

Minutes of the Board Meeting of Linlithgow Burgh Trust
Wednesday 15 March 2017 at 14 Friars Way, Linlithgow

1 **Present:** Mike Vickers, Chris Gunstone, Marilyne MacLaren, John Aitken, Ron Smith, Chris Long.

Apologies: John McGregor, Allan Robertson, David Timperley

Minutes taken by: Jean Long

2 SCIO status

2.1 Linlithgow Burgh Trust was incorporated by OSCR as a SCIO on 1 March 2017.

2.2 All LCT members are now LBT members; any members not wishing to transfer would require to resign; any subscriptions paid are not refundable.

2.3 All LBT correspondence including emails must carry a notification that LBT is a SCIO. It is also advised to insert the charity number, SC047211, too. LCT and BBL cannot claim to be charities.

2.4 Currently nothing can be paid from LBT as LCT has not yet agreed to transfer its funds and assets to LBT. Any current orders must go from LCT or BB. Equally LBT has no bank account to do so – see 4 below.

3 Appointment of officers for LBT

3.1 Treasurer: Mike Vickers; secretary: John Aitken; chairman: Chris Long.

4 Opening of LBT bank account and its management

4.1 It was resolved to open a bank account in the name of Linlithgow Burgh Trust. Mike stated that he had started the process. BoS requires information about each of the trustees as outlined in Mike's email of 13 March 2017. Some trustees still to respond to him. **Action: Chris G, Chris L, Marilyne, David T, Allan R**

4.1.1 BoS also requests permission to do a credit check. It was considered that this is unnecessary as the trustees are not personally liable under the SCIO rules. If anyone is unwilling to have a credit check this should be notified to Mike. **Action: All**

4.2 Payment by cheque: two signatures are required. After some discussion it was decided that both signatories are to be trustees.

4.3 It is the responsibility of the trustees to ensure that processes are established which set out ordering, authorising payment, and paying. John and Mike will draw up drafts of processes to cover each of these areas. **Action Mike and John**

4.4 In relation to 4.3 a number of issues were addressed. These included

- Payment by BACS: Mike must receive written authorisation before he will pay by BACS. Mike is willing to carry out BACS transaction.
- Purchasing: currently any purchase decision is discussed at a committee meeting, the decision is made and minuted before any purchase can be made. The question was raised if purchasing should only be made by named individuals.
- Authorising an invoice: it was deemed appropriate whoever raises the order should have the invoice sent to them, they should authorise it and pass it to Mike for payment.

4.5 Ron proposed that BBL allows members and volunteers to spend to a limited amount, say £20, so they could top up with plants etc. without requiring authorisation. The outcome is that Mike will look at the 2016 accounts to ascertain how many small claims for money to see what was the value of typical small payments to allow for further discussion. **Action: Mike**

4.6 Claims for expenses require a procedure. John and Mike will draw up a procedure **Action: Mike and John**

5 Standing orders

5.1 John had prepared a generic document of standing orders for any committee. This was scrutinised by those present, John noted changes required and offered to edit. **Action: John**

6 Establishment of committees.

6.1 It was agreed that currently there would be two committees: "Linlithgow Civic Society" and "Burgh Beautiful Linlithgow".

6.2 The Board will be responsible for governance and the committees for all the matters delegated to them in their respective Terms of Reference.

6.3 A code of conduct requires to be drawn up.

Action: John

6.4 It was agreed that activities such as Perambulation of the Marchs and Doors Open Day would be working groups of the Civic Society.

7 Terms of reference for committees

7.1 John had also prepared a draft for discussion of terms of reference for Burgh Beautiful. Again this was scrutinised with changes noted by John for editing. This will be presented to BB for comment, suggestions for changes etc.

Action: John and Chris G

7.2 John will prepare a draft of terms of reference for LCS.

Action: John

8 Appointment of committee officers and members

8.1 Marilyne agreed to chair LCS with Shona Reid continuing as secretary.

8.2 The LCS committee will comprise Marilyn (Chair), Shona (Secretary), Ron, Chris L, David T, Mike V, Allan R and John McG.

8.3 Within BBL Chris G will continue as chair, Robbie Calder as vice-chair and Jean L as secretary; other members need to be proposed by BBL and confirmed by the Board.

8.4 Nominations for the BBL committee will be decided at a BBL meeting with a minimum of 6 and a maximum of 16 members. Up to 20% of the committee may be from volunteers-only rather than full LBT members. Therefore with a minimum of 6 committee members one could be a volunteer-only.

8.5 Ron proposed that BBL meetings be kept open: that means that any member or volunteer can attend and help to make decisions. If a matter comes to a vote only members of the Committee may vote. It was pointed out that a vote at BBL meetings is very rare. That proposal was accepted.

9 Communications

9.1 While some areas of communication are delegated to named individuals such as John, Allan and Aileen McLean with the website; then letters and emails would normally be sent out by the chairs and secretaries. For the most part any articles going into the local press and magazines shall be generally delegated at a committee meeting with a named individual as author and the decision minuted but there are opportunities for misuse here. The most vulnerable area is BB's Facebook page where anyone can post any message. Counteraction here is tricky.

10 Logo

10.1 The matter of a logo for LBT and possibly LCS was held over.

11. AGM

11.1 It was decided that at the LCT AGM on 29 April would immediately be followed by an inaugural meeting of LBT to:

- Appoint trustees
- Elect officers
- Decide on the annual subscription fee

11.2 The Newsletter due to be circulated by 10th April should include in its Chairman's Report the following:

- Announcement of new status and structure
- Request for nominations for trustees to be sent to Chris L

12 AOB

12.1 John pointed out that a new members' application form is required.

Action: John

13 **The date of the next meeting** of trustees is 12 April at 14 Friars Way at 7.30pm.

JL 18 March 2017. Updated 8.2 by JA 13 April 2017. Signed: Chris Long (Chair)