

Minutes of the Board meeting of Westray Development Trust (WDT) held Monday 3rd February 2014 at 7pm in the Community classroom

Present: Daniel Marcus (DH) Chair, Peter Needham (PN), David Seatter (DS), George Drever (GD), Douglas Leslie (DL), Philip Bews (PB), June Marcus (JH)

Attending: Janice Rendall (JR) minutes

Apologies: George Costie (GC) and Margaret Hutchison (MH)

1. Minutes of the board meeting, 13.01.2014 Proposed DL, Seconded PN

Matters arising: goose cull: PB has a meeting with Gail at SNH on Friday to discuss a shoot on Westray. He has asked John Stout to get together a group who would shoot. The thought is still that WDT will buy the shot but it is still felt that if the shot is made available to other parts of Orkney, it should be the same for Westray.

2. PEG Report:

TG11 – Frances Nicolson, SVQ2 in Health and Social Care

Fits with the training grant policy and Frances meets the criteria required for a training grant.

Recommendation: approve training grant of 50% of the balance of course fees up to a maximum of £500.

Decision: The Board accepted the recommendation from PEG

37/2013 – Kayleigh Seatter, sponsorship for ‘Jig for Jim’

This application fits with goals a) and g).

The event will raise funds for CLAN Cancer Support and Shetland & Orkney MS Research Project. Westray residents benefit from these charities.

Recommendation: approve sponsorship of the event to the sum of £255.50.

Decision: The board accepted the recommendation from PEG.

38/2013 – Westray Golf Club, funding for green keeper and project manager

This application fits with goals a) and c).

The first part of this application was for funding of a green keeper post for the summers of 2014 and 2015. This post would cost £10,000 in total with WDT being asked to fund 80%. WGC are also asking WDT to do the payroll for the post.

Recommendation: approve funding of green keeper post for 2 years at a cost of £7168 plus employers NI if applicable which would bring the total WDT contribution to £8000. The post must be advertised locally (can be on a job share basis if required).

Some discussion was held on insurance liability and payroll processes. It was decided to check with WGC, the situation of employers and public liability insurance and to also discuss the payroll process with them (WDT would do the admin of the payroll but WGC would be responsible for making the payments and ensuring the green keeper had a contract).

Decision: The Board accepted the recommendation from PEG.

The second part of the application was WDT to consider funding for a project manager post.

Recommendation: defer decision on this until the WDT Operations Manager is in post as it may be that they would take on the project.

Decision: The Board accepted the recommendation from PEG.

3. Office report:

Bits and pieces in office: adjusting door to tighten it up, putting up coat hooks and notice boards and replacing the light bulb in the kitchen area. JR also put in a request for a loft ladder.

The Board decided that JR should contact Daniel Marcus Construction to carry out this work (a price should be obtained for the job).

JR will send WDTs apologies to the Orkney Disability Forum for the opening event.

JR will contact directors once the video camera has been delivered regarding making a short video for the HIE Western Isles conference. JR

4. Articles of Association:

Both the proposed document and the current Memo and Arts were circulated to the Directors by email prior to the meeting.

The proposed document was read through and the following amendments were agreed:

Additions are inserted within the brackets.

-Article 7 (b) to read: To *{create and}* promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.

-Remove Article 7 (ee) as it is a duplicate of Article 7 (j): To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

-Article 7 (v) to read: To subscribe, *{make grants or}* contributions to, or otherwise support other bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.

-Article 9 to read: No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, *{or}* bonus, ~~or otherwise.~~

-Article 15 (a) to read: Is ordinarily resident in the community *{of Westray}* ~~(as defined in Article 4).~~

-Remove Article 15 (b): Is entitled to vote at a local government election in a polling district that includes the Community or part of it;

-Remove Article 19: The directors may, at their discretion, refuse to admit any person to membership.

-Replace Article 21 with Article 8 from the current Memo & arts:

Article 21: Members shall require to pay an annual membership subscription; unless and until otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £ {1}.

Article 8: An annual subscription shall be payable by the members of the Company and such subscriptions shall be determined from time to time by the Board. Such subscriptions shall become due on admission to membership and shall thereafter become due at the start of each financial year.

-Remove Articles 22 to 25:

22 The membership subscriptions shall be payable on admission to membership and shall thereafter become due at the start of each financial year.

- 23 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 24 If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this article to reapply for membership if he/she so wishes.
- 25 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

-Remove Article 27 as it is covered by Article 16: Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

-Remove Article 29 as it is covered by Article 16: Membership shall cease on death

Article 16 reads: An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of article 15. A person admitted to membership shall cease to be a member of the company on his or her death, if he or she becomes of unsound mind, or resigns his or her membership by notice in writing sent to or left with the secretary at the office.

-Remove Article 37: The reference to 'clear days' in article 36 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

The proposed document will be amended to take in these deletions and insertions and will be sent to DH and DL for proof reading before being sent to members for consultation. **JR**

5. Loan documentation:

JR provided the Board with a draft loan application form. The Board decided that an amendment to the loan policy should be made. This amendment was to include the clause:

- The applicant must be resident on Westray or will be resident on Westray before the loan is finalised.

There had been an expression of interest in what assistance WDT would offer for the purchase of Miller's shop. DH will draft a letter of response to the interested party explaining the WDT business assistance policy. **DH**

6. Finance:

In order to make the final claim to LEADER for the Hofn funding, JR needs a copy of the completion certificate. DH will request this from Leslie Burgher. **DH/JR**

7. Investments:

Alan George is coming to Orkney on 25th February and it was decided that a couple of Board members should meet with him to have a discussion on financial investments through WDT. DH and DS will meet with him and it was decided that staff should not attend at this point.

8. Quarry:

PB provided prices for aggregate from Caithness. The cost of a coaster is still required but once all the costs are known, PB will circulate to the Board. **PB**

9. Operations Manager:

Andy Makin (current manager for Shapinsay DT) had shown interest in the post. DH had sent a copy of the application form to Mr Makin at the weekend. There were two options given: the first being to invite Mr Makin to send in his application form now, before re-advertising, carry out the short listing and, if he scores enough, invite him for interview. The second option is to re-advertise and take Mr Makin's application then and short list along with other applicants.

The board decided to invite Mr Makin to submit his application by Friday (7th), carry out the short listing and invite him for interview week beginning 17th February (as Fiona will be available then). The interview panel would remain the same as it was for the last lot of short listing.

During the course of the meeting, Mr Makin had emailed DH with his application form. DH will circulate to the other directors. It was then decided that the short listing would be carried out this week and Mr Makin asked for interview next week. DH

10. AOCB:

Transport: OIC were requesting responses from the isles on what was required for the ferry timetable for winter 2014/2015. It was the feeling around the table that Westray should retain the Monday, Wednesday and Friday evening sailings.

Housing seminar: this was due to be held on Friday 31st but due to the weather had been postponed. The provisional date for the rescheduled meet is 14th February. DH won't be available for this meeting due to attending a transport meeting the same day. It was decided to wait and see what the confirmed date would be and then decide who would attend. JR may be available as she is in Kirkwall that day for an exam. DH will send JR the agenda. DH

Hofn: the re-opening ceremony will be held on Saturday 15th March. Liam McArthur has been invited to carry out the re-opening and it was decided that the following people should be invited but that other invites be the responsibility of the Hofn youngsters: Alister Brown, Leslie Burgher and Gavin Cameron.

There will also be a management meeting held and GD & JH will attend along with JR (to take minutes and to provide financial information to the group).

Community broadband: Corinne Curtis had provided an update to the board. DL informed the meeting that the cable laying ship would be here in May with the road works for laying ducting starting in March.

Information from the CPO technical meetings, when received in the office, will be forwarded to DS for his information. JR

11. Date of next meeting: Monday 3rd March 2014 at 7pm in the Community Classroom.

JR left the meeting at 9.45pm

12. WDT Board only – review of the meeting: