

# TOBERMORY HARBOUR ASSOCIATION

## Annual General Meeting

Aros Hall, Friday 4<sup>th</sup> November 2016 at 7.30pm

### Minutes

1. Chairman, opening remarks/welcome.
2. Present: 7 Board members, 7 staff and 13 members.  
Apologies: Noreen Franklin, Jim Traynor, Colin MacDonald, Moray Finch, John Weir, Nicola Cannon, Mike Asher
3. Minutes of the 2015 AGM and matters arising  
Any questions or matters arising: No matters arising.  
Propose that minutes are adopted as true record.  
Proposed: Rory Forrester, seconded: John Franklin
4. Chairman's Report  
Brian spoke about the Harbour as it is today and the business the THA undertakes, the facilities available. He outlined some of the things that people like to do when in Tobermory including marine visitors in transit and the cruise ship business.  
A flowchart of the THA Board and staffing structures was displayed on a powerpoint. This allowed Brian to describe the complex nature of the management of the business. In 2017 the THA will be looking to recruit a Harbour Master.  
Transfer of the land adjacent to Taigh Solais to Argyll Properties is now in a position to proceed so that planning and building is now imminent.  
Holyrood meetings. Brian is on the stakeholder group for the Crown Estate as it devolves to Scotland.  
The bid to take on the Tobermory Hyrdo plant unfortunately did not succeed. Brian expressed the appreciation of the Board for the considerable work done by Rory Forrester on the project.  
The Board has concerns that funding may be less available in the coming years as funders move emphasis from infrastructure to more "social" and disability needs.  
Harbour Empowerment Order is under way with some minor changes which are being dealt with by the lawyers.  
  
Matters arising: no matters arising
5. Financial Report and matters arising.  
Richard presented some figures on the operations for 2016 comparing with 2015.  
Staffing = 15 people  
Pension scheme is now up and running.  
Reserves shown on PowerPoint and explained

Any questions or objections to adoption of the Financial accounts to 31<sup>st</sup> March 2016?  
Show of hand resulted in a majority in favour of adoption.

Management systems: Working on a Business Management System to document procedures of the Company.

Converted to Sage book-keeping.

Brexit: Likely to affect THA business. Funding, costs due to inflation, visitors from overseas- will they come?

Brian thanked Richard for all the work done on finance, legal and the HEO.

6. Marine Managers (Barbara spoke on Jim's report) and a PowerPoint image displayed some of the data.

Boat Numbers for Period April 1<sup>st</sup> to 31<sup>st</sup> August

36 cruise ships visited Tobermory in 2016.

Marine income is up on last year.

7. Facilities Officer Report  
Fraser Corbett introduced himself and explained the job he has taken on.
8. Mull Aquarium Manager Report. Lyndsey spoke about the success of the Aquarium in 2016 and the significant increase in numbers through the door and participating in events and outreach. She thanked the Aquarium staff for all their hard work and dedication.
9. Projects Reports:  
Katherine Cripps. Presented on the CCF project update which is nearing its successful conclusion.  
Marion's Report read by Richard West and Brian Swinbanks.
  - RW Harbour Empowerment Order. As previously mentioned the HEO has past the consultation period and lawyers are dealing with the questions and comments received.
  - RW Aros Waterfront Regeneration Project is still in the early stages and the funding to purchase is being sought. After that a viable business plan will inform the decision to proceed.
  - BS Phase 6. Brian explained the different aspects of the project and the various options of phased Phase 6. The project will be driven by the availability of funds but it is understood that a floating attenuator is needed as a minimum.

10. A.O.B.  
Special Resolution to make changes to the Articles of Association.  
Richard explain the background reason for the changes and proposed:

*“Special Resolution to make changes to the Articles of Association is as follows:- THAT the provisions of the articles of association of the Company be altered by: the deletion of the existing provisions of article 89 and the insertion in their place of the following:*

*“89 The directors may (subject to article **Error! Reference source not found.**) appoint any individual holding a senior management post with the company as a director (an “Executive Director”); he/she shall (subject to article **Error! Reference source not found.**) continue to be a director of the company unless and until he/she ceases (for whatever reason) to hold that post.”;*

*the deletion of the existing provisions of article 90 and the re-numbering of the remaining articles (and any corresponding cross-references) accordingly;*

*the deletion of the existing provisions of article 163 (as re-numbered) and the insertion in their place of the following:*

*“163 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be paid or transferred to some body or bodies approved in writing (prior to the winding up) by the Scottish Ministers.””*

Chairman asked for any questions or objections to the changes to the Articles and the motion to amend 89 and 163 was carried with no questions or objections from those present.

11. Nominations for the Board. Information on present Board and nomination forms from two prospective Board members was available for those present to study before the meeting started.

The constitution states that 3 members of the board step down at each AGM and they can stand to be re-elected. This year following the resignation mid-term from the Board of Rebecca Adam, only two Board members were required to step down. Mike Asher and Jan Dunlop elected to stand down and Jan expressed a willingness to be considered for re-election. Following discussion with Mike Asher he decided not to stand for re-election at this time although he will most likely be co-opted by the new Board to bring his experience to Phase 6 and other Project work. There have been two nominations to stand as new members on the Board, Don Mitchell and Andy Cripps. Both of whom have very relevant experience to bring to the Board skill set. With the existing 7 members of the Board, Jan, Don and Andy will make up the team of 10 Board members.

12. Vote to elect Board Members. Not required. There were no objections to the election of JD, AC and DM to fill the three positions on the Board.
  
13. Closing remarks: There being no other business, Brian thanked everyone for attending and closed the meeting at 20.45.