

**Annual General Meeting**  
**17<sup>th</sup> May 2016**  
6.00pm Barrowcliff School, Scarborough



## **MINUTES**

**Directors present:** Robert Sword (Chairman), Roy Blenkin, Bill Chatt, Tom Mutton, Mat Osburn, Stephen Parker, Julie Stewart

**Members present:** Mark Feather, Matthew Atkinson, Tony Auckland, Paul Dore, Asher Haynes, Ian Horton, Darren Newland, Donald Graham Norman, Gary Richardson, James Risker, Andy Sharp, Martin Stirling, Debbie Mutton, Simon Bowes, Amanda Thorpe, Vanda Inman, John Bradley, Robert Peacock

### 1. **Introduction:**

Robert Sword welcomed the membership and introduced the format and procedures of the meeting.

### 2. **To receive and approve the Articles of Association**

Robert Sword explained the need to update and revise the Articles of Association, Role and Rules of the Board, and Code of Conduct, to ensure they are robust and effective.

*Question* – why do they need tightening? *Response* – to ensure they are fit for purpose.

*Question* – concern expressed over the ability to dispose of property. *Response* – only property owned by RWCE could be disposed of, e.g. tools and equipment, the woods would still be the property of SBC and only leased to RWCE, so could not be disposed of.

*Question* – were the Articles changed to remove John Bradley? *Response* – no, they were changed to ensure good governance.

***RECOMMENDATION (PROPOSED Julie Stewart, SECONDED Roy Blenkin):***

*Amend:*

*a. PART 5 Membership – Members; Clarification of the rules for Members and the procedures for the termination of Membership (paras 10 to 12).*

*b. PART 7 Directors of the Company – Amendment to clarify the description of a Director (para 27), the Composition of the Board (paras 28-30), Retirement of Directors (paras 32 & 33), Appointment of Directors (paras 34 to 37), and Disqualification and Removal of Directors (para 39).*

*And other minor alterations.*

*Role and Rules of the Board and a Code of Conduct as attached to the Articles of Association.*

***APPROVED (19 for, 3 against, 2 abstained)***

### 3. **To receive and approve the minutes of the AGM held on 15<sup>th</sup> April 2015**

***RECOMMENDATION (PROPOSED Julie Stewart, SECONDED Robert Peacock):***

*Minutes be approved.*

***APPROVED (21 for, 0 against, 3 abstained)***

### 4. **To receive and approve the accounts for the year ending 31<sup>st</sup> October 2015**

*Question* – why does the accounting year run to 31<sup>st</sup> October and not 31<sup>st</sup> March. *Response* – because this is when trading started, but could be changed to 31<sup>st</sup> March if needed.

***RECOMMENDATION (PROPOSED Robert Sword, SECONDED Tom Mutton):***

*Accounts be approved.*

***APPROVED (22 for, 0 against, 2 abstained)***

5. To reappoint Ashby Berry Coulson as the Company's auditors for another year

**RECOMMENDATION** (PROPOSED Julie Stewart, SECONDED Robert Peacock):

Ashby Berry Coulson be reappointed.

**APPROVED** (24 for, 0 against, 0 abstained)

6. Election of two replacement members of RWCE to the Board of Directors

Two nominations had been received from Mark Pickering and Robert Peacock. Mark Pickering was absent from the meeting. Robert Peacock was asked why he was interested and he spoke of his interest in and use of the woods and the potential for them to provide health benefits to the area.

**RECOMMENDATION** (PROPOSED Robert Sword, SECONDED Julie Stewart):

Robert Peacock be elected to the Board of Directors.

**APPROVED** (24 for, 0 against, 0 abstained)

**RECOMMENDATION** (PROPOSED Tom Mutton, SECONDED Julie Stewart):

Mark Pickering be elected to the Board of Directors.

**APPROVED** (18 for, 3 against, 3 abstained)

7. To receive the Chairman's Report

Robert Sword presented the Chairman's Report and highlighted how lucky we are to have the opportunity of managing and improving such a wonderful asset as Raincliffe, Row Brow and Forge Valley woods. The vision and aims of RWCE were outlined as per the business plan. Improvements to governance and structure had taken considerable resources but had provided sound results. The valued relationship with the Woodland Trust was described – the Woodland Trust acting as management agents for RWCE, under a 5 year agreement, free of charge for the initial 3 years but with the potential to charge in years 4 and 5, but with break clauses if needed. Important to stress that RWCE is the accountable body responsible for the management of the woods. The key achievements and successes of the first year were highlighted – a 10-year Management Plan approved by the Forestry Commission and other agencies, 28 hectares of woodland restored with 650 tonnes of timber extracted and £10,000 of income raised, regular volunteer days improving the woods and paths, funding attracted for Wild about the Woods and other projects, consultations and guided walks to describe the restoration management, and targets as per the approved business plan well met. It was acknowledged that communication with the public could be improved, and this was now being done through the new Facebook page and Mail Chimp newsletters. Woodland management proposals for 2016 were described, involving 10 hectares of restoration extraction around the sawmill site and 10 hectares of restoration thinning in Row Brow.

*Comment* – the Facebook page is working very well as a communication tool giving members up to date news.

*Comment* – John Bradley stated that he owned “communitywood.co.uk”.

**THE FORMAL AGM MEETING CLOSED AT 6:50PM**

## 8. Financial update and open forum

Tom Mutton provided an update on finances and the grants received to date, including illustrating the value of levering in external funding at around £18 for every £1 RWCE made from timber extraction. A description of the Wild about the Woods project was given and Will Watts introduced himself and outlined plans for Forest Schools, survival days and other activities.

*Question* – can Wild about the Woods be expanded to other areas? *Response* – the funding from the People's Health Trust is primarily for the benefit of the residents of Barrowcliff and Northstead but if resources allow then other areas and schools can be included. To help make this happen people were encouraged to get involved and volunteer to support RWCE and its activities.

Julie Stewart gave an update on membership, which now stands at around 200.

*Question* – does RWCE have appropriate insurance? *Response* – yes, public liability insurance is in place for events and activities, volunteers, and the woodland management work.

*Question* – why is timber not extracted from the areas of restoration thinning at Row Brow?

*Response* – due to this being uneconomical and the environmental benefits of increasing the dead-wood habitat.

*Question* – why has the brash from the woodland management operations not been chipped? *Response* – as above, this is uneconomical and provides dead-wood habitats.

*Question* – there is a risk of fire in these areas, John Bradley stated he had started a test fire that had got going within 30 seconds. *Response* – starting a fire was seen by the membership as very irresponsible, as was publicising the fire risk on Save Raincliffe Woods Facebook page. Although in the short term the fire risk is increased, a fire plan was in place, the emergency services had been informed and this risk would decrease over time. The Board was satisfied with the level of risk and mitigations put in place when balanced with the need for woodland management operations.

*Question* – has a fee been agreed with the Woodland Trust for management services in years 4 and 5? *Response* – No, the agreement only reserves the right to charge a fee to be negotiated.

*Question* – concern was expressed about disparaging remarks about people on RWCE Facebook page. *Response* – Tom Mutton highlighted that he administered the page and if anyone had any concerns please contact or message him and he would look at them immediately. It was pointed out that only 1 person and 1 comment had ever been blocked from RWCE and that was John Bradley, due to legal reasons.

*Comment* – it was pointed out by the membership that Save Raincliffe Woods Facebook page was heavily edited and censored.

*Question* – has a contractor been appointed for the restoration thinning works 2016?

*Response* – the tender process has been completed and local contractors are ready to be appointed.

*Question* – John Bradley asked Tom Mutton about the circumstances leading up to his resignation. *Response* – This was considered a personal matter between these two people and not appropriate to discuss at this meeting.

*Question* – which areas of the woods are going to be worked this year? *Response* – several compartments around the Sawmill site, to avoid disturbance to car parks.

*Question* – mountain bikes and bike trails have been mentioned as potential anti-social behaviour, what are the plans to address this? *Response* – good relationships are being built with mountain bikers and they have made up the majority of the volunteers to date. Improved signage, trail planning and path maintenance will all help minimise conflict between users and ensure the woods are available for everyone to enjoy. Proposed way-markers for paths were on display at the meeting and well received.

*Question* – the risk of Phytophthora ramorum (larch disease) and links to Rhododendron were raised. *Response* – Rhododendron is one host for this disease and also presents other damaging effects because of its invasive nature. The management of the woods will involve Rhododendron control and mitigating against Phytophthora by good management and increased diversity.

**MEETING CLOSED AT 7:34PM**