

MEETING CALLED BY	Directors of HCD following a written request by some of the members.
TYPE OF MEETING	Extraordinary General Meeting
NOTE TAKER	Julie Child
ATTENDEES	<p>Board of Directors taking the meeting: Eileen Macdonald(EM) (Dalmore) Angus Macarthur (AM) (Dalbeg), Donald John Murry (DJM) (S Shawbost), Chrissie Macdonald (S Shawbost)</p> <p>Members of HCD: Cathie Macdonald Calum Macdonald Norman Macphail A Macdonald Dollanna Macleannan D A Macleod F Macleod (FM) I Macleod S McCulloch (SM) C Macleod K Murray E Morrison R Morrison (RM) R Macdonald C Macaulay S Guy C Miller Alisdair Wiseman (AW) Lesley Wiseman (LW) Diane Smith (DS) Iain Macarthur (IM) Ian Mackay Sharon Macleod Angela Macleod (A McL) Di Hesketh (DH) Ann Marie Macdonald (AMM) Donald Morrison G Mitchell Roddy Murray Careen Murray Gareth Watson (GW) Mary Macfarlane Tricial Earons (TE) M Bradley (MR) L Bradley Mary Maclean Angela Gardner S Macleod Chris Macleod Jemina Macleod Margaret Macleod Amy Gillies</p> <p>Non members of HCD: D J Macaulay Donald Campbell</p>

MEETING COMMENCED 19:02. ALL ATTENDEES ASKED TO SIGN IN AND PERMISSION FOR RECORDING OF MEETING AGREED.

EM opened the meeting and explained the reason for the meeting was to follow up on points raised from previous AGM with regard to 3 points raised in a letter from some of the community members. EM read that there were concerns over the board of directors disregarding their duties and that they had put the trust at risk. EM asked for clarification from the floor. AW asked to address all 3 points. He thanked all for their attendance and said that the EGM had been called with reluctance and further explained why the EGM had been called. AW proceeded to read his presentation which has been copied and attached to this record. 19:16

AM Responded with regard to the Quorum concerns stating that there are 4 directors which constitutes the quorate required to

make decisions. There was a brief period of time after the death of David Wright where there were only 3 directors. AW – Tried not to be personal but said it was Angus who only participated in 2 meetings during 2017 according to minutes he had been able to get hold of. AW said there were times board made decisions when not a quorum. Times there were not 4 board members in the room.

EM – said directors can be consulted by electronic means AW said that no such means had appeared in previous minutes that he had access to.

AM asked what was meant by reckless handling of trust funds. EM said there had been a consultation 3 years ago and that the Bank of Scotland along with other banks used by the trust were affiliated with other banks and as such the £85,000 safety net would not have come into force for each account. It was agreed to leave things as they were.

LW Asked how many separate bank accounts would be needed to only have £85k in each one. EM explained the number would be 6. LW said that it would be possible to have had at least 4. EM said that the borrowing at CO-OP is in excess of money currently held. Still owing £1 million for installation and start of Horshader Turbine - to which LM said that was a separate issue relating to RPG. EM said CO-OP will take their money regardless of what is in the bank if the COOP bank crashes. LM Disagreed with EM. LM said that was only going to happen if all banks crashed and not a single bank EM said in 2008 the lot went. AW said that was not the case and not all banks failed. AMCL wanted clarification that the debt belongs to RPG and not to HCD Trust Fund. EM it is all related to the turbine and all funds that come to pay. AM the money comes from RPG to the CO-OP and transferred to HCD. AMCL said it is gift aided to the charity and RPG carries the debt with existing directors. Who are the directors? AM There are no directors at the moment

Julie Child (note taker) apologises for the lack of audio recording for the first part of the meeting as there had been a technical issue but that the minutes had been taken and would continue to be done.

AW said he would give a transcript of his presentation (attached).

LW asked how many bank accounts were in use at the moment and AM confirmed that there were 2 – Bank of Scotland and the CO-OP. AW asked how much money was in each account AM said he could not say as that was not part of the AGM. EM did not agree the money was at risk.

AMCL asked how money is signed over to trust with no directors. AM said it is a problem but the EGM has stopped us signing up 2 directors. AW wanted to make it clear that he does not think the money is safe and is his opinion and not properly managed EM said they were safe. AW disagreed.

AM noted the accusation that the board are not taking seriously the duty of care to all staff and said that was vague. Asked AW to elaborate. AW asked the board to address the rest of the community. EM asked if anyone else had anything to add. GW asked how many members of staff had contracts, were able to see them, agree them and talk them through. Eileen confirmed this was the case for all staff. AW asked about the most recent appointment and EM confirmed she meant the new Development Officer saying he was satisfied. AW had heard that they had share of staffing difficulties and some staff members not managed by manager in trust and only deal with one board member. EM said they had dealt with the situation and taken it further forward. They thought they had a resolution but now they do not. IM asked about the situation. EM said it is confidential. LW asked how long ago they had stepped in to control situation. EM clarified one year ago but now 2nd serious incident has happened. RM felt it should have been dealt with by the whole board EM said it was. RM said that the full board had not been informed. EM said they were and that everyone had the chance to speak up. RM felt people walk away from the board as it is easier. EM was reassured no previous board member had told her that. AM no one wanted to join the board at either of the last 2 AGMs DJM people should have come onto the board.

IM Still wanting clarification of the quorate. EM asked if he meant in general? IM clarified he meant throughout the year. EM said they had Diane, Ian Tiger, Catriona in attendance at meetings. Only time not quorate when DW died. Said without DW's input from 2008 there would be no Horshader and wanted it recognized. IM said it was a sympathy vote LW were there other non quorate, non minuted meetings EM said there was not. AW wanted clarification that Eileen said no occasions major decisions were made where insufficient directors present. EM said all meetings were board meetings. Wanted confirmation or denial that there was a meeting re the shop and café with Eileen, DW, Frank, Rachel and Julie and meeting was brought forward without notice. EM there was no such meeting with all of those people and why would Frank be there? EM said that the jobs were not advertised as DW felt he had found the right people for the job.

AMM was upset that it was said that DW was sole driving force 2008-2009 as her father was a founding director. EM apologized if she had offended her.

AMCL wanted to know why jobs were not advertised for shop and café EM said that the community consultation was to have a village shop and café. HCD had failed twice. David felt he had not delivered. Was advertised previously but only one applicant was selected as reasonable and it was disappointing and a risk but Said DW felt he had the right people and went ahead.

AMM said that she had put in a business plan towards Horshader after Michael left but nothing was heard EM I don't know about this AMM they are doing a great job next door but said it is infuriating that nothing happened. Was in 2016. EM I don't remember and asked Angela if she remembered anything AMCL remembered it going to the board but can not remember what happened. AMM it did go to the board. EM apologized.

EM asked if there were any other points (19:49)

AW Proposes the motion to give a vote of no confidence and want directors to relinquish their posts with immediate effect IM seconded the motion. MR spoke against the proposal and accepts there have been mistakes but feels the vote of no confidence will drive a wedge between it. There are chair vacancies and others and should use the time to vote on new directors in addition. AW agrees and did not want divisions. Said they wanted a talk with the board and requested this but was ignored. MW feels there is no need to tear out the old. AW said he wishes they could. EM said there was unrest in the community and no need to meet in small group and that it is up to the community. SM said she is out of the loop and how would the community be informed? EM said the community wanted to be kept informed monthly by post. (local postman said it should be by email with tongue in cheek) Members said they have not all had correspondence. TE wanted to thank the current board and that she and her Mum appreciate everything done (19:55)

EM asked the floor how they want to go forward MW asked if they should vote if they want to vote EM said a show of hands? AW explained that once a motion offered and seconded then the vote must go ahead although happy to find another way forward. OK to break for a moment. DS asked who could vote EM said only members. AW it is a vote of no confidence and that is why we are here tonight. AM asked all members to vote with a show of hands. Members asked about proxy votes AM told them to hand them into Julie Child (received 12 Proxy votes, all checked and valid, all in favour of the vote of no confidence). AM read out the list of those who gave proxy votes at the request of the room

AM and GW counted show of hands. 41 people able to vote. Show of hands counted in at 30.
EM said the board would step down and wish the new board all the success in the future (20:10)

AW wished to take on board what Mark had said and wondered if any reps from community can meet with outgoing directors as there was never an intention to leave divisions in the community. EM said that Mark had given them the opportunity and asked how they go forward.

AW said something needed to be done for the community about there being no board. Not his decision on how to go forward. Inaudible murmurs regarding voting in new directors. FM asked who new development officer was EM said it was Dolee's son. Em said voting in new directors would be the best option.

Proposals, seconds and show of hands for the following people:

Name	Proposer	Secunder	Show of hands
A Wiseman	Donna Hesketh	A M Macdonald	28
Mary Maclean	Angie Macleod	L Wiseman	29
Ian Macarthur	Roddy Morrison	A Wiseman	31
Sharon Macleod	L Wiseman	I Mackie	30
Donald Macleod	Gareth – declined to be voted on but offered to help work with the new board		
A M Macdonald	Diane Smith	A Wiseman	31
Sharon Macleod proposed but declined			
Flora Macleod	L Wiseman	A M Macdonald	28
Jemina Mac	A Macleod	A M Macdonald	31
Ian Macdonald and Angela Macleod both declined. Other votes not carried out and was declined			

A M Macdonald standing down as may not be able to be there for meetings.

GW Said that over the years Horshader has had problems filling vacancies as many work away a lot. Feels there should be a way to change the constitution and that the decision would be up to the membership. EM said the articles of association can be amended and that it is a good idea. GW said it is an issue and have no idea how to be contrived but there might be possibilities of job sharing. EM said the easiest way is to change the 75% attendance rule.

EM asked how many there were now. Confirmed by JC that it is 6 nominees. Names checked.

Richard Macdonald proposed by Kathy Macdonald and seconded by AMM – 32 hands shown

Donald Alan Macleod proposed by Roddy Morrison and seconded by Flora Macleod – 33 hands

EM – explained the bylaws which states who can and can not stand. Need to be a full time resident and been a member for 12 months so Mr Wiseman is eliminated. AW Disagrees. EM said that AW's form as signed in August this year. LW said twice the paperwork had got lost and Lesley Smith said to just fill in the form again to have it on record. EM said the fact is the date is August and precludes him becoming a director. DH said she had seen it on the table prior to Feb 2016. GW said it would be reasonable for a board to do business whether or not Mr W was a director. EM agreed GW should see how board constituted in the future and can be co-opted as an associate director LW there is a max of 8 directors and can then co-opt people for specific strengths. GW was a time before turbine operated there were 2 co-opts with specific skills to make the wheels of the system work then they stood down. No full voting rights, just technical expertise. DH suggested de-nominating AW. AW for the record points out the current AGM not concluded and 2nd half to continue. Amused disqualified by trust's paperwork. EM We can only go by paperwork. Lesley left the paperwork. AW the bylaws are hard to find. AMM asked when Lesley started as felt it was before her time. EM said 12 month contract finished on 26th March. AMM said was prior to her working EM never said Lesley lost the paperwork. AW we applied twice before and paperwork lost but with letter of law happy to stand down.

AW concluded the meeting despite having no particular role. Hopes going forward will find way of working and living together. Is a difficult job and propose vote of thanks to outgoing directors.

Meeting concluded 20:41

CONCLUSIONS

ACTION ITEMS
A.