

Minutes of Eilean Eisdeal Directors' meeting, 16/11/2023, 5pm, Easdale Community Hall

Present: Rob Grigg, Rob Hadfield, Samantha Payn, Jackie Inch (video link)

Apologies: Lynn Noble, Adele Knox

Chair: Rob Grigg Minutes: Sam Payn

Item		Action
Seafari lease	Rob G has found a copy of the existing lease which runs until April 2028, and a letter dated August 2018 from EE director Duncan Smallman agreeing to an extension of the area granted to Seafari for an additional annual payment. Rob G gave these to Rob H to circulate to all directors.	Rob G Rob H
	Rob H will circulate notes from the previous directors' meeting with Tony Hill to all directors.	Rob H
	Why does Seafari want to renew the lease now given that it runs until 2028? Rob H to ask Tony Hill.	Rob H
	The existing lease sets a limit on the area that Seafari can occupy in the harbour, and prevents them from interfering with other users' enjoyment of the harbour. Rob G pointed out it appears to be a document downloaded from the internet and has not been signed by a lawyer. Jackie pointed out that contracts have to be signed by parties to them, not necessarily their lawyers.	
	Rob G is unwilling to extend the lease for 10-15 years without a clearer idea of what Seafari's plans are over that period. Rob H to ask Tony for more information on this.	Rob H
	Rob G has received a lengthy objection to Seafari's continued use of the harbour from a member of the community (not a member of Eilean Eisdeal). He will circulate to all directors for their input.	Rob G
	Rob H suggested that the update to the lease include adjusting the payments by RPI for the past five years, and to include a clause to the effect that a similar adjustment be made annually from now on.	
	The need to involve the community in any decision on this was discussed, and it was agreed that the directors would formulate a proposal for extending the lease and this would be put to members' vote at the AGM. Directors will finalise this proposal at the next meeting – after we've all had sight of lease and objections from the community.	
Accountants	A cost estimate from a different accountant who would be substantially cheaper had been circulated to EE directors and bookkeeper. Objections raised by Bev were discussed in the meeting, along with concerns that she had discussed the proposal with people outside of EE management and then sent material through to the accountants before a formal decision was made on whether the existing accountants would be used or not. Sam highlighted that the agreement to Simmers is reviewed in the AGM each year and that we may not be able to change accountants for this year. Jackie to check the EE Memorandums.	Jackie
	Sam will find out if/when their last invoice was paid	Sam
	Sam will prepare a pack to send to more accountants to get quotes by the next AGM.	Sam
AGM	Jackie to check what we need to do by when for the next AGM, given that we are all standing down, with some restanding for election.	Jackie
Date of next meeting	Monday, 27 th November 2023, 5.15pm, Easdale Hall	

After the meeting Jackie provided details of the required procedure for the AGM – please see next page.

- AGM requirements are: 21 clear days notice Notice must specify: Time and place and that it is an AGM
- Particulars of any director who are to retire by rotation (that would be Lynne) or otherwise (the rest of us) at the meeting and particulars of any person who are proposed for appointment or reappointment as Directors
- The notice must be given to all members, directors and the Auditors
- Resolutions at the meeting shall be decided on a show of hands (eg if we take the Seafari lease and/or a change of accountants to the AGM), unless a poll is demanded before the hands result is declared. A poll basically delays the vote to at least 7 days later and less than 30 days later. A poll enables a proxy to vote. Votes in person at the AGM do not allow proxy votes. Proxy must follow a specific procedure in document, timing and registration.
- To become a director: Send a nomination 30-40 days before the AGM by a member. Nominee must be willing.
- Or existing directors recommend someone at the AGM (this is how you can get around the notice period and accept offers on the day).
- But it also says that all members should be informed 7-28 days before the AGM of anyone that has been nominated or anyone the directors nominate.
- So basically, we can invite people to nominate themselves in a 10day window starting 40 days before the meeting.
- Or we let people volunteer on the day and then pass it as a special resolution proposed by directors to fill a vacancy.
- A director who retired at an AGM may, if willing, be reappointed. If not reappointed then they retain office until the meeting appoints someone else. Or until the end of the meeting.
- So I think we are okay time wise. But would be good to get a nomination out to people in time for the 30-40 day window.
- But if no offers, there are ways to get new directors approved on the day.

Concerning accountants:

- There is no requirement in the EE articles for the accountants or auditors to be approved at the AGM. Though there may be some other regulation that requires this?
- The deadline for submitting the EE accounts to company house is June 2024. The deadline for the charities commission is 10 months after the financial year end. So also next summer.
- Also had a brief look at the accounting requirements and it appears (would be best to call OSCR) that we may not need fully accrued accounts and that we could instead do “receipts and payments”. If that’s true then I expect it reduces the work needed for OSCR (not company house).