

Distributing Harestones
Community Benefit on behalf
of ScottishPower Renewables



Helping communities
to make positive
changes

Annandale & Nithsdale Community Benefit Company

ANCBC Board Meeting
26th August 2015, 6.30pm
Lochhouse Farm Retreat, Beattock, Moffat, DG10 9SG

MINUTES

Directors Present:

Martin Brown (Chair)	Kirkpatrick Juxta
Richard Clarke	Keir
Derek Ivy	Kirkmahoe
Russell Stuart	Heathhall
Richard Mann	Johnstone
Maureen Johnstone	Tinwald

Apologies:

David Dick	Closeburn
Nicholas Jennings	Eskdalemuir
Alastair MacFadzean	Dunscore
Murdoch MacPherson	Dalton & Carrutherston
Jean Purves	Moffat
Cllr. Ivor Hyslop	
Cllr. Stephen Thompson	

In attendance:

Gillian Arnot	Scottish Power Renewables
Cara Gillespie	Foundation Scotland
Katie Nairn	Foundation Scotland

1. Welcome and Introductions

The Chair opened the meeting and welcomed everyone. Katie Nairn had joined the Foundation team as Community Engagement Executive for Annandale, Nithsdale and the western Borders and in that capacity would be working with the ANCBC Board in the future. Short introductions were made around the table.

2. Apologies/quorum

Apologies were noted and it was agreed that the meeting was quorate, the quorum being clarified as four Directors.

3. Minutes of last meeting

3.1. Approval

The minutes of the previous meeting 24 June 2015 (previously circulated) were agreed to be a fair and accurate record of the meeting.

3.2. Matters arising not on agenda

- 3.2a Item 4.12
MB had followed up with Kirkmichael Community Council and their cheque had now been presented.
- 3.2b The current payment from SPR had been received with thanks.
- 3.2c The payments to Community Councils will be sent out as soon as the relevant paperwork has been received in line with the agreed process.

3.3. Outstanding actions

CG reported that all of FS actions from the previous meeting had been completed.

4. Finance & Governance

4.1. Treasurer's Report

The Treasurer's report had been previously circulated. MB pointed out that this had had been created before the most recent SPR monies had been received, so they were yet to be added to the report.

4.2. Foundation Scotland Fund Statement and Grant-making report

- 4.2a The FS fund statement had been previously circulated CG gave a brief explanation of this and the grant-making report.
- 4.2b Gillian Arnot confirmed that this document was sufficient for reporting purposes to SPR.

4.3. Assessing financial risk

- 4.3a Some discussion took place around assessing financial risk. The board are in the process of opening a second bank account with Bank of Scotland in order to secure a further 75k guarantee should there be a bank crisis. The Board are also planning to open a third account with Santander for the same reason. It was noted that this was an exceptional circumstance, as the company would not usually be holding substantial funds for long periods of time. Various suggestions were discussed; including taking out short term bonds while the situation levelled itself out.
- 4.3b Derek Ivy enquired whether the company had yet registered with HMRC. The Chair confirmed it had not and that this would be one of the first tasks the accountant would be mandated to undertake.

4.4.Accountancy tender bids

The Board had sent out a general Invitation to Tender (ITT) in October to a number of local Accountancy firms, eight of which had responded. MB selected 3 of these firms and sent them a more detailed ITT, from which he received two quotes. These had been previously circulated and were discussed.

AGREED: Farries, Kirk and McVean (FKM) were to be appointed as the Company accountants.

AGREED: To give FKM a written mandate to work on behalf of ANCBC in relation to HMRC.

ACTION: MB and JP to meet with FKM and circulate a summary to the board following that meeting.

5. Foundation Scotland updates

5.1.Staffing update

Foundation Scotland had appointed Katie Nairn as noted in the introductions.

6. Policy updates

6.1.Code of conduct for Directors

6.1a CG explained the context of the previously circulated document detailing the proposed code of conduct for Directors. It is intended as guidance for existing directors, by establishing clear shared ground rules.

6.1b In relation to Item 1.2 on the separation of strategic and operational roles, it was noted that two of the current directors (the Chair and Treasurer) were taking on operational roles as well as strategic ones and although this was appreciated and working well at present it may not be realistic to expect successors to do so in the future. This was noted and it was agreed that the Board would review the role descriptions for Chair & Treasurer at the point either current incumbent is not seeking re-election. CG confirmed that FS can undertake these tasks within its existing contract.

6.1c There was some discussion around the importance of item 3.8 on Directors attendance. The M&AA stated that Directors should not be absent from more than 3 consecutive meetings. It was agreed the Chair would discuss attendance with any Directors who appeared not be unable to meet this requirement. **Action: MB**

6.1d In relation to items 5.1 and 5.2, and it was agreed that FS would produce draft documents detailing the role responsibilities for key posts, for discussion by the Directors at the pre-AGM planning meeting. It was important for the Board to be clear on governance issues for continued evaluation and succession planning.

ACTION: FS to draft role responsibility documents for discussion.

6.1e The document was explored sentence by sentence and the following amendments were agreed:

- Item 3.8: change the word will to may in the final sentence
- Item 6.3: change font for consistency
- Item 6.7: should read "Directors should not behave in a way that could bring disrepute to the company, contractors or funders donating to the company".
- Item 6.8: removal of references to Foundation Scotland and replacement with "the administrator"

AGREED: FS to make agreed amendments and bring final copies to the next meeting for signature.

7. Large grant enquiries

Following discussion on each of the four large grant applications it was agreed that the Board would invite them to the next stage and submit a large grant application.

Applicant	Purpose of request	Amount requested	Declarations of Interest/ Comments/ Conditions/ Feedback to applicant	Outcome
Maxwell Memorial Hall	Erection of new toilets and storage areas	£50,000	ANCBC will only provide a maximum of 50% match funding. It was noted the group has only secured £39,000 to date but have requested £50k from ANCBC .	Invite full application and flag the match requirement.
Dumfries Baptist Church	Towards costs of building a new multi-purpose centre including hall and café for community use	£50,000		Invite full application
Peter Pan Moat Brae Trust	Towards refurbishment of Moat Brae House	£50,000		Invite full application
Lockerbie Swimming Pool	Towards detailed technical design of the proposed Swimming Pool	£80,000	ANCBC will only fund to a maximum amount of £50,000 (they have requested £80,000)	Invite full application and flag the large grant criteria

8. Any Other Business

8.1 It was proposed to move to quarterly grant making meetings from 2016 with the AGM being held late February. There would be a business meeting on 28th October 2015 for AGM planning. New dates would now be added to the website and FS fund pages.

AGREED: Move to quarterly grant making schedule, with additional business meetings to be scheduled where necessary

8.2 A completion report had been received from the community at Kirkmahoe. This would be added to the ANCBC drop box, as would others as and when they were received. **ACTION: FS to flag to the Board when completion reports are received.**

8.3 MB asked GA if there were any developments on the permissions necessary to allow ANCBC to add the SPR logo to their website. GA reported that there were no further developments at this time but she would follow up with SPR.

8.4 GA had no further updates on the Hairstanes windfarm extension and didn't think that it was yet consented but would endeavour to keep the Board up to date with current information.

8.5 There was some discussion about how FS might best work with applicants and also communities that are engaged with both SSE Clyde D&G and ANCBC, particularly around two aspects- match funding applications and concerns from communities about receiving their perceived 'fair share' from ANCBC. It was clear from some recent discussions that some Communities were devising strategies about how 'their' groups should approach both funds. It was agreed that FS would discuss the CC role with those CCs.

ACTION: FS

9. Date and venue of next meeting

The next meeting will be on Wednesday 30th September, 6.30pm at Lochhouse Farm Retreat, Beattock.

Item	Action	Date	Who
4.4	Meet with FKM and circulate a paper report to the board	ASAP	MB/JP
6.1c	Discuss attendance issues with Directors as necessary	ASAP	MB
6.1d	Draft role responsibility documents for key roles	Nov	FS
6.1e	Make agreed amendments to Code of Conduct and bring final copies to the next meeting for signature.	September	FS
7.0	Inform contacts for large grant enquiries of decisions	ASAP	FS
8.1	Update websites with new application deadline dates	ASAP	MB/FS
8.2	FS to flag to the Board when completion reports are received	As necessary	FS
8.5	Meet with relevant Community Councils to discuss applications	ASAP	FS