



***Minutes of the Interim Board meeting held on
20th May 2020***

Present/apologies for absence:

- **Present:** Luke Emerton (Chair), Iain Frazer (Treasurer), Hugh Edmond, Anne Hislop, David Howell, Iain MacKay, Chris Robinson, Kayt Howell (Manager), Gordon Cowtan (Consultant),
- **Apologies:** None

Luke highlighted the purpose of today's meeting which was to discuss the roles and agree the main responsibilities in principle and to vote for the unfilled office bearers next week.

I. Confirm Office Bearer positions

- The main positions at the moment are:
 - Chair – Luke Emerton
 - Vice-chair – Anne Hislop
 - Treasurer – Iain Frazer
 - Company Secretary – to be confirmed (currently listed as Gordon Cowtan)

II. Role of Chair

- It was agreed that the main responsibilities of the Chair are as follows:
 - Helping to chair meetings
 - Supporting staff
 - Bringing the Board together to make decisions and when staff are looking for direction
 - Having a casting vote (i.e. a second vote if a vote is evenly split)
 - Prompting Board members to respond when decisions are required
 - Thanking Board members for participating/responding
- Luke referred to a previous discussion regarding the length of time that one person should hold a named position on the Board and suggested two years. Gordon referred to the Articles of Association which state that Office Bearers stay in position until the next Annual General Meeting (AGM) and then should be elected and agreed by the new Board following the AGM.

III. Role of Vice-chair

- This is the most recent position to be created.
- It was agreed that the main responsibilities of the Vice -Chair are as follows:
 - To share the role of the Chair
 - To chair meetings if the Chair is unavailable
 - To take on responsibility for Human Resources (HR), particularly because of Anne's previous experience.

- It was agreed that it is important to have a Board member responsible for HR and that although the FDT only has one member of staff at the moment; it is good to have a good working practice established before potential changes happen in the future.

IV. Role of Company Secretary

- Kayt had been looking at the roles and responsibilities of a Company Secretary and had circulated a list prior to the meeting. All the tasks are being carried out at the moment by Kayt, Gordon and Board members but overall responsibility needs to lie with a named Company Secretary who has an overview of everything and ensures that all requirements are being met.
- It was agreed that the Company Secretary would not be required to carry out the tasks but needed to take ultimate responsibility for ensuring that the tasks are being done. It was also noted that in many organisations, the Company Secretary is often a figurehead who signs official documents etc.
- It was agreed that the Board should look at the current allocation of tasks and decide if the current situation should continue or if tasks should be reallocated. All tasks were allocated and agreed and the list previously circulated was updated by Kayt as follows (updates marked in green):

Tasks	Company Secretary role	Manager's role	Treasurer's role	A.N.Other
Maintaining the company's statutory books, including: a register of present and past directors and secretaries, a register of all shareholders, past and present and their shareholdings, a register of any charges on the company's assets	Board responsibility With main overview by Company Secretary	Memberships lists and Director's registers are held by KH		
Overseeing and maintaining minutes of general meetings and board meetings	Chairs responsibility to check and approve	KH with Board approval		
Filing annual returns at Companies House.	Company Secretary		Historically Treasurer's duty	
Filing other documents e.g. directors' report and auditors' report (unless the company is exempt), and financial statements, including details of the company's assets and liabilities.	Ultimately Board's responsibility	Assistance from Manager	Treasurer's duty	
Arranging meetings of the directors and the shareholders. This responsibility will involve the issue of proper notices of meetings, preparation of agenda, circulation of relevant papers and taking and producing minutes to record the business transacted at the meetings and the decisions taken.	Overview by Company Sec. and Chair holds responsibility	KH with Board approval		
Informing Companies House of any significant changes in the company's structure or management, for example the appointment or resignation of directors.	Company Secretary		Historically Treasurer's duty	

Tasks	Company Secretary role	Manager's role	Treasurer's role	A.N.Other role
Establishing and maintaining the company's registered office as the address for any formal communications. Ensuring that all the company's business stationery carries its name, registered number, country of registration and registered address. These details must also appear on the company website, emails, order forms and invoices.	Company Secretary's responsibility	Manager assistance	and Treasurer	Website designer/upkeeper. IT person
Ensuring the security of the company's legal documents, including for example, the certificate of incorporation and memorandum and articles of association.	Company Secretary has ultimate responsibility	KH with Board approval		IT
Deciding on the company's policy for the filing and retention of documents.	Company Secretary has ultimate responsibility	KH with Board approval		
Advising directors on their duties, and ensuring that they comply with corporate legislation and the articles of association of the company.	Chair's responsibility	Manager's assistance		
Insurance	Company Secretary has ultimate responsibility	KH with Board approval	Treasurers assistance for annual figures	
Company pension scheme	Company Secretary		Treasurers assistance	Board has ultimate responsibility
Administration of share schemes	N/A	N/A	N/A	N/A
PAYE & payroll/VAT registration		Payroll info to Accountants	Treasurer does the rest	
Management of the company's premises and facilities	Boards overall responsibility	Manager tasks		
Office management	Board overview	Manager		
Compliance with data protection and health and safety requirements	Company Secretary has ultimate responsibility	Manager – accident book to be acquired.		Vice Chair shared responsibility

Tasks	Company Secretary role	Manager's role	Treasurer's role	A.N.Other
Intellectual property	Company Secretary has ultimate responsibility	KH? Not really sure how this has been addressed in the past.		

V. Role of HR team

- It was agreed to revisit discussion of this role at a future meeting.

VI. Role of Operations team & meetings

- As agreed at a previous meeting, at least one Director should meet regularly with Kayt and Gordon. Anne offered to do this. **ACTION: Kayt/Gordon to schedule a meeting with Anne and circulate the details to the Board with the hope that one other Director would also join the meeting.**

VII. Finance Team

It was agreed to revisit discussion of this role at a future meeting.

VIII. A.O.B.

- Iain M asked about the shed belonging to the FDT that is situated in the car park at the Sports Centre. Kayt confirmed that it is still in use by the FDT to store various items as well as items belonging to the Fintry Amateur Dramatics Society (FADS). It was agreed that there needs to be further discussion of this at a later date.

A vote on the appointment of the Company Secretary will be taken at the next meeting and any Board member who is interested should contact Kayt and/or Luke.

Date of next meeting

- Wednesday May 27th 2020 7 p.m.