

Fernaig Community Trust Annual General Meeting (AGM)

7.30 pm Tuesday 9 January 2024, Achmore Village Hall

Draft Minutes

1. Welcome and Apologies

Colin McAndrew welcomed all and for attending on such a wintery night.

Present: Colin McAndrew, Georgie Grimson, Lizzie Bird, Colin Parsons, Neil MacRae, Roddy MacPherson, Martin Irving, Duncan Gibson, Lynn McLaughlin, Katherine Biss, Geoff Harrington, Richard Meyer, Mij Meyer, Joe Grimson, Mhairi MacRae, Iseabail Howat, Janet MacPherson, Jackie Parsons, Kate Biss, Jim Coomber, Callum Bulloch, Kate Bulloch, Karen Irving, Chris Cartwright, Heather MacLeod and Ally MacAskill.

Apologies – None received but 2 Proxy forms received for 4 absent members.

2. Approval of 2022 AGM Minutes and Adoption of Directors' Reports and Financial Statement 2022

Proposed by Martin Irving, seconded by Kate Bulloch and approved.

3. Chair's Report 2024

I would like to pay tribute to the members of the Board for their commitment, diligence and integrity in all the Trust's work, sometimes under very challenging circumstances. The work of running the Trust goes on largely unseen, and grateful thanks to this group of dedicated volunteers for continuing to give their time, skills and energy to make that happen and for the Trust to continue in generally good health. There is an ongoing issue of trying to attract more and especially younger members to play an active volunteering role and that remains a priority. This issue is not confined to the Trust, as witnessed by the current lack of a Community Council.

Early in the year good work was done to update the Trust's membership, which now stands at over 100, and the creation of a Google Group has facilitated email communications. The Strome ferry & Achmore website, originally set up some time ago by Lizzie, is another public facing tool, shared by four community groups. The company providing web services informed us that it would be necessary to upgrade the software and introduce a new annual pricing policy. This would also give the website a new more contemporary look, which we agreed was needed, but would require each group to update and refresh their own content. The Trust has largely completed that task and suggest it would be useful soon for the various user groups to meet to discuss the management and future direction for the website.

The sale of the former Old Forestry Office to FLS has been glacially slow through no fault of ours but has been a source of much frustration. We are currently raising a formal complaint with our lawyers over their undue delay in progressing the sale and bringing it to a conclusion. That is ongoing and so little more can be said at this time because of confidentiality.

We produced a workplan for 2023 and while some tasks have been accomplished, there are several items to carry forward into this year. Principal among these is to devote time and energy to review, update and possibly replace the Memorandum &

Articles of Association, the Trust's governing document, which is unanimously agreed by the Board as in need of radical overhaul since its adoption in 1998.

An important stewardship task on Trust land is the renewal of tenancy agreements. Current holding leases end their second 5-year term, since introduction in 2014, at the end of March. All tenants will be contacted to enquire if they wish to continue and be issued with a new lease and the Board has yet to discuss whether annual rents should be uplifted or should be frozen until 2029. Most tenants continue to value their tenancies and put in a lot of work on their holdings. We hope they find it worthwhile. There is always much to be done and the land is our biggest and most important asset to preserve.

In August there was an unfortunate outbreak of avian flu in Lochcarron and all local poultry keepers (as within a 10km zone of the outbreak) came under various restrictions until these were lifted in October. There are more wild geese visiting the fields and for longer and they represent a possible source for avian flu. Anyone should report finding dead or dying geese. There is currently a largely unreported but severe outbreak of Bluetongue disease affecting stock in the south of England, but it is spreading northwards. The issue of biosecurity in animals is something the Trust has to be increasingly alert to and take action where needed.

Also of concern are storms, when storm Babet in October resulted in fallen trees and disruption to local roads. Wind damage due to gales and flooding due to excess rainfall seem to be increasing in frequency and severity and we have discussed the idea of having some form of collective 'emergency plan' to put into action if the worst happens. Over the years there has been a build-up of debris, including dead trees, in the river which potentially impede the flow. It will be a challenge to tackle this.

The allotments had a pretty decent year for cropping with good weather in late spring and early summer. Some plots remain largely unworked and we hope the plot holders will be motivated to bring them into production. Highland Council is introducing a new policy and guidelines for its own allotments and is consulting on these. They feel there could be wider benefits by e.g. allotment societies adopting these also. We will circulate this information when the consultation is completed.

The Trust continues to liaise with a number of bodies, which Lizzie will provide details of in her report. The Trust was represented at the annual conferences of both Community Land Scotland and the Community Woodlands Association. We were approached by Skye & Lochalsh Housing Association who are assessing future local housing needs and seeking to identify suitable sites. We informed them that we would be happy to meet with them to discuss more and to support any developments that they, or others, might propose.

Our footpath remains a well-used community asset and popular for many locals and visitors all the year round. Routine maintenance is always needed with the issue to keeping the paths free from the encroaching weed growth problem. We are very grateful to those who give time to grass cutting on verges which keeps the paths tidy. We were pleased to accept the offer from Joe Grimson for the donation of his 'retired' ride-on mower which will prove very useful. Thank you Joe. This has stimulated us to think about its storage and after a successful grant application, we have a tool shed on order which will be installed soon in a corner of the picnic area.

The Trust was approached by the local footpaths group seeking close co-operation with their objectives. The Board took the view that while we support their aspirations we would not wish any formal association which could have implications for the Trust outwith our own land, legal, financial or in respect of public liability. Their request was

repeated later in the year and we have advised that they should set up their group on a more formal basis where there could be benefits in doing so and we would be happy to meet with them to outline the Trust's position and learn more about their activities.

It was a pleasure to reinstate the Open Day in August and some 40 odd people enjoyed a happy afternoon in good weather with the BBQ, other refreshments and of course the Duck Race. The latter was memorable in so far as it was possibly a world record with Seorus, Callum and Kate's collie becoming the first dog winner of a Duck Race. Sincere thanks to all those who attended and to those who worked hard on arrangements to make it a success.

In closing I would just like to repeat my thanks to the Directors, and especially to our Treasurer, Georgie, and to Lizzie for her duties as Company Secretary ensuring these important aspects run smoothly. I do look forward however to less time being spent in Board meetings on issues of governance and 'parish pump' discussions which tend to generate more heat than light and impede true progress. As we look beyond our own small community where so many people in the country are struggling with daily life, and internationally where we are shocked and horrified by developments, it should not prove impossible to live co-operatively together and in harmony.

And if it's not too late, Happy New Year.

Colin McAndrew
Chair
9 January 2024

Proposed by Callum Bulloch, seconded by Roddy MacPherson and approved.

4. Company Secretary's Report 2024

I have fulfilled my role as Co. Sec. and the Hon. Treasurer will confirm filing of accounts with Companies House and OSCR (The Scottish Charity Regulator.)

The Trust has maintained contact and liaison with Community Land Scotland and the Community Woodlands Association as well as Forestry locally. As Colin has mentioned, the sale of the old Forestry Office is an ongoing issue with our solicitors but has been immensely frustrating.

Moving forward and having found issues with our Mem and Arts, admittedly some down to the Trust over the past years, we all as Trust members, need to review and update them not just to ensure compliance but for the practical working future of the Trust. You have motions proposed tonight which are the beginning of the process to help resolve some old issues, modernise, and move us forwards to work on all the complicated legal details and, of course, it will require the Trust to seek professional advice to put forward an updated or new Mem and Arts to you, the members for acceptance.

I would like to thank my fellow directors for their support over what has been a difficult time for me. In the main, it has been their honesty and genuine belief in working for the Trust members and not their own interests that has underpinned all the work we have done in the past and are now trying to achieve.

Lizzie Bird – 09/12/2024

Proposed by Joe Grimson, seconded by Martin Irving and approved.

5. Treasurer's Report & Draft 2024 Accounts

The Treasurer presented the accounts from 1st September 2022 to 31 August 2023, which are purely income and expenditure accounts and are not fully accrued or audited. Once these accounts are approved by the Board and fully audited by an accountant, they will be forwarded to OSCR, Companies House and posted to the S&A website.

The Trust has a healthy bank balance of £9,033.68. The income of £3,016.36 is down by about a thousand pounds from last year due mainly to the closure of the old Forestry Office in March 2023 and loss of rental income as well as the path donations also down. Expenditure of £2,297.12 is up from last year by just under £500. We bought a kissing gate to give access to the river, which has yet to be fitted and also purchased a supply of fence posts for smallholders to carry out fence repairs. A lawnmower owned by the Trust was repaired at a cost of £150 and our Public Liability insurance has increased as well.

Despite income being down and expenditure up we have an annual surplus of £719.24. As Colin mentioned we have quite a few projects in the pipeline and having a healthy bank balance will allow the Trust to progress them once the weather improves.

Fernaig Community Trust Accounts 01 September 2022 - 31 August 2023

Bank Statements	OUT	IN	
111	516.00	265.00	
112	181.54	185	
113	13.00	378.08	
114	0.00	135.00	
115	172.96	175.00	
116	510.96	191.99	
117	59.06	377.69	
118	0.00	174.00	
May	455.00	848.20	Balance B/F from 31 August 2022
June	190.00	0.00	Current Account 8314.44
July	69.00	0.00	
August	129.60	286.40	
			Balance at 31 August 2023
			Current Account 9033.68
	2,297.12	3,016.36	
Closing Balance	2,297.12	3,016.36	
Annual Income/Expenditure Balance		719.24	
Expenditure	2,297.12		
Income		3,016.36	
diff income/exp & statement	0.00	0.00	
Balance		0.00	
Cleared cheques			
Uncleared cheques			
Balance		0.00	

*down by £1,000
Path donations*

Kissing gate, fence posts, lawnmower repair - total £1,500.00

Proposed by Martin Irving, seconded by Callum Bulloch and approved.

6. Appointment of Auditor

It was agreed to retain the services of Nevis Accountancy Services Ltd.

Proposed by Colin MacAndrew, seconded by Lizzie Bird and approved.

7. Motions to be Proposed:

4 Motions are proposed by the Board of Directors. Colin MacAndrew explained that we need to update our Mem and Arts. As a start of an overall review and update, the motions proposed are the beginning of this process. As Special Resolutions they require a majority of 75% of votes to alter the Articles of Association of the company.

Articles Para 17 – Number of Directors. *Delete six (6) and insert eight (8).*

There were 21 votes for the motion, 7 against. The motion was passed.

Articles Para 24 - Quorum. *Delete 3 (three) and insert 4 (four)*

There were 23 votes for the motion, 4 against and 2 abstentions. The motion was passed.

Articles Para 18 – Retiring Directors. *Retiring Directors are eligible for re-election, if they are appropriately nominated and seconded, and willing to do so. Should any further nominations from the Membership be received then their nominations, along with any retiring Directors are subject to an election conducted by poll (i.e. secret ballot) to fill the number of vacancies. Successful candidates, along with Directors remaining, will not exceed the maximum of eight.*

There was discussion from the floor regarding whether directors standing down should give way to nominations to fill vacancies and only be nominated if such vacancies are not filled. There were concerns expressed that this was not democratic, that if nominations exceeded the required number of directors, then a secret ballot be held. There were concerns that directors standing down and not able to be re-elected, if they so wish, would affect the continuity of work carried out by the Board. The two-year rolling stand down of directors was also highlighted as perhaps needing to be changed to a longer term.

There were 15 votes for the motion, 8 against and 5 abstentions so the motion failed.

Articles Para 23 – Proceedings of Directors. Virtual Meetings. *A meeting of the Members or the Directors where arrangements are made to allow for participants to attend by means of teleconference, video link or similar without the need for them to be physically present at the same location. Persons participating will be deemed to be attending a **virtual meeting**, which in all respects will be conducted and recorded as an in-person meeting.*

There were 24 votes for the motion, 2 against and 3 abstentions so the motion passed.

8. Election of Directors

Colin announced that Duncan Gibson was standing down as a director and not seeking re-election. Having served the Board for a considerable number of years the meeting gave a vote of thanks to him for his huge contribution, support and hard work in supporting the Trust.

6 nominations have been submitted -

3 nominations received for -

Lynn McLaughlin, proposed by Kathleen Inman, seconded by Grace Gray
Kate Biss, proposed by Elizabeth Morrison, seconded by Heather MacLeod
Chris Cartwright, proposed by Iseabail Howat, seconded by Katherine Biss

Having stood down as Directors but 3 nominated for re-election -

Lizzie Bird, proposed by Martin Irving, seconded by Karen Irving
Georgie Grimson, proposed by Rosie McAndrew, seconded by Callum Bulloch
Martin Irving, proposed by Lizzie Bird, seconded by Colin McAndrew

With 4 directors remaining in place – Colin McAndrew, Roddy MacPherson, Colin Parsons and Neil MacRae, four vacancies were left on the Board so a secret ballot would be required. With the failure of the motion regarding Articles Para 18 it would mean that the ballot would be between the 6 nominations for 4 vacancies.

There was further discussion from the floor regarding continuity of the working of the Trust and the interest and willingness of new nominees. There was also a query from the floor regarding the Proxy forms and how many proxies a member could have. Lizzie confirmed that she had not sent out the proxy form with the notice of meeting. This had been done without the Board's knowledge but to avoid confusion and allow proxies to be included at this meeting it had been decided by the Board to accept them in good faith. Lizzie added that the form should have had more detail and an explanatory note.

Lizzie confirmed that there have been changes to the Board over the past number of years from 6 directors to 13 then to 9 but not notified to amend the Mem and Arts. The situation has been that the Board has totalled an average of 8 directors over the past 10 years with directors standing down and new directors on the Board.

Mhairi MacRae recommended that to resolve the situation, the number of directors on the Board be 10. This met with general assent from the floor and, with its agreement, it was decided to void the votes on the Motion re Articles Para 17 (8 directors) and the Motion re Articles Para 24 (Quorum – 4).

The meeting was asked to vote for new amendments to Para 17 and Para 24 to now read -

Articles Para 17 - Number of Directors. *Delete six (6) and insert ten (10).*

and

Articles Para 24 - Quorum. *Delete 3 (three) and insert 5 (five)*

There were 26 votes for the two motions and 2 against so both motions passed.

Therefore, no secret poll was required and the Board of Directors comprises -

Colin McAndrew, Roddy MacPherson, Colin Parsons, Neil MacRae,
Lynn McLaughlin, Kate Biss, Chris Cartwright, Lizzie Bird, Georgie
Grimson and Martin Irving.

Colin McAndrew thanked everyone for attending the meeting and it closed at 21.05.