

St Ives Community Orchard & Nature Reserve Group Meeting

17 March 2021

Via Zoom

Attendees:

Mattie Pochee (Chair)
Elise Langley (EL)
Phoebe Sampson (PS)
Rissa Reyes (RR)
Rupert Manley (RM)
Josh Quick (JQ)
Lynn Archard (minutes)

Apologies: none

1. Welcome from the chair and agreement for the procedure of the zoom meeting

2. Organisational Structure: Foodshare

The Foodshare has grown in strength since its inception a year ago and is now an active group with regular meetings and own funding. Discussion about the merits of the Foodshare being a separate entity to the Orchard in relation to the Orchard becoming a Community Interest Company (bank account, Constitution, funding).

Recommend that the funders of the Foodshare (DEFRA/Council) are advised of, and in agreement with, any transition of it away from the Orchard. It was agreed that there will be a transition period, in the case of separation, to ensure everything is in place before it happens.

Action point: RR / EL

It was suggested that if the groups do stay together communication could be improved.

Discussion was had around the associated risks for each group in the future if are to remain linked.

It was confirmed that the insurance could be quickly updated to cover the newly formed CIC. It was confirmed that, on advice, any documents submitted for the CIC would be possible to change in the future.

The retention of the Foodshare group within the Community Orchard will be discussed further.

3. Process for CIC Application

The name has been decided (St Ives Community Orchard CIC) and is available. Two people are required to initially complete the documentation and add people later if necessary. It was agreed that EL & PS will complete the forms for submission, circulate to all and once approved send off with the £35 fee, to Company's House.

Action point: EL & PS

Discussion around address for the CIC and the legal implications if it were transferred elsewhere. Has historically been EL home address.
It was confirmed there was no requirement, at this point, for a secretary.

4. CIC Articles of Association

A quorum (minimum number) was suggested of 50% (or 3 Directors if the group consists of 5 in total) in attendance at any meeting. Therefore, if less than 3 of 5 Directors at a meeting no decisions could be passed. All agreed.

It was also confirmed a notice of general meetings could be done by electronic means.

Discussion was had around the sustainable food-producing paragraph in the CIC and the economic & social well-being, learning & training aspect along with the role of workshops & local producers.

EL to email out the Articles of Association again for further review (cheque writing, data protection etc are separate to the A of A).

Action point: EL

It was confirmed the A of A are changeable at any time.

5. CIC Memorandum of Association

Discussion around members and Directors and the keeping of a local record of new members.

(Zoom re-connect at 40 mins)

It was noted the header incorrect on the Memorandum of Association. EL agreed to amend.

Action point: EL

6. CIC 36

It was agreed that there was time to further amend/edit the 'objects' that had been transferred from the A of A to the 'Activities' column of the CIC 36.

Discussion around the F/S paragraph.

It was suggested it could feasibly sit within the second 'Activities' paragraph as this was so broad. EL to make amendments and re-circulate.

Action point: EL

7. IN01

Discussion around DBS checks for workshop providers – providers would usually be covered by their own insurance. It would be good to have a safeguarding policy in place to protect the organisation.

The insurance with regards to the F/S was discussed. EL confirmed that the insurance was now provided by Birnbeck – a company used by other F/S - with the policy starting on 4 March at a cost of £448.

8. Roles and responsibilities of Members & Directors

Discussion around the interpretation of a 'person of significant control' and the liabilities of Directors and removal of Directors as opposed to a company set up with shares. External advice is to have a volunteer assembly who are consulted but have no voting rights.

Discussion around the merits of lots of members – the advice was this would generate unnecessary administration (separate meetings/AGMs) and would not be beneficial. It was suggested that all Directors should also be members.

It was agreed that, although external advice has been sought on this, further clarity is needed, especially regarding a 'person of significant control'.

PS to speak further to Geoff.

Is it possible to have the structure in diagram format for clarity?

Action point: PS

9. Governance Structure

It was advised that members vote in Directors and can vote them out.

No requirement for an MD, Treasurer or Secretary, only a chair, elected on an annual basis. PB proposes EL.

MP wishes to step down as a Director, but all agreed her input was valuable and the current sharing of responsibility worked well. It was suggested having a representative from the volunteer's assembly at meetings, would MP consider this? If the Directors felt there were gaps in knowledge a shout out could be made on voluntary forums to add to the pool of skills (i.e., Finance).

10. AOB

Application for the Town Deal needs to be re-visited and how it affects the CIC.

Action point: EL & PS

It was agreed that interested parties will discuss the operation of learning events/workshops at a separate meeting.

Action point: EL & PS

It was agreed that the documents/paperwork in progress would be shared by email for commenting and a further formal meeting was not necessary.

The application of the documents for the formation of a CIC should be submitted as soon as possible as there is a need to apply for more funding.

It was agreed to aim to submit the CIC documents the week commencing 29 March 2020.

Date of next meeting: TBC

Meeting ended 8.20pm

Summary of Action Points

RR - check with Foodshare funders (DEFRA/Co-op/Council etc) that they are happy with any potential split from the Orchard group

EL & PS – edit and amend the forms required for submission:

CIC 36
Memorandum of Association
Articles of Association
Form IN01

as discussed and re-circulate for further review (by Tuesday 23 March)

PS – seek clarity of and send (possibly in graphic format) description of roles of Members and Directors to group

EL & PS to revisit the Application for the Town Deal to check if this affects splitting up Foodshare from the orchard CIC

JQ, EL & PS to arrange a discussion separately around learning events/workshops