

MINUTES

Present: Robert Sword (RS) – Chair, Dave Evans (DE), Karl Gerhardsen (KG), Ian Horton (IH), Stephen Parker (SP), Robert Peacock (RP), Mark Vesey (MV)

In attendance

Angela Doherty (AD) - Administrator and Company Secretary

1. Apologies

Julie Stewart (JS), Andrew Jenkinson (AJ).

Absent: Simon Marrington (SM), Roy Blenkin (RB), James Risker (JR)

Action

2. Declarations of Interest

None

3. Minutes of meeting on 16 October 2018

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

a) Matters Arising not on the Agenda

(i) *Notice boards* – have now been updated.

(ii) *PCSO for Raincliffe area* – JR still to advise who this is.

JR

(iii) *RWCE materials* – inventory still to be done. AD to send reminder email to WW.

AD

(iv) *Stronger Communities/Wild About the Woods* – WW has confirmed that the final reports have been sent to the funders. He is awaiting confirmation from People's Health Trust that the final tranche of funding will be released. AD to email WW to ask him for the final reports so that they can be circulated to the Board.

AD

(v) *Security*– the broken lock at Green Gate had not been picked up in the recent survey but DE confirmed that there is padlock and chain on the gate and he has asked for the key. DE has also fitted a padlock at the Sawmill site gate. SP/DE will liaise with Alan Tomlinson at SBC re the fitting of wooden gate posts. They will need to buy 6 bags of concrete to fit them. MV/DE will find out if SBC will cover any of these costs. If SBC agree DE to send the details to AD to raise an invoice for SBC. If not DE will submit an expenses claim.

**MV/DE
DE**

b) Confirmation of Confidential items

The Board agreed that no items on the last minutes were deemed to be confidential to the Board. The minutes will now be posted on the website.

AD

4. Governance

a) CIC update

Draft CIC Articles (created by AD and reviewed by RS and JS) had been circulated to the Board for their comments. The Articles have been created using the model CIC template and incorporating current RWCE Articles with some minor changes as listed below. Shared Assets have reviewed the Articles and their suggestions were also considered.

The following key points were noted:

- Section 6 –Powers. Shared Assets had advised that the Board consider whether to have the powers listed in a separate policy statement to which the Articles would refer to avoid a long and complex article, and they suggested that clearer definitions be found for 'beneficiary' and 'reasonable and proper'. The Board felt

that it would be better to leave this Section in the Articles but agreed that definitions would be helpful. The layout and cross-referencing needs to be reviewed to ensure it is consistent. AD/RS/JS will take forward.

- Article 11.4 – formalises the requirement for any groups or committees to report back to the Board within an agreed timescale. It was agreed that the first Board meeting following any meeting was an appropriate timescale.
- Article 16.2 – at Shared Asset’s suggestion the Board considered its quorum and agreed that this should remain as it is now (ie one third).
- Article 23.2 – it was agreed to increase the age at which someone can be appointed a Director from 16 to 18.
- Article 23.5 (c) and (d) – formalises the option for the Board to reappoint Expert Directors and Co-optees at the end of their normal term of office should their skills and expertise still be of benefit. Any reappointment would still be subject to the normal terms of office.
- Section 38 – the option for a vote by ballot paper has been formalised. This is already standard practice but it was felt useful to have it stated in the Articles.
- Section 48 – Non-Confidential Minutes are already published on the website once approved by the Board but it was felt useful to have this stated in the Articles.

Next steps

- AD will update the Articles and recirculate to the Board as a final draft as soon as possible. AD
- Legal advice will also be sought on this final draft. RS has a contact with a local solicitor (Richard Grunwell) who may be able to do the work pro bono. If not, RP may be able to find someone via his contacts with the Cavaliers. RS to contact Richard Grunwell. RS
- Following legal advice any further amendments will be made and the final version sent to the Board for formal approval either at the next Board meeting, or via email, depending on the timing. AD

b) Confirmation of EGM

The Board hopes to be able to hold the EGM to approve the new Articles before its Board Meeting on 15th January 2019. The EGM could also include an update on Woodland Management activities. The notice would need to be sent out by the third week in December. The next option would be 19th February. The timing of the EGM will be confirmed once the timescales for finalising the Articles are known. AD

5. Licence and lease update

RS/RP had been due to meet with Martin Pedley (MP) on 12 November but that meeting had to be rescheduled and will now take place on 28 November. RS will circulate a report to update the Board following the meeting. The Board stressed the need for the lease to be resolved as it impacts on funding applications, and on the planning application for the Boardwalk project. RS

6. Financial update

a) Financial update 2017/2018 – year end position

The overall balance at year end is £6,516.89 allocated as below:

- *Wild About the Woods* - The current balance is £1,527.05. The project has now finished. A final payment of £3,594 is due to be paid in two instalments - £2,396 and £1,198.
- *Unrestricted funds* - The current balance is £4,989.84.

The Board asked AD to contact the accountants to prepare the Year End Accounts. AD

b) Financial update 2018/2019

The current overall balance is £6,477.29 allocated as below:

- *Wild About the Woods* - The current balance is £1,487.45. The project has now finished. A final payment of £3,594 is due to be paid in two instalments - £2,396 and £1,198.
- *Unrestricted funds* - The current balance is £4,989.84.

7. Business Plan Focus Group

(i) Woodland Management

a) Timber felling update

- Felling work has begun and there are currently 2 trailers of wood ready to go, with more expected this week.
- This is low impact felling and has not been affected by weather conditions.
- c25/30 tonnes which was on the floor from last year has been removed.
- As soon as the first load goes to Flixton Saw Mill, we will receive the first invoice from Andrew Spitalhouse.
- Weighing will be done via Murray Brown's weighbridge.
- As previously agreed DE will monitor the whole process from loading to weighing to unloading.

b) Unlimited proposal update

- Unlimited are not going ahead with this project currently. However, useful links have been established with them and RWCE will continue to build on this relationship.

c) Joint foot/cycle path – Raincliffe School/Mere- update

- DE still has not heard from Row Brow Farm (whose land could be used) but he will keep trying. DE
- The land across the road from Raincliffe School is under offer from Beyond Housing (formerly Yorkshire Coast Homes Housing Association).
- MV will find out what the process is for RWCE to lodge their declaration of interest for Section 106 money and will let RP/SP/DE know. MV

d) Row Brow Archery Proposal

A proposal has been received from the National Field Archery Society regarding the use of Row Brow for an archery field course. The following points were noted:

- They aware that the land is currently the responsibility of SBC but are keen to take this forward with RWCE and would be willing to come to a Board meeting to answer any questions.
- It is assumed that they would use the bottom third of the hill as the land is very steep and there are no defined footpaths.
- Raincliffe Wood is designated open access but it is not clear if Row Brow is included in this.
- KG stated that it is not on Natural England's map. People tend to walk along the top on the listening station land and then join the footpath to the open road. A lot of it is fenced off.
- It is not clear if planning permission would be needed.
- It was agreed that KS/SP should meet with the Society to discuss this further. DE and RP to join them if available. SP will set up the meeting. SP

e) Boardwalk Project update

RP presented an update to the Board. The following key points were noted:

- NYMNP resources are stretched so they have asked us to seek additional funding support. They are struggling to find the amount they need to contribute.

- RP has sent details of the project to Rotary who have supported similar projects in the past and they are discussing this at their November Committee meeting. If they are able to provide support it may not be a large sum of money but it was suggested that perhaps they could organise a fundraising event, along the lines of the Secret Wood event.
- RP has also sent details to the Cavaliers. Their funding bidding process for this year has already closed but it might be that some of the members are willing to make private donations.
- The idea of having an outdoor classroom is not going to be pursued to simplify the bid as it would require planning permission. This is something which could be revisited as a separate project at some point in the future.
- SBC have suggested that a new bank account is opened in RWCE's name but which requires SBC to authorise payments as well as RWCE. It is possible to do this via an online dual authorisation account with RWCE's current bank, Barclays, but any change in signatories would apply to ALL RWCE's account. It is, therefore, proposed that SBC sign off the invoice, then RWCE use dual authorisation to pay online.
- RP is proposing that RWCE put the whole project out to tender so that all aspects would be dealt with by one main contractor, from project management to commissioning contractors to buying materials. This minimises the risk to RWCE and is a more practical solution. RDA are supportive of this idea.
- Fairhurst proposal for Planning, EA Permit and providing detailed costing and specification for the project is £28k. This cost is to be covered by SBC and NYMNP. Fairhurst have indicated that they would need a definitive boundary map to be able to do the planning application. The costings would form the basis of the specification for the tender process. RP is also going to contact Alan Wood and Partners who offer a similar service to Fairhurst.
- RP is trying to get letters of support from local Tourism providers.

The Board **AGREED** with the proposal that the project be put out to tender to one Main Contractor to manage all aspects of the work.

(ii) Funding applications update

The following was noted:

- Confirmation has been received from Sirius Minerals that RWCE was unsuccessful in its bid for funding on this occasion.
- SP attended a meeting at The Street - they are supportive of RWCE and have indicated that CLLD money to create jobs might be something RWCE could tap into for a Project Manager. RP/SP/DE will take forward.
- WW has still not been in contact to set up a meeting re other funding applications. AD will send a reminder to WW but, in the meantime, RP/SP/DE will continue to pursue funding opportunities.

RP/SP/DE

AD

8. Publicity, marketing and events:

RP offered to take photographs and update the website regarding the current timber work. He will also add on details about the Centenary Wood.

RP

9. Health and Safety:

As previously discussed, signage warning people using the woods to be aware that other are using it too – eg walkers, cyclists – would be helpful.

10. Any other business

a) *Visit to Mulgrave Woods* – RP/SP/DE had a very useful visit to Mulgrave Woods. This is private Estate woodland but tracks and paths are open at certain times to the public. They have put in tracks to give easier access for felling. Their policy is to fell any tree within falling distance of a footpath. They are currently felling all their ash trees near footpaths and selling

for firewood. It was agreed that it would be helpful to ask Mark Feather to do a walkthrough of the main paths in Raincliffe Wood and mark up any trees with ash dieback. RS to contact him to find out if he can help with this.

RS

11. Date of next meetings

- 15 January 2019 – possible EGM – to be confirmed.
- 19 February 2019
- 26 March 2019
- 30 April 2019- Annual General Meeting
- 28 May 2019
- 2 July 2019
- No meeting August
- 10 September 2019
- 15 October 2019
- 19 November 2019

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.