

# DRUMSHEUGH BATHS CLUB. LIMITED

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## **MINUTE of**

**MEMBERS' MEETING, held at Drumsheugh Baths Club, on**

**Wednesday 9 March 2022 at 6.00 pm**

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### **PRESENT:**

#### **Board members:**

Carol Keith (Chair) (CK)  
Gordon Henry (GH)  
Stephen Archer (SA)  
Tony Vettraino (TV)  
Caroline Docherty (CD)  
Robert Robertson (RR)

#### **General manager:**

Paul Dunlop (PD)

#### **Members:**

Don Mahad  
Rosanna Rabaeijs  
John Butters  
Jane Butters  
Sandy Frain  
Malcolm Murray (MM)  
Muriel Murray  
Peter Dunlop (Peter D)  
Kath Murray (KM)  
Judith Argles  
Jan Vettraino (JV)  
Mary Marshall (MaryM)  
Rosemary Williams  
Doug Corrance (DC)  
John Gremson  
Michael Gibson  
Joanne Wardlaw  
Maggie Stewart (MS)  
Andrew Keith  
Lorraine Briggs  
Donald Ferguson  
Javier Albert

#### **APOLOGIES noted from:**

Fraser Campbell  
Fiona Reith  
Lindsay Miller

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## **Note**

*This Minute is presented in a full narrative style, for the benefit of members not present at the meeting.*

## **Introduction**

CK opened the meeting, by welcoming those present at the first members' meeting that we have been able to hold at the Baths for a couple of years. She introduced herself and explained she has been a Board member since 2017, and Chair of the Board since February 2020.

That was just one month before the Board had to take the difficult decision to close the doors of the Club due to the impending COVID pandemic and at that point she feared for its future. However, she noted, here we are today, thanks to the hard work and dedication from PD our General Manager and his team and the support of the Board. The Club has not only survived but is flourishing with a full membership and improved facilities.

CK then explained the format of the meeting. She noted that the formal business of the AGM of Drumsheugh Baths Club. Limited was dealt with at the end of last year, and so the purpose of this meeting is purely to give a chance for the Board to let members know a bit about what they have been doing, and the plans they have, and also to hear from members. Some questions had been received in advance, and following a brief presentation from the Board, those questions will be dealt with, before moving on to any questions from the floor.

## **The Board**

CK explained that the way the Board operates is very hands on. Each Board member has an area of responsibility, based on their expertise, in which they are able to offer support to PD. They roll up their sleeves and carry out work themselves, leading small projects as appropriate.

She then introduced the Board as follows, starting with those who will be known to members:

As chair, CK works with PD on general day to day management issues, with particular emphasis on staff and membership communications and management of capital expenditure projects.

Gordon Henry has been our finance director for 6 years now. He indicated that he felt it appropriate that he stand down this year. We are currently recruiting a replacement. Because of the very hands-on way in which we operate, it is important that we find someone with the appropriate skills to support Paul in this area – a working knowledge of Xero, our accounting software, for instance – and so Gordon has kindly offered to remain in post meantime, until we have identified the appropriate person.

Stephen Archer has a role on the finance sub-committee and takes a particular interest in energy; he was also instrumental in the decision to install the pool cover which has had a positive impact on the Club's energy consumption.

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Tony Vetraino oversees and supports Paul with the planned and reactive maintenance programme and during the closure he carried out a huge amount of painting and general maintenance in the Club which we all greatly appreciated.

We then come to the newer Board members – about whom CK said a little more:

“Caroline Docherty OBE is a lawyer. She joined the Board shortly after our last “normal” AGM in 2019. She retired during lockdown and is responsible for all legal matters. Of course, Covid meant that she had to quickly become knowledgeable about furlough, and the Covid Regulations generally, but she has also advised on staff issues, planning and property law issues, governance, reviewing our policy documents and more. She kept Paul and me right whenever another new COVID regulation came into force which ensured we kept members and staff safe during the restrictions.

Robert Robertson is a chartered surveyor, who has lectured on building valuation and is a Deputy Chairman of Lothian Valuation Appeal panel. His expertise on rates will be very important to us, and he is taking an important role on issues relating to our building.”

### **Governance**

CK then invited CD to address this topic, which she did, as follows:

“I know that a lot of people here tonight have been lifelong members of the Club and are very knowledgeable about the history of the Club, and the way in which it is owned and operated. I certainly don’t intend to cover the history of how we got to where we are – but I did think that it would be helpful, particularly for newer members if I explained, first of all, that Drumsheugh Baths Club Limited – as the name implies – is a company. Ownership of the building rests with the company, and the Board of the company – this Board – has the authority to manage the business of the Baths, associated gym and so on, as it sees fit. It sets the strategy and works with our General Manager who has responsibility for implementation, and day to day operations.

There are two points I wanted to make. The first is that tonight’s meeting is not a general meeting of the company – it has no formal status. As CK explained, we held a formal AGM at the end of last year, and she has explained the purpose of this evening’s meeting. It is informal and is to allow the Board and members to exchange views.

The second point I wanted to make relates to the way the Board exercises its powers – to run the business of the Club as it sees fit. It does this by listening to the views of members, and most importantly having in mind whenever it makes a decision, the interests of the membership body as a whole and the future of the Club. Board members have to be acutely aware of those two interests, and at all times we are conscious of the potential for conflict of interest between our interests as individual members, and those of the membership body and the future of the Club, as I have said. Members can express views based on their own personal views and wishes, and of course the Board will listen – but I would just ask that when you do that you bear in mind what the Board is having to do in relation to every decision – it is considering what is best for the future of the Club and the membership as a whole.”

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## **Finance**

CK then invited GH to say a few words regarding the Club's finances, which he did as follows:

"The latest Accounts, for the year ending 31.1.21 were circulated some time ago which hopefully gave a feel for the financial position of the Company which remains healthy. I don't propose to go over them again but if anybody has any questions there will be an opportunity later. The Audit for the year ending 31.1.22 will start later this month.

A significant focus from a finance perspective and for the Board more generally over the past nearly two years has been the implications of Covid for the Club. We had no idea how long the Club would have to close and how many members would cancel their memberships. The most significant costs for the Club are fixed - i.e. wages and fuel and light and they remain the same irrespective of how many members we have. In the event members were extremely loyal and very few cancelled their membership. Fortunately, the Chancellor introduced the furlough scheme which allowed us to retain all our staff and as I'm sure you're aware reduce subscriptions to those who stuck with us by 25%.

I don't know if it is a direct effect of Covid but ever since we have had a significant increase in applications to join and a waiting list for the first time since I joined the Board 6 years ago.

The Club is effectively a not-for-profit organisation, but we aim to generate a modest surplus each year to allow us to continue our programme of improvements and it is important to have reserve funds to future proof the Club and ensure that we can cover any unexpected bills e.g. the damp issue on the staircase. We have carried out considerable improvements in recent years which hopefully members have enjoyed and there are plans for further works, which Carol and Robert will tell you about.

The Club reached an important milestone early this year - the Bank Loan and member loans taken out 20 years ago to finance a major refurbishment of the building have been fully repaid. So, the Club is debt free for the first time in 20 years. That will save £2,500 per month in repayments and couldn't have come at a better time because we have just had to renew our gas contract which will increase by just about the same amount.

Income this year will obviously be less because of the 25% discount to subs and consequently the surplus. However, the key to success of the Club is keeping up membership numbers. At present they are the highest they have ever been and at a level we consider is the maximum to avoid damaging member experience.

Before I finish, I would like to make a plea. You will have seen from the recent communication that we are changing payment of subs to Direct Debit. This saves the Club money but more importantly it means a huge saving in work for Paul and myself monitoring payment of subs, so if you haven't already done so, please complete and return a DD mandate."

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CK then emphasised that GH had been referring to annual direct debits. The option will still be available to members to pay their subs annually, but the way of making that payment will change to Direct Debit only. She also took the opportunity to acknowledge PD's role in attracting new members – with his revamp of the web site, and his show-rounds for potential members.

### **The Building**

CK then asked RR to explain the position with the dampness we have been dealing with – at the bottom of the stairs, as this has had a knock-on effect with some of the work we had planned in the entrance hall and so on.

RR reported as follows:

“As long-term members will know, we have always had a problem with dampness at the bottom of the stairs. We decided that we would come up with a way of dealing with it once and for all. Tony stripped back the plaster, to expose the brickwork – to allow it to dry out as much as possible. Tony and I scrambled around in the mud to have a good look at the sunk area at the side of our building, and the rockface that is pretty much hard up against our wall. First, we found that there was a blocked downpipe – so we had that cleared. That meant that the wall dried out quite a bit, but there was still residual dampness coming in. I can see that this is something that we are unlikely to be able to eradicate with 100% certainty. My advice has therefore been that we leave the lower part of the wall exposed, but covered with a grille, to allow it to continue to breathe. We then install a wooden sub floor – above the existing concrete, and then lay the tiles on that – rather than straight on the concrete. This is, I believe, a cost-effective solution, and is allowing us to decorate and lay tiles.”

CK then explained that we had had to put on hold certain improvements, which can now go ahead. This is the laying of a new carpet in the entrance hall and stairs, laying of tiles on the floor outside the ladies' loo at lower level and decoration as RR had described. The carpet has been waiting in the warehouse for us for some months. We then have a planned maintenance schedule to work through. The main item is the installation of new pool filters which require the pool to be closed for a few days. The Board has therefore taken the decision to minimise disruption to members and to close the pool hall for a week and complete all the other outstanding jobs, repair the paint at the end of the pool hall, convert the pool hall lighting to energy efficient LED dimmable lighting, as well as sort out the damp issues we have in the treatment room.

Looking a little further ahead, the Board also has in mind that the members' lounge will need attention, and the closed balcony, and we need to find room for more shoe lockers.

Bearing in mind all the work that has been carried out, and the work we know needs to be done, it was felt important that we had a proper plan in place for the exterior of the building. CK asked RR to explain this.

### **Building Condition Survey**

RR explained that when he joined the Board he brought up the issue of a planned maintenance programme for the building. He recommended that we commission a Report from a

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conservation architect, which we would then update every 5 years. That will give us a running indication of works required, and in what order – with approximate costs. The Report will be an incredibly useful budgeting tool. We went out to tender on this work, and received a quote from our existing architect which was favourable. His practice specialises in historic buildings, and of course we will have the benefit of his knowledge of the building. We hope that the survey will be carried out shortly, and then we will take the process from there.

That concluded the Board's presentation. CK explained that the Board would now deal with the questions that had been received in advance of the meeting, before receiving questions from the floor.

### **Questions received by the Board**

CD explained that she would read out the questions received, in the order in which they had been received.

### **Membership numbers**

KM had been in touch to say that she has a question relating to the membership profiles in the various categories both for the current year and for the last 4 years.

PD responded as follows:

"I have sent a spreadsheet to KM showing that information. To summarise:

At this point in 2016 we had a total of 462 memberships. That total number comprised 20 families, 63 juniors, 93 couples and 206 single memberships (each of those figures include senior citizens), 41 distant and 41 life memberships. Over the 5-year period we are looking at, total membership increased pretty steadily – year on year. We now have a total of 605 memberships. We have 44 families – that's an increase of 24 families, 73 juniors, 146 couples – that is 53 more couples, and 242 single memberships. We now also have the under 30s category – which stands at 18."

KM asked for clarification of one point. The number of life members had been 41, and then suddenly jumped to 57 in 2019. How could that be – when no new life memberships had been issued?

GH explained that the number 41 showed the number of life memberships – some of which were couples. It had been decided in 2019 that it made more sense to record the number of individual members in this category, so that the Club could keep track of spouses entitled to life membership when a life member died.

CK asked to pick up on the membership numbers point. For the first time in its recent history, Drumsheugh has a healthy bank balance, a waiting list and is completely debt free, as the meeting had just heard. We are therefore able to invest in the building and services to give the members the best experience possible. In order to achieve this, we have to have a full range of memberships, not only to pay the bills but to future proof the Club. We have capped the total number of memberships at the current level and have limits on not only the numbers in categories such as under 30s and families but also on the use that certain categories of

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members can make of the facilities, such as senior citizens. There is a fine balance between generating sufficient income to maintain and invest in the Club and preserving the Drumsheugh experience.

JV asked about the “caps” that had been put in place. How had the Board decided on these? In particular, how had the Board decided on 44 family memberships as the appropriate cap?

CK responded that there was no previously decided strategy. The membership had grown organically, and the Board kept a constant eye on the numbers and implemented a cap when it was felt that the Club was “full” or that a particular category of membership was “full.”

JV asked that the Board reflect on whether 44 family memberships was correct, and CK confirmed that the Board would keep the matter under review.

A member present asked how many children could be included in a family membership. PD confirmed a maximum of 2 adults and up to 4 children and said that we currently have no family membership with 4 children. A follow up question was whether this was open to abuse. RR answered that it was unlikely.

### **List of new members**

KM had commented that a list of new members used to be placed on the notice board each month after a Board Meeting so existing members had an opportunity to know who was joining the Club. She asked that this be restarted.

CD responded that this is something we have stopped doing for two reasons. She did not want to overstate it – but there are data protection issues. This could be dealt with relatively easily though, in that we could obtain the consent of new members for their details to be published in this way – but that then creates an imbalance between the new member and the rest of the membership. Secondly, the Board have taken the view that in the modern age, new members of a club like ours do not expect to be put in this position. If they are looking at membership of David Lloyd, for example, versus Drumsheugh, the former would not publish new members’ names in this way. Her perception was that there is a preference for confidentiality. She asked for views.

Peter D commented that the difference is that Drumsheugh is a Club, not a business and it is “usual” to publish names in this way.

Another member commented that he is a new member and would have no problem with his name being published.

Peter D asked how we choose members?

PD responded that effectively we have until now operated on a “first come, first served” basis. When a vacancy arises, the next application on the waiting list, in the relevant category of membership, is offered membership. However, now that we have a waiting list, PD intends to speak with Western Baths in Glasgow to compare notes on how they operate their waiting list. They have had one for a number of years.

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## **Grab rails in toilets**

Mary M had asked why can grab rails not be installed in the WCs? She said - clearly the pool cannot provide for seriously disabled people because of the stairs, but there must be several members with less profound disabilities.

Mary M added at the meeting that she was concerned that there might be members who feel that they can no longer come to the Club, because they cannot use the toilets.

CD confirmed that she had been in touch with Mary M, to arrange a meeting, so that they can discuss this issue. The Board is keen to find a solution. Although we have to bear in mind that we occupy a Grade A listed building, the Board feels sure that we can provide aids that will address the needs of members affected in the way described.

JV mentioned that "tall" toilets may be the solution.

## **Lane booking system**

Two questions had been received on the same topic - a request that we reintroduce the lane booking system that we operated when we were allowed to open after lockdown. The first member referred to the lane booking system being a real benefit as he and his wife could schedule their swim times to suit their lifestyle - although he referred to 6 lanes being in place - there were in fact only 4.

The second member said that he and his wife are finding it increasingly difficult to find quiet times to swim in. They apparently have around four timeslots in the week when they are able to enjoy a peaceful swim. He says he really felt the booking system was the perfect solution as you knew you were guaranteed a swim when you turned up; that you would have your own lane and it was easy to book ad hoc sessions. He recognises that not everyone liked it but suggests that perhaps we could have some bookable slots during the day.

CK said that the booking system was something that we introduced as of necessity during the pandemic. The traditional way that the Club has operated for its 150 years of existence is to allow members to turn up and have a swim, so long as they observe the timetable of course. This allows the maximum use of the facilities, and flexibility. Only 4 people in the pool at a time, with frequent "no-shows" is simply not sustainable as an operational model long-term.

PD confirmed that he is always happy to help members find a time during the day when they will be able to swim. He said that he is aware that some members liked the booking system, but we received many more appeals from members desperate to get back to "normal." Most members do not want to be held to the 30-minute booking time - they want to swim for a longer or shorter period of time. They also don't want to have to stick to fixed times for getting in and out of the pool. From speaking to members, it seems that the great majority favour our traditional way of operating.



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MM asked if we could operate a system that records when people leave the building, as well as when they arrive.

PD responded that he could not see what benefit that would bring.

### **Adults only swim times**

The next question received was - what were the reasons for the Board's decision to move adult swimming to 5.30pm from 5pm? To clarify, CD explained that adult swim times were previously 5 to 7 each day. The adult swim times that we are trialing at present are 5.30 to 7 Monday to Thursday, and 5 til 6.30 on Fridays and Saturdays. There is no evening adults only swim on Sundays.

PD responded that, as CD had said, we are currently trialing these times. When the new timetable was issued it was made clear that the trial would run for 3 months. That will come to an end at the end of March. But to answer the specific question - what were the reasons for this trial? - we noted that usage of our facilities has changed over the years, not only due to the pandemic but with movement in working practices. PD received strong representations from family members. They were looking for times when families and our junior members could have a swim after school and before their evening meal.

CK added that the Board had to weigh up the competing interests of families and adult members. Part of the Board's responsibility, as CD had said in the presentation, is for the future of the Club. The interests of families are an important consideration. So too are those of the long-standing members who helped the Club so significantly in more difficult times. After careful consideration the Board decided to make changes to the pool timetable for that 3-month trial period to address the issue that family members had raised. At the end of the trial period, we will look at the use that has been made of the pool during the period, and also listen to the feedback from all our membership categories.

KM commented that she continues to come for her swim at 5pm, and it appears that there are only one or two children coming to the pool at that time. It would seem therefore that families are not taking up the chance to swim during the amended times. CK responded that perhaps during that time adult and junior members can share the pool harmoniously.

### **Interior decoration of the building**

DC had submitted a question - to discuss the intrinsic value of the club's interior decoration: Are there any future plans for this? We have a beautiful and historic building, and we have a responsibility to preserve the look of the building and try to recreate the original ambiance.

CD asked DC to say more. He said that issues with the building's appearance start at the entrance. There is an ugly parking sign outside the building, which has been vandalised.

RR commented that traffic regulations allow the historic status of a building to be ignored when signage is installed. CD said that she would take the matter up with City of Edinburgh Council.

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DC and MS then commented on the merchandise stands in the entrance hall. They felt these detracted from the ambience of the building.

PD said that the clothing stand was not as he had expected. CK mentioned that the sale of swimming costumes and accessories was an important service to members, but the Board will consider whether the gym clothing stand should be removed.

DC then asked about the new carpet.

CK confirmed that DC may not like it. It is dark grey. It has been chosen for practical and hygiene reasons. It will be easy to keep clean and will look good in all weathers.

Peter D raised a question from the floor- was there not an attractive floor under the existing carpets? CK confirmed that we had looked, and there is not - there is simply a screed.

DC commented that from the moment one enters the building, with the lovely stained-glass window, the building shows its beauty, and we should work to ensure that is enhanced. He suggested employing an architect to make recommendations for appropriate décor, to create the appropriate ambience.

CD responded that on smaller things - like choice of tiles, we have had input from Historic Scotland. We also retain the original colour scheme within the pool hall and so on. We have a hope that one day we may be able to restore the old circular spray showers, that some people may remember. But of course, there is only so much we can do when it comes to the "original ambience." We look at old representations of the Turkish baths, and the upstairs plunge pool and so on - but like so many other lovely buildings in Edinburgh - that ship sailed many years ago. We know that the members' lounge and the balcony will need attention sooner rather than later, and again - we will take advice.

CD then referred to an email received that morning from Peter D containing 10 points. Some of the points have been dealt with already at the meeting. Given the short notice, the intention was to deal with certain of the remaining issues and respond after the meeting to the remainder. A copy of the text of the email appears as an appendix to this Minute, to allow members to read the suggestions and comments made. The Board's responses are annotated in red, where appropriate.

### **Energy use**

As many of the points raised relate to energy use etc., SA spoke. When SA joined the Board, he was mandated to look at energy issues. The biggest thing in this area has been the pool cover, which paid for itself in 3 years, due to the reduction in energy costs. As well as saving on heating costs, the cost of power to the air handling units was reduced. Some other smaller, easily implemented changes were made - using low power lighting and insulating pipes.

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Probably the biggest issue for us is the unusual design of the building – it may be unique – having two cupolas above the pool hall. Obviously, this allows a great deal of heat loss. Harley Haddow were commissioned to carry out a study into this aspect of the building. We have done what we can, but the issue is complex. The cupolas were put into the building for a reason – namely to control humidity. The existing air handling units can just about handle the humidity, when combined with the cupolas. There is no easy answer. If we were to close the cupolas we could perhaps save on heat loss, but the cost of handling humidity would rise. The building was designed to work in a particular, finely balanced way.

For obvious reasons, the HH report and recommendations has been on hold for the last couple of years, during the pandemic. The Board intends to review it again during the course of this year.

On the issue of energy costs – obviously these are currently very volatile, and it is hard to anticipate. We have spoken to potential suppliers and will keep the matter under review.

For the benefit of the meeting, Peter D referred to some of the practical points/suggestions he had made in his email.

Drawing the discussion on these matters to a close, CK invited questions from the floor.

A member asked for an update on the gap site next door to the Club.

CD responded. She has an ongoing dialogue with the owners. They have advised that they hope to commence the development soon. They say they are applying for “tweaks” to their planning permission, but they will proceed with broadly the design for which they have planning permission. That is for a development of 20 flats, with underground parking spaces. It can be viewed on the Council planning portal. CD will keep an eye on the planning portal and keep in touch with the owners of the site. Relations with them are very cordial, but it is unlikely that we will be able to work with them to achieve any benefit for the Club.

CK drew the meeting to a close and thanked everyone for their attendance. She also asked the members present to acknowledge the hard work and dedication from the GM and his team to keep the Club open every day it was permitted to do so, despite staff illness period of isolation and with the challenges of the covid restrictions. The membership acknowledged this with a round of applause.

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## Appendix to Minute of Members' Meeting

Written questions received from Peter Dunlop on the day of the meeting, with Board's responses annotated in red.

### Changed and curtailed adult swimming times.

I would like to register that I think this to be a mistake and also the fact that the hours are different on Fridays is confusing, on Friday 11 February two children came tearing down the stairs in a dangerous manner at 16.50 hoping for 40 minutes at the pool only to be told that their time was up at 17.05, a fact of which they seemed to be unaware.

The issue of adult swim times was dealt with at the meeting, and the results of the trial, and any consequent pool timetable amendments will be announced immediately after the Board meeting on 6 April.

Do children not have to have an adult with them?

Children over the age of 8, who can swim a full length can swim unaccompanied. Children must be accompanied by an adult during lunchtime swim times, and Sunday morning lane swimming

### What are we now paying for our gas and electricity?

Our current supply contract runs out in April, what is the plan to manage our costs in April, what is the plan to manage our costs?

November minutes said; *costs will double to £64k contract runs out in April hope prices settle down by then*

How much we pay obviously depends on the volume consumed so we cannot say precisely what the monthly cost will be. However, based on the new contracts negotiated we forecast the average monthly cost will be c£8,400, and obviously this is being budgeted for.

With respect to the above what is being done to reduce our energy consumption?

This is particularly pertinent in this post COP26 world and in the current energy market

Some thoughts;

- encourage people to take shorter showers
- if they want to feel warm there is the hot tub, the sauna and the steam room all of which are already being heated. There is one member who was in Cape Town when it all but ran out of water and people were rationed to just a few litres per day for everything, he does this: shower on to wet up, shower off to soap up, shower on to rinse off with a total of barely one minute
- We should have notices encouraging this
- do we all need 2 towels, what of the energy to wash and dry them all? Hang up in boiler room
- are people using too much shampoo? The shower room floor is frequently covered in soap suds and the floor is sometimes slippery from soap suds
- reduce the pool temperature by 1 degree

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Heat recovery from waste water going down the drain at 38+ degrees. It could be used to preheat the replacement incoming water

Double glazing

We have done the gents downstairs toilet

It is a simple matter to use clear 4mm polycarbonate to make double glazing in a non permanent way which would not infringe our listed status.

I do it on my large sash & case windows to great effect

Start with the Lobby, staircase and the small poolside windows

**These thoughts are included, without comment, so that members can read them.**

Harley Haddow on lost warm air please update us on their findings **See SA's remarks at the meeting.**

### **New Members**

Most Clubs post the names of new members on their notice boards **Dealt with at the meeting**

Does the board review applications before they are approved **No. The General manager meets with applicants and gives them a tour of the building and facilities.**

When was the last application rejected? **Applications have not been rejected in recent times.**

What is the current policy **Discussed at the meeting.**

Is the Russian Consulate some kind of Corporate Member? **No**

How many of the consulate staff are members **We do not hold this information**

I note that in the past few days a box of face marks has appeared in the entrance vestibule, why now? **More people seem to be forgetting to carry a mask, and so it is felt that this is an appropriate service to offer members, at minimal cost. Of course, since the meeting, the need to wear masks has been extended. Is it a worthwhile expenditure? See previous answer.**