

Amendment to Part 2 – LIABILITY, OBJECTS AND POWER

As part of the business support provided by the Making Local Woods Work programme Shared Assets has undertaken a Governance Review for Raincliffe Wood Community Enterprise.

This involved the Board members taking part in a number of workshops as well as one to one interviews. One of the recommendations from the Review was that the Objects should be revised to more clearly articulate the public and community benefits that RWCE aims to deliver.

Further discussion by the Board has resulted in the proposed amended Objects as detailed below.

The current objects are:

4. The company's objects ('Objects') are specifically restricted to the following:
To manage Raincliffe, Forge Valley and Row Brow Woods as a local amenity for the community and to carry out enterprising, sustainable and income generative activities in the woodland and thereby provide an income to support the economic viability of the woodland – a living and accessible forest.

The proposed new objects are:

4. Raincliffe Wood Community Enterprise (RWCE) is a membership owned Not-for-Profit company holding a 30 year lease from Scarborough Borough Council over an important woodland landscape feature known as Raincliffe, Forge Valley (SSSI/Nature Reserve) and Row Brow Woods.

The management of the woodlands encompasses the carrying out of enterprising (economic and social), sustainable, environmental and income generative activities in the woodland. This is in collaboration with Strategic Partners to include Scarborough Borough Council, North York Moors National Park Authority, Natural England, Forestry Commission and the Woodland Trust.

These objectives are primarily for the public benefit

- Advancement of citizenship and community development.
- Training and education to assist in the capacity and skills of members of the public to help them to meet their needs and participate more fully in society.
- Advance the public's awareness and involvement in the conservation, protection and improvement of the physical and natural environment.
- Promote recreation, leisure and access for the public from whatever background of health, hardship, disablement, infirmity, gender as well as the public at large, in the interests of social welfare and with the object of improving quality of life.
- Generate an income for reinvestment in the woodland and to provide infrastructure which enables RWCE to achieve its management objectives.

THE BOARD RECOMMEND THAT MEMBERS APPROVE THE AMENDMENTS TO THE OBJECTS

Amendments to Part 7 – DIRECTORS OF THE COMPANY

As part of the overarching review of Governance consideration was given to the current composition of the Board where currently certain categories of Director are not being used. Following discussion by the Board it is proposed that the composition of the Board 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 as it needs it. The overall maximum number of Board members (14) would not change.

Proposed changes

- Remove the category of Directors appointed by Newby and Scalby Parish Council and Either West or East Ayton Parish Councils. All have indicated that they do not wish to have representation on the Board.
- Increase the maximum number of Expert Directors to 3
- Remove the limit on the number of co-optees (currently 2).

The current Articles with the proposed amendments are shown below:

- 28 The Board of Directors shall be composed in the following way:-
- (i) A maximum of ~~five~~ **three** Directors each appointed on an annual basis from:
 - a. Scarborough Borough Council (appointing two directors)
 - b. Barrowcliff Big Local (appointing one director)
 - ~~c. Newby and Scalby Parish Council (appointing one director)~~
 - ~~d. Either West or East Ayton Parish Councils (appointing one director)~~
 - (ii) A maximum of six Directors elected from the membership (who shall be interested persons) who will be subject to retirement by rotation.
 - (iii) A maximum of ~~two~~ **three** Expert Directors appointed by the Board, as persons having skills and experience which will benefit the company who will serve for a two year period.
 - (iv) In addition the Board of Directors may also co-opt further directors who may serve until the subsequent AGM subject to a maximum of fourteen board members in total.
- 34 The company may by ordinary resolution in a general meeting:
- (1) Elect a maximum of 6 persons drawn from and elected by the members who are willing to serve as a director; subject to the vacancies arising at a general meeting or annual general meeting as a result of the retirement by rotation.
 - (2) Appoint a maximum of ~~2~~ **3** persons to be known as “Experts Directors” as detailed in article 28;
 - (3) confirm the maximum of ~~5~~ **3** directors appointed by the Representative members as detailed in article 28.
- 38 (1) The directors may co-opt ~~a maximum of 2~~ **any person who are willing to become a director subject to a maximum of fourteen board members in total**
- (2) A co-opted director must retire at the next annual general meeting.

THE BOARD RECOMMEND THAT MEMBERS APPROVE THE AMENDMENTS TO THE DIRECTORS