’s also free.

### Share Certificate info

Attached to this email is the proposal for the wording to go out with the Share Certificates. The bottom section 'ways to get involved' is up for discussion (as is all of it!).

## **FCA**

Our accounts were submitted on time (end April) and I have confirmed that they have been received.

The changes to our constitution as agreed at the SGM need signing tonight and then they can go to the FCA. Once they are agreed I propose sending the modified Rules back to Plunkett, who gave them to us in the first place, so that their base copy is allowable for the Big Lottery. This might be useful to them.

## **Electronic payments protocol**

This is attached to the email as well – I'd like to get it agreed tonight, then I can send it off to the Big Lottery for their information / approval.

## **Training**

- Charlotte Foster of Plunkett will come over in mid-July to train the RGM and as many of the team as would like in the ins and outs of running a community shop. We have 2 days of her time already paid for.
- There is a Third Sector D&G training session for Management Committees / Secretaries of BenComs planned in mid-June, to discuss their responsibilities. I think we are ahead of most of them with that briefing note on FCA requirements that I put together, but it will still be interesting. I will attend on our behalf, and all others are welcome to, as the dates are known.

## **Sharing of Information, Dalry Community Properties Trust (a SCIO).**

Full disclosure – as part of my volunteering roles, I am advising DCPT on how to apply for Big Lottery funding to fund the Community Centre there, which I have been involved with for 5 years now. It would help their application a lot if they could have access to:

- The results of our Needs Survey
- The R&R for the Community Engagement Officer – they are going to apply for a very similar position.

And if they could say that they will be working with us and learning from us.

Anyway, needless to say, I have not shared any of this information, and will not if the MC decides not to.

Helen Keron