

Bosavern Community Enterprises Ltd.

2023 AGM Minutes

Thursday 30th November 2023. 7.00 pm. The Knut, St Just, TR19 7 HX.



Shareholder Members attending in person:

Directors and BCE Shareholders: Holly Whitelaw (HW), Alan Bancroft (AB), Katie Kirk (KK), Dominic Goetz (DG). Board Advisor & shareholder: Hannah Smith (HS)

BCFC Trustees & BCE Shareholders: Fran Rippon (FR), Rob Pickering (RP)

Other BCE Shareholders: Lilith Adler (LA), Hugh Taylor (HT), Elizabeth Hemphill (EH), Laura Hodsdon (LH), Matt Buckhurst (MB), Nick Hall (NH), Ali Campbell (AC), Yvonne Thompson (YT), Bob Thompson (BT), Sue Rushforth (SR), Jocelyn Pardoe (JP), Dave Munday (DM), Ailsa Johnson (AJ) Joan Richards (JR), Rosenwyn Wiles (RW), Henry Crone (HC), Nick Taylor (NT), Chris Nelson (CN).

Shareholder Members attending over Zoom link: BCFC Trustee Kate Beckly (KB), Mary Ann Bloomfield (MAB), Yvonne Bristow (YB) Sonja Fairfield (SF), Dominic Goetz (DG), Martin Kerrison (MK), Terry Sutcliffe (TS).

Non-shareholder attendees, present in person: Victoria Hole , Yolande Phillpott (YP), Julia Grupe (JG), Karl Grupe (KG), Chris Bailey (CB), partial attendance from Robert Gough (RB)

1. Apologies

Ross Packer, Dilys Down, Ali Richer, Amber Valentine, John Kirman, Leslie Bradley, Sue James, Ellie Parker, Katie Wonnacott.

8 Proxy votes were received by the Society Secretary on behalf of absent members.

With over 18 members present (10% of membership), the meeting was quorate.

2. Minutes

AGM 2022 minutes – **Holly Whitelaw (HW)** seconded by **Rose Wiles (RW)**. Unanimously approved.

Lilith Adler (LA) took the minutes for this AGM 2023.

3. Reports

- The Annual Report including narrative updates on activities had been circulated in advance of the meeting and was made available to Members via links to the website.
- Introduction of Directors, staff, Team Leads and other key volunteers in attendance at meeting
- Trees report from **Terry Sutcliffe (TS), Tree Planters Group**
 - Plan at least 700 a year since the start of lockdown (2020)
 - 300 trees delivered by forests for Cornwall from Cornwall Council
 - 200 trees from the Woodland Trust
 - 100-200 trees grown from seed at the farm (some of them local)
 - Meeting most Sunday afternoons at 2pm to plant and care for trees throughout the Autumn, Winter and Spring months, new people welcome

- Allotment report from **Rose Wiles, Allotment Co-ordinator for Bosavern Site**
 - 32 allotments, nearly full
 - There used to be quite a few uncultivated allotments but this situation has been improved. Reworded the document to give a deadline by which cultivation needs to have started. If no signs of sustained cultivation then allotment is taken back by the farm and allocated to the next person on the waiting list.
 - Current waiting list of around 12 people
 - 2023 Fees: £50 per year (25m x 5m) or ½ allotment £30 per year

- Report from **Hugh Taylor, Head Grower**
 - Best year ever for productivity in the market garden
 - Dedicated volunteers coming every week to help with harvesting.
 - What did we do differently in the past year (2022/23) that was different to previous years?
 - Long term volunteers in the farmhouse
 - Intern from France for 3 months
 - Hospitality angels providing food for volunteers and wwoofers working on the farm
 - Volunteers to cover the shop, deliveries and markets
 - What were the notable highlights and lowlights last year? What will we do differently in the coming year?
 - Noticed that the hungry gap period was particularly poor
 - We had to buy a lot in
 - Didn't have participants of GEP to help
 - Weather was awful (6 weeks' drought with no rainfall)
 - Solution:
 - Area in market garden dedicated to hungry gap period.
 - Paid for by the proceeds from the open day c. £500.

- Report from **Katie Kirk, Chief Development Officer**

In 2023/24 we responded to feedback from long term staff, WWOOFers and community consultation event in November 2023. The theme of this year has been to make sure we were more 'fit for funding':

- Better organisation of the site
 - A volunteer highly skilled in repairs & maintenance has made huge improvements.

- Better at hosting
 - Hospitality angels team to run more annual events - with good food
 - More chatty people on site during tea breaks to host WWOOFers and people in need of social connection

- Better internal communication between teams; 'one team one dream!'
 - Supporting team leads and holding internal events
 - Farm reports & whatsapp groups
 - Christmas Social & Summer Social

- Update legal compliance
 - Fire extinguishers etc, fire assembly points
 - Risk Assessments, safeguarding training, DBS checks, registers, lanyards, hand washing stations
 - Policies and procedures – more to do

- Upskilling
 - Continuing Professional Development
 - Safeguarding Training
 - SoulFarm 2-day intensive training on no-dig farming for HT, KK, DG
 - Networking with growing schemes and market gardens
 - Working with sustainable food Cornwall
 - Co-learning with other growing schemes in Penwith and across Cornwall
 - Possibly joint funding bids in the future
 - Started to develop small projects as highlighted in last year's consultation event priorities but only where there was matching enthusiasm and commitment from a lead volunteer inc.
 - Rainwater harvesting (Dom Goetz)
 - Wildflower group (Nick Hall)
 - Funding from PLP for the pilot
 - Plant sales inc. contracts with National Trust
 - Tree Nursery (Terry Sutcliffe)
 - Funding for tree planting team to work with lots of local youth groups (Holly, Lyndz, Lyla, Terry & team)
 - Funding for extra conservation tools
 - Open day in early spring to encourage growing at home

Aims for the year ahead 2023/2024:

- Continue to balance the books in these times of rising costs
- More effort towards marketing and sales
- Continue up-skilling and professional development
 - Seek funding for continued maintenance and repairs e.g. repairs to chicken fencing
- Form outdoor beds specifically for the hungry gap
- Seek funding to deliver a programme of seasonal land- and food-based activities including arts and crafts – this has long been a BCF ambition
- Expand capacity
 - Engage new volunteers
 - Collect donations
 - More veg box customers (allows us to forward-plan charitable activities)
- Progress with feasibility towards large capital plans to convert/renovate farm buildings and land.
- Progress plans to acquire 4-acre field from Cornwall Council
 - St Just Town Council have written to Cornwall Council and things are now progressing. St. Just TC were 'strongly supportive' of the field being acquired by BCF from Cornwall Council
 - Next steps will include a valuation and negotiations, this will take some time
- Respond to funding opportunities where they align with our existing needs and priority projects
- Recognise that growing veg and caring for chickens, trees, wildlife and volunteers is already an enormous undertaking and anything extra that we take on needs to add capacity and resource to our existing commitments

No questions on verbal reports.

Summary from Alan Bancroft (AB) and Questions on accounts

The financial year ending March 2023 has been a year of transition for the farm:

1. We have seen the successful conclusion of the GEP project and the subsequent end of funding from the EU and Cornwall Council. As already discussed, the project was hugely successful making a major positive impact on many people's lives, exactly what the farm is all about. In total the farm has received £171,025 from the EU and Cornwall Council for this project, making it the largest project undertaken by the farm.
2. Thanks to the financial support provided by Dom Goetz we have been able to recruit Katie as our full time Chief Development Officer with the aim of achieving the necessary changes to ensure the farm is in the best possible position for securing future funding grants. Much work on this has already been achieved.

I want to first talk about the farm's commercial revenues, then outline the grants and donations which the farm has received in the year to March 2023 and talk a little bit about costs.

1. The farm saw the back of the impact from COVID with the re-opening of the St Just Farmer's market in the summer of 2022. Consequently, there has been a degree of re-balancing between our four main sources of commercial revenue: veg boxes, the farm shop, farmer's markets, and wholesale income from restaurants and cafes.
2. At the height of COVID in 2020 there was an enormous surge in demand for our veg-boxes, which was just as well since the closure of farmer's markets and hospitality resulted in those areas of revenue being closed. In the financial year to the end of March 2021 our veg-box revenues increased to £73,481, a tripling of the previous year's veg-box income (£25,746). Likewise, our farm shop revenues increased by 20% to £65,720.
3. Since then, there has been a steady, if slow reduction in demand for our veg-boxes with revenue down this year to £58,152. Farm shop revenues are also down at £52,983. However, our farmer's market income was £11,247, and our wholesale income was £9,277, both substantially up on the previous year.
4. As a consequence, our income from these four areas was £131,659, slightly ahead of the previous year. This was split 44% veg box income, 40% shop income, 9% farmer's markets, and 7% wholesale. This trend of diminished veg-box and shop sales, offset by greater income from markets and wholesale has continued into the current year.
5. Our other areas of commercial revenue are allotment rent, government farm payments, events and workshops, and income from our solar panels.

Turning to our grant and donations income, I would like to thank the following people and organisations who have so generously supported the farm:

1. We have already mentioned the grant funding from the EU and Cornwall Council for the GEP project.
2. Penwith Landscape Project generously funded £18,655 towards our rainwater harvesting project and £2,696 towards our wildflower pilot and volunteer enrichment project.
3. Southwest Water also contributed £9,641 towards the rainwater harvesting project.
4. And, last but certainly not least, Dom Goetz donated £15,000 to fund the Chief Development Officer role, and £440 for training and development.
5. In all our income from donations and grants was £72,919.

Securing income is only one, if very important part of running a business, equally relevant is the management of costs. In my experience, every member of staff and volunteer on the farm works very hard to try and keep costs to the very minimum. I would like to commend them in this endeavour.

Some costs, however, are out of our control to completely manage due to inflationary pressures in the economy. Everyone is under cost-of-living pressure and the farm is no exception. Three examples are staff costs, energy costs, and food and animal expenses.

1. Staff costs. The government's minimum wage has increased from £8.72 an hour three years ago, to £10.42 now, an increase of nearly 20%, and is set to be £11.44 next April, an increase of 31% since 2020.
2. Energy costs. Three years ago, the farm's heating and lighting costs were £1,346 a year. They are now £6,016. An increase of over 400%.
3. Food and animal expenses. Three years ago, chicken feed cost the farm £6,544 a year. In this last year we have spent £10,729, an increase of 64%.

These cost pressures explain why, despite the Board's best intentions, prices on occasions do need to be increased.

If I was asked to describe the farm's financial position, I would say it was healthy but fragile. We made a surplus in the year just gone, but cost pressures and unexpected one-off costs, such as van or tractor repairs, could easily knock the business off-course. Of particular concern for me is the continuing gentle decline in veg-box sales, which is the most profitable product we have. On a day-to-day basis we manage the business on the basis of cash in the bank. On this we are OK at the moment.

What the farm really needs is greater financial resilience from either strengthening its revenue from its current lines, or finding additional areas of income, such as more fee-paying events and workshops. However, this needs to be achievable without placing further strain on the farm's current staff and volunteers. Our shareholders could help here by encouraging people to order veg boxes and use the farm shop or markets.

Questions

- **EH** – What is the wholesale line?
 - **AB** – selling to restaurants and cafes. Key relationships with the Dog and Rabbit, Gurnards Head, The Old Coastguard, Newlyn Fermentary.
- **NH** – Was there any market research for the downturn in vegbox customers?
 - Yes. People reverted to shopping habits pre covid after lockdowns were lifted.
 - We were lucky that we are still up on our pre-covid numbers.
 - We are not unique to other vegbox schemes.
 - Some of the money for veg boxes during Covid was funding for low-income households.
- **RW** – do you offer to grow to order for bigger buyers? Wholesalers often buy up veg at the time of the hungry gap so it could cover loss of revenue from low productivity in spring.
 - Not currently, we focus more on the local customers and community
 - RW offered to consult local chefs and report back to HT in case useful
- **SF** – would it be possible to improve the sustainability of solar panels to reduce demand from the grid?
 - **RP** – ideally, we would like more but our electricity connection is limiting us – we need a 3-phase supply ideally.
 - **KK** – highlighted that all new ideas come with the need to plan it, design it, develop relationships and contracts, seek permissions, funding applications and ongoing maintenance labour and costs, hence the need for the new Directors to help increase our project development and maintenance capacity E.g we discovered last year that the existing solar panels had stopped working.
 - Reiterated by **DG**:
 - Resolving this took ages to get a replacement part, it didn't work, another had to be sent, it is now fixed. Lots of email correspondence required to resolve.

- We have had various people suggest that more solar panels might be permissible within the AONB aka Cornish National Landscape' but it would require planning permission. This does fall into our longer-term plans.

Motion regarding allowing unaudited 2023/24 accounts.

Approval of 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.

Questions:

KK – is this motion changing anything?

AB – no. This is the same as in previous years. Every year we have to present this motion. Our accounts are not audited by a set of accountants like a listed company. We have an accountant who brings our accounts together, which is then sent off to a third party who is qualified to assure that they are put together in accordance with the financial standards.

Proposed by **AB**, seconded by **HW** and **RP**

Votes in majority, motion carried.

Appointment of auditors/independent examiner

Proposal – Andrew Fisher to be appointed to do next year's accounts.

Proposed by **AB**, seconded by **HW**.

Votes in majority, motion carried.

Election of directors

Existing directors are all stepping down at this AGM but are all willing to stand again.

Introductions from newly nominated potential directors:

Victoria Hole – 16 years of experience in arts culture and heritage, skills in project management, coordination, fundraising, stakeholder relationships, policies, and procedures.

Elizabeth Hemphill – been involved in regenerative land work, creating forest gardens. Worked in retail. Found BCF friendly, welcoming, and orderly. Joined immediately and is happy to dive into anything required.

Laura Hodson – researcher at Falmouth University in heritage, landscape, and social justice. Veg box customer. General admin skills as well.

Matt Buckhurst – designer and creative director. Club sec at Pendeen Rovers. Can offer help for proposals, planning etc with graphic design skills.

Hannah Smith– has attended board meetings for 2.5 years. Schumacher college – sustainable horticulture and regenerative growing. Skillset in property, green construction, sustainable and regenerative building. Currently a Board Advisor.

Chair handed from KK to RP.

To recap as set out last year: Katie is a strategic member of staff and has been a Director for the past year. Katie is putting herself forward again as a Director. To minimise conflict of interests, Katie absents herself from meetings and correspondence whenever there are discussions or decisions relating to her paid role. The funding for her post has been openly declared and additional Directors have been recruited so as to ensure there is a healthy balance on the Board.

Voting:

KK – majority vote in favour **KK** abstained.

DG – majority vote for, **DG** abstained.

AB – majority vote for, **AB** abstained.

HW - majority vote for, **HW** abstained.

EH – majority vote for, **EH** abstained.

VH – majority vote for, **VH** abstained.

LH – majority vote for, **LH** abstained.

MB – majority vote for, **MB** abstained, **NH** abstained.

HS – majority vote for, **HS** abstained.

Motion regarding changing the quorum for general meetings.

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

The Societies Rule 29.1 currently states that "The quorum for a general meeting is:

- i) two members; or
- ii) (if the society has more than 20 members) 10% of the society's members."

We propose that the rule is amended to state:

"The quorum for a general meeting is:

- i) two members; or
- ii) if the society has more than 20 members, the lesser of, 10% of the society's members or 12 members"

At present the society has 171 members.

Issues raised:

- It could reduce engagement by limiting to 12. Risk of backfire. Does it make it too easy for people not to attend AGMs? 12 is a small number of the membership
- Can we amend the numbers of members and therefore reduce the quorum? Some people will have moved away or possibly deceased?
 - Directors have considered this approach but concerns about how we ask people if they still want to be members without causing offence and what if they were to request their share offer refunded? Sensitive area and can be quite complex
- It may only be those in the room currently that are aware of the change to quorum rules so for those not present, their attendance may not be affected
- We could use other methods for engagement. Is it the end of the world if people don't engage through the AGM but through other means?
- We do need a workable formal group of people to hold Directors to account
- 12 people can serve on a jury, so it seems reasonable

- It makes sense that those making decisions are actively engaged in the farm
- More outreach needed.
 - Our membership is increasing all the time so It will continuously become harder to get quorate.
 - Engagement is growing and this may still continue if quorate is reformed.
 - Quorate may be easier to make because engagement in the farm is growing.
- We have never actually had a meeting that wasn't quorate, maybe we are trying to fix a problem that doesn't exist.
 - It was touch and go during the covid lockdown years but perhaps we just acknowledge that these were exceptional circumstances
- Risk when a large number of directors are Members that they only need a couple more members to be quorate. Decisions about directors could possibly be made by directors plus partners; risk of a closed meeting with very few attendees.
 - Response by **RP** – It is constitutionally required to inform all members in advance of an AGM.

Votes For – 8

Votes Against – majority

Abstained – **NH, LH, NH, YB, LA, JR**

4. AOB

RP returned the Chair to **KK** who noted that the Board roles of Company Secretary, Treasurer, Chair and other roles are decided by the Board in their meetings.

KK introduced a late arrival to the meeting - Robert Gough, a very new potential farm volunteer. RG has offered his experience of working in third sector in mental health field, as an IT freelancer. RG noted that in the past he had often experienced 'a cold officiousness' after the initial warm first greetings, but felt a more positive culture at BCF and hopes to be of service. RG was pleased to such good attendance at an AGM.

HW – Added that we are blessed to have the farm and staff and urged all present to advocate for BCF in day to day conversations out in the wider community.

KK announced the Farm Team Winter Social – Monday 18th December 2023 10am-12noon in The Castle Polytunnel & welcomed all present to attend.

5. Date of Next AGM

Thursday 28th November 2024 7.00 pm