



***Minutes of the Board meeting held on
25th November 2020***

Present/apologies for absence:

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

I. Approve last minutes and check actions completed

- Approved.
- **ACTION:** Luke and Chris to complete the bank form to be added as signatories. In progress.
- **ACTION:** Board to send any ideas for community engagement to Kayt before the next Board meeting and Kayt will circulate all ideas for discussion at the next meeting. Kayt had circulated several of her own ideas.
- **ACTION:** Kayt to circulate the next six policies as soon as possible before the next meeting for the Board to review. Done
- **ACTION:** Kayt to draft some rules with regard to FDT members borrowing the thermal imaging camera including a £20 deposit. Done
- **ACTION:** Gordon to set up a Board only email group. Done

II. Financial Report

- Iain F circulated a financial report prior to the meeting.
- Still waiting to hear the final income from the windfarm but it looks as though it will be a positive amount. The figures have to be verified by Locogen first.
- The Fintry Renewable Energy Distribution (FRED) account has not changed.
- The Fintry Community Energy (FCE) account will need to be subsidised by the FDT. There have been some big outgoings recently – fuel, boiler work, heat interface unit (HIU) replacement. Heat sales were just under £2K which is not enough to meet these invoices. A VAT rebate should be due in December or January and a Renewable Heat Incentive (RHI) is due soon. Unfortunately, the income from heat sales is always less than the cost of the fuel. David asked if Iain was keeping a note of all the invoices/outgoings as it would be good to have a precis of this to show to Bruce Crawford (MSP) and Alyn Smith (MP) to highlight the fact that the FDT are constantly subsidising the system. Iain F confirmed that he has records for the last two years and Gordon has more details prior to that. Iain F noted that the accounts are much better than they could have been due to the loan repayment holiday. It will be a real struggle once loan repayments have to be made again in January. Luke asked for confirmation of how much FCE would require from FDT. Iain F said that £5K should get them through until January.

III. Reserved Business

IV. Annual General Meeting (AGM)

- Luke thanked Kayt for sending information about the AGM round to the Board.
- Kayt asked the Board to make a decision about when the AGM should be held. Looking at the information from the Office of the Scottish Charity Regulator (OSCR) it is not clear that the FDT have grounds for postponing the AGM due to Covid-19. The provisional date at the moment is Wednesday 3rd February. Kayt reminded the Board that the draft accounts need to be available for members to view before the AGM. The accountants always manage to have them ready in time but letting them know the date of the AGM usually speeds up the process.
- Luke wondered what the feasibility of holding the meeting online would be especially with regard to voting for new Board members.
- Anne asked if the Articles of Memorandum stated that the AGM had to be in February. Kayt said that there is some leeway, 15 months from last AGM, but other deadlines will still have to be met for example, sending information to OSCR. In that case, Anne felt it may be better to postpone the AGM until May in the hope that it could be a normal face-to-face meeting. Luke commented that it is hard to know when an actual meeting would be possible but maybe waiting until January to make a decision would be good as more information about vaccines etc. may be known by then. Kayt noted that members require at least 4 weeks' notice prior to the AGM and the date and any relevant information is usually sent out in the Christmas newsletter.
- Kayt reminded the Board that there has to be a quorate of 15 FDT members for the AGM to go ahead. Gordon confirmed that the Board members count towards the 15.
- Gordon had spoken to a contact at Development Trusts Association Scotland (DTAS) who had held their AGM online recently. It had been very successful and was recorded and made available for other Trusts to look at as an example of good practice. Kayt was also aware that DTAS had published guidelines on this subject.
- Iain M recalled that the AGM had already been moved from its original date in October several years ago so maybe should not be moved again but was concerned that an online meeting could be chaotic and counter-productive. Kayt explained that the AGM had been moved from October to February due to the difficulty in getting the accounts done in time. October was too soon after the end of FDT's financial year.
- Gordon advocated going ahead with the AGM in February online as he felt it was good governance to stick to 12 months from the previous AGM and not postpone it.
- Chris wondered what other groups in the village had done or were planning to do with regard to their AGMs. Fintry Community Council had received guidance issued by Stirling Council in May indicating that Annual General Meetings cannot be held unless they are open to the public. The FCC did not think it was practical to try and hold such a meeting online. Hugh noted that he had attended an online AGM today involving 26 participants. He felt it had been successful. One person was in control of everybody's microphones and counting votes etc. and clear rules had been set before the meeting started. Use had been made of screen sharing so that all participants could see the end of year accounts. Chris agreed that large meetings are possible in this way and that use can be made of the 'raise hand' function for asking questions and voting. He felt that the functionality does exist to hold the AGM online but it would depend on the software available. David had experience of Zoom working well with a large group and an electronic 'thumbs up' was available to count votes. Luke was concerned that voting should be done anonymously and that this may be difficult online. Gordon thought there would be a way of voting anonymously. Anne questioned whether voting had been done anonymously at the last AGM as she remembered there being a show of hands. Kayt said that anonymous voting was only done if there was more than one candidate for a position. Otherwise there was just a show of hands to show that the membership accepted the candidate. David mentioned an app called 'Doodle poll' which could be used for voting purposes and Chris mentioned a facility in Outlook that could also be used for this purpose.
- Iain M was concerned that a number of members would not have access to the equipment necessary for an online meeting and/or have the ability to do it. He though

this may result in disenfranchising a lot of members. Chris agreed that this may be the case and wondered if it would be possible to somehow find out how many members could access an online AGM. David asked if a paper based ballot could be done for this. Kayt noted that there is not usually a big response from members when this approach has been tried before and that it would be better for the Directors to make the decision and lead the way.

- Anne wondered if members could be offered the option to vote on paper by including a voting form with the newsletter. Kayt said this would not work as candidates can come forward up to 48 hours before the meeting so it would not be possible to ensure that members had all the information needed. She felt it would be better for members to use a proxy voting system done by members who were able to use technology to participate in an online meeting. Chris asked if the AGM could be held but the voting for new Board members postponed until a later date. Kayt felt this would involve going through the whole process twice. Luke wondered if voting could be done anonymously at an online meeting but results announced later when people had chance to vote on paper.
- The Board voted unanimously to postpone the AGM to a later date. This will be discussed again in February and preparations should continue regardless.

V. Community Engagement

- Luke thanked Kayt for circulating her ideas to the Board. He thought that all the ideas looked great but the Board needed to pick a few feasible ideas to begin with.
- Kayt was concerned that the way forward for the FDT should not be based solely on her ideas. It was important that the Directors put some thought into what direction the FDT should be going in and come up with some ideas of their own. She suggested a short meeting in December to discuss some 'lighter' points such as sharing community engagement ideas and have a virtual Christmas drink together. Iain M thought that a little light relief was a great idea. Kayt said that she did feel for Iain M and the other newer Directors who have not been part of all the really positive things that have happened in the past. David agreed that it had been a tough time and thanked all Directors who had joined recently. Their input has been greatly appreciated and he was hopeful that there were better times ahead.
- **ACTION: Board to send any ideas to Kayt before the next Board meeting and Kayt will circulate all ideas for discussion at the next meeting.**

VI. Policies

- The next six policies had been circulated to the Board prior to the meeting. Iain M said he had been unable to open the files so had not been able to look at them. Anne recalled that when she had checked them before circulation there had been one that needed redrafting but was happy with them all now. Kayt confirmed that the FDT contingency plan had been too wordy but had been broken down and simplified.
- Luke noted that the whistle blowing policy required a nominated whistle blowing officer and suggested that it may be better to link this position to an existing post rather than naming an individual. The Board agreed that the Chair of the FDT would also be the nominate whistle blowing officer.
- Luke also noted that a decision was required as to how many days paid sick leave staff were entitled to before they moved to Statutory Sick Pay and asked what the existing policy stated. Kayt said a basic policy was done several years ago and she would look for it. **ACTION: Kayt to circulate the old policy via the Board only email group for the Board to discuss and make a decision. (David will not participate in this decision).**
- **ACTION: Kayt to send these six policies to Iain M in another format and circulate the final six policies for discussion at the January meeting.**
- The policies were provisionally accepted subject to Iain M's approval once he has seen them.

VII. Consultant's Report

- Gordon had circulated his report prior to the meeting.

VIII. Manager's Report

- Kayt had circulated her report prior to the meeting.

IX. A.O.B.

- David asked if the school had received the grant for work on the outdoor classroom. Kayt confirmed that the grant had been received and thought that work should have started now.
- Iain M asked about the possibility of utilising the water courses in and around Fintry as a source of energy. David said that this had been looked into in the past but had been told that the flow of the Endrick was not up to the standard needed for a hydro system. This was several years ago though and may be worth looking at again. Iain M said that he knew that some of the water is diverted to the Carron Valley so a lot of head water is lost. Gordon confirmed that this had been investigated previously but the flow is not sufficient and the head water has been diverted so the flow is erratic. Kayt also remembered that Matthew had commissioned a hydro scheme analysis and that as well as the water flow there had been issues with land ownership and the fact that part of the Endrick is a Site of Special Scientific Interest (SSSI). **ACTION: Kayt to look out the historical information.**
- Gordon asked if any of the Board who had experience using Zoom knew of any tools that were available to promote discussions. David said it was possible to set up 'break out rooms' which were good for smaller groups and Hugh mentioned screen sharing as a way to view accounts or other documents. David said it was also possible to use a virtual whiteboard to draw diagrams.

X. Date of next meeting

- Wednesday December 16th 2020, 7 p.m.