

MINUTES

Present:

Robert Sword (RS) - Chair, Roy Blenkin (RB), Dave Evans (DE), Karl Gerhardsen (KG), Robert Peacock (RP), Julie Stewart (JS)

In attendance

Angela Doherty (AD) - Administrator and Company Secretary

Description

Action

1. Apologies

Cllr Bill Chatt (BC), Cllr Andrew Jenkinson (AJ), Simon Marrington (SM), Stephen Parker (SP), James Risker (JR), Ian Horton (IH), Will Watts (WW), Hidden Horizons

2. Declarations of Interest

RB suggested he may have a conflict of interest with regard to Item 7 (Business Plan Review) because of his connections with several funding organisations.

3. Minutes of meeting on 16 January 2018

The minutes of the meeting on 16 January 2018 were **AGREED** as a true record.

a) Matters Arising not on the Agenda

None

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) Governance Review Focus Group Update

(i) Changes to Articles – Composition of Board

RS/RP/JS/AD reviewed the composition of the Board and it is proposed that it be amended to remove categories of Directors which are not being taken up and to expand the option for more Expert Directors and Co-optees to allow the Board to bring in the necessary expertise it needs. The overall maximum number of Board members (14) would not change.

The changes proposed are:

- Remove Directors appointed by Newby and Scalby Parish Council and Either West or East Ayton Parish Councils as all had indicated that they did not wish to have representation on the Board.
- Allow for 3 Expert Directors instead of 2.
- Remove the current limit on Co-optees (currently 2).

The Board **RECOMMENDED** that the proposed changes to the Articles be put forward to the members at the AGM. AD to prepare the report for the AGM outlining the proposed changes.

AD

(ii) Changes to Articles – Objects

Changes to the wording of the Objects had already been put forward and accepted by the Board following the Governance Review workshops. The proposed changes will need to be taken to the AGM for the members to consider. RS to send revised objects to AD to include in the AGM report on proposed changes to the Articles

RS

(iii) Proposed change in status to become a Community Interest Company (CIC)

Following on from the Governance Review, a change in structure to either a CIC or a Charity was to be considered. JS had circulated a report for Board member consideration giving an overview of a CIC and how it compares to a Charity Status. There is also a very detailed information pack on CICs from the Department for Business, Energy and Industrial Strategy which JS has used as a reference point.

The keys points raised were:

- CICs are regulated, can be membership owned and are open to public scrutiny.
- They have a statutory asset lock to ensure that the assets are used only for the benefit of the community. This was one of the medium-term recommendations from the Governance Review.
- Directors can be remunerated under strict regulation, but this would not apply to RWCE as the Memorandum and Articles of Association do not allow remuneration.
- It is important to have a regulatory body but also a structure which allows RWCE to trade. A Charity is not able to trade.
- It was acknowledged that some funding pots are only available to charities, but it was felt that there were sufficient opportunities for community funding to offset this.
- There could be charities in the area with whom RWCE could work.
- Funding for a CIC tends to be a bit more flexible – with charities it is very prescriptive.
- The reporting and administration requirements for charities are more demanding and time consuming.
- There could be an option to create a Charity as an umbrella organisation at a later date if that was felt appropriate.

The Board **RECOMMENDED** that the direction of travel for RWCE is to become a CI and that this should now be put forward to the members at the AGM. JS to prepare the report for the AGM outlining this recommendation.

JS

b) AGM

- Date: the AGM will take place on Tuesday 1 May, 6pm at Woodend with a pre-meeting of the Board at 5.30pm.
- Elections:
 - *Member Directors* – JS and SP are due to stand down having served three years creating two vacancies on the Board. Both retiring Directors are eligible to stand for re-election. A call for Member Directors will be sent out by JS as soon as possible.
 - *Co-optees* – KG will stand down at the AGM. As a member of RWCE he is eligible to put himself forward for election as a Member Director should he wish to do so. RS hoped that if he is not elected, there being only two vacancies, he could be co-opted again after the AGM.
 - *Expert Director* – RS has served two years as an expert director but can be reappointed by the Board. RS is willing to stand but this will be discussed at the next Board meeting on 27 March. AD to add to the agenda.
 - *Nominated Directors* - BC has indicated that he has asked to stand down as the SBC representative due to other commitments. AD has asked SBC for official confirmation of this and who will be the representative moving forward.
- Timetable: for elections, notice of AGM etc to be circulated to the Board as soon as possible.

JS

AD

AD

AD

5. Licence and lease update

Following persistent chasing by RS and by AJ, a reply was received from Martin Pedley (MP) today to say that he was meeting this Thursday with Carol Rehill who will be working

on the lease. MP will email RS with the outcomes of the meeting and, once that has been received, RS and RP will meet with MP to take things forward.

RS

6. Financial update

a) Current year 2017/2018

The current overall balance is £9,280.78 allocated as below:

- *Wild About the Woods*- The current balance is £1,790.85. A further £9,950 is due from the People's Health Trust.
- *Stronger Communities*- The current balance is £450.00. A further £6,000 of funding is due.
- *Unrestricted funds*- The current balance is £7,319.93

In terms of the balance of the funding, AD has been chasing WW who advised that he needs to complete a short report for each and, once that is done, the funding will be received. It was noted that WW is currently working at his own risk as his company is carrying on with its work but won't submit any invoices until the funding has been received.

b) Draft Year end accounts 2016/2017

The draft Unaudited Financial Statements for the Year Ended 31 October 2017 had been circulated to the Board. It was noted that there had been a small deficit in 2016/2017 of £221 but there was still c£7,400 of unrestricted funds in the bank.

The Board **AGREED** the Unaudited Financial Statements 2016/2017 as presented. Final copies were signed by the Chair and the Company Secretary and will now be returned to the accountants for signature ready for presentation at the AGM.

AD

c) Financial Commitments Review

In the supporting statement sent to the accountants, the Directors must confirm that they have considered projected spend over the next 12 months and have assessed the ability of the organisation to continue as a going concern.

To this end, AD had circulated a breakdown of known financial commitments over the next 12 months. The figures presented assume a worse-case scenario of no funding and no income. Projected spend is £3,533 and the current bank balance is £7,319.93.

The Board **AGREED** that there are sufficient funds for the organisation to continue as a going concern for the next 12 months.

d) Corporation Tax 2016/2017

The Corporation Tax computation 2016/2017 has just been received by AD. As last year there is no Corporation Tax to pay. AD will sign and return to the accountants for filing with HMRC.

AD

e) Insurance

RS had today received a reminder letter from Zurich Insurance that our insurance is due for renewal in March. It was noted that, this coming year, RWCE might employ local contractors who may not have sufficient cover in place or might directly employ staff. AD will speak to Zurich Insurance to ascertain what cover would be needed.

AD

7. Business Plan Review

a) Business Plan Review Focus Group update

(i) Tudor Trust Bid

The draft bid proposal had been circulated prior to the meeting. The first stage is a short questionnaire with 5 keys questions. The bid is to fund a Development Manager post, admin support and legal costs. If successful, the funding should enable RWCE to be self-supporting after 3 years.

The following points were raised in respect of the stage 1 bid proposal:

- Rather than 'in partnership with Hidden Horizons' it might be better to say work was 'facilitated' by them.
- The Opportunities Fund is targeted at Bridlington and the wider Borough of Scarborough, not just Scarborough.
- Only schools can bid to the above fund but RWCE could facilitate delivery of activities.
- DE has met with Richard Benstead from the Opportunities Fund who confirmed that money is available for schools to bid for, specifically for 14+.
- Richard Benstead is a governor at Graham School and George Pindar who are the two most vulnerable schools in terms of educational attainment.
- The education figures quoted are the latest figures released by the Department of Education – it might be worth adding a footnote to reference this as the source.

Mark Walton (Shared Assets) had assisted in preparing the response. DE will send any documents to AD to format ready for the bid to be submitted. The covering letter will need to be signed by RS as the Chair.

DE

(ii) Other points noted

- Some basic facilities are needed as soon as possible to satisfy funders, even if it is just a temporary structure. RP is due to meet with highways/planning regarding the siting of any such facilities.
- The Group have met with a number of people including Barrowcliff Big Local. A separate meeting is planned with Sue Foster re possible employment opportunities for people in Barrowcliff.
- There will be a meeting at Throxenby Mere with NYCC to clarify what their responsibilities are in respect of road verges maintenance and footpaths between Scalby Road and the woods.
- Natural England are keen to offer help.
- DEFRA 25-year plan for Woodlands is now available. RP to send to AD to circulate to the Board.
- Esme Fairburn Trust had been suggested as a possible funder but RWCE does not currently meet the criteria, as turnover must be more than £50k per annum. If the Tudor Trust Bid is successful, RWCE could reapply. National Lottery funding may also be an option.
- In the CIC information pack there is a section on funding – JS will circulate to the Focus Group.

RP

JS

(iii) Row Brow proposal

The group proposed that a small area of Row Brow, adjacent to Stepney Farm, could be used for pig grazing. Stepney Hill Farm would put up the fencing, source the pigs, and oversee the operation. They are currently working with First Light Trust (ex-servicemen charity) and the plan would be to involve them in this enterprise. There would be no cost to RWCE.

MF from Woodland Trust has advised caution as pigs could damage the ground and create erosion issues due to the steepness of the ground. Mindful of this, the Board were keen to

support the idea of working with a local farm and local community group. It was acknowledged that the site would need to be carefully monitored to ensure no damage was being done and consideration needed to be given to what happens at the end of the experiment. RS also expressed a concern about the damage pigs will do to the ground flora.

The Board **AGREED** to pig grazing at Row Brow, with the proviso that this was on a very small area of land for a period of no more than 12 months. At the end of that time the experiment would be subject to a full review before any decisions were made regarding what happens next. This also needs to be announced on the website before the work commences. RP/DE/SP to send wording to JS for the website.

RP/DE/
SP

On behalf of the Board, RS thanked the Focus Group for the time and effort so far.

8 Stronger Communities/Wild about the Woods

No report. WW was unable to attend the meeting due to illness.

9. Publicity, marketing and events.

Nothing to report.

10. Woodland Management

Nothing to report.

11 Health and Safety

Nothing to report.

12. Any other business

a) *Members Database* – in light of the new Data Protection legislation coming into force in May, RWCE needs to review its processes in respect of data held. JS/RP will discuss and bring a report to the next meeting.

JS/RP

13. Date of next meetings

- 27 March 2018
- 1 May 2018- Annual General Meeting
- 29 May 2018
- 3 July 2018 (RS away. To be chaired by Vice Chair)
- 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.