



FDT Board Meeting , 18/10/10, Fintry Primary School, 7.30 pm.

Present: Martin Turner, Gordon Cowtan, Kelly McIntyre (Project Manager), Bill Acton, Pete Skabara, Jamie Pearson, David Smith, David Howell, Kayt Howell (Admin)

Apologies: Stephen Strachan (Energy Advisor).

***Action**

Earlsburn North.

JP requested an explanation of the relationship between FROST (Fintry Renewable Outreach Support Team) and FDT. JP stated that there was confusion over which body represented the Fintry community in it's proposed role of advising and assisting other communities involved in the Earlsburn North wind farm project. In particular JP asked about FROST's relationship with Steve Salt of West Coast energy who is the developer at Earlsburn North.

BA stated that the relationship is 'semi-professional'.

MT described the history of the group which existed as FROST - FREE before FDT and that he and BA were the two remaining directors of FROST which is a commercial business while also serving as volunteer directors of FDT which is a charitable body.

JP felt that there was a confusion over roles being undertaken by BA and MT and needed clarification of at which points they were acting as FROST and not FDT and vice versa.

GC asked if FROST were to be involved as an independent body for the Communities of Earlsburn North, who would pay for their time?

JP agreed that a Fintry body would be of benefit to the other community councils as a negotiator with the Developer however if FDT could perform this role then why would the councils ask FROST as a commercial venture - particularly when they have connections with the developer ?

GC added the example of the recent meeting with Gareloch group which had stemmed from FDT contact and presentation but was turned to a FROST opportunity as the meeting progressed. He felt this resulted in a confusion and a blurring of roles as well as leaving GC in an awkward position.

BA expressed his concerns regarding the discussion and left the meeting.

MT explained the process of the approach of the outreach group. Communities approached Fintry because of it's achievements and agreed that in some areas there was now a lack of distinction between FDT and FROST. The relationship with West Coast was

based on experience of working with developers and the belief that West Coast had a better understanding of what FROST was trying to achieve with communities. This is still at a fragile stage.

DH, who was a former director of FROST, stated that while there was absolutely no issue with FROST being a commercial enterprise, that he personally had issues with the relationship with West Coast.

GC reiterated that FDT could not be misconstrued by other parties as having any relationship with West Coast.

JP again stated that other community councils believed that they would be working with the charitable body of FDT and he himself was only beginning to understand the separate roles of each body through this discussion although an element of confusion remained. JP was concerned about giving false or misleading information to the other councils.

BA's e mail was discussed. Directors discussed the implications of FROST assuming responsibility for all outreach inquiries coming to FDT by e mail. This could result in groups expecting to deal with a charitable trust and instead being contacted by a commercial enterprise.

MT discussed the history and eight year investment by himself and BA into FDT. For there to exist an absolute 'fire wall' protection from overlap and confusion, both would need to resign from FDT. Given their experience and the current vacancies for directors already existing this year, this option was not preferred.

GC explained that according to the OSCR rules that all potential conflict of interest areas have to be raised and addressed by the board - if it isn't then the board become responsible for any issues arising. Declarations are required and a clause added in the articles of association stating the board is aware but happy to accept particular situations. This would potentially avoid the need for resignations.

PS discussed his call to an organiser of a recent local community eco show who, when requesting FDT's participation in their event, had been told that a 'three figure sum' would be required. In fact DH and PS had attended the show and given a presentation for nothing in the spirit of assisting a local community unaware of this previous discussion. Again outside parties were confused about who was who within FDT.

MT stated that there was a conflict of interest within the FDT outreach fund from the Third Sector Fund. - who are we taking this to? where is the line drawn between assisting another local group and spending time attending and advising other communities? - given the random influx of requests from other sources. MT proposed that clarity on the FDT website would assist here.

Directors discussed and acknowledged FROST's work before FDT's existence and how both had grown organically. MT explained the difficulties in getting a model for FROST which worked - especially with the arrival of CES.

The directors agreed that clarity and openness were paramount to allow all to understand the roles of BA and MT who represent both FROST and FDT. There is a need to set ground rules which clarify exactly which role is being undertaken and managing expectations at the point of contact.

Directors discussed the risk factors of anything going wrong in other community ventures by FROST with the continued association with FDT,

This led to discussions on insurance for directors and in particular indemnity insurance for directors as trustees.

- ACTIONS** to
- a) investigate the level of insurance cover required.
 - b) ascertain level of disclosure needed in terms of conflict of interest.
 - c) declarations to be made by directors of any and all potential conflicts of interest.
 - d) website to provide greater clarity of roles.
 - e) e mails requesting outreach support to be checked at board meetings to insure none slip through the net.

The Third Sector Outreach Fund was further discussed by the board and the following proposals were made.

- 1) Directors who spend their own time travelling to and presenting to other communities should be funded.
- 2) A DVD should be made of the 'Fintry Story' - can be sent to all interested parties and communities.
- 3) An event be organised for spring specifically to assist communities have their say but would involve politicians, developers, environmental groups and others. ***KM** to do viability study.

The Fund should be divided equally between the three proposals.

Other items on the Agenda held over to next meeting on Monday 25th October. 7.30pm.