

## DUNBLANE DEVELOPMENT TRUST LIMITED

### Approved Minutes of the DDT Board meeting held on Monday 7<sup>th</sup> July 2025 7PM at the Braeport Centre

<b>1. Present/Apologies/in Attendance</b>  <b>Present:</b> <i>Stewart Corbett, John Clinkenbeard, Malcolm Dougall, Bob Stainton, Paul Nelson, David Storrie</i> <b>Apologies:</b> <i>Barry Makin, Scott Williamson</i> <b>In Attendance:</b> <i>Kirsty Robertson</i>	
<b>2. Approval of previous minutes:</b> The minutes from the board meeting held on 19th May and resolution vote held on 28th May were reviewed and unanimously approved as an accurate reflection of the discussions.  Although only six board members were present - one short of the required quorum - it was agreed that today's meeting would proceed. However, any formal votes will be deferred until quorum is reached at a future meeting.	
<b>3. DDT Trading Update – Stewart Corbett:</b> <b>Special Resolution</b> Stewart reported that the special resolution was returned by Companies House, as the signed front page lacked the company name and number. Whilst the resolution is not yet documented by Companies House, it was noted that it remains enforceable. Kirsty will update the document and circulate it for board approval. Since quorum is required for approval, Stewart will ask Scott, in his capacity as Secretary, to provide the additional required approval. Kirsty will also send the updated version to Companies House. <b>AGM</b> The next DDT Trading Board Meeting and AGM is scheduled for Thursday 24 <sup>th</sup> July at 3 PM. Ian Gill will circulate the necessary papers in advance. All DDT board members are invited to attend. A query was raised regarding the need for an AGM given there is only one shareholder. It was clarified that the AGM is internal and not open to the public. <b>Amendments to Memorandum and Articles (Mem &amp; Arts)</b> It was raised that Ian Gill advised the amended Articles had not been formally passed by the DDT Trading board. The board discussed whether the changes required a special resolution and agreed to proceed on the basis that they do. It was also agreed to ask Ian to submit the resolution to Companies House. The board noted its duty, as trustees of the parent organisation (DDT), to ensure the stability of the subsidiary company.  It was further noted that the DDT Trading board was, in general, supportive of the proposed amendments to the Memorandum and Articles. Some concerns were raised regarding the financial implications, but these were addressed in person by Stewart, which helped to alleviate them. Stewart confirmed he would follow up with Ian to identify any remaining issues. Should any arise, they will be shared with the DDT board for further discussion.  It was agreed that DDT Projects would also agree to any changes on the same basis. John will arrange a DDT Projects meeting regarding this and will report back at the next board meeting.  Paul also highlighted that DDT Trading had sent over £20,000 to the DDT as per the M&A's this week, in the spirit of the resolution.	<div>Kirsty</div> <div>Stewart</div> <div>Stewart</div> <div>John</div>

<p><b>Store Manager Vacancy</b></p> <p>Stewart reported that recruitment for a full-time Store Manager for the Giving Tree is underway, with a salary of £30,000 agreed. The hours are 37.5 with standard terms and conditions. The closing date is advertised as 25th July, with interviews planned for August. Kirsty confirmed that the role will be advertised on Indeed, Good Moves, The Giving Tree website, and across DDT and Giving Tree social media channels and newsletters.</p> <p>Concerns were raised regarding the high volume of overtime being worked by the two shop supervisors - often the overtime is amounting to full-time hours. Stewart confirmed the new manager role is intended to reduce reliance on supervisor overtime and that DDT Trading is exploring ways volunteers can take on additional responsibilities.</p> <p><b>Rhona's Continued Involvement</b></p> <p>Stewart noted that Rhona wishes to remain involved, potentially as a director of DDT Trading. However, due to the current Articles not yet being amended, she cannot be appointed as a director at this time. Alternatives such as acting as a special advisor to the board or consultant were discussed.</p> <p>Concerns were raised that the board is currently at its maximum number of directors. Paul will review the Articles to check this. While the revised version does increase the maximum numbers, it is not yet in effect. It was also clarified that Rhona's involvement would be as a director of a trading company, not as a trustee of a charity, and this distinction must be clearly communicated to Rhona.</p> <p>It was agreed that if she were to take on a director role, it would be in a non-executive capacity, not involved in day-to-day management. Her experience is highly valued, and the board supports retaining her involvement in a suitable capacity.</p> <p><b>Governance Review</b></p> <p>Stewart reported that the Governance Review from Just Enterprise has been received. Stewart highlighted that the main point raised was to build better communication between DDT and DDT Trading. A few other points of concern raised were to build a strong team, a fair contribution from all directors and to improve the relationship with DDT. Stewart will circulate the full report to the board.</p> <p>It was proposed and agreed that a joint meeting between DDT and DDT Trading board members should be held to agree on long-term vision for DDT Trading, as this was suggested in the review. It was agreed that this would be beneficial and would also strengthen communication and links between the two boards. Stewart will approach DDT Trading to initiate this and request they prepare a long-term plan ahead of the meeting. It was also suggested that a similar meeting should be held with DDT Projects.</p> <p><b>Financial Results (Year Ending 31 March 2025)</b></p> <p>Stewart presented the trading results for the last financial year, noting a strong year with positive footfall and turnover. It was noted that this result aligns with our aim of supporting growth on the High Street. Stewart will circulate the full results with the board.</p> <ul style="list-style-type: none"> <li>• <b>Gross Profit:</b> £147,805</li> <li>• <b>Admin Costs:</b> £137,899</li> <li>• <b>Operating Profit:</b> £12,086</li> </ul>	<p>Stewart</p> <p>Stewart</p>
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#### 4. Finance – Paul:

##### **Payroll and Overtime**

Paul reported that there was no payroll issues this month - a significant improvement and hopefully a sign of things to come. He noted that Rhona had been paid for 88 hours of overtime, previously unclaimed, following DDT Trading's agreed formula to pay her overtime.

##### **Year-End Accounts**

Paul informed the board of the recent passing of Deirdre's mother, which delayed year-end figures. The accounts were submitted to A9 Accounts without Deirdre's final review, so amendments may be required later. Paul will meet with Deirdre during week commencing 24th July for final review, and the final financials will be circulated to the board week commencing 1<sup>st</sup> August.

##### **AGM Timing**

Paul advised that A9 accountants have advised that they will not have the accountants ready until at least the end of August. To allow us plenty of time to review the accounts prior to the AGM, it was agreed to move the AGM to October, which remains within the allowed timeframe. No date was confirmed but a date mid to late October was agreed as a suitable time. Kirsty will notify Scott of the date change.

##### **PRS Licence**

Paul reported that PRS is seeking renewal of our PRS music licence. The cost is calculated as 1% of our hall rental fees, which would be a cost of over £600, which he considers disproportionate due to limited music use within the centre. It was agreed to contact the PRS to try and negotiate the fee based on actual usage. It was also suggested that hall hire rates could include an additional 1% charge to cover PRS costs.

##### **DDT M&As**

Paul mentioned that he has gone through the M&A's in detail and has proposed a set of amendments. Key changes include:

- **Reduction in Board Quorum Requirements**

The current quorum requirement of seven board members is proposed to be reduced to five but could potentially be reduced further to four.

- **Distribution of funds**

It has been clarified within the volunteer's fund section that we can distribute money out with Dunblane. This has been clarified with Alistair Tollemache as acceptable.

- **Objectives**

These have been changed to allow us to be able to do more.

- **Double Signatories**

Due to our increased use of digital banking platforms - which do not always support dual signatory functions - the current requirement for two authorised signatories on all transactions is proposed for removal. This would be replaced with a policy-based threshold system, which allows for greater flexibility whilst still maintaining oversight:

- **Expenditures below £2,500:** May be authorised by a single signatory, provided the expenditure has been pre-approved in line with DDT's internal processes, for example having been approved by the person's line manager prior to being submitted to the Treasurer.
- **Expenditures above £2,500:** Will require dual authorisation to ensure an appropriate level of financial control over larger transactions.

Stewart and Kirsty will conduct a review of all relevant internal policies and financial procedures and updated policy documents documenting this will be drafted and circulated to the board for review.

Paul highlighted the need for all board members to fully review these amendments,

Kirsty

Kirsty

<p>which have previously been circulated, and advise if there is anything to be added, with a view that they need to last for ten years. Please see the list Kirsty has previously circulated which highlights all the additions and amendments in comparison to the previous M&amp;A's.</p> <p>A deadline date for the M&amp;A's to be reviewed needs to be set as these need to be finalised prior to the AGM. It was agreed that all board members to review and have first comments ready for the next board meeting on 11<sup>th</sup> August.</p> <p><b>Treasurers Handbook</b> Paul also noted that he and Kirsty are working on a Treasurers Handbook with important information which can be used in the future.</p>	All board members
<p><b>5. Windfarm committee – Stewart:</b> Stewart advised that an expression of interest has been received for the vacant Chairperson role on the Windfarm Committee. The candidate's details have been passed to Christine for follow up discussion. Discussions still need to be held with the committee to discuss whether they are happy to manage the DDT Community Fund. Stewart to arrange.</p>	Stewart
<p><b>6. Braeport – Stewart:</b> <b>Rates Assessor</b> Stewart reported that the rates assessor is still around but there has not yet been any conclusion around Base Fitness lease affecting our rates relief. Stewart also advised the Base Fitness lease has not yet been signed. It was noted that as the leased area remains locked and inaccessible to other user groups outside of Base Fitness's activities, this could be classified as a private commercial let, potentially impacting DDT's eligibility for charitable rates relief. This matter remains under review.</p> <p><b>Fire Blanket Compliance &amp; Roof Condition</b> Bob provided an update on efforts to resolve the installation of a fire blanket in the roof area. He has widened the search for solutions and has engaged with a Perth-based architect, who believes the installation can be done without major issues. Bob has inspected the roof for the Architect and discovered that the roof area above the hall lacks proper insulation and safe flooring, potentially presenting an opportunity for upgrades to be done at the same time.</p> <p><b>Pond Opening Event</b> Stewart has advised he has reached out to Bill Carman regarding an opening event for the pond project, with the view of working together on this but had no response. He has asked David to reach out to Bill regarding this.</p>	David
<p><b>7. Health and Safety – Bob:</b> <b>Incident Report</b> Bob informed the Board of a minor incident involving a member of the yoga group, who bumped their head on the storage cupboard door. No serious injury was sustained. Bob emphasised that all hall users have a responsibility to remain aware of their surroundings while participating in activities. However, considering the incident, George will conduct a review of storage arrangements to identify whether any reconfigurations could help minimise risks.</p> <p><b>Manual Handling Training:</b> Bob confirmed that manual handling awareness training has now been delivered to Braeport staff. A similar session is scheduled for The Giving Tree team on Wednesday.</p>	

## 8. AOB:

### Laighhills Redevelopment:

John raised the idea of reclaiming and redeveloping Laighhills, a topic discussed at the recent away day. He expressed an interest in leading the project given his relevant experience.

Stewart will connect him with Anthony from the Community Council, who is also interested in redeveloping Laighhills and will be joining the DDT board as the Community Council representative.

It was agreed that now that the shop and flats have stabilised, DDT Projects should consider leading more local development initiatives like Laighhills.

### The Bank – David Storrie:

David Storrie provided an update on the progress of The Bank.

#### Phase One - Construction

- The construction phase is currently underway, with all necessary funding secured.
- This phase includes key structural work and making the building safe and accessible for future use.

#### Phase Two - Fit-Out

- The second phase, focused on the internal fit-out, remains unfunded at this stage.
- David outlined several potential funding sources being explored:
  - Crowdfunding initiatives
  - Social investment loans
  - Grant applications through community and regeneration funding bodies

David also advised that a centre manager has been appointed - Grant Crockett - and has just started in the post. David has asked if we can share our employee handbook with him for guidance. Kirsty advised we would be happy to share anything he needs and will get this emailed over to him.

David highlighted that the initial aim was to be open by the end of 2025, which is Bill's intention, but he feels that the current timeline is looking at a Q1 2026 opening date.

The Board welcomed the progress and reiterated its support for The Bank.

**NEXT MEETING DATE: MONDAY 11<sup>TH</sup> AUGUST, 7PM**

Kirsty