

Distributing Harestanes
Community Benefit on behalf
of ScottishPower Renewables



Helping communities
to make positive
changes

Annandale & Nithsdale Community Benefit Company

ANCBC Board Meeting
29th October 2015, 6.30pm
Lochhouse Farm Retreat, Beattock, Moffat, DG10 9SG

MINUTES

Directors Present:

Martin Brown (Chair)	Kirkpatrick Juxta
Jean Purves	Moffat
Richard Clarke	Keir
Alastair MacFadzean	Dunscore
Russell Stuart	Heathhall
Murdoch MacPherson	Dalton & Carrutherston
David Dick	Closeburn

Apologies:

Richard Mann	Johnstone
Maureen Johnstone	Tinwald
Derek Ivy	Kirkmahoe
Cllr. Stephen Thompson	
Cllr. Ivor Hyslop	
Gillian Arnot	Scottish Power Renewables

In attendance:

Cara Gillespie	Foundation Scotland
Katie Nairn	Foundation Scotland

1. Welcome and Introductions

The Chair opened the meeting and welcomed everyone.

2. Apologies/quorum

Apologies were noted and it was agreed that the meeting was quorate.

3. Minutes of last meeting

3.1 Approval

The minutes of the previous meeting 30th September 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 1

Due to Nicholas Jennings retiring as Director the Bank of Scotland forms had to be reprinted and were circulated for signature.

3.2b Item 9.1

Following the recent complaints against Loreburn Community Council they had taken it upon themselves to submit their completion report for grants awarded. This would be monitored once the other reports were in at the end of the 12 month period.

3.2d Item 8

MB had been to visit Dumfries Pipe Band and was due to go to the Royal Four Towns Hall for the instillation of their solar panels for photographs including the ANCBC logo to be issued with press releases.

Some discussion took place around unsuccessful applications and it was agreed that applicants should be discouraged from applying to the fund for the same project within a 12 month period.

AGREED: Unsuccessful applicants could not re-apply for the same project within a 12 month period.

3.3 Outstanding actions

There were no further outstanding actions.

4. Finance & Governance

4.1 Treasurer's Report

The Treasurer's report was circulated along with a Budget/Cash flow report for future expenditure. This showed an available unrestricted balance of £360,646.80 with a further £16,000 reserved for 8 Community Councils who had still to present their cheques. It was agreed that FS would work with JP to incorporate the budget for forward planning into the Treasurer's report for future meetings.

Action FS

4.2 Foundation Scotland Fund Statement and Grant-making report

FS had produced an up to date fund statement which was circulated. It was noted that the 'Grants to be released' figure of £124,300 included the £85,000 still held in the ANCBC account.

4.3 Assessing financial risk

4.3a BACS Transfer

It was agreed that funds would in future be transferred to Foundation Scotland by Internet Transfer rather than cheque to speed up the process once ANCBC were in a position to do so. FS to provide JP with FS bank details.

Action FS

4.3b Policy on transfer of funds to FS to pay grants

Where grants had been approved but the applicant was not in a position to receive funds until certain conditions had been met the Board had agreed to keep these funds ring-fenced in the ANCBC bank account until such time as they were needed. Discussion took place around how to agree which grants this policy should apply to.

AGREED: Funds would be held back by ANCBC for large capital projects and multi-year awards until such time as the applicants were in a position to fulfil the conditions.

This prompted a discussion on whether a policy should be in place for grants awarded that remained unclaimed after a 12 month period due to delays in the project, match funding or similar. This could cause problems by tying up money from the current year which could be helping other groups and also prove problematic in adhering to the SPR agreement, which requires ANCBC to spend 60% of the annual income to the fund each year. Suggestions included; extensions, a percentage increase cap, a withdrawal and new application and regular progress monitoring schedule. FS reported that they were in regular contact with groups who may fall into this situation and would be able to provide updates well before the 12 month period came to an end. The Board decided not to put a policy in place at this point but to monitor the situation as time went on.

4.4 AGM Date and Planning for AGM

The AGM would be held on or by 27th May 2016, which is the latest required date within 18 months of incorporation. The report from the Chair would be in the context of the first year accounts to 31st March which would be ready in time for the AGM. There were also some corrections to be made to the governing documents which would be dealt with at the meeting.

It was agreed that the AGM be held in St Georges Hall in Dumfries between 9th and 20th May. MB would contact the Hall and find an appropriate date. KN was unable to commit to the 10th or 12th of May.

Action MB

Some Directors indicated that they may not be able to stay on the Board for a second year. There was a 4 page application form to become Director which could be revisited and amended before the AGM.

Action FS

4.5 Role of Company Secretary

FS had drafted a role description for Company secretary which had been previously circulated. ANCBC currently paid the solicitor £300 PA to act as company secretary and it was agreed that this was an unnecessary expense. Ways around this included one of the Directors taking on the role or FS taking on some or all of the tasks within the role and one of the Directors being the named person responsible. It was agreed that this matter should be given some thought and picked up at the January meeting

Action All

4.6 Role Descriptions for Chair and Treasurer

FS had drafted role descriptions for Chair and Treasurer which included the operational tasks that JP and MB were currently carrying out in addition to the regular responsibilities of their posts. Following some discussion it was agreed that although this currently worked well, there may come a time when MB and JP no longer wished to carry out all of the additional duties and that any successors may not wish to take on such time consuming roles.

FS would work with MB and JP to unpick which tasks were key to the role and which tasks could potentially be delegated either to FS or another Director in the future

Action FS

4.7 Company Membership

MB reported that ANCBC was soon to have a full 62 members which was a very positive position.

5. Foundation Scotland updates

FS had no updates

6. Policy updates

6.1 Code of conduct for Directors

Two copies were signed by the two Directors who had not previously signed the document, one of which was retained by FS. FS would send copied to the one remaining director by post. **Action FS**

6.2 Complaints Procedure

The Board considered the need for a complaints procedure should somebody have a cause to raise a complaint regarding the company or one of the Directors. It was agreed that this was good practice and FS offered to draft one for consideration at the January meeting. Grant decision letters clearly stated that there was no right of appeal.

Action FS

7. Any Other Business

Minnycap Windfarm appeared to be working with Johnstone Community Council for its community benefit funds and had recently sent out a mailing to the catchment area. No further details had been confirmed.

One community council had questioned their understanding of Form A. It was agreed to be a simple form and would not be revised at this time.

8. Date and venue of next meeting

The next meeting was due to be held on Wednesday 25th November, 6.30pm at Lochhouse Farm Retreat, Beattock. Of the Directors present at the meeting only 3 could make this date so it was agreed to circulate dates the week commencing 16th November. It was understood that due to changes to the timeline the Board Papers would only be sent out one week in advance. **Action FS**

Meeting now arranged for 18th November 2015

Item	Action	Date	Who
4.1	Work on Treasurers report to include future commitments	ASAP	FS
4.3a	FS to provide JP with bank details	ASAP	FS
4.4	Book St Georges Hall in Dumfries for AGM	ASAP	MB
4.4	Amend 4 page Director application form	Pre-AGM	FS
4.5	Company Secretary Solution	January 17	ALL
4.6	Work on Role descriptions of Chair and Treasurer for future	January 17	FS
6.1	Post Code of Conduct form to absent Directors	ASAP	FS
6.2	Draft Complaints Procedure	January 17	FS
8	Doodle new meeting dates	ASAP	FS