

## Minutes of Directors' meeting of 12<sup>th</sup> November 2022

**Present:** Jess, Rob G, Rob H, Samantha; Iain and Jackie via Skype

**Apologies:** Lynn

**Minutes of last meeting:** proposed by Rob H, seconded by Jess

Matters Arising:		action
AGM date and procedures	Iain had proposed the date of 30 <sup>th</sup> December 2022 and all agreed. Jess noted that Iain will be retiring and expressed thanks on behalf of Eilean Eisdeal for his 15 years' service.	
	Jess wondered would we need to find another non-resident to elect as a director to replace Iain? Iain stated that he had been elected as a non-resident representative but it was not obligatory that any new director be non-resident, and the position should be available to any eligible candidate, resident or not.	
	Iain wanted it known that once he has resigned, everything he has put out there will be sent to the membership and to OSCR.	
	Rob H commented that he had feedback from OSCR when he contacted them about Iain blackmailing directors at the meeting of 14 <sup>th</sup> October and their feedback was that "as an organisation you have the power to deal with disciplining directors yourselves, but blackmail should be reported to the police."	
	Iain stated that the chairman's report and accounts should be sent out with the AGM notice. Jess disagreed and said copies were made available at the AGM, and she often recalled printing them out at the last minute, but draft minutes are sent out with the notice. There was some discussion as to past procedure. It was agreed that the accounts and minutes are published on the website. Jackie suggested that the AGM notification be sent out to give the required notice period and draft minutes and accounts be forwarded later.	
	Jess will make any necessary corrections to the AGM notice that Iain has proposed and get it back to Iain to send out to members. In response to a question, Iain confirmed that he did have Mary Withall's email address.	Jess, Iain
EGM call and procedures	Jess stated that EE has to follow company law in anything that is not set out in our memorandum and articles of association regarding calling an EGM. This states that an EGM can only be called, with due notice, by written request of 5% of the membership or by a majority vote of directors. Other rules apply if less notice is given, but we should be guided by the authorities.	
	Iain declared that if Sam had one ounce of respect for EE she would resign but she is too shameless a person for that. According to Iain, in a similar scenario about a year ago Sam jumped the gun, made accusations, broke company law in calling a directors' meeting and when eventually she signed a letter of apology it was only by email.	
	Sam wondered whether the issue could be raised at AGM as a motion to put to the membership. Iain said this was not appropriate.	
	Jackie asked for directors to indicate whether they would agree to call an EGM based on the points Iain has raised in his emails. Sam stated that once there is an agreed, revised EE disciplinary procedure in place she would welcome it being applied to her case. Jess, Sam, Jackie and Rob H voted against calling an EGM, Iain voted for. Rob G's view was that the scenario with Sam needs dealing with either under a due disciplinary process or via EGM, but would be willing to waive EGM if disciplinary procedure can be revised and applied promptly.	

	Jackie summarised that the directors did not support an EGM but that the disciplinary process needed revising urgently and then applied to this matter.	
EE Disciplinary procedure.	Rob H agreed to look at this as a matter of urgency. Jackie suggested that the ACAS published procedure would be a good starting point, and indeed Iain had in the past indicated that this would be a good starting point.	Rob H
<b>Development proposals</b>		
Play area update	This has begun to appear, with very many thanks to all volunteers in all their roles. Virtually all of it is now in place, but the climbing frame has been taped off is not to be used until it has been inspected on 21 <sup>st</sup> November.	
<b>Hall</b>		
Electricity costs	Last bill was around £850 for one quarter. Jess thinks this was an estimate, and will send in a reading asap.	Jess
Camping request	We are not insured for any type of residential use of the Hall, and so the diving group's request to use the Hall for camping in May must be turned down.	Sam
	Iain left the meeting for health reasons.	
Gym equipment	This has been inspected and the resulting report is that: The <u>rowing machine</u> is safe to use but needs minor parts replaced at a cost of £13.99 (inc. VAT) The <u>multigym</u> is safe, but the bench is not safe for public use because of a small rip in the cushion and one missing rubber foot The <u>treadmill</u> needs a new drive belt at a cost of £303.52 (inc. VAT) Site visit is £69, so total cost would be £386.52 The visiting engineer estimated the value of the multigym at £1,000.	
	It was agreed to offer the multigym to Don Gillies (who may have been one of the original donors of it to the Hall) and ask what he might pay, in the hope this would cover the repair costs of the other equipment.	Jess
	Rob H suggested that if there is demand for equipment similar to the multigym, other smaller equipment could be sourced that would offer the same exercise opportunities.	
Heaters	These have now been fitted, but the Wi-Fi controls haven't been set up as the EE mast, which provides Wi-Fi has been out of service for a while. There is one heater which could not, in the end, be sited in the bar, which we will return.	Sam
	Rob G pointed out that the heaters need to be certified.	Sam
Use of hall if wet at Hogmanay	Jess asked if this would be possible and it was agreed that we are now post-Covid and, unless the situation changes, this should not be a problem.	
<b>Harbour</b>		
A&BC survey	Argyll & Bute Council will be carrying out £100k a survey/appraisal of Easdale Sound, the jetties and a possible ferry upgrade.	
EE berthing facilities	Rob H attempted to look at pontoon chains and carry out remedial work at the last very low tide, but no volunteers were available to help. The previous chain work was unfinished and needs reconnecting and more chains to be added. The work is heavily tide-dependent, but lots of non-expert labour with wellies (or waders if possible) is required.	Rob H
	Rob H wondered if another pontoon was needed, as after an inspection with Tony Hill it seems there are enough floats to add a	Rob H

	shorter pontoon furthest away from the harbour mouth. After discussion it was agreed that there is no need, but what we have should be made good.	
	Rob G wondered if there was a need for more running moorings on the wall. It was agreed that maybe one more could be added, but they should all be examined and overhauled or replaced as necessary.	Rob H
Ferry shed/waiting room	Jackie asked whether A&BC were aware of the adaptation of the buggy shed into a passenger waiting room, and Rob G confirmed that Robert Paton was aware.	
	As this has been completed with the best of intentions, it seems churlish to object. Jackie has found a reference in past minutes to the original buggy shed being built with planning permission for a shed to house a buggy for the disabled, but on checking AB&C website no reference to any restrictions was apparent.	
	Jess confirmed that the lease payments had not been increased for many years, and felt that asking A&BC about this was pointless as they have no funds for an increase.	
	Jackie commented that our duty as directors is to protect EE assets, and if we are allowing the use of the shed without increasing the rent this should be a conscious decision for the benefit of islanders, rather than simply by default.	
	Sam suggested that the lease between EE and A&BC for the ferry shed be updated to reflect the current reality, including a reference to the use by ferrymen of the toilets in the Hall, to ensure that this facility, provided informally by EE is protected going forward. Rob G agreed to do this.	Rob G
	Rob G requested a copy of the lease, as Jackie said that A&BC do not have a copy. Jackie to circulate.	Jackie
	Sam asked if comments had been received from the community about the new waiting room arrangement. It was confirmed that a number of objections had been received that storage for the communal buggy had been lost, but ferrymen advise that the buggy is beyond economic repair. Some comments in support of the waiting room had also been received.	
	It was agreed to minute the fact that directors note community comments on the new waiting room arrangement but agree that the new ferry shed is a suitable interim compromise to manage the needs of the ferrymen and passengers.	
<b>Museum</b>		
	Worldpay machine – the contract on this has now ended. It is costing us £50/month and there are far cheaper solutions available. Jess to investigate and report back.	Jess
	Doors – Dave Gilroy is going to do it. Rob G to chase.	Rob G
	Windows – Jess has been let down again by her windows contact. It was confirmed that the museum is not a listed building so plastic windows/doors are acceptable. Rob G to ask Dave Gilroy if he can look at these too, and will go to GRS windows in town.	Rob G
<b>Stone skimming</b>	Due to the late start and length of this meeting it was agreed to review the information Sam had submitted at the next meeting.	
<b>Treasurer's report</b>		
	Balance as 10th Nov £18837.17.	
	Jess still battling with the bank to get Rob H added as signatory. Will require lengthy phone call(s) as the automated online system repeatedly fails.	

Membership secretary	Once Iain has resigned we will need a new membership secretary. Jackie stated it was unfair to expect him to continue with this duty when he is stepping down on health grounds. Jackie offered to take this task on and will contact Iain regarding the matter.	Jackie/Iain
AOB		
	Fireworks review. The firework malfunction was noted, and it was agreed that fireworks in future should be set off on the other side of the Harbour, over the old wreck. It was noted that the site of the bonfire complies with current safety recommendations but the site to be regularly reviewed.	
Date of next Meeting	10th December, 4pm, Easdale Hall and Skype.	