

**MINUTES (DRAFT)**

Present: Robert Sword (RS) – Chair, Dave Evans (DE), Karl Gerhardsen (KG), Ian Horton (IH), Andrew Jenkinson (AJ), Stephen Parker (SP), Robert Peacock (RP), James Risker (JR), Julie Stewart (JS), Mark Vesey (MV)

In attendance

Angela Doherty (AD) - Administrator and Company Secretary

**1. Apologies**

Simon Marrington (SM).

**Action**

RS reported that, since the last meeting, Roy Blenkin, had tendered his resignation from the Board. Companies House have been informed. This means there is a vacancy for a nominee to represent Barrowcliff Big Local. See item 4b.

**2. Declarations of Interest**

None

**3. Minutes of meeting on 15 January 2019**

The minutes of the meeting on 15 January 2019 were **AGREED** as a true record.

**a) Matters Arising not on the Agenda**

(i) *RWCE materials* – The inventory has now been received from Will Watts (WW) and he has also returned the RWCE high-vis jackets.

(ii) *Stronger Communities/Wild About the Woods* – final reports still awaited. RS to follow up again with WW.

**RS**

(iii) *Ash die back* – to be picked up in discussions with Natural England (see item 5).

(iv) *CIC Articles* – a detailed legal review of the proposed articles was completed and amendments made as necessary prior to the final document being considered at the EGM earlier this evening.

(v) *Round Barrow* – RS has written to Jo Collins to confirm RWCE is not in a position to take on the maintenance of the Round Barrow.

(vi) *Meeting with SBC 18 March* – this is a Members' briefing. A PowerPoint presentation will be prepared and RS will be accompanied by RP, DE and SP. Jo Ireland will present a history/background to the asset transfer whilst RWCE will focus on partnership working, an overview of governance, projects (eg Boardwalk). A meeting to agree the contents of the presentation will be arranged as soon as possible. If AJ and MV are able to attend the meeting, it would be helpful although it is acknowledged that they would need to declare an interest.

**RS/RP/DE/SP**

**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) EGM 19 February 2019 outcome**

The Board were pleased to confirm that the conversion of RWCE into a Community Interest Company had been unanimously approved. The formal paperwork will now be lodged at Companies House.

**AD**

It was noted that some people had difficulty with the Proxy Voting Form on the website – this will be reviewed before the AGM. AD

The membership database will also be reviewed to ensure that it is fully up to date. JS

### **b) AGM 30 April 2019**

AD circulated a briefing in respect of the AGM proposed for 30 April and the following was noted:

#### ***Elected members***

- RP has to stand down at the next AGM having served three years but he is eligible for re-election. RP confirmed his intention to stand for election again.

#### ***Appointed Directors/Co-optees***

- RS informed that Board that he will be stepping down in 2020 – he is retiring and moving away from the area. The Board recorded their thanks for his significant contribution to RWCE. Plans will be put in place to appoint a new Chair once RS stands down. This will be considered after the AGM.
- SM comes to the end of his term of office as an Expert Director in 2019. He is eligible to be reappointed, however, because of a change in his circumstances he feels he would struggle to continue as a Board Member. He is happy to be contacted for advice on an ad-hoc basis.
- There will be a vacancy for an Expert Director. The Board also currently has no co-optees.
- The Board agreed that an expert with a background in forestry was important. JR will send contact details to RS of someone he thinks would be suitable for RS to contact. JR/RS
- It was also felt that someone with a legal or financial background might also be useful. A potential Board member was identified, SP/DE will make an informal approach to gauge interest SP/DE

#### ***Nominated Directors***

- AD will write to Jo Ireland, SBC to confirm the SBC representatives. AD
- As noted above there is a vacancy for a nominated representative for Barrowcliff Big Local. DE will speak to Kerry Lee at Barrowcliff Big Local to ask them for a nominee. DE

#### ***Timetable***

The outline timetable was noted. The key dates are:

- Call for Member Directors to be on website/circulated to members as soon as possible but no later than **15 March**. Nomination forms to be available on the website at the same time as above. AD/JS
- Deadline for nominations **11 April** with nominees' details to go on the website **15 April**. AD
- Formal notice of AGM to be circulated to members and put on website no later than **9 April**. JS/AD
- Accompanying papers for the AGM to be put on the website as soon as available but no later than **15 April**. Proxy voting forms to be available on the website by the same dates. AD/RS
- Deadline for Proxy voting forms no later than midday, **Monday 29 April**.

#### ***Practicalities***

- Meeting to be held in the Conference Room at Woodend at 6pm.
- There will be a speaker at the end of the meeting – this would not be part of the formally minuted meeting but may encourage more members to attend. RP suggested Dave Hutchins and will contact him to see if he is available. RP

## 5 Licence and lease update

RS/RP gave the following update:

- The final draft has now been received. With a little bit of tidying up it is nearly ready for signing.
- Agreement with Yorkshire Water is missing from the third party rights. It relates to the water extraction point. It was agreed that this needed to be excluded from the lease.
- Fly tipping remains an issue. SBC have indicated that they would support RWCE with this for the first 18 months but RWCE is not in a position to take this on. This needs to be clarified in the lease.
- Concern was raised again in respect of responsibility for trees. Those on the roadside verge are NYCC with the rest being the responsibility of the leaseholder. However, there are a lot of overhanging trees which, under the current proposal, would fall to RWCE to maintain and which would incur significant costs.
- RS/RP are meeting with Natural England this week about the Nature Reserve Agreement. They will discuss ash dieback with them.
- RS/RP will continue to work with SBC with a view to finalising the lease and getting it signed, hopefully, by the AGM.

RS/RP

RS/RP

## 6. Financial update

### a) Year End Accounts 2017/2018

The Board **AGREED** the Unaudited Financial Statements 2017/2018 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

### b) Corporation Tax Return 2017/2018

The Corporation Tax computation 2017/2018 has been received. As last year there is no Corporation Tax to pay. AD will sign and return to the accountants for filing with HMRC.

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 as at 11 February 2019. Projected spend is £3,591 and unreserved funds were £6,114. However it was noted that ongoing forestry activities will boost unreserved funds.

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

It was agreed that a Financial Commitments Review should be done each quarter.

AD

### d) Current year I & E 2018/2019

The current overall balance is £3,235.66 allocated as below:

- *Wild About the Woods* - The current balance is £1,461.05. The project has now finished. A final payment of £3,594 is due to be paid in two instalments - £2,396 and £1,198. The situation regarding the remaining funding is still to be confirmed. RS is following up with WW.
- *Unrestricted funds* - The current balance is £1,801.01. However, income from forestry activities is expected to be paid in the next day or so, increasing unrestricted funds to £10,152.31 and overall balance to £11,586.96.

RS

## 7. Business Plan Focus Group

### (i) Woodland Management

#### a) Timber felling update

- To date 371 tons have been extracted. The estimated surplus from these activities is £7,372.
- There are c100 tons ready cut to be collected and c40/50 tons in the sawmill carpark.
- There has been a complaint that a badger set was being damaged. RWCE were able to confirm that this was not the case as the thinning was not taking place where the known sets were located.
- Another complaint was about the number of trees being thinned whilst holly bushes were being left. DE offered to meet the complainant but she declined. The trees being thinned are only those identified as suitable for thinning by MF and are only a small percentage of the total trees in the woods.
- DE proposed that a regrade of the paths be done using of the money earned from thinning. The Board **AGREED** with this proposal. DE to take forward. **DE**
- Some more trees will be marked up tomorrow which will take probably until mid-March to thin and clear.
- Given that it is now getting close to bird nesting season it might be a good time to pause the thinning programme. Woodland flowers are also starting to bloom. It has also involved a huge commitment of time from DE, SP and RP. **DE**

AJ proposed and JS seconded that thinning be halted at the end of March with a view to restarting again sometime in the autumn. The Board **AGREED** with this proposal. DE will let the contractors know. **DE**

#### b) Joint foot/cycle path – Raincliffe School/Mere update.

- Positive meeting on 7 February at Throxenby Mere.
- Row Brow Farm happy for the land to be released.
- Section 106 money needs to be earmarked.
- Scarborough Conservation Volunteers are hoping to clear some of the old trackway.
- It may be worth speaking to Roger Burnett at SBC to see if some work could be done by those in the Community Payback scheme. RP to follow up. **RP**

#### c) Boardwalk Project update

- The completion date for the project has now been extended to August 2021.
- Fairhurst won the tender sent out via SBC and NYMNP to do the planning and design work.
- The first meeting will be on 8 March.
- Stage 1 will be the planning. Stage 2 (after planning permission granted) will be the creation of a fully costed bid.
- A community event needs to be arranged to help inform the planning process. **RP**

#### d) Horse logging:

- Agreed to extract a maximum of 25 tons.
- It is noted that the costs are high in comparison to the other thinning work but it is very good publicity for the woods.
- The dates when the work is to be done will be advertised on the website.

#### e) Improving Access East Ayton/Castlegate

- RP has now met with NY Highways and the Chair of the Parish Council – the land identified is not part of RWCE lease and it is not clear who owns it.

f) *Row Brow Archery*

- SP/KG met with Colin and Jean Greenway and Jason Leach to discuss the Heads of Terms.
- A new club is being set up to take this forward. This is separate from the current Scarborough Archers group.
- There will be one point of access from the farm.
- Another meeting is due to take place to identify the exact area to be used, and the licence must include a map with a red line to indicate its boundaries.
- The licence will need to be approved by SBC. RS will ask Jo Ireland to confirm the process and timescale.

RS

(ii) Funding applications update

- The change of status to a CIC should help future funding applications.

**8. Publicity, marketing and events:**

- RP is updating pages with events and news
- SP posts on Facebook but RWCE needs to get slicker with social media.
- The survey is still attracting responses. Most of the recent comments have been positive.

**9. Health and Safety:**

a) A broken winch meant that a tree was left hanging over a weekend. SP/DE spoke to the contractors and are reassured that this won't happen again.

b) It was restated that the contractors are responsible for their own health and safety and they all have the appropriate certificates. Their work has been closely monitored by DE and, if there are any issues identified, these are dealt with quickly.

**10. Any other business**

a) *Endurance event*

DE has met with Michael Westland who would like to hold an endurance event in the woods. DE will keep the Board updated on progress.

DE

b) *Forestry school*

Amber Roberts has also approached RWCE about bringing a group of brownies from Sherburn into the woods. As it is an open access wood permission is not needed but RWCE are keen to work with her running forestry schools in the future.

**12. Date of next meetings**

- 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.*