

**Minutes of the EGM of Westray Development Trust (WDT) held on Thursday 4th November 2010 in
the Westray Parish Kirk**

Present: Steven Bain, Anne Cooper, George Drever, Danny Harcus, Sam Harcus, Douglas Leslie, Iain MacDonald, Elizabeth McVicar, Alasdair McVicar, Christopher Rendall, Stewart Rendall, Nancy Scott, Jan Stephenson, David Stephenson (DS), Keith Rendall, George Mowat-Brown, Margit Baker, David Baker, Adam Sharp, June Harcus

In attendance: Janice Rendall (JR) Minutes

Apologies: Carole Eden

DS took the Chair and welcomed everyone.

He went on to explain the reason for calling this EGM. The current Articles of Association stipulate that the Board of Directors should consist of no more than 15 Directors and no less than 9 Directors. At present WDT are running with only 7 Directors. The proposal brought to the meeting is to reduce the nine to six.

He asked if anyone in the room was interested in becoming a Director. At this point he stated that there was already one potential new Director in June Harcus. June confirmed this.

DS pointed out that WDT didn't really want to reduce the numbers as this would reduce the public representation on the Board.

Sam Harcus stated that he knew of three or four people who would be willing to stand as Directors for a short period of time. He did not name these people. DS asked if anyone in the room was willing to do this.

Iain MacDonald was approached but declined this offer.

Iain then asked if it would not be possible to reduce the number to six but this would be reviewed at the AGM in 2011.

Again DS asked if anyone would be willing to stand as a Director. He approached David Baker. DB replied that he was interested in receiving information on becoming a Director but felt that he 'had only just arrived' on the island.

At this point there was a question put from the floor which instigated discussion on the lack of interest in becoming a Director on the Board, the reasons for this and what was being done to rectify this.

GD asked how many Directors had to stand down at the AGM. DS replied just himself.

At this point JR put up a slide with the existing Directors and their retirements/re-election dates.

IM asked why WDT were looking to do this as there were co-opted Directors. It was stated that these were actually advisors not co-opted Directors.

At this point DS asked DB if he'd be willing to stand as a Director. DB replied yes.

JS said that even if the number was reduced to six then the Board could still have more. It didn't mean that the Board would only consist of six Directors.

DS said that the number could still be reduced even if there were nine Directors, that way if one Director did leave, the Board could still carry on.

GD asked that if DB and JH were taken on tonight this would bring the number up to nine.

DS replied yes and if there were three folk interested this would take it to twelve.

SH replied that one was in Edinburgh this evening and the other two had opted not to come to the meeting.

It was felt that in this case there was no possibility of co-opting these three people on as they were not present at the meeting and had not been named.

DS then stated that if JH and DB become Directors and the number in the Articles remains the same, this will still leave the trust with a problem. The proposal was to take on the two new directors and also drop the number to six.

Douglas Leslie said he didn't see a problem with this and the Board can always take on more folk at anytime.

GD said that the number could be increased again at the AGM if need be.

DS said that the current Board will not give up on trying to get more Directors if the number is dropped. The Board felt that the decisions to be made in the future should not be made by only a few people.

GD suggested that as there is a representative of WDT on the Westray Processors management committee, could one of the committee be approached to stand as a Director on the Trust.

After more discussion on the proposal brought to the meeting it was decided on the following.

The proposal put forward to the present membership:

The Board of Directors will consist of no more than 15 Directors and no fewer than 6 Directors until the 2011 AGM when the position will be reviewed.

All in favour: 18

All against: 1

Motion passed.

A vote was also taken on the appointment of June Harcus and David Baker as Directors.

All in favour: 17

All against: 0

Unanimously agreed.

DS thanked JH and DB.

There was further discussion on the lack of interest considering the number of members and the talent in Westray.

DS thanked everyone for attending the meeting and closed it at 8.05pm.