

HEBDEN BRIDGE COMMUNITY ASSOCIATION LTD

MINUTES OF TRUSTEES' MEETING held in The White Lion, Hebden Bridge 25 Feb 2010, 7.30pm

1. Present

Andrew Bibby (AB), Karen Houghton (KH), Janet Battye (JB), Robin Dixon (RD), Sarah Moss (SM), Peter Hirst (PH), Sue Fenton (SF). Apologies: Linda Patterson, Sara Robinson, Derrick Palmer. Guest: Fiona Goh (agenda item 8b)

2. Procedures

PH agreed to chair the meeting and AB agreed to prepare the minutes.
JB declared her interest as a ward councillor and board member, Ground Floor centre.
RD declared his interest as a town councillor; KH declared that she was currently working on a casual basis for Yorkshire Forward.

3. Minutes of Meeting Held 21 Jan 2010

The minutes were approved as circulated.

4. Matters Arising

The action list was reviewed. There were no matters arising

5. Procedures at board meetings

It was agreed that each committee's minutes would be brought to board meetings. PH reminded trustees that the governance committee requested all committee minutes to distinguish between items for information, those for discussion, and those for trustee decision.

6. Governance

- a) Minutes of joint governance and operations committees Feb 8 noted
- b) Job descriptions for posts of chair, vice-chair, secretary and treasurer, as previously circulated, were agreed
- c) The following officers were elected:
Chair: Peter Hirst
Vice-Chair: Sara Robinson
Secretary: Andrew Bibby
- d) Appointment of part-time worker. PH reported that the job description and person spec had been prepared, and the job would be advertised in the local press. The details of the employment contract and payroll procedures still needed to be finalised.
- e) Cleaner/caretaker. PH reported that he had met Beverley Wood and CMBC staff to finalise arrangements for the TUPE transfer. The trustees noted that the pension arrangements had still to be finalised. PH undertook to research this further. It was agreed that the project worker, after appointment, would be Bev's line manager
- f) Keyholders. It was agreed that the operations ctte would address this issue
- g) Appointment of hon treasurer. It was agreed that AB would write a press release, KH would talk to Cresswell Crabtree and PH to Voluntary Action Calderdale. Formal

written applications would be sought, and would go to PH. The finance ctte (with Derrick) would comprise the interview panel.

7. Capital build and funding

a) Minutes of meeting of capital build and funding ctte held on Jan 28 were noted

b) Options. KH reported on the meeting earlier that day between committee members and the architects and QS. The QS had advised that both existing options had come in over budget. Solutions included reducing work space and/or conference/seminar space; considering a phased approach; reducing building spec, for example in the Creative Quarter.

The trustees agreed that at this stage it was important to maintain the vision for new business and community facilities. Reducing space would impact on the business plan.

It was agreed that the CB&F committee, together with other trustees who were available, would meet the architects again next week. CB&F ctte members hoped to be in a position to give a firm steer to the board in two weeks.

c) Procurement of architects.

The trustees noted the letter from Richard Jones of Amelio Consulting of 23 Feb.

The trustees noted that Bauman Lyons had been appointed to undertake the preliminary feasibility work on the basis of a competitive tendering process in Summer 2009. This preliminary work is now nearly complete. The trustees noted that it is now necessary to procure architectural services for RIBA Stage C onwards. Given the extensive longlisting and shortlisting undertaken by the trustees at the time of the appointment of Bauman Lyons as architects for the initial feasibility work, the trustees resolved to separately appoint them through a single tender process to undertake the further stages of design, subject to agreement on fees. It was noted that the level of the contract with Bauman Lyons was below the OJEU threshold.

d) Procurement of other professionals

The trustees noted that it would also be necessary to appoint other consultants associated with the planning work. It was resolved that these consultants would be contracted directly with the Association. It was agreed to ask Bauman Lyons to undertake the competitive tendering process on behalf of the Association.

e) AB reported that we awaited comments from Margaret Wightman (SIB) on our financial projections. AB and JB reported that a useful meeting had been held with James Margerrison (Yorkshire Forward), to progress our ERDF bid.

8. Stakeholders and communications

a) Minutes of meeting of the stakeholder and communications ctte on Jan 25 were noted

b) Market research. Fiona Goh was welcomed to the meeting. She presented the key findings of her report. She advised trustees on the importance of understanding the likely market for conferences in Hebden Bridge, and of continuing to develop contacts with potential clients. The trustees thanked her for a valuable and well-researched report.

c) Consultation. It was agreed that the consultation day on Feb 13 had gone well. The trustees minuted their thanks to the architects for their contribution. The recommendation from the S&C committee for further, more informal, consultation sessions in the Town Hall (provisionally on March 13 and 20) was accepted. RD agreed to check availability.

- d) Annual report. AB requested authorisation to proceed to produce an annual report, including 2008-9 accounts but primarily intended as a marketing tool. The likely cost was about £500. The trustees agreed that a traditional printed annual report was of less value than a 'brochure'. AB agreed to research options further.
- e) Fees for weddings. It was agreed to delegate this to the S&C committee. JB reported that she was awaiting a cheque from the treasurer in order to send in the form.

9. Operations committee

- a) Minutes of meetings of the operations ctte on Feb 3 and Feb 19 were noted
- b) Request from Project X and GALYIC for office accommodation. This was deferred until the contract with CMBC had been finalised
- c) Chairs and tables purchase. JB reported that this had been made
- d) Planning permission for change of use. SF agreed to investigate the current planning use status of the rear room
- e) Working parties. RD was coordinating
- f) Signs. It was agreed to commission a 'welcome' banner-sign in the hall. AB to liaise with the designer, in conjunction with RD.
- g) Building work. It was noted that bookings of the hall would not be taken until May

10. Finance committee

- a) Minutes of meeting on Feb 19 were noted
- b) The draft annual accounts had now been circulated to all trustees. Derrick Palmer had advised that he wished to discuss aspects of the draft with the accountant. It was noted that the accountant had offered to attend the next trustee meeting, and this was accepted.
- c) The financial report from the treasurer was noted and accepted
- d) The report on feasibility study funds prepared by AB was noted and accepted
- e) Trading
- The trustees noted the important distinction between primary and secondary trading. The trustees were satisfied that the vast majority of trading which the Association currently envisaged would be directly to meet one or both of its main charitable objects, and would therefore be primary trading. The amount of secondary trading undertaken, if any, would be below the current Charity Commission and HMRC limits above which it would be necessary to establish a trading subsidiary. The trustees resolved that it was appropriate to keep this issue under regular review. The trustees therefore resolved to discuss it on an annual basis, at the trustee meeting when the annual accounts were debated and approved.
- f) Procedure for authorising expenditure
- The recommendation from the finance ctte was accepted, for all items of expenditure over £30. Committees or committee chairs requesting expenditure would be asked to state
- amount of expenditure (and whether estimate or definite)
 - what expenditure is for
 - whether already budgeted in 2010 projections and/or feasibility budget
 - likely date for issue of cheque
 - whether funds are from general or restricted funds
- Authorisation would be given by the treasurer and chair of finance ctte. AB agreed to produce a simple form, to be placed on the website.

g) VAT application. AB advised the trustees that the VAT application was complete and ready for dispatch.

h) Change to Mem and Arts.

The trustees resolved to call a special general meeting, provisionally on Thursday April 15th at 7pm, to remove the phrase “must not undertake any substantial permanent trading activity and” in Mem clause 4. 1 (a). This meeting would be an opportunity to share with Association members progress made to date.

11. Asset transfer working group

a) The letter received from Andrew Pitts (CMBC) dated Feb 19 was noted. AB was thanked for his work in resolving this issue

b) JB and AB reported on their useful meeting with Steve Nixon (Walker Morris) who was advising us on the legal contract with CMBC on a pro bono basis, through the ProHelp scheme. We were still proceeding on the basis that the transfer would take place on 1st April

The meeting was closed by the Chair at 9.30pm.