



Board Meeting

18 February 2020

6.00 pm Woodend, Scarborough

MINUTES

Present: Robert Sword (RS)–Chair, Dave Evans (DE), Karl Gerhardsen (KG), Ian Horton (IH) (Items 1 – 6 only), Cllr Phil Kershaw (PK), Stephen Parker (SP), Robert Peacock (RP), Alex Robinson (AR), Cllr Subash Sharma (SS), Julie Stewart (JS)

In attendance

Angela Doherty (AD) - Administrator and Company Secretary, Ed Asquith (EA), Social Enterprise Adviser

1. **Apologies:** James Risker(JR) **Action**
2. **Declarations of Interest:** None

3. **Presentation by Ed Asquith (EA), Social Enterprise Adviser, CaVCA**

EA, in his role as a Social Enterprise Adviser for CaVCA, has had discussions with SP around ideas of promotion and engagement for RWCE and it was felt timely that he present some of the emerging ideas to the Board. EA's role is to help organisations by giving them an overview of key themes and an outline marketing strategy. EA stressed that these were just initial ideas which could be developed.

A copy of the full presentation has been emailed to the Board with these minutes. The key themes and points to note are:

Win over critical voices

- The need to engage directly, eg meet face to face, have regular correspondence is important. This is being done where possible.

The people's wood

- Create the right language and narrative to link to the public's affection for the woods; tell the story/history of the wood; explain the work being done and why it is important and beneficial.

Social value and partnerships

- Develop more public/community engagement opportunities to appeal to people across all ages.
- Work with others to create events which could appeal across a range of interests, eg culture, education, archaeology, history.
- Work with Hidden Horizons had enabled a number of activities to take place but that was reliant on funding which has now ended.
- Engagement with the public has increased with the volunteer days and the current low impact felling work which is taking place. The work is being done by local contractors who are, in effect, acting as ambassadors for the woods.

Publicity/PR

- The website is good but would benefit from more photographs.
- Create videos of the woods; consider droneography.
- Stress any job creation opportunities.
- Externalise efforts, ie hold an event in the centre of town to promote RWCE.
- EA suggested that carrying out a full marketing review would be beneficial.

Revenue

- 'Buy a tree'; memorial benches, hire of space for corporate or private events are all ideas which could be developed.
- Currently the Board are focusing on woodland management as a source of income.

Develop a Communications Strategy over time

- Phase 1 – ask people what they want; speak to key organisations; benchmark the current situation in terms of who is visiting, what wildlife there is etc, to be the starting point against which progress can be measured. (One month).
- Phase 2 – hold public information sessions for all ages, especially youth groups, to demonstrate how RWCE adds social value. (Three months).
- Phase 3 – Hold a public event to re- launch the woods, reengage with people (One year).

The Board could see the value in much of what was said and, indeed, some has already been thought of but the biggest challenge is time - the Board are all volunteers. Funding is also a factor in what can be achieved.

The Board agreed that it needed to have a Marketing Plan as part of the revised Business Plan. This will be added to the agenda of the second Business Plan Workshop.

RS

RS thanked EA for this time and he was invited to stay for the rest of the meeting as an observer.

4. Minutes of meeting on 14 January 2020

The minutes of the meeting on 14 January 2020 were **AGREED** as a true record.

a) Matters Arising not on the Agenda

(i) *RWCE phone number* –AD has emailed WW to ask for the phone number to be left with his company for now pending the outcome of the Power to Change bid. There has been no response.

(ii) *Benches/Consent Form* - RS will send the final version of the consent form to AD.

RS

(iii) *James Risker* - RS has contacted JR but is waiting for a response to his last email. IH confirmed that JR is struggling to commit the time to the Board given his family and work commitments so will not be seeking re-election. However, JR is still very keen to be involved in RWCE in some way. He could perhaps help with engaging with families and young people. RS will email JR to this effect.

RS

(iv) *Donation of hazel stems to SBC*

RWCE had agreed to donate hazel stems to SBC but unfortunately have not been able to find a sufficient number which are useable. RP will let SBC know.

RP

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

5. Governance

(i) Composition of the Board – Expert Directors

Robert Sword

RS's term of office as an Expert Director comes to an end in March 2020. RS will be retiring in May and will be moving out of the immediate Scarborough area later this year but, subject to the Board's agreement, he indicated his willingness to continue on the Board for a short time (possibly up to 6 months) to allow time for someone to replace him as an expert to be found. He was also willing to continue as Chair for this same period to provide continuity and a smooth transition for the new Chair.

The Board **AGREED** that Robert Sword be reappointed as an Expert Director effective from March 2020 on the understanding that RS will be standing down before the end of the full term of office and that he should continue as Chair for this same period.

Julie Stewart

JS's term of office as an Expert Director comes to an end in May 2020. JS is happy to be continue on the Board or to stand aside if the Board felt that other skills were more relevant. The Board felt that JS's skills in corporate/company structures, governance, marketing and IT were important to retain.

The Board **AGREED** that Julie Stewart be reappointed as an Expert Director effective from May 2020 for a period of two years.

(ii) AGM/Election of Member Directors timetable

The Board noted the timetable of keys dates for the Board in respect of the AGM and the Call for Member Directors. There were two changes to the timetable, namely the deadline for receipt of nomination forms will be amended to noon on Tuesday 14 April (the original date of 13 April is Easter Monday) and forms will be on the website by Thursday 16th April.

IH and DE have both indicated their wish to seek re-election and AR has also indicated his wish to put himself forward to election. All must complete the appropriate nomination form and submit it as per the deadlines set. The Call for Member Directors will be sent to all members by Friday 13 March and nomination forms will also be available on the website.

(iii) Review of Accountants

The Board noted the quotes from Asquiths, Winn & Co and Ashby Berry Coulsons to provide accountancy services and payroll.

Taking into account the costs and the level of service offered KG **PROPOSED** that Ashby Berry Coulsons remain as the Accountants for RWCE. This proposal was **SECONDED** by JS and agreed unanimously by the Board.

For the coming year the Board **RECOMMENDED** the reappointment of Ashby Berry Coulsons as the Accountant. The recommendation will be taken to the AGM in April.

AD

The separate quotes for payroll costs will be revisited when the outcome of the funding bid is known.

(iv) Review of Policies and Procedures.

The policies listed below had been reviewed and minor changes made, mainly to contact details. They had been circulated to the Board for approval.

There being no further amendments the Board **APPROVED** the following:

- Health & Safety Policy
- Risk Management Policy
- Safeguarding Policy

Volunteering

- A new Volunteering Statement will need to be drawn up.
- The issue of whether or not to include the paying expenses to volunteers for travelling to the woods was discussed. On balance it was felt that expenses should not be paid for this sort of travel. This is in line with most other organisations.
- RP will bring the Volunteering Statement to the next Board meeting for approval.

RP

6 National Nature Reserve Agreement (NNRA)

RS/RP met with Natural England (NE) in January and the following was noted:

- The meeting on the whole was very positive. A wide range of topics was discussed from ash dieback, to the Woodland Management Plan, to BT cables.

- Unfortunately the land agent who would draw up the agreement was not able to be at the meeting. NE also remain cautious regarding RWCE's financial strength, but, in principle, there is no issue with an agreement being drawn up.
- Currently RWCE has to fill out a SSSI application for any work which it wishes to do and send this to NE for approval. NE have indicated that they would generally grant consent. This will be the process until the NNRA is in place.
- RS will keep chasing them to get the Agreement draw up as soon as possible.

RS

7. Financial update

(i) 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 2020. Projected spend is £4,033 and unreserved funds were £13,763. This would leave a balance of £9,730. Income and expenditure relating to forestry activities have been excluded as it is assumed that income received will cover costs and generate a surplus.

It was proposed that tree clearance be added in to projected spend, estimated at £1,000. This would bring the total projected spend to £5,033 with a balance of £8,730.

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

(ii) Current year I & E 2019/2020

The current overall balance is £14,704.42 allocated as below:

- *Wild About the Woods* - The current balance is £941.87 - virtual office costs are being allocated to this fund.
- *Unrestricted funds* - The current balance is £13,762.55.

(iii) Insurance

- The insurance has been renewed for a further year at a cost of £306.07 – the same premium as last year. This is for £5M public liability cover. It also covers volunteers.
- Woodland Trust recommend cover of £2M so the current cover is deemed to be more than sufficient for RWCE.
- It was noted that, if the Power to Change bid is successful, Employer Liability Insurance will need to be taken out.

AD

(iv) Year End Accounts

The draft year end accounts for period ending 31 October 2019 were presented to the Board.

AD was asked to confirm with the accountants what has been included in Woodland Management costs of c£4,300.

AD

It was noted that an allowance of £737 has been made for Corporation Tax but this figure may reduce as commercial forestry is outside the tax net. The accountants are checking the exact definition to be applied and will consult with RS to come to a final figure.

The Board **APPROVED** the year end accounts, in principle, subject to the confirmation of the Corporation Tax payable. The Board **AGREED** that RS could sign the accounts behalf of the Board once this matter had been resolved. AD will send the final version of the accounts to the Board as soon as it is received.

AD

8. Business Plan Focus Group

(i) Woodland Management Team update

The following was noted:

- Over the past 3 months only 2 lots of wood have gone to the sawmill (c40 tonnes) - it is hard to move wood quickly given the low impact approach.
- The team have indicated they may need to get someone else in to help move the wood later in the year, possibly in August, but this is still to be decided.
- The advantage of this type of felling is that the team can keep working despite the poor weather so felling is taking place when it would not be possible if more industrial felling methods were used.
- The team are doing a very good job and are great ambassadors for RWCE engaging with the public visiting the woods. RWCE are mindful of the need not to undo the goodwill created by the low impact way of working.
- Some local farms have been in touch about buying smaller pieces of wood.
- It is hoped to create a viewpoint (potentially at the Sawmill site) with an RWCE commemorative bench.
- The main felling will slow down as it is nearly bird nesting season. Coppicing will continue.
- Consideration is being given to clear fell an area of larch near Cunsey Gate but that would require a change to the felling permit.

(ii) Woodland Trust

The second meeting with Woodland Trust was very positive. They have confirmed that Will Richardson (WR) is available to RWCE for the equivalent of 4 days per year. In addition to this WT have indicated that WR will be able to devote some time to helping with the Stewardship application (see item 11b). RS to contact.

(iii) Partnership Working

RP provided the following update on partnerships:

Sheffield Hallam University

- Presentation given at Sheffield University to the students on the field trip.
- The venue for the presentations on 26 March is likely to be Scarborough Spa.
- There should be a minimum of 6 people to hear the presentations. SAHS have already expressed an interest in attending as have NE. DE and KG confirmed they will be there. Any other director wishing to attend should let RP know asap.

York University

- York University would like to bring a group of 25 students for a day Field Trip to Forge Valley on 13 March from 9.30am, based at Old Man's Mouth Car Park.
- They want to look into the river flows and catchment and the impact of man's management of the river.
- They want to use ground penetrating radar – RWCE will need to seek permission from NE for this to be used.

Volunteer days

The next two volunteering days are:

- Saturday 22 February at Old Man's Mouth car park - cutting back blackthorn bushes and snowberry, planting oak trees, litter picking and site clearance at Raincliffe Gate car park.
- Thursday 27 February - work on the footpath running close to Low Road and rhododendrons. Some bridges are broken so will need fixing. DE will buy the planks to fix the bridges.

Thrive Alive

- The mobile classroom/washroom will be ready from Easter. They are happy for RWCE to use it when running events.

9. Business Plan Review update

RS has made several attempts to contact Will Watts (WW) to move things forward. He managed to speak to him today and WW has promised to send notes from the first meeting next week. RS has asked him to provide some possible dates for the second and final workshop. He will circulate to the Board as soon as they are received.

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 bid has been submitted and a decision is expected in March.
- The bid included supporting statements from organisations which RWCE engages with (SBC, NYMNP, Yorkshire Coast Sight Support, Girl Guides, Disability Forum).
- If successful, RWCE will be expected to draw down the money in September which means it will need to have the Woodland Manager in place by then.
- The Board would need to engage a HR specialist to deal with contracts etc and would also need to take out Employer liability Insurance. The on-costs in the bid included an estimate for the cost of additional insurance.

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

The following was noted:

- The completed RLE1, RPA defined maps and copies of the maps included in the Lease to RPA to register the woodland to RWCE CIC have been submitted.
- To date only one compartment of land has been registered. The delay in the other areas is because they were originally registered by Woodland Trust (for WREN payment). WT needs to confirm that it is okay for RWCE to take these over.
- This does not stop the application being submitted but it must be in place by the time any funding is awarded.
- The Higher Tier Stewardship for January 2021 has now been published. From 2024 it will be replaced by the Environmental Land Management (ELM) scheme and if successful RWCE could migrate across to the ELM scheme at a year to suit.
- The current Woodland Management Plan expires in 2025 and may need updating as the grant scheme runs for 10 years. However, any changes should be minor.
- Clarification is needed from Scarborough Borough Council if we are eligible for Countryside Stewardship as current guidance indicates that land owned or run by a public body may not be. RP will check with SBC.
- RP went through the timetable for the submission, the funders priorities and supported outcomes, what items could be funded and at what costs and the key points which the Board need to consider. His briefing note is attached as an appendix to these minutes.
- Capital expenditure needs to be made within the first two year.
- The grant claims are not reliant on the money having been spent.
- There is a huge amount of work to be done between June and September to pull everything together to submit the bid. WR from Woodland Trust will be able to help with the process and has a lot of experience in this area. This could involve a significant amount of his. time. RS will email WT to find out how much time WR will be able to devote to this.

RP

RS

12. Publicity, marketing and events

Nothing to report

13. Health and Safety

(i) Site Security and Boundary Fencing

- There have been 3 recent incidents (a car crashing in to RWCE fencing and a tree, a member of the public and threatening behaviour and a fallen tree blocking road) which have prompted contact to be made with North Yorkshire Police to discuss communication links.
- The tree blocking the road was removed by NYCC using their own contractor . The bill for the road closure and the removal of the tree is being sent to RWCE. Had RWCE known about the incident it could have managed the removal of the tree itself and not incurred these costs. This has highlighted the need for clear communication lines to be in place – ie when a tree falls it needs to be clear who is responsible for dealing with it.
- RP is arranging to meet with the Countryside and Wildlife office, NYP Sgt Bilton, and his colleagues to discuss this. DE will also attend the meeting.
- RP has joined the What's App group for the Derwent Valley to keep abreast of any incidents.
- The boundary fencing to the farmer's field at the end of the boardwalk needs to be maintained. It is on the point of collapsing so needs to be fixed before it deteriorates further. It is not clear whether this is the responsibility of RWCE or the farmer but RWCE could offer to fix it using RWCE volunteers. It is hoped that Flixtons might be able to provide some fence posts.

14. Any other business

a) *SBC Meeting* – the meeting with SBC Councillors has been postponed. SBC only want to meet with RWCE when the revised Business Plan can be presented. RS to maintain contact with SBC.

b) Scarborough Archers

- Their AGM takes place on 14 March and they have asked if RWCE has anything it would like to raise.
- KG has been visiting the site when he can. He is happy with the way they are operating; they are keeping the place tidy and he is not aware of any incidents.
- The Board have no issues to raise but would like a report from the Scarborough Archers on their activities. This could be made available for members at the AGM.

c) *Public Engagement* - RP is giving a talk to the Scarborough Beekeepers in Ayton.

15. Date of next meetings

- 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.