

# West Dunbartonshire Leisure Trust

## Note of Annual General Meeting 15 September 2016

Present:	Tony Waclawski (TW) David McBride (DMcB) Kath Ryall (KR) David Smith (DS) Charlie Gibson (CG)	Independent Director (Chair) Partner Director (Vice Chair) Partner Director Independent Director Independent Director
Apologies:	Jim Finn (JF)	Partner Director
In Attendance:	John Anderson (JA) Fiona McGuigan (FMcG) Bobby Kerr (BK) Gillian McNeilly	General Manager (WDLT) Company Secretary (WDLT) Development Officer (WDLT) Minutes Finance Manager (WDC)

### 1. Welcome and Introductions

Chair welcomed everyone to the meeting

### 2. Declaration of Interest

It was noted that there were no declarations of interest in any of the items of business on the agenda.

### 3. Minutes of meeting 17 September 2015 and Matters Arising

The minutes were submitted and approved as a correct record. There were no matters arising.

### 4. Chairperson's Report

The Chairman presented his report on the audited accounts and annual report of West Dunbartonshire Leisure Trust for the year ending 31 March 2016.

#### AGM 2016 Chairperson Report

Fellow board members, it gives me great pleasure to present my report to you on the annual report and audited accounts of West Dunbartonshire Leisure Trust for the year ending 31 March 2016.

It pleases me to report that, once again, 2015-16 has been a year of progress and development that has continued to build on the progress made over the previous three years of the Trust. In challenging times, we have shown added growth, and

further improvements in our service and facilities for the benefit of both staff and customers, exceeding targets agreed with West Dunbartonshire Council, our main funding partners.

Some examples to illustrate this:

- Since the inception of the Trust we have delivered real term savings to West Dunbartonshire Council in excess of £2.4 million;
- We have seen increases in attendance numbers to over 1.23 million this year, an increase of 0.3%;
- We have slightly increased turnover by approx. 0.8% from £2,799,553 in 2014/15 to £2,823,094 in 2015-16;
- Refurbishment works totaling £57,000 have been completed during 2015-16, added to £1.05 million had been completed in our three leisure centres before this year;
- We have shown continuously high levels of customer satisfaction with our service, with ratings well above set targets
- We have had a focus on engaging with as many of our local area sports clubs, and now engage with 108 clubs, an increase of 6% from last year;
- We have continued to increase our profile in our community through a variety of means, including use of our website and, through Facebook. Overwhelmingly positive press coverage in the local media outlets has further improved our profile and reputation;
- Our continued involvement in organising and managing high profile events in West Dunbartonshire has continued to be impressive. This has been once again demonstrated by the success of the Scottish Pipe Band championships, Loch Lomond Highland Games, the West Dunbartonshire Sports Awards Ceremony, the West Dunbartonshire Primary School Sports Awards, and all the various sports festivals and events, too numerous to mention, which contribute greatly to our success in this area. This will be added to next year with our involvement in the West Dunbartonshire Secondary School Sports Awards.

These are just a few of our notable successes, as we continue to grow as an organisation. However there are challenges, which we are required to manage.

- A recurrent decreasing management fee, reflecting the financial challenges being experienced by West Dunbartonshire Council, and the Trust's commitment to generate more of its own income, year on year; and.
- Competition from private sector leisure interests are continuing to negatively affect our overall income;

Although challenges can impact negatively on the Trust, it gives me pleasure to report that we are still moving forward, showing that the organisation continues to be well run and managed. For the next year 2016-17 we look to develop further, in terms of income generation and cost management, potentially taking on outdoor recreation from West Dunbartonshire Council. We also to look to continue the

process of increasing the strategic focus of the Trust Board, and further developing our positive relationships with partners, staff, customers and all interests connected with the Trust. Further, we enthusiastically follow the progress of construction of the new Clydebank Leisure Centre, the topping out ceremony, and its eventual opening in 2017. To achieve everything we have achieved demands high levels of expertise, skill, dedication and commitment by everyone involved in the operation of the Trust and its associated activities.

I would like, at this point, to, once again, sincerely thank my fellow directors for their hard work during the year on the Board and associated sub-committees, in ensuring that the Trust is well governed and continues to meet the terms of our Articles of Association and Charity Regulator requirements and conditions. I look forward to another positive year working with you, my fellow board members. Most importantly, gratitude and many thanks from myself and the rest of the Board are extended to our General Manager, his Management Team, and all our staff, at whatever level, for their excellent contribution to the ongoing success of the Trust.

I indicated last year in my report that West Dunbartonshire Leisure Trust was committed to putting our customers at the heart of everything we do. This commitment remains firmly in place, as we cannot succeed without their support. I would like to express my thanks, and that of all Board members, to all of our customers who continue to support us by using our facilities in increasing numbers. We are indeed grateful for their custom and support, and they can be assured that our focus on meeting and exceeding their needs will remain our key priority as we move forward into the new financial year.

Finally, it only remains for me to say that I look forward to playing my part in the continuing development and further success of the Trust as we move forward to what will prove another successful year as we serve the citizens of West Dunbartonshire.

## **5. Audited Accounts and WDLT Annual Report 2015-16**

The final audited financial accounts for the period to 31 March 2016 were submitted for approval from the Board along with the Annual Report for 2015 – 2016.

Having heard Finance Manager and General Manager in further explanation of the financial aspect of the report, and in answer to Board Member's questions, the Board agreed:-

- (1) to note the content of the report and Wylie & Bisset's WDLT Annual Report to the Board of Trustees on the External Audit for the Year Ended 31 March 2016 (Appendix 1) and;
- (2) to approve the Trust's Annual Report 2015/16 (Appendix 2) and for the Chair and Vice Chair to sign the Letter of Representation contained within Appendix 1.
- (3) to approve the release of £220,000
- (4) to note that approval to spend from the unrestricted funds budget should rest with Board

**6. Articles of Association**

A Special Resolution (report 136) was submitted by the General Manager to seek approval from the Board for changes to the current Articles of Association.

Having heard the Chair and General Manager in further explanation of the report, and in answer to Board Member's questions, the Board agreed:-

- (1) to note the content of the report and the additional information contained in Appendices 1 - 3;
- (2) to agree the amendments as highlighted in points 4.2 to 4.8 to the Trust's Articles of Association; and
- (3) to delegate authority to the General Manager to submit the revised Articles of Association to West Dunbartonshire Council (Sole Member) for signing

**7. Release of Funds from the Equipment Replacement Designated Fund**

Report 137 was submitted by the General Manager to seek approval from the Board for the release of funds from the Equipment Replacement Fund

Having heard the General Manager in further explanation of the report, and in answer to Board Member's questions, the Board agreed:-

- (1) to note the content of the report and the additional information contained in the attached Appendices; and
- (2) to approve the release of £23,432.77 from the Equipment Replacement Designated Fund.

**8. Schedule of Board & Committee Meetings 2017 / 2018**

Report 138 was submitted by the General Manager to seek approval from the Board for the implementation of the schedule of Board and Committee Meetings for the financial year 2017 / 2018 and agreement of Director representation at Committee Meetings

Having heard the General Manager in further explanation of the financial aspect of the report, and in answer to Board Member's questions, the Board agreed:-

- (1) to note the content of the report;
- (2) to approve the schedule of Board and Committee Meetings for 2017/18; and
- (3) to approve Director Representation at Committee Meetings at the next Board meeting.

**9. Retirement of Independent Directors and Appointment of Chairperson and Vice Chairperson**

Report 139 was submitted by the General Manager to advise the Board of the process for the Retirement of Independent Directors and the appointment of a Chairperson and Vice Chairperson

The Chair advised that in accordance with Article 62 of the Articles of Association, there is a requirement for two Independent Directors to retire who have been longest in office since they were last appointed or re-appointed, those being David Smith and Charles Gibson. Under article 62, both retiring Independent Directors shall be eligible for re-appointment and both were re-elected having been proposed by T.W and seconded by K.R.

Having heard the Chair advise the process of electing the Chairperson and Vice Chairperson Kath Ryall was nominated and elected to the post of Chairperson by T.W. and seconded by C.G. Charles Gibson was nominated and elected Vice Chairperson by T.W. and seconded by D.McB.

**10. Attendance at Board Meetings**

Report 140 was submitted by the General Manager to advise the Board of the attendance levels of Directors at Board Meetings since the last Annual General Meeting in September 2015.

Having heard the General Manager in further explanation of the report, and in answer to Board Member's questions, the Board agreed:-

(1) to note the content of the report.

**11. Presentation – £1M Investment – Fiona McGuigan, Company Secretary**

**12.** The meeting concluded by TW thanking everyone for attending and said that it had been a privilege to be the Chair for the past two years and gave his best wishes to his successor. The Board unanimously thanked T.W. for his hard worked in his role as Chairperson.

Signed: \_\_\_\_\_

Tony Waclawski (Chair)