

**MINUTES of a meeting of the Board of Directors of the Drumsheugh Baths Club Limited held at 6:00pm on Wednesday 19 June 2019 at the Club.**

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

**In attendance:** Paul Dunlop (Operations Manager)

**Apologies:** Carol Keith.

**1. Minutes of the previous meeting:**

Minutes of the previous meeting on 8 May 2019 were approved.

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

*Using numbering (and order) from previous Minutes:*

**Item 3.2 Manager's Operational Report: 4.6.2 (Item of jewellery found):**

Operations Manager noted no-one has come forward to claim item yet. SA advised that one of the members was a jeweller. Chair to contact member and put in touch with Operations Manager to assess whether item of any value. If so, then Operations Manager to take to police.

Action: Chair.

**Item 3.3 (Change of company name to remove full stop):** GH advised that he had received advice that the change of name will require resolution of members. To be included on the agenda for AGM.

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

**3. Matters for Approval**

3.1 Refer to item 4.6.1 (Report – Shower area): The meeting discussed the report circulated by CK prior to the meeting. JB proposed that the cold shower area be re-tiled in the same way also, so that the entire area would be to the same standard. Noted that this was not part of the current costing. GH inquired whether Historic Scotland needed to be consulted in relation to the type of tiles used. Chair noted that it would be necessary to speak to Historic Scotland, architect David Willis to be asked to follow up. Operations Manager advised he had already contacted Historic Scotland and been referred to the Edinburgh Council. It was agreed to proceed on the basis of CK's report, subject to confirmation of the position in relation to any Historic Scotland/Council requirements that would need to be met.

Action: Chair

3.2 Refer item 6.1 (Corporate restructuring): JDM noted his report to the previous Board meeting on the meeting with Brodies solicitors and David Welsh, of counsel on 1 May. Brodies and counsel were to follow up with a list of documents for Club to provide for legal review; an outline of the steps in the process; and an updated, more accurate assessment of likely costs. These were not received by the last Board meeting, but had now been received and copied to the Board. In particular, attention was drawn to the doubling in the estimated cost of the procedure. This would necessitate further Board approval. JDM proposed to approach Brodies on the basis

of agreeing a fixed fee, however he could not guarantee Brodies would agree. It was impractical to approach the matter in stages (e.g., requesting Brodies indicate when the cost reached a predetermined level) as the process once commenced really needed to be carried through to completion. Thus a fixed overall price would be preferable. After discussion, it was agreed that the additional cost not be approved until the Board obtained assurance that 'A' shareholders were in agreement with the restructuring process. GH noted that the status of some of this group was unclear as they are not currently fully subscribed members of the Club. Once this is clarified, a meeting with the 'A' shareholders to be arranged.

Action: JDM to (i) review Articles concerning the categories of membership of the company and Club; and (ii) update Brodies on the current situation.

3.3 Refer item 6.2 (Harley Haddow fees): SA outlined the background to this matter as per his email of 13 June. In the first stage, Harley Haddow would produce a dynamic simulation of the building with all temperature/humidity and other energy influencing factors modelled. Approval was sought on a provisional basis, subject to the Chair, SA and GH meeting with Harley Haddow and quizzing them on the process, outcomes and follow up (e.g., benefits). It was agreed to proceed on the basis proposed.

Action: SA

3.4 Refer item 6.3 (Security): JB raised the issue of Club security in the context of a second incident of a member having valuables stolen. JB noted that both incidents occurred on a Sunday when there was a party involving external guests. However, no conclusion could be reached on the possible perpetrator, or on whether the incidents were related, notwithstanding similar timing/context. However, members should be advised again of the need to be security conscious with valuables. JB raised the question of signing in guests – especially in the context of Fire Regulations. Operations Manager to check on this with Citation, and review the overall process followed when the pool is hired for Sunday parties. There was discussion of the incidents, options to address the problem and issues arising for different approaches. JB view that there should be a staff member on the entrance door at all times during party-hires. It was agreed that the Operations Manager investigate installation of CCTV with recording facility for the Club entrance hall and also the members' lounge. JB said system installed should be scalable.

Action: Operations Manager.

3.5 Approval accounts to 31 January 2019 and Auditors' letter of representation: the Audited Accounts were approved by the meeting. After discussion of the terms of the Auditors' letter of representation, in particular the item concerning measures to address potential fraud, it was agreed that GH sign on behalf of the Board.

Action: GH

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

Operations Manager's report dated 14/06/19 noted in general.

4.1 (Membership figures and enquiries): Membership figures continue to impress. JB raised query concerning the presentation of figures and discrepancies in the tabulation. Operations Manager indicated allowance needed to be made for members moving between categories of membership. Agreed confusing, query need for historic information each month. Chair suggested historic figures useful just when specifically considering marketing necessity – when listed as a specific agenda item. Operations Manager to look at alternative presentation formats for the monthly figures.

Action: Operations Manager

**5. Finance:**

5.1 GH presented the management accounts update. Noted that the Club is performing ahead of budget: ahead of budget on income and costs as expected (or slightly below as over-estimated in 1<sup>st</sup> quarter). It was noted also that the loan from M Gibson was continuing but given the Club's cash position, this should be paid off, with thanks to Mr Gibson for his generosity.

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

Nil

**7. A.O.C.B.:**

Nil

**8. Next Meeting:**

Wednesday 10 July 2019 at 6:00pm.

The Chairman closed the meeting at 7:50pm.