**Minutes of the Annual General Meeting of the Shapinsay Development Trust 03.10.22**

**Present:** Ashley Boyd, Stewart Leslie, Simon Meason, Lenka Mellor, Barry Moncrieff, Graham Rendall, Adrian Bird

**In Attendance:** Gail Anderson – acting chair, Lisa-Marie Muir, Davie Campbell, Doris Hutchison, Alison Meason, Valerie More, Joel Chaney, Cat Moore.

**Members Present:** Marjorie Kent, Richard Lawrence, Sue Lawrence, Jean Coomber, Helen Rhodes, Steven Bews, George Muir, Darren Muir, Edith Tait, Louise Hollinrake, Leanne Bews, Annette Kirkpatrick, Sheila Garson, Janice Follwell, Charles Smith, Emma Clements.

**Meeting Started at 7pm**: Gail Anderson chairing on behalf of Ashley Boyd

1. **Welcome and Apologies**: Gail gave everyone a warm welcome, there were no apologies
2. **Minute of AGM 7th October 2021**: Adrian proposed these as a true and accurate record of the meeting, Richard Seconded
3. **Matters arising:** None
4. **Accounts:** Members were given accounts papers, DC and DH ran through the consolidated accounts and a brief overview of the finances for 21/22.
5. **Approval of Accounts**: SG Proposed them to be correct, JB Seconded
6. **Chairs Report:** SDT Chairs report SDT Chairs report - AGM 03/10/22

* OOH Boat -We asked the community for feedback on the OOH service earlier this year and we made a few adjustments in June to try and make things a little more efficient. We have also introduced a card payment option to the boat which we hope offers an alternative when no cash is at hand. We are due a 6 month review on the OOH boat this month so any suggestions or feedback would be gratefully received.
* Electric Vehicles -The vehicles continue to be a vital asset to our community given that they remain free to use for all. We have however removed the “ON DEMAND” part of the service and have asked people to book ahead in advance to enable us to manage staffing hours during busier times. I’d like to take this opportunity to welcome Joel Chaney and Jenny Hall as our new relief drivers.
* Bike Shed and E-Bikes - In October last year the completion of the bike shed was welcomed. We now have a dry secure unit to house / charge and rent our E-Bikes from. Which, this summer, have been in quite a regular demand. We have also had an approval for funding towards a further x 11 E-Bikes for local commuters last December. These are now out and on long time hire. If anyone would like to trial an E-Bike or borrow one for short a term then please do not hesitate to get in touch with Lisa at the Boathouse.
* Housing - We are very pleased to say that we have the family homes recently purchased and renovated, both occupied and hope that the new families are enjoying Orcadian life on our Isle of Shapinsay. I’d like to pass on / on behalf of the whole board our appreciation to the past board and members of staff whom assisted and managed these projects. Jean, Rachel, Richard, JB, and Martin.

We have recently carried out an asset mapping exercise on Shapinsay in regards to our continued phased housing and community asset development. This, all going well, shall keep us all busy in the Boathouse for a while.

* Youth Consultation - There was a well-attended and encouraging meeting with many of our young folk on Shap, from primary ages up. We have a list which we are presently working through. They are keen for things to back to normal as soon as possible. With Football / Youth club, drop in & Community garden and hang out space being mentioned…the later are all in our 5 year plan.

Thankfully the youth club which has not run since before the pandemic due to OIC not being able to recruit for the posts finally has some great news… NILPS (North Island Landscape Partnership Scheme) and ourselves have been working together to secure funding for a six month period through winter to have two Youth Worker posts for 4 hours a week to get things rolling. With that I’d like to congratulate and welcome Leanne Bews and Jan Clark who were successful and have both commenced training and hope to have the YC with Heritage and Youth Achievement Award Focus up and running at the beginning of next term. We look to try and secure more funding to allow us to run this project beyond six months.

* Well Being Project - Alison has been continually busy of late with this continuing project including – Home visits, One to ones, Health Walk, Piece Place, Play Piece and Ball group.
* Smithy Café and Heritage Centre - The SHAC volunteers have been sympathetically and meticulously archiving and documenting all the treasures which are to be stowed whilst the renovation works commence. We have the majority of the funding in place with just a few things to be finalised. We are slightly behind schedule due to planning delay’s, however are hopeful we can commence the renovations next month. Hopefully by spring end next year we shall have a lovely new Café / Restaurant and Heritage Centre that we can all be proud of.
* SWAP (Shapinsay Way Ahead Program) - We continue to fund, run and encourage individuals to use the SWAP fund application for educational / musical / sports pursuits or community groups. This year we gave a grant to assist the Community Association to enable them to run the Hall and Clubrooms for free for all groups and events to kick start back the usage of the facilities. We also assisted the Picnic committee RNLI guild and the Shapinsay Agricultural Association.
* Recent field trip to Shetland - Lisa, Alison and Barry last month went on a few day “Learning Journey” excursion to Shetland. Where they visited North Mavine Development Company where their subsidiary company Nortenergy designed and build the Polycrub. They also visited the Bressay Development LTD to check out their various projects including a charity shop.
* Employees - We currently have a collective of seven employees on a mixture of full and part time contracts totalling on average around 107 hours a week.

Finally….On behalf of the board I would like to thank our staff members for their continued dedication, discretion and support in the running of the Boathouse and assisting the Trustees and Directors.

1. **Appointment of Auditors:** Orcadia was proposed as the Auditor for 22/23 – SM proposed, AK seconded
2. **Appointment of Directors:** Stewart Leslie and Ashley Boyd stepped down as directors. Both were willing to stand to be reappointed. SB proposed both be appointed directors of SDT, GM seconded this.
3. **A.O.B: Changes to M&As**: Members were sent proposed changes to the M&As and the rationale behind the changes:

## Suggested changes to the M&As are below in italics, these would be additions to the current M&As

Amendment 1: This will become clause 56:

*A person who has previously been employed by the Company shall not be eligible for election / appointment as a director until twelve months have passed since their employment*

*Rationale: Being a director means you are fully responsible for how the company is run and what it does. It does not necessarily mean running the company on a day-to-day basis and making operational decisions. Shapinsay Development Trust employs staff that undertake this on behalf of the Company. To ensure this separation in duties from being an employee to an employer within the company is clear and understood by all, the additional clause is recommended to be included in the Articles of Association.*

RL questioned the benefit of preventing staff from joining the board for the period of 1 year. It was explained that it was to create a level of separation between a more operational role and a more strategic role and to prevent someone jumping from a place of employment to a place of management immediately upon leaving their role.

The majority of the membership were in favour of the proposed change. GR proposed the change be adopted, SG seconded.

Amendement 2:This will become clause 58 if clause 56 is agreed upon by the members at the AGM:

*Members seeking election as a new director must complete an application form and return it to the secretary ten days prior to the Annual General Meeting. The completed application form must include the signatures of two existing members, nominating and seconding the applicant.*

*Rationale: This additional clause ensures that members seeking to be elected as a Director at the Annual General Meeting have considered the requirements of the role, are clearly willing to act as a Director of the Company, and have the support of at least two members of the Company.*

There were no comments on these suggested changes, the majority of the membership were in favour of the proposed change, SB Proposed the changes be adopted, AB seconded.

**Last item of business**: MK stated there is fuschia growing in the stairs at the Smithy which are becoming dangerous – MK was assured that works will commence soon and the stairs will be fixed, including the removal of plants and making them safe.