

Annual General Meeting Item 2
1 May 2018
6.00pm Woodend, The Crescent, Scarborough



MINUTES (DRAFT)

Directors present: Robert Sword (Chair), Dave Evans, Karl Gerhardsen, Ian Horton, Cllr Andrew Jenkinson, Robert Peacock, Stephen Parker, Julie Stewart, Cllr Mark Vesey
Apologies: Simon Marrington, James Risker

Members present: Maria Arnold, Steve Bairstow, Suzanne Carr (proxy), Angela Doherty, Christine Evans (proxy), Chris Hall, Darren Newland, Donald Norman, Geraldine O'Brien-Mead, Meryl Parker (proxy), Sunni Parker (proxy), Roger Sewell, John Senior, Martin Sterling, Will Watts

Notes: Angela Doherty

1. Welcome and Introduction:

Robert Sword, Chair, welcomed the membership and introduced the format and procedures for the meeting. He explained this was a formal business meeting for members only. Members were welcome to stay after the meeting for a more informal discussion with the Board.

2. To receive and approve the minutes of the AGM held on 25 April 2017

The minutes of the AGM held on 25 April 2017 were **APPROVED** with 2 abstentions.

3. To receive and approve the accounts for the year ending 31 October 2017

It was noted that the trading income for 2016/2017 was £3,747, with a further £31,664 income in the forms of grants and donations. With expenditure of £35,632 this left a small deficit in year of £221. However, the year end position shows reserves of £7,464.

The accounts for the year ending 31 October 2017 were **APPROVED** with no abstentions and no votes against.

4. To reappoint Ashby Berry Coulson as the Company's Accountant for another year

The reappointment of Ashby Berry Coulson as the Company's Accountants was **APPROVED** with no abstentions and no votes against.

5. Election of Member Directors

The Chair noted that there are currently 2 vacancies for Member Directors. Three members had put themselves forward for election - Karl Gerhardsen, Julie Stewart and Steve Parker. Each of the candidates was invited to give a brief presentation to the meeting in support of their candidacy after which a vote was taken via a ballot paper.

Once all votes were counted Stephen Parker received most votes and was therefore elected. However, the other two candidates received the same number of votes. Both were asked to leave the room whilst a second ballot was held. As a result of the second ballot, Karl Gerhardsen was elected.

The Chair formally declared that Stephen Parker and Karl Gerhardsen were **ELECTED** to the Board of Directors to serve as Member Directors.

The Chair also asked that the following be noted in respect of nominated and appointed Directors:

- Cllr Andrew Jenkinson continues as the representative for Scarborough Borough Council until 2019.
- Cllr Mark Vesey has been appointed as the second representative for Scarborough Borough Council until 2019. He replaces Cllr Bill Chatt who stepped down from the Board in March 2018.
- Roy Blenkin continues as the representative for Barrowcliff Big Local.
- Simon Marrington remains as an Expert Director for a further year.
- Robert Sword continues as an Expert Director for a further 2 years.
- Karl Gerhardsen steps down as a co-optee.

6. To receive and approve amendments to the Articles of Association

The Chair explained that, as part of the business support funded by the Plunkett Foundation and provided by the Making Local Woods Work programme, Mark Walton of Shared Assets was tasked with reviewing RWCE governance. Following a series of workshops with the Board changes are proposed to the articles.

Part 2 – Liability, Objects and Power

The current objects are very limited in nature so needed to be broadened out to better reflect RWCE aspirations and to widen the appeal to funding organisations. Calling on the expertise of Mark Walton and Julie Stewart the following new objects are proposed replacing the current Article 4 of the Articles of Association.

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 amendments to the objects were **APPROVED** with no abstentions and no votes against.

Part 7 – Directors of the Company

The Parish Councils have stated that they do not wish to put forward nominees to the Board. It is proposed to remove these categories. In their place it is proposed to increase the number of appointed Expert Directors to 3 and to remove the limit (currently 2) on Co-opted Directors so that the Board can call on people to bring in their expertise in areas where knowledge might be lacking.

It was noted that co-optees must stand down at each AGM although they may be asked to serve another year should the Board consider their skills and expertise are still needed. This is standard practice in other organisations. The Board may ask anyone to serve on the Board either as a Co-optee or an Expert should their skills and expertise be deemed to add value to the Board. The maximum number of Directors on the Board remains at 14.

The above proposal necessitates changes to Articles 28, 34 and 38. The new wording is below:

- 28 *The Board of Directors shall be composed in the following way:-*
- (i) *A maximum of three Directors each appointed on an annual basis from:
 - a. Scarborough Borough Council (appointing two directors)
 - b. Barrowcliff Big Local (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 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 3 persons to be known as “Experts Directors” as detailed in article 28;*
 - (3) *Confirm the maximum of 3 directors appointed by the Representative members as detailed in article 28.*
- 38 (1) *The directors may co-opt any person 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 amendments to the categories of Board members were **APPROVED** with no abstentions and no votes against. The Chair duly signed the Special Resolution which will be sent to Companies House along with the revised Articles.

7. To receive the Chairman's Report

Robert Sword presented the Chairman's Report summarising the key points made in his written report, which are noted as follows:

- The description of the woodland is worth restating as it consists of 3 very different areas.
- The new objects show a change in emphasis to enable RWCE to become more involved with training, education, recreational and leisure activities and income generation.
- The Woodland Trust advised RWCE under a 5-year plan with a break clause at 3 years which gave the option to review the relationship. The Woodland Trust have decided to take a step back from ongoing, hands-on management of the woods but are on hand to give advice on request.
- Felling in 2017 was postponed due to the poor ground conditions caused by the bad weather.
- Stronger Communities and Wild About the Woods programmes have been delivered in partnership with Hidden Horizons with a wide range of activities and events being held and significant numbers of people engaged. The final grant payment has been received for Stronger Communities and this programme has now come to an end. Wild About the Woods may be extended to the end of the current financial year.
- A focus group of 3 Board members has been looking at how RWCE can add value to the woods – eg discussions are ongoing with 2 local sawmills to convert timber into local produce. There is a one-year trial of pig grazing working with Stepney Farm.
- RWCE wants to forge closer relationships with volunteer groups such as Scarborough Conversation Volunteers.
- In addition to the changes to the Articles, two further areas are being looked at as part of the Governance Review - one looking at having a statutory asset lock (it is currently voluntary) to ensure that any surplus or residual value from the woods is protected for the members; the other considering a change in organisational structure to a Community Interest Company (CIC) which is member based, regulated, has a statutory asset lock built in and allows RWCE to trade.
- The original Business Plan aims of innovation and enterprise have not yet been achieved – the Board are now looking at a change in emphasis. The aim is to secure funding to appoint a Project Manager to move forward new ideas. An application to Tudor Trust was unfortunately not successful but further options are being considered with Hidden Horizons advising on the different sources of funding. Once the Project Manager is in post, things will move forward more rapidly.
- Discussions are ongoing with a number of organisations such as Natural England, North York Moors National Park, Environment Agency, Forestry Commission – all have funding pots which RWCE may be able to tap into.
- The commitment to the community is a role which RWCE takes very seriously. The Board recognises the importance of the woods to the local area and feels privileged to have the opportunity to try to improve the woodland environment, develop volunteering, increase recreation and improve education and training opportunities.

And finally, the Chair expressed his thanks to the Board members -all of whom are volunteers and put in a lot of time and effort in support of the woods.

The Chair drew the formal meeting to a close at **7pm** thanking the members for attending. He invited members to stay for informal discussions.