



## Minutes for meeting via Zoom

19.30 hrs, 8<sup>th</sup> April 2021.

**Please note:** text in blue has been added to the minutes at the request of a director.

### 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), John Allan (JA)

### Apologies:

Graham Curran (GC)

This meeting of the Board was called to discuss possible solutions to the stalemate that the directors found themselves in. Two directors had to leave during the course of the meeting.

Eleven possible solutions were voted on:

1. Nothing done at present. Board waits for outcome of working group before making decision.  
For: 0 Against: 9
2. Board asks RM to join working group and depending on outcome of its work, then says he may join Board but asks for confirmation of intention to be constructive.  
For: 7 Against: 2
3. Board accepts that RM can take up his directorship with no further action.  
For: 4 Against: 5
4. RM asked to apologise but even if he doesn't Board allows him to be seated as a Director.  
For: 4 Against: 5
5. RM asked to apologise but if he doesn't Board still refuse to seat him.  
For: 2 Against: 7
6. RM told he can't join Board under any circumstances given what he did with dossier.  
For: 0 Against: 9
7. RM Board membership subject of EGM - motion to recall him.  
For: 5 (1 maybe) Against: 4
8. Board call EGM and ask for motion of confidence.  
For: 7 (3 maybe) Against: 2
9. Board call EGM and resign en-masse asking for re-election.  
For: 6 (2 maybe) Against: 3
10. Board resigns and EGM has to be called by members.  
For: 8 Against: 1
11. Chair (and some other members) resigns and new Chair accepts Reg as Board member.  
For: 1 Against: 8

Options 1, 3, 4, 5, 6, 7 and 11 were therefore voted down.

Option 2 was discussed with no conclusion reached.

Option 10 was popular, but a potential consequence of that could be that the Solum is taken away from the CGDT and handed over to the Stakis Charitable Foundation. The directors felt that this would be very much against the wishes of the membership.

CR then introduced a twelfth option:

12. CDS and RM work together as directors to produce a-reconciliation statement for past problems and on directions for the future.

The discussion of option 12 then occupied most of the rest of the meeting.

GK pointed out that as the board were equally divided, CR and CDS both had a conflict of interest, as neither of them wanted Reg MacDonald on the Board. However, both CD and CDS voted in favour of mediation with Reg MacDonald, showing that in fact there was no conflict of interest, which is why it was not included in the original minutes.

It was decided that the board members in attendance, recognising the continuing division in the Board over a way forward, voted 4 against 1, with JA abstaining, for JA to mediate between CDS and Reg MacDonald to produce a jointly agreed reconciliation statement for the community about events of the past and the agreed way forward. That statement will, if agreed, be as Board Directors.

Furthermore, the Board unanimously voted that if that reconciliation statement cannot be achieved, then the Board, recognising the division on the Board will institute an EGM as quickly as possible for the membership to redirect the Board, thus ensuring the Board act in accordance with the membership and community wishes.