



**Minutes of the Annual General Meeting  
of Queen Camel Community Land Trust Ltd.**

**21<sup>st</sup> January 2020 at 7.00 p.m.**

**at the Old School**

**Present:** Directors: Rosemary Heath-Coleman (Chairman), Chris Bennett, Jenny Kosicki, Peter Naylor, Simon Patton, Simon Stapely.

Members: M & S Ashley, K Bailey, J Corbett, A Davidson, B Davies, G Jenkinson, M & P Lewis, M Lilley, S Millard, L Naylor, S Noall, G Oliver, D & J Phillips, T Plumber, A & V Richmond-Scott, S Rowland, M. Smallwood, K Stapely, M Upton, A & A Voysey

**Apologies:** Members: J. Brendon, G. Heath-Coleman, P. Heath-Coleman, L Hunt, J. Livsey, Vanla Oxley, M. Richens, S. Sale, E. Wilson

**20.1 Welcome and Introduction**

The Chairman welcomed everyone and introduced the directors.

**20.2 Approval of Minutes – 2018 AGM**

The minutes of the October 2018 AGM had been circulated to all members. They were agreed by all present and signed by the Chairman.

**Minutes of Special General Meeting (SGM) 28<sup>th</sup> February 2019:** It was recorded that these Minutes had been approved by e-mail by the members present at that meeting. This was necessary as approved Minutes were required as part of the documentation suite for the adoption of the Rules.

**20.3 Chairman's Report**

Rosemary Heath-Coleman presented the Chairman's Report - see Attachment 1.

**20/4 Treasurer's Report**

Pete Naylor presented the Financial Accounts for the year to 31<sup>st</sup> March 2019, a copy of which had been emailed to members prior to the meeting. Appreciation and thanks for the work done by both Pete Naylor and the CLT's financial examiner, Alex Richmond-Scott, were recorded. See Attachment 2.

**20/5 Adoption of the Financial Accounts**

Pete Naylor proposed, Jenny Kosicki seconded that the Financial Accounts be adopted. Agreement was voted by all members present.

**20/6 Resolutions**

Pete Naylor proposed, Rosemary Heath-Coleman seconded "*That the QC CLT elects not to have a full professional audit of its accounts for the financial year ending March 2020*". Agreement was voted by all members present except Simon Patton who abstained.

It was confirmed that the accounts would continue to undergo an examination by an independent lay auditor.

**20/7 Review Deeds, Trusts & Leases**

An updated schedule was available as at 31<sup>st</sup> March 2019. See Attachment 3.

## **20/8 Questions submitted by members before the meeting**

John Corbett had asked why there was no signage outside the Old School advertising the facilities available, the existing businesses with their hours of trading and the vacant units available to rent. Simon Stapely advised as follows

Signage was on the CLT's action list and it was planned that this would include contact details for both the CLT and the tenants most of whom do not trade but have clients who book appointments. Advertisement for the hot desk facility may be included. A prominent board would need agreement with the Planning Authority as the site was in the conservation area and the eastern end was within the listed curtilage. If the site suggested was adjacent to the A359, Highways may also intervene, so it may not be easy to achieve.

There would be a cost so the CLT needed to list as many tenants as possible and in this respect three new leases were about to be signed, effective from 1<sup>st</sup> February - thus bringing the tenant number to seven (there are other regular users). Tenants, practitioners and other users are all featured on the Old School website.

Angus Davidson had asked how much money had been raised in the community share sale. SS advised that the share offer had been extended to 31<sup>st</sup> March 2020, so there was no total as yet.

Angus Davidson had also asked how much of the two loans (£32,500 each) had been or were planned to be repaid, noting the repayment was supposed to be funded by the share sale. Simon Stapely advised that the two loans were interest free for 18-months and that repayment through the share offer was only if the maximum share target was reached.

## **20/9 Election/Re-election of Board Members**

Chris Bennett, Simon Patton and Simon Stapely were standing down.

See Attachment 4 for those standing for election, noting that Chris Bennett had submitted his resignation the previous evening. Pete Naylor had also submitted his resignation, effective from after the AGM. This meant there would be another vacancy. It was agreed by all members present except Chris Bennett, Simon Patton and Angus Davidson who abstained that the seven remaining names on the ballot paper were elected to the Board. The names are: Kate Kirkham, Pauline Lewis, Steve Millard, Steve Noall, Michael Richens, Seth Rowland and Simon Stapely.

Mike Lewis thanked the three directors who had stood down and congratulated those who had been elected.

The meeting closed at approximately 8.00 p.m.

### **Minutes prepared by:**

Rosemary Heath-Coleman in conjunction with Simon Stapely, Trust Secretary.

**Distribution:** All Directors and CLT Members

## Attachment 1 to Minutes of January 2020 AGM



### Chairman's Report – 2020 AGM

Welcome to our 8th AGM, which has become a little out-of-step due to the share offer. This was open until 29<sup>th</sup> November when those who had bought shares were accepted as members and issued with Share Certificates. This involved quite a lot of administrative work at the beginning of December and the Board decided that an AGM in the latter part of December was not a good idea. The Rules require that an AGM is held within 15 months of the previous AGM and we also have to give shareholders 21 days' notice so it was decided that 21<sup>st</sup> January was a sensible date and within the 15-month rule. Unfortunately, and for this I give my apology, the Rules also state 'within each calendar year', and so we have broken this rule. The financial reporting is still to the end of the previous financial year, that is 31<sup>st</sup> March 2019.

**The Rules** – we are registered under the Co-operative and Community Benefit Societies Act 2014 and are governed by a set of Rules. These were updated and adopted at a Special General Meeting of members on the 28<sup>th</sup> February 2019. They re-define the objects of the CLT in that we aim to:

- Maintain or improve the physical, social and economic infrastructure within Queen Camel Parish and the surrounding rural communities;
- Advance education (particularly concerning asset-based community development and enterprises with a community or environmental focus);
- Promote and support the arts locally;
- Promote and protect local heritage;
- Hold land in trust for its community;
- Facilitate Affordable Housing, as defined at Rule 38.1, for local people; and
- Function in accordance with the legal definition of a Community Land Trust.

I believe that this Report will confirm that we are meeting these aims.

**Board Members:** The Rules require a third of the Board to stand down at each AGM. The Rules also require any director who has been co-opted since the previous AGM to stand-down. Each may re-stand. The third of the Board standing down this year is Chris Bennett and Simon Patton, and Simon Stapely is also standing down as he was co-opted at a CLT Board Meeting on 1<sup>st</sup> April 2019. The list of eight applicants standing for election to the Board include Chris Bennett and Simon Stapely.

**CLT Membership** at 31<sup>st</sup> March was 44. At 29<sup>th</sup> November following the share launch this number had increased to 110 (correction post meeting, should have been 112).

**Financial:** The Treasurer will present his report and the financial year end accounts as at 31st March 2019.

Whilst the financial reporting (and also the report on Deeds, Trusts and Leases) is as at the end of the financial year, the Chairman's report is always as up to date as possible as it is current information in which members are most interested.

***The CLT's first project - Roman Way (BA22 7FD).***

*Occupation at Roman Way:* The CLT has a responsibility to confirm with Hastoe Housing Association the Local Connection claimed by prospective new tenants. Since the last AGM we have had two new tenancies, the only new tenancies since we started, which is surely affirmation that the housing is both needed and liked. The CLT was able to confirm the Local Connection for both.

*Community Area:* There is nothing new to report. We would welcome volunteers to help with the grass cutting and hedge pruning and also any ideas to enhance this area.

*Archaeology excavated from Roman Way:* Jenny Kosicki remains our Director looking after archaeology. We hope that in the not too distant future the most interesting items excavated can be displayed at the Old School.

***The CLT's second project – the Old School (BA22 7NH)***

*Aim & Vision for the Old School:* These remain unchanged. The former is now fulfilled - to acquire the premises in perpetuity for the benefit of the local and wider community. Our vision is being fulfilled - to develop the premises into a self-sustaining, vibrant enterprise that has strong ethical values and business practices, is universally welcoming to all, with a focus on the promotion of health, wellbeing, learning and creativity as well as spawning new business enterprises. Our emphasis remains on the provision of facilities that meet needs.

*Consultation:* The future of the Old School had featured at Annual Village Meetings, ad hoc meetings, in the draft Neighbourhood Plan and through various surveys. After the last AGM and towards the end of 2018 the Community Council for Somerset carried out an independent survey, funded by a grant from Awards for All. The report on this survey validated our belief that there were needs that could be met if this site became a community enterprise – so we continued to work on the challenges to purchase the Old School.

*The Acquisition:* At the time of my last Chairman's report we were in the midst of negotiations with Somerset County Council and we reported at the Special General Meeting on the 28<sup>th</sup> February 2019 that Power to Change (Big Lottery) had awarded the full grant for which we had applied (£185,000) and that the balance of the purchase price (£65,000) would be covered by loans (interest free for 18-months). At that meeting members voted for the Board to proceed with the purchase and to accept grants and loans for both the purchase and refurbishment in line with the Business Plan. Power to Change also awarded the funding for our two part-time members of staff for one year by which time we expect to be in a financial position to continue from our own funds.

As well as having in place the full capital funding, the Board also resolved that the following conditions had to be met before the purchase went ahead, that:

- planning approval for change of use was granted by South Somerset District Council - it was granted.
- the report from Philip Hughes of Wincanton following their building survey did not identify any serious issues - it did not, but it did include a very helpful list of actions that needed attention in the short, medium and longer term. These are all being addressed.
- the financial information in the Business Plan confirmed that the enterprise could become self-sustaining – it did confirm this.

On the afternoon of 3<sup>rd</sup> May 2019, the purchase contract was exchanged through the good offices of our solicitors, Battens (at which time and coincidentally the bells of St. Barnabas rang out).

*Branding for the new enterprise:* The Board talked about the name (it had been referred to as Old School Site or OSS for a few years) and came to the unanimous decision that we should call it simply Old School because that is what it is. We are very grateful indeed to Harris Lam who designed our Old School logo. We contracted with and are also grateful to Chris & Kate Kirkham for the design and creation of our new website ([www.oldschoolqueencamel.org](http://www.oldschoolqueencamel.org)). Our tenants and practitioners are all featured on this website.

*Share Offer* – After many months drafting the required documents, all to be found on the website, we were awarded the Community Share Standard Mark logo and were finally able to launch the share offer on the 27<sup>th</sup> September at an open event at the Old School. The end date was 29<sup>th</sup> November, a duration of just two months. This was found to be too short a period so at the Board Meeting on 25<sup>th</sup> November it was agreed to extend the share offer to 31<sup>st</sup> March 2020. The share fund currently stands at £6,825.

In accordance with our Rules (6.7 and 6.9) we accepted the applications received by the closing date of 29<sup>th</sup> November and issued share certificates to each applicant, all now members and all invited to this AGM (Rule 6.5). The Rules do not permit new members during a 21-day period leading up to an AGM but following this meeting we will be relaunching the share offer and pursuing it with vigour.

We have been accepted by the Power to Change Booster programme, which will double our fund provided we reach a minimum of £23,000. We are very aware that we have a long way to go but are encouraged that we now have an offer to support us with a national relaunch.

#### *Achievements since acquisition*

Our Business Plan has a goal of 50% occupancy in the first financial year (actually 11-months). We have more than exceeded this and almost every room is now in use. Each tenant and practitioner is offering a service that will help us to fulfil the aims of the CLT and our vision for the Old School.

The Business Plan also plans for some staff and we have now employed two part-time members of staff, one an Operations Manager who is now on site every weekday morning, the other an Administrator who is usually on site on two mornings a week.

The Business Plan also contains a commitment that we will not knowingly conflict with a service that is already being provided within the village at the date of acquisition. We have been very careful to observe this commitment.

What have we been doing practically?

- Outside, and with the invaluable help of a band of enthusiastic volunteers, we have reclaimed the grounds which had become a wilderness, cleared gutters of a myriad of balls, and made many runs to recycling centres.
- Inside, again with the help and support of volunteers, we now have:
  - Wi-Fi in both buildings, telephone in the 1920's and a new website for the Old School;
  - Certified electricity, fire extinguishers everywhere, a heating system that works;
  - A refreshment station for staff and users;
  - A hot desk room that is furnished if not yet redecorated
  - A re-decorated corridor that has already displayed artwork;
  - A refurbished disabled toilet
  - Three redecorated therapy rooms and a manager's office.

Our tenants have redecorated each of their rooms (seven rooms with three of these being completed this month) and our anchor tenant, HomeFirst Plus, has repaired and treated the pagoda for all to enjoy.

### *Looking Ahead*

By the end of the financial year at 31<sup>st</sup> March 2020 we plan to have completed the list of short-term repair and redecoration tasks and re-started our work on the garden, specifically the frontage of the site. This short-term work includes the fascia of the hall, which is now occupied by HomeFirst Plus, preparations for a café, and also signage – a notice board and a sign with the CLT contact details and a list of tenants on site.

Our medium-term goals include the reconfiguration of the toilet facilities in the 1920's building and grant applications for reconfiguration and refurbishment of the toilet facilities in the listed building, which we hope will include a 'changing place shower and toilet'.

We will consider how we can improve recycling and how we can become more energy efficient.

The long-term vision – we have the offer of a further support package from Power to Change to help prepare the Board for the future. This will be pursued during the coming months.

**The CLT Head Office** is now at the address of the Old School – see address at foot of this report.

It has been a pretty hard slog ever since 2016 when the primary school left the site and our workload dramatically increased. There is a lot to be done, some easy if hard work, some rather more daunting but we look forward with excitement and anticipation as we continue our '*Long Road to the Old School*' (our journey will be recorded).

As always, a very big 'thank you' to my fellow board members and all our members, long-standing and new, and now to our growing band of volunteers many of whom are also already members.

Rosemary Heath-Coleman  
Chairman, QC CLT Ltd.  
January 2020

Financial Accounts attached separately (pdf file)

Independent Examiner's Report to the directors of Queen Camel Community Land Trust Limited

**Report to the directors of Queen Camel Community Land Trust Limited ('the Trust').**

I report on the accounts of the Trust for the year ended 31 March 2019.

The directors of the Trust are responsible for the preparation of the accounts. The directors consider that an audit is not required for this year. This is supported by a resolution passed at the last AGM of the Trust. However the directors wish to see an independent examination of the accounts.

My examination includes a review of the accounting records kept by the Trust and a comparison of the accounts presented with those records. The procedures undertaken do not provide all the evidence that would be required for a full professional audit or accountant's report and consequently no opinion is given as to whether the accounts present a 'true and fair view' and the report is limited to those matters set out in the statement below.

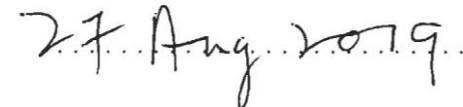
In connection with this examination no matter has come to my attention:

- (1) which gives me reasonable cause to believe that in any material respect the requirements:
- \* to keep proper accounting records, and
  - \* to prepare accounts which accord with the accounting records and comply with accounting requirements have not been met; or
- (2) to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.

Signed: 

Name: Alexander Louis Richmond-Scott

Address: Alderley House, Englands Lane, Queen Camel, Yeovil, Somerset BA22 7NN.

Date : 

## Attachment 3 to Minutes of January 2020 AGM

### Review of Deeds, Trusts and Leases as at financial year end 31<sup>st</sup> March 2019

#### Valid

1. **Agreement made 27<sup>th</sup> November 2013** with Hastoe Housing Association – conditions that remain valid are Tenancies & Leases and Management Aspects.
2. **Lease Agreement made 20<sup>th</sup> December 2013**, between Landlord (firstly L. Chard, now CLT) and Tenant (Hastoe Housing Association). Term is 125 years.
3. **Transfer Deed** – L Chard Transferor to CLT Transferee – contains uplift provision for period of 21 years from November 2013.
4. **Deed of Easement made November 2013** between CLT and Andrew Case.
5. **Section 106 dated 5<sup>th</sup> December 2013**, parties: L. Chard, Hastoe Housing Association, QC CLT and SSDC – sets out the definitions and conditions including those for Defined Area, Eligible Person and Local Connection, and the allocation cascade for Affordable Housing.
6. **Deed of Surrender and Lease, signed 21 December 2014** – Southern Electric with CLT and Hastoe re electricity sub-station, West Camel Road.
7. **Easement Agreement with SCC** regarding the primary school – agreement in place March 2016.

#### No longer valid

1. **Heads of Term**
2. **Option Agreement made 27 November 2013** between Landowners, CLT and Hastoe.
3. **Licence Agreement 13<sup>th</sup> January 2014** with Hastoe Housing Association covering the community area (shown in red on the agreement) – transferred back to CLT 18/10/2016.
4. **Section 38, 2015 – road and pavement** – adopted by SCC Highways August 2017.
5. **Section 104, 2<sup>nd</sup> March 2015 – drains** – adopted 10<sup>th</sup> April 2017.

**Directors' Applications – consolidated list**

Name	Personal Statements
<p><b>Bennett Christopher</b></p> <p><i>Proposer:</i> J. A. Kosicki</p> <p><i>Seconder:</i> Peter Naylor</p>	<ul style="list-style-type: none"> <li>• Founder member of QC CLT and Director since 2012.</li> <li>• Active on the Affordable Housing (Roman Way) project and in past listing of Mildmay Arms as an 'Asset of Community Value'.</li> <li>• Committed to democratic, honest and 100% open and transparent CLT governance and decision making.</li> </ul>
<p><b>Kirkham Kate</b></p> <p><i>Proposer:</i> Rosemary Heath-Coleman</p> <p><i>Seconder:</i> Kim Bailey</p>	<p>I have previous experience of working for Queen Camel Preschool as committee chair for over three years, and am keen to share my skills and experience with the local community project at the Old School.</p> <p>I have already been involved in the Old School project to some extent in designing and developing the new website as well as offering website, digital marketing and IT skills to the admin and management team.</p> <p>My career background is in IT project management and consultancy and I work with clients of all sizes from local start-ups to corporate, across both public and private sector, having broad experience in a range of diverse challenges and projects. My husband and I run a local web design business: I can bring technical as well as digital marketing and business management skills to the Old School team as well as project management experience and boundless youthful enthusiasm!</p>
<p><b>Lewis Pauline</b></p> <p><i>Proposer:</i> J. A. Kosicki</p> <p><i>Seconder:</i> B. F. Davies</p>	<p>I live in Queen Camel and have already volunteered on numerous occasions at the Old School; first in helping to clear the outside area; more recently in decorating various interior areas.</p> <p>I have relevant experience, having run three successful businesses; the first with eventually 52 employees; the last with around 20 tenants in small and large units. There are many similarities between that site and the Old School site.</p> <p>Being a genuinely helpful person, I am energetic, supportive and like to 'get things done'.</p>

<p><b>Millard Steve</b></p> <p><i>Proposer:</i> Rosemary Heath-Coleman</p> <p><i>Seconder:</i> Sue Howman</p>	<p>Having completed years on the Parish Council and the Parish Environment Group and also having just completed my role as a member of the Neighbourhood Plan Steering Group, I want to continue my involvement with community activities. Since the CLT purchased the Old School in May I have been a regular volunteer on the site specifically in respect of trees and hedges. I am an engineer with Siemens and reasonably competent in most DIY tasks.</p> <p>I fully support the CLT's vision for the Old School, share the enthusiasm of the current Board and hope that by joining them I can be more effective.</p>
<p><b>Noall Steve</b></p> <p><i>Proposer:</i> Seth Rowland</p> <p><i>Seconder:</i> Gale Jenkinson</p>	<p>I have lived in the village for over 15 years and have taken a key interest in supporting the village activities over the years from helping with the Environment Group to playing an active part in village fairs and now supporting the Old School.</p> <p>I have for years held senior roles in some large FTSE 100 companies such as Customer Service Director for Screwfix, Customer Service Director for then T Mobile (now EE), and Operations and Service Director for the sixth biggest retailer in the world, the Casio Group. I currently hold a senior position in Mole Valley Farmers based in the Head Office where my role is entirely committed to supporting our farming and rural community across the UK.</p> <p>I feel that I can bring a high level of professionalism and experience to being on the Board of the Old School from holding these positions as well as having a love for the village that I want to be a part of, and the Old School is a perfect way for me to utilise my skills to play a part in providing a valuable service to our community.</p>
<p><b>Richens Michael (Mick)</b></p> <p><i>Proposer:</i> Simon Stapely</p> <p><i>Seconder:</i> Kit Stapely</p>	<p>I have been a keen member of all aspects of village life since moving with my family to West Camel in the summer of 2015. I can offer over 30 years of experience in the fields of business administration and project management and my enthusiasm for getting involved and making difference to those within our community.</p>
<p><b>Rowland Seth</b></p> <p><i>Proposer:</i> Steve Noall</p> <p><i>Seconder:</i> Gale Jenkinson</p>	<ul style="list-style-type: none"> <li>• I believe that I can bring unique value to the Board and the project from my long hard-earned experience as a professional marine engineer (sea-going and shore based).</li> <li>• Numerous and successful roles such as Project Manager (Azerbaijan 1995-97), Engineer Surveyor. Hotel Services Engineer (2500 passengers) and from 2009 until 2015 (retirement) responsible for submarine safety registers.</li> <li>• With an RN MN and Oil field background gained with practical hands-on and management experience, I am well used to team work (as a member or as leading).</li> <li>• I am also strong on customer relations, safety, economy of purpose and efficiency of operations.</li> </ul>

**Simon Stapely**

*Proposer:*

Jenny Kosicki

*Secunder:*

Rosemary Heath-Coleman

I am a semi-retired Chartered Accountant. Apart from my practice, I have owned and run commercial trading companies. Since being appointed a director of the CLT I have also acted as Company Secretary – dealing with the share offer. I also prepare tenants' leases. Recently I have been preparing the Company's monthly management accounts.

DRAFT