

Cranshaws, Ellemford and Longformacus Community Association

Annual General Meeting

Tuesday 12th November 2024

7.00pm at Longformacus Village Hall

Minutes

Trustees in attendance: Alison Landale (AL Chairperson), Alison Rodger (Treasurer AR), Bill Landale (BL), Tony Homer (TH), Pauline Homer (PH), Melvin Landale (ML) Clive Warsop (CW), Ettie Spencer (ES), Gordon Allan (GA), Adam Prokopowicz (AP), Alistair Gordon (AG), William Pate (WP) Selma Gordon (SG)

Also Present: Dianne Repsch (DR Minutes), Kim Drysdale (KD Finance)

Residents: Cllr Mark Rowley, (HB) Heather Borthwick (HB), Corine Craik (CC), Jonathan Wood (JW)

1. AGM Agenda - Welcome/Apologies:

AL welcomed everyone to the meeting.

Apologies were received from trustees: Morag Rodger (MoR), Anna Dabrowska (AD)

2. Previous Minutes from AGM 7th November 2023:

No amendments were received.

The minutes were approved as a true record of the meeting: Proposed ES 2nd ML

3. Matters Arising:

AL asked each of the CELCA only trustees to sign the Code of Conduct which is part of the new Constitution which came into effect in May 2024.

The Code of Conduct was read out by AL and added as an addendum to the Minutes.

4. Chair's Report:

Thank you for coming this evening, particularly those who are not CELCA trustees.

Beginnings:

The first of the Fred Olsen Renewables wind farms to be built in our area was around 2003/04. Lammermuir Community Council, our community council, entered into a legally binding contract with them to start receiving funding. LCC decided a totally separate 'charitable' body should manage the funds. CELCA (Cranshaws Ellemford and Longformacus Community Association) was set up to receive and manage all funding from the wind farm. That way should the CC cease to exist, the funding would remain within the community to be disbursed. Also the CC had sufficient demands on them without allocating funding.

The constitution was adopted on 23rd August 2004 - so, our community association was formed with each person 16 years and over a member, with a vote. Maureen Ferguson from Cranshaws, a Community Councillor, was the first chair for around 6 years. She was followed by another CC member,

Dave Lochhead who did the work until it was passed on to me around 2015.

Fred Olson renewables first wind farm was Crystal Rig 1 in 2003: with 20 turbines; extended in 2007 with 5 more turbines. Crystal Rig 2 went up in 2010 with 60 turbines then in 2016 Crystal Rig 3 with 6 more turbines.

The sum we received in 2004 totalled £17,500.00 - apparently there was some difficulty spending such a seemingly large amount; this annual payment increased year on year.

In 2012 there was a large payment of over £66,000 partly due to back payments for the new wind turbines:

Gradually year on year, the amount increased and meeting 4 times a year as trustees we gave funding to a huge variety of projects which mostly local people applied for.

In 2019 Community Wind Power (now CWP energy) began to fund the community and we set up a new contract with them. Their initial Aikengall/Monynut park had 16 turbines and started producing power in March 2009. Their 2nd phase, powered in November 2017 has 19 turbines, and funding to CELCA was first received in 2019 - only from this part of their wind farms. The amount has remained at £50,000 per year until this year and has now increased to £60,000 per year as back payments have been added.

Crystal Rig IV is due on line in the next year or so, and discussions are taking place as to what our share of the funds from there will be; also what mechanism will be used. Crystal Rig 1 is due to be repowered with fewer but higher turbines. There are discussions about 'how muchand .. when.

Past Year:

As trustees I hope we have each tried to engage with our community; sometimes it feels like an uphill struggle. However in putting this report together I do realise CELCA does a huge amount to help / benefit all our residents of all ages to feel a part of the community and know they can apply for funding. I'll just tell you about a number of specific projects run in the past year and further back.

Some have been specifically to encourage Community engagement:

Two special social events were held; a Pizza evening with Big Blu Pizza van in Longformacus Hall - open to everyone... amazing pizza's. A smattering of folk from out with Longformacus came and many from in and immediately around; well worth early evening.

The following day in Cranshaws, again for everyone, there was a superb lunch by Courtney Catering.

There were games for children at both; also asked for ideas for future projects.... I had a note to self - be better prepared to get feedback eg post its on wall with ideas from other communities.

I hope this type of event will be repeated often in the future; I was asked by one or two people to do so as they enjoyed their lunch, especially.

Regular events:

Monthly pop up community cafe in Longformacus - super home cooked bakes and good coffee. Nice atmosphere, very welcoming; last week 2 groups of cyclists dropped by and were delighted to find the cafe. Well done the cooks.

For Seniors:

Regular outings 2-4 times a year: transport is provided: coffee, lunch and a 'visit': Abbotsford, Rosslyn Chapel, Christmas outing over to Dunbar. Age can make it harder to walk hence more coach type trips.

All ages - health and fitness: yoga, thai chi, massage, various therapies;

- swimming lessons for children, part funded membership, pool lifeguard training; at least 2 of our young people have completed this; one got holiday work right away.
- Whitadder sailing centre: weeks training - all ages; paddle boarding, canoe and kayak use. All subsidised, equipment provided and parking - or fishing if one wanted.
- general interest and creativity: willow weaving, art, journalling, stitch and sew.

Outdoor Facilities for all:

Refurbished play park in Longformacus, with new equipment and outdoor shelter:

- play equipment for Cranshaws Orchard and 'silver sand' to play in.

Cranshaws Orchard care, and the Community Walks on going maintenance; these are real contributors to health and well being plus attractions to the area.

The Myawaki Forest (Wee forest) which we helped fund, outside Cranshaws Kirk gets regular if not many visits; now with a developing pond and a permanent large table.

'Coffee and cake' after Sunday services and after Forest Church happens there if the weather is fine. Church out of doors...a sort of church!

Outdoor tree lights; last year someone said how much these lights lifted their hearts coming home after a hard day; a long drive ahead, then the lights began to appear; Burnhouses; Ellemford; en route to Cranshaw and even up past Bothwell. Really heart warming with Community funding.

These are all really good things happening in our community which were funded with our community money.

Children: 'access for all fund' - school outings (see old postcard) have included Belgium, for P 6/7 pre-high school adventure outward bound type weekends away with youngsters from other schools who they will meet at High School.

Junior rugby in the past year: we have paid for necessary new replacement equipment, as well as funding junior rugby club membership. All the coaches are voluntary; the club takes the youngsters to watch matches occasionally in Edinburgh and holds a Christmas party for them and does their own fundraising. Parents take junior children all over the Borders to play matches - rugby starts from as young as 5; our granddaughter now plays.

We are blessed indeed with so much provided for us - and to be able to support these many activities.

Pre-schoolers: a new nursery start up support; outdoor play and woods time clothes for the school nursery and general play equipment - which is not provided by SBC.

Biggest projects: are the improvement and upkeep of the two village halls; this will be rightly ongoing.

Swimming - so vital in a country where drowning is one of the most common types of death; let's all learn to swim and keep our pool open.

I have no doubt I've missed out some things - choir is a super new one where around 15 folk are tonight because this is their practice night and they have a concert coming up.

We have looked at re-absorbing some of our funds. I understand, but as we don't need that money at present and have £50,000 in an account to get interest, I'm not sure it's a great idea.

There are six new couples in the Ellemford area alone just this year and last. One works with wood... one is a creative person - they may well think of ways to use the current funds to organise events. Let's

be generous and keep informing people of what is available.

That last part was supposedly the Past Year:

I did not mention that we have updated our 'Constitution' with a vast vast amount of work done mostly but not exclusively by one person who produced draft after draft for trustees to agree to... sometimes with difficulty, and to be suitable for the Scottish Charities Regulator (OSCR) So together can we thank - Tony Homer - for all that work. Thank you Tony.

My time as chairperson has been really super. It has been a lot of work one way and another but mostly I have really appreciated all I have been involved with. Some meetings from the very first which I chaired at Cranshaws when a standing fight almost broke out. We had a couple of tricky meetings, for most of us, last year but since then everyone has been much more courteous. Thank you trustees.

Our reputation as CELCA is not totally as I would want. I've had it said we push people around, e.g. having this meeting here tonight but the date was free, no one at the time said it was choir practice. It's up to each of us to take responsibility to speak positively about our work.

At my first meeting I said I had a sort of CELCA dream.... to have a community orchard. Well, someone paid attention and now apples, plums and all sorts of fruit are growing at Cranshaws in the Community Orchard.

'Robertson Trust' looks for ways to help groups and individuals to get funding.

It would be an excellent aim for our trustees, to deal with applications - look for ways to say 'yes' - especially as more money is coming in the near future. Maybe our motto could be 'CELCA looks for ways to help give funding'

Future... well that is up to you.

Alison Landale
Chairperson 12.11.24

5. Treasurer's Annual Report & Accounts:

The Treasurer's Report was given by AR:

The community benefit payments received from the Windfarms for the last financial year:

	2024	2023
Fred Olsen	£98,502.00	£92,849.00
CWP Energy	£96,128.00	£50,000.00
Total	£194,631.00	£142,849.00

Interest received from Skipton Building Society from February 2024 to September 2024 totals £1,134.72 split between CELCA and CELCA 2

Payments from CELCA and CELCA 2 for projects during the year were £73,449 and £26,439 respectively giving a total of £99,889 which is a reduction of £25,3704 from last year. Last year there was £146,908 paid for the Community Play Park which was split between CELCA and CELCA 2 accounts.

This leaves a surplus over the year of £83,865 compared with a loss of £118,645 in 2023.

Bank balances including £50000 in the Skipton Building Society are as follows:

CELCA	CELCA 2	TOTAL
£110,729.10	£181,631.35	£292,360.45

Throughout the year CELCA and CELCA 2 have supported 42 running projects with 5 new projects starting during the year.

Main Projects:

Winter Fuel	£3,300
Cranshaws Larder	£5,035
Longformacus Larder	£6,829
Tree & Floodlighting	£6,264
Swimming	£12,815 (moved to CELCA 2 3/6/24)
Longformacus Village Hall	£3,000 (moved to CELCA 2 3/6/24)
Duns Players	£4,000
Duns Rugby Club Juniors	£2,426
Alterations Longformacus Hall	£9,473

Annual Accounts will be signed by AL & AR and submitted to OSCR by KD

6. Election of Officers & Trustees:

AL confirmed that the Community Councillor Trustees remain in place as trustees but the CELCA only Trustees and Officers now stand down and are available for re-election.

- AL stood down as Chair
- AR stood down as Treasurer
- Vice Chair is a vacant position.
- ES stood down as trustee
- ML stood down as trustee
- PH stood down as a trustee
- WP stood down as a trustee
- GA stood down as a trustee
- SG stood down as a trustee

BL as Chairman of the Community Council took over as Chair for the election of the trustees.

Each of the trustees confirmed they were prepared to remain as trustees.

No additional trustees stood forward.

ES said it was disappointing that there was no one else in the community willing to stand as a trustee.

AL had advised the trustees prior to the meeting that it was her intention to resign as Chair having been in position since 2015.

BL invited nominations from the floor for the position of CELCA Chair. AL proposed WP and this was 2nd by SG. WP accepted.

There was a discussion as to whether one of the ex-officio trustees who are members of the community council could stand for Chair. AL read out the OSCR guidelines regarding ex-officio/community councillors holding officer positions with CELCA.

A charity has links to other bodies. For instance:

a. Where the same people are managing two bodies, one of which is a charity:

It may be difficult to demonstrate that the charity is being governed independently in its own best interests. Decision-making procedures and practical arrangements should demonstrate that conflicts of interest are dealt with appropriately.

b. When the charity is closely linked to another body and many of the same people are on the two Boards:

The make-up of a Board, where it is dominated by members from a linked body, can lead to an inherent risk of recurrent conflict of interest

A conflict of interest policy should be applied in all situations where there is a conflict or potential conflict.

WP as the elected Chair asked the floor for nominations for the position of Vice Chair: ML was proposed by CW and 2nd by AR. ML accepted.

TH raised an objection as to whether the Chair from the Community Council and officers from CELCA should be from the same family. It was of the general opinion that this happens in rural communities and any possible issues are diluted because there are 15 trustees.

For the position of Treasurer ML proposed AR 2nd by SG. AR accepted.

The Secretary position will remain vacant.

There are two paid staff which are DR Administrator and KD Financial Officer.

Action 1: KD to arrange for WP to be added to the Bank Account as a signatory and for AL to be removed.

7. Any other business:

Winter Fuel Allowance Process:

AL raised the winter fuel support process which had been discussed at the Management Group meeting on the 30/09/24 and also at the LCC OGM on 30/10/24. The proposal would be for Fred Olsen (FORL) to make a payment of £20,000 which is usually paid to CELCA to be paid directly to LCC so that it could be disbursed to residents for winter fuel support payments. KP and FORL have been approached

regarding this proposal and are in full agreement subject to the necessary Minutes from CELCA and LCC confirming that this has been subject to a vote and been agreed.

MR suggested LCC ensure that SBC are in agreement with this arrangement.

Action 2: DR in her capacity as Treasurer/Administrator for LCC to contact SBC to take advice on this proposal.

ES proposed that (FORL) make a payment of £20,000 directly to LCC so that it could be disbursed to residents for winter fuel support payments.

A vote was taken 12 votes for and 1 abstention

Action 3: Winter Fuel Process to be circulated to trustees for comments/amendments

Action 4: Winter Fuel Postcard to be circulated to trustees for comments/amendments

8. Date of next AGM meeting:

Monday 10th November 2025 to be held at Longformacus Village Hall at 7.00p.m.

Meeting closed: 20.20

Addendum to CELCA Constitution: January 2024 CELCA Trustee Code of Conduct

INTRODUCTION

This code is intended to meet CELCA's needs by covering those areas of conduct that are relevant to the role of trustee. If and when CELCA's requirements change over time, it can form the framework for a more detailed code of conduct, should that become necessary.

All CELCA trustees must read, sign and date this Code of Conduct on appointment, or as soon thereafter as possible. The Code of Conduct is expressly referred to in the relevant section of the CELCA Constitution and places specific requirements, expectations and process upon trustees of the Association.

CODE of CONDUCT

It is the responsibility of trustees to:

- Act within CELCA's governing document and the law – being aware of the contents of the organisation's Constitution and the law as it applies to CELCA.
- Act in the best interests of CELCA as a whole – considering what is best for the organisation and its beneficiaries and avoiding bringing it into disrepute.
- Manage conflicts of interest effectively – declaring and resolving any such conflicts and ensuring no personal gain, materially or financially, unless specifically authorised to do so.
- Have a sound and up-to-date knowledge of CELCA and its environment – understanding how the organisation works and the limits within which it operates

- Prepare fully for meetings and all work for the organisation – reading papers, querying unclear or potentially contentious matters and thinking through issues in good time before meetings.
- Attend as many meetings as possible: respecting confidentiality, contributing positively, listening carefully, and when appropriate challenging sensitively. When doing so, respecting people’s diverse views and opinions and their varying perspectives on matters under discussion.
- Accept a majority decision – making decisions collectively, standing by them and not acting individually, unless specifically authorised to do so.

Trustees are expected to attend all Management Group Meetings and General Meetings. Trustees may be removed from office if they are absent from more than three consecutive meetings of either type, or more than four meetings in any twelve

month period, unless the absence is due to illness or some other reason, as notified to and accepted by the Chair.

If any trustee wishes to cease being a CELCA trustee at any time, they should inform the Chair in advance, in writing, stating their reasons for leaving.

DEALING WITH A SUBSTANTIAL BREACH OF THE CODE

- A substantial breach of any part of this code may result in a trustee being asked to resign from the CELCA Management Group, of which all trustees are members.
- Should a substantial breach appear to have occurred, the Chair of CELCA and/or their nominee(s), will initially discuss the matter with the trustee concerned, then separately with others who witnessed the incident in question. These need not be trustees. A note of the issues observed and any response from the trustee will be made, a copy of which will be shared with the trustee concerned.
- If the matter cannot be resolved through informal discussion, it will be referred to as a sub group of the Management Group, drawn up by the Chair of CELCA, or their nominee, comprising up to 5 trustees, none of whom has had any prior involvement in discussing the concerns raised. This group will receive the note of prior discussions from the Chair, and the trustee will be given the opportunity to be heard. At least 7 days notice of the relevant sub group meeting will be provided to the trustee concerned. Should the trustee fail to engage with any part of this process they will be deemed to have resigned by their own volition.
- The sub group will decide on an appropriate course of action and make recommendations to the Chair. The trustee concerned will be notified of the Chair’s decision within 5 days of the sub group meeting having taken place.
- If the trustee is asked to resign and they are unhappy with that decision, they have a right of appeal, which should be lodged with the Secretary of CELCA within 7 days of them being notified. The appeal will be heard by an independent adjudicator, approved by the Management Group. Whilst an appeal is being dealt with the trustee concerned will be required to stand down from their position.
- The decision of the independent adjudicator will be final.

Date

Name

Signature