

## **Minutes of the Board Meeting**

**Held at the Hall for Gwinear**

**On Wednesday 14<sup>th</sup> March 2018 at 7.00pm**

**Present :**

Directors

Mr Richard Rogers (Chair)	RR
Mr Nicolas Herian	NH
Mrs Rosemarie Norman	RN
Mrs Jenny Tovey	JT
Mrs Diana Hall	DH

Minute Taker

Mrs Hannah Danson	HD
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- **Apologies**

Mrs Cathy Woolcock	CW
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### **2. Minutes of previous Board Meeting (12<sup>th</sup> July 2017) and Matters Arising**

The minutes of the last meeting were agreed to be a true account of the meeting and signed off by the chairman.

The discussion of the use of Dropbox for Directors was revisited, and the directors felt that it had been pushed through. The decision was taken to reverse that decision from July 2017, and emails be used to circulate materials to directors henceforth.

(Proposed by RN, Seconded by JT)

### **3. Update on banking**

RR said that the bank accounts hold the following balances:

Current account	£ 5,586.30
Savings Account	£ 99,572.16
Petty cash	£ 7.51
<b>Total</b>	<b>£105,165.97</b>

#### 4. Applications

No applications were received prior to the deadline in November 2017.

However a late application has been received, and discussion was had around whether to break the rules and consider this application at this time, finally deciding to hold it over until the next meeting, in July 2018, with a deadline of May 2018. The reason given is that to discuss a late application would set an unhelpful precedent.

- Action point – HD to write to applicants to explain this.

#### 5. Articles of Association

It was indicated to the directors at the AGM that in the Articles of Association there are statements that refer to Members, which were left in when the document was created from a template initially, but which have never been required.

RR has spoken to the Charities Commission, who state that the directors can change the details of the Articles regarding membership and other procedural matters, but not the purposes of the Fund, for which the board would need Charities Commission permission.

Points to be amended / deleted.

Resolution 1	Members Section 10.1-10.5	To be removed
Extra resolution	Members Section 10.4, 10.5, 11.1-11.3	To be removed
Resolution 2	Termination of membership Section 12.1-12.5	To be removed
Resolution 3	Proceedings at general meetings Section 17.1-17.3, 20.1-20.4	To be removed
Extra resolution	21.1 b, c	To be removed
Resolution 4	Written resolutions 23.1 a, b, 23.2	Alter 'members' to 'directors'
	Points 23.3	To be removed
Extra resolution	21.4 bracket in section a	To be removed
Resolution 5	Votes for members Sections 24, 25, 26.1, 26.2 and 26.3	To be removed
Resolution 6	Directors Section 28.1	To be changed to 'The number of directors shall be 7.'
Resolution 7	Disqualification and removal of directors Section 39.3	be replaced by 'A director being absent with or without consent for 3 consecutive meetings will be asked to resign.'

Discussion was had regarding the resolutions, and additional resolutions were proposed as everyone present examined the articles.

Resolution 6 was discussed and agreed, that an odd number of directors was preferable, and a fixed number rather than a minimum only was also preferable.

Resolution 7 was discussed and the following amendment was proposed: 'A director being absent with or without consent for 3 consecutive meetings will be asked to resign, unless there are exceptional circumstances, at discretion of other directors.'

A formal vote was held to pass all these resolutions *en bloc* proposed by RN and seconded by DH.

- Action point – RR and CW to extract the Articles from PDF, amend as above, renumber and circulate to all other Directors, to ensure any other errors are caught.
- Action point – Final Articles to be approved by all Directors and sent to the Charities Commission by RR.

## **6. Marketing**

RR explained that this discussion is to develop ways of encouraging applications to the fund, in order to spend the money that the Fund is currently holding. There have been no viable applications in the last two funding rounds.

There are limited organisations in the parish which are eligible to apply, the main ones being the Parents' Associations of the two schools, the Residents Association, and the Hall for Gwinear. There may be others, or organisations which require only small steps to become eligible.

Idea 1 CW and RR considered holding a stall at the Gwinear Show, in May.

Pros and cons were discussed.

A stand like this would require promotional materials, handouts, display boards, and staffing.

It was suggested that arranging this in time for the 2018 Show might be a little tight, and after a discussion it was agreed to look at the 2019 Show.

Idea 2 The Clerk of the Parish Council, Vida, has a list of organisations in the parish which would be eligible to apply. It was suggested that this list be obtained, and those on it be approached directly to invite them to apply.

- Action point – RN to obtain list of organisations from Vida.

Idea 3 Vanessa Luckwell, Community Link Officer, for the Hayle and St Ives Network area, will have a list of likely organization in her entire area, and be able to extract from this list those in the Gwinear Gwithian Parish. These could be approached directly, and any support that Vanessa is able to give them in their application could also be mentioned. Vanessa has offered to mention the Fund in her newsletter to the local area, but this was been declined, as it is too far-reaching.

- Action point – HD to obtain list of organisations from Vanessa Luckwell.

The question of the requirement for a constitution, in applying organisations, was raised. The initial documents seem to suggest that individuals could be awarded funding for matters which fall within the scope of the fund. At present, the Guidance notes for the application (not the form itself) state that a constitution is required. Clarification is needed on this matter.

- Action Point – RR to contact the Charities Commission regarding funding individuals and businesses.

Idea 4 CW suggested by email that a classroom be purchased for one of the schools. This cannot be done for the reasons given above. A similar suggestion of buying land to use for parking for the schools was made. This is possibly not in keeping with the purpose of the fund, and would be difficult to manage. Any applications to benefit the schools must be made through the PTA, and have clear environmental or sustainability benefits.

Idea 5 Purchase energy efficient lightbulbs to give away to the general public. Availability would be advertised, and a limit placed per household. This would be easy to achieve, and give great energy efficiency benefits to a number of households in the Gwinear Gwithian Parish.

A single day to co-ordinate distribution of the lightbulbs would work best.

- Action Point – HD to obtain quotes for energy efficient LED lightbulbs, bayonet and screw fitting, for 1,000 of each type, from Edmundson Electrical, CEF, and one other, to bring to next meeting, and as a basis for negotiating down on the cost. VAT price required.

Idea 6 Buy land for a wildlife area, for use by both schools. JT reported that agricultural land currently sells for £7k per acre. The land could be given to the PTA, or, more likely, retained in ownership of the Fund, and leased to the schools. RR said that the fund is allowed to own assets in this way, but the technicalities of this, insurance, upkeep, liability, etc, make this a labour-intensive option.

## **7. Appointment of new director**

The advertisement for a new director was circulated and timed so as to reach the widest possible circulation, and four applications were received.

- Dawn Slade; was interviewed by RR and CW
- Jessica Bains; was contacted by RR for a phone number to arrange an interview, no reply received. Again e-mailed regarding time and date for interview, replied to email. Just before time of interview e-mailed to say that she could not attend. Further email for her phone number in order to arrange another time and date, this was not returned. No interview was held.
- Janet McEwan; was interviewed by RR and CW
- Martin Goodall; was interviewed by RR and CW

Discussion was held regarding the suitability of the three interviewed candidates, and a vote was held. RN proposed Janet McEwan, and was seconded by RR.

- Action Point – HD to write to Janet McEwan and invite her to take up the post of director.
- Action Point – HD to write to Martin Goodall and decline the post of director, but with an invitation to reapply the next time a vacancy becomes available.
- Action Point – HD to write to Dawn Slade and Jessica Bains and decline the post of director.

## **8. Update on the outstanding grants**

St Gothians, Gwithian Parish Church, has sent a letter explaining that they are unable to accept the offer of funding. The money has been returned. RR spoke at their church meeting.

Gwinear Village Association, Reawla park renovation. Shirley Negus has sent correspondence regarding their project. They have now got £35k funding from Sita, who will pay in segments, when they have receipts. RR recommended that the Fund does the same, and offered to promise that funding would be transferred electronically within 5 working days of receipt of the invoice from the Association. This was agreed by the directors.

- Action Point – RR to communicate this decision to GVA.

## **9. Signage**

Following the last meeting, drafts have been prepared of an A5 metal sign, with ‘funded by Gwinear Gwithian Sustainably Communities Fund’ plus web address and logo, to attach to completed, funded projects.

Changes were proposed, with a larger logo required, and the text smaller.

- Action Point - DH to take the drafts home and Charles Hall to redesign. New drafts to be circulated by e-mail, and approved.

- Action Point – JT to arrange examples to be brought to next meeting for final approval – one with four holes in the corners for screws, and one with a bracket on the back to attach to a pole. JT to also arrange production, once samples approved.

## **10. AOB**

**10.1** HD proposed changes to application form and guidance, firstly, to change practical application details to say Hannah, not Becky. Also to some small typos and clarifications. Nothing fundamental.

Clearance given to HD to change, and upload new versions to the website.

- Action Point – HD to change and upload. In addition, to update the News section on the website, to give date of new funding round.

**10.2** Barclays in Hayle has closed, so account has transferred to Barclays in Camborne

**10.3** Several people have changed their email addresses, and the directors have also changed.

- Action Point – RR to create new address sheet, updating emails and changing Giles Eustice for Janet McEwan. HD to email everyone with new email addresses.

**10.4** HD requested that if anyone knows of another person who would like to be secretary to the Fund, that they be invited to state their interest. She has found herself without the time to do it justice, as her own business has increased.

- Action Point – JT will approach the current secretary of the PTA at Gwinear School to gauge her interest.

HD suggested that she work to the end of the time period for which she has invoiced, and then run a new invoice to cover additional work, and invoice for that after the handover has taken place.

It was agreed that this is fair.

- Action Point – HD will invoice as above.

## **11. Date of next meeting:**

Wed 11<sup>th</sup> July 2018 at Gwithian  
Meeting closed at 8.55pm