



Meeting Purpose	Rame Conservation Trust Annual General Meeting
Meeting Location	Millbrook Methodist Hall
Meeting Date & Time	22 <sup>nd</sup> December 2016 at 7pm
Attendees - Trustees	Darren Newton <b>DN</b> (Chair), Jo Ayre <b>JA</b> (Vice-Chair), Debbie Carne <b>DC</b> (Company Secretary), Ben Barker <b>BB</b> (Treasurer), Geoff Lea <b>GL</b> , Jed Lewis <b>JL</b> Guest: Mr Ian Roper <b>IR</b> (Independent Examiner) Administrator: Mrs Karenza Heald
Attendees - Members	Simon Ryan, Ian Williams, Sally Richmond, John Dickinson, Will Rogers, Richard Jenkins, Jon Tye, Ken Gale, Martin Hawkins, Peter Belton, Peter Luce, Lyn Reid, Poppy Dunstone, Tom Kirkman, Pete Dunstone, Alex Ogilvie, Jo Tatam, Robin Tatam, Colin Bull, Vix Hill-Ryder, Mike Whittingham, Kay Whittingham, Neils Obee, Christine Cornick, Bob Haynes, Brigitte Van Kann, Paul Chubb, Kathy Boston Tony Hutchings, Bryan Luxford, George Shepherd, Joan Ogilvie, Dick Ogilvie, Moira Ryan, Tony Phillips, Alex Huke, Caroline Allen, Cass Bisco, Tony Steenhagen, Lyvinia Elleschild, Dean Leonard, Phil Shingler
Chair	Darren Newton <b>DN</b>

Chair's Welcome	<p><b>DN</b> introduced himself and informed the meeting he was appointed as Chair of RCT on Tuesday 20<sup>th</sup> December 2016.</p> <p><b>DN</b> introduced the new Trustees;</p> <p>Jo Ayre – Vice Chair Debbie Carne – Secretary Ben Barker – Treasurer Geoff Lea Jed Lewis</p> <p><b>DN</b> thanked the Members for joining RCT and attending the AGM.</p> <p>Since the last AGM the following trustees had resigned:</p> <p>George Cavill Hugo de Rijke Jill Downing Andrew Honey Geoff Moore Rob Pryke</p> <p>The Chair said the new Trustees would like to thank the former trustees for their work over many years of service and for respecting the 600 letters sent by the community regarding the option on the Barrack Building.</p>
Apologies from Trustees	None - all current Trustees were present

Minutes of the last Annual General Meeting

Annual Accounts for the year ending 31<sup>st</sup> March 2016

The Minutes of the 2015 AGM were not approved but were available on RCT website.

**DN** explained there were many legacy issues for the new Trustees to deal with. The Governing Body will carry out an internal audit, beginning in January 2017, to establish the position of the Trust historically, ethically, legally and financially, so as to be able to explain recent history to the Members

**DN** introduced Mr Ian Roper, who volunteered to come from Sidmouth to explain the accounts and how they are received and considered. **DN** explained that Mr Roper is an independent auditor who is also very knowledgeable regarding charity law. The accounts have been approved by the previous Chair, Mr G. Moore, but will be reviewed as part of the audit in the new year. The Treasurer's report will also be reviewed and made available on RCT website.

Mr Roper (**IR**) explained:

- his job as Independent Examiner was to check the accounts were in accordance with books and records.
- The accounts have been approved by former trustees
- They need to be filed by end of December 2016
- They need to be filed with the Charity Commission
- He had not signed the reports and was willing to take questions

Questions were raised by some Members:

**Q:** 'Can the accounts be amended once submitted?'

**IR:** 'If you were to find something from your audit there could be an amendment - but would normally happen is adjustments are made in your next accounts and you would make a statement in the next accounts.'

**Q:** 'Usually at the AGM we are given copies of the accounts - can you advise why this hasn't happened?'

**IR:** 'I can prepare the numbers but need the reports from the trustees. I only received the reports from the trustees this week.'

**Q:** 'Can you tell us about the income and expenditure – historically the Trust has always traded at loss?'

**IR:** 'It is not my position to look at management of the charity.'

Mr Roper explained that The Architectural Heritage Fund (AHF) this time last year were owed somewhere around £440,000. Between EP Ltd and their legal advisors a deal was worked and £325,000 was the figure. Interest had been accrued but not paid. Accounts have been shown as a profit because RCT no longer has to pay the interest.

He explained that the only way his accounts could balance was to show the Dunstone balance as a donation. AHF confirmed £15,000 as a non-refundable grant had been written off.

	<p><b>BB</b> explained he had recently joined as Treasurer and operationally the Trust is aware of what needs to be done</p> <p><b>Q</b> from Pete Dunstone (PD): ‘With regard to the Dunstone debt I don’t recognise the figures. In the review that is to come will that be addressed. The actual debt was £85,000.’ Mr Roper asked if PD was part of the family.</p> <p><b>PD</b> said that during the process the offer was take ‘something like £20,000 or you will get nothing.’ Mr Roper offered to speak with PD privately after the meeting.</p> <p><b>Q</b> from a Member/tenant: ‘With regard to the £15,000 per year which EP Ltd are paying the Trust, how many lump sums have been received?’</p> <p><b>IR:</b> ‘Soon after the deal was done there was a timetable but as there was a slight delay a call was made to EP Ltd requesting a lump sum upfront. I believe EP Ltd have been asked to fund the fence but this has been tied in with the insurance.’</p> <p><b>DN</b> confirmed an emergency meeting had taken place with the insurers.</p> <p><b>Q:</b> A Member asked if the insurance costs are being shared.</p> <p><b>DN</b> confirmed they were being shared.</p> <p><b>Q:</b> A Member/tenant asked about the rent holiday offered by the previous trustees due to the Barrack Block being closed.</p> <p><b>BB</b> confirmed the new Board of Trustees will honour the offer.</p> <p>A discussion on fundraising followed.</p> <p><b>IR</b> advised the Trust can receive money from any source which can be shown in the Trust’s accounts as restricted funds.</p> <p><b>Q:</b> A Member asked Mr Roper how he can help the Trust going forward.</p> <p><b>IR:</b> ‘Ideally you want someone with financial skills - I would recommend an accountant on the Board of Trustees.’</p> <p><b>BB</b> confirmed that this was something the new Trustees were already looking into, along with other skills required by the Board of Trustees.</p> <p>The Chair thanked Mr Roper for coming to the meeting.</p>
<p>Introduction of Members proposed for election to the Board</p>	<p><b>DN</b> explained there were two Members proposed for election this evening and this was the Member’s opportunity to re-establish their right to vote. He first introduced Mrs Lyn Reid, Honorary Member of the Trust.</p> <p>The Members had previously been emailed a short resume outlining <b>LR’s</b> skills, what she can offer the Trust, and why she wants to be a Trustee.</p> <p>In summary, <b>LR</b> said she could offer:</p> <ul style="list-style-type: none"> <li>● some time</li> </ul>

	<ul style="list-style-type: none"> <li>● a transfer of skills, as she has a background in environmental management</li> <li>● a commitment to good governance</li> <li>● collaborative working with all interested parties</li> </ul> <p><b>LR</b> vacated the room, it was proposed that <b>LR</b> become a Trustee, seconded, and all those in favour raised their hands. <b>LR</b> was voted by the Members to join the Board of Trustees by an overwhelming majority.</p> <p><b>DN</b> welcomed <b>LR</b> back into the room and to the Board of Trustees.</p> <p><b>DN</b> introduced the second prospective trustee, Mr Richard Gavens (<b>RG</b>). A resume from <b>RG</b> outlining his skills, what he could offer the Trust and why he wanted to be a Trustee had previously been emailed to the Members.</p> <p><b>RG</b> summarised:</p> <ul style="list-style-type: none"> <li>● The reason he was here today was not just about putting himself forward. It was also because he had questioned whether Members could have a say - the former Board of Trustees had denied this right.</li> <li>● He had read the Trust's Governing Documents - 'Every Member shall have one vote'</li> <li>● The day to day running of the Trust is for the Trustees but the Membership do have a say.</li> <li>● His first experience of Maker Heights was through the festivals in the 2000s and he joined as a Life Member of the Trust during Ollie Bond's recruitment drive in 2006.</li> </ul> <p><b>RG</b> said that over the years he had gained a good working knowledge of the Trust and its history, serving an 'apprenticeship' by acting as a full-time volunteer, and volunteer 'site manager' during 2009-2010.</p> <p><b>RG</b> left the room, was proposed, seconded, and voted for by a show of hands. A large majority elected him to the Board of Trustees, and he was welcomed by the Chair.</p>
Retirement and re-election of Trustees	<p><b>DN</b> explained that, at this point, the Trustees who have been appointed since the last AGM needed to stand down and be elected by the Members.</p> <p>One Member raised concerns stating he would rather vote individually but, following discussion, there were no other objections so the voting continued for re-election of all Trustees.</p> <p>Six Trustees stood and, following a show of hand, all six were re-elected as trustees: <b>DN</b>, <b>JA</b>, <b>BB</b>, <b>GL</b>, <b>JL</b> and <b>DC</b>.</p> <p><b>Q</b> from a Member: 'where do new Trustees stand regarding partnership with Evolving Places Ltd? – I have no idea what your relationship is with EP Ltd?'  <b>DN</b> said that as neighbours we were going to have to get on.</p> <p><b>Q</b> from same Member: 'is the new Board going to oppose the evictions?'  <b>DN</b> said the Trustees will support the tenants wherever possible.  It was pointed out by a Member that eviction notices have already been served by Evolving Places Ltd.</p>
Thanks from the Vice-Chair and Chair	<p><b>JA</b> thanked Mr Ian Roper, Mrs Karenza Heald, and the new Trustees. The Trust is hoping to have an EGM around April 2017. Questions can be sent via email, through our website or facebook page</p>

	<p>Lots of positive things are happening at Maker and thank you to the Maker Memory Team, to all fundraisers of MwRCIC supporting the Barrack Building, and thanks to George Shepherd for all his hard work on the 6x4 project.</p> <p><b>DN:</b> ‘We have the Maker Tapes LP on sale here. This is a fantastic piece of work by Maker musicians, artists and technicians. The record is a tribute Steve Ayres who was a most inspirational person – he magnified the spirit of Maker. Steve gave his time freely and was always there when you needed him. He personified the spirit of Maker and our love for the place.’</p> <p><b>DN</b> said that Membership forms were available and encouraged Members to ask friends and family to join RCT, volunteer, and help shape the future of Maker Heights.</p> <p>The Chair was thanked by the Members.</p>
	<p>The meeting closed at 21:00hrs</p>