

The Glendale Trust

SC 327627 Charity SCO 38741

www.theglendaletrust.org

Minutes of Directors Meeting

23rd January 2013 – 7:30pm
Glendale Community Hall

Present: Jane Talbot (JT) Gordon Thomson (GT) Angela Finlay (AF) Raymond Coughlin (RC) Elspeth Knight (EK) Richard Powell (RP)
In attendance: Elgar Finlay LDO (EF)

Number	Subject	Action
1	<p data-bbox="378 867 703 898">NOTICE AND QUORUM</p> <p data-bbox="378 947 1230 1026">The Chairman of the Meeting confirmed that notice of the Meeting had been given to each director and that a quorum was present.</p> <p data-bbox="378 1077 781 1108">PURPOSE OF THE MEETING</p> <p data-bbox="492 1167 1230 1350">The Chairman noted that the purpose of the Meeting was to consider matters in which a director has, or can have, an interest that conflicts, or possibly may conflict, with the interests of the Company.</p> <p data-bbox="378 1383 794 1415">DECLARATION OF INTEREST</p> <p data-bbox="378 1465 1230 1745">1.1 Angela Finlay (“Mrs Finlay”) gave the Meeting notice that Elgar Finlay, the current Glendale Local Development Officer (“LDO”), was her spouse and as a result Mrs Finlay is to be regarded as interested in any transaction or arrangement made between the Company and the LDO.</p> <p data-bbox="378 1795 1230 1875">1.2 The LDO, in accordance with the terms of his contract with the Company, also declared that that he had a</p>	

	<p>potential conflict of interest as his spouse, Mrs Finlay, is a director of the Company.</p> <p>1.3 Mrs Finlay and the LDO then left the Meeting and it was confirmed that the Meeting was still quorate.</p> <p>1.4 It was resolved that the matter does need to be authorised for the purposes of the Companies Act 2006 as it can reasonably be regarded as likely to give rise to a conflict of interest. It was further resolved that the matter should not be authorised for the purposes of that section and Mrs Finlay shall not consider any Board papers, nor participate in any discussions of the Board, in relation to any matter affected by this conflict situation.</p> <p>1.5 The Board resolved that Mrs Finlay shall not be permitted to authorise any transactions, payments (and in particular cheques made payable by the Company to the LDO) or any other financial interest or otherwise of the Company in relation to the LDO.</p> <p>1.6 Mrs Finlay and the LDO then rejoined the Meeting.</p>	
2	Apologies -None.	
3	Minutes of 20 th December, read and approved. Prop GT 2 nd RC	
4	Matters Arising: It was agreed that all minutes should in future be forwarded to Andy Stables for inclusion on his website.	EK
5	Finance AF gave us a brief update on the preparation of the accounts to be provided to OSCR. In addition the accounts for 2012 are almost complete. AF then apologized that she had to leave due to work commitments	
6	Elgar's Contract: It was unanimously agreed that we should extend EF's contract Prop. GT 2 nd JT. JT to confirm to EF in writing. A vote was taken regarding increasing EF wages by 2%, all voted in favour.	JT
7	Elgar Finlay's Line Manager. It was agreed EF needs a direct line Manager, it was agreed that RC should take this role as he has	

	experience.	
8	Company Office/ appointment of a Solicitor. It was agreed that the trust should have a Solicitor to deal with certain aspects of the projects we are undertaking and also so that they can be the registered address for the Trust. It was agreed that we would seek recommendations from others on a suitable Solicitor	JT
9	Co-option of more Directors. It was agreed that we should send a second letter to the Community Council regarding cooperation between the two groups. So far we have had no response to our initial email. It was suggested that it would be a good idea to put a poster in the Post Office to seek more members/Directors. RP requested that we try and appoint a minute Secretary to assist during meetings. A suggestion was made to approach Ocean Graham.	RP RP JT
10	Website. Directors were reminded to send their information for inclusion on the website. It was generally felt that it is time the website was updated, however firstly we need to see if any funding is available. EF is to look into costs for an update.	ALL EF
11	Newsletter JT has received information from Ocean Graham regarding the cost of producing the newsletter which is currently around £100 p.a. It was suggested we could look at giving a donation towards the cost of the newsletter but make it clear that we have no editorial control.	
12	Subcommittees- Glendale Estate is working on a renewables plan.	
13	Project officers report Heritage Project-The digital application and video are in planning, working with the community council regarding signage Pier- A vote was taken on going ahead with the purchase of the pier, all voted in favour. We also voted to accept the community development plan. Housing project- Before we give the go ahead for this we would need to look at a feasibility study. It was also suggested we advertise to see if any alternative pieces of land are available within Glendale which would be suitable. It was discussed writing to the Glendale Estate to clarify their position regarding the school.	RP
14	AOCB Next meeting 20/02/2013	