	Morvern Community Development Company (MCDC) Board Meeting Minutes	
	Date:	Tuesday 1 st October 2024
	Time:	7PM
	Location:	Hub Café
	Public/Board Only	Board only
Directors Attending:	<i>Angus Robertson (AR) (Chair)</i> <i>Henriette Laidlaw (HL)</i> <i>Keith Laidlaw (KwL) (Treasurer)</i> <i>Sue Layton (SL)</i> <i>Sam Firth (SF)</i> <i>Bob Jones (BJ)</i>	
Staff attending:	None	
Others attending:	Dave Mealand (chair of Morvern Community Trading Company or MCTC for short)	
Apologies:	Jane Stuart-Smith	
Chaired by:	Angus Robertson	
Minutes by:	Aukje Delnooz	
Meeting is quorum:	(Minimum 3 directors, and majority are elected directors)	
Declaration of Interests	None	

Agenda Points	Summary/Discussion/Feedback	Actions/Decisions	Person responsible	Due
1. Introduction	AR Welcomed board members to the meeting and Dave Mealand, representing MCTC, as a guest, invited to attend our meeting and particularly for item 3 on the agenda.			
2. Minutes of last meeting	Approved online			
3. Café and MCTC update	The board heard from MCTC, through their chair, and held a discussion regarding MCTC's decision, as operators of the new Hub Café, to close it down immediately and seek a new way of getting it going again as soon as			

	<p>possible in a way that will work for the benefit of the community all as described in the statement to the community published on the 28th September. The discussion included the extremely difficult issues around the termination of the café managers employment, during her probationary period, as advised by the companies HR advisers.</p> <p>The board fully supported the decision of MCTC, but all present accepted that things could and should have been done better and that lessons should be learned.</p> <p>The board were also unanimous in their view that we redouble our efforts to work with and for the community to find a way of getting a viable community café going again in the hub. We feel that this is achievable is what is wanted.</p> <p>Lessons to be learnt and ways forward.</p> <p>1 Clarity of expectations for Café and café manager/operator (balance between making profit and community benefit, quality of provision, atmosphere etc.). The board hopes that our new Operations Director will work with Boards on this process, going forward</p> <p>2 Clarity of roles and responsibilities and communications between the two boards(MCDC and MCTC) was at fault and must be improved.</p> <p>The purposes and areas of responsibility of MCDC and its trading company (MCTC) and also MorVolts, are not always well understood . We will seek to clarify this at all levels, with members of the community, volunteers, staff and directors.</p> <p>The board plans that our new Operations director will be instrumental in helping us achieve our aims in all of this.</p> <p>A further community press release should go out as soon as possible, first drafted by MCTC and further edited and finally approved and published by MCDC</p>	<p>Action: Chair to explain structure of MCDC/TC to community at AGM</p> <p>Action: brief and involve our new Operations Director in this at the earliest opportunity</p> <p>Action: MCTC to draft statement for MCDC to refine and communicate with community</p>	<p>AR</p> <p>OD</p> <p>HL</p>	<p>5/11/24</p> <p>When started</p> <p>asap</p>
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4. AGM Preparation				
4a	<p>Approval of Proxy forms and system:</p> <p>Schedule of membership was checked and confirmed as fit for purpose. Co Sec will check the membership status of those attending the meeting. There should be an opportunity for eligible non-members to join, prior to the start of the meeting at 6pm and therefore vote. Co Sec will have provided provide a copy the membership schedule without contact details for returning officer to check proxy vote forms, delivered by email to proxyvote@morvern.org</p> <p>Further work to be done on GDPR Policy in general and particularly in relation to the membership schedule and its use.</p> <p>Jenni Hodgson has confirmed she'll be returning officer for AGM/EGM. The Company Secretary will be there with a complete list of current members. Everyone will be ticked on the membership list on arrival.</p>	<p>Decision: proxy form and system approved with 2 minor changes Action: SF/LD to make minor changes Action: HL to speak to Jenni re checking the postbox 48 hours before the AGM</p> <p>Decision: email address for proxy votes approved (proxyvote@morvern.org)</p> <p>Action: KwL to check with DTAS about GDPR in relation to this. Team to be asked to prepare and review GDPR Policy</p>	HL	12/10/24
4b	<p>Approval of date. Draft notice of the AGM, resolutions etc.</p> <p>12th October: deadline for applications for new directors. Distribution of the notice of the AGM approved accounts and proxy forms to members and publicly will take place between the 12th and 14th of October at the latest.</p> <p>Resolutions for the AGM will include:</p> <ol style="list-style-type: none"> 1. Minutes of the last AGM (15.11.2018) 2. Treasurer's Report and presentation of Trustees report and Accounts 3. Appointment of Auditors 4. Retirement/Election of Directors 5. Subscription fees <p><i>BJ leaves the meeting as it is getting late.</i></p>	<p>Decision: 5th Nov 2024 at 6pm approved as date/time for AGM</p> <p>Action: send out notice of AGM incl. trustees report via Mail Chimp by 14th October supported by printed public notices</p> <p>Action: AR/KwL to send signed accounts for 3 comp back by 25th Oct</p> <p>Action: Repeat the advert for new directors on FB/posters</p>	LD/IR AR/KwL LD/IR	12-14 Oct 25/10/24 Asap


4c	<p>Accounts. Approval of the Trustees annual report, accounts and audit report to be done at AGM</p> <p>Draft is available, all directors have approved.</p> <p>The board is working on a major revision of our Constitution which is well out of date. We now plan to have ready to present, for a special resolution, at an EGM early in 2025. One item for consideration is the proposal to adopt the more normal procedure now used by most companies and charities for approval of the accounts and presentation to the AGM each year.</p> <p>The board will take the advice of our auditors as we prepare the proposed amendment to our Mem& Arts to the alter the complicated process of approving the audited accounts each year.</p>	<p>Action: SF to arrange full consultation with auditors on proposed changes to Mem&Arts</p>	SF	When ready
5. Operations Director	<p>Update from SF - New Operations Director appointed, pending reference. Will work 0.8 over longer days, up for review after a month. Board has agreed by WhatsApp to assist her with rent for 2 months. Start date: Nov 18th, 2024. Will visit around the end of October (dates to be confirmed). HL/KwL offer accommodation for those 2 days.</p>			
6. Annual review of Subsidiary boards.	<p>MCDC are responsible for appointing the board members of its subsidiaries, MCTC and MorVolts. MCDC carried out its annual review for the coming year. This is to ensure the boards are best placed to fulfill their purposes successfully. The MCDC directors who were also on the boards or one or other of the two subsidiaries, did not take part in the review of their boards position. The views of each current director and their own performance and aspirations were considered. We also considered and treated with the respect they deserved, the view of each board as a whole, as expressed to us by their respective chairs.</p> <p>Outcome:</p> <ol style="list-style-type: none"> I. Existing board members will have their reappointment confirmed, excepting those who wish to retire. In this respect we noted our thanks to Jane Stewart Smith for her service to the MCTC board over many years. II. New board members. MCDC has decided to advertise within the community for people who would be interested in taking on a role of director of either subsidiary and will advertise this shortly. MCDC will 	<p>Report outcome to MCTC chair (AR)</p> <p>Report outcome to MorVolts chair (SF)</p>	AR SF	Asap Asap

	<p>review the applicants taking account of the relevant sub-company chair before making any appointments required</p> <p>III. Appointments and reappointments will be confirmed at our next board meeting as soon after our AGM on 5th November as is possible.</p> <p>IV. All appointments and reappointments will be subject to an initial 3 month trial period. MCDC may opt to assess a director's performance during this period, taking advice from the chair of the subsidiary, when making decisions on the outcome.</p>	<p>Action: Put out advert inviting people to apply for MCTC/MorVolts boards</p> <p>Action: ARSF to create draft and send to LD</p> <p>Action: MCDC to inform daughter boards that all directors must attend relevant training and sign code of conduct & conflict of interest.</p>	AR/LD	asap
7. Matters arising from minutes of last meeting	Action Points log review and matters arising	Action: KwL/SL will check log tomorrow and reply to AR	KwL/SL	2/10/24
8 Treasurer's Report	<p>MCDC: Up compared to last year, due to funding from MorVolts. Cash in bank £340K, so plenty of reserves.</p> <p>MCTC: good year compared to last year, although Sept '24 less than August '24. Cash in bank: £38.5K</p> <p>MorVolts: Sept revenue £122K, so doing well. Cash in bank £1.165million. Aug revenue £117K or £156K? KwL to investigate discrepancy.</p>	<p>Action: Operations Director to investigate for next MorVolts Board to consider taking on the fuel (instead of MCTC).</p> <p>Action: Check discrepancy in August 2024 revenue</p>	<p>Ops Dir.</p> <p>KwL</p>	<p>When started</p> <p>5/11/24</p>
9 MorVolts update	<p>September was less productive than August largely due to rain. 1 unexpected shut down for 2 days; currently looking into why it wasn't picked up sooner.</p> <p>Glen Hydro are trying to limit voltage fluctuations and are planning to send a formal complaint to SSEN and Ofgem. They have asked AR to set up survey to ask community about any problems they are having with voltage surges. Board approves.</p> <p>Directors would like to see written update report before meetings</p>	<p>Action: AR to draw up form for people to fill in and send results to Glen Hydro.</p> <p>Action: MorVolts to provide written report to board before meetings</p>	<p>AR</p> <p>MorVolts</p>	<p>5/11/24</p> <p>25/10/24</p>

	<p>MorVolts have worked with MCDC to submit two proposals, firstly on commercial scale and secondly on wind energy and affordable carbon efficient heating for houses in Morvern, into the LPP</p> <p>Board would like to apply to SSEN fund application for feasibility study for 2nd project. AR to contact LD/IR.</p>	<p>Action: AR to ask LD/IR to start work on SSEN fund application and others to be identified</p>	AR	asap
10 Housing work group	<p>Makar have been successful with a Highland Council project, terraced system. There isn't a proposal yet, but AR and subgroup would like to ask Makar for more info.</p> <p>Planning permission still not through; waiting for approval of drainage. Aim to have funding package secure before seeking tenders. The search for additional grant funding is now on.</p> <p>Directors would like to see written report on search for funding etc. before next meeting.</p>	<p>Decision: Directors agree that subgroup AR can ask Makar for further information and a proposal</p> <p>Action: Housing Officer to provide written report before MCDC meetings</p>	IR	25/10/24
11 Mem& ARTS review	<p>Plain English version and draft of new Mem&Arts have been circulated by SF.</p>	<p>Action: Directors have until AGM to look at it and give feedback/questions. (e.g. about digital presence at meetings)</p>	all	5/11/24
12 Shore cottage	<p>Still gathering information regarding the future of MacNicholl's Shop and Shore cottage.</p>			
13 FLS land at TNF	<p>MCDC is considering purchase of FLS land between Torr na Faire and the Hotel (and possibly other smaller areas of FLS land in the village as well) SF is meeting with Rebecca Carr from Community Asset Transfer Scheme (CATS) in Oct and can enquire about the process.</p>	<p>Action: SF to introduce Rebecca Carr from CATS and HL via email, to arrange meeting on 16th Oct.</p>	SF	asap
14 Winter fuel allowance	<p>The government is proposing withdrawal of fuel allowance. Can MCDC provide support for local households in need? MCC, MCDC and MCT should meet to discuss this and other things of joint interest. Other support already available: pensioners' firewood from MCW. Suggestion: Café can be a warm space for those who need it.</p>	<p>Action: HL to set up meeting between MCC, MCDC and MCT</p>	HL	5/11/24

15. AOB 1	<p>Contribution to Allotment Bonfire Night. <i>(HL/KL abstained)</i></p> <p>Membership form missing from website. Action: AR</p> <p>Hazelwoods: SF has spoken to Woodland Trust, who can see options for funding to get a management plan done (e.g. Rainforest Alliance and Woodland Trust, possibly also RSPB). Create draft invitation to tender.</p> <p>MCC: some members of community would like to receive regular updates. Suggestion: can we create a joint mailing list for MCDC/MCTC/MCC?</p>	<p>Decision: same amount as last year plus inflation approved, for fireworks party</p> <p>Action: ensure that membership form is available on website</p> <p>Action: SF to send draft invitation to tender to Iona at Trust, so she can help find funding</p> <p>Decision: directors approve suggestion to look into creating new email list for joint communications from MCDC/MCTC/MCC</p> <p>Action: HL to investigate creating joint email list</p>	AR	Asap
			SF	5/11/24
			HL	5/11/24
Date of next meeting	AGM 5/11/24 at 6.00pm in village hall			
Close of meeting	22.17			

#	<i>Communication Items</i>

Next Meeting	Date	5/11/24	Time:	6PM
	Location	Lochaline Village Hall	Public/Board Only	Public
Minutes approved	Date:	27/10/2024	Sign:	 Name: Angus Robertson