

	<b>MCDC AGM Minutes</b> <span style="float: right;"><b>DRAFT</b></span>	
	Date:	<i>Tuesday 5<sup>th</sup> November 2024</i>
	Time:	<i>6PM</i>
	Location:	<i>Village Hall</i>
	Public/Board Only	<i>Public</i>
Directors Attending:	Angus Robertson (AR) (Chair) Henriette Laidlaw (HL) Keith Laidlaw (KwL) (Treasurer) Sue Layton (SL) Sam Firth (SF) Bob Jones (BJ)	
Staff attending:	Andrew Kelly (accountant/auditor), Lilia Dobrokhodova (Company Secretary/Development Officer)	
Members attending:	6 directors and the Co. Sec plus 9 other ordinary members and 1 associate member	
Proxy Votes Received	2 proxies appointing the Chair	
Chaired by:	Angus Robertson	
Minutes by:	Aukje Delnooz	
Meeting is quorate:	Yes - more than 8 ordinary members	
Declaration of Interests	None	

Agenda Points	Summary/Discussion/Feedback	Resolutions
Apologies & Proxies	Meeting will be recorded. All in agreement. Apologies from Jane Suart Smith, Nick and Annie Tordoff, Adeline Callander, George Beckett, James Rottger, and Isla Robertson. Chair has 2 proxies to vote as he sees fit.	
Minutes of last AGM	Approving minutes of AGM 6/12/23 which were available to view on morvern.org Matters Arising - none	<b>Resolution 1:</b> To approve the minutes of the last AGM dated 6/12/2023. <b>Approved unanimously.</b>

Chairman's report

I would like to open, on behalf of all the membership of MCDC by inviting you to share our thought and memories of Colin. Caroline and Colin have been members of the company for many years, Caroline worked as harbour master in 2022, the business was run efficiently in a challenging period shortly after Covid and the facilities never looked tidier or more welcoming. Colin was always around to offer such good advice and help, largely as a willing volunteer and occasionally carrying out electrical work, he continued to do that in future years and was always so helpful and supportive. More recently, MorVolts appointed him in an official capacity as our authorised person to deal with servicing and operating of all our high voltage equipment in the powerhouse. This work required a very skilled, qualified and safety conscious engineer, which Colin undoubtedly was. We are all so privileged that Morvern could provide such skills from within the community. Of course, there are so many other areas and memories of Colin that we all have but I just wanted to mention those few of particular importance to MCDC. I would now just invite you to share a short period of silence to recall your own memories of Colin.

I also want to record the whole company's appreciation of and support for All the team down the mine and LQS. We work closely with them all as neighbours in the Harbour, they are so important to our lives and MCDC will support them wherever we can.

Officially, the AGM is a time to report on the last financial year from April 2023 to March 2024, Our Trustees Report, as part of the accounts package does this. But by the time we get to hold the AGM there is another 6 months to report on as well and I have included some aspects of that in this chairman's report, which now covers 18 months from April 2023 to October 2024

We are only as strong as the people we engage with and there are an enormous number of people I would like to thank. Please forgive me if I miss a few because everyone is deserving of some thanks, but my memory is not. Firstly, to thank all of the 11 of us who are currently directors of one or other of our boards and especially the two who are standing down in our automatic rotation system. This year these are Sam Firth who is standing down at this AGM to pursue other commitments after a very productive and active year, and Jane Stewart Smith who has been on the board of MCDC since 2018 and its chair until last year. She is also retiring from the board of MCTC. I must also thank other board members who stood down during the time under review. This include MCDC Directors from last year, Jennifer Robertson, Amy Stammers Nick Tordoff, and Kenny McLaughlan, some from the current year including Kevin Laurie and co-opted member, Ellen Bird plus representatives from MCC, Morvern Gemmill in April 23, and Clara Montgomery in September 24.

A massive thanks also go to our team of staff lead including Lilia, Heath and Heather at the harbour, Douglas out at Barr, and Isla in admin and now in housing as well. With our them none of this would happen and we thank them for all their efforts and energy and commitment to the community and the company, throughout the period. We also pay particular thanks to Adeline who quietly keeps us all right where money is concerned. Also, local contractors of all sorts and skills including the Grassmen, Martin Newton, Ivan Woolley, and Calum Montgomery.

Thanks also to all of the Attic Team. Recycling was a major target for the early years of Live Life Morvern and the Attic is a shining example of good recycling while also creating so much good feeling, charitable funds and that's not even to mention the shiny new telephone box as well.

I want to move on to talk about the Café this past autumn. Firstly, to thank Lucy sincerely for taking on the challenge and to say to her and the community, how very sorry we all are that, when looked at closely, it just wasn't going to work and that the very difficult decision had to be taken to stop, and better done sooner rather than later. I would also like to record the companies thanks to all those volunteer directors as well as our wonderful team of staff, who worked so hard on the project to get it going and even harder to take those very difficult but, I am convinced, necessary decisions.

You will be aware from the press releases put out by MDCD in October that there is clear recognition that lessons must be learnt and of the value and importance of the café to the community. It is absolutely our intention to continue to seek a way of making the community café work successfully, both summer and winter going forward and we pledge to keep you updated on progress with that

Governance and company structure – The company has grown considerably since it started way back in 2000, and we feel it has outgrown itself. For the first time ever, we now have some spending money in the form of receipts from hydro (if it continues to rain and electricity prices remain high) and that is Good. However, we also have many more operations to manage efficiently and that has meant directors being swamped by ever more day to day operational matters. It is unsustainable to expect volunteer directors of the future to sign up to such work as volunteers. The best solution from other trusts in the same circumstances has been to take on more staff who are skilled and well able to manage the operations successfully, leaving the volunteer board members to be more strategic and less hands on. This should in turn and hopefully attracting more volunteer local directors to get involved and bring their skills to the table.

One key step we have been working on over last year is to secure better governance, clear policies in areas like Health and Safety, codes of conduct etc. so that we are fit for purpose well into the future. One of our biggest projects this year has been the revision of our governing document – the Articles of Association. This has taken us longer than we expected, and we now target to have our new set of articles ready to present to the membership for their approval at an EGM early in 2025

Another important key step in this process has been our decision to appoint a new member of staff. We very much look forward to welcoming Susanne Pender to join the team as Operations Director on the 17<sup>th</sup> of November. We plan that she will work between the boards of each company and the team of staff involved in operations and development with the objective of getting the best out of both.

We look forward to giving her a very good welcome

Agenda Points	Summary/Discussion/Feedback	Resolutions
Auditor and Treasurer Report & presentation of Accounts	<p><b>Highlights from Auditor’s report presented by Andrew Kelly:</b></p> <p>Strong year, with parent company close to breaking even, which is very good for a not-for-profit organisation. Group as a whole made a surplus of £350K (due to MorVolts). However, we’re expecting these profits to be smaller in future , due to changing rates. In total £1.5million total income for the whole group (incl. grants, fuel, harbour and electricity sales).</p> <p>MCTC: relatively challenging year. Some projects were less profitable than we hoped, but we need to bear in mind that MCTC’s aims are for community benefit as well, not just for profit.</p> <p>MorVolts: particularly strong year, due to lots of rain and strong energy market. Decisions are needed about what best to do with the income (e.g. pay off mortgage, invest in housing project).</p> <p>Overall balance sheet is strong, with £2m “net assets”. Roughly £9m total assets, including £1.5m cash, and £6m borrowings, most ring-fenced in Morvolts.</p> <p>Cash on 31 March 2024 was £1,491,987 and on 30 September 2024 was £1,542,501 with bank loan for the Miners’ Court houses paid off.</p> <p>.Nothing to highlight in the audit report, just a couple of very small points raised with board in a letter, relating to risk management and a minor point about recording transactions (to make life easier rather than a significant issue).</p> <p>No questions about the auditor’s report from the floor.</p>	<p><b>Resolution 2: To receive &amp; approve the audited accounts and Trustee’s Report for year to 31/03/2024</b></p> <p><b>Approved unanimously.</b></p>
Treasurer’s Report	<p>My statement is more current state and forward looking:</p> <p>It bears repeating that MCDC group is currently 3 companies.</p> <ul style="list-style-type: none"> <li>- MCDC parent itself which wholly owns the other 2 and provides strategic direction and guidance for the group. However, the other companies are separate entities in their own right with separate boards.</li> <li>- MCTC the trading arm which is there to provide services to the community. Currently operating in the following areas. <ul style="list-style-type: none"> <li>o The petrol pumps which it charges the cost plus 1 pence per litre to cover operational costs. Which might be too low a cover charge and we should consider a small increase or a small percentage e.g. 1.5%</li> <li>o Pontoons for local boats and to attract visitors to the community for economic benefit.</li> <li>o Electrical bike hire.</li> </ul> </li> </ul>	

- The hub
- Note that the miners court flats are now debt free and are operated directly by MCDC.
- Morvolts. A very insightful development from previous and current board members that is a renewable energy source and an economic revenue stream. Morvolts had a budgeted surplus revenue of the approximate £100k area. However, due to global events the surplus revenue has been exceeding that mark by a wide margin. This year's surplus also currently with 5 months to go looks to be similar if not greater than last years. IT MUST BE stressed that revenue from Morvolts is basically dependent on 2 variables that we cannot control. The amount of water falling out of the sky and the price it can receive from the energy markets. We were fortunate to lock in a high price for a time, but that locking will expire soon and the current market price is a lot lower than that lock in. e.g. Although Morvolts can be viewed currently as a golden goose it cannot be relied on to continue to be so profitable.

The surplus provided by Morvolts is intended this year to go towards the housing project capital budget. Once the planning permission obstacle from the Highland council is removed this will progress. Housing is approximately a £3mil+ budget. Our Project officer has identified £1.5 mil of match funding. There is still potential for more funding to be identified and requested. However, with the Morvolts surplus and a mortgage we do see a way forward to having the budget in place to progress the housing as soon as possible rather than wait for more funding to be sourced. Housing has been identified as the #1 priority. As the local council does not seem interested in providing housing for outlying communities, we MCDC will progress this and possibly in the future, housing project(s) to ensure the continued viability of our community.

Some other Treasurer related observations:

With about £9mil of assets and an annual revenue of around £1.5 mil. It's a company that punches way above its weight class of 2 Full Time employees and 3-4 Part time employees. We have a new Operations Director joining us in the very near future who will allow us to progress our current plans and help us focus on the ways forward. E.g. Completing the current housing project. More renewable energy? More housing? So please provide Susanne a warm welcome to the community.

The main reason MCDC group has been a shining example is also in part due to the Directors who are all volunteers. Especially The Chairs of each company who put in a lot of effort and time to server their company and therefore the community. MCDC group would not be a success without Angus, Dave and Nick. Also all the other directors who contribute significantly to the success of the companies.

Finally: A plea. ALL MCDC members and Morvern community residents have a valid input and occasionally a very vocal input on how MCDC group companies are run. I would strongly encourage people to consider assisting the companies by, if not now in the future serving the community, offering to be a Director.

Agenda Points	Summary/Discussion/Feedback	Resolutions
Appointment of auditors	Resolution 3 Proposed: To: appoint Sumer Audit Co Ltd. as our auditors for the year ending 31/03/2025	<b>Resolution 3: Approved unanimously.</b>
Retirement & election of directors	Jane Stuart Smith and Sam Firth retired as Elected Directors at the AGM. Keith Laidlaw stood down as a replacement(co-opted director) but now stands for election by the membership as an elected director. Ellen Bird had previously resigned as a replacement(co-opted director) prior to the AGM. There are currently 4 positions available on the MCDC Board and just two applicants standing for election – Keith Laidlaw and Susan Taylor.	<b>Resolution 4:</b> appoint Keith Laidlaw as a newly elected director of MCDC. <b>Approved unanimously.</b>  <b>Resolution 5:</b> appoint Susan Taylor as a newly elected director of MCDC. <b>Approved unanimously with 1 abstention.</b>
Subscription fees	Resolution 6 Proposed: membership subscription fees to remain unchanged at £1 for life	<b>Resolution 6:</b> membership subscription fees to remain unchanged at £1 for life. <b>Approved unanimously.</b>
AOB	None	
Close of meeting	The chair closed the meeting at 18.45 pm on the 5 <sup>th</sup> . November 2024	