

**MINUTES of a meeting of the Board of Directors of the Drumsheugh Baths Club
Limited held at 6:00pm on Wednesday 21 August 2019 at the Club.**

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

In attendance: Paul Dunlop (Operations Manager)

The attendees made a brief inspection of the capital works for the new gym and locker area before the meeting commenced.

Chair welcomed everyone.

Apologies: Jenny Boyd.

1. Minutes of the previous meeting:

Minutes of the previous meeting on 17 July 2019 were approved.

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

Using numbering (and order) from previous Minutes:

Item 2: Manager's Operational Report: 4.6.2 (Item of jewellery found): Operations Manager advised that no one had come forward so he would take to the police.
Action: Operations Manager.

Item 2: Refer item 6.1 (Corporate restructuring): JDM advised that notices had been prepared seeking 'A' shareholders to contact the Club to confirm contact details. Notices to be put up in Club/published, then after reasonable period to allow for responses, a meeting of 'A' shareholders will be convened to outline and solicit in principle approval of the proposal, before committing to the expenditure. Chair to advise Operations Manager when to proceed with notices.
Action: Chair/Operations Manager/JDM

Item 3.3: Refer item 4.6.1 Operation Manager's Report (CCTV quote): There was discussion of the number of cameras and the extent of recording and security of recordings. Operations Manager advised there would be 8 cameras, all recording and the recordings would be copied to disk/hard-drive and kept securely by him for the period the Board agrees (a number of months – Operations Manager to enquire as to practices in other establishments) then wiped or recorded over. Operations Manager to do first draft of relevant policy, send to JDM for review.
Action: Operations Manager/JDM.

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

3. Matters for Approval

3.1 Chair email 20/08/19 (including costings) re strip-out upstairs shower: There was discussion of the benefits of doing the strip-out of the shower area while the current work is being undertaken so as to minimise disruption once the new gym and locker area are commissioned. There was discussion also of the likely cost versus budget in terms of what could be done: whether to just strip out or complete the work, noting that there would also be cost benefits to doing all the work at the same time. SJS has

been asked to quote for the full shower fit out. As it is time critical to the scheduling of the works, the meeting agreed that SJS should proceed to do the strip-out now (needed to be advised by 22/08/19).

Action: Operations Manager

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

Operations Manager's report dated 16/08/19 noted in general.

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

5. Finance:

5.1 Second quarter update for September meeting: Noted. GH advised that he would recast the cash flow in view of new memberships; also mentioned the timing for review of the fees charged to schools. It was agreed to leave as it is at present and for GH to write to the schools advising them that fees for the forthcoming year would remain unchanged.

Action: GH

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

6.1 Energy Update following meeting Sarah Peterson/Harley Haddow report: SA spoke briefly to his email of 20/08/19 – first study was based on modelling, second will be based on physical elements; costs need to be ascertained for closing the cupolas/installing wind hives, but if under the anticipated £30K, then would seem to be obvious cost benefit. GH noted need to take stage-by-stage to understand how the building works, avoid over-engineering and over-spend. SA agreed need to bring the costs down, then understand what is required. Chair noted that a measuring exercise is taking place to evaluate water loss. Actions on-going.

7. A.O.C.B.:

7.1 CK provided feedback on her first monthly meeting with Operations Manager, which went well. CK to advise individual directors of items of raised relevant to them.

Action: CK

7.2 Chair observed that sauna/steam room defects liability period must be ending soon, noted a couple of items to be raised (e.g., ceiling issue). Operations Manager to check.

Action: Operations Manager.

8. Next Meeting:

Wednesday 11 September 2019 at 6:00pm. Noted also that the AGM would coincide with the following Board meeting (9 October) and therefore **notices of the AGM must be received by members not later than 17 September.**

The Chairman closed the meeting at 6:45pm.