

## Board of Directors

### Minutes

of meeting held in Magnus House, Aigas Field Centre  
at 7.00pm on Monday 14<sup>th</sup> March 2016

Present		Apologies	In Attendance
John Graham	Andrew Leaver	Anne Forsyth	Donnie Chisholm
Graeme Scott	Warwick Lister-Kaye	Mark Hedderwick	Simon Longman
David Garvie	Calum Fraser		Russell Ross
Peter Masheter	Peter Smith		Steve Robinson
			Roland Spencer-Jones
			Erik Trelfer

Item	Action
<p>1 <b>Apologies</b></p> <ul style="list-style-type: none"> <li>Anne Forsyth, Mark Hedderwick</li> </ul>	
<p>2 <b>Declarations of Conflict of Interest</b></p> <ul style="list-style-type: none"> <li>None declared</li> </ul>	
<p>3 <b>Minutes of meetings of 8<sup>th</sup> February 2016</b></p> <ul style="list-style-type: none"> <li>These were proposed by John Graham and seconded by Calum Fraser.</li> </ul>	
<p>4 <b>Outstanding actions not covered on the agenda</b></p> <ul style="list-style-type: none"> <li>Insurance <ul style="list-style-type: none"> <li>The Chair welcomed retired insurance advisor, Erik Trelfer who was present to explain the value of Trustee Indemnity Insurance.</li> <li>Erik noted the following: <ul style="list-style-type: none"> <li>There is a potential for action to be taken against individual Directors individually or jointly.</li> <li>The current constitution provides a level of indemnity against this from the company but as a result puts the company at greater financial risk should an action be taken out by an aggrieved or injured party.</li> <li>There is no substitute for good governance and directors are recommended to read the OSCR Guidance for Charity Trustees.</li> <li>A suite of organisational policies such as Equal Opportunities, Child Protection and Health and Safety and a Risk Register should be established and, it is advised, published on our website to demonstrate openness and transparency.</li> <li>Trustee Indemnity Insurance will give directors a level of financial protection should a problem arise.</li> </ul> </li> </ul> </li> </ul>	

Item	Action
<ul style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>▪ Entity Insurance will provide a level of financial protection to the company should a problem arise.</li> <li>▪ It is best to look at all insurances together to ensure no gaps in coverage and this service can be provided by a broker.</li> </ul> </li> <li>○ The Chair thanked Erik for his contribution and he left the meeting.</li> <li>○ It was agreed that all insurances should be reviewed and Trustee Indemnity and Entity Insurance sought.</li> <li>○ John Graham and Peter Smith undertook to contact insurance brokers and bring quotes back to a future meeting.</li> <li>● Community Broadband Survey <ul style="list-style-type: none"> <li>○ The survey report has been prepared by Neville Lee and a draft provided to CBS. Comments from CBS will be incorporated and a copy circulated to Board members.</li> <li>○ The Committee thanked Neville Lee for the production of a detailed and informative report.</li> </ul> </li> <li>● Mast lease renewal <ul style="list-style-type: none"> <li>○ The revised Heads of Terms have been returned to the tenant's agent.</li> </ul> </li> <li>● Lochan restoration <ul style="list-style-type: none"> <li>○ Thanks were noted to JLK for his work on the restoration of Loch nan Losgainn.</li> <li>○ It was noted that following incomplete advice from SEPA, authorisation was not sought in advance for this work. SEPA have reviewed photographs and reports on the work and are content that there is no issue. Appropriate authorisation will be sought for future restoration activity.</li> </ul> </li> </ul>	<p>JG/PS</p> <p>DG</p>
<p>5      <b>Governance</b></p> <ul style="list-style-type: none"> <li>● The Char noted that the AGM scheduled for 14<sup>th</sup> March had been cancelled following a review of the constitution which noted that three elected Board members should be standing down and also that nominations to stand for election need delivered in writing by two Ordinary Members seven days in advance of the AGM.</li> <li>● Following advice from the charity's solicitor it was decided the best course was to postpone the AGM till June 2016 and undertake a review of the whole constitution to ensure it is fit for purpose.</li> <li>● It was agreed that members should read the constitution and also that the Secretary would circulate a list of suggested discussion points in advance of the next meeting.</li> <li>● It was agreed that no further legal advice was required at this time but it will be required if any discussions result in a proposal to amend the constitution.</li> </ul>	<p>AL</p>

Item	Action
<ul style="list-style-type: none"> <li>• Peter Smith suggested the formation of a Management Group to oversee day-to-day operations. There was no consensus on this suggestion and the Chair requested Peter Smith bring back a short paper to a future meeting to facilitate discussion.</li> <li>• It was agreed that the Secretary and Development Officer would undertake to provide more information on day-to-day matters to members between meetings and members noted that they should read the emails sent.</li> </ul>	PS
<p><b>6 Future Funding Applications</b></p> <ul style="list-style-type: none"> <li>• The SSE application was submitted in 21<sup>st</sup> February.</li> <li>• The Development Officer is working on the Forestry Grants Scheme application.</li> <li>• The Woodland Trust application has no closing date and Steve Morris who is working on it with the Development Officer is currently unavailable.</li> <li>• Before the BIG Lottery application is submitted the 2009 Community Consultation needs updated and the Secretary has recently circulated a SurveyMonkey link for this purpose.</li> </ul>	
<p><b>7 Deer Management</b></p> <ul style="list-style-type: none"> <li>• The deer management group met with three shortlisted candidates.</li> <li>• The unanimous recommendation was to offer (subject to references) a contract to Nick Richards for an initial period of 12 months.</li> <li>• This was agreed by all present.</li> <li>• The Chair thanked the Deer Management Group for their work and the smooth conclusion to this debate.</li> </ul>	
<p><b>8 Forest Design Plan</b></p> <ul style="list-style-type: none"> <li>• The Scoping Report has been prepared and circulated to all respondents to the scoping consultation. There is a three week period for respondents to comment on the report and it will then be submitted to FCS for approval. A copy of the report has also been sent to all Board members.</li> <li>• A copy of the FCS defined section headings for the FDP was circulated for information.</li> <li>• It is intended that a draft of the FDP will be brought to the May board meeting for discussion.</li> </ul>	
<p><b>9 Access and Recreation</b></p> <ul style="list-style-type: none"> <li>• It was agreed that area set aside for a car park in the scoping document remains the best option however it was noted that it will be in view of Tigh an Laggan.</li> <li>• The Development Officer and the Chair agreed to meet with the owner of Tigh an Laggan to discuss the proposal. Peter Smith and Peter Masheter also offered to be present.</li> <li>• Subject to there being no significant concerns raised at this meeting the Development Officer should prepare a plan for the car park in advance of seeking formal planning approval.</li> </ul>	DC/GS

Item	Action
<p>10     <b>Education</b></p> <ul style="list-style-type: none"> <li>• Teanassie Primary School is planning another day in the forest.</li> <li>• AFC Naturedays have arranged four days for families during the Easter, summer and October holidays and these are being promoted on the ACF Facebook page.</li> </ul>	
<p>11     <b>Development Officer Report</b> (in addition to activity above)</p> <ul style="list-style-type: none"> <li>• Lifescan volunteers are spending half a day in the forest on 21<sup>st</sup> March and will work on resurfacing a new path behind Peter Masheter's house and clearing a blocked ditch that has led to flooding on the access road to Tigh an Laggan.</li> <li>• It was agreed that Peter Masheter can take material from the forest to repair the Tigh an Laggan access road and for use by Lifescan volunteers for path work.</li> <li>• The DO met with The Woodland Trust Community Officer at Glengarry. There is a 30ha woodland in Glengarry interested in sharing experience.</li> <li>• There is potential for Trees for Life volunteers to help with Rhododendron control.</li> <li>• An offer as been received to scrape the forest road and clear ditches if a digger is hired. It was agreed the DO should investigate costs.</li> </ul>	
<p>12     <b>AOCB</b></p> <ul style="list-style-type: none"> <li>• The Secretary asked again about securing the services of a paid minute secretary and noted that he had identified someone interested. It was agreed that this could be progressed subject to payment being agreed at an affordable rate.</li> </ul>	

<b>Summary of Outstanding Actions</b>		
Ref	Action	Person Responsible
38/1	Provide a trustee induction session	GS
38/10	Circulate board members skills audit	AL
43/5	Register ACF for VAT	GS
47/1	Contact insurance brokers and bring quotes for a range of insurance policies back to a future meeting.	JG/PS
47/2	Circulate final copy of Broadband demand survey to Board.	DG
47/3	Circulate a list of discussion points to prompt review of the constitution	AL
47/4	Prepare a short paper on the purpose of a Management Group for a future meeting to discuss.	PS
47/5	Meet with the owner of Tigh an Laggan to discuss the proposed car park.	DC/GS