

DRAFT

**Minutes of the Annual General Meeting of
Bosavern Community Enterprises
Held at the WI Hall, St Just & by Zoom
6.00pm, 17th November 2022**

Present

Members: Alan Bancroft (Director & meeting Chair) – attended via Zoom, Holly Whitelaw (Director), Dom Goetz (Director), Jacqui Piper (Minutes), Hugh Taylor (Head Grower), Katie Kirk (Chief Development Officer), Hannah Smith, Rob Pickering, Yvonne Bristow, Sonja Fairfield, Deb Pepper, Fran Rippon, Victoria Harrison, Nick Taylor, Manda Brookman, Ailsa Johnson, Ali Cambell, Rose & Henry Wiles, Lil Rippon, Ed Vallis, Sam Silva-Cairns, Chris Nelson, Jim Pope, Dave Munday, Cherish Maxwell, Polly Spencer, Kelvin Collins

As over 16 members present (10% of membership) the meeting was quorate.
Proxy votes received by the Society Secretary on behalf of absent members: 2

Apologies for Absence

Ross Packer, Amber Valentine, Esme Page.

[1] Approval of Minutes of last AGM (February 2022)

Proposed by Alan Bancroft, seconded by Fran Rippon, and approved by member's vote with the clarification that Rob Pickering had attended the previous AGM and had been omitted from the minutes.

[2] The Director's Report

The Farm's Head Grower, Hugh Taylor and Chief Development Officer Katie Kirk gave an up-date on developments on the Farm.

Katie said the recently finished Bosavern Training & Work Experience Project (also known as the GEP project) had been a great success. Katie particularly wished to thank Dilys Down and Julie Daybell for their excellent work on managing the funding and administration of the project. Katie also congratulated Ross Packer and Karl Teifel for their work in supporting and developing the participants' skills, to Ali Cambell for her excellent cooking and training abilities.

Katie said the Farm has a number of new employees. Tessa Tulloch has started as our Administrator, and Lyndz Read has taken up the role of Volunteer WWOOF Host. Ross, who previously worked on the Training & Work Experience Project has now started as Hugh's Assistant Grower. Katie said that she had started a new one-year role as the Farm's Chief Development Officer. This is a new role being funded by a private donor, its purpose is to lead the organisation through a consultation and development phase so that the Farm is fit for funding in the future.

Nick Taylor from Penwith Landscape Partnerships outlined their involvement in the Farm. PLP is funded through EU money, and has only about six months left before it closes down. PLP has funded ponds, scrapes, and the support of bare ground habitats on the farm.

Hugh Taylor said a particular 'thank you' to Polly Spencer who has been the Farm's WWOOF Host for the whole COVID period and was now for pastures new. This had been a particularly challenging time and Polly had done a superb job keeping the House and all the volunteers happy and engaged during this period. She will be missed. Renovations have been undertaken on the Farmhouse to make it

more habitable and pleasant to stay at. Most of this work has been carried out by a very skilled local volunteer which has included re-wiring, installing a new bathroom, and improving the kitchen. In the past year the Farm has averaged at least four Wwoofers at any time, and often up to seven.

Ailsa Johnson gave an up-date on the Sunday afternoon Tree Planters' volunteer group. The group started three-and-a-half years ago with the aim of mitigating climate change damage. Seven hundred trees have been planted every winter, providing shelter belts and increased habitats to support biodiversity. The group also undertakes the maintenance and management of those trees already planted.

Finances

BCE Treasurer, Alan Bancroft presented the Director's Report and Accounts via Zoom. If members hadn't already, Alan urged all to read the report on the AGM 2022 webpage, on the Farm's website.

Alan said he was going to focus on the financial performance of the farm and the challenges it faces. However, none of this would be possible without the dedication, hard work, and sheer commitment of a large group of volunteers, wwoofers, allotment users, tree planters, and above all Hugh and the team at the farm.

The last year saw the Training and Work Experience Project move into full throttle. This project is funded by EU and Cornwall Council grants. Overall, the project has helped more than 40 participants develop work related transferable skills and many have moved on into jobs, training, and volunteering on the farm. The project has been a fantastic success and is very well regarded by the funders.

The farm has also benefited from several charitable donations, a grant from St Just Town Council, St Just Co-op member's donations, and funding from Cornwall Community Foundation.

The year ending 31 March 2022 was financially more challenging than the previous year. This was due to several factors. Firstly, COVID restrictions still being in place until May 2021, a consequence of which meant that local farmer's markets were closed, with Sennan opening in September, and St Just not until after the end of the financial year. Likewise, our wholesale customer demand was severely reduced. Consequently, while revenues have held up through the year, they are less than the previous year. Our shop revenues were £60,386 (prior year £65,720), veg box revenues £60,846 (prior year £73,481), markets revenues £3,169 (prior year £963), and wholesale revenues £4,195 (prior year £2,733). The decline in the shop revenues have particularly increased towards the end of the year.

Total income for the year, including grant income, was £200,909 with expenditure at £218,945. The discrepancy between income and expenditure is partly explained by costs being incurred while income had been received in the prior year, for example the shop refurbishment and the Training and Work Experience Project. Consequently, the farm has run at a loss in 2021/2022. By comparison with the previous year, where we made a profit of £15,623, we have in 2021/2022 made a loss of £25,409.

One key factor in explaining this is the cost-of-living pressures being felt by our customers which showed in reduced sales. However, costs also increased for the farm – most notably energy costs. On a day-to-day basis we manage the farm by focusing on our cash position. Today we have just over £20,000 in the bank, so we are not in danger of going bust. However, our cash position is steadily getting worse as costs rise and revenues plateau or fall. At the beginning of this year, we had about £27,000 in the bank.

The Directors will focus on how to address these problems over the next six months. We need to either reduce costs or raise revenues or both. Many of our costs are fixed so that is very difficult. However, it may be necessary to sell some assets if the trend continues.

[3] Motion to approve the 2021/22 Accounts and Auditor's report

Proposed: Alan Bancroft Seconded: Rob Pickering
Carried Unanimously

[3a] Motion regarding allowing Unaudited 2022/23 Accounts

The Directors put forward to following motion for consideration by the members present at the AGM:

“As legally allowed within the Deregulation (Industrial and Provident Societies) Order 1996 and following the conditions set out in Section 25 of the Society's Rules we agree that the Society's Directors can collate and present unaudited accounts to the next Annual General Meeting of the Society and have an Accountants' Report, signed off by a Registered Auditor.

Proposed: Alan Bancroft Seconded: Rob Pickering
Carried Unanimously

[4] Appointment of Auditors/Independent Examiner

Alan Bancroft recommended to members that BCE re-appoint Alan Fisher, of Alanbrooks Accountants as our “Reporting Accountant” as is required by the 2014 regulatory Act. CCAS will continue compiling our accounts which will then passed to Alan Fisher for final examination.

Proposed: Alan Bancroft Seconded: Rob Pickering
Carried Unanimously

[5] Clarification of Director's carrying out paid work for the Farm

Alan Bancroft said there were two issues of governance clarification which the Directors wished to bring to the member's attention, and to seek their approval.

Alan said that the Directors gave their services to the farm for free. This is how the Board has operated since the start of the society and it will continue in the same way for the future. However, there are two areas where the Directors believe clarification from Members is needed.

Firstly, where an employee wishes to become a Director. The society rule 17.11 states that *‘the society can pay its Directors, but only if the Members approve the basis for the payments.’* The Directors believe that the role of an employee is entirely separate from that of being a Director, and that it would be bizarre for an employee to be disbarred from standing to be a Director simply because they are paid, and Directors give their time for free.

Secondly, while an individual gives their time as a Director for free, they may provide a range of services elsewhere for which they are normally paid. There may be times when the Farm wishes to ask the individual to provide one of those services, for which they would be paid if the client was anyone other than the Farm.

In practice these are two real examples. Katie Kirk, an employee, is standing to be a Director at this AGM. Holly Whitelaw provides talks, for which she charges other clients, and the Farm may wish to commission such workshops from Holly.

The Directors are therefore seeking the society member's approval to

- 1) allow paid employees to stand to be Directors; and
- 2) Directors can charge the Farm for specific services which they deliver to other clients.

There followed a wide-ranging discussion on these two proposals with many Members expressing strongly held views. Many Members were concerned about the potential for a conflict of interest, and the potential for favouritism to the awarding of paid contracts. There was also a widely held concern that the proposals being discussed could be considered to breach the Society's rules. While it was agreed that the Directors could establish clear protocols for the awarding of paid contracts, for example always putting such awards out to contract, there was a clear reluctance among the Members present to agreeing to any arrangement for the paying of Directors for the provision of services. This proposal was considered to be too complex and potentially fraught an issue for agreement to be reached at the AGM. A view widely expressed was that this proposal was being rushed through and insufficient time was being allowed to carefully consider the proposal. There was a risk a mistake could be made.

Alan Bancroft withdrew the motion, and it was agreed that the Directors would consider how best to communicate such a proposal to the Members in the future meeting the valid concerns raised at this AGM.

However, there was much greater sympathy for the proposal that employees could stand to become Directors. Some Members, who had experience in other organisations in the 'third sector' suggested that such an arrangement was common practice particularly with staff in strategic roles, although governance issues, transparency, and clear documentation, needed to be properly adhered too by the Board.

Alan Bancroft proposed that "Paid employees could stand to be Directors", Dom Goetz seconded the proposal. A vote of the Members present was held, and the motion was carried by a majority, with sixteen voting for the motion, seven against and four abstentions.

[6] Election of Directors

In the past year Yvonne Bristow and Martin Kerrison have both resigned as Directors. Alan Bancroft, on behalf of the Society, wanted to express deep gratitude for their contribution to the Farm. In particular, the Directors would like to show their very great appreciation to Yvonne for her decade long dedication and commitment to the Farm, and the thousands of hours she has given to ensuring it continues and prospers. The Directors are delighted she is continuing to be responsible for the Farm's presence at the Sennan Farmer's Market.

Chris Denley, the current Society Secretary, is also stepping down as a Director and Secretary.

In accordance with the Society's rule 19.1 the Board of Directors have agreed to appoint Jacqui Piper as Society Secretary. She is also standing to be a Director.

Dominic Goetz was co-opted as a Director during the year and is seeking reappoint. (As per Society rule 17.5)

Katie Kirk is standing to be a Director.

Katie Kirk, Jacqui Piper and Dom Goetz then gave a brief verbal summary of their experiences and expertise which they would bring to their role as a Farm Director.

The motion “To appoint Katie Kirk, Jacqui Piper and Dom Goetz as Directors of Bosavern Community Enterprises” was put to members.

Proposer: Dave Mundy Seconded: Sonja Fairfield

Carried Unanimously

The BCE Management Board Directors are now: Katie Kirk, Alan Bancroft, Holly Whitelaw, Jacqui Piper and Dom Goetz

[7] Any other business

None.

Date of Next Meeting

It was subsequently agreed the next AGM would be held at 6.00pm on Thursday 30th November 2023.