

Wigtown & Bladnoch Community Initiative

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ANNUAL GENERAL MEETING 2024

**Held at The Meeting Room, 26 South Main Street At 7.00 pm
on Tuesday 19 December 2024**

PRESENT: Kevin Witt (KW), Matt Kitson (MK), Pete Dobson (PD), Frank Irvine (FI), Gillian Hamnett (GH), Ada Montgomery (AM), Craig Hamnett (CH), Andrew McConnell (AM)

APOLOGIES: Phil Hall, Jan Winder, Sandra McDowall, Dawn Barclay

Minutes of last AGM 21st December 2023 accepted.

Chair's Report: KW read out the Chair's report (attached).

Finance Report: PD read out the Treasurer's report (attached).

Discussion on Chair's report and Finance Report:

CH asked whether potential development sites have been identified for housing development. PD stated that this was part of the Town Team's remit, and the Town Development Plan included the area beyond Station Road and the old showfield as designated development areas, however the council own land behind Beddie Crescent that could be suitable for development, subject to asset transfer from the Council and planning permission.

AM asked what risks the Board had considered around ownership of the Church Hall, building on experience from the ownership of the Bunkhouse and flats. PD said that the key risks were fixed costs like insurance and staff have been identified. Ongoing costs for heating and cleaning would be chargeable against letting income so lower risk. W&BCI have funding in place for 1 year of insurance costs to mitigate the risk. W&BCI also are seeking funding to improve the energy efficiency of the building.

AM asked whether the Hall property could be used for housing if the use of the hall fails. PD explained that the consultation with the community strongly supported retaining the hall as a community benefit, but ultimately, if it is not sustainable, then its change to community housing would be considered.

CH asked whether there were any planning issues with the proposed solar panels for the Hall and whether they could be located in the gardens rather than on the roof. PD stated that the Hall falls outside the Conservation Area so there should not be any issues with citing the panels on the roof. Solar panels in the gardens may require planning permission and may be susceptible to damage. AM said that they may also be shaded by properties on High Vennel. PD said that 17Kw panels could be installed on the roof and combined with battery storage for evening use. CH asked if it was difficult to get funding for batteries. PD

explained that the CARES package does allow for batteries and funding is available up to £85k and can be match funded by SOSE.

CH asked what immediate costs have been identified on completion of the purchase of the hall. PD said that the only immediate cost not covered by grant funding elsewhere would be the installation of WiFi.

GH asked whether planned work on the hall of roof repairs and replacement doors would affect existing and new bookings, preventing groups from returning to the hall sooner. PD said that he didn't envisage having to close the hall during the work taking place. AS soon as work dates are known they will be communicated to groups. GH suggested planning the work around the existing hall users and natural breaks.

AM asked about the bank balance, which was £2k last year. PD explained that it stood at £3.5k and the Board have sort to build the reserves pot to the equivalent of 3 months operating costs (£1.5K per month) at £4.5k. GH said that we there had been small rent increases on the flats last year which had helped raise reserves. MK said that W&BCI are looking at ways to increase bunkhouse occupancy which currently stands at 33%.

Election of Directors:

MK stated that Dawn Barclay had decided to stand down as a director. PD explained that the current Articles require one third of current Directors to stand down each year and may be re-elected if they have only served one term. FI and PD agreed to stand down and be nominated for re-election under the one-third rule.

The following were unanimously elected:

Kevin Witt
Matt Kitson
Pete Dobson
Frank Irvine.

Existing Board member not requiring re-election: Gillian Hamnett.

The full Board of Directors is:

Kev Witt, Pete Dobson, Matt Kitson, Frank Irvine, Gillian Hamnett

Election of Officers:

The following were nominated and elected as Office bearers for the next 12 months:

Kev Witt – Chair
Matt Kitson – Secretary
Pete Dobson – Treasurer.

AGM Proposals:

Two proposals for changes to the Articles of Association of the organisation were tabled:

Proposal 1

Term of Office Definition

AGM Notes:

1. The current articles of association for W&BCI do not specify the period for a Term of Office for an elected Director.
2. Section 33.4 of the Articles of Association refers: "a retiring Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;"
3. In the absence of a definition of a term of office, one year has been the approach taken to date, however with a small board size this has caused issues with the continuity of the board and ensuring that the board remains functioning and at or above the 3-director minimum as specified in Article 29.

AGM Believes

1. That Section 33.4 should be amended to contain a definition of the Term of Office.
2. That the Term of Office should be defined as Two Years.

AGM Resolves

1. To amend Article 33.4 to read: ""a retiring Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again; A Term of Office shall be defined as two years."

Proposed by: Matt Kitson

Seconded by: Pete Dobson

CH asked whether the clock starts from the day the person is first elected. MK confirmed that it does. GH asked whether DTAS required a 3 year term of office. PD said that it is not required, however where you have a large board 1/3rd every year has little impact, but for a small board it can leave only one board member eligible. AM added that it can also have an impact on continuity within the organisation.

MK put the proposal to a vote and it was carried unanimously.

Proposal 2

Appointed Directors

AGM Notes:

1. The current articles of association for W&BCI allow for two appointed directors from the Royal Burgh of Wigtown & Bladnoch Community Council.

2. Section 34 of the Articles of Association refers: "Subject to Article 32.2, up to two individual/individuals may be appointed by Royal Burgh of Wigtown & District Community Council, or its successors, in respect of which the following shall apply:"
3. There has only ever been one appointed director.
4. There are now additional organisations and groups in Wigtown that W&BCI wish to engage with, including the Town Team and Wigtown community Inn CBS.
5. Appointed Directors are held to the same rules and regulations as elected Directors which can cause operational issues including updates to Companies House ledgers and identity requirements for capital projects.

AGM Believes

1. That W&BCI should move away from appointed directors and instead operate an invitation for a representative from agreed groups to attend W&BCI board meetings to facilitate communication across organisations.
2. That the list of organisations invited to send a representative should be reviewed annually at the AGM and at other times as deemed appropriate by the board.
3. Invited representatives shall not have voting rights on the board but should be able to be involved in all relevant discussions to enable the board to make informed decisions.

AGM Resolves

1. To delete Article 34.

Proposed by: Matt Kitson

Seconded by: Gillian Hamnett

CH said that it would reduce the paperwork as each change of appointed representative would require Companies House update. It is important to maintain relationships with other organisations in Wigtown and that it opens up working with other groups such as the Association of Wigtown Booksellers, the Festival Company and as a member of the Wigtown Ploughman CBS it would be burdensome to appoint a representative, but the CBS are keen to continue working with W&BCI.

MK said that it would be important to ensure that there was a confidentiality agreement in place with appointee organisations.

AM said that previous experience with involvement on boards with lots of appointed groups that they brought a range of skills and that the skill level had unravelled when 5 groups were dropped. The Wigtown and Bladnoch Community Council (WCC) is the only statutory body in Wigtown and the issue not be about how to but what is the point if they are not empowered to vote.

MK said that the key approach for appointed members was to maintain open communication, bi-directionally. PD said that the list of organisations should be carefully agreed, to maintain a balance and AM said that there is also a concern that the pool of people for many organisations in the town is small. PD said that another group is the Town Team which is currently closely linked to the WCC. GH suggested a Memorandum of Understanding should be drawn up with groups to cover certain aspects that should remain confidential to W&BCI i.e. disciplinary, staff etc.

MK put the proposal to a vote and it was carried by 7 votes to 1.

Next AGM:

November/December 2025, at date to be confirmed.

Chairs Report

Governance

This year the W&BCI has seen the election of one new Board Member Gillian Hamnett as well as the stepping down of Dawn Barclay at this year's AGM.

The Board currently has three serving Directors who have served two terms and are therefore due to retire in accordance with Article 33.4, these being;

- Dawn Barclay
- Pete Dobson
- Frank Irvine

The Board would like to take this opportunity to thank all retiring and resigned members for their contribution to the community while volunteering.

Later in the meeting we will discuss amendments to the Articles to reduce the turnover of Directors and resolve some ambiguities.

Property and Projects

The Bunkhouse and Flats

The Bunkhouse has now been open for its second full year of trading. It has continued to grow in bookings and in particular through its own website. The increase in booking revenue over the previous 12 months was ?? and the Bunkhouse and Flats are now forecast to make a surplus of £?? this financial year. Time has been allocated in January to re-decorate the bunkhouse and also to look at more efficient heating controls to reduce winter heating costs.

A change in electricity and broadband suppliers during the year has also significantly reduced the running costs.

The increased bookings has enable the Initiative to employ an additional cleaner for the peak spring/summer period.

Both flats are fully occupied, there was a change of tenant in the ground floor flat over the summer, however there was only a small gap in occupancy which did not significantly affect income. The fencing work was completed early in the year, and this has reduced concerns for the tenants and the Galloway Apple project, who have been allocated an extra section of land at the far end of the gardens. Repairs due to storm damage have been undertaken and Luce Bay are planning to visit in the next few weeks to fix minor issues with the windows and doors of the ground floor flat under guarantee. New doors for the laundry have been ordered and will be fitted over the next few weeks.

The Plough

The Plough project saw a survey of Wigtown and Bladnoch residents and businesses in favour of the community purchase of the building. W&BCI helped to establish the new Plough Community Inn CBS created and W&BCI apply for capital funding from the Scottish Land Fund. Unfortunately, the application was not successful, and after discussion with the CBS it was agreed that they would be best placed to pursue the project and purchase on their own. W&BCI are delighted that they were able to secure capital funding for the purchase price from SOSE and are now well on the way to

delivering the project. W&BCI and the CBS aim to work together to realise business benefits in shared services such as booking and cleaning services.

The Church Hall

W&BCI secured funding from the Scottish Land Fund and SOSE for the capital purchase price and initial remedial works and energy efficiency improvements to the building. The Church of Scotland has accepted our offer, and the purchase is now progressing with the aim of completion early in January 2025. The initial plan is to support the existing hall users to develop their use and to attract back those groups that moved away following the notification of the sale. We will then look to improve the facilities available at the hall to enable wider use and engage with the community to look at how it can support local groups and activities.

Other Potential Projects and Issues

Borderlands Town Plan

During the year the W&BCI sat on the Town Team established to progress the Town Place Plan and projects resulting from the community engagements survey and events. As a community organisation authorised to own and develop property there is a high potential for the W&BCI to take some projects forward for the community and we have indicated our plans to take forward the housing project element.

The Town Team has decided to incorporate as a registered charity with a board of trustees. The initial board would comprise of the existing Town Team members. As we were unable to put forward a Member of the Board willing to serve as a Trustee of the new charity due to a range of other commitments, W&BCI will not be represented on the Board of the new charity. We have advised the Town Team that we are happy to work closely with them on relevant projects.

Housing

The Board have agreed to take forward the provision of new affordable and accessible housing previously identified in our surveys for the former Bank of Scotland building, the bowling hut and the Church Hall purchase. This need has been further confirmed in the Housing Needs Survey undertaken on behalf of the Town Team. The W&BCI Board will be looking at potential sites for development in Wigtown with the aim of progressing this aim in the next financial year.

Financial Report

Accounts

Micro accounts were filed with Companies House covering the year up to the end of February 2023. These accounts will be audited by our accountants before being updated as full accounts in the new year. For this period there was a small loss due to the completion of the bunkhouse works. The Initiative is breaking even based on current occupation rates within the bunkhouse, however with growth through advertising and repeat bookings we are expecting a modest profit this financial year.

Included in the break-even status is a small investment in fencing to the back garden to make this a more private area for residents.

It has been established that an additional payment was being deducted for electricity for much of the accounting period which is being investigated with an aim of reclaiming the missing money. For the second-year rate relief has been applied for based on the exemption for NFP organisations. Due to the complexities of having an ongoing business (Bunkhouse and flats) as well as two potential projects accountancy software is being investigated to make the financial management more simple.