

Background to the Q&A Forum

Like many small communities, Barrhill has been stifled during the COVID pandemic, which impacted on many of our usual services and facilities. This has resulted in a slower circulation of information from the Trust. Recently, questions, concerns and posts have been made on personal social media pages and the Trustees offered this forum to provide an update to the community and an open opportunity to ask questions.

More than 40 people attended the session

These notes are a record of the updates provided, the questions asked by attendees and the answers provided.

Update provided by the Chair, John Thomson

Welcome to everyone and thank you for coming. This is an open meeting to bring the community up to date with developments. An AGM or an EGM requires certain strict timelines and rules to be followed which, according to the governing documents and the formal legal advice to the organisations and in the interest of updating the community in a timely manner, can not be met with this meeting today - It is **not** a formal meeting, so there won't be votes and attendees can not make any motions today.

I will explain when the AGM can be held and explain why it will be held at that time. I will chair today's meeting, during which I will provide an update and then take questions from the floor

To ensure a well mannered meeting, only one person will speak at a time and if a question requires a response from another Trustee, I will ask them to speak. The people you see before you are all the valid Trustees of the organisation. These people are John Thomson, Richard Brown, Pearl McGibbon, Liz Ottaway, Collette Bailey and Laura Brown. Kassie Farmery unfortunately can not attend tonight.

I will now move on to the update statement, this has a number of parts and I ask you to wait for the full update before we start questions. I will address the following matters in this order:

- Community Cooperation
- The recent personal post to facebook
- What it means to be a fit or unfit to be a Trustee legally
- Conforming with the requirements of our funders
- Financial reporting generally
- Why there is a delay to accounts & the AGM
- Update on the Trout

- Next steps

1 Community Cooperation

The BCIC and BDT exist to distribute money granted by the wind farms. The most benefit to all is where the community cooperates to get the best from Wind Farm funds. The BDT is focused on developing Barrhill. Anyone can contact the BDT with questions, concerns, suggestions and requests for funding - many people have done.

In the matter covered in the facebook post, the organisation was not approached in any way to address or resolve the queries of an individual.

Sharing speculation, rumour and idle gossip across social media is not an effective way of achieving anything. The Trustees accept that no one is perfect so the Board is constantly looking at ways to improve and expand their knowledge. I urge everybody to work together and to behave appropriately during this meeting and at all times. All questions are welcome in the Q&A portion of this meeting and anyone being disrespectful or bullying will be asked and required to leave this meeting.

2 Posts on social media

As everyone is aware there was a personal post made last week to BARRHILL FOLK PAST AND PRESENT - a personal site. The Admin is Thomas Donnelly and the post was made by Martin Rennie. This post contains many slants and personal attacks, against a staff member of the Trust and the Trust itself. These are unwarranted, untrue and defamatory. Whilst we will not enter into debate until the Q&A session I need to ask Mr Rennie and Mr Donnelly to take down these posts, to retract all statements and to make an apology.

I acknowledge Mr Donnelly's responses when he has been asked by many members of the community to take down the post, that he refuses to do so. Mr Rennie has not taken down the post despite these requests either.

3 What it means to be an fit or unfit Trustee legally

Whilst not everyone will be aware of the law, the BDT is a legally constituted and registered with the Office Scottish Register of Charities, known as OSCAR. The Charity Commission are the regulator in England & Wales only.

There are legal and social responsibilities to being a Director or Trustee. There are clear publications on what makes a fit and unfit person to be a Trustee. The Board takes their role very seriously and takes advice as needed. A Trustee must be honest, comply with the law and only act in the charities best interest.

The following list of facts are presented for your information

- Martin applied to be a Trustee
- On the basis of experience he claimed to have, he was temporarily brought on as a co-opted Trustee
- He claimed on his Board application form to be Trustee of The Action Group, and director of A&J Beveridge Ltd and director of Nile Properties Ltd
- When asked to complete the OSCAR Trustee details form, Martin did not

- include the details of these three organisations
- When asked why, he admitted he was not a Trustee or Director of these organisations and refused to comment further
- A number of other matters of conduct were raised with Martin in the short time he attended the board
- The regulator was approached for advice
- The regulator told the board Martin's conduct were **notifiable events**
- The Board were told a formal report must be made to the regulator
- Martin was told that the Regulator would have to be contacted within 7 days
- Martin resigned 5 days after being told this

I want to make this clear - he was not told to resign. When he was told the Regulator was to be involved Martin resigned.

He telephoned me personally to discuss this and later followed it up with a written resignation.

In his post, Martin claim that "*he is waiting to be told if his resignation is accepted*" makes no sense in the legal framework. There are no further procedures when a Trustee resigns

A question was asked why this was not reported to the regulator, as you can see this has been reported to the regulator and included in the report was how Martin misled the board by making false claims about his previous legal status as a previous Director and previous Trustee.

4 Conforming with new and existing requirements of the funder

We are almost entirely funded by Mark Hill and Killgallioch wind farms. BCIC is awarded the money from the windfarms and it grants the money to BDT who as the development trust is responsible for the buildings, their upkeep and the new developments.

There are certain conditions to be met when we accept this money

- To handle money correctly including the filing of accounts
- To meet the stated aims of the organisation
- To meet reporting requirements to the wind farms including conduct in awarding that money for examples the types of initiatives that can be supported

As a constituted body and registered with OSCR we have legal obligations with them too

Following concerns raised by Killgallioch, the Board brought in a specialist to advise us. They are called **Foundation Scotland**. They gave advice on how to support volunteers who agree to act as Trustees. They said we must be strengthen internal procedures as historical financial handling by a sole trustee must be improved.

5 Financial Reporting matters that had to be strengthened

Both accountants and the wind farms have raised concerns about the reports submitted by the Treasurer. The Treasurer did not attend the board for many months and was required to submit the requests for other Trustees to access the online bank account which he did not do.

Other Trustees did not have access to the bank accounts - which delayed all finances and the statutory accounts. Some financial details were handed over in late December and January, some remain missing. Failure to address these concerns continues to risk the income of Barrhill. Neither funder will pay funds to us if our reporting or accounts are not complete, correct and up to date.

It is for these reasons that BDT have been extra cautious in spending the money we do have, until we have confirmation of receiving further funds - we need to make sure we can complete projects that we have underway already and where we have committed money for running the premises etc.

The Treasurer was given notice of the Board's intention to remove him in accordance with the constitution. The Treasurer resigned a couple of days after receiving this notice January 2022.

We have been asked if this has been reported to the regulator, details of these problems have been reported to OSCR as a Notifiable Event.

6 Explanation of delays to Accounts & AGM

The Board are aware that an AGM is overdue and regret this very much however we are acting under direction from the accountants.

There is clear legal duty that

- The accounts must be accurate
- They must include the correct valuation of all assets

The community is aware of a considerable sum of money spent to create the car park. The BCIC previously owned the car park and was not a charity and hence had different rules governing how it could behave. The Trust was transferred the ownership of the car park, the hall, the play park and the bowling club. The physical assets were listed at a valuation of almost **£1 million** in the accounts - the accounts are a public document and this information has been available to anyone who wishes to view the filed accounts.

The current Board, despite recent barriers placed in their way, have followed their legal duty and valued the assets. The first valuation received is circa £75,000. This substantial difference puts the trust at severe risk with its accounts. The Trustees received this valuation in December and because of the discrepancy, engaged another valuer for a second opinion.

The accountants have advised the Board can not file the accounts until the valuation is correct.

As soon as this is done, an AGM will be held to share the full accounts. It is anticipated that the AGM will be held in April. Although not anticipated, if there is any further delay an EGM will be called to explain

7 The Trout

The Trout was bought with a grant to the charity from another Charity - the obligations in the matter are clear and legally enforceable. We must proceed in an appropriate manner at all times. Sometimes this means things take longer than we would like or than they would if we were working on our own homes, this can not be avoided. We must follow appropriate procedures in all we do for this project

Some details in the general timeline of the project for your information

- builder appointed prior to pandemic and interior goods cleared in preparation last summer
- Oct 21 builder withdraw due to 'significant ill health'
- Nov 21 - BDT started new tendering process
- Dec 21 - A partnership 'KJB & JJB' was selected
- Dec21 - good will payment made to partnership
- 3Jan22 - Work was due to start

A subcommittee of the board was set up so that the project could move swiftly. Unfortunately, one co-opted trustee acted without approval for the board in some matters and acted against instructions from the board in other matters. This co-opted Trustee refused to follow the advice of the solicitor and did not report all of his conversations with the solicitor to his fellow board members. This Trustee also had multiple private conversations with one member of the partnership which he did not share with the Board. That partner now alleges they were told in private conversations that the contract would be awarded solely to them. £5,000 was paid to one of the partners, who then did not share it with the other partner. This is now a legal matter and hence we have to proceed with caution in providing further details that could be the subject of a court case following lost time and money for the Trust.

Despite claims to the contrary on social media, there have been unnecessary delays to this project. As a result of these and other irregularities, Martin was removed from the Pub subcommittee in the January board meeting which is recorded in the minutes. Thankfully, the contract has now been issued to a suitable contractor and we await the appointed builder returning that to us and as soon as possible, the building work will begin on the pub by the end of February.

The Board are members of this community and are also frustrated at this delay which was caused by unnecessary intervention and could have been avoided.

8 Next steps

The Board and the Development Officer are working on the following as continued matters of urgency

- Valuation for the assets will be received this month
- We are working with the accountants to then finalise the accounts ASAP

- 28 days notice will be given of an AGM or EGM
- As soon as a timescale is agreed with the builder, it will be published to the members. This is anticipated week beginning 21st February

The wind farms, the charity register and Companies house create a complex legal framework and being a board member is not a popularity contest. The Board request that the community support the Board of volunteers to ensure everything is in regulatory correctness. The first priority has to be to ensure people have enough time and space to work to finalise the accounts so that the windfarms release payments to us to continue our development of the Barrhill Community.

The details I have shared plus the questions and answers will be shared in written format with those who could not attend today

I have told you the problems we have faced

I have told you the steps we have taken and where we have sought professional advice

I've told you what we will be doing next to continue to meet our legal obligations and the obligations to the community

I want to thank my fellow Trustees for their time and efforts and I thank our Development Officer for her continued and very appreciated good work.

Now I will open to questions

Please raise your hand and I will call you in turn. If you are told it is your turn to speak, please start by stating your so that the records are correct

The following questions were asked and their associated answers are shown below

Question	Answer
"Who is the Treasurer"	Mark Bradshaw was previously the Treasurer and Richard Brown is the current acting Treasurer
"How big does the board have to be?"	BCIC must have 2 or more directors and no more than 9 (Ref: clause 7 and 19) BDT must have at least 5 Trustees and no more than 15 (Ref: clause 57 & 58)
"If a Trustee has been reported to OSCR, can they stand again?"	This matter is presently with OSCR and we will provide an update when we have one
"Are directors volunteers? Are they paid?"	All board members give their time for free They are not paid by either BDT nor BCIC

<p>“Was the bank account under control of one Director?”</p>	<p>The previous Treasurer had the sole access to the online bank account details. Cheques require two signatories. Control is not a word we would use in this situation - we are discussing access to the information.</p> <p>We have no evidence that money is missing, and now we have the access we can trace every penny in and out of the account.</p> <p>Difficulties arise in providing timely information to the accountants and hence the preparation of accounts also in good time.</p> <p>Without information shared by the only person who has them, including receipts, this was why we asked Foundation Scotland to help us with a review of our procedures and ultimately we gave notice to the Treasurer of our intention to remove him as discussed earlier.</p> <p>BCIC was not charity and did have some slightly different guidelines to follow. Charities are tightly regulated and this is an extra safety net for the Barrhill Community.</p>
<p>“Can you tell me the purpose of the BCIC and BDT”</p>	<p>The BCIC has the formal legal agreement with Kilgalloch and Mark Hill to receive a defined portion of the funds. BCIC then makes an award to the BDT charity to maintain the assets and to fund new initiatives.</p>
<p>“The wind farms didn’t used to be involved, why are they now telling us what to do - we should be telling them”</p>	<p>Barrhill applied to receive this money from the windfarm, the award of it came with certain legal obligations in terms of how the money can be spent and the reporting and accounting responsibilities - none of these have changed. The original agreements were signed by previous Directors including the ex-Treasurer</p> <p>These also carry a liability for auditing - the wind farms have always been able to audit us, it is not a new requirement. It’s just we have never been audited before.</p> <p>Other communities who did not apply for the funds may now also like to have a share, so the wind farms also have an interest in proving the current awards are spent correctly.</p>

	<p>It is entirely misinformation to suggest we can spend it how we like. If we do not comply to our legal obligations, we risk losing the wind farm funds.</p>
<p>“Has any of the money been put in an endowment fund? Others have and have earned a big return”</p>	<p>The grants we received come with an obligation to spend a certain proportion of it each year, thankfully this was slightly relaxed during COVID.</p> <p>There is a clause which allows us to invest a small amount - 2% - and the Directors are very keen on strengthening the Investment Policy so that when they are unused funds are invested.</p> <p>At present, due to the difficulties discussed earlier - we must keep enough funds in a liquid state to meet our obligations.</p>
<p>“Does the Trust use an Accountant”</p>	<p>Yes The Accountants are Galbraith Pritchards They continue to be our accountant as they have been filing the BCIC accounts for a number of years</p>
<p>“Why were the original valuations so wrong [for the assets]”</p>	<p>The accounts had been previously based on the costs and money spent creating and improving the assets - these were details in the accounts for many years. When they were transferred to BDT, charity regulations require them to be valued and COVID has delayed this</p>
<p>“Besides the pub and park, what else is being done”</p>	<p>The Trust has a number of projects underway and is considering some more. Here are the ones underway</p> <ul style="list-style-type: none"> ● We maintain the hall ● We pay the caretaker, handyman and Development Officer ● We maintain the toilets ● We maintain the grounds of the Barrhill Bowling Club ● The Trout renovation ● Car Park refresh, due to inappropriate fittings when it was first made ● Weather proof notice board at the hall ● New dog park at Arnsheen park ● Contribution to new car park at Barrhill

	<p>Train Station</p> <ul style="list-style-type: none"> ● Plans for all ability play equipment for children ● Repairs to the hall roof ● We continue to make enquiries concerning Marty's Tomb and the area next to the surgery <p>Recently completed</p> <ul style="list-style-type: none"> ● We have provide linked fire alarms to Barrhill residents ● Benches at the hall and the bridge <p>We are keen for our Development Officer to be able to launch the new initiatives planned, when distractions are brought to an end</p>
<p>"Can there be more publicity"</p> <p>And</p> <p>"I don't get notifications from some of the facebook pages"</p> <p>And</p> <p>"I have no time for facebook, how do I get information"</p> <p>And</p> <p>"Agitation is caused by lack of information or slow updates"</p>	<p>We would like to restart the newsletter ASAP including sharing it via email as well as post</p> <p>We want to update our own facebook page more frequently and are very keen to hear how people would like updates. We like to keep our web site updated, ad look forward to being able to update the pub project on there once contracts are signed</p> <p>After the success of this meeting, we will consider how we can hold more frequent Q&A Forums</p> <p>And a reminder that at present any member can submit a question and attend the first 15 minutes of the monthly board meetings to ask it - please do</p> <p>Questions can also be sent at any time via the website or to enquiries@barrhilldevtrust.org</p> <p>The BDT post their updates to the Barrhill Development Trust Facebook page. We recommend you like and subscribe to that. You can ask for Facebook to send you notifications - if you don't know how to do that, email the office and a fact sheet will be sent out to help</p> <p>We also have a circulation list for approved minutes, they are posted on the 3 notice boards in the village and our website, we post a link to them on Facebook and send emails to those</p>

	<p>who ask us to do so. They are public documents and we want you to be able to access them in a way that is most easy for you</p> <p>Again - if you have any other ideas, please do let us know. We are volunteers and none of us are marketing or communications professionals but we are willing to try!</p> <p>If in doubt about how to find something out, as the office on enquiries@barrhilldevtrust.org or ask any board member - you know who we are</p>
<p>“The community don’t care about the car park valuation - don’t get caught up on that. It’s useful, thats what matters”</p>	<p>Thank you for your support</p> <p>Whilst the Trustees individually feel the same way, the wind farms will not release any funds if our accounts are not filed and our accounts can not be filed without the valuation</p>
<p>“What is the exact stage of the Trout Project”</p>	<p><i>In addition to the repeat of the information given above</i></p> <p>The Pub was partially stripped last year including removing the equipment. We then needed a qualified builder to remove fixtures and further investigate what was needed. You know we worked with a builder in December and the details there - the strip out was done in January and this allowed the full quote to be completed.</p> <p>We anticipate the contract is about to be legally signed and work will start before the end of February.</p> <p>Once the builder has starter we will share the project plan and commit to regular updates</p>
<p>“What is happening with the Bowling club house?”</p>	<p>BBC have asked for an amount and after consideration of our funding policy, funding reserves and the full list of projects we want to achieve - we have offered an amount of approximately £20k to the club. With this offer came some stipulations around quality and facilities and we believe those are inline with the BBCs own standards. However, this amount is not all that was asked for and the club are advised to add to it themselves if they want</p>

	<p>more.</p> <p>In addition, although it varies by year, we contribute between £5 and £10k for maintenance per year.</p>
"When will the hall heating be fixed?"	<p>The part has been ordered but it is not a standard part. Due to the global shortage of some items, this is taking a long time to arrive.</p> <p>I am chasing almost daily and the plumber is trying his best</p>
"How do I make an appointment to see the Development Officer to raise a concern or an idea for an initiative?"	<ul style="list-style-type: none"> • Come to the drop in which has been running during the coffee morning 10am-12 noon every Friday • Use the form on the website • Leave a voicemail on the office phone 01465 821000
"How will the notes of the meeting be published?"	<p>They will appear on our website and on the Hall notice board. There will be a link published on facebook and any one requesting a copy by email will receive them</p>
"I don't see the person who posted on facebook here. Don't they realise if they don't cooperate, the [wind farm] money could be lost to all of us?"	<p>The Board are disgusted by their behavior and I [Johnny] am personally too.</p> <p>It is just a very small handful of people behaving in this way - and it's not the first time. It's a shame a few people have made Barrhill look unpleasant.</p> <p>Barrhill is a lovely place to live and the vast majority of people are terrific and would never behave like that.</p>

The last item from the floor was not a question but a statement of thanks - the contributor said it was helpful and informative. Those present gave a round of applause for the Board.

The meeting ended and the Board members and Development Officer were approached for follow up conversations and thanks from many of those attending.

John D. Thomas