

## DUNBLANE DEVELOPMENT TRUST LIMITED

### Approved Minutes of the DDT Board meeting held on Monday 11<sup>th</sup> August 7PM at the Braeport Centre

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| <p><b>1. Present/Apologies/in Attendance</b></p> <p><b>Present:</b> <i>Stewart Corbett, Malcolm Dougall, Paul Nelson, David Storrie, Anthony Delleur, Bob Williamson</i></p> <p><b>Apologies:</b> <i>Bob Stainton, Barry Makin</i></p> <p><b>In Attendance:</b> <i>Kirsty Robertson</i></p> <p>Stewart welcomed attendees and introduced Anthony Delleur, currently on the Dunblane Community Council, who has expressed an interest in joining the board as the Community Council representative. Anthony left the room while the board unanimously agreed to his appointment.</p> <p>Stewart reported that John Clinkenbeard has resigned from both the DDT and DDT Projects boards, effective immediately. The board expressed regret at his departure, recognising his significant contribution to both DDT and DDT Projects. Stewart will meet John this week to discuss the timing of his resignation (ideally at the AGM for a smoother handover) and to understand any lessons for DDT. The board noted the need to appoint a new director to maintain four members on the DDT Trading board, with two required to be DDT board members. Malcolm offered to rejoin the DDT Trading board as interim Director, and the board unanimously agreed.</p> |  |
| <p><b>2. Approval of minutes from meeting held on 7<sup>th</sup> July</b></p> <p>Minutes were approved as an accurate record.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |
| <p><b>3. Matters arising from previous minutes.</b></p> <p>All items raised from the previous minutes are on today's agenda. No additional matters were raised.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
| <p><b>4. Health &amp; Safety – Bob Stainton:</b></p> <p>Bob sent his apologies as he was unable to attend today's meeting in person. However, Bob did send in his update prior to the meeting.</p> <ul style="list-style-type: none"><li>• No incidents reported since last meeting.</li><li>• Manual handling training delivered in July at The Giving Tree and Braeport Centre.</li><li>• No update on Braeport loft fire safety works; possible delay due to summer holidays.</li><li>• Meeting scheduled on 14 August with The Bank's Project Manager to review fire safety arrangements.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
| <p><b>5. Treasurer Final Report – Paul:</b></p> <p><b>Payroll:</b> HMRC issued a notice claiming £1,600 was owed to them for PAYE. Paul confirmed with the accountant that no payment was due; however, the amount was paid to avoid penalties. Kirsty contacted HMRC, who indicated there may have been an overpayment and they will issue a statement for the accountant to review.</p> <p><b>Accounts:</b> We are awaiting an update from A9 regarding the annual accounts, as no updates have been received this week. Paul will follow up with A9. Sage access</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |

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| <p>has now been granted to Paul, and Kirsty and Deirdre's access issues have been resolved. It has been agreed that Deirdre will now begin transferring bookkeeping responsibilities to Kirsty, starting with The Giving Tree.</p> <p><b>PRS:</b> The annual bill has been reduced from £618 to £395 after PRS recalculated the charge based on updated hall lets figures, excluding internal lets.</p> <p><b>Pensions:</b> Kirsty has been added to the scheme as Administrator.</p> <p><b>Finance:</b><br/>Current bank balance: £90,000 (including restricted DFD funds).<br/>DFD is expected to receive an additional £20,000 in grants this year. Paul noted that, without further funding, this £20,000 will be spent by year-end; however, the existing balance could sustain DFD for three years at the current level of donations.<br/>Paul highlighted that DFD may soon need a separate bank account.</p> <p><b>The Giving Tree:</b><br/>£20,000 has been received from The Giving Tree from Q1 for distribution. Paul has sent the allocated funds to the Duncan Trust.<br/>A query was raised about total funds received from The Giving Tree. Paul confirmed approximately £25,000 has been allocated to large community grants and £11,000 to small community grants. It was noted this figure seems low given a full year of trading last year. Paul will investigate further and report back.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Paul         |
| <p><b>6. Governance – Stewart Corbett:</b><br/>Stewart reviewed the proposed changes to the Memorandum &amp; Articles (M&amp;A), which need approval prior to the AGM. The revised M&amp;A and a summary of the proposed changes had been circulated to the board ahead of the meeting. Key points discussed:</p> <ul style="list-style-type: none"> <li>- 3 (n): To support any Charity, wheresoever located, nominated by the volunteers of Dunblane Development Trust (Trading) Ltd. to distribute the funds known as the Giving Tree Volunteers Fund. <i>(New addition) - It was agreed this addition allows the Giving Tree to donate internationally if requested.</i></li> <li>- 3 III: For the avoidance of doubt the Company may work outside the Community and liaise with organisations outside the Community if such work is deemed by the Company to be beneficial to the Community. <i>(New addition) - Discussed and agreed that we can support if it is of benefit to the community and is accepted by the board.</i></li> <li>- 31. The annual membership subscriptions shall be payable on or before the 1st of January each year <b>AND</b> 32. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting. (No changes to this but I would like to propose changing subscription model at the AGM to an easier system – for example everyone's subscription being due on the same date) - <i>Discussion focused on simplifying the subscription model by having a uniform due date for all members. Scott noted that Membership Works recommends a rolling system rather than collecting all subscriptions at once. It was agreed that Paul and Scott will meet to determine the best approach. Articles 31 and 32 will be temporarily removed from the M&amp;A until a final decision is made.</i></li> <li>- 77. The minimum number of Directors shall be 6, of whom a majority must be Member Directors. <i>(Reduced from 7) - No issues discussed</i></li> <li>- 108. No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for meetings of the Directors shall (subject to article 105) be 5. <i>(Reduced from 7) - It was noted that meetings or votes can be conducted electronically, provided quorum requirements are met, and minutes are properly recorded.</i></li> </ul> <p>The board discussed whether any proposed changes might cause issues at the AGM. Concerns were raised about the quorum reduction, but it was agreed that a</p> | Scott & Paul |

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| <p>quorum of five is reasonable.</p> <p>It was confirmed that a summary of proposed changes will be sent to members prior to the AGM via MailChimp alongside the AGM information.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Kirsty                        |
| <p><b>7. Braeport Centre – Stewart Corbett:</b></p> <p><b>Tai Kwon Do (TKD):</b><br/>Stewart reported that TKD have not paid their hall let fees for several months, despite repeated requests for payment. The board reviewed the history of the relationship with TKD and agreed that there is no apparent reason for the non-payment, as they have continued to rent the room weekly.<br/>It was agreed that if no response to Stewart's email is received within two weeks, a lawyer's letter will be sent, though the board wishes to avoid this. Stewart suggested involving Alistair Tollemache as a mediator to help resolve the matter amicably.</p> <p><b>Base Fitness:</b><br/>There have been no recent updates from Peter Pratt, and Stewart will follow up to obtain an update. The board noted that if there are significant changes to our rates, further discussion will be required with Base Fitness. The lease agreement allows for charges relating to rates, electricity, etc., but this provision does not apply during the first year. It was agreed that Base Fitness are a good tenant, and the board agreed that any approach should be fair and reasonable.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p>Stewart</p> <p>Stewart</p> |
| <p><b>8. DDT Trading Update – Stewart Corbett:</b></p> <p><b>Shop Manager Recruitment:</b><br/>Stewart reported that the recruitment process for the Shop Manager position is ongoing, with the final two interviews scheduled for tomorrow. Concerns were raised that the shortlisted candidates are currently stepping up to manager from existing roles rather than being experienced managers, which could result in a lack of strategic drive.<br/>The board emphasized the importance of appointing the right manager, noting that the shop's continued success is critical to DDT's financial stability. The shop is currently one of the most profitable businesses on the High Street, largely due to the efforts of the current management.<br/>Concerns were also raised regarding the shop's profitability going forward, given its current low-cost operating model and the relatively high salary offered to the new manager. However, it was noted that having a full-time manager in place is expected to reduce overtime costs for the Supervisors.<br/>The board agreed that the appointment of a capable manager is critical to maintaining the shop's performance and supporting DDT's wider financial goals.</p> <p><b>Business Plan Involvement:</b> Stewart spoke with DDT Trading at their last board meeting regarding setting up a strategic planning meeting with DDT, and DDT Trading are very keen to do so. Stewart would like two or three members of the DDT board to join the meeting and David Storrie said he would be happy to attend. It is hoped that DDT Trading essentially become our commercial arm in a similar model to DDT Projects. It is important we get the right expertise on the DDT Trading board so this can be the vision for the future.</p> <p><b>Special Resolution - DDT Trading M&amp;A's:</b> The board agreed to pass a special resolution to approve DDT Trading's M&amp;A's. This was fully discussed and passed at the last meeting but had not been logged at Companies House within the required 15 days. It was agreed today that we ratify the Special Resolution and sent this across to Ian Gill to lodge with Companies House.</p> <p><b>Special Resolution - DDT Trading Funds distribution:</b> Kirsty returned this to Companies House with the company number on the document as requested and this has now been received by Companies House and logged on the Companies House website.</p> | Kirsty & Ian                  |

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| <p><b>9. Laighhills Pavillion Update – Stewart Corbett:</b></p> <p>Stewart reported that the Community Council has been discussing the potential purchase and refurbishment of the Laighhills amenity block to bring it back into use. The Community Council met with Stirling Council, who indicated they would consider selling the property to the community. However, Stirling Council's preference is for DDT to formally express an interest in taking the project forward. It was clarified that expressing interest does not commit DDT to any action at this stage.</p> <p>Anthony Delleur presented his proposals for refurbishing the amenities and outlined potential steps for moving the project forward. He estimated that the refurbishment would be significantly less costly than the original quote, as the building is structurally sound and key facilities, such as the toilets, are still intact. The board agreed that the Pavilion would be a valuable community asset but raised concerns about ensuring a sustainable income stream to cover ongoing costs and maintenance. Various potential funding and operational options were discussed.</p> <p>It was agreed, in principle, that DDT supports the project. It was proposed that DDT provide seed funding from the Large Grants Fund to support the initial launch, with the project managed by DDT Projects. This proposal was unanimously approved. Stewart will complete the expression of interest and will coordinate with Malcolm regarding the appropriate timing for DDT Projects to become involved. It was noted that this project exemplifies the kind of collaboration DDT and the Community Council should be undertaking to develop and enhance Dunblane.</p> | Stewart               |
| <p><b>10. AGM – Stewart Corbett:</b></p> <p><b>AGM Date:</b> The board discussed confirming the date of the AGM. Originally, the week commencing 20th October was suggested, but this was during school holidays, so it was postponed. The week commencing 27th October was proposed, with the board agreeing that a Monday evening would be most suitable. The meeting was therefore scheduled for Monday 27th October.</p> <p>It was noted that all papers need to be reviewed prior to the next board meeting on 22nd September, with submissions due by Monday 15th September. Kirsty will email all volunteer groups to request their reports be submitted by this deadline.</p> <p><b>Committees:</b> Stewart highlighted the need for more volunteers to sit on committees across the various groups, noting that committee members do not need to be Trustees. He suggested holding a volunteer recruitment event to showcase the Trust's development and attract new volunteers. The board agreed this would be a worthwhile initiative and discussed involving local businesses for support. It was also agreed to explore the use of roller banners in high-footfall areas, such as the Library, the Dunblane Centre, and the Giving Tree, to raise awareness and encourage participation.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Kirsty<br><br>Stewart |
| <p><b>11. Wind Farm and Small Community Grants Process – Stewart Corbett:</b></p> <p><b>Small Grants Fund:</b> Kirsty circulated a draft version of the Small Grants Fund criteria and application, based on the current Wind Farm model, prior to the meeting. Stewart requested that all board members review the draft and provide any comments or suggestions to Kirsty. Stewart will also contact the Wind Farm to confirm their agreement to run both the Wind Farm and Small Grants Committee and then advertising of the Small Grants Committee can commence.</p> <p><b>Wind Farm:</b> Stewart confirmed that two volunteers from the Giving Tree and three members from the Community Council have agreed to sit on the Wind Farm committee. It was suggested that additional DDT representatives may be needed on the committee, particularly if they are involved in managing the Small Grants Fund. Two nominees have also been proposed to replace Christine as Chair of the committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | All                   |
| <p><b>12. Year End Financials – Malcolm Dougall:</b></p> <p>Prior to the meeting, Malcolm circulated DDT Projects' financial statements for the year, along with a financial overview. DDT Projects reported a turnover of £11,000 with a profit of £5,500. Storm damage was the primary issue in the last quarter.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                       |

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| <p>Malcolm noted a minor issue with funds being allocated to the wrong bank account, which temporarily restricted working capital. As a result, DDT did not receive any funds in the last quarter, but this will be corrected in the next quarter.</p> <p>Malcolm also highlighted that DDT Projects has 'drifted' somewhat recently, in part due to a lack of recent board meetings. This was attributed to John being overwhelmed with work and the person managing the building being reluctant to handle accounting tasks. Malcolm has offered to manage the books temporarily until a new director can be appointed.</p> <p>It was agreed that recruiting new board members is a priority, particularly individuals with expertise in commercial buildings or construction. Anthony offered to provide interim support and offered to meet with Malcolm to determine what assistance is needed. Stewart will also meet with Malcolm after his discussion with John to identify a long-term solution.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Stewart                                              |
| <p><b>13. AOB:</b></p> <p><b>Dementia Friendly Dunblane - Six monthly Review:</b> Paul circulated DFD's six-monthly review to the board. He reported that although the application to the Postcode Lottery Grant was unsuccessful, DFD remains keen to pursue future opportunities with the National Lottery Grant. Breda is eager to progress the installation of showers and accessible toilets, with Anthony providing support by reviewing previous proposals. Alan Clevitt has joined the DFD advisory board, and it was noted he has strong background in the building trade. It was agreed that Paul should establish a working group for this project, and Anthony suggested arranging a Teams call with Breda later this week to initiate the next steps.</p> <p><b>Agenda:</b> Stewart advised that future agendas would include a brief paragraph with each item, providing background context for board members in advance of meetings. Kirsty will send Google Calendar invites for all future board meetings to ensure they appear in members' online calendars.</p> <p><b>Extravaganza:</b> It was raised to Stewart that people have been looking for a confirmed date for this year's Extravaganza. It was discussed and agreed that Thursday 27<sup>th</sup> November or Thursday 4<sup>th</sup> December would be the proposed dates. Stewart to confirm this prior to going on holiday.</p> <p><b>Staff Event:</b> Stewart suggested holding a team event with paid staff and the members of the board. The aim would be for everyone to socialise, have fun, and provide staff with an opportunity to share their experiences of working at DDT. The event will also act as a token of appreciation for the team's efforts. The board agreed this was a positive initiative.</p> <p><b>The Bank:</b> David provided an update on construction progress. Celia has assumed responsibility for fundraising, as additional funding is still required for stage two. Fundraising efforts so far have been successful, and a crowdfunding campaign is planned for launch in the first week of September. Additional initiatives include a pop-up awareness event at the Glam House and a fundraising day at the Golf Club.</p> <p>David also noted an intention to apply for funding from the Large Community Grant Scheme for the forecourt, but this will be formally discussed with the board at a later date.</p> | <p>Paul</p> <p>Stewart<br/>Kirsty</p> <p>Stewart</p> |

**NEXT MEETING: MONDAY 22<sup>ND</sup> SEPTEMBER, 7PM, BRAEPORT CENTRE**