

MINUTES

Present:

Robert Sword (RS) - Chair, Roy Blenkin (RB), Cllr Bill Chatt (BC), Ian Horton (IH), Stephen Parker (SP)
Robert Peacock (RP)

In attendance

Mark Feather (MF) - Woodland Trust, Nigel Lowthrop (NL) Plunkett Foundation), Mark Walton (MW),
Shared Assets, Angela Doherty (AD) - Administrator and Company Secretary and Karl Gerhardsen (KG)

Description

Action

1. Apologies

Dave Evans (DE), Cllr Andrew Jenkinson (AJ), Simon Marrington (SM), James Risker (JR),
Julie Stewart (JS), Will Watts (WW) – Hidden Horizons Ltd

The Board welcomed Karl Gerhardsen (possible co-optee) to the meeting as an observer.

2. Declarations of Interest

None

3 Minutes of meeting on 12 September 2017

The minutes of the meeting on 12 September 2017 were **AGREED** as a true record.

a) Matters Arising not on the Agenda

(i) Right to Roam – RS still to contact NYCC

RS

(ii) Licence/Lease – RS has fed back Board comments to Martin Pedley (SBC). MP hopes to be able to respond RS by the end of next week. RS will keep the Board updated of any progress.

RS

b) Confirmation of Confidential items

The Board agreed the items on the minutes which are deemed to be confidential to the Board. The minutes will now be posted on the website, excluding those confidential items.

AD

4. Governance

a) Company Secretary update

- *Registered address* - RWCE is now a virtual tenant at Woodend retaining Woodend as its registered address. The phone number remains the same. The cost of tenancy (£30 per month) is being covered via the Stronger Communities funding. The project fee from Hidden Horizons (£770) had included office costs but this has now been separated out and the project fee reduced accordingly (£740). Room hire costs remain at current rates. As a tenant at Woodend RWCE will be featured on their website.
- *Confirmation statement* - The annual Confirmation Statement has been filed at Companies House. The cost is £13.

b) Company Secretary fees

THIS ITEM IS CONFIDENTIAL TO THE BOARD.

5 Financial update

THIS ITEM IS CONFIDENTIAL TO THE BOARD.

6 Making Local Woodlands Work (Plunkett Foundation)

a) Business Plan Review

NL gave a short presentation to the Board. The key points to note are:

- The Business Plan needs to be revised to reflect how things have moved on.
- Education is considered the best option for funding – RWCE does not exist as an enterprise so would be considered as a start up.
- NL has now met with the Heads of local schools and they were interested in the education offer previously discussed by the board – namely, to develop an education based green woodland enterprise to work with schools to provide opportunities for pupils struggling in mainstream education.
- The target age group would be years 8 and 9 and schools would either pay directly to RWCE or the Area Opportunities Fund could pay RWCE for places.
- It is likely to be 4 days a week (9.30 to 2.30) over 38 weeks plus a winter break and summer break programme. Estimated cost per learner would be £94 per day. Charging range could be £60 to £100 per learner.
- The Heads were keen to go to Hill Holt to see how the programme works there. The Plunkett Foundation would fund the visit but NL would not attend unless specifically asked to do so.
- NL proposed that the minimum staffing to start with would be 1 part time project manager, 3 full time rangers (with areas of expertise in teaching/outdoor pursuits/countryside management and use of chainsaws) and 1 part time admin/finance. £200-£250k would be needed initially to cover staff costs, equipment etc.
- It was felt that a full-time project manager/development manager was critical in the first instance, supported by one ranger who has some understanding of countryside management.
- There needs to be a secure space to store equipment – SP wondered if the compound adjacent to GCHQ might be an option. He will speak to his contact at GCHQ.
- The lease is still an unknown quantity. RS will keep NL updated.
- The Area Opportunities Fund is now live – one of the key areas for them is ways of tackling poor school attendance.
- RWCE could apply for an Esme Fairburn grant alongside the Area Opportunities funding.
- RB suggested that CLLD funding could be available. Big Local has funding to be spent over the next 4 years to support community organisations – it could perhaps be used to cover staffing costs.
- Bright Ideas fund could be used to help with community engagement and legal support in relation to the changes to articles. Applications open in November and money would need to be spent by July.

SP
RS

b) Governance Review

MW summarised his report which had been circulated prior to the meeting. The key points to note are:

- The current purpose for RWCE should be revised to articulate more the community/public benefit. The main purpose should be around advancement of citizenship, community development, urban and rural regeneration.
- The purpose definitions in the Charities Act 2011 are a useful starting point even if RWCE is not a charity.
- Purposes should still have reference to enterprise, and could also reference cultural/heritage aspects.

- Members need to be consulted/engaged and consideration needs to be given to finding additional ways of doing this.
- Consideration should be given to adopting a statutory “asset lock” to protect RWCE’s assets and to ensure that it remains a not for profit organisation and that its assets can never be used for private gain. There is already an asset lock in the Articles (Section 9) but this could be overturned by the members – it does not afford full protection of the assets. Having a statutory asset lock will ensure that, irrespective of what happens in the future, any organisation/directors managing the woods would not be able to dispose of the assets or derive any financial gain from their disposal
- Consideration should be given adopting a different legal status for the Board – RWCE can remain as a company limited by guarantee but could apply for Charitable status or it could apply to be a Community Interest Company (CIC) – regulated by the CIC Regulator – which would be more helpful for the trading side of the organisation. Both status would improve access to grant applications.
- It was proposed that a sub-group of Board members look at the pros and cons of any proposed change in detail, to consult with members and then report back to the Board.

In summary:

The short term (3 to 6 months) recommendations are:

- Revise objects to clearly articulate the community or public benefit it delivers.
- Build a more informed, engaged and empowered membership.

The medium term (6 to 12 months) recommendations are:

- RWCE should consider adopting a legal structure with a statutory asset lock.
- Explore further the pros and cons of charitable or Community Interest Company status – and any alternatives.

It was **AGREED** that the short-term recommendations should be incorporated by NL in the Business Plan Review. The medium-term recommendations to be considered by a Board sub-group once the Board have a first draft revised Business Plan.

MW/NL will now finesse the proposals for the Business Plan and Governance Review and bring a written proposal/action plan to the Board meeting in November.

MW/NL

7. Woodland Management

MF had circulated his update report to the Board. The key points to note are as below.

- Uneconomical thinning work is underway and planting work is scheduled for October.
- Around 40% of the rhododendron removal has been completed. It is anticipated that the work will be completed in November.
- Due to increased work caused by having to deal with ash dieback the Woodland Trust (WT) cannot devote the same amount of time to RWCE as it has in the past. The main issue for MF is the pressure on his time as he has a national role. WT are looking at bringing in external consultants to support MF.
- Around one third of the trees in the wood are ash, with Forge Valley being the main area of concern. Public access makes tackling the problem difficult.
- Pending the review of the Business Plan, another year of support from WT at current levels would have been helpful but their resources are too stretched to be able to provide this. RS is planning to meet with WT to discuss this further.
- The idea of forest stewardship for Raincliffe was discussed but because of the small volume of timber compared to the cost of stewardship it was felt it would not be a viable option.
- MF will present a review of work done by WT in last 5 years for the Board at the next meeting.

RS

MF

8 Wild about the Woods /Stronger Communities

Due to unforeseen circumstances WW was not able to attend the meeting. The Board asked for an email update as soon as possible regarding the funding on both projects.

WW

9. Health and Safety

None

10. Any other business

a) Press Release

Jo Ireland (JI) at SBC is proposing a joint SBC/RWCE press release to coincide with the 3-year review stage of the project to explain what has been done so far and what is planned for the future. The Board **AGREED** that a joint press release be issued. It was felt that it could also be used to try to tackle some of the current misconceptions namely that felling trees is always bad, that timber is worth a lot of money, and that the Directors benefit financially from the wood. RS will feedback to JI.

RS

b) Public meeting

The Board noted that a public meeting is being held on 14 December to discuss Raincliffe Wood. It has not been convened by RWCE thus has no legal status in respect of RWCE as an organisation. The Board have not been invited and SBC have also confirmed that they do not intend to be there.

11. Date of next meetings

Proposed dates for 2018 had been circulated prior to the meeting and are added here for clarity.

All at 6pm at Woodend

- 20 November 2017 – this is a change from the previously published date
- 16 January 2018
- 20 February 2018
- 27 March 2018
- 24 April 2018- Annual General Meeting
- 29 May 2018
- 3 July 2018
- No meeting August
- 11 September 2018
- 16 October 2018
- 20 November 2018

All members of the Board are bound by the principle of Collective Responsibility. This means that whilst Board members are at liberty to express their individual points of view at Board meetings, and are encouraged to engage in full and frank discussion, once a matter has been agreed, that decision is then owned by the Board. All Board members should present a united front outside of the meetings taking collective responsibility for that decision whether they personally agreed with it or not. Board members should not share with people outside of the Board the views expressed by individual Board members in discussions, or how they voted. Only the decision should be shared as recorded in the minutes.