

HEBDEN BRIDGE COMMUNITY ASSOCIATION LTD

MINUTES OF TRUSTEES' MEETING held in Hebden Bridge Town Hall 25 Mar 2010, 7.30pm

1. Present

Andrew Bibby (AB), Karen Houghton (KH), Janet Battye (JB), Peter Hirst (PH), Sue Fenton (SF), Linda Patterson (LP). Apologies: Robin Dixon, Sara Robinson, Sarah Moss

2. Declarations of interest

JB declared her interest as a ward councillor and board member, Ground Floor centre.

3. Minutes of Meeting Held 25 Feb 2010

The minutes were approved as circulated.

4. Matters Arising

The action list was reviewed.

- a) Casual cover during cleaner/caretaker leave. AB agreed to follow this up with Calderdale
- b) Wedding licence. Noted that our application was being considered.
- c) Planning permission. Noted that SF had checked this with Calderdale, and it appeared that no change of use application would be required
- d) Grant for furniture and furnishings. Noted that there had been delays in spending the full grant, primarily due to delays and poor service from the chosen supplier. The Operations Ctte were asked to pursue this urgently. It was noted that some unwanted furniture might be left in the building by Calderdale after transfer, and that, by agreement with Calderdale, this would pass into the Association's ownership.
- e) The trustees minuted their thanks for the major contribution which Derrick Palmer had made to the project during his time as trustee and Treasurer. He had stepped down as a director and trustee on 28 February. An informal leaving do would be held at Moyles, provisionally on Sat April 24th, 7pm

5. Governance

- a) The report from the Governance committee to the Board was noted
- b) Employee pensions. LP reported that she had received details of stakeholder pensions from Aviva, CIS and Friends Provident, and would be assessing them. It was noted that a decision would need to be taken in relation to the employer pension contribution rate. This issue was referred back to the Governance committee
- c) Payroll. It was noted that the Alternative Technology Centre had expressed an interest in handling our payroll. AB agreed to follow this up
- d) Employment contract. PH reported that the Governance committee recommended that we adapt the Community Matters standard employment contract. This was agreed.
- e) Project worker post. Noted that there had been about 30 expressions of interest, and nine applications. Five candidates had been shortlisted, and would be interviewed

on March 26. PH reported that the candidates were of high calibre. The interviewing panel was PH, SF, RD.

f) Induction of Project Worker. It was agreed that the worker would report to PH as chair, who would line manager him/her. The recommendations of the Governance committee in item 4 of the submitted report were approved by the trustees, and it was agreed as follows:

- Committees define their residual roles, responsibilities and tasks following the appointment of the Project Worker and, within the parameters of the worker's job description define those which they would like to see carried out by the worker. It would be preferable if these tasks could be accompanied by timescales, targets and milestones. All this needs to be written up following agreement by the sub group and each set of tasks submitted to the Governance Group who would then look for consistency and coherence and applicability to the Worker's job description. The Worker related tasks will then form the first years operational plan. All this is a bit tedious but should avoid later problems.

- The induction element starts when the Worker spends time with each sub group going through each set of plans and gets a feel for the tasks and context as well as agreeing useful contacts etc.

- Induction will also include meetings with external agencies, background reading and visits to other projects.

Committees were asked to undertake this by the next Board meeting.

The trustees considered that the worker would be primarily undertaking work previously the remit of the Operations ctte and the Finance ctte, together with Friends recruitment undertaken by Stakeholders & Comms ctte.

It was agreed that only PH would be authorised to instruct the worker to undertake tasks. Other trustees who wished to request worker support or action would do so through the Chair.

g) Casual cover. The trustees discussed the likely need for casual cover in the Town Hall in the period from 1 April until the new worker could take up their post. PH undertook to look into this.

h) Cleaner/caretaker. Noted that Bev Wood was becoming our employee on 1st April. The Governance committee would need to ensure that she was issued with a new employment contract.

i) Treasurer. PH reported that he had had a preliminary conversation with one potential candidate for Treasurer, a member of the Association. AB reported on steps he had taken to publicise the vacancy.

j) Registered office. It was agreed to move the registered office of the company on 1st April to the Town Hall, St George's St, Hebden Bridge. AB would handle the notification.

k) Special general meeting. The members' general meeting was confirmed for Thurs April 15th at 7pm (7.30pm formal business). AB reported that he had received useful legal advice on the wording of resolution 1 from Wrigleys solicitors.

The trustees confirmed the wording of the two resolutions to be put to the members.

Resolution 1:

To delete the following words from clause 4(1)(a) of the Memorandum "any substantial permanent trading activity", and replace them with the following "any taxable trading (for the purpose of this clause, taxable trading means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax)"

Resolution 2:

To tender our audit requirements for the year 2010-2011

It was noted that formal notice of the meeting had been sent to all members, fulfilling the necessary requirements of our Articles of Association

6. Operations committee

- a) Minutes of meetings of the Operations ctte on March 12 were noted
- b) Equipment needed. SF agreed to produce a list of equipment which was needed
- c) Contracts

It was agreed to maintain the contract with the fuel supplier, at least in the short-term

It was agreed to cancel the laundry towel service, and in the short term to supply paper towels, pending a longer-term solution

It was agreed to cancel the window cleaning service, and to seek a local window cleaner

It was agreed to take over the BT telephone line currently used for the alarm service

It was noted that the alarm service would need to be extensively adapted during and after the building works. It was agreed to maintain the alarm contract with Secom in the short term, provided that a contract of not more than a year could be agreed. AB agreed to pursue this.

- c) Building work. It was noted that alarm sensors would need to be removed before building work commenced in the Waterfront Hall. RD to be advised.

- d) Office lettings. It was noted that requests for office lets had been received from Project X, GAYLIC and J Anderson. It was agreed that at this stage we would only consider licences, for the period up until the 31st December. The Operations ctte together with AB agreed to take this forward together.

7. Capital build and funding

- a) Minutes of meeting of capital build and funding ctte held on 15 March were noted
- b) Options. KH reported that the Options Appraisal had now been received from the architects.

It was agreed that both options should be maintained for the time being, but that the clear preference of the trustees was for the more significant demolition and rebuilding represented in the Options appraisal by Option B. It was noted that this was also the clear choice of participants at the consultation day in February, and of the architects.

The trustees noted the strong desire among members of the Capital Build and Funding ctte for a reconfiguration of the layout of Option B. KH advised that the Options at present should be viewed as simply establishing mass and affordability, and that the final shape, configuration and design of the build would be subject to further work.

It was noted that some Calderdale staff had informally expressed concern about loss of parking provision.

- c) Appointment of consultants

It was noted that Bauman Lyons had undertaken tendering exercises on our behalf for the other professional services needed to progress beyond RIBA Stage B

It was noted that Arup and Ramboll had submitted tenders for the engineer services and that Bauman Lyons were recommending Arup, on grounds of quality and cost. It was agreed to select Arup. AB undertook to discuss a possible further amendment to their cost structure with them.

It was noted that three tenders had been received for acoustic consultants. It was agreed to defer selection, pending further information and advice from Bauman Lyons.

It was noted that three tenders had been received for QS services. It was agreed to delegate selection to the Capital Build & Funding committee, pending further information and advice from Bauman Lyons.

It was noted that Bauman Lyons had recommended in addition that David Burdus be contracted as Access Consultant. It was agreed to refer this to the Capital Build and Funding committee for decision.

d) Design review. KH reported that she and Guy Smith from Bauman Lyons had attended the Design Review, held on March 24 in York. KH had introduced the project, including the aims of the Association, and Guy had briefed panel members on Bauman Lyons' current approach. There had been in general a positive response from panel members. Among points raised was the need to maximise the value of the river frontage; to be brave in relation to car parking; to establish the main entrance on the St George's Street frontage, whilst recognising that secondary access might also be needed.

The trustees thanked KH for her work and reaffirmed their view on the value of this external review of our proposals.

e) Meeting with Bill Boffin. JB reported on the very useful meeting with Bill Boffin from Yorkshire Forward, in relation to possible connection of the Town Hall to the fibre optic network. Another meeting had been arranged for May.

f) The contract with Creative Space Management for 3.5 days' consultancy was confirmed. It was agreed that Sara Robinson would coordinate this relationship on the trustees' behalf.

8. Finance committee

a) Minutes of meeting of the finance committee on 11 March were noted

b) Funding bids. The trustees discussed the likely need for further funding bids (for example, for a development worker post) and the lack of current capacity in the committee to undertake further bids. KH reported on a conversation she had had with a local regeneration specialist, who might be prepared to do pro bono work on our behalf. KH agreed to talk to him further.

c) The 2008-9 accounts, as independently examined by Cresswell Crabtree, were formally approved.

It was noted that Cresswell Crabtree had undertaken this work on a pro bono basis. The trustees recorded their thanks for this contribution to the work of the charity.

d) Annual review, charitable objects

The trustees recalled that it was policy at the Board meeting where annual accounts were approved to review the Association's progress in meeting its charitable objects, particularly in relation to Object 3 (b), relating to urban and rural regeneration. The trustees considered that, in their opinion, the regeneration needs of Hebden Bridge and neighbourhood had not changed significantly in the period since the Association had received charitable status, and that the current strategy being progressed by the Association remained appropriate, as a way of ensuring that this element of the charitable objects were met.

e) Annual review, trading income.

The trustees recalled that it had been established as policy, at the February 2010 Board meeting, that the Board meeting where annual accounts were approved should review the share of the Association's trading income which was primary trading

(trading to meet the charitable objects) and the share which was secondary. The trustees noted that, since only a month had passed since this had been discussed by the trustees, further discussion at this stage was not necessary.

f) The trustees resolved to appoint Peter Hirst as an authorised signatory, and to remove Derrick Palmer as an authorised signatory. The trustees resolved not to change any other aspect of the Association's banking arrangements.

The trustees noted that NatWest required the submission of a mandate. This was approved, and it was agreed that the following wording be included in the minutes of the meeting.

It was resolved that a banking relationship will be maintained with National Westminster Bank plc (the Bank) in accordance with this Mandate and that

- the individuals identified as Authorised Signatories may, in accordance with the Signing Rules

- sign cheques and give instructions for Standing Orders, Direct Debits, electronic payments, banker's drafts and other payments on the Accounts even if it causes an Account to be overdrawn or exceed any limit

- sign, accept or endorse bills of exchange

- request and give counter-indemnities for the issues of letters of Credit or Guarantees (including bonds, indemnities and undertakings)

- Authorised Signatories identified in the Signing Rules for unlimited amounts may, in accordance with the Signing Rules

- sign facility agreements for overdrafts or the issue of letters of credit or Guarantees

- sign agreements for BACS, Autopay, Bankline and other payment methods including electronic and internet-based systems

- any Authorised Signatory may give other instructions or requests for information to the Bank in relation to the Accounts; opening accounts with the same Signing Rules and Authorised Signatories; closing accounts; or other banking services or products

- the Bank may accept instructions that do not have an original written signature provided the Bank is satisfied that the instruction is genuine and subject to any other agreement the Bank may require for those instructions

- this Mandate will continue until the Customer gives the Bank a replacement mandate or the Customer passes a resolution changing the Signing Rules and/or adding or removing the Authorised Signatory by completing and returning the Changing of Signing Authority form in which case this Mandate will continue as amended.

9. Stakeholders and communications committee

a) The minutes of the Stakeholders and Communications committee held on 23 March were noted

b) Special general meeting. KH, JB, AB, PH, SF and LP confirmed they would be available for the meeting. It was agreed not to invite Bauman Lyons to this event.

c) April 1st welcome lunch for Town Hall staff. Noted that JB, PH, KH and AB would be present.

d) Consultation day. Noted that another consultation day would be needed in May or June. KH agreed to liaise with Irena Bauman.

e) Use by other agencies of the building. JB agreed to discuss requirements with Pennine Housing, CAB and Credit Union. AB agreed to liaise with DGL solicitors. The small office by the rear ramp was identified as potentially available.

f) Wedding tariff. SF agreed to contact an Association member who had offered to help in this area.

g) AGM. The trustees noted that Nov 11th had been recommended by the committee for the AGM and provisionally approved this date.

10. Asset transfer working group

a) Noted that the legal agreements with Calderdale had still to be finalised. A meeting would be held on Monday March 29, to achieve agreement.

11. Other matters raised

a) Noted that our membership of Cooperatives UK had now been confirmed.

b) The trustees agreed that those who wished would gather at 10am on Good Friday in the Town Hall, to take stock of the building

The meeting closed at 9.40pm.