

Isle of Gigha Heritage Trust Board Meeting

Wednesday 22nd June 2022 at 7pm

Trust Office / Microsoft Teams

Present: Fergus Christie (FC), Andy Clements (AC), Jane Clements (JC) Liz McCrindle (LM), Jane Millar (JM), Ian Pinniger (IP), Ian Wilson (IW)

Minutes: Jane Millar

1. Chair welcome & apologies

IW welcomed everyone to the meeting.

2. Monthly Management Report

Bank Balances as at 31.05.2022

IGHT has £17,285.46 in the current account and £105,484.90 in the reserve account.

GTL has £5,949.24 in the current account.

GGPL has £126,051.34 in the current account and £22,143.82 in the reserve account.

GREL has £92,498.00 in the current account and £68,560.16 in the reserve account.

Plots - Proposed plot locations are on display at the CID as well as plots previously identified in the Master Plan. A plot working group will be formed to review plot locations and review policies.

The Board agreed that the following details should be requested from potential purchasers at the point of sale:

- Details of who the builder is
- Estimated build cost and final plans
- Proof of funds to deliver
- Timescales for completion

Housing – EPC surveys are to be carried out across all of IGHT properties. Private landlord requirements are due to increase to an EPC C rating, however AC is in communications with Argyll and Bute Council to see whether there will be any further details or exemptions brought in.

Pumphouse - Quote has been received from Stevie Dickie and the Board approved this.

Marketing – A membership fee proposal from Wild About Argyll has been approved by the Board on a trial basis for 1 year. The membership includes:

- Own section within Wild About Argyll with the goal to distinguish Gigha from Kintyre.
- 10 featured experiences highlighting (free) landmarks, attractions, walks etc.
- 3 fields linking to Stay, See & Do, & Eat & Drink sub-pages
- 3 sub-pages featuring relevant businesses
- 3 inspirational blog articles
- Links to Visit Gigha Social Media channels
- Getting there information
- All member businesses will be listed in the relevant sub-sections (See & Do, Stay, Food & Drink) with relevant links to the website.

3. Activity Centre

The Board agreed to increase e-bike commission subject to Craig maintaining the e-bikes for 2022 year.

4. Boathouse meeting

The meeting with Sam Berry went well. Sam is learning how to manage the business and reviews of the food and service is good. The Board will continue to keep communications open with Sam.

5. Hotel meeting

A meeting was held between Ken Deacon, JC, IP, and FC on 24th May. KD agreed to retire on 30th September and handover the Hotel in October. This has been followed up in writing to KD and Members.

6. Correspondence

An email was received that outlines the following issues:

1. Undemocratic practices
2. No voting on major issues
3. Conflicts of interest
4. Deliberate misleading of members
5. Minutes of meetings inaccurate
6. Management practices.
7. Intolerable standard of housing
8. Maintenance of housing lacking
9. Boundary fencing inadequate
10. Division of land contrary to initial agreement of four viable farms to provide sustainable living.
11. Free land not advertised, Chair acquiring land without consultation with members.
12. Jobs available not advertised
13. co-opted director given paid position contrary to M&A article 5a
14. Decisions taken without consultation to tenants
15. Appears that the board and HIE are catering for tourists rather than residents.

The email also proposed that a meeting be held with the Trust, Members, HIE and MSP. The Board are happy to attend any meetings.

An email was received regarding Liz McCrindle providing ad-hoc financial support to the Trust now that Hannah Fawcett the financial consultant has left.

The Board noted section 5.4.2 of the Memorandum which states:

- 5.4 No benefit (whether in money or in kind) shall be given by the Company to any member or Director except the possibility of:
- 5.4.1 repayment of out-of-pocket expenses to Directors (subject to prior agreement by the Board of Directors); or
 - 5.4.2 reasonable remuneration to any member or Director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company); or
 - 5.4.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Director; or
 - 5.4.4 payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Director; or
 - 5.4.5 the purchase of property from any member or Director provided that such purchase is at or below market value or the sale of property to any member or Director provided that such sale is at or above market value
- and in any such event the terms of Articles 40 - 41 shall specifically apply.

The Board contacted OSCR regarding the matter and their response was:

"I write with reference to your email of 15th June 2022.

OSCR does not overrule any valid trustee decisions and consider this to be for trustees to determine as appropriate."

RA Clement was also consulted, and their response was:

“It is possible for a director to be paid for services they provide if these are services the Trust would pay someone else to provide. Obviously a director should not be remunerated for their role as a director.

Any such payment would have to be on a ‘self-employed basis’ as S 5.3 of the Memorandum states ‘No director shall be appointed as a paid employee of the Company’ and S31 of the Articles of Association states ‘Employees of the company may not be nominated as or become directors’.

Whether it is the Trust or any of the subsidiary companies which pay for these services the Group as a whole are paying a director and someone who is a business tenant and these transactions would have to be declared in the notes to the accounts.”

The Board also noted that they do not claim any payments such as expenses, and this is noted in the Audited Accounts.

The Board agreed that staff should be briefed on how to address communications. All communications should be addressed in writing to the office for the full Board to review.

7. AOB

- IP raised that the path from Tighanruadh to Number 6 Ardminish is gated and locked. IP noted that the burden specify access to Tighanruadh via that path. IP requested that access be reinstated, which was denied. IP is therefore instructing a lawyer’s letter. The Board recognised this is a private issue however IP requested that it be included in the minutes for transparency.
- The Board agreed for AC to approach agricultural agents for hourly rates to provide ad-hoc support.

Next meeting date: Monday 18th July at 7pm