

Huntly and District Development Trust

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 SC 358964 • Registered Scottish Charity SC043353



"Working with others to build a resilient, inclusive, enterprising community capable of dealing with ongoing change."

Approved Minutes of the meeting of the Board of Directors/Trustees

18th August 2015

Present Les Allan (LA), Neil Angus (NA), Richard Hammock (RH, Chair), Bruce Murray (BM), Sharon Scapens (SS), Mary Scott (MS), Stuart Thomson (ST), Claudia Zeiske (CZ)

In Attendance Stewart Reid (SR, Locogen, item 1-4), Jamie Wilkinson (JW, Local Energy Scotland, item 1-5)

Staff: Jill Andrews (JA), Donald Boyd (DB), Debbie Haefner (DH, Minutes), Naomi Mason (NM, item 1-3)

Apologies Fiona Manson (FM), Ronald Pittendrigh (RP)

Ref	Item	Action	By When
1	Welcome & Apologies		
	RH welcomed all to the meeting, especially our guests, and noted the apologies. All present gave a brief introduction to themselves. DB welcomed Naomi Mason recently appointed Room to Roam Green Travel Hub Project Manager, who introduced herself to the group.		
2	Minutes of Previous Meeting		
	Approved without amendments		
3	Finance Report – Stuart		
	ST briefed all on the financial report “highlights”. <ul style="list-style-type: none"> Negative cashflow now at May 2016 £5k footpath maintenance liability has disappeared as Council has taken on liability to maintain Cashflows are enough to cover loan repayment to MS, but not to DB Maximum liability from DB/NATS fee is £6k – taking our breakpoint forward to April 16 Non-recoverable CARES loan needs paid attention to Overall, there is light at end of tunnel - closer gap between negative cash flow and renewable sustainability (18 months or so) 		

4	Greenmyres Energy – Donald, Stewart Reid (Locogen) & Jamie Wilkinson (Local Energy Scotland)		
	<p>DB talked the group through the Greenmyres Renewable Energy update paper circulated in advance. RH then highlighted key points that the Directors needed to be aware of when analysing the project appraisal:</p> <ul style="list-style-type: none"> • Payback time • Internal Rate of Return (IRR) • Cashflow • Risk / Sensitivity • Leverage • Community shares • Net Present Value (NPV) <p>Queries from Board:</p> <ul style="list-style-type: none"> • Do we factor in de-commissioning liability? DB to check with planner • Spreadsheet version has values only, no formulas. Need to obtain/re-build. • Currency risk over exchange rate. Pound strong now v Euro but if it weakens? • Competition from other wind projects should also be considered if time is critical. What if project is not delivered in time? <p>ST proposed that given the uncertainties in a couple of the numbers and the fact that no sensitivity analysis could be run on the spreadsheet without the formulas, the Directors should to discuss this in more detail before committing to approve drawdown of the non-writeoffable CARES post-consent loan. The Directors decided to convene a special meeting for this purpose on Thursday 27th August at 19.00.</p> <p>ST agreed to prepare a more interactive spreadsheet in advance, if the Locogen version with formulas was not forthcoming. DB to request.</p>	<p>ALL</p> <p>27/08/15</p> <p>ST/DB</p> <p>21/08/15</p>	
5	Greenmyres Non-Energy – Jill		
	<p>Based on the information circulated in advance, JA gave an update on where the project is at with the detailed design concept for the first phase building. She reminded the group of the key decisions taken at the 19th May Greenmyres meeting:</p> <ol style="list-style-type: none"> 1. Continue to progress the renewable energy projects as THE priority. 2. Pursue development of the first building on the site 3. The core building is being designed with input from potential users and with a view to maximising the various grants available to enable access to specific user groups 4. Agree with Aberdeenshire Council an overall site masterplan layout and approximate timeline. 5. Continue actively pursuing what may seem like other associated site developments such as pursuing the footpath to/from Huntly and a direct access path into Gartly Moor Forest. 6. As resources allow, work further with the other parties who have expressed an interest in the site. <p>Site analysis has been taken into consideration, and the proposed shelterbelt, including species of trees, has been planned to work with the landscape, wildlife and weather conditions. The initial building will offer the chance to work particularly with partners in the education, skills and culture fields.</p>		

	<p>Next steps will be:</p> <ul style="list-style-type: none"> • Site masterplanning coupled to liaison with potential site users/partners in preparation of a detailed business plan • Costings • Planning and warrant applications 		
6	Development Manager's Update – Donald		
	<p>DB then presented a quick update on wider developments within the Trust. A copy of his presentation is attached.</p> <p>Requests [BOARD RESPONSES IN CAPITALS]</p> <ol style="list-style-type: none"> 1. Permission to start drawing funds from the CARES post consent loan? – NOT UNTIL BOARD HAS DISCUSSED IN MORE DETAIL AT MEETING ON 27TH AUGUST. 2. Permission to convert Greenmyres Renewable Energy to a Community Benefit Society (BenCom), even though it means giving away total control over the project - YES 3. HDDT Hairst stall assistance – YES – DH/NM TO CIRCULATE A ROTA ASKING FOR ASSISTANCE 	<p>ALL</p> <p>DB</p> <p>DH/NM</p>	<p>27/08/15</p> <p>ASAP</p> <p>ASAP</p>
7	Update from Working Groups		
	<ol style="list-style-type: none"> 1. Greenmyres (Mary, Sharon) All covered in JA's update item 5 2. Sports, (Health and Wellbeing?) (Bruce, Stuart) Sports Hub stalled at the moment, BM to work on this as a priority 3. Promoting Huntly (Fiona, Claudia) No update 4. Membership Development (Stuart, Sharon) ST reported that he is about to liaise with rector Zander Hall to re-arrange a date to make a presentation at an assembly 		
8	Board / Governance Matters - Richard		
	<p>Register of interests: RH stressed the importance of full disclosure of Director's interests in the register but also in relation to any matters being pursued by the Trust. A situation has arisen where a Director's interests conflicted with the Trust's with significant revenue implications. This situation needs to be resolved by early 2016.</p> <p>Succession planning: Directors were reminded that a succession-planning chart had been circulated to all Directors at the Board Meeting of 11/3/14 and an (updated) reminder was given to all Directors at the Board meeting of 19/5/15. The aim of the rota is to help the Trust avoid peaks and troughs or losses and recruitment, i.e. several Directors seeking to leave at the same time, which could leave us vulnerable. To manage this process and in accordance with our policy that Directors should serve a maximum 5 year term some are scheduled to stand down at 4 years and some at 5. RH explained that if anyone is not content with their scheduled retirement date it would help if they were to say so in a timely fashion so that the schedule can be redrawn. For the avoidance of doubt, both schedules are attached to these minutes.</p> <p>Chair recruitment: The Board is happy for RH to continue on a meeting-by-meeting basis as proposed in advance of the AGM. However, we do urgently need to move to secure a replacement. RH suggested a process for a 'secret ballot' of any internal candidates coupled with</p>		

	<p>advertising in HE and P&J for any external Chair and Vice Chair. As part of this process RH agreed to write down a list of what a chair does / does not need to do. He also proposed the appointment of a Vice chair, who may or may not then take over after the Chair steps down.</p> <p>Les Allan agreed to take on the position of Vice Chair with the intention that he succeeds RH as chair in 2016. The Board unanimously welcomed this move.</p>		
9	AOCB		
	DB intimated that due to his family situation he would liaise with the Chair re agreeing a potentially different work pattern in the Autumn. The group agreed that this was in order.	DB/RH	ASAP
10	Close of Meeting		
	RH thanked all for their attendance. The meeting ended at 21.10		

Appendices:

- Item 6: Development Manager's update
- Item 8: Director planning rotas