



## Minutes for meeting via Zoom

19.30 hrs, 11<sup>th</sup> February 2021.

### Attendees:

Harry Andrews (HA), Paul Bulmer (PB), Charles Dixon-Spain (CDS), Gary Kirby (GK), Ros McGhee (RM), Calum Maclean (CM), John McNaughton (JM), Cathleen Russell (CR), Amber Llovet (AL), Charlie Collins (CC), John Allan (JA), Graham Curran (GC)

### Apologies:

### Previous minutes:

14 <sup>th</sup> January 2021	Proposed: CDS	Seconded: HA
21 <sup>st</sup> January 2021	Proposed: CM	Seconded: RM

### Declarations of interest:

CR declared her directorship of Scottish Rural Action and her membership on the advisory board of The Dunoon Project. CR also declared her resignation as chair of the Community Council and the chair of Kyle and Bute Community Planning Partnership.

She also acknowledged CDS as the new vice chair of the planning partnership.

### Governance:

There was a question over expanding the minutes to include the arguments as well as the conclusion of all discussions. No conclusion was drawn or agreed.

CR presented her proposals for changing the CGDT governance:

Document: CGDT Roles & Responsibilities 210215.docx attached as **Appendix 1**

Discussion on cost and value of CGDT. The first question was should we differentiate between the membership and the local community? GK wanted "...the membership and the community to be all the same group..." and should not be able "...to be vetoed by the directors..." Then: "Do we need all three conditions of membership?"

CDS said that the three conditions were in order to comply with the requirement for Community Right to Buy.

GK and why "... have we exercised the right not to allow someone to become a member?"

CR said that we have not done that and that a certain member had been rejected because of his attitude and behaviour towards the CGDT, and that we would take about this later in the meeting.

HA added that communication with both the membership and the wider community was important in order to meet the objectives of the CGDT.

CR – hence the quarterly newsletter and the importance of getting the community to join the membership. HA – incentivise membership. CR membership fees are too low to provide any incentive. HA – We should benefit the entire community not just the membership. CDS any newsletter will go to both membership and community. The membership has the ability to vote on issues and the community has the opportunity to join as a member at any normal public meeting. GK but directors have the right to override membership. CDS "...that is correct, but no person has been refused membership of the trust, ever." They may have to become an associate member instead, depending on residency status. GK why can't "...anybody who lives in the area or has an interest in the area... be part of the community development trust?" CR they can be as an associate member. The reason is to try and keep the community going and not to be overrun by second home owners who may be 80% of the local property owners. RM agreed. GK "I have a very different view of community."

A vote was called by CR to keep the current membership structure, but not held.

CR proposed a separate meeting to resolve “the Reg situation”, but first JA and Reg MacDonald should talk following an agreement on criteria between CR, HA and JA. PB asked if the directors would receive a briefing before JA and Reg MacDonald talked. JA started “I hope so...” but ended with an unequivocal yes.

JA and CR decided to get a written proposal and then circulate it rather than hold yet another directors meeting. Everyone except GK agreed. GK thought it would be very slow, CR no, it would be very quick. GK the new board has not voted on the Reg situation yet, the old board voted his suspension as a director. JA explained that this was why he wanted to agree a set of discussion criteria between the new board and Reg MacDonald. GK explained that this was a problem as the board could change the suspension straight away with a simple meeting and that many decisions were now being made that Reg should have a say in. The board should hold a moratorium on all projects until Reg’s re-admission. JA wanted an agreement on his mandate within a week and get on with discussions immediately. GK agreed.

HA wanted to know what steps the board needed to take now. JM wanted a quick discussion to see what the board thought. CR Two minutes then. JM get Reg in tent pissing out. CDS Yes, provided that he complies with the terms of the ‘cease and desist’ letter. GK Reg should be on the board. The board should address the allegations made by Reg. CM Reg doesn’t live here and is a divisive character. PB agreed with CM, and that the board should clarify matters through JA’s intervention. HA thought that there were a diversity of views within the board and the best thing would be for JA to approach Reg MacDonald and the board to show that the CGDT was an open organisation. RM agreed with CM and wanted more information before she could make a decision. Also Reg does not live here most of the time. GK agreed with HA. Reg already has an engagement with the community and therefore the board is disenfranchising those members of the community who support him. Reg “...is not the enemy, and everyone is seeing him as such...” CDS agreed that the community was concerned about aspects of the Stronafian forest purchase. Reg could have raised those issues without undermining the legitimacy of the development trust in an anonymous document. This is why the board at the time acted in the way it did. The board accepted Reg MacDonald as a member of the trust a month after he published his ‘report’. The board did this to “...ensure that... everybody has a voice.”

#### **Treasurers Report:**

AL: current bank balance: £53,599.52p. Expenditure for the month: £3,889.50p. Income for the month: £31,391.00.

CM: Will re-work the accounts in parallel with AL so that he can make sense of them and report back accordingly. He proposes a spending limit of £300 without further authorisation and a three way system for deciding expenditure, approving the project and signing for those expenses.

CM explained that the trust was holding £9,375.00 Screening Fund on account for Stakis. JM asked why this Screening Fund should be paid to Stakis. CDS: The forest valuation was £1,550,000, Stakis paid £1,300,000, leaving the solum valued at £250,000. The screening fund goes to Stakis. He said that Stakis were well disposed towards us and that it would be worth asking them to donate the screening fund to the trust. JM thought that Stakis had already received a discount, the value of the solum, so why were they receiving a second discount? CM explained that the screening fund is paid to CGDT by Cruach Mhor Windfarm to compensate for loss in value of the forest. JM agreed and CR agreed to investigate the issue further. It was agreed by all that the trust would write to Stakis to ask them to donate the money held in the Screening Fund to CGDT.

CM explained that there was a Cowal Way overspend of £22,747.50p which the CGDT should sort out. CC objected to state that “...there was absolutely no deficit whatsoever to do with the Cowal Way project...” The eight or nine computer discs of data were signed off by CCF, the Argyll and Bute and Scottish National Heritage. “...the Cowal Way project was run on budget, under budget and delivered on time, with no deficit to anybody at all.”

CDS believed that there was a query on PAYE payroll and a miscalculation on HMRC by the trust by Ross & Co. AL said that the Cowal Way project was should have been wrapped up in December 2018, but some projects in the Stronafian forest continued for three months after that. CC said that the three months salaries for Stuart, Hilary and himself referred to came from underspend on the Cowal Way. CCF gave special permission to use this underspend in this manner. CM will report back.

CM suggested that the trust office in Colintrave Village Hall was an unnecessary expense. CC explained that the office at the village hall was a requirement for the Cowal Way project. CM also proposed selling the iMac in the trust office. It was agreed to give up the office and sell the iMac.

**Project Lists:**

CR asked GK if he could access the sheets, he agreed that he could, but would not add to them at this time. She also asked JM, who agreed that he could access them but had nothing to add to them.

CM has taken over management of the Colintrave shelter. Information to be put on a public notice board mostly by interested locals and the rest of Colintrave asked what they would like to happen. £10,000 is not very much for two shelters and it would be possible to find match funding, for example from the Windfarm Trust and to do the job properly. RM will take control of the Glendaruel shelter. CDS explained that he, CR and AL were applying for extra funding on the shelters from the Covid Recovery Fund, who would welcome a re-submission., to be completed by 5.00pm on 12<sup>th</sup> February, ie tomorrow. Everyone was happy with this idea. JA wanted the trust to think bigger, all the proposed shelters were quite small, we need to think bigger. Plan it properly and then see if we could self-build or needed a professional build. GK wanted to know if it would be wheelchair accessible or not, this would impact on location. JA agreed. CM wants to ask the locals before the project was developed so that they could develop the brief. CC asked how we would inform people about the project. CM will use the village hall noticeboard, and with the help of Ros McKenna and Ian Connon, use flyers in the shop, Facebook groups, talk to people about it. HA pointed out that anywhere in Glendaruel, people would have to travel to the shelter. RM suggested locating the shelter at the shinty pitch for a number of reasons.

**Broadband:**

JA outlined the work he had been doing checking local availability of 4G broadband.

Document: JA Notes to Board 11 Feb 2021.docx attached as Appendix 2

GC added that BT had just been awarded the R100 rollout and as yet had no timetable. In order to obtain the £400 Scottish Government grant towards improving broadband, an application has to be made to a registered supplier – non local – the best thing would be to get together as a community gather all the £400 vouchers together and build shared infrastructure. CR pointed out that everyone getting together could pay for a single supplier instead of wasting money on lots of different suppliers.

JA pointed out that Gibson's would charge £150 to put up an antenna, including the antenna, in Glendaruel.

CM told us about another broadband fund where money is available. Nobody objected to JA continuing his work on 4G broadband. RM asked if the £400 grant applied to all houses, including second homes and rentals. GK asked if those who already had broadband could also apply for the £400 grant. Neither question was answered.

**Administration Report:**

AL reported that there was a plan to fundraise to improve the access path to the gun club in Glendaruel.

AL reported that food box distribution had been extended to April and May, and that she would be applying for an extra £11,788.40 in order to supply the same level of support undertaken last winter. CDS and CR were in support of raising more money. GK asked if this support overlapped that supplied by the Resilience Committee. CR answered yes. CR said that many people were using the food boxes including some people from other areas who did not have this level of support. Nobody is abusing the system.

AL talked more about the outdoor structures. Problems with location and planning and suggested using Survey Monkey as a start towards public feedback. CR thought that this would reach very few people and a mail drop would be better.

AL said that CGDT have £2,700 to spend on PPE. CR stated that she still had some hand sanitiser. GK asked why CGDT needed PPE. AL replied that it was needed for the outdoor structures, including electric sanitiser dispensers. Also to buy a fogger so that the village halls could be helped to open up after Covid. HA said that Glendaruel village hall already had these facilities. CDS suggested that some PPE budget could be transferred to food boxes in that case. PB asked about electric equipment in outdoor sites and durability. GK asked why CGDT was duplicating work already undertaken by other bodies. AL took responsibility and apologised. GK said that he thought that Morrisons didn't have a fogger and that foggers were not needed in outdoor structures and agreed that battery operated sanitiser dispensers were not feasible. RM said that the dispensers used by the school were foot pump operated.

AL stated that Kickstart had 30 positions already and could be wrapped up in a couple of weeks. JA asked about the long-term prospects of Kickstart. AL replied that Kickstart was only for a six-month period. CR stated that the

objective was to give young people training and when short-term training opportunities were offered in the forest all the participants had gone on to work in forestry. CDS stated that he would be using Kickstart as a recruitment device for long-term employment opportunities. CM asked if CGDT was acting as a facilitator or an employer. AL replied that this depended on there being thirty jobs or more. CM asked if there were cash-flow forecasts AL replied no. CM pointed out that it may well cost CGDT money to operate the scheme. CR pointed out that the 30 jobs was over a year, so that would be 15 jobs per six-month session. She also pointed out that to make up the numbers, CC could train a few additional people. GK pointed out that CC did not work enough hours to do this. He also agreed with CM that cash-flow forecasts were needed.

AL told us about work on Path's For All and she had also done some branding for signage and for the website and asked for thoughts. CM said that JA and he were really impressed by the work on the Stronafian Forest. He suggested that we should form a short-term plan and spend money on the forest over the next year or so. GK concurred that CC had done a fantastic job on the forest paths. He also pointed out that we were dealing with an historic monument here and we should be careful about the location and wording of signage. JA said that money had to be available to continue work in the forest and that an operational plan was needed. GK added that CC should be getting permission from archaeologists before working on or near historic monuments. CR agreed that more archaeological input was needed.

AL talked about the lease of land in Glendaruel from the council. The council plan to offer us a lease at £1 per annum for two years provided that path ran along the southern section of land.

AL asked the group if Modan's Well should have an apostrophe or not. Apostrophe.

#### **Stronafian Forest:**

CC asked that any commentary from directors about the forest should be positive and include suggestions.

CC said that the forest was safe for exploration, and pointed out the huge amount of work undertaken in the last year. However, more work was still needed. He acknowledged that it would be easy to remove the seat from the chambered cairn site, where it had been placed temporarily.

CC pointed out that his priorities now were:

1. Improve the path from the old east road past the gun club into the forest so that the signs could be followed easily and comfortably.
2. Link the path from Stronafian to the other side – 500 meters. Also link the paths from the old village to the cup and ring marked stone which is currently 'lost'.
3. Dark Skies has great commercial potential and five local contractors have helped Charlie on preliminary planning. More work needs to be done as contractors are reluctant to work on such a remote site or quote without a proper budget. Any structure should be wheelchair accessible and accommodate up to 30 people at a time. Two structures to be built.

CC pointed out that we have 18 potential projects, but after 2 hours discussion tonight, nothing has been achieved. CGDT meetings used to be enjoyable and positive.

PB congratulated CC on the clarity of his paperwork. GK congratulated CC on the work already completed on footpaths and that his enjoyment and enthusiasm was clear throughout the forest. CR suggested that JA use his drone for photography. GK suggested JA and CM use this for promotion and marketing of the community. JA commented that he had already obtained some footage.

CR pointed out that we would not get full Dark Skies status, but the step before which is just as good. Andy White and Chris Leigh are Dark Skies experts and have been consulted and will take proper readings to ascertain the viability of the project. CC said that he hoped to persuade Stakis to invest in and build some of the forest paths for us. HA asked if we had consulted with any other Dark Skies sites as astronomy experts are very picky about where they will go. We are too near Glasgow and too wet. CC replied that he understood that Andy White and Chris Leigh's preliminary reading were promising. CR pointed out that as we are near the Central Belt people can travel out to us. JA pointed out that there were no plans and no one driving this project or any of CGDT's other projects. Who is driving this? CR replied that it used to be Jim McLuckie. JA suggested that GK take charge of Stronafian Forest

matters. CDS pointed out that he had been design manager of the forest projects, but the plan that CC is following was agreed by the board over the last couple of years. There are no individual project documents other than the Stronafian Forest Master Plan. CR acknowledged that the board needs to tighten up on this. JA suggested that somebody needs to take charge of it (project management).

CR asked if any director was willing to be in charge of the forest. CC suggested that he would be happy continuing with CDS as line manager to continue managing the funding and logistics of maintaining and improving the forest paths. CDS agreed to this arrangement provided that he had nothing to do with renewables. GK proposed that there was a clear need for someone to be in charge of getting investment into our only asset, the Stronafian Forest, someone with knowledge about forests. Someone asked that Reg MacDonald not be brought up again as we had dealt with this already. CR said that we cannot assign a director to lead a project who is not here at the moment. CDS said that he was experienced in forestry, but was happy to bow to anyone with professional qualifications. GK stated that CDS would no longer be in office by the end of the year. CDS replied that this would be unless he decided to stand. GK stated that CDS could only stand if there was no-one else from the community who wanted to stand. CR stopped the conversation at this point. CM suggested that the management structure of the CGDT did not allow him to follow day to day events. There was no structure that allowed to "...open a document and say, well this is what is happening this week..." Something is wrong in the way that CGDT works. CC pointed out that CGDT used to employ a full-time forest manager on £28,000 per year. This stopped five years ago. CC was trying now to continue this work. Did we want to now employ a full-time forest manager again? CM felt that CC was doing a great job, but that the governance of CGDT was wrong. CR stated that the document, **Appendix 1** would be distributed to everyone so that we had a document to work to regarding governance.

CR pointed out that changing governance would take a while, but the board would get it done by all working together.

**Membership:**

CR thanked CC for his report.

No new members.

**AOB:**

CDS wanted comments by email on where the directors felt that the board was so that we can see our direction of travel.

CR said that she had asked HA to produce a report on his findings on the Reg MacDonald situation over the last year. This in order to send out a document to the community to explain where the CGDT management is. HA will try and share drafts on this report before the next meeting.

**DONM:**

11<sup>th</sup> March 2021.

**Length of this meeting: 2 hours 42 minutes and 50 seconds.**

1.

## Appendix 1

### Colintraive and Glendaruel Development Trust Roles and Responsibilities

Members of governing body of the Colintraive and Glendaruel Development Trust are referred to as 'Directors' in documentation.

What is the role of the Directors of CGDT?

Directors are there to lead, control and supervise the organisation's activities. It's the part of the organisation with formal power and responsibility, which are detailed in the governing document, and backed up by law. If things go wrong, it's the trustees that will be called to account. They need to be aware of this and act in the best interests of the organisation and its beneficiaries, following all requirements of law and regulation. This is sometimes referred to as the need for 'due diligence'.

To enable the organisation to meet its aims, directors should perform the following functions:

- Set and maintain the vision, mission and values of the organisation.
- Develop direction, strategy and planning.
- Ensure the organisation has the structure and resources for its work.
- Establish policies and procedures to govern organisational activity, including guidance for the board, volunteers and staff.
- Establish systems for reporting and monitoring.
- Manage risk and ensure compliance and accountability with the governing document, external regulators and the law.
- Make certain that the financial affairs of the organisation are conducted properly and are accurately reported.

Who can join a governing body of CGDT?

The board of CGDT shall be made up of a maximum number of 12 directors; out of that number, no more than 9 shall be Member Directors and no more than 3 shall be Co-opted Directors. The Member Directors is open to any person who is legally entitled to vote in Scotland and who is ordinarily resident in the Community. The Co-opted Directors can be any eligible person who is deemed to support and/or have expertise that will support the aims of the trust.

### Regulation

It's the responsibility of all directors to ensure that the organisation fulfils its obligations to its regulators OSCR and Companies House, and it should have procedures setting out who will do this, when and how. Failure to comply with regulatory requirements can have serious consequences.

### Memorandum and Articles of Association

All directors need to be familiar with the Memorandum and Articles of Association. It's the 'user manual' for the CGDT and will set clear boundaries on its activities. The Mem&Art will be reviewed periodically, with special attention to the part setting out the purpose of the organisation. If this no longer reflects its circumstances and aspirations of CGDT it will require to be updated. Wider approval from organisational members, and regulators, will be necessary. As a registered charity we need consent from OSCR before you change your purposes as this could

affect your charitable status. The directors should regularly assess the risks associated with the organisation's current and planned activities and decide whether its legal status is fit for purpose.

### Collective Responsibility

All directors collectively have the ultimate responsibility for running a voluntary organisation, for its property, financial policies and procedures, staff and volunteers. Directors can delegate some of their authority (e.g. to staff), but they can never delegate their responsibility.

As responsibility is collective, if there are any legal or financial repercussions from decisions made by the trustees, then all members of that group are legally liable in equal proportion. The behaviour of one trustee is the concern of all the others. If a trustee is absent from a meeting, they are still responsible for decisions made when they were not present. Their absence does not absolve them from responsibility or liability.

### Staff and volunteers

The directors have responsibility for the overall governance and direction of the organisation, and have a duty of care for volunteers and staff. For paid staff it's important to be clear about separate roles and responsibilities, and legal liabilities. Some tasks should never be delegated to staff, eg: the recruitment, support, supervision and appraisal of your lead employee, final decisions on key staffing issues such as disciplinary and grievance procedures. Directors have key legal obligations including:

- ensuring employees receive written terms of employment
- consulting with employees with regard to redundancies, mergers and health and safety
- ensuring employee liability insurance is in place.

The lines between governance and management are easily blurred. But the broad difference is that governance is about strategy, and management is about operations.

### Governance      Management

Overview of organisation as a whole      Day to day operation of projects

Long-term direction      Short to medium-term implementation of plans

Processes and frameworks for effective working      Detailed planning and supervision

Accountable for actions and decisions      Responsible for delivery

### Chair

The Chair has a leadership role and is delegated the line-management of the Office Manager on its behalf. Key duties can include:

- preparing agendas for the meeting in consultation with the staff and other trustees
- ensuring meetings are run efficiently, and discussion and decision-making is democratic and fully participative
- holding the casting vote in the event of a split decision
- ensuring that AGMs and EGMs are carried out according to the governing document.

The Chair may also represent the organisation at external events and meetings, act as a cheque signatory, and take part in staff recruitment. The CGDT also appoints a Vice-Chair to share the workload and deputise for the Chair.

## Treasurer

It's important that all directors collectively play their part in financial monitoring and decision making. The treasurer's primary role is to assist and advise the board in overseeing the finances even if paid staff deal with much of the day-to-day financial business. Some of the tasks can include:

- controlling and accounting for the organisation's finances
- issuing receipts for cash received, keeping records of cash paid out, and being a counter signatory to any major banking transaction
- overseeing bookkeeping
- presenting financial reports, raising issues and answering questions at regular meetings and the AGM
- liaising with the auditors or financial examiners for the annual review of accounts
- ensuring statutory returns are made to any relevant regulators.

## Secretary

The Secretary can be responsible for many specific tasks, some of which will be regular practical administrative duties of paid staff in larger organisations. These can include:

- convening meetings and booking rooms
- dealing with correspondence and being a cheque signatory
- preparing agendas for meetings (in consultation with the Chair)
- taking the minutes of meetings and ensuring back-up information is available where required.

Unless your governing document states it as a requirement, you no longer have to have a company secretary under company law. The position of a 'company secretary' has a specific legal meaning, and is responsible for ensuring that regulations are complied with. Their duties include:

- preparing paperwork for meetings
- overseeing procedures for the operation of the board (eg organising the AGM)
- providing the Registrar of Companies with required information eg financial returns, changes in directors, and notification of where the organisation's records are kept.

The company secretary doesn't have to be a board or staff member, or anyone directly connected to the organisation. If a board member is the company secretary they retain all the normal rights and responsibilities of a director – including the right to make decisions and vote at board meetings. If a member of the company is the company secretary they retain the normal rights and responsibilities of membership including the right to vote at general meetings. If the secretary is someone else, e.g., a staff member, the position does not automatically make them a member of the board, or a member of the organisation, and they have none of the rights or responsibilities of either.



## Appendix 2

### Broadband status JA Notes to CGDT Board meeting 11Feb 2021

Self help initiative to improve Broadband using our available resources.

#### STATUS

This is pushing ahead with help from Graham and those of you who have endured testing and given input.

Testing and refining is ongoing with Board members (3) and that is working as expected plus learning more with each of the 7 tests so far. I am now confident that we can simply test and prove or disprove availability of mobile networks at each house and how good that would perform on the existing mobile networks at no cost.

I already have a few volunteers plus some good input on servicing this initiative.

There remain areas of both uncertainty and opportunity on how we deliver or help users actually get reliable Broadband they can use installed: those I am working on. There are various different solutions. Currently:

1. At the lowest level there is a simple off the shelf package where the householder buys the monthly £30' ish package and we might help them set that up where necessary. Plug and play with no aerial required
2. The government £400/household voucher scheme to improve Broadband. That requires a registered supplier to carry that out. Michael Russell has kindly introduced an Oban firm, "Back of Beyond" (BoB) that appears to do that and more. I await a call-back to discuss what they offer, how it would work for us and true costings. Gibsons in Dunoon are not registered (therefore cannot get the vouchers) but are willing to carry out installation work and prepared to help directly or as a subcontractor: they potentially offer a simple delivered service well within the £400. I need to connect these two to try to achieve a supplier service we can recommend and make use of the voucher scheme with no cost to householders hopefully- TBC
3. There are also more landline connected broadband routers than I naively expected. BT have a bundled service for their BT landline broadband users (Halo). That adds the mobile broadband with unlimited use across both broadband and phone, but they don't push it to existing customers of either BT or PLUSNET( BT own EE, PLUSNET and Openreach). Again Michael Russell has helped and invited me to join a teams meeting with BT on the 22<sup>nd</sup> when I hope we may get more on this.

Still much to do, including:

- A. integrating our own resident base information of 286 households into a useful tool to manage and maximise the effectiveness of our local Colglén broadband knowledge.
- B. Getting up to date and forecast coverage maps and active 4G cell masts locations for each provider of at least EE, Vodafone, O2 and possibly "Three".
- C. The basics of gathering requests and collating them is not in place yet.
- D. Preparing an information and training package so people can carry out tests themselves on their phone or to train volunteers to help the less tech savvy – underway.

Timings - I had hoped to send out on Valentine's Day invitations for those who want help to make contact. However until I have clear solutions with impacts, I want to hold back until I hope the end of this month.

Cost – this should be on a willing volunteer basis. Depending on numbers needing help and the input BoB can provide, we may need some routers and PAYG sims for each network.

There is a draft flyer and plan.

It would be helpful for conditional approval.

Questions?