



# Harestanes Community Benefit Fund

## Minutes of Board Meeting 1 Harestanes Community Benefit Fund 25<sup>th</sup> June 2014

7pm Tinwald Parish Hall

**Present:**

Martin Brown	Kirkpatrick Juxta
Jean Purves	Moffat & District
Richard Mann	Johnstone
Nicholas Jennings	Eskdalemuir
John Magill	Ae Village
Maureen Johnstone	Tinwald Parish
Derek Ivy	Kirkmahoe
Alistair MacFadzean	Dunscore
Murdoch Macpherson	Dalton & Carrutherstown

**Apologies:**

David Dick	Closeburn
Russell Stuart - late	Heathhall

**In Attendance:** Julia Whitaker (Ailsa Horizons)

**Quorate:**

*(The meeting started at 19:05)*

<b>MINUTES</b>	
1)	<b>SEDERUNT AND APOLOGIES FOR ABSENCE:</b>
2)	<b>DECLARATIONS OF INTEREST:</b>  None declared at this stage
3)	<p><b>MINUTES – ACCURACY AND SIGN OFF:</b></p> <p><u>Accurate representation of the 1<sup>st</sup> Members Meeting, with spelling corrections</u>  Proposed – Alistair McFadzean  Seconded – Murdoch Macpherson</p> <p><b>Matters Arising:</b></p> <ul style="list-style-type: none"> <li>➤ Derek Ivy noted that the current draft memorandum and article of association stated that there would be 3 directors from each area. Martin Brown and Julia Whitaker explained that initially it was thought that 3 directors from each area would be sufficient but as more communities had signed up it was agreed through the meetings that there should be 4 directors from each, East, West and North areas.</li> </ul>



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4)	<p><b>APPOINTING OFFICE BEARERS</b></p> <p>It was agreed to appoint the following as interim posts until the 1<sup>st</sup> Annual General Meeting which will be within 15 months of the company formation:</p> <p><b>Chair Person:</b> Martin Brown (Proposed by: Martin Brown &amp; Seconded by Murdoch Macpherson)</p> <p><b>Vice Chair Person:</b> Maureen Johnstone (Proposed by: Derek Ivy &amp; Seconded by Nicholas Jennings)</p> <p><b>Treasurer:</b> Jean Purves (Proposed by: Martin Brown &amp; Seconded by Murdoch Macpherson)</p> <p><b>Company Secretary:</b> It was felt that this role should be fulfilled either by the appointed legal firm or by the accountants as part of their contract with HCBF</p> <p>It was agreed that 2 briefs should be prepared by Ailsa Horizons and put out to tender locally to around 4 law and 4 accountancy firms. Directors were urged to supply details of accountants and law firms if they had used them or could recommend anyone. These tenders would then be returned, scored and legal and accountancy firms appointed from then.</p> <p>The brief also to include ensuring that the memorandum and article of association are fit for charitable purpose.</p> <p>Martin agreed to discuss with D &amp; G third sector interface for names.</p>
5)	<p><b>WORKING GROUPS</b></p> <p><b><u>Governance Group</u></b> The group will be required to familiarise themselves with the governing document and look for any anomalies or changes that directors feel are needed.</p> <p>This group are responsible for the legal framework of the company, registering the company and setting up procedures to ensure the legal compliance of the company.</p> <p>A brief will be put together to advise members of what can be 'health checked' and / or changed and what is statute or cannot be changed. Once these changes have been made, it will go to the nominated lawyer to be 'health checked' prior to submission onto companies' house.</p> <p>It was agreed to chase SPR for sight of draft contract as soon as possible.</p> <p><b>Group Members</b> Martin Brown (Chair) Richard Mann David Dick (in absence) Russell Stuart Murdoch Macpherson</p>



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## **Procedures Group**

The group will be required to decide on application procedures, criteria and how this will be communicated.

Several examples were put forward and it was generally agreed that the funding applications should suit the value of the applicant and as such, varying levels of complexity may be needed

A brief will be put together to steer members and also provide examples of other applications. Derek Ivy has a one page form which he will share with group and Julia Whitaker will put out other forms as examples.

## **Group Members**

Derek Ivy (Chair)

Jean Purves

Maureen Johnstone

Nicholas Jennings

Alistair McFadzean

John Magill

In terms of procedures, it was agreed that the communications between directors would follow the protocol below.

- All directors use either reply all function or a group email so that directors are always party to conversations.
- All emails should be headed HCBF – then subject matter
- All emails should be signed with full name, CC area and which group you are in.
- All phone calls should be followed up by a short email synopsis

## **Timescales**

It was acknowledged that the time scales to be worked to, in order to register the company and access the first tranche of funding will be August 2014.

The steps required are:

- Governance paperwork completion
- Communicate with members
- Health check paperwork – via legal team
- Encourage those not yet signed up, to sign up
- Register company
- Check and agree draft contract with SPR
- Finalise and sign contract
- Open bank account
- Finalise Procedure requirements
- Set up Administration Processes
- Communicate with Members
- Disburse 1<sup>st</sup> £4,000 to each community council



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	➤ Open Fund
6)	<p><b>OTHER ISSUES</b></p> <p><b>Travel Expenses</b> It was unanimously agreed that everyone would be eligible to claim travel expenses at a rate of 45p per mile.</p> <p><b>Minute Taking</b> It was also agreed to ask for secretary cover for minute taking. Martin commented that Marilyn Elliot charges £15 per hour with 45p travel costs. A firm cost will be obtained by Martin and corresponded around the group, so that everyone is kept informed.</p> <p>Please note Marilyn has agreed £15 per hour for meetings with travel costs. This is a special rate that Martin has negotiated with her along the lines of the work she does for Kirkpatrick Juxta</p>
7)	<p><b>AOCB</b></p> <p>None</p>
8)	<p><b>DATE OF NEXT MEETING</b></p> <p>Meetings have been set for the full board for the next few meetings</p> <p>23<sup>rd</sup> July 2014 27<sup>th</sup> August 2014 24<sup>th</sup> September 2014 23<sup>rd</sup> October 2014 27<sup>th</sup> November 2014 December – no meeting 22<sup>nd</sup> January 2015</p> <p>Governance Group Meeting TBA Procedures Meeting 17<sup>th</sup> July – venue TBA and time</p>

The meeting finished at 9.07 pm

<p><b>TASKS</b></p> <p>Brief for legal contract</p> <p>Brief for accountancy contract</p> <p>List of potential suppliers for above</p> <p>Examples of other funding applications to be circulated to procedures group</p> <p>Travel Expenses form</p> <p>Brief for Minute Taker</p>	<p>Julia</p> <p>Julia</p> <p>All</p> <p>Julia / Derek</p> <p>Julia</p> <p>Martin</p>
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