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| **UPHALL GOLF CLUB****Minutes of Annual General Meeting 2022** |
| **Minutes written by:** Steven Grady | Page 1 of 13 |
| **Location of Meeting :** Almondvale Suite, Livingston Football Club |
| **Date of Meeting :** 8th February 2022 |
| **Present -** Captain – Treasurer Secretary Match Secretary House ConvenorHouse ConvenorGreen’s Convenor Committee  | M Brown (chairperson) B MackintoshS Grady G StevensonD WatsonS McKinnonG LawR Middleton |    |  |
| **Distribution:** All members of UGC Club Administrator Website |
| **Meeting Agenda****Item 1. Introduction and Review of the Past Year.****Item 2. Minutes of the Annual General Meeting of 11th February 2020.****Item 3. Matters Arising.****Item 4. Presentation of the Club Accounts and Balance Sheet.****Item 5. Clubhouse Fire.****Item 6. New Clubhouse****Item 7. Council recommendation on Fees and Subscriptions.** **Item 8. Proposed changes to the Constitution.****Item 9. Appointment of Club Auditor.****Item 10. Election of Office Bearers and Council Members.****Item 11. Any Other Business.****Item 12. Date of the next Annual General Meeting** **(Tuesday 7th February 2023 19.30hrs)** |
| **Total attendees at the 2022 AGM were 80.****Apologies received from:-****Jim Little****Joe McManus****John Halliday****Ross Burnside****Craig Thomson****Susan Watkins****Alan Watkins****Alan Midwinter****Stephen Cooney** |

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| **Item 1** | **UPHALL GOLF CLUB CAPTAIN’S REVIEW 2020 and 2021**There have been many words used to describe the past two years – unusual, difficult, challenging, devastating and of course, unprecedented to name only a few. How many would have foreseen the circumstances we found ourselves in when the country and many parts of the world entered a state of ‘lockdown’ in March 2020.For some time this also meant no golf! However, come the end of May we were very lucky to be back on the golf course when all other regions in the UK were not allowed to return for some considerable time. During these lockdown months our clubhouse was also off limits, however, huge thanks go to Kenny who found a way of offering members an outdoor take-away facility when allowed. I know that this service was hugely appreciated by the members.During the ‘lockdowns’ our Head Greenkeepers (initially Jim Saunders and then Ross Prowse) and their amazing Teams continued to work tirelessly to keep our golf course in excellent condition despite the inclement weather and challenging circumstances. It was great to see so many volunteers helping out too. Just when everyone thought we were progressing positively through the worst of times, disaster struck on 6th February 2021 when a devastating fire destroyed our clubhouse. However, after reaching a settlement with our insurers, a Project Team has been created to move forward positively to deliver a new clubhouse. This Team is currently actively involved with identifying a location, design and facilities for our clubhouse and it has been extremely helpful to have received thoughts and ideas via a members’ survey. The Project Team will keep members updated regularly as things progress.When we lost our clubhouse we thought we had also lost our take-away refreshment facility until Kenny and his team built a ‘coffee shak’ in the car park along-side a number of picnic tables offering tea/coffee, soup, filled rolls and snacks. The ‘shak’ has been a tremendous facility for members to not only eat and drink but also to meet and chat.With the loss of the clubhouse, there was no means of ensuring a welcome for both visitors and members onto the course. Some of our Committee members built a facility, otherwise known as ‘The Bothy’ and two members were recruited, Richard Sneddon and John Gunn, who have been there staffing the area constantly since its creation. Massive thanks to all involved with the building and staffing of the area, which has been a tremendous achievement. Throughout the turmoil, we have continued to invest in the Course with additional equipment and after a conscious decision to have a “light touch” winter programme in 2020, things have ramped up this year, with improvements, which include additional drainage on the 10th green and the creation of a new teeing area at the 7th which is looking impressive. Members are eagerly awaiting the opportunity to make good use of this in the 2022 season. The condition of our course continues to get great feedback from many golfers from near and far, with the benefits of great drainage and conditioning shining through. Despite the challenges thrown in our path, we have all been able to enjoy two seasons of competitive golf. It might have been slightly different than originally planned in 2020, but thanks to both our Match & Handicap Secretary, Graeme Stevenson and Professional, Gordon Law, all Ladies & Gents competitions were contested, including the Club Championships following a change of date to August for both 2020 and 2021. This new date has been well received and will continue going forward. Many members continue to offer their help and assistance on a volunteer basis both on and off the course during the year and huge thanks go to each and every one for their commitment and enthusiasm. Their help is greatly appreciated.Turning to the Championship results: The 2020 Club Championship was won by Ryan O’Connor (by one hole) and the runner up was Stephen JamiesonThe 2nd Class final was won by Sean Byron (10&9) with Gordon Kinghorn the runner up.The 3rd Class final was contested by Ross McKenzie & Colin Forrest with Ross winning by 5&3. The Junior Club Championship was won by Calum Frame (7&6) and the runner up was Connor McKenzie.The Ladies Championship was closely contested and won by Susan Watkins for the first time, beating Liz Calder at the 1st extra hole. The Ladies Handicap Championship was also a win for Dorothy Watson (7&5) with Fiona Brazenall the runner up.The 2021 Club Championship was won by John McManus (at 6th extra hole!) and the runner up was David MacNicol.The 2nd Class final was a close match which was won by Graeme Muir (1st extra hole) with David Muldoon the runner up.The 3rd Class final was contested by Alan Midwinter and Jim Fegan with Alan winning 2 up. The Junior Club Championship was won by Calum Frame (5&4) and the runner up was Robbie Drake.The Ladies Championship was won by Liz Calder (4&3) with Alison Thomson runner up.The Ladies Handicap Championship was a first time win for Barbara Plevin (3&2) with Mary Wynne the runner up.Congratulations to all prize-winners in the 2020 & 2021 seasons and all the best to all competitors for the 2022 playing season.Our Junior Development Programme has, unfortunately, taken a hit during the last two challenging seasons. However, it is reassuring to know that Craig Frame has always been there to oversee the Junior medals and Championships providing all who were playing with invaluable advice and assistance before seeing them onto the Course. Many thanks for the ongoing commitment and support provided to our Junior membership by all involved.Finally I would like to record my personal thanks during what has been very strange and difficult two years for all members given the circumstances. To everyone who has offered me support during this time I extend my sincere thanks. I very much look forward to watching our Club grow and prosper in the years ahead. Margaret BrownClub Captain |
| **Item 2** | **MINUTES OF THE ANNUAL GENERAL MEETING OF 11th FEBRUARY 2020** *That the Minutes of the AGM of 11th February 2020 be accepted as a true record of the proceedings:* **Proposed By** : R Sneddon  **Seconded By** : J Saunders **Carried** |
| **Item 3** | **MATTERS ARISING**There were no matters arising from the previous AGM minutes. |
| **Item 4** | **PRESENTATION OF THE CLUB ACCOUNTS AND BALANCE SHEET****Treasurer's Report 2020 and 2021 Financial Years**Introduction and “story” of 2020 and 2021You will find as part of the AGM pack accounts for the years ended 31 October 2020 and 2021. These look very different from what we have seen in the past, firstly due to the effect of the pandemic and secondly the clubhouse fire. At the time of the last AGM in February 2020, there were rumblings of the pandemic, but it was occurring almost 5,000 miles away in China, so “we would be alright”. Who would have thought that 6 weeks later, we were in a strict lockdown and as Margaret said, golf was off the agenda, with at that time no sign for how long. That lead the Committee to very quickly undertake a review of all of the Club’s overheads and it’s fair to say that we feared what the future might hold. Meetings were held much more often, strategies devised to deal with a number of eventualities and also to make sure we could react to changing circumstances, which stood us in good stead when we got back to playing. Contracts with suppliers were reviewed and where possible revised or cancelled. Some of the team were furloughed, with a focus on maintaining the course as best we could subject to restrictions limiting us to “essential maintenance only”. Some overheads naturally reduced, such as utilities, Sky TV (which was initially suspended, but has now been cancelled) and cleaning costs.Fortunately, the furlough scheme and support from Government in the form of grants provided comfort, but most importantly, the loyalty of the overwhelming majority of members in continuing to pay subscriptions as they were due, gave us optimism. As things turned out, our initial pessimism didn’t crystalise and the restricted return to golf at the end of May brought unprecedented demand, not only for existing members to gain access to tee-times, but an influx of new members.Things had settled into a pattern and with the continued use of the furlough scheme and the hospitality/leisure related grants, we could see a way through with careful management.Then came the devastating fire which Margaret has covered above.Again, the Committee engaged much more often – finances were reviewed again and the tortuous process of dealing with our insurers ensued. We will say some more about this at the AGM as we continue our dialogue with our advisers and Aviva. We could write a book on the activities which took place in making sure the Club could function as well as possible since the fire, but that’s all hopefully behind us now and we should look forward with confidence. The efforts of your Greens team, Club Professional and last but certainly not least, Carole Ford, our Club Administrator, have been above and beyond in such difficult situations. Thanks to you all. Club FinancesIn presenting the accounts for 2 financial years in such different circumstances from every other year, at least in my time as Treasurer, it would by counter-productive to try and do the usual historical comparison as virtually every line item is skewed from the norm due to amongst other things, furlough, grant income and changes in contractual arrangements. If anyone would like a specific explanation on any aspect, please email the Club and I will either provide a written response, or call you to discuss/explain. The headline figures are that the Club returned pre-exceptional items profits of £19K and £41K in 2020 and 2021, respectively.  The large exceptional items in 2021 are the write off from the balance sheet of everything which was destroyed in the fire and the significant costs related to the fire, mainly the cost of demolition, replacement of IT, materials for the starters hut. This resulted in a net loss of £91K for the year. The insurance proceeds of £1.5M were received after the year end and the balance sheet will be bolstered by the addition of the new clubhouse over time. Looking forward, we are not immune to the pressures being seen as a result of the pandemic, with additional staff costs heading our way with new National Insurance regimes from April, upward trends in wages and rising materials costs. On a positive note, Ross has negotiated a forward purchase of the bulk of our greens supplies for the season ahead, thus securing last year’s prices.Cash Position and Bank Overdraft FacilityGiven my comment about fearing the worst back in 2020, we find ourselves in a healthy position in terms of cash resources, with £136k on hand as at the balance sheet date. There is no complacency, as we can see that this figure is somewhat inflated by the cost savings as result of no clubhouse costs and other cost savings, along with government support for hospitality, which outstripped what a reasonable outcome for the bar would have been. I am hopeful that with continued member retention and careful control of costs, that the Club will be able to introduce funds to the Clubhouse project as it progresses, perhaps to provide “extras” or cover additional professional fees or the like. The overdraft facility was renewed and whilst we currently cannot foresee needing to use it, the cost of having the facility is modest, so it is likely to remain in place in case of need. BarNothing to say on this subject, other than that we will develop a strategy for bar and catering as the design of the new clubhouse evolves. Investment and CostsOur new Head Greenkeeper, Ross Prowse started in January 2021, and over the year we have acquired additional equipment including a Rough Cutter, Top Dresser, suitable transport vehicle for that equipment. Greenkeepers wage costs increased by £6k in 2021, mostly as a result of increased hours at the Head Greenkeeper level. Membership NumbersThe following table shows a comparison of the member numbers in the key categories:

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|  | Full | PAYG | Senior | Youth | Young Person/student | Intermediate | Junior |
| January 2020 | 142 | 99 | 122 | 15 | 19 | 12 | 47 |
| January 2021 | 198# | 97 | 117 | 24 | 38 | 38 | 56 |
| January 2022 | 169 | 87 | 104 | 22 | 45 | 36 | 47 |

# Includes Winter offer members. Currently, we have 15 such members which are now administered as a separate category. We have seen a reduction in some categories after the influx in 2020 as golf “boomed”. Quite a number of those who left have returned to work after the end of furlough and I suspect other clubs have seen a similar trend. Naturally, without full clubhouse facilities we need to work hard to keep and attract members and we will do so by doing everything we can to present the golf course in excellent condition. Delivering the best possible new clubhouse over the next 18-24 months and using that as an added tool to attract new members will be vital for the development of the Club. SubscriptionsThe proposed fees table is included elsewhere in the AGM pack. These remain as before, other than the change to the Fee arrangements which follow the Constitutional Changes previously agreed. I would appreciate your support for the proposed fees as outlined. The more stability we have in fee income in the absence of other ancillary income will leave the Club better placed going forward. Bill MackintoshHonorary Treasurer **Questions**

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| Name  | Question  | Answer |
| Ron Comber | What is the job Retention Scheme? | This is the Government Furlough scheme |
| David Stewart | What are the entries in the Accounts labelled “fire related costs”? | These are costs already incurred as a direct result of the fire. |
| Peter McMillan | Is the figure in the Accounts new for old? | This relates to the Land and Buildings figure in the balance Sheet |

There being no further questions the treasurers report was carried.Proposed – Brian WardlawSeconded – Stuart Mcbride |
| **Item 5** | **CLUBHOUSE FIRE**The Honorary Treasurer read out a prepared statement which is reproduced here.Clubhouse Fire – Prepared StatementI realise that this is the first time that you have had the opportunity to put questions formally to the Committee on this topic since the fire just over a year ago.I have heard, first and second hand, the criticism directed towards the Committee for the relative lack of information which was provided after the fire. The reason for this was two-fold – firstly because there were extended periods of no dialogue with the insurers whilst they went through their processes and secondly, because our advisers told us to keep matters strictly confidential due to the possibility of litigation. The alarm was activated at 12.20am on the morning of 6 February and a signal passed to the Alarm Receiving Centre (ARC). The process which followed in terms of contacting our named individuals did not follow the correct procedure and the alarm call was closed down. Despite pressing for answers, we have been unable to ascertain what happened. As a result of this situation, the fire was actually called in to the emergency services by someone driving past the Clubhouse at 1.34a.m. If the procedure had gone as it should have, the fire service would have been likely to have arrived c45/50 minutes earlier. It is that delay which was the key focus of the subsequent drawn out investigation by Aviva and our advisors. Aviva’s contention was that the damage and therefore any claim would have been significantly less had the fire service attended sooner. This debate is all taking place against the background of massive claims being faced by insurers in terms of volume and quantum as a result of the pandemic, on top of the general disruption to workflow being caused by the virus. The claims teams in all of the major insurers are inundated, so response times are slow. Insurers have been hit with huge claims deficits across their books of business and, as a result, are taking a very hard line where there is the opportunity to reduce or not pay claims. Eventually, we reached the stage where Aviva came to the table with the option of a significantly reduced settlement (based on the damage they believe would have occurred had the fire brigade been called immediately) and then pursue joint legal action against our alarm company/the ARC or reach a settlement which allowed us to agree a sum (ultimately £1.5M as you are aware). It very quickly became clear that accepting the offer was really the only choice as:1. Legal action could take an indeterminate amount of time 2 or 3 years (after a period of mediation with the attendant costs)2. We would require to fund 50% of the legal and any expert witness expenses – no definite figure given but our advisors suggested costs could run comfortably into six figures. Money we simply do not have.3. There was no guarantee of successThe position was discussed in detail at a Committee Meeting the same evening the proposal was made and it was unanimously agreed to accept the offer.In addition to the negotiated offer of £1.5M, Aviva have confirmed if they decide to pursue a recovery from responsible Third Party, they will include our losses not picked up in the £1.5M settlement, they will do this at no cost to us. If AVIVA decide not to pursue a recovery we will be free if we wish) to pursue our own legal action. We await confirmation from them as to the current position on that matter.Unless there is a very quick settlement, any funds received would likely come too late to form part of the new clubhouse project, but depending on timing may enhance certain aspects or be used for other purposes to further the ambitions of the Club. I will try and answer any questions, but given the ongoing potential for legal action, please respect that I may not feel able to give as much information as you would wish**Questions**

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| Name  | Question | Answer |
| Ron Comber | Who is the first point of contact when the Alarm is triggered? | The receiving Company did not follow the correct procedure as 1st point of contact is Patricia, 2nd is Gordon |
| David Stewart | How much were the club insured for? | £2.1m all inclusive |
| Richard Sneddon | This is not a perfect situation but we will build a new clubhouse at no cost to members and move forward | noted |
| Aiden Dobie | Wants it noted that “no cost to members” is merely the personal opinion of Richard Sneddon | noted |
| Ron Comber | Surely there is no guarantee that the members will not be asked to contribute? | The PWG will endeavour to bring the build in on Budget @ £1.15m + VAT |
| Andy Grant | Why did the committee not communicate that they “had nothing to say”? | It was accepted that perhaps the Committee should have communicated even when there was nothing to report. |
| Jim Fegan | Is VAT not Zero rated? | This is not the case for a Commercial Build – we are working with tax specialists to ensure we can recover as much of the VAT as possible |

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| **Item 6** | **NEW CLUBHOUSE**Gordon Law explained the workings of the Project Working Group with regular Minutes being sent to the members to keep them up to date with the development. Positive feedback has been received. The design brief has been sent to 6 Firms of Architects with a view to reducing this down to 2 or 3 Firms, it is then hoped that the selected Architects will make a presentation to the members in March.Jason Cockburn asked how long the process is expected to take to which Gordon replied that it is hoped that building work will commence at the end of the 2022 playing season with an expected 12 month construction period.Scott Logan then asked if there will be any disruption to the golf course to which Gordon replied that there will be some impact during October/November.Archie Barclay then asked if any of the Architects have experience of “Modular Building” as the costs associated with this style of construction are perceived as being cheaper to which Gordon advised that this may be worthy of consideration and will be addressed by the selected Firm. |
| **Item 7** | **COUNCIL RECOMMENDATION ON FEES AND SUBSCRIPTIONS****The Honorary Treasurer** asked for the following Fees to be adopted.**The following was put to the members:** **2022/23 2023/24** Joining Fee: None NoneMember £624 or (12 x £52) £624 or (12 x £52)Member (Pay as you Go) £624 £624  (£156 then £52/Month) (£156 then £52/month)Senior member £561.60 £624 or (£52 x 12(under 75 at 1st April) Senior member (75 or over on 1st April) £499.20 £499.20 or (£41.60 x 12) Junior member (9-17) £30 £30 Youth Member (18-21) £100 £100Further Education Member £100 £100Young person member (22-24) £250 £250Intermediate Member (25-29) £374.40 (£31.20 x12) £374.40 or (£31.20 x 12) 5 day member £561.60 (£46.80 x 12) £624 or (£52 x 12) Country Member £416 £416  **Green fees - To remain as per last year** Weekday Round £23 Weekday Day £30Weekend Round £30Weekend Day £40Winter Weekday Round £13Winter Weekend Round £16Introduced Guest £10 Introduced Junior Guest £3 Honoraria £750 **Note: all the above Green Fees include the premium for personal Liability Insurance, Linlithgowshire Golf Association contributions and subscription fees to the Scottish Golf and Lothian’s Golf Association.****Note: all Junior locker fees go towards the running of the Junior section.** **The Treasurer asked if there were any other proposals, there being none the Council recommendations were approved en bloc and were carried without question.****Proposed by : G Reid****Seconded by : T Robb** |
| **Item 8** | **PROPOSED CHANGES TO THE CONSTITUTION**In accordance with Clause 20.1 of the Constitution the Council wish to change the wording amending the regime applying to the committee meeting dates.**Current Wording** – The Council of the Club shall meet once per month on a day fixed within the first two weeks of each calendar month.**Revised Wording** - The Council of the Club shall meet once per month on a day fixed within the first three weeks of each calendar month.**Proposed – R Comber****Seconded – I Fairley**Carried without objection. |
| **Item 9** | **APPOINTMENT OF CLUB Auditor**The re-appointment of **Whitelaw Wells** as Auditor of the Club. **Proposer – R Middleton****Seconder – E Cassidy** Carried without objection. |
| **Item 10** | **ELECTION OF OFFICE BEARERS AND COUNCIL MEMBERS****The Secretary read out the nominations for the office bearers and Council positions.****Captain (not applicable this year)** **Vice-Captain (not applicable this year)** **Hon Secretary S Grady Proposer : G Law Seconder : G Stevenson** **Hon Treasurer W Mackintosh Proposer : S Grady Seconder : G Law****Match Secretary G Stevenson Proposer : W Mackintosh Seconder : S Grady****Council Members****1 year to re-election** **G Law****D Watson****S McKinnon****R Middleton****C Thomson** **Nominations for Council Members** **Dorothy Watson Proposer : M Brown Seconder : W Mackintosh****David Meldrum Proposer : J Gunn Seconder : R Sneddon****The remaining positions are vacant:- 3 members for 2 years****No one came forward to take up these positions.** **The Secretary** said that the positions will remain open during the year for anyone to come forward; they would then be co-opted on to the Council. **There being no further nominations the aforementioned were elected unopposed.** |
| **Item 11** | **ANY OTHER COMPETENT BUSINESS**

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| Name | Issue | Reply |
| Stuart McBride | Wished to thank the entire Committee and in particular Bill Mackintosh for dealing with all the headwinds of the past year and wanted to place on record that it is not fair for the committee to receive any grief for what has occurred over the past year as they do a terrific job. | noted |
| Archie Barclay | Any thoughts on using “go fund me” to raise funds for the clubhouse build? | Numerous fundraising schemes are being explored. |
| Peter McMillan  | It is up to the Project Working Group to maximise whatever resource we can including fundraising | noted |
| Kevin Wilson | Are there any thoughts on extending the temporary accommodation in the car park? | We do not wish to spend valuable resource on increasing this temporary structure as this will be lost revenue |

As there were no further questions, **The Chairperson** thanked the members for attending and closed the meeting at 8.40pm. |
| **Item 11** | **DATE OF THE NEXT ANNUAL GENERAL MEETING****The date of the next AGM is Tuesday 7th February 2023 at 7.30pm.** |