Malvern Community Forest

Minutes of Trustees' Meeting, 26th April 2017

Held at 47 Lydes Avenue, 7:45-9:15 pm

Present: Ken Timms, Chair; Bob Tilley, Joint Vice-chair; Ian Caldwell, Treasurer; Linda Hirschhorn; MaggieJo St. John.

Apologies: Mike Goodfellow-Smith, Vice-Chair; Dave Munday.

1 Minutes of last Trustees' Meeting, 24-11-17, and Matters Arising

The minutes of the Trustees' meeting on 24-11-17 were accepted as a true record. When read through many of the items had been settled: these were deemed complete and removed from future agendas. The following items were discussed.

Health and Safety Policy: Mike had indicated to Ken in their handover meeting that he would soon be circulating the Health and Safety Policy. MaggieJo had a copy of an earlier draft, circulated previously, which required some minor amendments, e.g. 'employees' changed to 'volunteers'. It was decided that if these amendments were made, the policy would be acceptable, and could be posted on the website.

Action 1.1: Ken to follow up changes with Mike.

Draft Strategy: the Draft Strategy Paper needed to be reviewed in the light of recent developments.

Action 1.2: Ken to circulate the Draft Strategy Paper, for review at the next Trustee Meeting.

Prospect Licence: Mike's feedback to Ken at the handover meeting was that the Practice's bank had agreed the licence, and formal signing of the Licence was due.

Action 1.3: Ken to follow up on latest progress with Mike, and progress if necessary

Time-based qualification for membership: Ken proposed, and it was unanimously agreed that this item be returned to in six months' time due to the number of items for discussion.

2 Draft Minutes of Annual General Meeting, 19th March 2017

The draft Minutes of the Annual General Meeting were unanimously approved as a true record of the meeting, and were signed by the Chair.

Ken was asked if he had reported the changes in Trustees and Objects of the Charity to the Charity Commission. Now that he has the 'chair@' MCF address, he needs to get the password from Mike to access the Commission website.

Action 2.1: Ken to get Charity Commission website password from Mike.

Action 2.2: Ian will post the Minutes on the website.

3 Draft Minutes of Extra-ordinary Trustees' Meeting, 19th March 2017 (attached)

The draft Minutes of Extra-ordinary Trustees' Meeting were unanimously approved as a true record of the meeting, and were signed by the Chair.

Ian reported that he had still not been able to get registered for on-line banking, which was severely limiting his effectiveness. (*Update: Ian got access on 3rd May.)*

Action 3.1: Ian will post the Minutes on the website.

4 Frequency of Trustees' and Management Team meetings

At previous Trustee and Management meetings, an informal consensus had emerged that fewer and better attended meetings were needed. It was agreed by the Trustees that more than the Constitution minimum is required.

Three-monthly meetings of both the Trustees and the Management Team were felt appropriate, alternating every six weeks. There would be distinct agendas for the two sorts of meeting. This would be helped by referring to Trustees' roles only as relevant to the Trustees Board, i.e. Officers roles, eg Treasurer. Other roles such as Project Co-ordinator, would be used in Management Team minutes.

The proposed next two meetings of the **Trustees are 26th July and 25th October.**

The proposed next two meetings of **the Management Team are 7th June and 6th September**.

Previously arranged meeting dates on Thursdays are therefore cancelled.

Back-up dates for one week after each proposed date, e.g. 2nd August, 1st November for Trustee Meetings, 14th June, 13th September should also be pencilled in to diaries to minimise cancellations.

The dates of the next **two** meetings will always be confirmed at meetings, to give longer notice to attendees.

5 Budget, Purchasing and Payment processes

Recent purchases for materials at Prospect Community Wood had highlighted the need for a more rigorously applied purchasing procedure following the Financial Control Policy, with clearer processes visibly in operation for all Trustees and Management Team members to follow and for accountability, ultimately to the Charity Commission.

The budgeting process works backward from the AGM, which works backward from the accounting date for reporting to the Charity Commissioners. If we are aiming for an AGM in June, the accounts will be up to the end of March, and new budgets will start in April.

Action 5.1 Ken to clarify the accounting date with the Charity Commission, and change if necessary/possible, to the end of March.

Reflecting on the recent discussion around plans for Prospect Community Woodland (discussed in 6.4 below), it was agreed to develop separate budgets for Assets/tools, and for Maintenance of our projects. Assets/tools have tended to be purchased from the Prospect budget, but are used across projects. Maintenance will need funding as current budgets reflect specific developments, for which grants have been successfully sought, which generally do not extend beyond the development itself.

The Trustees agreed the purchasing process needs to be more transparent, and recorded systematically. The recent difficulties arose from individuals not knowing what was required; serial miscommunication between the individuals involved; and reacting to perceived time-pressures. It was agreed a formal process would help to establish both transparency and traceability. Improved planning overall should reduce time-pressures.

Action 5.2 Ken and Ian to develop a paper form to be filled out before purchases can be approved

Payment processes are well established and generally successful. Reminders were given payments should only be initiated by the Treasurer. The difference between Trustee *commitment* to purchases through establishing a budget, and Trustee *approval* of purchases, generally of items not budgeted for, was highlighted by Bob. If payment for something is budgeted for, and the cost is within budget, the purchase could be approved by the Chair and Treasurer *[Post-meeting thought: if the purchase is for a project the Chair is leading, then by a Vice-chair and Treasurer]*. If something comes up that has not been budgeted for, then all Trustees need to be involved, not just the minimum four who may happen to be present when a purchase is proposed, e.g. at a management meeting or at a working party, giving verbal approval. The other three Trustees might have valid

points to make that would change the decision of one of those four who initially approved. In between Trustee meetings, this would be done by e-mail.

Trustees making card payments on their own accounts for reimbursement must protect themselves by only doing so having received an approval email from the Treasurer.

The Trustees agreed that payments be made to Mike Goodfellow-Smith of £243.41 for the shed floor; £50 for the whips planted along the security fence; and £96.16 for plants for the bed next the compound, reimbursing Linda. Payments to Ian Caldwell of £17.30 for nails for the shed floor, and £19.17 for vehicle hire to clear rubble were approved.

6 Governance Review of Projects

Ken explained his introduction of this section of the Trustees' agenda as being the focus for Governance within the Charity, rather than being focussed in the role of an individual Trustee.

During discussion of individual projects, two main issues were identified as needing addressing: ensuring projects are developed and progressed in line with our Objects and policies; and ensuring all Trustees are kept up-to-date on individual projects. This scrutiny had not been in place through the development of the Guided Tree Walks and Malvern Link Station projects, each of which had arisen through Chair and Vice-chair respectively responding to particular opportunities.

Reduced frequency of Trustee and Management Team meetings will require increased written communication on proposals and their progress. Proposals will need to include governance arrangements to ensure they do not appear to be the personal projects of individual Trustees.

The current level of projects means there is little or no capacity to take on further projects. Whilst successful in gaining funding for current projects, the main resource issue is now active and committed volunteers and members. After attending the two most recent Volunteer Forums, Ken is aware that we need to up our game in both recruitment and retention, and will be responding.

6.1 *Abundance*

Out of season, hence currently inactive: no concerns.

6.2 *Guided Tree Walks*

A summary of the project, against which to measure progress is requested.

Action 6.1*: Mike to produce a summary and update of the project, by the end of May, with further update before next Trustee meeting*

6.3 *Malvern Link Station*

A summary of the project, against which to measure progress is requested.

Action 6.2*: Ken to produce a summary and update of the project, by the end of May, with further update before next Trustee meeting*

6.4 *Prospect Community Woodland*

6.4.1 Mike had submitted a work-plan and budget in an email to all Trustees, and had asked for it to be put to a vote of the Trustees at this meeting. The Trustees welcomed the clarity of the proposal.

The discussion of the proposal was dominated by the wish to tidy up the site, and for the previously planned works to be finished to a presentable standard.

The decision of the Trustees was unanimous that the proposed new access paths should not be considered until the current access path was finished; the rubble/debris removed; the sub-soil for the main community space had been laid, settled and sown; and the stone benches erected.

6.4.2 Security continues to be an issue on the site, with the picnic table smashed and part of it burned, and logs, including fairly large ones had also been used for fuel. The curved bench stones being moved, and a size-9 shoe being found during the last working party, suggest it is not just younger children using the site.

6.5 *Townsend Community Woodland*

Work has been suspended at Townsend Community Woodland during the bird breeding season. No current concerns.

7 <u>Treasurer's report</u>

Ian formally presented the current budget statement. The layout and clarity of the report was welcomed. Ian's strongest concern was his lack of access to on-line banking, as mentioned in 3 above: Mike had also not got access.

Outstanding payments having been dealt with in item 5 above, other financial issues discussed were related to ring-fenced monies *[Chair's post-meeting note*: *this is a particular concern of the Charity Commission.]*

7.1 Historic donations for 'tree planting' had not been identified where and when the moneys had been spent. The purpose and outcomes of specified donations needs to be recorded more fully in future.

7.2 Historic commitments to provide funds for land acquisition would need to be up-dated, if this remains a priority for MCF.

7.3 The £1890 legacy donated for land-acquisition might be more useful in the short term to support existing projects, and Mike had offered to talk to the donor about this possibility. Having met the donor, Ken was of the opinion that they still hoped it would be used for purchasing woodland. Some Trustees felt that the moneys could be left ring-fenced for acquisition until the donor suggested otherwise. All felt that Ken should discuss the situation with Mike and then decide whether to meet the donor as Chair.

Action 7.1: Ken to discuss the matter with Mike, before deciding whether to talk to the donor as Chair.

7.4 Ian was anticipating a donation of about £3000 from the Co-op Community Fund, based on donations to other charities he was aware of. Mike had successfully applied to be included in this scheme, and Ken had been contacted regarding future contacts with local. Members who are hold a Co-op Card need to go on-line to vote for MCF, to maximise donations (as well as buying Co-op own brand products).

8 Fund raising

Since the meeting time had already been exceeded by the previous discussions, fund-raising will be discussed at the next meeting. However, all agreed that volunteer/member recruitment was equally important, and possibly more urgent.

9 Next Trustees meeting: 26th July 2017, 7:45 p.m. at Linda's house

(Back-up date, 2nd August 2017)

Subsequent Trustees meeting: 25th October 2017, 7:45 pm.

(Back up date, 1st November 2017)

Actions agreed at Trustee Meeting 26-04-17					
Action*	Regarding	Action required	By whom	By when	Completed
1.1	Health and Safety Policy Draft	Ken to ask Mike for latest draft and circulate	Ken/Mike	End May	
1.2	Draft Strategy Policy	Ken to ask Mike for latest draft and circulate for discussion at next Trustee meeting	Ken/Mike	End May	
1.3	Licence agreement with Prospect Medical Centre	Ken to check progress with Mike, and pursue issue if necessary	Ken/Mike	End May	
2.1	Communicating change in Objects to Charity Commission	Ken to get Charity Commission website password from Mike, and notify CC	Ken/Mike	As soon as convenient	
2.2	Minutes of Annual General Meeting	Ian will post the Minutes on the website.	Ian	As soon as convenient	
3.1	Minutes of Trustees' Extra-ordinary Meeting	Ian will post the Minutes on the website.	Ian	As soon as convenient	
5.1	Check/change financial year with Charity Commission	Ken to get Charity Commission website password from Mike, and contact CC	Ken/Mike	As soon as convenient	
5.2	Purchase approval form	Ken and Ian to develop a purchase approval form/'chit'	Ken/Ian	As soon as possible	
6.1	Guided Tree Walk Project	Mike to produce a summary and update of the project, with further update before next Trustee meeting	Mike	End of May	
6.2	Malvern Link Station Project	Ken to produce a summary and update of the project, with further update before next Trustee meeting	Ken	End of May	
7.1	Change of purpose for legacy donation	Ken to discuss issue with Mike, to decide if donor to be approached	Ken/Mike	End of May	

*Action numbers, e.g. 1.3 refers to Action 3 in Section1 of Minutes