

Minutes of the MCDC Board meeting dated 09-11-2023 in the Hub

Minute Takers: The meeting was recorded, and a copy of the recording is held by MCDC. These minutes were typed from the recording by Sue Layton and Angus Robertson during 2024

Board only meeting : 7pm in the hub

Present:- Amy Stammers (Chair of the meeting) (AS) Jane Stuart Smith(JSS), Jennie Robertson(JR), Henriette Laidlaw(HL) Bob Jones(BJ), Nick Tordoff(NT), plus, Sue Layton (SL) by Zoom (with no access to take part).

In attendance: Angus Robertson (Hon Treasurer)(AR), Dave Mealand (DM).

1. Willie Lamont – update on situation and decision from the board on whether we should be supporting his request.

Long snagging list from Willie which has been addressed. He has now added hardcore for the back of his property where debris was left after the concrete fence was erected. Ardtornish will donate , quote of £1,200 to move it.

Willie is happy with the remedial work on the drainage, but that seems to have shifted the problem to 1 Miners Court.

Some debris was removed from the back of his garden, but he wants the rest removed, to his satisfaction, and then hardcore put down.

AR recommend it is worth doing everything required to be signed off with Willie, which Willie has agreed to.

AR to meet with Kevin Laurie, to discuss cost, and with Willie to agree exactly what he wants. Some money left in the Hub budget to address this issue.

2. Chair role

AS will email round role of the Chair

Board meeting in public 7.30pm in the Hub

Board Present:- Amy Stammers (Chair of the meeting) (AS) Jane Stuart Smith(JSS), Jennie Robertson(JR), Henriette Laidlaw(HL) Bob Jones(BJ), Nick Tordoff(NT), plus, Sue Layton (SL) by Zoom (with no access to take part).

In attendance from the public: Angus Robertson (Hon Treasurer), Dave Mealand, Miles Welsh, Peter and Gillian Llewelyn, Annie Tordoff – Minute takers note - I have idea of who else because I wasn't there and no one else could be heard on the recording

1. Apologies: Kenny McLaughlin
- 2 Minutes of last meeting

Miles Welsh queried the minutes of the last meeting – July was the last public meeting. JSS stated all MCDC minutes should be up on the website and accessible to the public. Need to ensure this is done.

Draft October minute was presented for approval. Jennie Robertson, who had drafted them, had one item to be completed – confirmation about who would lead on preparing the special Resolutions for the AGM. Board agreed with proposal that Jane would lead on this with the support of Lilia when she was back at work.

October minutes approved JSS proposed, seconded HL (indicated on video but couldn't hear her saying she seconded)

Matters arising

JSS reported: Step HR are engaged to review and update all policies and contracts of employment.

CLAM £250 for roof repairs yet to receive a cheque

Heath Gairns has created a Marina FB page

Proxy votes HL had prepared a note about this and sent it to Jane. Jane apologised that due to over work she had not dealt with it. HL spoke to her note which queried confusion in the Articles re membership as Articles state an annual subscription. HL proposed that Articles need to be changed to clarify it is a one-off membership payment. JSS responded - as long as she has been involved the £1 has always been a single one off joining subscription but she agreed it was unclear and should be changed. Action: Jane to ask Liia to include this change in Special resolution.

HL had drafted a note, based on the current articles explaining how she thinks the proxy vote system should work

Doubts expressed about Question on how membership are kept informed if they are not on email or want to give their email address. Notices are put up in all designated areas and social media (FB) How information is published needs to be looked at and kept up to date.

3 Management accounts. For information - Accounts circulated Monday.

Attic donations have well surpassed expectations.

JR queried is there a limit on how much MorVolts donations to MCDC can be used to pay staff – question for OSCR? One objective of MCDC is to create employment.

4. Housing

- Update on project and PO priorities
 - Second round application (£)
 - Revenue sourcing - (Gant chart tbc)
 - Establish demand for housing.
 - AGM board papers

- Application sent to Crown Estate fund, through the first round. Can now apply for drainage expert and housing project officer to work 2 days a week on the housing, to be in by 6 December.
- Establish a demand for housing. Urram will be doing a consultation during January to report in March
- Planning application had quite a few comments which are all online. Forestry wanted a forest survey which has been done. Few people are worried about the drainage and the road access which is close to Kirk Brae.
- Estimated cost addressing planning issues is about £10,000
- PO to prioritise
- DM warned of MAKAR with his experience and by others – Building supplied from Makar factory was really good, but the onsite construction management and delivery was very poor and not to be recommended. This supported by Annie Tordoff who knew of similar issues in the Moray Firth and that legal action had been taken out against them in Skye
- MCDC have found them good so far at the early planning stages but agree that they need to review and be very aware of this, particularly before contracting Makar to manage the on-site construction. Boards general feeling that Due diligence required before contracting them for different stages and likely to be better to seek an alternative firm to manage the on-site construction.

5. MorVolts

- November report circulated Tuesday. Discussion and damage to the Barr access road still being blocked following stormy weather.
- Appointment of new director.
 - Board to agree on advertising the role as outlined in Nicks email on social media and website + in Hub. 2 weeks application time. Request list of relevant skills and why they want to apply. Need to demonstrate ability to work constructively.

6. Update from MCC representative

- Turning the LLM into a Local plan. How can MCDC help in the process?
- HIE training feedback

7. Weave report on the training day in the spring of 2023 had finally been shared with all board minutes today. General agreement was that there was a lot of good stuff in the training day and the new board, following our forthcoming AGM should be encouraged to take all of this governance work forward.

8. AOB

a) JR asked are we discussing the AGM? HL thought we should, AS wasn't sure what we needed to ask so put it out to others. JR said things like nominations for directors and is

there a date for that? JSS said Yes there is a date and time scale, but we have had to wait for the accounts to be completed – system for nominating new directors will go out, with all other papers, including information about proxies, special resolution, agenda and accounts, to membership. Jane will arrange and Lilia will keep her right about this and now we are on track, time wise, and there should be no need for another meeting before the AGM. Question raised over the need for the board to approve the accounts. AR recommended this could be done by email approval, but it should be properly minuted. Board agreed to examine and approve the accounts in this way.

b)AR asked a question about proxy votes in relation to the advice note that HL had discussed earlier in this meeting. This advised that members could appoint a proxy to vote for them for a specific resolution and the proxy would have to vote according to the instructions given by the member on the proxy form. The question was, how does this work in the case of voting for new director vacancies? HL had taken info from the articles which indicated as follows – at the AGM the proxy that the member appoints must vote according to the members wishes on any specific resolution. In the case of director vacancies where there is no specific resolution the proxy appointed by the member will vote on behalf of the member who appointed them.

c) JR asked how the timing worked for collecting new director nominations and circulating the information. JSS responded that, from memory, nominations for directors must be in something like 8 days before the meeting and proxies have to be in 48 hours before the start of the board meeting.

d) HL asked about the number of members required to pass a special resolution. From her reading it seemed likely that it was 75% of all members of the company. JSS' view was that it was most likely to be 75% of all members present at the meeting as this was common practice. After much discussion Jane said it was important that we found out and got this right but was worried that she didn't have the time to deal with this and asked if someone else might help. Proposed that Henriette would pass her information to AS. AS would find time to investigate it and the articles with Lilia's and others help if required. While the above decision was being made, NT had read the articles and noted that Article 25 provided the answer : Special Resolutions, which shall require to be decided upon by not less than 75% of **the Ordinary Members present and voting thereon**. AGREED that this should be used for the special resolution at the AGM.

e) JR Question from member of the public about the artwork for the hub? There was a budget of around £3k to build the artwork but the winning design, by Burrach, was likely to cost a great deal more than that to build (cost of transporting big stone from somewhere like Glensanda and then an artist to carve it. What do we do? BJ - why we don't we get some local sandstone from the mine and local artists to do what they can with it. Consensus that this was a great idea. **Action:** This should be pursued as soon as MCDC has a moment.

Date of Next meeting: The AGM on the 6thDecember 2023

Meeting closed.

APPROVAL

At the MCDC board meeting dated 6th August 2024 the above minutes were presented to the board.

The minutes were approved by the board having been proposed by Henriette Laidlaw and seconded by Bob Jones (who were board members during the meetings of both the 9th November 2023 and the 6th August 2024).



SIGNED

A Robertson (Chair)

DATED 22-08-2024

Note By Angus Robertson – Chair of MCDC 22-08-2024

For a variety of reasonable reasons these minutes were not properly written up at the time and presented to the board for approval. Following the AGM in January 2024 the new board recognised this problem and resolved to transcribe written minutes from recordings of the meeting, which we had.

This work was not completed until the summer of 2024 when the transcribed minutes were presented to the board on the 6th of August.

APPROVED