

Minutes of the Annual General Meeting of Westray Development Trust (WDT) held on Thursday 28<sup>th</sup> November 2013  
at 7pm in the Westray Parish Kirk

Present: Lizza Bain, Steven Bain, Willie Bain, Philip Bews, Jim Corse, George Costie, Corinne Curtis, Eric Dixon, George Drever, John Drever, Mark Fresson, Stewart Groat, Alistair Harcus, Christine Harcus, Danny Harcus (DH) Chair, June Harcus, Margaret Hutchison, Douglas Leslie, Iain MacDonald, Sandy McEwen, Willie McEwen, Alasdair McVicar, Elizabeth McVicar, Angela Muir, Peter Needham, Janice Rendall (Minutes), Ian Ricketts, David Seatter, Molly Seatter, David Stephenson, Jan Stephenson, Michael Stokes, Sheila Stokes, Colin Thomson, Christine Turnbull, William Turnbull

Attending: Alan Long – The Long Partnership (accountant/auditor for year), Alister Brown – Orkney LEADER programme, Cllr Dr Stephen Clackson – Orkney Island Council, Meghan McEwen – Voluntary Action Orkney

Welcome and apologies

DH welcomed everyone to what was thought to be AGM number 15 of WDT. He introduced the current directors of the Trust and explained that 5 of them were standing for re-election that evening.

He then read the apologies from Chessa Couperwhite, Liam McArthur, Gavin Cameron, John and Myrtle Drever, Linda Drever, Doris Ewing, Anne Cooper and Jo MacDonald.

Adoption of previous AGM minutes

Proposed: William Turnbull Seconded: Margaret Hutchison

DH gave an update on the CIC explaining that at the last AGM, the membership were informed that registration of a CIC had been applied for and very short after the AGM, confirmation of registration was received.

Adoption of accounts and appointment of auditor

DH handed over to Alan Long who gave a presentation on the accounts. AL informed the AGM that Orkney BioFuels Ltd had now been struck off the list of companies.

David Stephenson confirmed that WRE Ltd would be Gift aiding £200,000 to WDT for the year ended June 2013.

DH explained that WDT are currently looking at financial investments as it had been realised within the Board that there needed to be something in place for when the turbine comes to the end of its life. He stressed that no decisions had been made and that WDT were seeking the advice of financial advisers.

David Stephenson said that there had been discussion about 2-3 years ago regarding the use of the money and a plan for when the turbine came to the end of its life and the decision taken then was to use the income now to benefit the community and, once the Triodos loans have been repaid, look at future investment. He said that it should come to the membership if WDT plan to do anything different now.

DH explained that WDT are looking at short and long-term investments and that it would come back to the membership before any final decisions were made.

David Stephenson said that WRE should be involved in these discussions as after all 'it's our turbine'.

The membership was asked to adopt the accounts: the membership approved the adoption of the accounts.

Appointment of auditors:

The Board of WDT were proposing to appoint The Long Partnership as accountants/auditors for the financial year July 2013 to June 2014.

The majority of the voting membership approved.

Election of Directors

DH explained that there were 5 of the current Board standing for re-election: David Seatter, Geordie Costie, Geordie Drever, June Harcus and Douglas Leslie. As well as this, Peter Needham was also standing for election.

Election of Community PEG member

Steven Bain was standing as community representative on the PEG and Janice Rendall was standing down.

The ballot was carried out and the count took place during the break for refreshments. Iain MacDonald and Alan Long were returning officers.

### Results of Elections

DH confirmed that all those standing for election as directors had received the required number of votes.

DH confirmed that Steven Bain had been voted on as PEG member after receiving the required number of votes.

DH gave an update on the number of members stating that there had been 5 new members within the year which took the membership up to 153 (post meeting note that the total number of members is actually 151).

### Discussion and vote on proposed new Articles of Association

Iain MacDonald raised his own personal concerns on three points within the proposed document:

-The length of time between AGMs; he pointed out that under the new clause, there was potential that AGMs would not be held regularly. David Stephenson also raised concern that the length of time would reduce accountability of the Trust to its members.

Meghan McEwen pointed out that this new document was meeting with legislation brought in under the Companies Act 2006 and that it was up to the Board and members to ensure that AGMs are held periodically.

-The notice of AGMs reducing from 21 days to 14 days. He raised his concerns that folk were quite busy and he would prefer to receive the longer period of notice to ensure that he kept that night free.

-The clause that states the Board can refuse membership to an application at its own discretion. He brought up the example that Friends of Kalisgarth had this clause included in their governing document and that they had been refused funding because of it. Concern was also raised over discrimination law.

Steven Bain asked why this new document was being proposed. Janice Rendall responded that she had received notification from Rousay, Egilsay and Wyre Development Trust that our governing document was out of date (it was produced to run in line with the Companies Acts 1985 and 1989) and so had produced the proposed document to run in line with the Companies Act 2006.

There was also concern raised over the proposed length of service for Directors. DH responded saying that this clause was included because, at the moment, under the current M&As, 5 of the current Board will be due to retire at the same time which will reduce the Board membership considerably. With the new clause, the longest serving third of Directors will step down each year but can stand for re-election if they wish.

One concern was that the Board may stagnate under this new terms; the response was that those standing for election will still have to receive more than 50% of the votes at the AGM they are re-standing at before they will be on the Board.

Ian Ricketts raised concern over clause 97, the operation of bank accounts. Two signatures are required but in his experience, online banking only had one operator. Meghan McEwen pointed out that it is now possible for two signatories to be present with the use of key fobs i.e. one signatory logs in using their code and then the other signatory logs in using their code thus meaning two signatories are present whilst transactions are processed.

After the discussion on the proposed document, it was decided that WDT would redraft the proposed document and put it to members to consider and allow 21 days to give feedback. WDT would then give notice of an EGM at which the document would be put to the vote.

### Discussion on staffing restructuring

DH explained that Highlands and Islands Enterprise had ceased funding for the Community Development Officers posts for all Orkney development trusts in September 2013 and so the Board of WDT had a serious look at the staffing requirement within WDT. It was felt that WDT required someone with managerial skills, not only project management but wider managerial skills and so an Operations Manager post was advertised. The Board hope that interviews will be held in December with the post to begin late January, early February.

DH explained that the CDO post would be ending in December 2013.

Eric Dixon asked if this was not a bit premature, ceasing the CDO post before the Operations Manager was in place; this would leave the workload to be taken on by Janice and the board.

DH said that the Board were aware of this and this would be discussed at the Board meeting the following week.

David Stephenson asked who would be taking on the Project Evaluation group administration – DH said that this would also be discussed at the Board meeting.

DH then ran through the Key Themes from the annual report and gave an update from the end of the financial year. The main points:

- WDT now has a contract with Developing Strathclyde Ltd for loan management;
- WECIC was formalised after the last AGM and is now sitting ready to go once projects reach the stage of trading;
- the Rapness quarry was found to not be feasible due to quality of stone and costs. WDT are now looking into other possible sites for quarries
- Hofn extension is complete and the youngsters are using it, just waiting for floor coverings
- WDT has committed £40,000 to the play park upgrade which is expected to be complete next year
- WDT and WCC have been working on paths and Eric Dixon has been involved. ED got funding through OIC to put in place new signage
- The golf course redevelopment has taken in a lot of funding. The course should be fully operational soon.
- GC is in discussion with OIC regarding small boat access at Rapness
- Orkney College has committed to installing 6 new computers at the learning centre and UHI are installing a new phone line.
- WDT has regular pages in the What's on publication and information is posted on the website. He stressed that if folk felt they still weren't getting enough information then they should let the Trust know.

Steven Bain asked if the effect of a quarry on the local haulier had been considered. DH replied saying that if the quarry goes ahead, there will be a need for a haulier to deliver the stone etc. and this had to be a recognised haulier therefore, the local haulier would be eligible to tender for the works. He stressed that no decision had been taken on a quarry yet and it would only go ahead if a viable option could be found.

#### AOCB

David Stephenson said that the progress on the key themes that was included in the annual report was a welcome addition to the report but that part of the process was to put an annual action plan to the AGM including figures. The community needs to know what the Trust are wanting to spend on projects and when it will be spent. A budget will be put to the AGM each year.

Colin Thomson raised the story that had been on Radio Orkney that morning regarding works to be carried out at Gill Pier at a cost of £1.2m shared with Graemsay and questioned whether WDT was involved or could be involved in this. Geordie Costie responded saying that this was remedial works to the pier.

There was also some discussion on the relationship between WDT and Orkney Islands Council. With the main issue being raised that it seemed OIC expected WDT to fund some of the services on the island.

DH thanked everyone for attending and the meeting was closed at 9.20pm