



Board Meeting

14 January 2020

6.00 pm Woodend, Scarborough

MINUTES

Present: Robert Sword (RS –Chair, Karl Gerhardsen (KG), Ian Horton (IH), Stephen Parker (SP), Robert Peacock (RP), Julie Stewart (JS), Cllr Subash Sharma (SS)

In attendance

Angela Doherty (AD) - Administrator and Company Secretary

1. **Apologies:** Dave Evans (DE), Cllr Phil Kershaw (PK), James Risker(JR), Alex Robinson (AR).

Action

It was noted that JR had now missed a number of meetings due to work commitments. Apologies have always been given. AD to email RS to confirm the date of the last meeting attended by JR.

AD

2. **Declarations of Interest:** None

3. **Minutes of meeting on 19 November 2019**

The minutes of the meeting on 19 November 2019 were **AGREED** as a true record.

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

(i) *Strapline* – it was agreed to put this on hold pending the outcome of the Business Plan Review currently being undertaken.

(ii) *RWCE phone number* – AD has contacted Will Watts (Hidden Horizons) who confirmed that he received 2 or 3 calls a week normally from people with a query about volunteering, wanting to report something or occasionally linked to funding bids. Given the low volume of calls it was agreed that paying for the Woodend phone answering service did not represent value for money. If the Power to Change bid was successful, the Project Manager would handle any calls. AD to contact WW to ask for the phone number to be left with his company for now pending the outcome of the Power to Change bid.

AD

(iii) *Woodland Trust* - the meeting with Sian Atkinson (SA) took place on 10 December. It was a very positive meeting with the Woodland Trust restating their keenness to support RWCE which falls under the remit of their 'supporting community woodlands' scheme. The main contact for RWCE will be Will Richardson (WR). A follow up meeting with SA and WR will take place on 29 January 2020.

(iv) *Benches/Consent Form* - RS had drafted a consent form which he had sent to RP/DE/AD for comment. It was designed to be used for activities taking place in the woods but could also be adapted for anyone wishing to place a bench in the woods. The only comments made were a couple of minor typos which need to be corrected. RS will send the final version to AD.

RS

(v) *Rubbish/Fly topping* - A very constructive meeting had taken place with SBC. It was noted that SBC will continue to empty the bins at the car parks and tackle any fly tipping issues in the car parks and surrounding area (ie where it is just over the fence).

(vi) *Year-end accounts* – AD confirmed that all information required for the year end accounts had been submitted to Ashby Berry Coulsons.

(vii) *Community Engagement* – SP has met with Ed Asquith (EA), Social Enterprise Adviser with CaVCA. He has indicated that funding might be available for the development of a Community Engagement Strategy for RWCE. EA has provided comments on a

possible communication strategy over recent months in regard to the implementation of the RWCE's plans and he is happy to share with the Board the some of the key themes that have been raised. AD to issue an invitation to EA to attend the February Board meeting

AD

(viii) *RWCE email addresses* – RP still to contact StudioExcel to make the agreed changes to the email addresses.

RP

(ix) – *Board meetings* – AD confirmed that all meetings will now take place in the Conference Room. At the request of RS and the agreement of those present, the March Board meeting will now take place on Wednesday 25 March. AD to email the new date to all Board members.

AD

b) Confirmation of Confidential items

The Board agreed the confidential items on the last minutes. The non-confidential minutes will now be posted on the website.

AD

4. Governance

(i) Composition of the Board

The following was noted in respect of the composition of the Board:

a) Member Directors

- There will be 3 vacancies for member directors at the AGM due to 3 current directors (DE, IH, JR) coming to the end of their term of office. DE and IH have confirmed that they will be seeking re-election.
- JR has not yet confirmed if he wishes to stand again. Given the difficulties he has had in attending Board meetings due to his work commitments, and the fact that his skills and experience are similar to that of IH, it may be that he will not wish to seek re-election. RS will contact him to find out his plans.

RS

b) Expert Directors

- Both RS and JS are coming to the end of their terms of office as Expert Directors in 2020. Both are eligible for reappointment by the Board.
- There is currently one vacancy for an Expert Director.
- JS is happy to be considered for reappointment if the Board feel they still need her skills and experience but would be equally happy to step aside if it was felt that other skills were more important. Her term of office ends in May 2020.
- RS is still considering if he wishes to be considered for reappointment. His term of office ends in March 2020 so a decision is needed at the next Board meeting.

c) Co-optees

- There is currently one Co-optee, AR. In accordance with the Articles, AR has to stand down at the AGM however, the Board have the option of reappointing him as a Co-optee. AR is a member of RWCE so is also eligible to put himself forward for election as a member director should he wish to do so.

d) Potential new Board members

- The skills gaps previously identified are: accountancy, legal, woodland management and education/training(although this is covered in part by DE and JS also now works at Coventry University Scarborough). It might be also be helpful to add HR skills to the list.
- Anyone who has any ideas for potential Board members should email suggestions to RS.

ALL

AD to include Composition of the Board on the agenda for the February meeting.

AD

(ii) **Review of Accountants**

- The service received from Ashby Berry Coulsons has been excellent and a very good working relationship has been established.
- However, it is best practice for Boards to review their accountancy services from time to time to ensure that the service provided represents best value for money.
- AD to draft a letter, in liaison with JS and RS, to send to Asquiths, Winn & Co and Ashby Berry Coulsons asking for them to quote on the costs of producing year end accounts, payroll costs for up to 2 employees and confirmation if they would offer any ad hoc advice on a pro bono basis or if it would all be charged time.

AD

(iii) **Equality and Diversity Policy**

The current Equality and Diversity Policy had been circulated to the Board for review. The Board **APPROVED** the Equality and Diversity Policy in its current form.

5 National Nature Reserve Agreement (NNRA)

RP/RS are due to meet with Natural England tomorrow and will report back to the next Board meeting.

RS/RP

6. Financial update

The current overall balance is £14,561.27 allocated as below:

- *Wild About the Woods* - The current balance is £998.27 - virtual office costs are being allocated to this fund.
- *Unrestricted funds* - The current balance is £13,562.770. The first payment for the Woodland Management Team was made in December, totally £560. An invoice has been raised for the sale of the first load of hardwood totalling £1,101 but this has not yet been paid.

8. Business Plan Focus Group

(i) **Woodland Management**

The following was noted:

Woodland Management Team:

- As noted above the first payment has been made to the Woodland Management Team and the first invoice raised for the sale of the wood.
- The work is progressing slowly as the chainsaw work can only be done if both members of the team are on site which is not always the case.
- One member of the team is happy with the work and the payment but there is some concern that the second team member is finding it harder than anticipated, is not always available to do the work and is earning less than they thought they would. They are paid on a per ton extracted basis rather than hours worked.
- Because of the slow progress the income from the sale of wood is not as much as would have been hoped for at this stage- only 18.65 tons of hardwood (c£1k).

Other

- Consideration was given to thinning an area of larch tress of c0.5 hectares. There is a shortage of joinery timber and, if the larch was cut to the right length, it could be sold at a higher price than hardwood. The Forestry Commission are not in favour of clear felling however it would be worth asking them to reconsider as this area could be made into a picnic site which the Forestry Commission are keen to encourage. RP to follow up.
- SS had emailed information from the SBC Area Planning Manager on the redevelopment of the Yorkshire Coast College site for housing and the idea of a footpath/cycleway. The email advised that this couldn't be done with the Section 106 money from the site but it would be worth contacting NYCC to see if it could be supported/funded as part of their highway improvement aims. RP to contact SBC Area Planning Manager to follow up.

RP

RP

- It was also noted that the Scarborough Borough Council Development Plan was being reviewed. It was agreed that RWCE should register its interest in being part of this consultation. Natural England should also contribute to the Plan and this will be raised with them at the meeting tomorrow.
- DE is still in talks with Dave Hutchinson regarding native hardwood charcoal production. He is now mostly selling 20 litre bags via e-bay.

RS/RP

ii) **Partnership Working**

RP had circulated an update on partnership working prior to the Board. The following points were noted:

Sheffield Hallam University

- RP attend a site meeting on 8 January with representatives of Scarborough Archaeological and History Society and 8 potential projects were agreed for the students as listed in RP's report.
- It is up to the students which projects they choose to undertake.
- RP will go to Sheffield Hallam on 6 February to brief the students and then the work will be carried out by 6 groups of students who will be on site for 2 days.
- The students will present their findings on 26 March. The venue is yet to be confirmed but it will be in Scarborough. All Directors are invited to attend. KG and RS hope to be there. Any other director wishing to attend should let RP know.

ALL

Working with NYMNP

- RP met with NYMNP to look at upgrading an existing Public Right of Way on the east side of Forge Valley to provide an alternative route down the valley when the Boardwalk is closed. Students will be helping with the work in the next couple of months.

Graham School

- NYMNP Youth Worker would like more students from Graham School to undertake tasks in the woodland. The school are very positive about the project.
- A meeting with the school might be beneficial to establish a longer term project.
- Other schools have shown an interest in such work and it could be a potential income stream in the future.

Volunteer day

- A volunteer day was held on Saturday 7 December to remove non-native shrubs from around Old Man's Mouth car park. An article about the work appeared in the press.

Scarborough Borough Council Parks Department

- SBC Parks Department have asked if RWCE can provide large bundles of hazel stems for flower displays. RP is struggling to find many straight stems of the length(3/3.5m) required by SBC so this would be a one off. KG will have a look in the Row Brow area to see if he can find any more.

KG

The Board **AGREED** that the hazel stems should be donated to SBC.

9. **Business Plan Review update**

- A workshop was held on 11 December facilitated by WW.
- The meeting was well structured and the Board felt that it was a useful exercise. However the notes from the meeting had not yet been received. RS has sent a reminder to WW and will circulate the notes to the Board as soon as they are received.
- Another meeting is to be held to pull all the strands together.

RS

10. Boardwalk Project update

THIS ITEM IS CONFIDENTIAL TO THE BOARD.

11. Funding to update

a) Community Business Power to Change Fund

The following was noted:

- The Board **AGREED** that the capital spend should include £28k for a 4 wheel drive vehicle.
- A suite of policies and procedures will need to be created which will be part of the remit of the Project Manager.
- The funding is for a Project Manager to be employed ie they cannot be a contractor/freelancer therefore matters such as payroll/pension/national insurance would need to be dealt with. The salary costs in the bid include c17% on-costs.
- The employment contract would need to include a probation period (6 months) and a notice period which it was suggested as one month.
- Reserves will need to be at a level to cover the salary of any employed staff for one month (assuming that a one month notice period is in place).
- More work needs to be done on the cash flow to show the profitability and sustainability of the project.
- Flixton Sawmill have given a verbal assurance that they are happy to take any wood supplied by RWCE.
- It was acknowledged that, if the bid is successful, this would represent a significant change for the Board as it would be employing staff for the first time.
- RP and DE are meeting tomorrow to finalise the bid.

b) DEFRA High Tier Countryside Stewardship Scheme – Woodland Stewardship Grant

The Forestry Commission have advised that RWCE needs to register the woodland with the RPA to ensure there is no delay when the scheme opens for applications. The following was noted:

- To register RWCE needs to complete an RLE1 form and to trace the boundaries of the woodland using the RPA's own Magic Map application.
- Will Richardson from the Woodland Trust recommended that large blocks of woodland are defined at this stage which can then be split or merged as required.
- RPA will only accept hectare calculations using their own Magic Map application – this is a problem for RWCE as this does not take into account the topography.
- RP is proposing that the woodland be split into 7 areas and maps for each were provided for the Board using the maps contained in the lease. The total area defined by the RPA application is 215.2 hectares. With the Board's approval RP will send these to the RPA. It was noted that the hectares may increase as the RPA is able to do more detailed mapping.

The areas are:

- Forge Valley West (31.7 hectares)
- Forge Valley East Crag Wood (1.6 hectares)
- Forge Valley East Roadside and River (4.0 hectares)
- Forge Valley East and Seavgate Gill (29.5 hectares)
- Raincliffe Wood North Low Road (10.7 hectares)
- Raincliffe Wood South Low Road (122.3 hectares)
- Row Brow Wood (15.4 hectares)

The Board **APPROVED** the submission of the completed RLE1, RPA defined maps and copies of the maps included in the Lease to RPA to register the woodland to RWCE CIC.

RP will send the necessary information to the RPA and will send a copy to AD to keep on file.

RP

12. Publicity, marketing and events: Nothing to report.

13. Health and Safety

(i) Incident Management

- A recent incident of a fallen tree had been dealt with by the Directors but there was a cost involved as a skilled chainsaw operator needed to be brought in to clear it.
- As discussed at the last Board meeting a formal process needs to be established to be able to deal with any issues which arise in the woods including establishing a protocol for who is responsible for dealing with different types of incidents, and different priority levels (eg if a tree is blocking an access route it would be dealt with quicker than one which was not causing a hazard).
- SBC Parks Team should be able to advise on appropriate procedures. RP will speak to Chris Rowe at SBC. **RP**
- RP has drafted a notice to put on the website to confirm that incidents should be reported to RWCE in the first instance. The Board confirmed that it was timely to publish this. **RP**

(ii) Old Man's Mouth

- A sinkhole has opened up on the top side of the wall which retains the waterspout.
- It is not clear who is responsible for dealing with this – it should be Natural England or the Environmental Agency (but they say it isn't them).
- There also appears to be some riverbank erosion to the north of the footbridge.

(iii) Cycle paths

There is group of cyclists digging their own cycle paths again at the back of the Mere. IH is aware of it but does not know who is responsible. He has not seen anyone there but will speak to them if he does. **IH**

14. Any other business

a) Alan Rodder has been doing butterfly and moth recording at the Sawmill site and would like to continue to do so. He can provide reports on his findings if they are of interest. He was not able to access the site last time he went there as he was unable to open the lock. SP will contact him to give him the correct combination for the lock. **SP**

b) Trees at the boundary of the woods:

- Two trees have been felled which abut properties where the boundary fence runs along the boundary of the woods and the nature reserve. [*Post meeting note*- Natural England confirmed they had not given permission for the trees to be felled but as it is not known who did this no further action will be taken].
- There is also a leylandii in a garden on a property in Seavgate Close which has been attached to one of our trees by a strap. This tree is due to be felled at which point the strap will be removed.

c) *AGM speaker* – consideration will be given as to whether or not to have a speaker at the AGM or to use it as a platform for the new business plan depending on progress made.

15. Date of next meetings

- 18 February 2020
- 25 March 2020 – note this is a Wednesday
- 28 April 2020- (Annual General Meeting)
- 26 May 2020
- 30 June 2020
- 8 September 2020
- 13 October 2020
- 17 November 2020

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.

