

# Annandale and Nithsdale Community Benefit Company



## Third Directors' Meeting 24<sup>th</sup> September 2014 7 pm Tinwald Parish Hall

**Present:**

Martin Brown	Kirkpatrick Juxta
Derek Ivy	Kirkmahoe
Alistair McFadzean	Dunscore
Murdoch MacPherson	Dalton and Carrutherstown
Richard Mann	Johnstone
Jean Purves	Moffat

**In Attendance:**

Julia Whitaker	(Ailsa Horizons)
Cllr. Stephen Thompson	Annandale North Councillor
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>	
	David Dick Russell Stuart late apologies from Nicholas Jennings	
2)	<b>Approval of meeting note from 3rd Directors' Meeting</b>	
	➤ Approved by all who had been present	
3)	<b>Report from Procedures Group</b>	
	<ul style="list-style-type: none"> <li>➤ Murdoch MacPherson queried what restrictions would be applied to the initial £4K being distributed to every member group. He was advised that there are no restrictions on spending and no time limit. This is an historic payment for the construction period. Any grants made from this amount must fit with the M&amp;A's and feedback will be required on its expenditure. There are still guidelines to be produced regarding the funding of individuals that depend upon the individual's charity status. However, it would be difficult to support individuals and can have wide-reaching impacts. It might, however, work if e.g. an individual were doing voluntary work during a gap year, but it still remains easier to avoid individual support, although in the future there may be a bursary fund.</li> <li>➤ An application template had been circulated to all. It has 6 pages from which all information required can be taken and would be the first section of any application. There are then a further 2 pages that will apply solely for those applying for a grant of over £5K. and an alternative two pages for applications over £20k. Helpful hints would be included in the narrative alongside required information</li> <li>➤ Derek Ivy delivered his own report from the meeting on 10<sup>th</sup> September that is circulated with these Minutes for those who were not at this Board meeting.</li> <li>➤ General discussion followed. Jean Purves advised that the forms produced cover exactly what is needed and also are in a form that applicants are used to following. Murdoch MacPherson suggested it will take a time to prove that it is a good, workable application form. Julia Whitaker advised that she had looked at a number of different major organisation application forms, e.g. Lottery, Leader and also took on board the brief that had been given, also referring to the forms used by the Clyde Windfarm. The boxes on the right-hand side are to contain</li> </ul>	

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	<p>helpful hints in preference to a large section regarding guidelines. Scottish Power will definitely need to know how many people have been helped, their age groups, what category they are, for instance sports facilities, etc. etc. The forms also have to fit with the objectives of the Company which could in the future mean changes to the M&amp;As. The terms are fairly standard and are in line with T&amp;G policies, etc.</p> <p>Jean suggested that for applications up to £5K, just one appropriate quotation for each capital item would be sufficient.</p> <p>Murdoch MacPherson wished to know whether, if a group's grant ran out before a project was finished, whether they could come back for top-up, particularly if more funds were required if something has occurred to increase costs. Julia Whitaker advised that this was possible and can be handled as a project within a project (e.g. contingency element of application). However, it is not something that should be promoted.</p> <p>Julia Whitaker pointed out that the different forms will all use different colours so as to be easily distinguishable.</p> <p>Subsequently, all members of the Board are requested to review the forms and submit comments. Applicants will be encouraged to submit photographs, letters of support and details of similar projects elsewhere. Martin Brown advised that there is no rush for the feedback as long as it is received in time for the next Board meeting at which the forms will be discussed and decisions made.</p> <p>Derek Ivy commented that the Procedures Sub-Group had now concluded its work and there would be no further meetings. The meeting scheduled for 16<sup>th</sup> October has therefore been cancelled.</p>	All
4	<b>Report from Governance Group</b>	
	The work of the Governance Sub-Group is also now complete	
	<p>With apologies for not having done so earlier, Martin Brown took the opportunity to introduce Stephen Thompson to the Board. He is the ex-officio Councillor member of the Board for the Annandale and Eskdale region.</p> <p>Stephen Thompson asked about funding for educational items. Julia Whitaker advised that Scottish Power will not fund anything that the educational system should put in place, but that items similar to those sponsored by the John Muir Trust, Holywood Trust, etc. would be eligible.</p> <p>He further asked whether the forms will be available online. Martin Brown advised that it is hoped this will be the case in due course. Julia Whitaker advised that the form is currently in Word format so that the boxes will expand. Finalisation of the forms will be part of the Fund Administration post. Establishing the Website and the accessibility of information and applications forms is vital and will continue to be on our list of tasks. Stephen was also asked if in his professional capacity he would help with the website</p>	
5)	<b>Company Launch Plans – date and activity</b>	
	<ul style="list-style-type: none"> <li>➤ A contact list for a brief to be passed to schools for the design of a logo and branding is awaited from John Magill. Moffat Academy have already been advised of the branding plus the idea of a Dragons' Den type entrepreneurial competition. This was enthusiastically received and the timescale for the tasks was realistic. John Magill works with colleges and academies and this type of idea fits with the Curriculum for Excellence.</li> <li>➤ Martin Brown has approached Bannatynes outlining the idea but has not so far received a response. If he is not available it was suggested that a Dumfries significant entrepreneur be asked. Any suitable names are to be advised to Julia Whitaker.</li> <li>➤ Suggestion was made that the person setting up the new Distillery in Annan might be a suitable person. Marilyn undertook to ascertain his contact details.</li> <li>➤ St. George's Hall is not available on 15<sup>th</sup> January, so booking has therefore been provisionally made for Wednesday 21<sup>st</sup> January 2015.</li> </ul>	All MFE
7)	<b>Any other business</b>	
	<ul style="list-style-type: none"> <li>➤ Martin Brown advised that no agreement has yet been forthcoming from Scottish</li> </ul>	

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	<p>Power and so a second meeting with the legal representative has had to be cancelled. A more senior person at Scottish Power is to be contacted to try and obtain the agreement tomorrow. A further date has been set to meet with the Solicitor on 8<sup>th</sup> October. Julia Whitaker expects the agreement to be fairly simple having seen those that have been supplied to other windfarm communities; they are usually about a page and a half long.</p>	
	<p>➤ On the subject of the legal status of ANCBC, Martin Brown advised that it would be sensible at this stage to consider a SCIO as we do not have to be a 'not for profit limited company' and the M&amp;A's would not need to be significantly altered to become appropriate for a SCIO (Scottish Charitable Incorporated Organisation). Julia Whitaker advised that this decision could be made now and details of the various types of status were circulated. There still needs stringent accounts to be kept but reduces some of the responsibilities of Directors and is just one organisation to which to be responsible, i.e. OSCR. – Office of the Scottish Charitable Register. The SCIO model gives Directors the same safety net.</p> <p>There are a few drawbacks in that one cannot change from being a SCIO to a limited company with separate charitable status. The Articles of Association can be similar to that on which all work has been carried out.</p> <p>Derek Ivy queried whether appropriate advice had been taken and whether any change would be to what all members had signed agreement.</p> <p>Julia circulated a table of information from OSCR highlighting benefits and drawbacks of various models of governance and advised the group that since 2011, over 1000 SCIO organisations had been formed and that Burness backs the SCIO model but will discuss this with us at the forthcoming meeting on 8<sup>th</sup> October 2014.</p> <p>Martin Brown advised that an element of the Articles of Association covered this in that the same information can be used. ANCBC would still be a company with Directors.</p> <p>The subject will also be on the Agenda for the Board meeting on the 23<sup>rd</sup> October, for a final agreement from the board as the setting up of the Company has to happen before any operations can commence.</p> <p>Full information is sent with these Minutes.</p> <p>Stephen Thompson pointed out that a SCIO has to have members and was given the information that the two representatives of each Community Council are the members. Julia Whitaker further advised that these members are appointed by the Community Councils annually and the members' register will be amended for each change. Members do not have to be Community Councillors but do have to live within that particular community.</p>	
	<p>A copy of a Director's membership application form was given to each of the Board that had been received from Richard Clarke of Keir Community Council and is being proposed as the 12<sup>th</sup> Director representing Keir Community Council. He was part of earlier discussions but did not receive further information due to a problem with his email.</p> <p>Julia Whitaker advised that constitutionally he could be voted onto the Board.</p> <p>Murdoch MacPherson asked whether a Community Council could avoid appointing any members. Martin Brown advised that, in this situation, that Community Council would not receive the £2K per annum. He further advised that he has previously agreed to encourage Community Councils who have not yet appointed two members to do so.</p> <p>Full Board approval was given to the appointment of Richard Clarke.</p>	
	<p>➤ Jean Purves reiterated her request from previous meetings for those who have expenses to claim to submit them to her so that they are ready for when funds are in hand.</p>	All
	<p>➤ Julia Whitaker asked Stephen Thompson to check whether he can receive mileage expenses from organisations other than the main Council to enable him to receive recompense for driving to Amisfield for the meetings.</p>	ST

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	➤ Fund Administration – the brief has previously been circulated. No comments have been received. Julia Whitaker will re-send and all are asked to review the document.	All
	➤ <b>The next meeting will be held on Wednesday 23<sup>rd</sup> October, 7 pm at Amisfield/Tinwald Village Hall.</b>	
	➤ The meeting closed at 8.35 p.m.	

## TASKS

Review application forms	All
Review information regarding model of governance and respond to Julia with any queries	All
Advise names of suitable Dumfriesshire Entrepreneurs for the Dragons' Den	All
Find out and advise name of new Annan Distillery owner	MFE
Expenses claim forms to be submitted to Jean Purves, Treasurer for when funds received. Single use on each sheet please.	All
Stephen Thompson to check whether able to receive mileage expenses	ST

DRAFT