

DIRECTORS MEETING MINUTES



28/05/2026 at 19.30 hours held in Balnain Hall

Present:

Karen Edwards (KE), Malcolm Wield (MW), Erik Trelfer (ET), David Cooper (DC), Alison Strange (AS), Martin Croft (MC) (online)

In attendance:

Kara Scott (KS), Andy O'Connor (AO), Colin Marshall (CM), Julia Brown (JB)

Apologies:

Arlene Johnstone (AJ), Aron Rayner (AR)

1. Welcome, Introductions and Apologies

KE welcomed those present to the meeting. Colin Marshall and Andy O'Connor were welcomed as observers attending with an interest in Board membership. Julia Brown of Frame Kennedy also attended for Agenda Item 5.

CM and AO provided introductions regarding their backgrounds, interests and reasons for attending the meeting with a view to learning more about the work of Soirbheas and potential future Board involvement.

Apologies were noted from AJ and AR.

2. Declarations / Conflicts of Interest

No declarations of interest were made.

3. Minutes and Actions from Previous Meeting – 30 April 2026

The minutes of the meeting held on 30 April 2026 were reviewed.

Decision: The minutes were approved as a true and accurate record.

Proposed by: MW

Seconded by: DC

Action: KS to add approved minutes to website.

4. Matters Arising/Action Updates

KS provided an update on actions from the previous meeting:

- **Financial Procedures & Controls:**
Work remains ongoing to develop and formalise procedures and controls. This work will continue following the AGM on 2 July 2026.
- **Cashflow / Financial Forecasting:**
KS continues to keep this updated.
- **CEL Payment:**
KS advised that Jimmy Murray, advisor to Soirbheas, had spoken with Chris Rodgers at CEL regarding outstanding community benefit payments. It was confirmed that two payments of £50,000 had previously been transferred on 9 February 2026 and 16 February 2026. JM further advised that CEL had confirmed a further payment of £109,845.50 remains due, which is approximately £59,000 higher than previously anticipated.

It was noted that this additional income would place Soirbheas in a more favourable financial position during the current financial year. The Board noted that it had been indicated that deposits of approximately £100,000 and the remaining balance would be transferred during the current and following week. However, as at 28 May 2026, no further funds had yet been received into the Soirbheas bank account.

- **Grant Reviews:**
KS and the Board continue to review grant guidance and application criteria as part of the ongoing grant review process. This work will continue following the AGM on 2 July 2026.
- **AGM 2026:**
KS advised that preparations for the AGM and Connect Session continue to progress, with AGM documentation to be discussed later in the meeting under Agenda Item 7.

It was noted that there has been positive interest from four individuals regarding potential Director roles. KS further advised that there has been a good response from invited attendees, including grant recipients from the previous financial year who have been invited to participate in the Grant Showcase element of the event.

- **Companies House Verification:**
KS advised that Frame Kennedy has now submitted the Company Confirmation Statement. It was confirmed that all verification requirements are now showing as complete on Companies House. The Board noted the updates.

5. Treasurer's Report & Annual Accounts – Frame Kennedy

Julia Brown from Frame Kennedy presented the financial accounts covering the period 1 October 2025 to 31 March 2026.

The accounts showed a net surplus for the period of £46,323.87. Total cash at bank and in hand as at 31 March 2026 amounted to £246,807.48. Of this, the current account held £161,897.61 and the Virgin account £85,363.69.

Key income received during the period included:

- Donation from CEL: £100,000
- Community Benefit income: £6,942.77
- Glen Urquhart Horticultural Society donation (Tattie Day): £350
- Bank interest receivable: £534.98

Expenditure during the period totalled approximately £61,504 and included apprenticeship grants, Tier 1, Tier 2 and Tier 3 grant payments, payroll costs, community engagement activity, project expenditure and operational overheads. The Board noted that grants awarded but not yet paid totalled £107,913.28 as at 31 March 2026.

The Board further noted that cash movement for the six-month period reflected a deficit of £345,245.25, primarily due to payments made in relation to previously approved Tier 3 grant commitments associated with the Blairbeg Hall restoration and refurbishment project.

JB advised that, overall, Frame Kennedy had no concerns regarding the organisation's financial position. It was noted that Soirbheas remains in a good financial position, with cash reserves continuing to remain in line with the organisation's reserves policy.

6. Grant Applications

T2 0079 – Strathglass and Affric Community Company (SACC)

The Board considered the application from SACC for £2,370 towards redevelopment of the existing SACC website into a modern WordPress platform capable of being managed internally. It was noted that the current website is outdated, difficult to update and no longer reflective of the organisation's current activity or role within the community.

The proposed redevelopment would include updated branding, simplified content editing and page management, online membership forms, improved promotion of projects and community activity, downloadable documents, improved accessibility and compatibility across devices, and reduced reliance on external technical support for ongoing updates and maintenance.

The total project cost is £2,470, with SACC contributing £100 towards the project through Community Café fundraising, representing approximately 4% of the overall project cost. Additional in-kind volunteer support valued at approximately £150 will also support project delivery. Plexus Media has also applied a discounted rate to the project costs in support of the organisation.

Decision:

The Board approved a grant award of £2,370

Actions:

KS to issue grant award to SACC

T2 0078 – Glenurquhart Care Project (GCP)

The Board considered the application from GCP for £4,213.75 towards improvements and activation of the outdoor garden space connected to the Glenurquhart Centre day care service. It was noted that the wider accessibility and garden improvement works had already been completed, with the remaining funding request focused on accessible seating, shade provision, protective covers and resources intended to support hydration, reminiscence activity, social engagement and meaningful outdoor use for older and vulnerable adults.

The total eligible project cost is £5,013.75, with the organisation contributing £650 through confirmed private donations alongside £150 of volunteer/community in-kind contribution linked to the Let Us Grow initiative, representing a combined contribution of approximately 16% of the overall project cost.

Decision:

The Board approved a grant award of £4,213.75.

Actions:

KS to issue grant award to GCP

T3 0011 – Balnain Primary School Parent Council (BPSPC)

The Board considered the Tier 3 application from BPSPC relating to replacement of the existing Balnain playpark with a new inclusive play facility for use by the school and wider community. The existing playpark is due to be removed and the project aims to deliver a modern and accessible replacement facility led by a group of parent volunteers.

The overall project cost is approximately £100,000, with £30,000 already secured from Highland Council and a funding request of £50,000 submitted to Soirbheas. The Highland Council contribution represents approximately 30% of the overall project cost. It was further noted that a remaining funding requirement of approximately £20,000 still requires to be secured through additional fundraising and external funding sources. If secured in full, the combined Highland Council and wider fundraising contribution would represent approximately 50% of the overall project cost.

Discussion took place regarding the remaining funding requirement and the importance of supporting successful delivery of the overall project. It was agreed that should the remaining funding not be secured in full, the Board may revisit the position and consider whether any additional support may be possible at that stage.

Decision:

The Board approved a grant award of £50,000

Actions:

KS to issue grant award to BPSPC

7. AGM Documents

The Board reviewed the AGM documentation circulated within the Board Pack for approval, including the AGM covering correspondence, AGM notice and agenda documentation, AGM handout, GDPR/member information update, and associated email and postal circulation documents. The Board also reviewed the proposed Docmail postal distribution costs for AGM documentation, totalling £98.74 inclusive of VAT.

Decision:

The Board approved the AGM documentation and associated postal distribution costs.

Actions:

KS to finalise and issue AGM documentation to members on 29 May 2026.

8. Staffing Matters

The Board discussed renewal of the part-time Administrator contract, which is currently due to end at the end of September 2026. It was noted that the current arrangement continues to work well and that discussions regarding renewal arrangements should be progressed in advance of the contract end date. The Board discussed options for extending the contract on a continued part-time basis, with consideration given to both a six-month and twelve-month extension period. Following discussion, the Board agreed in principle to extend the contract for a further 12 months on a continued part-time basis.

The Board also noted that employment legislation and contractual requirements have changed significantly in recent years and agreed that the existing employment contract and supporting documentation should now be reviewed and updated accordingly. It was agreed that external HR support should be sought to assist with review and redrafting of employment documentation where appropriate.

Decision:

The Board agreed in principle to extend the part-time Administrator contract for a further 12 months beyond September 2026, subject to updated contractual arrangements being prepared.

Actions:

- KS to notify LT of the Board's agreement in principle regarding contract extension
 - KE and KS to review employment documentation and seek appropriate HR support regarding updated contractual arrangements
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9. Board Matters

The Board reviewed the current Director onboarding documentation and discussed the onboarding process for prospective new Directors. It was agreed that where individuals express an interest in Board membership, they would first be invited to attend a Board meeting in an observer capacity and provided with the Director Welcome Pack to allow them to better understand the role, responsibilities and work of Soirbheas.

It was further agreed that, should individuals wish to proceed following attendance at a meeting, the Director Declaration form developed by ET would then be completed and signed. The Board noted that the declaration form had been developed to consolidate information requirements relating to Companies House registration, OSCR Trustee suitability requirements and Trustee Indemnity Insurance declarations into a single document to reduce duplication and administrative burden. Companies House requires Directors to be formally registered within three weeks of appointment. The declaration process also assists with meeting OSCR requirements to ensure Trustees are suitable and "fit and proper" persons to undertake the role, alongside insurance requirements relating to Trustee Indemnity cover and disclosure of any matters which may affect insurance eligibility.

The Board also discussed the current membership provisions contained within the Articles of Association following interest expressed by an individual residing outwith the Soirbheas area in becoming involved in a future Chair role. It was noted that the Articles currently require Directors to be members of the company and that membership is restricted to individuals residing within Strathglass and Glen Urquhart. The Board noted that there is currently no provision for associate membership within the Articles.

Discussion took place regarding whether alternative governance arrangements may be possible, including potential executive or advisory roles which may not require formal Director status. ET agreed to review the Articles further in relation to this matter. It was acknowledged that any amendment to the Articles of Association would require approval at an AGM or Extraordinary General Meeting and that any future review should be carefully considered alongside appropriate legal or governance advice.

The Board also reviewed banking signatory arrangements considering upcoming Board changes. It was noted that following the retirement and resignation of current signatories, the remaining signatories would be ET, KS and AS. Following discussion, it was agreed that LT should also be onboarded as a future banking signatory subject to banking approval requirements.

Actions:

- ET to review Articles of Association in relation to potential future governance options
- LT to be progressed as an additional banking signatory

10. AOB

- a) KS advised the Board of upcoming staff leave arrangements. KS and KE will be on annual leave from 30 May 2026, returning on 15 June 2026. LT will also be on leave from 30 May 2026, returning on 8 June 2026. It was noted that the office will be closed during the first week of June. LT will monitor and respond to any urgent queries during the week commencing 8 June 2026 following her return. The Board further noted that DC has agreed to arrange any urgent payments required during this period, with AS acting as second approver. The Board noted the update.
- b) The Board discussed the current position regarding the apprenticeship scheme. It was noted that there had been limited recent apprenticeship activity following the two apprenticeship awards made during the previous financial year and limited apprenticeship enquiries during the current financial year to date. As it has been some time since the apprenticeship panel last met, the Board noted that Brenda Macdonald, as a previous member of the apprenticeship panel, may not be fully aware of recent developments and changes over the past year. It was agreed that KS would provide Brenda with an update regarding the current position and recent developments. Discussion also took place regarding potential future flexibility within apprenticeship support arrangements, including whether support towards driving lessons may in some circumstances be more beneficial and accessible for apprentices than contribution towards equipment allowances, particularly considering wider transport challenges within the area.

Dates of next meetings:

- **Thursday 2 July 2026**
Arrival from 5:45pm, event 6:30pm – 8:30pm (ending approx. 9pm)
Connect Session & AGM – Balnain Hall
- **Thursday 27 August 2026**
7:15pm for 7:30pm start
Directors' Meeting – Balnain Hall

Chair:
Karen Edwards

Company Secretary:
Erik Trelfer

Date: Approved 28/08/2026