

Fintry Development Trust

Minutes of the Board meeting held on 4th September 2019

- I. Present/apologies for absence:**
- **Present:** David Howell (Chair), Iain Frazer (Treasurer), Chris Robinson, Anne Hislop, Hugh Edmond, Kayt Howell (Manager)
 - **Apologies:** Luke Emerton, Gordon Cowtan (Consultant)
- II. Declaration of interest in any items of business**
- They have recently added this agenda point to the FCC meetings – do you need it in?
- III. Approval of Minutes of last meeting:**
- Approved.
- IV. Finances**
- Iain had circulated an updated spreadsheet of the current financial situation prior to the meeting.
 - Iain noted that he did not have access to the FRED account but confirmed that this account was being wound up anyway.
 - The FDT and FREE accounts are healthy but funds may need to be transferred to the FCE account as there are several payments scheduled to be made from this account in the near future. An RHI payment into the account is due to be paid into this account in October though and revenue from heat sales is also due.
 - **ACTION: Iain to look at the figures to get a clearer idea of income and expenditure over the next few weeks.** Kayt provided Iain with the previous year's book-keeping book so that Ian had a clearer picture of payments which may be due at this time of year.
 - Overdue invoices had been received from Highland Wood Energy (HWE) which Ian needed time to look at.
 - **ACTION: Kayt to send an email to HWE to acknowledge receipt of the emails and let them know that payment may be slightly delayed due to Gordon's absence but would be made as soon as possible.**
 - David officially thanked Ian for stepping up to take on the Treasurer's role.
- V. Matters arising from the last meeting**
- There had been a Board discussion previously about closing down FLEDGE – the company that had been established for the Dunmore Garden project. It was agreed that the project was no longer viable since funding from the Energy Redress scheme was not possible. Andy Lyle, the Director of FLEDGE representing the other party involved in the project has agreed that FLEDGE should be wound down and the FDT Director of FLEDGE; Gordon Cowtan was aware that this was likely to happen. There should not be any HMRC liability. David proposed that FLEDGE be closed down and the proposal was unanimously agreed.
- VI. Governance**
- Holly O'Donnell with Kayt will be looking into how the FDT is governed and making suggestions for improvements.
 - Chris raised the point that there needs to be clearer guidelines in the future about conflict between Directors who are also residents.
 - David is aware that in some instances where corners have been cut and there has not always been complete transparency. David emphasized that this cannot continue to happen. As the FDT is a registered charity there must be complete transparency and no single Director should be able to make decisions without the approval of the Board.

- David felt that there should be a time limit for office bearers on the Board. Anne felt changes may be needed to the Articles of Association to ensure this is the case.
- Kayt has been meeting regularly with Holly and they are becoming aware of gaps in the way the FDT is structured e.g. there should be a Company Secretary and that it is essential to set up a structure that everybody is happy with. One possibility would be to have a Vice-chair and a Deputy Treasurer who could step in to help the Chair or the Treasurer and possibly take over when the office bearers stand down. Kayt also pointed out that the manager should not take the minutes at Board meetings as the Board will often be making decisions about the manager's role.
- It was agreed that the Board is responsible as a collective and every member of the Board should know what is proposed and approve it. Proposals should be minuted, there should be a paper trail and should be voted on by Board members before approval.

VII. Balgair

- The project at Balgair had previously been Matthew's project and it has now become clear that the Board were not aware of everything that was going on. As previously stated, all work undertaken on behalf of the FDT must be reported to and approved by the Board.
- There have been three main issues to be dealt with:
 1. The maintenance contract: Gordon had been working on this with HWE but there are still issues that need clarifying – the contract covers certain things e.g. annual servicing and calls out but there needs to be an agreement about who pays for repairs. It was agreed that the priority should be to get the systems repaired and paid for and then look at who is ultimately responsible for the payment later.
ACTION: Gordon/Kayt to clarify this with Doug at HWE and ensure that all residents know the procedure.
 2. The Reception caravan has been converted into a residential unit and needed to be connected to the heating system. Kayt had put the Manager directly in touch with Nottingham City Council to sort this out.
 3. One resident had been having problems with their heating system and had no hot water. The lady contacted Kayt directly and the problem has now been rectified.
- All of the above issues highlighted the fact that the residents do not have the information they need regarding the heating system and what to do if there is a problem and have not been given a new maintenance agreement. A residents' meeting had been scheduled for 14th August 2019 but did not take place. Much of this would have been discussed at that meeting.
ACTIONS: Gordon to arrange a meeting before the end of September to include Fintry Community Energy (FCE) members, HWE, Gordon (if fit), any other members of the FDT who are available and the residents. Kayt to draft an email to Gordon for circulation and approval of the Board requesting that the arrangement of the meeting is done as a priority upon his return to work.
- It was agreed that a price increase for the fuel at Balgair was well overdue and that residents would be informed of this at the scheduled meeting.

VIII. Manager's Report

- Kayt confirmed that she is meeting regularly with Holly O'Donnell with regard to improving the governance of the FDT and will put recommendations before the Board as soon as possible. Hopefully this will be approved prior to the AGM so that there will be something to present to the members.
- The accountants have been requesting various pieces of information in order to file a tax return for Corporation Tax. Some of the information is historical and is proving difficult to track down.

- An article has been submitted to Cicely Roy for inclusion in the next addition of the Fintry Focus.
- Some surveys were completed at the Fintry Fun Day and the survey has also been included in the Fintry Focus article. The surveys are designed to find out the communities thoughts, ideas and opinions with regard to the environment and issues which most concern them. It was agreed that a community engagement event would be the best way to interact with the community to get the information required.
- Kayt has been communicating with an organisation called 'Adaptation Scotland' which is a programme funded by the Scottish Government and delivered by the sustainability charity Sniffer (Scotland and Northern Ireland Forum for Environmental Research). They have been very interested in Fintry's story and keen to help with free advice available. Kayt felt they were a good link to have and they may be able to facilitate the community engagement event that is needed.
ACTION: Kayt to circulate the link to Adaptation Scotland to the Board.
- Kayt informed the Board that book-keeping had been put on hold temporarily as the bank has stopped sending out bank statements. Andrew is happy to catch-up with two lots once this has been sorted out. It is still possible to access statements online. Kayt noted that Andrew should be asked to sign a non-disclosure agreement (NDA) as he deals with confidential information. All Board members should also sign an NDA.
ACTION: Kayt to ensure all necessary NDA's are signed.
- Kayt is hoping to produce a newsletter soon but may not have the time to do so.

IX. A.O.B.

- Jo Skabara had asked that the Board be made aware that a plot of land next to the Castle Drive is up for sale. This land is zoned for the development of 40 houses as part of Stirling's Local Development Plan. There is a lot of concern about the impact such a development would have on the houses in the Menzies estate with regard to flooding but also on the drainage/sewage system in Fintry which is already at capacity. There are grants available to communities who wish to purchase land for community projects. It could be developed into a community woodland/orchard with access for the primary school children as an extension of their outside learning facilities. There is a lot of interest at the moment in forest schools which promote an outdoor education delivery model in which students visit natural spaces to learn personal, social and technical skills. Jo wondered if the FDT would be willing to help with the process of applying for funding. It was agreed that the FDT did not have the time or the resources at the moment to help with the work involved but would be agreeable to an application being made in their name.
- Chris commented that he does not always have time to answer emails immediately when he is at work and was concerned that this may be a problem when a decision is required. David confirmed that a decision usually only needs to be agreed by a quorum of Board members which would be four and that most decisions would not need to be made immediately anyway.
ACTION: The subject of such emails should be 'DECISION REQUIRED' to enable Directors to identify them at a glance.

X. Date of next meeting

- Tuesday September 24th 2019

Reserved Business

1. Discussions with Gordon

- Gordon had asked about bulk buying for the residents of Dunmore Gardens but it was agreed that this needed to be done outwith the FDT but could be done by Gordon as a resident of Dunmore Gardens. It was agreed that all the residents of Dunmore Gardens need to be made aware that the FDT is no longer involved with any projects on Dunmore Gardens although they are happy to support residents wherever possible and look at the possibility of funding for projects in the future. This needs to be done with some sensitivity for the residents who may be feeling abandoned by the failure of the project. This is particularly important to promote FDT's reputation in the community after a negative post on social media.
- **ACTION: Kayt to draft an email to Gordon stressing the above and circulate to Directors for approval.**
- Gordon is now a consultant to the FDT and not a board member. This was agreed for a six month period during which time he would be paid as a consultant for the work he had done. He was originally tasked with winding up the Dunmore Gardens project and sorting out outstanding issues at Balgair. Unfortunately, the timing of his illness has made this impossible and Kayt has been dealing with both issues. To date, Gordon has provided a detailed report of the work he has done and sent an invoice for the hours worked which tallies with the report. Now that the Dunmore Gardens project is to be wound up no more time will be spent working on this.
- The Board discussed the plan for Gordon's return to work. Anne felt that there should be some medical agreement that he is fit to return to work and that maybe it should be a phased return. It was unclear whether the time that Gordon has been off sick should be added on to the six months that were initially agreed.
- **ACTION: Kayt to draft an email to Gordon for Director's approval regarding his fitness to return to work and for Gordon to confirm that he had medical approval to do so. If his return is to be a phased return, a plan for this would be desirable.**
- There was some discussion over Gordon's return as a Director. Anne thought there would be no problem with him being co-opted back as a Director but not necessarily as Treasurer. It was agreed that any changes that have been agreed to the way the FDT operates whilst Gordon has been off the Board will need to be made clear to him when he returns.
- **ACTION: Kayt to seek advice from the Development Trusts Association as to the protocol for Gordon to return as a Director.**