

**New Galloway Community Enterprises Ltd
Management Committee Meeting Minutes
Monday 3rd February, 2020 at 7.30pm in New Galloway Fire Station.**

1. **Apologies:** Dave Briggs, Margaret Watson.
2. **Present:** Mike Brown (Chair), Sheila Dressler, Wendy Leach, Jean Marsden, Jon Nimmo, Dawn Spornagel, Joan Walker.

Attending: Lynsey Hogg.

3. **Adoption of Minutes of the Meeting 25th November, 2019** proposed by JM, seconded by SD. **13th January, 2020** proposed by JN, seconded by WL

4. **Treasurers report:**

DS explained the previously circulated report and pointed out that the subsidy used to date for year 3 was only £9500 (plus £1000 for recently purchased shed) out of £24,613. Subsidy will be required in coming months for training of new staff but there is also £633 subsidy from year 2 remaining. £300 of this is for minor works remaining from Luce Bay retention. The balance of £333 can also be used for training purposes.

It was noted that the margin has increased considerably and this is very positive.

Income and occupancy for the self catering accommodation are increasing and bookings coming in for 2020.

Balances show that there is still some grant money to come in for the food month. This will be used to meet the excess hours worked by the CEW prior to and during the event.

Balance remaining from Community Shares Scotland (£46) will be put towards hospitality for the AGM including inviting new residents.

- 4.1 Preparation of Annual Accounts – update, MB and DS have met with the accountants and these should be received soon.
- 4.2 Handover arrangements for Treasurer - MB proposed that DS, who will be standing down at the AGM, be co-opted to the Board for two months from the 6th March to cover contingencies and complete the handover. This was approved by the Board.

5. **Retail Business report:**

6.1 Recruitment of GRM and part time assistants.

6 applications had been received for the post of GRM and 2 interviewed. The successful applicant was Andrea Smith, currently deputy manager. She has been offered the post and accepted. The interview panel consisted of JM and WL. Helen Fenby, Manager of Loch Arthur Farm Shop and Café, was the external member of the panel. It was agreed to give her a £25 voucher in appreciation of her contribution to the process.

There have been 15 applications for the post of shop assistant. JM and AS will interview selected applicants on February 11th. WL having declared an interest will not participate in the process.

6.2 LH reported that Christmas sales were 15% up on the previous year and it was noted that this was against the general trend of lower sales in the retail trade. The Christmas hampers had contributed to this, particularly a local business who had bought a number for their clients. It was agreed that the window display, fliers and presence at the Catstrand Christmas Fair had all contributed to the awareness of the hampers.

LH explained a number of proposals, particularly for “Green Week” (Feb. 24 – Mar 1st) These have come from the shop team and include gravity food dispensers so customers can refill dry goods such as pasta and rice without packaging. The Board agreed to purchase 3 of these at £100 each as it was considered a good investment.

The Board also agreed to a recycling scheme, Terra Cycle for crisp bags, a UK based company which offers free recycling. This can be done in co-operation with Kells School and any money made from it could go to the School.

6. **Letting Accommodation report:** LH reported that a number of repair jobs and a deep clean of Stroan have been completed. As shown in the treasurer’s report the income and occupancy rates for the accommodation are improving and the Board felt were very good for the first year of operation.

SD has produced a feedback form for consideration and asked for comments from members of the Board.

7. **CEW report:** The Board noted the report from the CEW and felt that it should be more supportive of her, particularly in focusing on supporting new groups rather than already established ones. The Board agreed that the new Board should consider the remit of the CEW and how she could be given more support.

8. **Audit Committee:** JW reported that a meeting has been arranged for February 20th
8.1 Appointment of an external auditor – Following a proposal from last year’s AGM that we should appoint an external auditor for an audit of processes for one year this matter was discussed. As this would cost in the region of £3k - £5k it could be carried out now while there is BLF subsidy available. It would provide a health check, point out any changes required and be good for credibility. The Board agreed to propose this appointment to the Audit Committee and with their agreement, to Members at the AGM. **MB** will seek estimates from two audit practices.

9. **Draft amendments to constitution:** As part of our ongoing constitutional review SD and JN have reviewed the Model Rules (constitution) of the Society. SD has tabled a set of proposed changes to enhance good governance and generally tidy up the text.

Two substantive changes are proposed and the Board agreed to submit them to the AGM on 5th March 2020 with a recommendation that they be adopted.

- A) That the heading of Section 6 be changed from “Reporting” to “Financial Control and Reporting” and that a new paragraph 6.1 be adopted as follows:

The banking account(s) of the Society shall be kept in such bank(s) or building society/ societies as the Management Committee shall determine. All cheques and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Management Committee shall agree in their Financial Protocol. The Management Committee shall ensure that all funds and assets of the Society are applied towards achieving the Objects.

- B) That Sections 10 and 11 be deleted. Section 10 prescribes the process of setting up a community benefit society and Section 11 prescribes the process of adopting a formal

constitution. These situations will not recur and the retention of the Sections is unnecessary.

Additionally, a number of textual issues and the need for updating information was identified and it was agreed that these “dot and comma” amendments would be completed by SD with JN as Secretary and MB as Chair.

The proposed amendment to the Rules, Para 6.1 requires updating of the NGCE Online Banking Protocol. SD has brought forward a number of recommended changes including changing the name to “NGCE Financial Protocol”. Also the addition of a sentence defining “unrelated people” with respect to the appointment of authorised signatories and a paragraph regarding action on any breach of protocol. These and a number of minor text changes were agreed and the new Protocol adopted by the Board.

MB expressed the thanks of the board to SD and JN for their work on the above.

1. **Report on sustainability event:** SD reported on her recent attendance at a sustainability event run by Community Enterprise Ltd. She circulated a guidance document written for NGCE by Andrew Rogers, Development Officer. This contained various suggestions with particular emphasis on sustainability for the business. This included Community Shop case studies, the self-catering apartments (linking in with tourism initiatives) as well as general support.

There is to be a meeting next week of Glenkens District Trust which both MB and SD will attend, this will deal with community priorities.

2. **Governance:** In view of the volume of other business and the imminent appointment of a new Board the Chair and Secretary propose resuming the review process of policies and protocols after the March meeting, this was agreed by the Board.
3. **Notification of Expenses Claims:** none at this time.
4. **Car Parking** – MB has received a letter from Gordon Hill with concerns about parking outside the shop on the double yellow lines. This was discussed but it was agreed by the Board that it is a matter for the Community Council who have an over view of traffic in the village and a formal relationship with the police and it should be referred to them.
5. **AOB:**
 1. It was mentioned that there had been plans to erect a hanging sign outside the shop. **MB** will investigate progress on this and **SD** will check with the planning department to see if planning is required.
 2. It was proposed by DS that applicants for positions on the Board should not be asked to speak regarding their qualifications at the AGM. A short written statement (maximum 200 words) should be submitted with the nominations and circulated before the AGM and soon enough for people voting by proxy to read it. The Board agreed with this proposal and the Standing Orders for AGM’s will be modified accordingly.
6. **DoNM** The next meeting to endorse the annual accounts will be arranged after the Audit Committee meeting on Feb. 20th but before the AGM on March 5th.
AGM Thursday 5th March.