

Minutes of the Annual General Meeting of Members

7th March 2019 in New Galloway Town Hall

1. Welcome & Introductions

Chair, Mike Brown welcomed all present and introduced the members of the management committee (the Board) and staff present.

2. Attendance.

Members Present:

Lois Aitkenhead, John Barker, Avril Bridgeman, Ray Bridgeman, David Briggs*, Marion Briggs, Mike Brown*, Janet Carlyle, Tom Carlyle, Gerry Cinderby, John Crallan, Sue Curtis, Debbie Daly, Mark Daly, Sheila Dressler, Brian Edgar, Eileen Edgar, Margaret Elphinstone, Sharon Fishwick, Andrew Frew, Emma Harnett*, Gordon Hill, Rosalind Hill, Catrin Johnes, Helen Keron, Tom Leach, Wendy Leach, Jean Marsden*, Ann Maxwell, Laura Moodie, Jon Nimmo*, Teri O'Loughlin, Christine Rankin*, Alan Smith, Dawn Spernagel*, Elisabeth Sutherland, Terry Haine, Andrew Walker, Joan Walker*, Margaret Watson*.

{* indicates member of the management committee}

In Attendance:

Lynsey Hogg, General Retail Manager

Jacqui Morton, Shop Assistant

Sam Rushton, Community Engagement Worker

Andrea Smith, Deputy Retail Manager

Apologies were received for the following Members:

Nikkie Cruickshank, Barry Gilbert, Pat Gilbert, James Gordon, William Johnstone, Jimmy McKenna, Shona McKenna, Katy Nash, Richard Nash, June Nelson, Jenny Repath, Rhoda Rugg.

Proxy forms were received for the following Members:

Adaline Avery, Nikkie Cruickshank, Edward Cruickshank, Irene Dawson, Linda Garretty, Joan Hughes, Niall Mackie, June Nelson, Gene Pick.

3. Adoption of the Minutes of the AGM of 1st March 2018:

Adoption of the minutes of the AGM of 1st March 2018 was proposed by Gerry Cinderby and seconded by John Crallan and passed without comment.

4. Chair's Report on the year 1st October 2017 to 30th September 2018

Mike Brown, as Chair, reported on the year to 30th September 2018. He reminded the meeting that two years ago, at the beginning of March 2017, we did not know whether we were going to get a Big Lottery Award. In two years we had come a long way.

At the start of the year under review, 1st October 2017, we had been operating the shop for less than three months. But although the project had been triggered in order to save the shop it emerged as a project with three strands: the shop, the self-catering accommodation, and community engagement. At the start of the year, he recalled, we faced an immense work load: refurbishing the building, creating a new shop, converting the house in to high-quality self-catering accommodation, and launching an innovative community engagement service.

By 30th September 2018 we had moved in to our refurbished shop, had recruited our Community Engagement Worker with a comprehensive programme of activities underway, and made a start to fitting out the self-catering accommodation.

In the process we created employment in the community, one of our original objectives. With one full-time and five part-time jobs as well as three casual reserve shop assistants we were becoming one of the larger employers in the area.

The reputation of the shop encouraged people to shop locally. Turnover increased and remained ahead of business plan targets.

The diverse programme initiated by the Community Engagement Worker had been underpinned by the wishes and expressed needs of the community rather than being imposed from above and included a wide range of activities from information events to sporting activities and from community gatherings to initiatives to support local business.

Volunteering has a particular role providing opportunities for people heading back into the work place and it is planned to offer work experience to senior school pupils - to gain work place experience and confidence.

An eventful year had numerous highlights including the move up the High Street from the shop to temporary accommodation Kitty's Tearoom. A couple of dozen Members devoted two days to moving stock and equipment.

There was great pleasure in seeing the shop return to its own premises. Fitted out by local craftsman Nathan Harnett, it retained a village shop atmosphere and some familiar relics. Thanks to the care exercised by our contractors Luce Bay, we had saved the historic RS Kay sign people wanted kept over the door. Donations from the Gordon and McCosh families of old-fashioned scales and a period bent-wood chair enhanced the finished look.

The Chair concluded by thanking all those who had contributed to the achievements of the year.

He reminded Members that without the Big Lottery grant none of this would have happened. But the community had had to have the energy, commitment and skill to make a successful bid and follow it through.

Luce Bay our contractors had worked well with us, our architectural consultant, Marc Henkelman, and our tireless Project Manager, Helen Keron, to ensure the successful progressing of the work, despite unexpected problems with drainage and roof supports.

The successful performance of the shop had been the result of the hard work and commitment of the under the inspirational leadership of Retail General Manager, Lynsey Hogg, along with the enthusiastic support of the community.

Numerous people were thanked for providing help and expertise creating the CEW post and making the appointment. Mary Smith and Margaret Watson formed the CEW support team and Ivy Stanley, former General Manager of Stewartry Abbeyfield, provided independent expertise and scrutiny of the appointment process and actor Cath Monk provided the role-play exercises with a suitably challenging 'client'. Christine Rankin provided advice on safeguarding.

Thanks were expressed to Sylvia Brown for leasing us the use of Kitty's Tearoom during refurbishment and to William Johnston for providing storage.

The Chair thanked the Board and staff for the tremendous support they provided throughout the year, often under pressure and while multi-tasking. He expressed appreciation of the work of two Board members who are standing down because of pressure of other responsibilities. Emma Curtis was thanked for her work in designing the concept of the self-catering accommodation and co-ordinating its very striking appearance. Christine Rankin willingly shared her expertise in Health and Safety issues and undertook risk assessments. They were wished well for the future and assured that their skills may again be sought for the benefit of the project.

The Chair went on to thank Members of NGCE and the wider community for their tremendous support. He expressed the hope that they would continue to keep using the shop, attend community events, bring friends with them and help where they can. He concluded, "this is your show and you're doing well."

5. Update on developments since 30th September 2018 and look ahead

Although Helen Keron's contract as project manager finished in October 2018, she has continued into March 2019 as a volunteer to see the capital project of building renovation and fit-out completed.

Helen gave a resumé of events and summarised reaching the end of the capital project with the opening of the flats in February 2019. Luce Bay began work on the 2nd April 2018 and turned to very quickly. The work went well but as is common with old buildings, some problems were found once the internals were stripped out. In particular, severe drainage issues and an inadequate roof beam added time into the initial phase of the works. This meant that the stay in Kitty's was considerably longer than had been anticipated. Helen reiterated thanks to all the neighbours for putting up with what seemed an endless supply of skips.

Due to these problems and increased professional fees there was an overspend of the grant of £10,000, or 1.5% of the total capital grant. Savings were made by managing contracts for kitchens and bathrooms and some other work in the flats ourselves and not

investing in an electric van at this time which had been in the original plan. Many thanks are due to Luce Bay, Marc Henklemann, our Architectural Consultant, and all of the Board who volunteered their time on the capital project, in particular Emma Curtis who oversaw the interior design. Many people have commented on the high quality of the new shop and accommodation, and we expect to recoup the over-run in costs through higher-than-planned occupancy rate once they start to be marketed.

Alan Smith asked why the value of the shop is not shown in the accounts and Helen explained that this is because it doesn't actually belong to us, Title being held by the Big Lottery. It will revert to NGCE ownership in 38 years! In the meantime it is effectively in community-ownership.

Jean Marsden, Vice Chair, who leads the Board's retail and accommodation teams gave a short update. Jean said that it is good to see the project coming to a close and the flats completed. The flats are now being marketed by Castle Douglas company Discover Scotland and can be seen on their web site - the first booking from which as just been received. Bookings can also be made through the shop. Jean announced that the laundry will be open to the community from Monday 11th March.

Lynsey Hogg, General Retail Manager, then gave her report. Lynsey said that it had been challenging but was an achievement to be proud of both visually and operationally. Key events to be remembered were the setting up of the card machine, the alcohol licence, the moves to Kitty's and back and the donations of seasonal vegetables from the community. Lynsey said that the aim was to make it a true village shop and that where possible she tried to stock products requested.

Lynsey also mentioned that the box in the shop at Christmas for the local food bank was a success and that it is hoped this can be developed in some way in the future, Jon Nimmo is looking into this.

She said "it is YOUR SHOP" and she thanked all the assistants including the casual and the volunteers, also the Board. All are looking forward to the opening of the accommodation and the laundry. It is hoped that the shop sign will be in place shortly.

Sam Rushton then gave a summary of her position as Community Engagement Worker and how it has developed to date. Sam said that she had followed her job description in establishing awareness of her presence and that she is collaboratively working with organisations both within the local and wider community, including Catstrand, Kells School, LING and Dumfries and Galloway Council. It is a larger role than she had originally envisaged but extremely exciting and her aim is to identify what the Community wants and needs and to support them in achieving this.

Successful projects to date have included; the oil purchasing scheme and "Ladies Give it a Go" Sessions at Galloway Activity Centre. There have been information sessions, health and wellbeing activities including games in the park for children, with over 30 attending on one occasion. There have been two very well-supported Pot Luck Suppers in the Town Hall and Sam has also applied for a grant towards Food and Drink Week.

Looking forward Sam is intending to support groups such as the flower bombing in the High Street, Christmas Lights, Walking/footpath Group and more. The role has been

observed and commented upon in the wider community including D & G Council and other villages. Sam concluded by thanking Lynsey and the staff for their support and said that the door at the shop is always open.

6. Membership Strategy

Mike Brown explained that the aim of the Board has always been to communicate regularly with members, also to have events in the shop such as the one at Christmas. There is a Social Event planned for 11th May in New Galloway Town Hall and there will be a new share offer launched in the near future.

The Board always aim for good governance and wherever necessary co-opt people with particular skills onto committees of the Board.

Three people from the Big lottery visited New Galloway on 26th February. They stayed for 2 hours, saw round the shop and flats and had lunch with Board members. Mike read out a very complimentary letter received from them a few days later.

7. Presentation and Adoption of Accounts

Helen Keron presented the accounts to the meeting. She explained that it is difficult to give a comparison due to the figures for 2017 being for two and a half months trading whereas 2018 was a full 12 months trading. In this period, turnover has doubled and Gross Profit is coming up in line with targets. Expenditure is managed according to the grant income as per the Business Plan, so we don't expect to make any significant profit until the flats come online.

Helen said that the figure for debtors and creditors is a snapshot of the figures on one day and that there is a policy of making prompt payments for goods. The high debt is a Luce Bay payment due, and the high credit outstanding is due to a high VAT rebate due. Both those issues were resolved in October 2018. The figure for stock is up as more goods are requested and stocked. The profit and loss account shows more detail. Note that the 'administrative expenses' include the CEW wages although they are actually paid by the BLF grant. There are also a number of items in this year's accounts which are "one-off" as the business and flats are still setting up.

Helen explained that the treasurer, Dawn Spernagel, manages the budget on a spreadsheet which is presented to the Board on a regular basis applying good governance.

There were two questions:

Gordon Hill asked why there was a figure shown for tax and Helen explained that this was corporation tax largely due to the original Share launch.

Gerry Cinderby suggested that although an audit is not required it could be done periodically, for example every 3 years. It was agreed that this would be looked into.

The adoption of the accounts for the year 1 Oct. 2017 to 30 Sept 2018 was proposed by Marion Briggs and seconded by Gerry Cinderby without further comment.

Confirmation of the membership of the Audit, Finance and Risk Committee.

NGCE Directors: David Briggs and Margaret Watson.

NGCE Members: Richard Nash and Andrew Walker.

Mike Brown said that as the project is now moving towards change from development to maintenance it was recommended that the same people should see it through, this was agreed by the membership.

Resolution on Auditing

The Board of NGCE, with the agreement of the Audit Finance and Risk Committee, and in accordance with the NGCE's Rules {6.2} proposed the following Resolution:

“This Meeting agrees to exercise its powers under the Deregulation (Industrial and Provident Societies) Order 1996, not to appoint an Auditor to audit its Annual Accounts.”

Sheila Dressler commented that from her years' working with the Council on auditing she thought that it was all being done well.

Alan Smith asked about stock-taking. It was explained that there has been a full stock-take done and several mini ones. The Audit committee also do random checks.

The resolution was passed with the added sentence “The Board and Audit committee will consider appointing an auditor in future” Proposed by Terri O'Loughlin and seconded by Alan Smith.

Election to Board (Management Committee)

There are two vacancies. Christine Rankin and Emma Curtis are standing down due to other commitments.

The following nominations have been received:

SHEILA DRESSLER, proposed by Jean Marsden and seconded by Irene Dawson

WENDY LEACH, proposed by Margaret Watson and seconded by Brian Edgar

Both the nominees gave a short resumé of their qualifications for the position to the meeting and

were elected unopposed.

AOB

Andrew Frew asked how long the BLF continue to make payments. Helen Keron replied that it is for five years but on a tapering scale.

The meeting closed at 8.50 pm.