



*From the community  
For the community*

## Rousay, Egilsay & Wyre Development Trust

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### REWDT Board Meeting, Saturday 16 December 2023 @ 09:30

#### MINUTES

**Present:** Kayleigh Tipper (Chair), Hugh Mainland (Vice-Chair), Alison Mainland (Treasurer), Eric Shortland, Peter Roebuck, Carole Maguire, Richard Tipper & Julie Akid.

**In Attendance:** Stuart Williams (Trust Manager) & Helen Castle (Co Sec).

- 1. Welcome & Apologies for absence** – Kayleigh welcomed all to the meeting. Apologies were received from Callum Flaws, Grant Mainland & Mark Hull.
- 2. Minutes of the Board Meeting held on Saturday 04 November 2023** - The Minutes were discussed and approved with no comments: Proposed: Peter Roebuck; Seconded: Kayleigh Tipper.

#### **3. Action points (see below) and other matters arising (if not elsewhere on agenda).**

28 June 2023

**AP2: Richard** to ask the landowner if they would be willing for the land next to the boathouse to be developed. **Ongoing**

16 August 2023

**AP3: Directors** who have not signed the necessary forms to agree policies to do so, as it helps having policies recorded as reviewed for funders, **Richard & Mark.** **Ongoing.**

20 September 2023

**AP2: Stuart** to investigate REWDT's finance arrangements with respect to: Management account preparation, Annual accounts – get a comparative service quote before next AGM, Payroll support and costs, and Accounts software – and who is able to access it. Stuart to ask accountants for advice about relevant software (e.g., Quickbooks or Xero) to upgrade the system. **Ongoing.**

04 November 2023

**AP1: Grant** to raise the offer of DT policies, formal reporting lines and support (under the DT's Fair Work) at the REWIRED Ltd. Board meeting on Wednesday. **Discharged.**

**AP2: Kayleigh** to investigate the savings accounts options further and inform Helen how much funding should be transferred to a new account once the proposed gift from REWIRED Ltd is known and looking at project budget spend for the next 6 to 12 months. **Ongoing.**

- 4. Declaration of Interests** – Carole regarding discussion on the purchase of the Taversoe, Peter that he has employed Robert for some personal work.

REWDT Directors: Kayleigh Tipper (Chair), Hugh Mainland (Vice-Chair), Alison Mainland (Treasurer), Julie Akid, Callum Flaws, Carole Maguire, Grant Mainland, Peter Roebuck, Eric Shortland, Richard Tipper & Mark Hull (Co-opted Director).

## **5. REWIRED Ltd**

The 900kW turbine had an exceptional year during the 2022/23 financial year resulting in increased profits. The REWIRED board has approved a £400,000 gift to REWDT, which will reduce their Corporation Tax significantly. Eric asked why a higher amount of funds were not gifted to reduce the Corporation Tax due to £nil. The REWIRED Ltd. Board agreed to retain some funds to cover any potential turbine issues that now may not be covered by their insurance or maintenance cover.

## **6. HSO Ltd.**

Helen advised that the HSO Ltd bank account is now closed, and the funds transferred to REWDT. There will be a small fee for the 2023/24 accounts and the annual Companies House fee to pay in the next financial year as the Boards wished the company to become dormant. This can only happen after the 2023/24 accounting year is over and the accounts uploaded to Companies House. Helen will arrange this with Ryan from Scholes after April 2024.

## **7. Grants.**

Stuart reported that there had been a slower than expected uptake on the fuel grant offer. Richard thought a third of the houses taking up the offer was a good figure. There was a discussion about offer a Fuel Grant 'Round 2' following the recent gift from REWIRED, as this would make a difference to those in most need, although Richard felt that the REWIRED Ltd. annual gift could easily be used up by projects if external funding was not secured, especially relating to the Taversoe and Manse plans. Stuart informed the Board that all DT turbines in Orkney are doing well in this financial year, and as the budget has not been fully used for the current Fuel Grant, the funding is available. The Board agreed to offer a Fuel Grant Round 2 for £200 per household; this will be launched in January and finish at the end of March 2024.

## **8. Projects/Trust Manager Report**

7.1 Taversoe – 18 residents came to the original Taversoe meeting and from those who expressed an interest of being on the steering group, Branwen Bourn, Chris Jacques & Cat Kriisa are now the CBS steering group. Stuart and the group have met twice, including once with the Plunket Foundation representative. They discussed the two options available, the DTAS option of the REW DT maintaining control of the business, or the Plunket option of a Community Benefit Society (CBS) with shareholders having control of the business (REW DT would have an ownership share and the opportunity to purchase additional shares in the same way as other individuals can). The steering group preferred the Plunket model. REW DT would have one seat on the CBS board once set up. If the SLF grant is successful and REWDT then purchases the property, REWDT would be the landlord, and would be able to apply for other external funding for any future refurbishments etc. that the property required. The CBS would take on the responsibility of staff, licences, and the general running of the business etc. REWDT would agree a peppercorn lease, as this project has a high social value.

Peter felt that there was a likelihood that the business may run at a loss in the early stages, but that the funds acquired through the Community Share Scheme should be able to cover these costs. The CBS could agree on a different share price for residents as opposed to those living outside of RE&W. A discussion followed about the probability of residents wanting to purchase shares. If someone has a share/s, they will have one vote, irrespective of how many shares they buy. All shareholders would be members of the organisation. Eric suggested that all residents be gifted a share in the CBS by REWDT, however, Kayleigh thought that this would be unlikely to be allowed under charity law. A director was concerned that if the business made a year-on-year loss how this would affect the shares, Carole replied that as the business has traded profitably to date, this should not happen moving forward to new ownership. Stuart shared that the business plan was being finalised and the REWDT Board would be able to review this before the SFL stage 2 application is submitted on 8 January. Stuart also shared that the Community Share model has a good history of working in similar businesses in Scotland, including remote areas. The future development of the Pier building will not have accommodation included and Stuart felt the Taversoe could be run without conflicting with other businesses on Rousay. The DT board was happy to proceed using the Plunket stand-alone model. The SLF application result will be known in March, when the DT Board can make their final decision on whether to proceed with the project or not. SLF funding must remain with the project for 5 years; if the project fails before this time, the funding will need to be returned.

- 7.2 The Manse – Stuart shared the potential plan to remove the community venue option from this project and convert the building into three flats using a RHF application for funding for approximately £300,000 for the refurbishments and an application to CARES for the costs of the heating installation. This potential change came about due to The Craithub having secured SLF funding to purchase The Space. The options appraisal once drafted, will show both options, three flats, or two flats with a community venue, so that Directors can then make a final decision. If Directors want to retain a community venue to begin with, the DT can apply to the RHF for a phase two development converting the venue element into a flat at a later date; this decision can be made once the asset has been acquired. Stuart does not have the confirmed purchase costs, but thought it likely the REW DT would have to contribute around £25,000 to purchase the property. Stuart will be arranging for the letter of support to be completed over the next week or so.
- 7.3 Ebikes – The funding has been secured but unfortunately due to the length of time the funder took to agree the award, the price of the ebikes has increased significantly; the DT may need to fund the balance of the cost, or adjust the planned order, which was for 10 electric bikes, 1 electric trike, and a trailer, plus other

equipment, e.g. helmets, etc. This funding must be spent by the end of March 2024. If additional funding is required from REWDT's own funds, the Board will make a decision in January.

7.4 Trumland Land Ranger – Stuart shared the successful award from the Crown Estate Fund for half a Ranger's salary costs and the funding Helen has found for £6,000 towards a salary cost (this additional funding can only be applied for if it is likely the Ranger will start work before the end of March 2024) The Board agreed to proceed with advertising a Ranger position. Stuart confirmed that peat restoration will be a part of the Ranger 's work.

7.5 Staff hours and TOIL – Stuart has discussed the possibility with Ellie of her increasing her hours by up to 7 per week, to be worked in the office. These additional hours would give Ellie more time to be in the office meeting residents regarding grant applications. The Board approved up to 7 hours a week additional permanent hours, to begin in January 2024.

7.6 Accounting Software – Stuart shared the request to move our accounting software from SAGE to Xero from 01/04/2024. The Board agreed, Stuart and Helen to set this in motion.

7.7 Johnstons Road – This project has not progressed as the Board wished Stuart to concentrate on the Taversoe & Manse SLF applications. The quotes for work are still valid, although Peter felt that as the costs of materials has recently decreased, the project costs could be less expensive. Stuart confirmed that the RHF has money for this project and OIC has additional funding that could be sourced. The Board agreed to review and make a decision at the budget meeting in February.

7.8 New Office – The water supply and electric are now connected to the cabin. Stuart is awaiting the invoice from Sean Stanger for the groundworks. We still need the Energy Performance Certificate to be issued and then we can open, potentially in January.

## **9. Administration, Finance & Office.**

9.1. 2022/23 Accounts –The Board approved the accounts.

## **10. AOB**

10.1 Eric asked what the minimum share price for the community share scheme (Taversoe project) would be, Richard said the Board should wait until options appraisal was received as this would have all the information within it. Peter felt this would be in the hands of the new management group and Carole thought it better to have fewer people with a higher number of shares, than lots of people with a smaller number.

10.2 Kayleigh said that HIE are doing another round of Board Health Checks, using Impact Hub in Inverness again and Kayleigh has agreed to be a part of this. All Directors have been contacted with a survey to complete and the Impact Hub representative will wish to interview three Directors once with questionnaires have been completed and returned. **AP1: All Directors** to complete and return the new Board health Check questionnaires ASAP to Impact Hub. If a Director does not wish to do the questionnaire online, Kayleigh has paper copies available.

### **11. Next Board Meeting**

The next Board Meeting will be on Saturday 27 January 2024 starting at 09:30 and held at the Community Room at Rousay School.

### **Summary of outstanding action points.**

28 June 2023

**AP2: Richard** to ask the landowner if they would be willing for the land next to the boathouse to be developed. **Ongoing**

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16 December 2023

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### **Acronym List**

<b>AFO</b>	<b>Admin &amp; Finance Officer</b>
<b>PM</b>	<b>Project Manager</b>
<b>TM</b>	<b>Turbine Manager</b>
<b>Co Sec</b>	<b>Company Secretary</b>
<b>PO</b>	<b>Project Officer</b>
<b>REW DT</b>	<b>Rousay, Egilsay &amp; Wyre Development Trust</b>
<b>DT</b>	<b>Development Trust</b>
<b>HSO</b>	<b>Heat Smart Orkney</b>
<b>NILPS</b>	<b>North Isles Landscape Partnership Scheme</b>
<b>OIC</b>	<b>Orkney Islands Council</b>
<b>OHAL</b>	<b>Orkney Housing Association Ltd.</b>

<b>SLF</b>	<b>Scottish Land Fund</b>
<b>BLF</b>	<b>Big Lottery Fund</b>
<b>OSCR</b>	<b>Office of the Scottish Charities Regulator</b>
<b>REWGCC</b>	<b>Rousay, Egilsay, Wyre &amp; Gairsay Community Council</b>
<b>REWIRED</b>	<b>Rousay, Egilsay &amp; Wyre Islands Renewable Energy Development</b>
<b>CPO</b>	<b>Community Power Orkney</b>
<b>SNH</b>	<b>Scottish Natural Heritage</b>
<b>HIE</b>	<b>Highlands and Islands Enterprise</b>