

Harestanes Community Benefit Fund



Second Directors' Meeting 23rd July 2014 7 pm Tinwald Parish Hall

Present:

Martin Brown	Kirkpatrick Juxta
Maureen Johnstone	Tinwald Parish
Richard Mann	Johnstone
Jean Purves	Moffat
Russell Stuart	Heathhall

In Attendance:

Julia Whitaker	(Ailsa Horizons)
Marilyn Elliott	(Elliott Services – taking Minutes)

Quorate:

The meeting started at 19:05

	Minutes	Action
	Martin Brown welcomed all to the meeting and introduced Marilyn Elliott of Elliott Services, the agreed Minute taker for Board meetings. The sum agreed to be paid for this service has been amended to £45 for attendance at meetings, to include the time later spent on transcribing Minutes that are to be produced within 5 days of the meeting. 45p per mile may also be claimed for mileage to/from meetings.	
1)	Apologies for absence	
	David Dick Derek Ivy Nicholas Jennings Murdoch Macpherson	
2)	Approval of meeting note from 1st Directors' Meeting	
	Accurate representation of the First Directors' Meeting with spelling correction agreed by all.	
3)	Report from Procedures Group	
	<ul style="list-style-type: none"> ➤ The Procedures Group advised there will be some review needed during the first year. ➤ As windfarm power generation is not far away, the first annual £2k payment to each member Community Council (due in August 2015) will follow on quickly from the £4k payment there therefore being £6k to distribute in less than 2 years ➤ Small applications of a few hundred pounds can go through the Community Council's £2k (or £6k) fund, if believed suitable. If a Community Council has already used its annual £2k, any small application can be handled quickly via Fund Management who will carry out a technical assessment and will supply a 2-page summary of a 20-page (including guidelines) application form. ➤ The Procedures Sub Group gave new Board members the opportunity to update Directors who had not been involved in the consultation process. ➤ Minutes from the Procedures Sub Group meeting held on 17th July 2014 have already been circulated with today's Agenda to all members. 	
4)	Report from Governance Group	
	<ul style="list-style-type: none"> ➤ By and large, the Memorandum and Articles of Association are fit for purpose. However, there is need to address the name of the Company. As there is still possibility of the RES fund in respect of Minnygap being available to also be handled, the name needs to be generic, but of the area. Suggestion proposed to this meeting that it should be called "Annandale and Nithsdale Community 	



Harestanes Community Benefit Fund

	Benefit Company” with the acronym “ANCBC” with a strapline to further enhance its meaning. Following some discussion, this suggestion was agreed by all.	JW
	<ul style="list-style-type: none"> ➤ It was confirmed that Board Members do not have to be members of a Community Council but are selected by the Community Council. It is the Community Councils that provide two members of the Company (to be identified yearly). It was agreed that any constituted group within the curtilage can apply to the fund even if there is no active Community Council in existence. <p>Some detail matters of the M&As were then discussed:</p>	
	<ul style="list-style-type: none"> ➤ Para. 19 – change “... unless he/she is aged 18 or over ...” to “... unless he/she is aged 16 or over ...”. This is to give senior school students a learning ability whilst still at school. 	JW
	<ul style="list-style-type: none"> ➤ Julia Whitaker raised the subject of when Community Council annual general meetings are generally held in order to tie in the ANCBC with these and to enable reminders to be sent to Community Councils to confirm who will be the ANCBC Board members after each of their annual general meetings. It was confirmed that most Community Councils will have their annual general meetings in May/June following a financial year end of 31st March. 	JW/ Fund Admin'r
	<ul style="list-style-type: none"> ➤ Para. 47 – it was discussed and decided that representatives from 10 (ten) Community Councils would represent a quorum at general meetings. 	
	<ul style="list-style-type: none"> ➤ Para. 76.1 – the wording of this will now be: “at least one and no more than 15 Elected Directors shall be drawn from those Full Members who have been nominated for membership by Community Councils, with 4 directors coming from each area (South, East and West). The list is different as there are other Community Councils not listed or currently disestablished – please see below. The list of membership Community Councils will be appended to the M&As, but comprise: 	JW

	Area	Community Council
East	Annandale and Eskdale	Eskdalemuir
East	Annandale and Eskdale	Johnstone
East	Annandale and Eskdale	Kirkmichael
East	Annandale and Eskdale	Kirkpatrick-Juxta
East	Annandale and Eskdale	Lochmaben and District
East	Annandale and Eskdale	Lockerbie
East	Annandale and Eskdale	North Milk
East	Annandale and Eskdale	Moffat
East	Annandale and Eskdale	Templand and District
East	Annandale and Eskdale	Wamphray
South	Annandale and Eskdale	Dalton & Carrutherstown
South	Annandale and Eskdale	Heathhall
South	Annandale and Eskdale	Royal Four Towns
South	Mid and Upper Nithsdale	Holywood/Newbridge
South	Mid and Upper Nithsdale	Irongray
South	Nithsdale - Dumfries and Lower Nithsdale	Ae
South	Nithsdale - Dumfries and Lower Nithsdale	Amisfield/Tinwald
South	Nithsdale - Dumfries and Lower Nithsdale	Corberry & Laurieknowe
South	Nithsdale - Dumfries and Lower Nithsdale	Georgetown
South	Nithsdale - Dumfries and Lower Nithsdale	Kingholm Quay
South	Nithsdale - Dumfries and Lower Nithsdale	Lincluden
South	Nithsdale - Dumfries and Lower Nithsdale	Locharbriggs
South	Nithsdale - Dumfries and Lower Nithsdale	Lochside and



Harestanes Community Benefit Fund

		Woodlands
South	Nithsdale - Dumfries and Lower Nithsdale	Loreburn
South	Nithsdale - Dumfries and Lower Nithsdale	Ryedale
South	Nithsdale - Dumfries and Lower Nithsdale	St Michaels
South	Nithsdale - Dumfries and Lower Nithsdale	Summerville and Stakeford
South	Nithsdale - Dumfries and Lower Nithsdale	Terregles
South	Nithsdale - Dumfries and Lower Nithsdale	Thorthorwald
South	Nithsdale - Dumfries and Lower Nithsdale	Troqueer
West	Mid and Upper Nithsdale	Auldgirth
West	Mid and Upper Nithsdale	Carronbridge
West	Mid and Upper Nithsdale	Closeburn
West	Mid and Upper Nithsdale	Dunscore
West	Mid and Upper Nithsdale	Durisdeer
West	Mid and Upper Nithsdale	Glencairn
West	Mid and Upper Nithsdale	Keir
West	Mid and Upper Nithsdale	Kirkmahoe
West	Mid and Upper Nithsdale	Penpont
West	Mid and Upper Nithsdale	Thornhill
West	Mid and Upper Nithsdale	Tynron

	Those highlighted above are those that are currently disestablished.	
	<ul style="list-style-type: none"> ➤ Para 115 – wording to be amended to: “A quorum will not be deemed to be constituted at any meeting of directors unless there are at least 4 (four) present. 	
	<ul style="list-style-type: none"> ➤ Para 146 – advice will be taken regarding the wording of the reference to “charity or charities (whether incorporated or unincorporated)” as charities do not have to be incorporated. The wording may need instead to refer to “like-minded” organisations. The advice will be to ascertain whether wording used is within the operating boundaries of the fund. 	Solicitor
5)	<p>Secretariat and Administration Requirements</p> <ul style="list-style-type: none"> ➤ A Fund Administrator brief was handed out at the meeting (now appended). Two small changes were made to the brief. The first item under the 2nd section, viz: “Maintain the register of all CC Secretaries and update annually” was amended to “Maintain the register of all CC Secretaries and members and update annually”. An additional sentence was added under “Board Members” adjacent to the end of the first sentence, viz: “When a decision has been made by the Board that decision will be made known to the applicant.” The brief cannot be put out for tender until funds have been received into the bank account from Scottish Power. 	MB
	<ul style="list-style-type: none"> ➤ Board members must declare an interest if they are a member of a group applying for funds. However, Board members may be able to supply further information to the Board should it be required. Board members, having declared an interest, may not vote on the approval of that project. 	
	<ul style="list-style-type: none"> ➤ Maureen Johnstone advised that Amisfield/Tinwald plan to hold an information evening later in the year. Julia Whitaker advised that this would be a good opportunity to do this in other communities as well so as to obtain contact details from community groups in order to build a database. A newsletter is planned to be sent out to communities as soon as the fund is opened. Martin Brown suggested that a larger event to cover all Community Councils be held, together with Scottish Power, to formally open the fund, Julia adding that there is need for communities to know that the fund is open for all and not just for Community Councils. Martin Brown pointed out that the Community Councils 	MB/ SPR



Harestanes Community Benefit Fund

	<p>are the first line of governance and should be assisting in bringing benefit to the whole of the communities.</p> <p>Agreement has been achieved with Scottish Power for £300k per annum, with index-linked increases for 25 years to be added to the fund. This has been verbally agreed and the contract is expected to be received soon. If other funds join with ANCBC, they may well have different agreements.</p>																	
6)	<p>Company Branding and Identity</p> <ul style="list-style-type: none"> ➤ Having decided on the company's name, Julia Whitaker will put out a brief to schools in readiness for the start of the next term for students to enter a logo and strapline design competition. Russell Stuart pointed out that there are few secondary schools that fall within any of the Community Council areas. However, Julia advised that the various Community Councils will be within the catchment areas of secondary schools. A prize fund would be given to the school who could then decide if they wish to allocate individual prizes from that fund. 	JW																
7)	<p>Any other business</p> <ul style="list-style-type: none"> ➤ No response has yet been received to any approaches made to RES regarding the Minnygap windfarm. 																	
	<ul style="list-style-type: none"> ➤ Jean Purves is concerned regarding the number of emails going back and forth, almost re-writing Minutes and the very lengthy emails involved, normal practice being to wait until the next meeting to make any comments about meetings that have been minuted, the foregoing, she believes, being a misuse of emails. Julia Whitaker believes these situations will resolve themselves and have been due to some directors not have had access to all information from the original nominated contacts.. 																	
	<ul style="list-style-type: none"> ➤ Martin Brown suggested that, as well as minuting the Board and Governance Group meetings, Marilyn Elliott should be requested to minute the Procedures Group meetings. This was agreed by all. The next Procedures Group meeting will be on Wednesday 10 September in Amisfield/Tinwald Village Hall. 																	
	<ul style="list-style-type: none"> ➤ Julia Whitaker advised that an Accountants' brief has not yet been passed to any firms of Accountants as no advice regarding local firms had been received. Marilyn Elliott put forward a recommendation for Farries, Kirk, McVean whose office is at Dumfries Enterprise Park, Heathhall, Dumfries. DG1 3SJ. Tel: 01387 252 127, Email: info@fkmcv.co.uk, Web: www.fkmcv.co.uk. There are four partners in the firm, being R. W. Mitchell, C. Paterson, G. M. McGill and R. B. Palmer, the whole firm having an excellent reputation in the area. 																	
	<ul style="list-style-type: none"> ➤ The bank account should be opened as soon as possible following incorporation of the company. 																	
	<ul style="list-style-type: none"> ➤ Initial declarations of interest should be completed at the earliest opportunity. 																	
	<ul style="list-style-type: none"> ➤ Maureen Johnstone advised that Nithsdale Federation of Community Councils will be meeting on 4th August and information regarding ANCBC will be given to them. 																	
	<ul style="list-style-type: none"> ➤ The next meeting will be held on Wednesday 27th August, 7 pm at Amisfield/Tinwald Village Hall. 																	
	<ul style="list-style-type: none"> ➤ The meeting closed at 8.50 p.m. 																	
<p>TASKS</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 80%;">Name change in M&As</td> <td style="width: 20%; text-align: right;">Julia</td> </tr> <tr> <td>M&As change to para. 19</td> <td style="text-align: right;">Julia</td> </tr> <tr> <td>Seeking updated Board membership from Community Councils – post May/June 2015</td> <td style="text-align: right;">Julia/ Fund Administrator</td> </tr> <tr> <td>List of Community Council members to be appended to M&As</td> <td style="text-align: right;">Julia</td> </tr> <tr> <td>Take advice re. para. 146 wording in M&As</td> <td style="text-align: right;">Solicitor (when chosen)</td> </tr> <tr> <td>Brief to potential Fund Administrators</td> <td style="text-align: right;">Martin</td> </tr> <tr> <td>Information event for Communities</td> <td style="text-align: right;">Martin/SPR</td> </tr> <tr> <td>Brief to schools re. logo/strapline competition</td> <td style="text-align: right;">Julia</td> </tr> </table>			Name change in M&As	Julia	M&As change to para. 19	Julia	Seeking updated Board membership from Community Councils – post May/June 2015	Julia/ Fund Administrator	List of Community Council members to be appended to M&As	Julia	Take advice re. para. 146 wording in M&As	Solicitor (when chosen)	Brief to potential Fund Administrators	Martin	Information event for Communities	Martin/SPR	Brief to schools re. logo/strapline competition	Julia
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