

**MINUTES of a meeting of the Board of Directors of the Drumsheugh Baths Club
Limited held at 6:00pm on Wednesday 20 February 2019 at the Club.**

Present: Jock Miller (Chair), Carol Keith, Jenny Boyd, Justin Macinante, Tony Vettraino, Gordon Henry, Stephen Archer.

In attendance: Paul Dunlop (Operations Manager)

Apologies: Nil

1. Minutes of the previous meeting:

Minutes of the previous meeting on 9 January 2019 were approved.

2. Matters arising from same not covered by this agenda:

Using numbering (and order) from previous Minutes:

Item 5 Finance 5.1 (Finance): GH advised that re opening a deposit account in a different bank that offers higher interest, awaiting JB to complete form.

Item 6 Director Updates/Marketing & Communication 6.2 (Capital works (gym plans) Chair to work up plans at A1 and specifications in conjunction with architect for the gym/upper showers for a separate meeting of the Board.

Action: Chair continuing.

Item 7 A.O.C.B. 7.1 (PVG) Chair advised communications with PVG Scotland who seemed to be completely disorganised. Old directors' entries still on record. Chair following up re completion of necessary paperwork in respect of new members of staff.

Action: Chair.

All other items for action addressed under other items of this agenda (or have been completed).

3. Matters for Approval

3.1 (Refer item 4.6.1 Operations Manager's report – Front Door Access): There was discussion of the quotes obtained by the Operations Manager. He will circulate background information provided by each of the companies quoting. Noted also that source of replacement cards has been located and that Operations Manager has ordered 100 cards to keep things going. JB enquired what additional benefits the new system might allow. Operations Manager indicated that idea was better gathering and interrogation of information as to members' use of the club facilities so as to better serve their requirements. JB interested in whether there is a clear cost/benefit argument for proceeding. JDM suggested that this should be listed with other items of capital expenditure for appropriate prioritising of Club requirements. Agreed that for the moment this can be parked until spending priorities are assessed.

3.2 (Refer item 4.6.2 Operations Manager's report – Pool Members' Evening): The proposal was discussed and it was agreed to support.

Action: Operations Manager to advise member and make arrangements for 21 March.

3.3 (Refer item 4.6.3 Operations Manager's report – Swim Experience): The proposal was discussed. Agreed it would be only for members if supported. JB asked about effect of Dan Wallace marketing of idea on the Club's brand, would there be other marketing opportunities from it, is this same proposal being made other places? Supported in principle, subject to getting further information.

Action: Operations Manager to discuss the proposal with Dan Wallace again, get more information.

3.4 (Refer item 4.6.4 Operations Manager's report – Members' Noticeboard): Agreed to make space on one of the existing noticeboards available for the trial period of three months, subject to exclusion of buy/sell notices.

Action: Operations Manager.

3.5 (Refer item 5.1 previous minutes JDM report on proposed corporate restructuring): There was discussion of the report. JDM noted that (i) essentially nothing would change except that everything would move across to the Trust/club structure, rather than being under the company (the company would remain solely for the purpose of holding property for the benefit of the members); (ii) whatever steps were taken, it was imperative for the Board to do something as, inter alia, the company was currently in breach of Companies Act requirements concerning maintenance of the register of members. As a preliminary matter, agreed to obtain further advice from counsel on what would be required to move to the new structure that had been proposed by him, what the timing would be and what would the cost be. The first step in the process would need to be meeting with the 'A' shareholders, as they are the group that would be most concerned by the changes, therefore it is necessary to explain the proposal and get their support. It was noted also that there may be accounting and tax considerations for both the 'A' shareholders and for the Club in moving to the new arrangements.

Action: JDM and GH to instruct counsel.

4. Manager's Operational Report including Health and Safety update:

Operations Manager's report dated 15/02/19 noted in general.

4.1.2 (Membership): Membership figures were discussed. Noted that current 523 members includes the 33 who are yet to pay subscription for 2019, but also the 29 leavers and 8 new joiners.

Action: Operations Manager to ring those listed as not having paid subs yet and confirm that they will have their cards stopped at the end of the month; also advise staff to be aware who they are and not buzz them in.

5. Finance:

5.1 GH noted no current issues other than the membership renewals.

6. Director Updates/Marketing & Communication (by exception):

6.1 (insulation) TV asked about the insulation of the piping in the undercroft. Noted previous quote was for about £2000.

Action: Operations Manager to obtain further quote.

6.2 (hot water) TV noted that there had been an incident with the boilers and this had been traced to the pilot lights on the boilers going out. This was due to the draughty ventilation in the undercroft. It was noted that there is a system in place now for staff

to check daily to make sure pilot lights haven't blown out. Proposed to get Caledonian to check the situation concerning the draught and ventilation next time they check the boilers.

Action: Operations Manager to make note.

7. A.O.C.B.:

7.1 Citation proposal for ISO 45001 certification at a cost of £633.60 considered. Rejected as unnecessary.

Action: Operations Manager.

7.2 Planning application (No. 19/00555/FUL) with three proposals for 14 Belford Road noted and discussed. Chair is obtaining advice how best to respond and will report back to Board.

Action: Chair.

8. Next Meeting:

Wednesday 13 March 2019 at 6:00pm.

The Chairman closed the meeting at 7:35pm.