

Annandale and Nithsdale Community Benefit Company



Eighth Directors' Meeting 25 February 2015 7 pm Lochhouse Farm, Beattock

Present:

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| Martin Brown (Chairman) | Kirkpatrick Juxta | |
| Richard Clarke | Kier | |
| David Dick | Closeburn | |
| Derek Ivy | Kirkmahoe | |
| Maureen Johnstone | Tinwald Parish | |
| Murdoch MacPherson | Dalton and Carrutherstown | |
| Richard Mann | Johnstone | |
| Jean Purves | Moffat | |

In attendance:

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| Gillian Arnot | (Scottish Power Renewables) | |
| Cara Gillespie | (Foundation Scotland) | |
| Councillor Ivor Hyslop | | |
| Councillor Stephen Thompson | | |
| Julia Whitaker | (Ailsa Horizons) | |
| Marilyn Elliott | (Elliott Services – taking Minutes) | |

Quorate

The meeting started at 19:00

| | Minutes | Action |
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| | Martin Brown welcomed all to the meeting and introduced Gillian Arnot from ScottishPower Renewables and Cara Gillespie from Foundation Scotland. | |
| 1) | Apology for absence | |
| | Alastair McFadzean – (+ Later that day from Russell Stuart) | |
| 2) | Approval of meeting note from 7th Directors' Meeting | |
| | Martin Brown advised that the Minutes had been amended from those circulated. Item 8.2.6. had been added and an insert from Gillian Arnot has been added to the Minutes. It had been noted before the Minutes were changed that there were some errors. All members approved the amended Minutes. | |
| 3) | Matters Arising | |
| | Bank Account Jean Purves, Treasurer, advised that, following a conversation that had taken place on 24 February, the bank account should now be open very soon. | |

Annandale and Nithsdale Community Benefit Company



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| | <p>In view of payment runs, if the Bank Account details are forwarded to Scottish Power Renewables before the end of the week, Gillian Arnot said that the funds would be transferred within 2 weeks.</p> <p>Formation of the Company finalised Any changes required, with the exception of the fundamentals of the Memorandum and Articles of Association can be made. Next AGM will provide opportunities for further adjustment as identified</p> <p>Application forms and branding Application forms will have to be available for the launch event. Contract arrangements with Foundation Scotland are still to be finalised. Richard Mann, Jean Purves and Martin Brown will work on this. Derek Ivy queried the availability of application forms. They will be available once Foundation Scotland has been in discussion with the above sub-group re the final documents.</p> | |
| 4) | <p>Fund Administration</p> | |
| | <ul style="list-style-type: none"> ➤ The Board are looking forward to working with Foundation Scotland and vice versa. Cara noted that FS had been appointed at short notice before the proposed fund launch and asked for the Board's understanding while they familiarise themselves with the requirements. . ➤ Cara Gillespie said she would like to set up individual meetings with all Board members in due course to get to know everyone. ➤ Richard Clarke advised that it is very important to ensure that contact details/community contacts are correct. Martin Brown advised that this will be a responsibility of ANCBC. A standard list has been handed out this evening and a list of members is available. These are the contacts from the Form A returns. The website will also be used as a communication tool with all 42 potential Community Councils listed and details of the 31 established Community Councils. | |
| 5) | <p>Administering first Grants to Community Councils</p> <ul style="list-style-type: none"> ➤ As soon as the bank account is open and funds are received from Scottish Power Renewables, cheques will be despatched. The delays with the bank account noted as the major current obstacle. | |
| 6) | <p>ANCBC Website</p> <ul style="list-style-type: none"> ➤ Two URLs have been purchased for a period of 3 years. There are open source content management systems available that are easy to use, e.g. Wordpress. Some discussion took place on the subject of how to choose a good hosting company. Decision on this needs to be made urgently. It is quick and easy to set up Wordpress hosting and this is recommended by Stephen Thompson. <p>Derek Ivy queried whether the website was to be fully open to the World. Martin Brown advised that there would be a password-controlled members' area.</p> | |

Annandale and Nithsdale Community Benefit Company



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| | <p>Stephen Thompson advised that a “holding page” can be set up within a few moments.</p> <p>Julia Whittaker suggested that a small working group should be set up for the website and this was agreed, the working group consisting of Stephen Thompson, Martin Brown and Cara Gillespie who will work together on this, the latter advising that Foundation Scotland have some systems set up that would save time.</p> | |
| 7) | <p>Established Community Council issues</p> <ul style="list-style-type: none"> ➤ In view of the correspondence received from Ms Coles A proposed letter to Ms. Coles has been drafted and seen by all Directors of ANCBC and Derek Ivy has made some amendments after suggesting that the response should be short and simple. Those present agreed with the suggested response should be sent by ANCBC’s legal advisers – Burness Paul with the request that they forward it legally. Cara Gillespie suggested putting a cap on the/any legal costs. At present there is no intention that they should be involved for any more than the one letter. Gillian Arnot advised that Scottish Power Renewables would not want to see community funds being “wasted” on this matter. Ivor Hyslop advised that Community Councils are not dis-established at election times they are only disestablished when defaulting on the code of operation The paper copy of this response was passed by him to Martin Brown. | |
| 8) | <p>Company Launch Plans and Dragon’s Den Event – March 2015</p> <ul style="list-style-type: none"> ➤ Publicity – a photograph is to be taken this evening to go out with a Press Release. Scottish Power Renewables will supply wording for this Press Release. A photograph is to be taken next Tuesday of the Moffat Academy students displaying the branding that won them the competition. Any Directors are invited to be present for this photograph. ➤ The Community Dragon’s Event is to take place on Thursday, 26th March from 3 p.m. to 7 p.m. at St. George’s Hall, Dumfries. Cara Gillespie and Julia Whittaker were invited to attend but only JW will be available. The Board would also appreciate it if Scottish Power Renewables were able to provide a “dragon” – Gillian Arnot will make enquiries as to whether a suitable person will be available. Julia Whittaker said that posters, etc. should be produced and that information about the Event should also be on the website. | |
| 9) | <p>AOCB</p> <p>Request from Johnstone Community Council</p> <p>The Johnstone Trust is progressing a £1.2m Village Hall rebuild project. A £20k element of match funding is required and it had been intended this come from ANCBC, however the fund would not be open on time. Richard Mann requested the ANCBC agree the award in principle. After discussion, new information meant the Richard withdrew his item</p> <ul style="list-style-type: none"> ➤ Company Secretary and Accountant | |

Annandale and Nithsdale Community Benefit Company



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| | The Company Secretary is Burness Paul for the first year. More time is required to decide upon an Accountant. | |
| | ➤ Schedule of future meetings | |
| | Thursday, 19 th March at Lochhouse Farm Wednesday, 15 th April Wednesday, 27 th May Wednesday, 24 th June Wednesday, 29 th July All at 7.00 pm | |
| | Derek Ivy raised a matter regarding the Financial Services Authority whereby holders of bank accounts are guaranteed protection up to £85k and asked whether the Co-op bank had signed up to this. The result if not is that Directors would be responsible if the bank became insolvent. It is just a small possibility and to have more than one bank account might be the answer. Richard Mann thought it might be possible to draw down stage payments as required from Scottish Power Renewables so that the organisation had no large exposure. Richard Clarke felt this needed longer Board consideration. Martin Brown said that Scottish Power Renewables are keen to hand over the full £400k in this current 2014/15 financial year. Cara Gillespie said that it is a matter of the Board assessing its risk. Foundation Scotland have an Audit and Risk Committee. Gillian Arnot will take this query back as it is something that has not arisen before with any other of their Windfarms. | |
| | The next meeting will be held on Thursday, 19th March 2015, 7 pm at Lochhouse Farm. | |
| | The meeting closed at 8.40 p.m. | |

TASKS

Martin Brown, Jean Purves & Richard Mann to meet with Foundation Scotland to progress working agreement - urgent
Contact Wallace Hall Academy, Thornhill and Moffat Academy with result re. Branding - Martin
Advise all curtilage Academies of Dragon's Den idea and £500 prize - Martin
Finalise logistics for event Martin
Progress risk assessment as above – Martin
Bring to next Board finalised Application Forms and process re Fund Operators Brief - Martin