

**MINUTES of a meeting of the Board of Directors of the Drumsheugh Baths Club
Limited held at 6:00pm on Wednesday 17 July 2019 at the Club.**

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

In attendance: Paul Dunlop (Operations Manager)

Apologies: Stephen Archer, Jenny Boyd.

1. Minutes of the previous meeting:

Minutes of the previous meeting on 19 June 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): Chair advised that the member who is a jeweller had indicated the stone possibly a diamond. Operations Manager put out another notice to members. In the absence of a response, to take to police.

Action: Operations Manager.

Item 3.2 Refer item 6.1 (Corporate restructuring): JDM advised that he had emailed the solicitors advising them that there would be a delay until the matter had been put to members and also seeking a price cap. There had been no response to date. In relation to the membership, JDM noted that membership consist of 'A' shareholders and 'B' shareholders. The Articles do not specifically address the situation of a restructuring as proposed, the closest approximation to such addressed by the Articles probably being disposal of the property of the company (Articles 4.2, 4.3) which requires a 75% majority of both 'A' and 'B' shareholders. However, s.21 Companies Act requires a special resolution for altering the articles (as the restructuring will require), which is 75% majority (s.283). It was agreed to convene, in the first instance, a meeting of 'A' shareholders with the Chair, JDM and GH to seek support for, and in principle approval of, the proposal before committing to the expenditure.

Action: JDM

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 finishes, colours): The meeting reviewed gym and changing area where the work is to be carried out and the colour pallet and selection of finishes as per the schedule provided by the Operations Manager. The need for additional painting and the possibility of carrying the new flooring through to the open balcony was discussed; price quotes to be obtained by the Operations Manager. The schedule of finishes and colours was approved.

Action: Operations Manager

3.3 Refer item 4.6.1 Operation Manager's Report (CCTV quote): TV raised questions of privacy, especially under EU General Data Protection Regulation (GDPR) as transposed into UK law. Query need to notify members, explain the reasons for recording and notify members of camera locations. It was agreed that these steps

would need to be taken. GH said Citation should be asked for advice re privacy laws application: Operations Manager advised he had contacted Citation, but they had not responded in terms of legislative requirements. Operations Manager to follow with Citation about any legal requirements related to installing cameras/recording. JDM advised that the main GDPR issue would be in terms of the protection and security of the recordings that are kept. Chair raised issue of need for two cameras in new gym area to cover gym and lockers. It was agreed to accept the quote.

Action: Operations Manager to follow up Citation and number of cameras.

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

Operations Manager's report dated 08/07/19 noted in general.

4.1 (Membership figures and enquiries): Noted with approval.

5. Finance:

5.1 Nil

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

Nil

7. A.O.C.B.:

Nil

8. Next Meeting:

Wednesday 14 August (or 21 August?) 2019 at 6:00pm.

The Chairman closed the meeting at 7:10pm.