

MINUTES OF THE MEETING OF GREAT SOMERFORD FREE GARDEN TRUSTEES HELD IN THE GREAT SOMERFORD JUBILEE GARDENS ON TUESDAY 11th August 2020 at 19.00 Hrs.

PRESENT: Trustees S. Mansfield-Chairman, H. Cole, D. Butcher, S. Binstead, M. Griffiths, M. Hourigan, C. Blount, F. Hyde.

IN ATTENDANCE: T. Chapman

MINUTES

1.8.20	Apologies for Absence – Alicky Gravell NOTE Alicky had left her choices regarding the new constitution with the Chairman prior to the meeting. It was unanimously agreed that on this occasion she be allowed to vote by proxy.		
2.8.20	Minutes – It was proposed by Chris Blount and seconded by Mel Hourigan that the Minutes of the previous Trustees meeting held on 11 th March 2020 be adopted as a true record. This was approved unanimously; the minutes were then signed by the chairman as a true record.		
3.8.20	Somerford's Free Garden Constitution – Proposals for an updated structure The Parish Clerk took the Chair for this item and, in light of additional information that had been sourced since the March meeting (minute 5.3.20) at which the Trustees had agreed to update the constitution and to move to a Foundation Charitable Incorporated Organisation (CIO), asked the Trustees present to confirm their decision per March 2020 minutes to update/rewrite constitution. This was agreed unanimously by all present. It will involve applying to the Charity Commission for a Scheme with an estimated legal price tag of £660. Since the March meeting proposals other than becoming a CIO had been put forward. In order to decide which <u>structure</u> should be adopted going forwards it was felt necessary due diligence formally to (re)consider the pros and cons of each option before proceeding to a vote. The Parish Clerk summarised the contents of the Chairman's email of 8 August 2020 as follows:		
	Option	Pros	Cons
	i No change - remain an unincorporated registered charity.	Easiest & cheapest – no action	All individual Parish Councillors remain Trustees with personal liability.
	ii Remain unincorporated & appoint the Parish Council (PC) as sole Trustee (Hector's proposal).	The PC is a corporate body so there is no risk of there being no Trustees to manage the Free Gardens (FGs) as long as the PC endures. Removes personal liability but not responsibility. NB Even if the PC is sole Trustee it does not remove personal liability should individual Councillors or Trustees act fraudulently or negligently. It does protect individuals provided they act properly, professionally and in line with the charity governing document. Less complex change – saves legal fees £720 for vesting land into new body. Parish Clerk would assume an administrative role for the FGs (though this would require a change of contract and extra hours).	Having a corporate body as sole Trustee can mean that nobody ends up being responsible. It does not permit the broadening of the Trustee base to add representatives or persons drawn from other parts of the community. Skill set & interest to run the Free Gardens and that required of a Parish Councillor are not necessarily the same. More difficult for individuals to distinguish between the responsibilities of the Parish Council and the Free Gardens. Proper management of the FGs will come within the scope of the PC's audit.

iii	Incorporate into a Foundation CIO (Working Party proposal dated 22nd June 2020).	<p>Modern 21st century structure independent of Parish Council with reduced conflicts of interest.</p> <p>Model encouraged by Charity Commission.</p> <p>Removes personal liability (subject to no fraud or negligence).</p> <p>Allows a broadening of the Trustee base (good practice per Charity Commission) to include members of the community who might want to help run the Free Gardens but not be a Parish Councillor.</p> <p>More transparent and "separate" from the Parish Council.</p>	<p>More complex & expensive to set up - £1,500 legal.</p> <p>One off additional cost of £720 legal fees to vest the land in the new body.</p> <p>Public consultation needed for land transfer (but not for anything else).</p> <p>Need for accounts & annual Trustee report to be filed with Charity Commission (though these should be prepared anyway); more detailed annual return.</p> <p>May be unable to get non-Councillor Trustees.</p>
Steel	<p>It was proposed by Hector Cole (seconded Meryl Griffiths) that Option 1 – Do Nothing – should be discounted. This was agreed unanimously.</p> <p>Hector Cole proposed that the PC should adopt Option 2 – PC as sole Trustee – and was seconded by Dave Butcher. The vote was 2 Trustees in favour, 6 against.</p> <p>Chris Blount proposed that the PC should adopt Option 3 – Set up a CIO – and was seconded by Meryl Griffiths. The vote was 7 Trustees in favour, 2 against with the Chair exercising the Proxy Vote he had been given by Alicky Gravell.</p>		
	<p>Moving on to the Composition of Trustees for the new CIO it was noted that the Working Group had recommended 5 – 7 Trustees being :-</p> <ul style="list-style-type: none"> • Chair or Vice-Chair of the Parish Council • 2 x Parish Councillors • Minimum 2 and maximum 4 residents, one of whom should be nominated by the Allotment Holders Group. <p>Concern was expressed that this model could put the Parish Councillors in the minority as some felt that the PC should always hold the majority. It was proposed by Steve Mansfield, seconded Mel Hourigan, that in order to allow future flexibility and to manage the period of set up and transition, the CIO should start with only 5 Trustees being :-</p> <ul style="list-style-type: none"> • Chair or Vice-Chair of the Parish Council • 2 x Parish Councillors • 1 nominated by the Allotment Holders Group • 1 appointed by the other 4 Trustees <p>and that it should expand to 7 if it felt there was a need.</p> <p>The vote was 6 Trustees in favour, 2 against.</p> <p>It was further confirmed that all Trustees should be residents of Great Somerford or Startley.</p> <p>The Parish Councillor Trustees would hold office for 4 years being the duration of their tenure as Councillors. The other Trustees would be appointed for 3 year terms with no individual being able to serve for more than two terms without standing down for a minimum of a year in the interim so as to allow the possibility of refreshment of the Trustee Board.</p> <p>The initial appointments would be 3 years for the Allotment Holder nominee and 2 years for the other so as to avoid both coming up for re-appointment in the same year.</p>		
	<p>Turning to the Objects of the CIO the Working Group had recommended "The relief of poverty and the promotion of community health and well-being [primarily] for the benefit of the inhabitants of Great Somerford and Startley by the provision of land, [primarily] for the cultivation of allotments and other leisure facilities".</p>		

	<p>Since the “relief of poverty” technically only applies if the plots are strictly used to grow fruit and vegetables as opposed to flowers or being left as lawned areas it was agreed unanimously to remove this clause from the Objects.</p> <p>It was further agreed unanimously to strengthen the emphasis on prime use as allotments by changing the wording in the last sentence from “and other leisure facilities” to “but also”.</p> <p>Hector Cole felt that the word “allotment” should be changed to “garden” as this was a truer reflection of the use to which some of the plots were put. This was not supported.</p> <p>The amended Objects are “The promotion of community health and well-being [primarily] for the benefit of the inhabitants of Great Somerford and Startley by the provision of land, [primarily] for the cultivation of allotments but also for other leisure facilities”.</p> <p>In attempting to remain true to the Reverend Stephen Demainbray’s original purpose (to benefit the poor villagers of Great Somerford) it was felt that plots should be allocated in order of preference to</p> <ul style="list-style-type: none"> • Residents of Great Somerford • Residents of Startley • Residents of local villages • Other persons wishing an allotment • For use for leisure purposes if there is surplus land to benefit ALL residents of Great Somerford not just those interested in gardening. <p>This was seen as important because 30% plots are currently cultivated by persons not residing in the Parish. Demand had waned over the years so the Trustees had extended the catchment area. However the influx of new houses in the village plus the pandemic effect was expected to lead to an increase in demand locally and priority should be given to Parishioners.</p> <p>Plots allocated to residents of Great Somerford and Startley should be free; those to persons from other villages should incur a reasonable charge which would have to be phased in.</p>
	<p>Chris Blount and the Parish Clerk were tasked to draft the Articles (Constitution) of the new Great Somerford Free Gardens CIO and bring it to the next meeting for approval before it is sent to the lawyer to check.</p> <p style="text-align: right;">Action: Chris Blount/Parish Clerk</p> <p>It was noted that the current Trustees will need to determine the boundary so that it is clear what is vested with the Official Custodian for Charities. The Free Gardens site will then need to be registered with the Land Registry, subject to a Public consultation agreeing that it be vested in the new CIO. This will be an agenda item for the next meeting.</p> <p style="text-align: right;">Action : Next Agenda</p>
4.8.20	<p>Finances</p> <p>Ledger since start of 2020/21 year was presented (See attached).</p> <p>Details below on this page. The latest figures from CCLA (as of 17th July 2020) show an increase in the overall investment value to £64,194</p> <p>It is possible that the COVID-19 Pandemic may again have a significant effect. Steve Mansfield will continue to get monthly valuations and inform the Trustees accordingly.</p>
5.8.20	<p>Next Meeting – To be determined but not later than 11th September.</p>

Meeting closed 20.15 Hrs.

S. T. Mansfield 6/9/20

Date	Description	FY Opening Balance	Inter-Acc Transfers	Income	Expenditure	FY Closing Balance
Free Gardens Treasurers Account						
06/04/19	Start of Year Balance	12,396.00				
28/04/20	Cheque No 0040 to J Derrick - Grass Cutting: Inv No 0420 †				-330.00	
29/05/20	Bank Giro Credit from COIF †			497.06		
29/05/20	Cheque No 0041 to J Derrick - Grass Cutting: Inv No 0520 †				-165.00	
30/05/20	Cheque No 0042 to BHIB – Public Liability Insurance †				-186.19	
27/06/20	Cheque No 0043 to Rob Griffith – Free Gardens sign †				-150.00	
06/07/20	Cheque No 0044 to J Derrick - Grass Cutting: Inv No 0620 †				-165.00	
01/08/20	Cheque No 0045 to J Derrick - Grass Cutting: Inv No 0720				-165.00	
	FY Totals	12,396.00	0.00	497.06	-1,161.19	11,731.87
	Closing Balance less Opening Balance					-664.13
COIF Investment Fund						
06/04/19	Start of Year Value (actually e/o Feb 2020)	63,394.21				
17/07/20	Value at 17/07/2020	64,194.62				
05/04/21	End of Year Value					

Treasurers Acc. As of 22nd July 2020

† - Indicates verified in Statement