

# Annandale and Nithsdale Community Benefit Company



## Third Directors' Meeting 27<sup>th</sup> August 2014 7 pm Tinwald Parish Hall

**Present:** Martin Brown Kirkpatrick Juxta  
David Dick Closeburn  
Derek Ivy Kirkmahoe  
Maureen Johnstone Tinwald Parish  
Alistair McFadzean Dunscore  
Richard Mann Johnstone  
Russell Stuart Heathhall

**In Attendance:** Julia Whitaker (Ailsa Horizons)  
Marilyn Elliott (Elliott Services – taking Minutes)

**Quorate:**

*The meeting started at 19:00*

	Minutes	Action
	Martin Brown welcomed all to the meeting.	
1)	<b>Apologies for absence</b>	
	Nicholas Jennings Murdoch Macpherson Jean Purves	
2)	<b>Approval of meeting note from 2nd Directors' Meeting</b>	
	<p>All who had been present at the meeting agreed the Minutes</p> <p><b>Matters Arising</b></p> <p>Derek Ivy had some queries:</p> <ul style="list-style-type: none"> <li>➤ The last minutes state that minutes will be produced within 5 days of the meeting. He wished to ascertain whether the Chairman sees them before they are circulated. This was confirmed to him.</li> <li>➤ Item 3 infers that the Harestanes application form will be formed from 3 or 4 examples shown and wished to ascertain therefore what input the Procedures Group would have regarding the Harestanes form.</li> </ul> <p>Information was given that the best from those shown would be culled for use that showed that the company is transparent and accountable. It was also stated that it was wished to be similar to that used by Awards for All as people are already comfortable with that format. DI also queried whether there would be 3 different forms for the 3 levels of application and was informed that this would not be the case although in the case of the application for the largest amounts of funding there would be a first stage project explanation application. DI also queried what follow-up action is intended for communities where the Community Council is not extant. Martin Brown explained that a first notice will go to established Community Councils who will each receive the initial £2,000 which communities with no Community Council will not received although members of those communities will still be able to apply for funding. There will be further encouragement for Community Councils to be formed where there currently is not one in existence. It will also be pointed out to these places that, if they do not have Community Councillors who are willing to become members of ANCBC, any member of the community known to the Community Council can fill this post. Martin Brown will further be putting effort into contacting all</p>	MB

# Annandale and Nithsdale Community Benefit Company



	<p>communities for confirmation of the name of the Secretary as the main point of contact. Russell Stuarts advised that their Treasurer wishes to be the point of contact and Derek Ivy stated that not all Community Councils have a Secretary. It was confirmed that a known point of contact will be established before the £2,000 is circulated.</p> <ul style="list-style-type: none"> <li>➤ Those present were reminded that the name “Annandale and Nithsdale Community Benefit Company is now to be used on all documents.</li> </ul>	All
3)	<p><b>Report from Procedures Group</b></p> <ul style="list-style-type: none"> <li>➤ A paper will be prepared for discussion at the next meeting.</li> </ul>	
4)	<p><b>Report from Governance Group</b></p> <ul style="list-style-type: none"> <li>➤ The group worked on finalising the Articles of Association at the last meeting</li> <li>➤ A paper was produced regarding the brief to be used for</li> </ul>	
5)	<p><b>Secretariat and Administration Requirements</b></p> <p><b>Legal Firm Agreement</b></p> <ul style="list-style-type: none"> <li>➤ The Legal brief was sent out and subsequently resent to more destinations. One application received – quote attached for those not at the meeting. The quotation received is from a company that Ailsa Horizons consider to be the “Rolls Royce” that has carried out much work both on Scottish Charitable Incorporated Organisations and Community Interest Companies. Martin Brown suggested that this quotation be accepted. Derek Ivy believed that more than one quote should be acquired. Julia Whitaker advised that every effort had been made, but no other quotations. Martin Brown added that due diligence had occurred.</li> <li>➤ Martin Brown has telephoned Scottish Power Renewables and the legal agreement is due to be sent in a week or so, the delay being due to their procedures. It will assist in effecting receipt of the agreement if they can be emailed with a date for when a visit is made to the legal experts can be advised as this will prompt them to produce the agreement. Once received, said agreement will be sent to all Directors. There will be no opportunity to make any changes at this stage, but comments will be welcomed.</li> </ul>	
	<p><b>Accountancy Firm</b></p> <p>Julia Whitaker has three recommendations to which to send the accountancy brief. The choice has to be one that is accustomed to working with charities and those which have to present audited accounts.</p>	
	<p><b>Secretariat Brief</b></p> <p>Covered last month within the item regarding Fund Administration. The financial brief is similar to the Legal brief and, as with the Legal Brief sought a cost to also act as Company Secretary. Derek Ivy considered it would be good to have a professional Legal/Accountancy firm’s address as accommodation address. Julia Whitaker advised that both the Legal and Accountancy briefs had sought a separate costing to be the Company Secretary as a point of interest to see if there was any difference in the charge that would be made.</p>	
6)	<p><b>Company Branding and Identity</b></p> <ul style="list-style-type: none"> <li>➤ This item is in connection with having an event to launch the fund. It has to be made clear at that time that the fund is now open for applications. Work will start soon on a Press Release and a date needs to be set for the launch event and invitations sent to significant people e.g. Scottish Power Renewables, interested communities, etc. Preparatory work will also be need to think through what is going to be most effective.</li> <li>➤ Julia Whitaker suggested having a Dragons’ Den type event for schools via which they could pitch for a £500 grant. This would provide a high profile regarding the targeting of young people who would also bring their parents and thus raise the whole profile of the fund.</li> <li>➤ Derek Ivy expressed a wish for much exploration to be undertaken around such an event.</li> </ul>	

# Annandale and Nithsdale Community Benefit Company



	<ul style="list-style-type: none"> <li>➤ Martin Brown suggested that it might be possible to invite a major “name”, e.g. Duncan Bannatyne. The event will also have to be held in a central location that is suitable for all.</li> <li>➤ Derek Ivy suggested that it might be best to arrange the event for after Christmas.</li> <li>➤ Alistair McFadzean suggested inviting the Community Councils to receive their initial £2,000 cheques. For the Dragons’ Den element, it might be good to break down the prize so that there could be 2 age groups each receiving a prize, e.g. one for primary and one for secondary pupils.</li> <li>➤ Julia Whitaker therefore suggested having the Dragons’ Den for an hour commencing at 2 pm and for there to be catering at some stage between 3 pm – 6pm at which time the open event will be held. The date and venue provisionally decided is Thursday 15<sup>th</sup> January 2015 at St. George’s Hall, Dumfries.</li> <li>➤ Julia Whitaker will obtain a list of schools from D&amp;G Council to circulate to invite all schools once final decision is made on date and venue.</li> <li>➤ Martin Brown will test out the Dragons’ Den idea with Lesley Watson, Moffat Academy Head Teacher, when attending their Community Cluster meeting next week.</li> <li>➤ Derek Ivy suggested a working group be set up to organise the event. This is to be put on the agenda for the next meeting to enable Martin Brown to have had time to speak with Lesley Watson, to ask whether St. George’s Hall is available on 15<sup>th</sup> January and to attempt to make initial contact with Duncan Bannatyne.</li> <li>➤ Alistair McFadzean suggested that contact with schools and their take-up could also be encouraged by making contact with the Head of Education Services at D&amp;G Council.</li> <li>➤ Julia Whitaker spoke of the way that a Dragons’ Den type event had been arranged for Carrick Futures. It does need all the Directors to think of the whole embodiment. At Carrick Future, Julia Whitaker gave a verbal group question and answer session. The pupils then carried out some concepts and ideals were presented and they were advised of the closing date for the competition. The winner received £250 and all who submitted work received £25. It was the 6<sup>th</sup> and 7<sup>th</sup> year senior pupils who were invited to take part and that rate of winnings is appropriate for that age group.</li> <li>➤ Maureen Johnstone felt it more appropriate that any winnings should go to the school, so maybe £100 to the school, £200 for the individual winner and £20 for each person who entered.</li> <li>➤ Derek Ivy asked whether this idea would be within the company’s Articles of Association and was advised that it would be as otherwise it would be necessary to pay a design fee. He would prefer any winnings to go completely to the school. A vote was taken and everyone else was happy for pupils to receive winnings.</li> </ul>	MB
7)	<p><b>Any other business</b></p> <ul style="list-style-type: none"> <li>➤ There has still been response regarding Minnygap Fund Administration. Richard Mann advised that Johnstone Community Council also has no further news on that.</li> </ul>	
	<ul style="list-style-type: none"> <li>➤ Troqueer are now back on board. They have 1 Community Council member willing to stand and are looking for a second person. The company remains short of one Director. Need 2 members from Thornhill to be members of the company and a member of the community to be a Director to fill the 12<sup>th</sup> space.</li> <li>➤ Julia Whitaker will highlight the vacancy on the newsletter and Martin Brown will make renewed contact with Community Councils that are still seeking answers.</li> </ul>	JW/MB
	<ul style="list-style-type: none"> <li>➤ A number of Declaration of Interests forms are awaited from Directors. Please will all who have not done so, please return their completed forms. Derek Ivy queried what information should be entered on the forms and was informed that the forms relate to any other organisations with which he or his family are directly involved.</li> </ul>	All

# Annandale and Nithsdale Community Benefit Company



	<ul style="list-style-type: none"> <li>➤ Directors were asked if they remained willing not to claim for travel expenses until funds are received from Scottish Power Renewables, but to complete a claim form for each meeting and bring along to the next one in order that the Treasurer will be able to make payments as soon as funds are received.</li> </ul>											
	<ul style="list-style-type: none"> <li>➤ Russell Stuart enquired about the setting up of a website and Facebook page for the company, how it should be done and when, stressing that they need to be in existence by the time of the launch. Martin Brown advised that an approach will be made to Cllr. Stephen Thompson whose profession is website design and he known to be amenable to help out charities.</li> </ul>											
	<ul style="list-style-type: none"> <li>➤ <b>The next meeting will be held on Wednesday 24<sup>th</sup> September, 7 pm at Amisfield/Tinwald Village Hall.</b></li> </ul>											
	<ul style="list-style-type: none"> <li>➤ The meeting closed at 9.00 p.m.</li> </ul>											
<p><b>TASKS</b></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Contact Community Councils for contact details of Secretaries.</td> <td style="text-align: right;">Martin</td> </tr> <tr> <td>Use of Annandale and Nithsdale Community Benefit Company name to be used on all documents</td> <td style="text-align: right;">All</td> </tr> <tr> <td>Run Dragons' Den idea past Lesley Watson, Head Teacher, Moffat Academy</td> <td style="text-align: right;">Martin</td> </tr> <tr> <td>Note Director vacancy on 1<sup>st</sup> Newsletter</td> <td style="text-align: right;">Julia</td> </tr> <tr> <td>Return Declaration of Interest forms to Julia, if not already done so</td> <td style="text-align: right;">All</td> </tr> </table>			Contact Community Councils for contact details of Secretaries.	Martin	Use of Annandale and Nithsdale Community Benefit Company name to be used on all documents	All	Run Dragons' Den idea past Lesley Watson, Head Teacher, Moffat Academy	Martin	Note Director vacancy on 1 <sup>st</sup> Newsletter	Julia	Return Declaration of Interest forms to Julia, if not already done so	All
Contact Community Councils for contact details of Secretaries.	Martin											
Use of Annandale and Nithsdale Community Benefit Company name to be used on all documents	All											
Run Dragons' Den idea past Lesley Watson, Head Teacher, Moffat Academy	Martin											
Note Director vacancy on 1 <sup>st</sup> Newsletter	Julia											
Return Declaration of Interest forms to Julia, if not already done so	All											

DRAFT