

DRUMSHEUGH BATHS CLUB. LIMITED

MINUTE

MEETING OF BOARD OF DIRECTORS

6.00 pm 11 December 2019, at the club

PRESENT:

Gordon Henry (in the chair) (GH)
Carol Keith (CK)
Tony Vettraino (TV)
Stephen Archer (SA)
Caroline Docherty (CD)

IN ATTENDANCE:

Paul Dunlop (PD)

APOLOGIES:

Jenny Boyd (JB)

1. MINUTE OF LAST MEETING

IT WAS AGREED to approve the draft minute of the meeting of the Board held on 13 November 2019.

1.1 Matters arising

- **Corporate restructure - Noted** that CD and GH had met to discuss. CD now had papers, was reviewing, and CD and GH will report back to a future meeting with recommendations.

2. MATTERS FOR APPROVAL/DISCUSSION

2.1 Chairman

DISCUSSED - who would chair this meeting, and generally - the position regarding the role of chairman. Some felt that as the Board works so well as a group, was there a need to have a formal chairman? The contrary view was also discussed - namely that there are benefits in terms of continuity from meeting to meeting, and in terms of there being one person that members will see as the "go to" member, in having the role of chairman filled. AGREED that GH take the chair for this meeting, that a decision on the role of chairman be held over until there is a full board in place, and that in the meantime the chairing of meetings rotate.

2.2 Potential Director

DISCUSSED the member who has expressed interest in joining the Board, and their areas of expertise. Also - the areas that the Board looks to cover - namely finance, legal, member services, staff and maintenance, energy, member liaison and communication and marketing. It was also felt advantageous to have representation from the different interest groups amongst the membership on the Board - e.g. those who attend classes, those who use the gym, those with children etc.

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AGREED that CK and CD would arrange to meet the candidate for membership, preferably before the next Board meeting. GH had already met them for an informal chat.

2.3 Flexible membership

There were two matters to discuss under this heading:

- **Retired membership.** A member had approached GH who has retired, but is not of state pensionable age, and thus does not qualify for the current retired membership category. The options were fully discussed. AGREED that it was not appropriate to make exceptions on a case by case basis, nor to amend the current retired member qualifying criteria. Considerable work had been carried out in more recent years to reduce the number of membership categories, and the benefits in terms of clarity and simplicity of administration should be maintained.
- **Under 30s membership.** PD had raised the possible benefits of such a membership. At present the club has a student membership for those aged 18 - 22, who had previously been junior members. It was felt that for those aged 23 to 29, offering a reduced fee would be a good way of introducing new members to the club, who would hopefully continue as full members when they reached 30. It would not be a requirement that members in this category need necessarily have been junior members. AGREED that this membership category be introduced on a trial basis at the rate of £50 per month, to test the take-up, and thereafter monitored. It may be necessary to introduce a cap on the number of members in this category, though the general view was that this would not be the case, and that take-up would be modest, limited to keen swimmers, rather than the greater mass appeal of budget gyms amongst this age group.

2.4 Refurbishment of downstairs shower area - update

To allow this to proceed, tiles need to be selected, which will then need to be approved by Historic Scotland (HS.) CK and PD have visited the Original Tile Co (OTO) and seen several samples. These are generally "plain, with a border." The OTO representative had visited the club and was knowledgeable and understood what was required. Once we have chosen a preferred option a sample board will be prepared, to go to HS. AGREED that CK and PD would liaise on the preferred option and arrange for HS approval to be sought. Only when such approval is given will an order be placed, and the timing of the work discussed.

2.5 "A" Shareholders who are no longer members

GH reported on the exercise that he is undertaking, to "clear up" the company's share register. There are 73 such shareholders. 30 are "not active" and not on the club's database - i.e. have no current connection with the club. Discussed the provisions of the Articles of Association in relation to the holding of A shares. GH and PD have managed to find addresses for approximately half. AGREED that GH would write to these shareholders and seek to ascertain their wishes. GH will draft a letter, and circulate for comment, before issuing, and will report back to the next meeting.

2.6 Company policy regards transfer of ownership of the shareholdings of deceased A shareholders.

Following on from the exercise referred to at 2.5, GH reported that there were several shareholders falling into this category. AGREED that CD would seek an informal view in the first instance from colleagues specialising in this area, and would liaise with GH about the appropriate approach, and they will report back to the board as appropriate.

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2.7 Dr Paul & Mrs Betty Geissler donation £1,000 – how to utilise

At the previous meeting it had been agreed that the donation be spent on redecoration of the gym. However, there have been complaints about the draft caused by the door, and so it was felt appropriate to revisit the timing and discuss whether we should be looking at replacing the gym door before redecoration. PD reported that a curtain has been put up, and that the reports are that this has been well received. AGREED that this was an appropriate solution for now. Replacement of the door would be a big job, and so further AGREED that the redecoration should proceed. Discussed the timing of the work. AGREED to proceed as quickly as possible, and to do so based on temporary relocation of the classes, rather than a work-around, that would extend the period of disruption. Quotes for the work had been obtained. AGREED that PD and TV would meet with the company who gave the cheapest quote, to interrogate the detail, before instructing the work.

2.8 Pool Rental - Oscars After School Clubs

The enquiry received to use the pool during school holidays for use by Oscars, who provide commercial holiday clubs, was fully discussed. This would be during the Tuesday morning slot utilised during term time for St George's classes. The timing, resources required from staff, hire rates, and general desirability of the proposal were discussed. AGREED not to proceed.

3. OPERATIONS MANAGER'S REPORT

The report circulated by PD prior to the meeting was noted. The following matters were discussed:

- **Photographer.** The work done by the student who had visited was not of good quality. PD had sought a recommendation. He knew what photographs were needed - for marketing material, website etc, and was happy to instruct the photographer. AGREED to proceed, on the basis that CK and/or CD will review the proposed Terms & Conditions first.
- **Maintenance Schedule.** It was felt that two additional items need to be addressed:
 - **Heating for classes in the winter.** AGREED PD would look for a suitable space heater.
 - **Decoration of the staff room.** Noted that this is very poor. AGREED to undertake some work to smarten it up. PD to consult with staff to identify what they feel are the priorities for this area.

4. FINANCE

GH had circulated a report prior to the meeting. He had nothing to add. Noted that it was likely that it would be necessary to utilise the authorised overdraft briefly in January.

5. ENERGY REPORT

SA had nothing to add to the report circulated prior to the last meeting. The Harley Haddow Reports are very good and allow us to identify that there is not a great deal more that we can do at present in this area at present.

6. AOCB

None

7. Date of next Board meeting

15 January 2020