

Glengarry Community Woodlands

Directors meeting

17th February 2016
Glengarry Community Hall @ 19.30hrs

Directors Present:

Bruce Kocjan-Briggs, George Cross, Catriona Menzies, Lindsay Rogers, Colin Grant, June Mathers, Grace Grant. In attendance - Gary Servant, Jimmy Menzies.

Summary of Actions from This Meeting

No	Action	Who	When
1	More detailed minutes	George	Ongoing
2	P Noble/CPiper meeting	Grace	End Feb
3	Insurance certificate copy post at depot	Grace/Gary	End Feb
4	Branding - Lisa invitation to next meeting	Grace	March
5	PVG registration and Gary application	Bruce/June	March
6	Draft & circulate employee policies/procedures	Bruce	March
7	Contact D Knight to confirm funding ('make safe')	Grace	End Feb
8	Maintain/encourage school contact	Gary/Bruce	Ongoing
9	Paths for All Funding	Gary	March
10	Draft vision/strategy/plan	George	Early March
11	Depot architect brief and initial contacts	Bruce/Gary	March
12	CDO Work plan development	Bruce	Ongoing
13	H&S draft policy and basic Risk Ass - circulate	Bruce	Soonest
14	Depot 1st Aid kit - acquire and position.	Bruce/Gary	Soonest
15	Woodland Trust meet agenda - circulate	Gary	End Feb
16	February newsletter	Gary/George	Soonest
17	Photo printing	Colin/Gary	March
18	Contact Jon Fleming ref Event	Bruce	Soonest
19	Next meeting hall booking (16/3/16)	Catriona	Feb

Previous Minutes: The previous minutes for three meetings (of 13 Jan, 5 Feb and 10 Feb) were all agreed as a true record.

Directors noted the need for more detailed minutes.

Matters Arising (13/1/16): All matters arising are noted as complete, on the agenda, or ongoing. Except the following:

1	Directors skills audit review	Bruce	Ongoing
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Bruce has reviewed the skills audit returns and finds a gap in skills for:

- Income Generation
- Enterprise and Business
- Legal

With a lesser gap for: Campaigning, Change Management, HR, Training, Property and Relationship Management. Directors agreed this should be reflected upon at the VAL training on 18 February.

2	Review HIE technical assistance funding	Grace	Soonest
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Grace spoke to C. Piper and he's doing the business plan. Pam is in contact and a meeting is to be arranged at month end.

3	Insurance - copy to George	Grace	Soonest
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Insurance certificate copy to be posted at depot.

10	Branding - collate comments on draft designs, arrange next meeting	Grace	January
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Following small meeting with Lisa - suggesting 'active squirrel' and lichen colours - Grace to invite Lisa to next meeting and circulate latest designs to generate further discussion.

Matters Arising (5/2/16): All matters arising are noted as complete, on the agenda, or ongoing. Except the following:

Lindsay noted that Alec had marked the route of the mains water pipe and that the water man (Hugh) is attempting to locate a leak.

Matters Arising (10/2/16): All matters arising are noted as complete, on the agenda, or ongoing. Except the following:

1	Acquire PVG certificate	Bruce	Soonest
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Bruce has taken advice and suggested two options. Either, to register GCW and do it ourselves or pay someone to do it. Directors approved the former.

Bruce will share the relevant information with June for getting GCW registered and then process Gary's application.

3	Acquire example employee policies/procedures	Grace	March
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Bruce will develop and circulate employee policies/procedures to Directors.

CDO Report: Gary took Directors through the attached CDO report. The following comments were made:

- We needed a comment to 'make safe' the building in the relevant application form. Grace will discuss with David Knight to confirm acceptability.
- We must prioritise volunteering and leave the Forest Plan to C Piper.
- Bruce in contact with Head teacher to develop contacts with school.
- Directors agreed Paths for All funding is to be followed up.

Finance: Grace reported that the situation is as reported on 10th February 2016.

Overall Plan/Vision/Strategy: Directors agreed that George would create a first draft ready for the next meeting. This will be based upon the feasibility study, the guidance circulated by Grace, the evolving business plan and the forest plan.

Depot Development: Discussion led to the following broad pointers for an architect brief:

- Multi-purpose, secured building.
- Equipment storage
- Office/filing/admin store
- Toilet
- Kitchen
- Usual utilities

Directors are cognisant of the need to separate safety work from renovation.

Bruce and Gary to draft architect brief for Board and commence contacts with architects.

CDO Work Plan: Directors reviewed the current work plan and supported the general content. It was suggested that:

- Links to GCW outcomes would be useful.
- Time frames for jobs/projects would assist and suggest a priority order.

H&S Policy: Bruce will circulate Gary's previously drafted plan and basic risk assessment for Directors to approve at next meeting.

- Directors agreed that a First Aid kit was required for the depot.
- Directors confirmed that lone working risk was covered in the risk assessment.
- Directors confirm that responsibilities are in the draft policy and that the Chairman has overall responsibility for H&S.

Woodland Trust: Gary reported ongoing communication with Steve Morris from the Woodland Trust. There is to be a meeting, that may encourage others in the community, on Wednesday 2 March @ 10.00 in the depot. Gary will circulate an agenda.

Thank you letters: George requested that all bear in mind our thank you's and Grace confirmed letters had gone to a number of people including Bryan Millar and HIE.

February newsletter: George reported this was in hand, with Gary who has some new photos. Directors supported a two page newsletter (with links) that Gary will take on for the future. Gary noted that a Lochaber news report was posted in the depot. Gary will share photos with Colin for printing.

CWA workshop report: George briefly went through Gary's previously circulated report and noted that it was a useful day for making contacts for the future.

Any other business:

Party food - repayment - Lindsay asked if anybody wanted their money back for the party food funding. All said 'no thank you'. It was noted for the future that maybe cater for fewer and put RSVP on invitations etc.

Next Event - Directors wish to pick up the delayed Treasure Hunt/BBQ @ depot. Suggested date Easter Monday but Bruce to contact Jon Fleming regarding details etc.

Next Directors meeting:

16th March 2016 (19.30hrs at the Community Hall)

Written by: George Cross 18/02/2016

These minutes are agreed and approved:

Date: _____ **Role:** _____

Name: _____

Signature: _____

Development Officer Report

February 17th 2016

1. Fundraising and business development

Submitted full application (including site map and details of dedicated match funding) to the **Landfill Communities Fund** for £2800 for rhododendron control and removal of conifers from Upland Birchwood BAP Priority habitats alongside the river path (chainsaw, tools and additional insurance for chainsaw use and volunteer conservation work). This has been approved in principle - the next step is to get quotations for the tools, equipment and insurance and also get credit terms from the suppliers if possible (LCF can transfer funds quickly to GCW on the submission of an invoice/s and possibly on submission of a number of formal quotations). We will also need to send a cheque in the near future addressed to Highland Council for match funding (£319.34) consisting of the donations from Bryan Millar (£100), George Cross (£50) and from the Scottish Land Fund underspend (£169.34).

Submitted an 'Expression of Interest' to the **Climate Challenge Fund** for £50 000 for 'upgrade and renovation of the old forestry depot to provide office space, craft units and outdoor classroom facilities'. The application was rejected on the basis that the building wasn't really in regular use as yet and didn't quite fit with their aims of saving energy etc. Our application to the '**Making Local Woods Work**' project was approved - and they will provide advice and mentoring in relation to business development and the establishment of social enterprises in relation to woodlands. The next step will be to clarify what guidance we require - in relation to setting up a trading subsidiary (firewood? sawn timber? pizza oven? craft units?) and generating an income from the woodland - in discussion with Jon Hollingdale of the Community Woodlands Association.

George and I attended the CWA course on '**Lease and licences in relation to community woodlands**' at Laggan (10th February). Refer to separate report for further details.

Trying to understand structure and roles of GCW Ltd vs GCW Trading Ltd in the context of business development and potential forestry grants and forestry income in future (further notes and ideas on this in Appendix 1 - below).

2. Forest management (*'Liaise with forestry consultants to manage and improve the community woodland asset'*)

Progressing registration with Rural Payments for forestry grants - in the process of getting a '**Business Registration Number**' for GCW and GCW Trading - expecting registration of GCW BRN to be completed by 19th February. No response from Johnny Bell as yet regarding enquiries about setting up the trading subsidiary (GCW Trading Ltd) with a BRN for forestry grants, despite various phone calls and emails.

Further meetings with Steve Morris (from the Woodland Trust Ancient Woodland Restoration Project) to discuss PAWS (Plantation on Ancient Woodland Site) restoration and to review the constraints and opportunities on the site. Discussed potential for smallscale timber extraction in the context of 'Continuous Cover Forestry' and selection systems within the woodland. In particular looking at access options for small scale forestry operations in the riverside blocks, and where/how to process timber from this area. Options discussed included:

- set up a skyline system across the river Garry to the existing FCS access track?
- Create access through the birch woodland west of the cemetery (Highland

Council?) and then haul timber directly across the road and into the depot area?

- Create an access along the river behind the cemetery into the FCS field opposite the depot and set up a mobile sawmill on the site of the old sawmill in this field?
- Possible benefits of upgrading the main forest track into the woodland into a forwarder track with central footpath, from the hard standing by the depot
- possible FGS funding for forest infrastructure in small woodlands - Steve Morris to advise on this

Useful correspondence from **David Griffiths at Craggach Wood** (near Inverness) regarding the opportunities for high quality timber production from a woodland of a similar size, along with an invitation for us to visit their site and discuss in more depth.

Proposed meeting at Invergarry Wood on **Wednesday 2nd March** with Steve Morris and Kath Owen (Woodland Trust) and Donnie Chisholm (Aigas Forest Development Officer). All welcome (10am-3pm). More detailed agenda to be developed and circulated.

3. Health and safety

Draft Health and Safety Policy for GCW has been produced.

Draft Risk Assessment for Outdoor Work and Property Maintenance produced.

Draft GCW Data Protection policy produced.

FISA guides for Health and Safety in relation to Forestry downloaded and reviewed.

Hazard Map for the site under development, in collaboration with Chris Piper.

4. Volunteering (*'Organise and manage a group of volunteers from the local community and wider afield to assist with a variety of tasks relevant to GCW. This may involve recruiting and training a local Volunteer Leader'*)

Developed and updated volunteer timesheet to record volunteer work on site. Set up a 'visitor book' to be kept in the depot to record visitors and volunteers on the site, also with 'Emergency Contacts' and an 'Accident Book' recording system in the back of the book.

Logged 19 hours of volunteer work on the site so far. Tidying up, removing straw, plumbing, looking at drainage/septic tank/leaking water mains, and cutting back hedges and scrub.

Developing project to use volunteers for rhoddie removal and restoration of native birchwood habitat alongside the river (LCF project).

Developing a further list of potential volunteer tasks and activities (suggestions welcome).

5. Building management and maintenance

Removed hay/straw and cleaned up inside of old depot. Collected litter but still awaiting disposal - skip?

Made depot secure and supplied padlock with combination code.

Removed wooden bars from outside of all windows (new glazing required on small toilet window - temporary fixed with wooden sheets). Attempted to clear paint off inside of rear glazing using paint stripper; mixed results - one type of paint seems to clean off, another does not. Need to weigh up whether to spend a lot of time clearing them, or whether they will be replaced in the short term during upgrade of the building.

Began tidying up entrance to site and the surroundings - raising canopies on Pine and Birch, cutting back hedges, collecting litter, clearing scrub (gorse, broom, cotoneaster).

6. General project administration

Sorting out CDO contract, CDO payroll setup, email account, general correspondence. Set up 'Producteev' account for project/task management and recording with Bruce.

7. Reporting

Monthly CDO report.

8. Renovation of existing depot building (*'Planning the renovation of the old FCS Depot building to make it suitable for a variety of uses. We envisage this being centred round a suitable programme of recreational, and/or cultural and art and craft activities and events responding to local interest.'*)

Discussions with GCW board.

Clean and tidy the depot to make it useful in interim as a shed and volunteer shelter.

Commission architect report/feasibility study? Using HIE technical assistance underspend?

9. Forest classroom (*'Setting up of an area dedicated to provision of a forest classroom for local children and for visitors. This will include including sourcing funding, exploring route options and tendering to contractors.'*)

Proposed meeting with Invergarry School - pending.

10. Communication

Input to Muckle Media press release.

Updated/revised version of this press release also forwarded to Lochaber Life.

Report produced on the CWA training event on 'leases and licences in relation to community woods'

Draft of February newsletter produced with George.

11. Development of path network

Began mapping existing rides and trails through the woods.

FCS are in process of replacing riverside footbridge, and have cleared 2 large fallen Oak trees from the eastern end of the footpath.

Following up 'Paths for All' funding opportunity.

Appendix 1: Notes on trading subsidiaries

(a few snippets which seemed as if they may be relevant to GCW as things develop in future, mainly lifted from the Charities Commission for England and Wales, since there was very little advice available on the OSCR and SCVO websites)

It seems that in most examples of trading subsidiaries of charitable organisations the trading subsidiary includes one director from the parent charity, with the other directors being focused on running the business - ***the governance of the trading subsidiary should be independent of the governance of the parent charity and the affairs of the two bodies should be kept separate.***

'the purpose of the charitable body is to fulfil its charitable objectives, the purpose of the trading company is to make money' and that's why it is important that the directors are not identical

It is normal for some of the trustees and/or employees of a parent charity also to be directors of a trading subsidiary. However the usual restrictions on paying charity trustees for any work they do for the charity apply also to any work they do for the trading subsidiary.

As a matter of good governance, there should be both:

- at least one person who is a trustee, but not a director or employee of the trading subsidiary; and
- at least one person who is a director of the trading subsidiary, but not a trustee or employee of the charity.

Trustees must routinely monitor the performance of all trading subsidiaries, and of the parent charity's investments in them, with a view to ensuring the good and proper use of the charity's assets. They must be prepared to assert the rights of the parent charity as

shareholder.

Any use of the parent charity's land and buildings by a trading subsidiary should be covered by a formal lease or licence of the property concerned from the charity to the subsidiary. The trading subsidiary must pay a rent or fee which is comparable to that which would be payable for letting the property on the open market.

The granting of a lease will, and the granting of a licence may, constitute a disposition of the charity's land. Any such disposition will need to be authorised by the Commission because the trading subsidiary is a 'connected person' in relation to the charity. If a charity purchases land for use by a trading subsidiary, this must be justifiable as an investment of the charity's resources in terms of the commercial return received.

Indirect investment in a trading subsidiary can be as important to the trading subsidiary's viability as capital formally provided by the charity. Allowing the trading subsidiary the use of the charity's land and buildings has already been mentioned (see [D21](#)). Indirect investment may also take the form of the parent charity allowing the trading subsidiary to use the charity's staff and equipment.

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However the indirect investment must not involve any element of subsidy of the trading subsidiary, as that would prevent the objective evaluation of the subsidiary's performance as an investment. Arrangements which involve a subsidy by the charity to the trading subsidiary can also have an adverse tax effect as, in general, such subsidies are unlikely to be 'charitable expenditure' under the 1988 Act.

The parent charity should therefore charge for any services and facilities which it provides to the trading subsidiary. Accordingly:

- Where staff employed by the charity do some work for the trading subsidiary, or where the trading subsidiary uses facilities owned by the charity, appropriate charges must be made by the charity.
- Such charges must be paid within a reasonable period of time. Unpaid charges can become a significant form of long-term financing, and amount to a form of subsidy of the trading subsidiary by the charity.

Such charges should not normally go beyond the reimbursement of the charity's costs; if they do, they will be considered to be a receipt of trading carried on by the charity, the profits of which may not qualify for exemption from tax.