

MEARNS COMMUNITY RADIO LTD  
 EXTRAORDINARY GENERAL MEETING - MINUTES  
 Stonehaven Community Centre – Monday 4<sup>th</sup> April at 7pm

The following members were present or represented by proxy.

**ORDINARY MEMBERS (35)**

Bill	Barclay	Present	Ray	Milne	Present
George	Brebner	Proxy	Kevin	Newstead	Present
Gary	Brindley	Present	Doug	Paton	Proxy
Raymond	Christie	Proxy	Charles	Sands	Present
Alan	Craig	Present	Ian	Sim	Present
Chris	Deans	Present	Elaine May	Smith	Proxy
Gordon	Dunlop	Present	Michael	Smith	Present
Douglas	Green	Proxy	Chris	Stirk	Present
Fiona	Green	Proxy	Carolyn	Venters	Present
Margaret	Green	Proxy	Ken	Venters	Present
Louisa	Greenwell	Present	Sandy	Wallace	Present
Peter	Greig	<b>In the chair</b>	Scott	Wallace	Present
Nigel	Griffiths	Proxy	Jamie	Waterson	Present
Chris Ann	Holt	Present	Leigh	Wilson	Present
Steve	Holt	Present			
Ian	Hunter	Present			
Scott	Leiper	Present			
Billy	Mackenzie	Present			
Tom	Macpherson	Proxy			
Douglas	Mckelvie	Proxy			
Peter	McKenzie	Present			

**REPRESENTATIVE MEMBERS (2)**

Alan	Craig	Present
Peter	Greig	Present

**ASSOCIATE MEMBERS (2)**

Margaret	Hodder	Proxy
Tony	Langdon	Present

PETER GREIG acted as Convenor for the EGM and recounted the background to the meeting for members who were not familiar to it.

He said that if the existing management committee had been able to find common ground this might not have been necessary but the meeting he had wanted to hold had not taken place and the Convenor (Ken Venters) had relinquished his post.

Tonight's meeting was for

1. Voting on the change in number of directors, and
2. To reappoint a new board.
3. Voting on the proposed structure

Whoever fills these roles, the acting Convenor asked them to put Mearns FM at the top of their list as no-one is more important than the station.

IAN HUNTER asked to reply, stating that there was another point of view. With the convener having decided not to chair meetings, he had been really concerned that the station would not fall into the control of a very small group, with only four directors taking decisions rather than a larger management committee. He had received an e-mail stating "the board has decided" and "that is what we agreed" with a new structure and meetings no longer going to be open forum.

The issue was taken back to the larger group and they did not agree with the proposed sub-committee structure. There then seemed to be a falling out. Mr Hunter refused to attend a secret meeting as Peter Greig has refused to tell him what the agenda was. As a result of his refusal to attend her receive an e-mail telling him to leave the group.

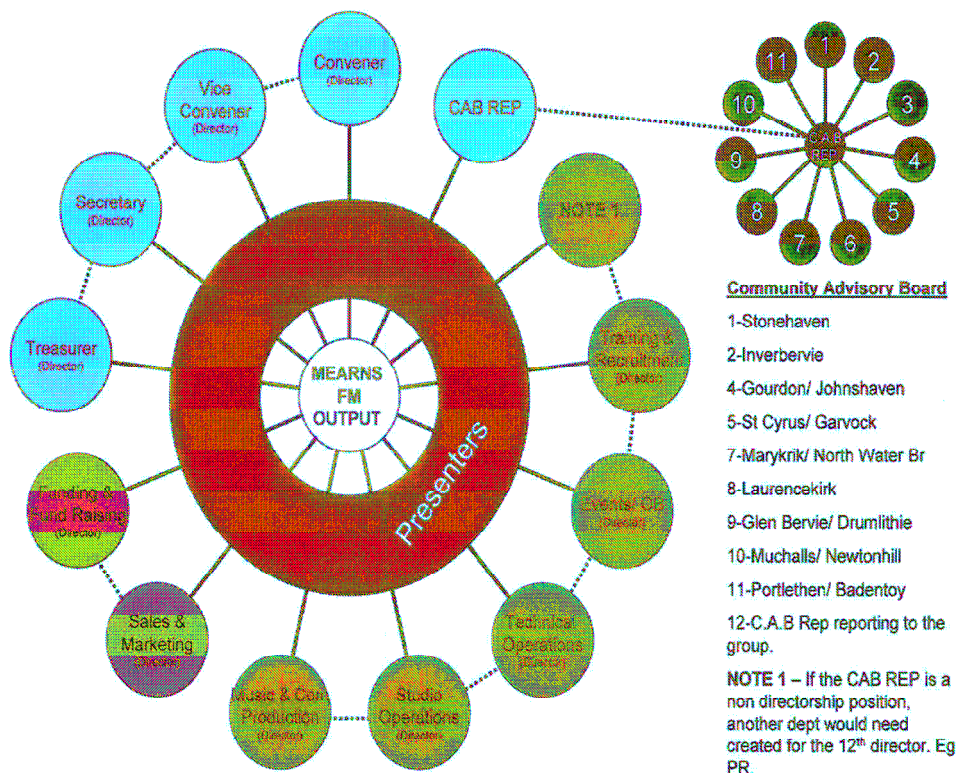
PETER GREIG stated that Ken Venters had chaired the very first committee meeting after the AGM for five minutes. But as far as the secret meeting was concerned it was not that he was refusing to disclose the agenda but rather that there was no agenda. He was simple saying "we have a problem here" and wanted to have a meeting "to find out what's wrong with them".

There were a couple of other points he wanted to make. There was a vote of confidence in Alan Sanderson and no-one voted against this. There was a vote about the priority of events in relation to the station's FM transmitter output, and most people agreed that the station was a priority. And that is what has brought us here to debate these three things.

KEN VENTERS agreed there had been a discussion before the management committee and the board of directors, and from an organisational point of view that was not a good idea.

CHARLES SANDS said that it was proposed by the acting Convener to deal with the three resolutions in a different order – 3 then 1 then 2 – and no-one dissented.

The proposed structure was as follows:



PETER GREIG then said that the proposed management structure was not cast in tablets of stone. We needed to work at it and develop it.

IAN HUNTER disagreed and said that if there was a dispute as to what it meant we really had to decide that now.

There was a suggestion that we moved to a vote as soon as one or two people had talked for and against the proposal

SANDY WALLACE said he had been involved before. We needed to be working towards a system that allows for everyone to have input but was not so cumbersome as to have a weekly meeting. There has to be a way to prevent anyone hijacking the AGM, and on paper the proposal did not seem far off this. In practice, however, he thought that the group would struggle to fill all the posts.

The CAB route would allow anyone to get their opinions heard, but they could be filtered out if not appropriate. It was "top down" – how does the chair access opinions? Everyone that is competent can get a directorship. The filter mechanism happens at the EGM/AGM by voting. A shortage of competent volunteers may mean that posts have to be left vacant. If a post is unopposed the suggestion was that a ballot still had to be held.

TONY LANGDON said it was not correct to ask the meeting to vote on the proviso that the plan could be changed afterwards, as on one view that was the problem with the last AGM

BILL BARCLAY said the proposed structure was similar to what had operated at Grampian Hospital Radio. The various reps came together monthly, but others did not attend the meeting. That format was used successfully for many years, and you would go far to do better than that.

PETER GREIG suggested that this was against what [the management committee] had wanted.

KEN VENTERS asked if volunteers would be allowed to attend

BILL BARCLAY said no, their forum was the AGM and in the meantime they could e-mail any issues to the convenor to raise.

CHRIS DEANS asked if the proposed structure was very different from what existed at present.

IAN HUNTER said that the danger was that – not talking about the current personalities – that the four directors could pull their weight.

CHARLIE SANDS expressed his view that it was similar to the exiting structure except that there were 10 (or however many) directors, not four.

STEVE HOLT said the way the proposed structure was at present needed working on, and said he disagreed with the way it was brought forward in the first place. People should have worked to change what was there. Instead there was a nasty campaign against those who disagreed. Ken resigned after sending out an e-mail to three people calling them "an arse" but that was in response to an e-mail from Doug Paton. Ken has done an amazing amount of work and brought in £3,000 without which we would not be going. He therefore wanted to see people brought to account.

IAN HUNTER protested, asking to be told when he had not spoken with civility. The only thing he had dug his heels in about, he said, was about the size of the management team.

STEVE HOLT suggested that the proposed structure could be accepted in principle but that it needed to be worked on. If it was accepted at this EGM then from 9 o'clock tomorrow morning there would be no structure in place and no people either.

SCOTT WALLACE thought it could be a temporary resolution.

GORDON DUNLOP suggested it was put in place to see how it goes.

SCOTT WALLACE said we had to develop skill sets going forward. STEVE HOLT and IAN HUNTER agreed.

PETER GREIG summarised that the consensus was to adopt the principle and work with that. It needed support, and he did not want to go back to the previous situation.

JAMIE WATERSON asked if the existing structure worked, or could be retained with a simple increase in the number of dirtectors.

BILL BARCLAY said the existing structure did not work. The new structure was preferable. He proposed the adoption of what was proposed. It had to be made to work from tonight. RAYMOND CHRISTIE seconded that proposal.

ALAN CRAIG said that the 12 directors should meet on a monthly basis and others would go through the secretary or the Community Advisory Board (CAB) or other directors but that they would not attend the meetings.

STEVE HOLT proposed that the structure was accepted in principle only – as temporary until the AGM when the job roles could be finalised.

CHRIS ANN HOLT said it was necessary to have a structure in place now.

KEN VENTERS was not against the structure but pointed out that it was necessary to have people in place to do the work. Unless you had 12 people ready to take the places he did not see any point in changing – it would just mean hoping for the best.

CAROLYN VENTERS asked how the organisation could do without the proposed structure. PETER GREIG said he did not know.

There was then a vote on whether the proposed structure should be adopted. Because there were only 9 directors currently allowed and the new structure required more, the special resolutions to increase the number of directors was considered first.

	<b>Proposal</b>	<b>Proposed by</b>	<b>Seconded by</b>	<b>Result</b>
1	That the number of directors permitted by the Company's constitution be increased from 9 to 20	Charlie Sands	Gordon Dunlop	Approved 32:2 (no abstentions)
	<b>Proposal</b>	<b>Proposed by</b>	<b>Seconded by</b>	<b>Result</b>
2	That the proposed structure (per the diagram above) be approved as it stands	Bill Barclay	Raymond Christie	Approved 22:10

The meeting then moved to appointing the individual directors, with the acting chairman indicating that there would be a secret ballot.

There were two nominations for convenor

	<b>Post</b>	<b>Nominees</b>	<b>Proposed by</b>	<b>Seconded by</b>
3	Convenor	Ken Venters Bill Barclay	Jamie Waterson Ian Hunter	Steve Holt Gordon Dunlop

Each nominee was invited to address the meeting.

## **KEN VENTERS: (from a summary he subsequently provided)**

**Introduction** I took over the role of Chairman of Mearns FM at the AGM in 2009. I considered it a privilege to be elected and still do. Based on principles from my business life I adopted a lead by example attitude. I decided I would not ask anyone to do anything I wasn't prepared to do. My aim as Chairman was to do everything I could to make Mearns FM the best community radio station in Aberdeenshire.

**Funding Fundraising** I decided that we required a document that we could use for grant applications and to take to businesses to showcase the work of Mearns FM. I wrote the Pitch document in conjunction with Steve Holt, Studio Controller. I obtained an appointment with Jim Milne CEO of the worldwide Balmoral Group and we were donated a cheque for £2500.

I also wrote and hosted two successful quiz nights which generated income of approximately £1500. Through my day job at the Bon Accord & St Nicholas Centre I obtained a parking pass valued at £3000 as the first prize in the Mearns FM raffle and was successful in getting Fiona Green to make a very generous donation of a diamond pendant valued in excess of £600.

**Outside Events** To help fulfil our remit as a community radio station and promote Mearns FM to as wide an audience as possible it was agreed to undertake a range of outside events to take the station to the people of the Mearns. I think a conservative estimate of the people who became aware of Mearns FM through this activity was in the region of 30,000 last year.

I hosted or assisted at many events ranging from Harbour Hi Jinks, Open Air in the Square, Portlethen Gala, MRI Harbour Festival, Johnshaven Fish Festival, to name only a few.

I carried out the longest live broadcast during 6 hours of the Feein market. When equipment was required to be moved and transported, I made sure I was on hand to move the gear, help set up and return it to the studio. I have hired vehicles to move our equipment to various events. I arranged the Deborah Sprout concert and brought an international artist to Stonehaven Town Hall, promoted by Mearns FM as a fundraiser for the station.

I have actively supported the events team whenever I could and the day job allowed.

**Administration Issues** I introduced a significant improvement to the Board Meetings by introducing detailed minutes with action points for accountability. In addition I volunteered to write and produce the minutes. wrote numerous press articles for the Leader and had material accepted by the P&J.

**Links to Local Groups** During my time as Chairman I forged links with a variety of organisations and groups. I had meetings with representatives of the Round Table, Lions, Open Air in the Square, Johnshaven Fish Festival, Stonehaven Outdoor Pool and Stonehaven Rotary Club. I visited the local branch of Arthritis Care and presented a talk on Mearns FM.

**Communication** In January 2011 I set up a meeting with the Board and the Management Team to set up communications discussions with every Mearns FM volunteer. The purpose of the meeting was to ask the MFM team a range of questions to gain a better understanding of everyone's views. The purpose of this meeting was to provide factual information on a range of subjects to enable better planning information for the Board and the Management Team. Unfortunately these discussions did not take place as the meetings for a new structure to be implemented took priority. I believe this matter of communication should be addressed as a matter of urgency.

**Equipment and Donations.** I have personally organised or donated the following equipment. 5 piece leather sofa and table, Floral Sofa, Studio vertical blinds 3 white gloss units, studio monitor, Half moon desk, shelving in the equipment store room. In addition I obtained extra shelving which was donated to the Town Hall Trust from Mearns FM and it has been erected under the stage.

**Election Coverage** Beat the Drum live election specials provide listeners in the Mearns a unique opportunity to interact with candidates. I have hosted individual shows with each of the candidates in both the Westminster and Scottish elections. I also secured an interview with Alex Salmond First Minister which was broadcast soon after the station opened.

**E Mail Affair** I would like to say a few words regarding the e mail affair and the subsequent complaint resulting from it. Following a fairly acrimonious meeting regarding the introduction of the new structure Peter Grieg was striving to get the parties for the change and the current management team to a meeting to discuss matters. A string of emails between the parties ensued and ended up with DP RC and IH refusing to attend. I got exasperated on Peter's behalf and fired off the famous email. My only defence was that I apologised unreservedly the following morning. In addition the evening that I sent the email I was not at my best. I had been up all night sitting with my father in law who passed away at 4am. I was tired, upset and too emotional to have contemplated writing emails, but I did. I hope that puts the affair into context. I would have preferred for someone to give me the benefit of the doubt and thought my actions were out of character, but that clearly did not happen.

## Summary

Hopefully this statement will help put my Chairmanship into context. I fully supported the previous Chairman in the run up to the station going live and up to the AGM when I was elected. I have worked countless hours on behalf of MFM. I have always promoted the radio station in a positive light. My track record should not be considered worthless for the sake of one mistake.

**BILL BARCLAY** said that he thought Ken Venters had done a marvellous job. It was only late last year that he had become involved with Mearns FM – doing a Sunday show. He was disappointed by the acrimony and the e-mails. He thought what was needed was a neutral - and described himself as a “safe pair of hands”. He had spent 3 – 3½ years at Grampian Hospital Radio where he had raised £50,000 – including a one-off of £25,000. He had worked with a fantastic committee there. After leaving GHR he worked with Grampian Local Health Council and was part of Grampian Health Board’s main steering committee. He was a QIS auditor and had audited hospitals throughout Scotland. So he has a background in the role and he felt that what was needed was a new pair of hands. He was a safe pair of hands under the circumstances.

PETER GREIG then indicated we should “move towards the bucket” with members being asked to write the initial of the person they wanted on a slip of paper – K for Ken and B for Bill. Bill was elected 19:17. There was then a secret ballot for Vice-Convenor. There were two nominees – Alan and Gordon Dunlop. Alan was elected 24:8.

The voting for these and other posts is summarised as follows, with the following being elected as office bearers.

	<b>Post</b>	<b>Nominees</b>	<b>Proposed by</b>	<b>Seconded by</b>	<b>Elected</b>
1	Convenor <small>(Note 1)</small>	Ken Venters Bill Barclay	Jamie Waterson Ian Hunter	Steve Holt Gordon Dunlop	Bill Barclay (19:17)
2	Vice convenor <small>(Note 1)</small>	Gordon Dunlop Alan Craig	Leigh Wilson Steve Holt	Ray Milne Ken Venters	Alan Craig (24:8)
3	Secretary <small>(Note 3)</small>	Chris Ann Holt	Ian Hunter	Ken Venters	Chris Ann Holt
4	Treasurer <small>(Note 3)</small>	Charlie Sands	Bill Barclay	Ian Hunter	Charlie Sands
5	Funding and fundraising	Nigel Griffiths	Gordon Dunlop	Charlie Sands	Nigel Griffiths <small>(Note 2)</small>
6	Sales and Marketing	Doug McKelvie	Steve Holt	Raymond Christie	Doug McKelvie
7	Music & Commercial Production	Scott Wallace	Gordon Dunlop	Steve Holt	Scott Wallace
8	Studio Ops	Tom Macpherson	Charlie Sands	Ian Hunter	Tom Macpherson <small>(Note 2)</small>
9	Technical Ops	Ian Hunter	Steve Holt	Gordon	Ian Hunter
10	Events / OBs	Gordon Dunlop	Steve Holt	Chris Deans	Gordon Dunlop
11	Training and Recruitment	No nominees			
12?	Community Advisory Board	<small>(Note 4)</small> No nominees			

### Notes:

1. There were secret ballots to determine who should act as Convenor and Vice-Convenor. In the first ballot, was noted that there were more votes cast than eligible members present. Tony Langdon had thought he was eligible to vote. Steve Holt had not been included on the list of those present.
2. Two nominees were not present and are to be asked if they will consent to act
3. The treasurer and secretary indicated they would remain until the AGM.
4. The structure does not show the CAB representative as a director, but in any event there were insufficient directors to fill the posts.

Ken Venters congratulated Bill Barclay on his election, and expressed his thanks to Peter Greig for chairing the EGM. There was some further discussion on general matters.

RAY MILNE expressed her continuing concern about lack of information on station procedures – what to do if things go wrong – and how a person in the studio on their own was potentially vulnerable.

CHRISSIE STIRK thought there needed to be a tightening up of procedures for the awarding of prizes to stop any suggestion that presenters were giving these away to their friends.

The next meeting was for directors only, to be held after Bill Barclay returns from holiday on 26<sup>th</sup> April. Directors will be advised of the venue. IAN HUNTER said that the possibility of co-opting other directors was not an immediate concern for the EGM.

PETER GREIG thanked members for their attendance at the Extraordinary General Meeting.