

Grosmont Futures – Minutes of Meeting 5th January 2022, 6.00pm, via Zoom

Present

Committee Members: (*= Co-opted)

Deb Nevill (**DN**), Lynne Potter (**LP**), Mark Whitaker (**MW**) (Chair), Oliver Huntsman (**OH**), Jan Chatfield (**JC**), Alex Minford (**AM**), Peter Clarke (**PC**)

Members of the Public:

Jane Moggridge (**JM**)

Also in attendance:

Peter Willis (**PW**) Severn Wye/Rural Futures

Apologies

Jo Whitaker (**JW**)

MW welcomed everyone to the meeting

Minutes of the Meeting held on 21st December 2021

PW advised that under item 5 on the agenda CDG Application, the Funder will require two day-to-day contacts, one from GFCC and one from GF rather than one as stated in the minutes. Otherwise, the minutes were accepted as an accurate record.

Action Points from minutes 21st December 2021:

Correspondence – The visit to Garway Hall has been put on hold as the Hall is currently closed due to the re-instatement of COVID restrictions.

Agenda item 6 – Feedback from Halls Together meeting.

DN reported that the meeting to discuss how to set up, configure and monitor the GF email address has been arranged for 6th January 2022.

Matters arising not included on the agenda

None

Correspondence -

LP has received an email from Councillor James Stark, for discussion under item 3 on the agenda.

Agenda

1. Finance

OH, informed the group that there have been no payments since the last meeting and the current balance of the account remains £316.79.

2. Charitable Incorporated Organisation (CIO) Application

Prior to the meeting **AM** circulated an email outlining the main points of his discussion with Les Watson from Garway Hall who had been instrumental in setting up their CIO, this is saved in Dropbox and reproduced below:

Good call w Les Watson who managed the registration of Garway Community Centre CIO

1. CIO has advantages:

- 1. Shields liabilities of individual trustees providing they operate reasonably*
- 2. May be a condition of funding OR makes more attractive to funders as it implies a known level of governance*

3. *Admin overhead not excessive especially in context of satisfying funder's reporting requirements*
 4. *Useful to demonstrate / allow for independence from Community Council*
 5. *Association model more democratic BUT requires maintenance of Register*
2. *The Business Plan needs to distinguish charitable work from non-charitable – latter should be on clear arm's length / commercial terms (use similar centres pricing as a guide)*

This discussion confirmed that becoming a CIO is the way to go for GF as it will improve the overall governance of the organisation. Given the wider remit of GF, the association model is more appropriate than the foundation model but will require demonstration of ongoing engagement with the community.

AM also circulated a summary of the GF CIO Constitution which is saved in DropBox and included as an addendum to these minutes. This is a guide only to what it contains and does not replace the detailed procedural measures in the agreement itself.

LP had a couple of queries on the summary:

- Point 10- what does # indicate? This regards the number of trustees which should be more than three and less than twelve
- Point 23 – what constitutes the register? This relates to the GF mailing list of active members; GF CIO is open to all members of the community, but the register details the active members and needs to be kept up to date.

MW asked what stage the application is at, **AM** replied that it is pretty much ready for submission by the 16th of January deadline. He has inserted the revised objects and together with **PC** has checked the constitution against the Garway Constitution and Charity Commission Template. The Charity Commission 5-minute guides are very useful. All guidance documents are saved in Dropbox in the CIO information folder.

Those present agreed that **AM** should submit the revised application.

As an action point from the last meeting **JC** has made a list of the policies and procedures that will be required once the CIO is up and running, this is saved in dropbox/work in progress/Policies.

JC noted that the policies will all need evidence of approval and review as well as evidence that they have been read by the relevant individuals. She has some examples from Garway, but these are all based on the Action for Communities in Rural England (ACRE) templates, as such these are not available to GF. **PW** advised that GAVO and WCVA could provide suitable templates.

AM suggested that a working group be set up to develop policies as they were central to good governance.

LP suggested that we should ask GFCC for a copy of their relevant policies.

Action - AM to submit revised application.

Action – LP to contact GFCC to ask for copies of relevant of policies and procedures.

Action – A working group to be established to develop policies

3. Steering Group

LP sent a letter to the members of the GFCC Town Hall sub-committee on 23rd December inviting them to a meeting on 5th January, to date she has only had a response from James Stark indicating that he would not be available at the time suggested. **LP** offered to contact the GFCC Chair, David Hughes, to let him know we have had limited success in setting up the inaugural meeting of the Steering Committee and ask for his assistance in fixing a suitable time and date.

AM suggested that GF set the agenda for the meeting, to include setting the framework for the Partnership agreement and the decision-making process.

OH noted that clarification is needed on whether the Sub-committee have autonomy to approve decisions, if approval is required by the main council, then we can't wait for the two monthly

council meetings and an alternative system should be established such as approval by email with a 48hr response.

PC agreed, stating that the decision-making process must be clear at the first meeting.

PW noted that the draft Partnership Agreement as proposed in August was rejected by GFCC. But we do have access to a draft document from North Wales that was accepted by the funder and could be used as a template.

It is very important for the success of the project that we get engagement and a suitable agreement established, **PW** suggested that there should be a meeting of the GF members of the Steering Committee prior to the meeting to determine to set the agenda and ensure that we have a clear unified mind set.

Action: LP to contact David Hughes

Action: GF Steering Group members to meet at 4.00 pm on 6th January 2022

5. Capital Development Grant (CDG) Application

PW explained that sections 13-16 are pretty much ready for submission (Dropbox/work in Progress/CDG). But the application would be strengthened if we include some information about the team. This should give a flavour of the breadth of backgrounds of individuals involved in the project, either professionally or in other roles such as involvement in community activities, other charities, or members of GFCC etc. Please could you forward information to **JC** who will incorporate this info into the application. Then we will need a brief meeting of the CDG subgroup to finalise the application.

As Lead Applicant GFCC must complete the first section of the application form, so this will need to be discussed with the new Clerk.

There needs to be a contact from **GF** who can answer any queries from the Funder. **JC** proposed **LP**, this was seconded by **DN & MW** and approved by those present.

PW gave a brief update on funding, Rural Futures recognise that the repairs are integral to the project, the amount available from the National Lottery Community Fund has been increased to £200,000. **PW** has been in touch with the Heritage Lottery Fund and there is a possibility that between £60 – £100,000 could be available as a top up if the repairs are seen as part of the wider project.

Action: All to forward Bio Information to JC

Action: CDG Application needs to be discussed at the first Steering Group Meeting

8. AOB

JC reminded those present that as of 8th January 2022 Grosmont Post Office will be closed and the Shop will be under new management, but the long-term future of the Shop is unclear. She queried what impact the loss of this valuable resource in the Village will have on the Community Hub Project.

PW suggested this should be considered by the CDG group and included in the application.

Action: JC to raise at the GFCC meeting on 10th January

Date of Next Meetings:

GF Steering Committee members 6th January 2022, 4.00pm via Zoom

GF Committee meeting Tuesday 18th January 2022, 6.00pm via Zoom

Joint Town Hall Steering Group – date to be confirmed ASAP

There being no further business the meeting closed at 7.31pm

Addendum:

Grosmont Futures – CIO Association Model Constitution : Summary

(Numbers reference section numbers)

1 /2 CIO Name and National Location – formal address to be confirmed

3 Objects and Charitable Purposes

- Key section (esp. from perspective of Charity Commission – whose drafting is incorporated 100%)
 - Benefit residents of Grosmont Fawr without distinction
 - Allows association with residents, local authorities, voluntary and other orgs
 - Advance education and to provide facilities to improve conditions of life
 - Establish a community center to maintain / manage / co-operate with any statutory authority in maintenance / management of such a center

4 Powers

- Charity Commission – drafting is incorporated 100% (NB Garway carried over some added specific detailed powers)
- Powers over borrowing, lending, lease etc. of properties and maintain & equip, employ & remunerate staff, deposit or invest funds

5 Application of income and property

- Safeguard CIO's assets – income & property solely for charitable purposes
- Allows reasonable and proper reimbursement of expenses (incl trustee indemnity insurance)

6 Benefits and Payments to charity trustees and connected persons

- Detailed rules – reasonable & proper / responsibilities of trustees in contracting etc.

7 Conflicts of interest and conflicts of loyalty

- Must be declared. Trustee to absent h/self from discussions and votes

8 Liability of members to contribute if GF is wound up

- No liability for members or trustees

9 Membership of Grosmont Futures

- Lives in Grosmont Fawr and details held in the register
- Process for termination of membership
- No membership fees
- Trustees can create associate or other classes of non-voting membership

10-17 Charity Trustees

- Trustees to manage the affairs of GF – exercise powers in good faith and skills and cares reasonable to circumstances (referencing any specialized knowledge or experience)
- Eligibility ->16; acknowledge acceptance of office
- # Of trustees - >3 / <12
- First trustees – hold office till 1st AGM
- Appointment at AGMs and retirement by rotation. Information to be provided to new trustees
- Retirement, removal and reappointment of trustees
- Taking of decisions by resolution or by electronic means
- Delegation allowed to a committee(s) and procedural rules for committee (2 members / transparency of acts & proceedings, periodic review of arrangements
- Calling, chairing and procedure (incl participation by electronic means)

18-19 Members Decisions

- Detailed procedural rules
 - Decisions by vote at a general meeting or by written resolution without a general meeting
 - Procedures for general meeting
 - AGM within 18 months of registration and at intervals not exceeding 15 months
 - Calling a general meeting by trustees OR as requested by 10% of members
 - Notice (14 days - provision for additional motions not in notice where approved by 90% of registered members)
 - Chairing
 - Quorum (3 registered members) and Voting

20-21 Saving Provisions / Execution of Documents

22 Use of electronic communication

- To Grosmont Futures – requires address to be specified for this purpose
- By Grosmont Futures – where registered members have provided email address it is taken as consent

23 Keeping of Register

24 Minutes

- Appointment of officers
- Proceedings and general meetings
- Details of trustee (incl committee) meetings and decisions

25 Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- Compliance with Charities Act 2011
- Changes in particulars help on Central Register of Charities – within 28 Days

26 Rules – permits proper and reasonable bye-laws necessary or expedient to proper conduct and management of GF

27 Disputes

28 Amendment of Constitution

- Detailed provisions (100% of registered members if written resolution / 75% at general meeting)
- Changes to objects / rules for amendment of constitution or for winding up requires prior written consent of Charity Commission

29 Voluntary winding up of dissolution – detailed rules and requirement