



*From the community  
For the community*

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REWDT Board Meeting, Company Office, Wednesday 16 May 2018, 19:30

## MINUTES

**Present:** John Garson (Chair), Gill Wigley (Vice-Chair), Kayleigh Tipper (Treasurer), Bryan Milner, Carole Maguire, Hilary Byland, Eric Shortland (from 19:40), & Alan Odling (19:45)

**In Attendance:** Michelle Koster (Project Manager), Helen Castle (AFO) & Sarah Sailor, Julie Morgan & Kira Hoffmann (REWDT Admin/Project Assistants), Peter Rickard (THAW).

- 1. Welcomed & apologies for absence.** John welcomed everyone to the meeting and introduced Peter to the board. Apologies were received from Christina Cox.
- 2. THAW Project Presentation.** Peter gave the presentation covering a brief history of THAW, its work and current funding and project, WellBeing Orkney – Helping to make a difference. The current situation regarding fuel poverty in Orkney is at 59% of all households but for pensioners this increases to 83%. The project is due to start its second year on 10 July, Peter explained which organisations had pledged match funding for the second year. After Peter concluded and left the building the board agreed as the DT had pledged £3,397.00 in the project's first year and as REW has already received a high standard of support for residents, this should now be confirmed and paid, **Co Sec** to arrange.
- 3. Minutes of 24 March 2018 Meeting** were approved (Proposed: Bryan Milner, Seconded: Gill Wigley). Notes from the joint meeting of the **REW DT & At the Pier Rousay Meeting 11 April 2018** were approved (Proposed: Alan Odling, Seconded: Kayleigh Tipper).
- 4. Action Points (see below) and Other Matters Arising**  
24 March 2018  
**AP1: Gill Wigley, Chris Cox, Kayleigh Tipper and Mark Hull** to arrange to meet to discuss the grant procedure and T & C. **On Going.**  
**AP2:** All directors to go through the survey and come to the May board meeting with ideas for projects etc. to move this forward. **Discharged.**  
**AP3: Bryan** to investigate the possibilities of relocating the Wyre turbine equipment to the Heritage Centre. **Superseded.** Bryan updated the board on information from Ofgem (which was unhelpful), he is still waiting to hear back from SSE's FITs team. Bryan's subsequent conversations with Mark Hull (CES) and Sid Milton (specialist in small turbine installation) resulted in advice that the turbine equipment probably could not be moved to the Heritage Centre due to the distance from the turbine, however using 'Smart' equipment the electricity could be diverted to heaters in the Heritage Centre from the Wyre School. Bryan

suggested keeping the equipment where it is especially if the DT takes up the OIC offer of purchasing the school building for a nominal sum.

**AP4: Bryan** to propose a meeting with all involved with At the Pier the C.I.C. to meet with REW DT to take this forward (if they agree with the proposal). **Discharged.**

**Co Sec** to draft the minutes from the meeting and share with the reduced board members to ensure everything regarding the grant applications from At the Pier are correctly captured. **Discharged.**

**AP5: all directors** to respond by Tuesday 12 noon with any amendments to the minutes. **Discharged.**

**AP6: Gill** to contact the property owner, if the Craffhub C.I.C. agree, regarding the REW DT renting for one year and the rental lease. **Discharged.**

#### Joint DT & At the Pier Meeting Actions 11 April 2018

**AP1: Gill** to take the draft lease to the owners for signing and to get the owners bank account and sort code so we can set up the monthly rent payments. **Discharged.**

**AP2:** John agreed as Chair to take the Option 4 letter to Eric the following day. **Discharged.**

**5. Communications Protocol & Time Critical Responses.** The Chair reminded all present to be polite when communicating internally and the PM explained the recent issues experienced by staff when they had requested responses from directors within a timescale and this had not occurred resulting in staff having to chase and timescales not being met or extended. The board approved a trial reintroduction of the Time Critical Decision email process. This is to have a minimum of 48 hours for responses with a title line of 'Urgent – Time Critical Decision, followed by the subject. The response must be quorate (minimum of 5 directors) and the issuing of any time critical decision email must be approved by the Chair or Vice-Chair.

**6. REWIRED Ltd Updates.** (See TM Report dated 16 May 2018).

6.1. Following the report to the REWDT Board in September 2017, the REWIRED Ltd Board resubmitted their recommendation to repay some of the £400,000 lesser loan early. The board considered the options presented and unanimously agreed to repay £200,000 now (by December 2018 at the latest) and to revisit repaying the balance (up to £200,000) over the next 12-18 months as appropriate. The TM shared the past year's productivity figures and pointed out that this should lead to a significant amount becoming available for transferring to the REW DT once the accounts have been submitted. **TM** to arrange the first repayment.

**7. Staff reports.**

**5.1 Project Officer Report.** (See PM report dated 16 May 2018)

5.1.1 **Grant Applications Received:** - Standard terms and conditions will apply, unless otherwise stated

**G17 84 WB** - Awarded £187.20 for Active Life (80%)

**G17 85 WB** - Awarded £120.00 for Active Island (80%)

**G18 01 WB** - Awarded £283.20 for Active Life (80%)

**G18 02 WB** - Awarded £283.20 for Active Life (80%)

**G18 03 WB** - Awarded £187.20 for Active Life (80%)

**G18 04 G** – Rejected by the board as they felt this application did not meet the REW DT’s charitable aims.

**G15 05 DL** - Awarded £500.00 for Driving Lessons (80%)

**G18 06 G – Rousay Tai Chi Group** – awarded £480.70 for tai Chi Classes as currently not covered by Active Life.

**G18 07 G – UHI Archaeology -Skaill Farm Excavations** – Awarded £2952.00 for 2018/19 programme of activities. The applicant to ensure that a minimum of 3 training positions are filled as part of the programme

**G18 08 G** – Rejected due to the healthy bank balance of the organisation’s charity accounts.

Two end of grant reports were presented due to minor issues – the board requested that the RCA (G17 02G) ensures all future REW DT funded activities have our logo on any publicity and to ensure a clear audit trail is available for the organisations spend. The Craithub’s end of grant report (G17 35G) had a minor concern which was shared and not considered by the board to require any further information and the report was accepted.

5.1.2 **Grant T & C Review – AP1** from 24 March 2018 meeting is on-going, once this has been completed this agenda item will be reviewed at the following meeting.

5.1.3 **Craithub/AtPR Update** – The REW DT has not received their rental agreement signed by the owners and therefore have not been able to issue a sub-lease agreement to the Craithub at this time. The owners have reduced their lease offer from one year to 6 months, ending in September 2018. The board discussed their previous plans and Bryan’s suggested way forward.

The outcome is that the board approved a substantially modified version of the original grant application with the following changes - that the AtPR group would receive funding (the amount to be confirmed due to the reduction in the time remaining on the lease between REW DT & the owners) for ‘social activities and events’ only at the Pier Restaurant premises during the remainder of the lease agreement time (to September 2018).

The PM stated that the board and staff had spent a large amount of time trying to get the vision of the AtPR group finalised, while working within the REW DT charitable aims and OSCR rulings. The Co Sec shared a case study where OCSR stated clearly that if activity was to occur at a property owned by a private individual which the charity paid rent to, any significant refurbishment costs resulting in excessive private benefit would not meet charitable aims and OSCR ruling. The Co Sec also shared the fire assessment report on the property and the subsequent upgrade that was needed for safety reasons to the fire system and electrics. The board was made aware of the health and safety implications of this report, particularly with regard to the electrics and the inherent potential dangers to those currently using the premises outside of the REW DT control.

The staff shared their concerns regarding the short lease term, the lack of time to have the lease changes reviewed by a solicitor before signing, and concerns that any payment for safety improvements at the premises, whilst essential for the safe continuation of the Craithub in this location, could have an implication on the REW DT's charitable purposes, if challenged by OSCR. The Co Sec also shared that HIE's offer of the REW DT being part of the research project on the future structure of development trust's in the Highlands and Islands area was about to start, and that any considerations regarding changes to our constitution including any possible advantages of relinquishing charitable status should wait until the research report is available for all directors to review. Staff recommendations were that the changed lease should be reviewed by the DT's solicitor and that OSCR rulings should be carefully considered before any board decision is made. The board noted the staff concerns and after discussion agreed (the vote results being in favour 3, against 2 and abstaining 3) to add a codicil to the lease agreement with the owners, stating that if the premises are sold to anyone who is not going to use the premises for 'social activities and events' e.g. as a commercial business only, that any upgrade costs be repaid to the REW DT. If, however, the owners were to sell to any local organisations who would be continuing the social activities and events for residents, the funds would not need to be repaid. **Staff** to draw up this addition to the lease and **AP1: Gill** to take the additions to the lease to the Pier Restaurant owners and request the lease agreement be signed as soon as possible. The board also approved the safety upgrades on the basis of the codicil solution.

The Co Sec asked about insurance for when the DT has signed a lease with the owners and sub-lease with the Craithub. **Co Sec** to request information from the owners regarding any insurance they hold on the property and arrange for the safety upgrade.

## **5.2 Company Secretary Report.** (See Report dated 16 May 2018)

- 5.2.1 **Rousay Stores Loan.** The board was informed of the payments that had been missed and that the proprietor of Rousay Stores wishes to repay the outstanding loan ASAP but is currently looking for employment. The board agreed to review the situation at the next board meeting in June.
- 5.2.2 **Stone Chippings Scheme.** Due to the time the meeting had taken so far, the board appointed a subgroup to review the SCS applications and decide on who would receive an award, any decision would be considered as board approved. A meeting was planned for Monday 21 May in the afternoon.
- 5.2.3 **Survey** – The board felt that the AtPR vision was supporting the latest survey results and also considered a director's idea for a Community Care Post. The general consensus board felt that the concept was excellent and that it may be better to have 3 or even 4 sharing this role on a called-out-as-needed basis to ensure maximum support could be

offered. The staff to look at this proposal and draw up a paper for discussion at the June meeting.

- 5.2.4 **Peedie Lap** – The Co Sec requested all directors to try to engage residents to be volunteers for this new Peedie 5K race, the Chair has someone in mind and will ask them, but more volunteers would make the event easier to manage on the day.
- 5.2.5 **Church of Scotland Request re DT previous interest in purchasing the Manse.** The Co Sec shared the news that Roy Cordukes had retired and that the new minister wished to be updated on the previous notion of the REW DT purchasing the Manse. The board agreed that they would like to keep the possibility of purchasing the building open but due to other project commitments had no timescale on this. The Co Sec to forward the information and report back if there are any issues.
- 5.2.6 **HSO External Director Application.** The board approved the appointment of Paul Caress as an external HSO director. Co Sec to inform him and arrange any paperwork and inductions as required.
- 5.2.7 **Wyre School Building** – OIC have asked if the REW DT wishes to purchase the school building on Wyre. Following the feedback from Bryan under **AP3** (24 March meeting) above, the board asked the Co Sec to inform OIC of their continued interest in a purchase but that they required information on any burdens, liabilities associated with the building and the final cost of any sale to REW DT.

## 8. AOB

- 8.1. **Play Park damage to the pavilion bench.** The Co Sec informed the board that this had occurred, that Ian was able to repair the damage and the board requested a note in the next Review stating the Play Park is for primary aged children and over 12s should not misuse the pavilion or play on equipment designed for younger children.
- 8.2. **Director Declaration forms** – Co Sec to request those not at the meeting complete and return forms ASAP.
- 8.3. **Letters received** from three residents were reviewed, responses agreed and the Co Sec to arrange letters in reply.
- 8.4. **VAO request for DT meeting Scottish Parliament representatives** on 21 & 22 June, Bryan agreed to undertake this task. Carole had already agreed to do so on behalf of the Community Association.
- 8.5. **HIE training opportunities for young people** – the board wishes to encourage younger residents to be part of the DT board and requested the Co Sec to put the training information into the next Review.
- 8.6. **Project manager change of residency** – The PM reported to the board that she had permanently moved to Mainland Orkney and that her contract of employment did not require her to be a resident of REW. The board was happy with this and approved

accommodation costs for overnight stays in Rousay for board meetings, in line with current director expenses, to be available to the PM.

9. **Date of Next Meeting** – The next proposed meeting date is Wednesday 20 June 2018 at 19:30, in the REW DT offices at the Manse.

**Summary of outstanding action points:**

24 March 2018

**AP1: Gill Wigley, Chris Cox, Kayleigh Tipper and Mark Hull** to arrange to meet to discuss the grant procedure and T & C.

16 May 2018

**AP1: Gill** to take the additions to the lease to the Pier Restaurant owners and request the lease agreement be signed as soon as possible.

The directors of REWDT are John Garson (Chair), Gill Wigley (Vice-Chair), Kayleigh Tipper (Treasurer), Bryan Milner, Carole Maguire, Hilary Byland, Eric Shortland, Christina Cox, Alan Odling, plus Mark Hull (Co-opted).

