

RWCE File Note March 2020 to June 2020

Due to COVID-19 restrictions has not been possible to hold Board meetings, the last Board meeting being held on 18 February 2020. This file note records any actions/points to note/decisions made in the absence of such meetings.

1. Board meetings

The Board meeting scheduled for 25 March 2020 was cancelled. The agenda and papers were circulated by email to the Board for any responses but this process was not effective. The agenda and papers for 25th March 2020 meeting will, therefore, be carried over (and updated as necessary) to the next Board meeting. The proposal for a Board meeting to be held face to face on Tuesday 30 June 2020 at Woodend was agreed by a majority of the Board, with the proviso that appropriate social distancing measures were in place at the venue.

2. Annual General Meeting

The Annual General Meeting scheduled for 28 April 2020 was postponed. It had been rescheduled for 26 May 2020 (to take place before the Board meeting) with the proviso that this was subject to any restrictions which may be in place at the time. Members and supporters were informed of this by email and a notice was put on the website. The deadline for submission of nominations for Member Directors was extended to Monday 11 May at 12 noon.

However, in light of continuing restrictions in respect of COVID-19, the AGM was postponed again. RWCE Articles state that there must be no more than 15 months lapse between AGMs. The AGM in 2019 took place on 28 May 2019 so that means that the AGM can take place any time up to August, although it would be preferable to hold it sooner rather than later.

The Election of Member Director nomination deadline was extended to Friday 12 June 2020 to allow more time for nominees to get signatures from their proposers and seconders, with any nominations being available on the website by 16 June 2020. Four nominations were received by the deadline and these are now available on the AGM page of the website.

A provisional new date of 30 June 2020 was considered however, the venue (Woodend) confirmed that they would not be able to accommodate the AGM as it was not possible to confirm the number of attendees. A new date was not set but it is hoped it will be in July. Information on the website was updated to this effect and Members were informed via email on Friday 5 June 2020.

It was noted that, should the need arise, RWCE Articles (Articles 33.3, 33.4, 33.5) allow for alternatives to face to face meetings. The AGM is on the agenda of the Board meeting on 30 June 2020.

New advice was received from Asbhy Berry Coulsons that changes to the Companies Act 2006 mean that, whilst members must be able to see annual accounts, there is no longer an obligation for them to go to an annual general meeting. Members do not approve them - they simply need to be 'laid before the members' (see year end accounts below). The AGM would therefore only deal with decisions regarding the Election of Member Directors and the reappointment of the accountants.

3. Year End Accounts 2018/2019

At its meeting on 18 February 2020, the following was noted in respect of the year end accounts:

*'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'*

The Corporation Tax figure has been kept at the level proposed in the draft accounts submitted to the Board at their February meetings. Email confirmation of this was received from RS on 30 March 2020 and this was passed on to the accountants.

The year end accounts were duly signed by RS and AD as Company Secretary and returned to the accountants on 27 April 2020.

As noted above, changes the Companies Act 2006 mean that RWCE does not need to wait for its AGM to be held for the accounts to be filed at Companies House therefore, Ashby Berry Coulsons were instructed to proceed with the formal filing of the accounts, which included form CIC34 which is a filing requirement of all CICs.

The filed accounts were uploaded on to the RWCE website on Tuesday 2 June 2020 and an email sent to Members on Friday 5 June 2020 to let them know that the accounts were now available.

4. Power to Change Community Fund Bid

RWCE has been successful in its bid for funding under the Power to Change scheme. The total grant is £113,000. An email was sent to the Board on 26 February 2020 to inform them of the success – a scanned copy of the email is held in the central files. The news was posted on the RWCE website once the agreement had been signed (see below).

Signing of the agreement

The agreement was due to start on 6 April 2020 and the Woodland Manager was to be in place by June 2020. Given the current circumstances, the funding administrators, UMi, have given RWCE the option of either signing the agreement now and then amending the programme depending on what is happening nationally, or of amending the timescales now.

The Business Plan Focus Group (DE/SP/RP) feel that the best course of action is to sign now and then amend the dates if necessary and put forward a proposal to the Board seeking approval for this course of action. This proposal was emailed to the Board on 17 April 2020, with a reminder sent on 27 April 2020. The deadline for responses to be logged with AD was Friday 1 May 2020. The email included, as attachments, the paperwork sent by UMi in relation to the bid as well as the trail of emails between UMi and RWCE.

As of the deadline of 1 May 2020, all but 2 of the Board had responded and had agreed with the proposal. A further positive response was received after the deadline. Copies of the emails are held on file.

Therefore, by a majority decision and with no votes against, the Board **APPROVED** the proposal that the document be signed now and then the dates amended if necessary.

Additional Signatory

Dave Evans leading on the Power to Change Project and, as such, will be the main signatory on a number of key documents. The Project requires such a signatory to also be a signatory on the bank account therefore the Board were asked to approve the addition of DE as a signatory on the RWCE bank account. Adding a further signatory at this stage is also timely as Robert Sword has already indicated his intention to step down from the Board later this year. Having DE added now would retain the level of signatories at 3 once RS has left.

An email requesting Board approval for this course of action was sent out on 6 May 2020 with a deadline for responses of midday on Friday 15 May 2020. The process of adding a signatory will take some time to complete in the current circumstances so approval was sought now to avoid any delay in respect of the Power to Change project.

As of the deadline of 15 May 2020, all but 3 of the Board had responded and had agreed with the proposal. Copies of the emails are held on file. It was noted that DE was excluded from the vote.

Therefore, by a majority decision and with no votes against, the Board **APPROVED** the proposal that Dave Evans be added as a signatory on the RWCE bank account.

The relevant paperwork has now been completed and sent to Barclays Mandate Change Team to process.

5. Boardwalk

RWCE received notification in June that its bid for funding for the Boardwalk Replacement Project had been unsuccessful and the reason given was the limited number of new visitors the scheme would attract relative to the expenditure. This is naturally very disappointing news especially given the amount of time which had gone into the application. A full press release and covering email from RP was sent to the Board on 5 June 2020 including potential other options for funding. This will be discussed by the Board at its meeting on 30 June 2020.

6. Insurance

Zurich Insurance have extended the insurance cover for RWCE for an additional three months free of charge. The policy was due to renew on 01 March 2021, but will now renew on 01 June 2021.

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.