

**New Galloway Community Enterprises Ltd
Management Committee Meeting Minutes
Monday 25th November 2019, 7.30pm in New Galloway Fire Station.**

- 1 **Apologies:** Dave Briggs
- 2 **Present:** Mike Brown (Chair) Sheila Dressler, Wendy Leach, Jean Marsden, Jon Nimmo, Dawn Spernagel, Joan Walker, Margaret Watson
- 3 **Adoption of Minutes of the Meeting 30th September 2019:** Proposed by WL Seconded by JN
- 4 MB reported to the meeting that Margaret Hopkins, former co-owner of New Galloway Shop had recently died. It was agreed that **MB & JM** would write to Jim Hopkins on behalf of the Board.
- 5 **Treasurers report:** DS explained the bank balances shown in the treasurer's report (previously circulated). She also explained the division of the unrestricted funds. The unrestricted funds will in future be shown allocated into three headings: 'Operational Reserves, Maintenance Reserves and Strategic Reserves'. The first will be maintained at a level of £500 to cover any routine Board outlays. Any remaining incoming unrestricted reserves will be allocated on a 60:40 ratio between the Maintenance Reserve and the Strategic Reserve, the latter designed to cover 'rainy days' and potential new projects in due course. The allocations are indicative and the Board can move between funds at its discretion as need arises. Unrestricted reserves currently total £6k.
Some of the figures for the food month in September were incomplete as some payments are still to come.
The Community Engagement Worker worked extra hours on the food month and it was agreed that she should invoice for these and that the payment should be met from surplus funds from the food month.
It was noted that the self-catering accommodation balance is now in the black. Occupancy rates have reached 58% which surpasses expectations for the first year of operation. Figures for retail margins are increasing and the board felt that this is very positive.
 - a) Preparation of Annual Accounts – update. DS hasn't heard from the accountants on this yet so will make enquiries.
 - b) Share relaunch. A member has volunteered to approach suppliers to invite them to become shareholders. Concerns were expressed on the impact of this on the client/supplier relation. **MB** will contact Community Shares Scotland and the Plunket Foundation for observations on such a practice. He will also write to the member thanking her for the offer and explaining the situation.
MB suggested that new residents could be invited to the AGM so they will learn more about the business and be more inclined to buy shares. The Board agreed to this proposalThanks were expressed to DS for her work and presentation of the treasurer's report.

6 Retail Business report: The full retail report had been circulated to members. As noted above, margins are up. Christmas window displays are in place and Christmas hampers being promoted. Orders for these will be taken at the Catstrand Christmas Shopping day.

Small Business Day will be supported on Saturday December 7th with informal tasting in the shop.

There will be a Christmas tasting event on December 12th with several suppliers attending. Response to more regular social media interaction has been very positive, thanks to SD for this.

Amy Laye has started as the seasonal retail assistant working mainly at the end of the day assisting with re-stocking, cleaning and making up hampers.

A quieter time has allowed staff to do a thorough clean of the shop and back areas. A large volume of extra stock has been purchased ready for the Christmas period. In connection with this **MB** will check that the insurance will cover extra stock in hand. [MB has confirmed this is in place]

6.1 Customer survey: The Board agreed to the suggestion of a customer survey in the New Year. This will be both in paper form and online and a prize will be given to the winning number.

6.2 Green week: In conjunction with an article in the winter edition of the Green Handbook it was agreed that a “Green week” in the quieter months of January or February could boost sales. The shop staff have already shown an interest in this promotion.

6.3 Staff bonus: It was agreed that a Bonus Pot should be given to **Lynsey Hogg** to distribute among the staff and the cleaners for Christmas.

7 Letting Accommodation report: As mentioned in the treasurer’s report occupancy levels have increased with last minute bookings of Stroan through Airbnb. This follows updated photos from Ian Biggar being put on the website on October 15th.

A deep clean of Skerrow has been performed and one is planned for Stroan in early December.

A boiler service and PAT testing are booked for the beginning of December.

Feedback from guests continues to be positive.

Laundry sales average has reduced mainly due to one regular customer no longer requiring it. It was agreed that the laundry is likely to be used more in the spring.

8 CEW report: The full report had been circulated in advance.

The September food month had taken up a lot of time but had been very successful. Sam Rushton reported that it had taken more time than expected and she will plan it better if done again next year and consider lessons learned. SR has met and gained feedback from NGCE, communities, businesses, individuals and support teams. She has also given verbal reports and feedback to Food Connect Local.

The oil purchasing scheme is continuing to go well.

Community initiatives include supporting the Celebratory events committee and many individuals.

Thanks were expressed by the Board for the work done by SR particularly during September.

9 Property/Services

- a) Architect’s end of year survey – this survey which took place on November 13th by Marc Henkelman is not a “wear and tear” survey but “end of rectification survey”. His report has gone to Luce Bay who will have to agree and make good the points raised and

once MH is satisfied he will recommend the release of the outstanding money to Luce Bay which will complete the contract.

- b) Boiler emergency procedures – Following a fault reported on the boiler (which was quickly rectified by the contractors) MB suggested that standby arrangements should be made and formalized for all staff to know should there be future problems with the boiler. **MB** will draft notes for staff on this.
- c) Garden tool store. Following some discussion the Board agreed that the best option would be to have a small shed on a proper base. This can then be used to store the mower, other garden tools and also the garden furniture all of which would deteriorate if left outside all winter. The board agreed that **JN** should organize this taking advice from Barnkirk regarding the base and asking Sam Cartwright to do the base. [Later: SC not available to build base. Barnskirk installed the shed]

10 Audit Committee – It was agreed that JW would contact members of the Audit committee with 3 proposed dates in January for a meeting and arrange the one most suitable to all members.

11 Governance - Rolling review

As the first stage of our rolling programme of reviewing governance and policy documents Board members were asked to study four documents - the **Constitution (Model Rules)**, **Management Committee Code of Conduct**, **Conflict of Interest Protocol** and **Management Committee Expenses Protocol** - to ensure they met our needs.

The **Constitution** can only be changed by a decision of an AGM or SGM, but the Board as Management Committee can make recommendations. One significant omission identified was the absence of any reference to the appointment and regulation of signatories to bank accounts. It was agreed that a paragraph to address this omission would be drafted by SD, JN & MB and circulated to the Board. Once agreed it would form a proposal to be tabled at the AGM in March. It was also recognised that there were a number of typos and errors in formatting in the present document and it was agreed that the same group would make the necessary changes.

Two amendments to the Management **Committee Code of Conduct** were proposed and agreed. Changes are in italics.

Paragraph 1.2

As a condition of remaining a member of the Management Committee, *or any committee or sub-committee set up by it*, all committee members, *including co-opted members*, agree to comply with this Code of Conduct.

Paragraph 5.2.1 full details of the alleged material breach shall be put in writing, together with details of the grounds upon which it is considered not to be in the best interests of the Society for them to continue as a Committee Member, and sent to the Committee Member concerned to be received *not less than one calendar month* before the meeting;

The second change brings the timing of notification in line with the timing stated in the Constitution (3.8.3) for dealing with alleged breaches by Members of the Society. The amendments will be incorporated in the document and the introduction amended to read "Reviewed, Amended and Approved by the Management Committee: 25 November 2019"

No changes were proposed to the **Conflict of Interest Protocol** or the **Expenses Protocol**. The introductions to both documents will be amended to read "Reviewed and Approved by the Management Committee: 25 November 2019"

12 Community relations

- a) Loch Ken Development meeting 20th Nov. – JW and SR attended this meeting and JW reported that it was an informal initial meeting hosted by Barnaby Fryer the new Loch Ken Alive Officer.
The aim is to improve facilities on and around Loch Ken with emphasis on sustainability. He aims to have an overall plan with online information for events, festivals etc. pulling all the organisations together and improving the local economy. The project is currently funded by GGLP with hopes of more funding from various sources in future. A number of suggestions were put forward including better access to the shoreline with parking, footpaths, picnic spots, wheelchair access and possibly a café. Another suggestion was an electric powered ferry boat at Parton with stops around the loch.
- b) "Ambitious Communities" Meeting – 4th December, at present nobody is available to attend this meeting on behalf of NGCE.
- c) Glenkens Development Trust – meeting 6th December. **SR** and **MB** hope to attend this meeting on behalf of NGCE.
- d) SD had also been to a previous meeting in Dumfries but unfortunately was only able to attend a part of it. There were discussions there about sustainability and funders and **SD** hopes to meet one of the members again about this for further information.

13 Notification of Expenses Claims

Mike Brown had expenses which was paid on September 13th totalling £34.32. Purpose a) Mobile phone as contact point for occupants of flats. b) Stamps and stationery.

14 DoNM Monday 27th January, **AGM** Thursday 5th March.