

MINUTES OF THE 2016 - 2017 AGM OF THE BAXTER'S FIELD COMPANY

Held on Saturday 16th September 2017 at 2pm in Christ Church Hall, Fitzjohn Road, Lewes.

Charlotte Skeet (CS) had agreed to chair the meeting. She welcomed everyone and thanked them for coming.

ATTENDANCE:

Directors:- Sheila Kent, Charlotte Skeet, Liz Thomas, Ceri Williams and Fran Whittle

Company Members:- David Authers, Jan Authers, Grace Blaker, Kenneth Caplan, Peter Calliafas, Brian Cramp, Oliver Darlington, Caroline Daykin, Sid Decaix, Sue Fasquelle, Zoe Fisher, Ralph Grillo, Lorna Iden, Margaret Marsh, Penny Moon, Ivan Morgan, Carol Morgan, Ruth O'Keeffe, Graham Pescod, Diana Rogers, Robin Russell, Jennifer Shelley, Caroline Slack, Chris Slack, Adrian Thomas, Harriet Wilson. **31**

NON MEMBER Veronica Aisher

Meeting quorate

1. APOLOGIES

Mary Beattie, Michael Cotgrove, Peter Earl, Sarah Earl, Raymond French, Bron Grillo, David James, Jenny James, Kevin Jolley, Stephen Kelly, Marjam Kelly, Mary Lowerson, Aileen McNeil, Colin Newman, Christine Newman, Michael Percy, Mike Rogers, Pat Sexton, Terry Sexton, Tanya Shadrack, Peter Stimpson, Jackie Stimpson, Christopher Thomas, Pam Thurschwell, Helen Ward, Brigid Wells, Anastasia Whittle, Katherine Wood, Elizabeth Wood and Sheila Wood **30**

2. MINUTES OF THE 2016 AGM (circulated)

The minutes of the previous AGM 2015-2016 1st October 2016 were accepted as a true record of the meeting. We had not achieved a quorate meeting at the intended AGM on 3rd September and a second AGM meeting on 1st October was required to be held. The minutes of the AGM on 1st October were proposed by David Authers and seconded by Oliver Darlington as being a true record.

3. RESIGNATION AND ELECTION OF DIRECTORS

Resignations:

Both Charlotte Skeet and Ceri Williams were the longest serving Directors and therefore stood down. Both indicated that they would be happy to be re-elected.

The re-election of Charlotte Skeet was proposed by Ralph Grillo, seconded by Oliver Darlington and confirmed. The re-election of Ceri Williams was proposed by David Authers, seconded by Jenny Shelley and confirmed

New Nominations:

No new nominations have been received for the post of Director. There is some interest and the existing Directors hope to extend their current numbers in the near future. Nominations for new directors can be received at any time by writing to the company office and completing the nomination papers.

4. ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2017

Accounts presented by Fran Whittle (FW). Question from Ralph Grillo (RG) on the donation for £3,000 in 2015/16 – was this a legacy? FW confirmed. Company remains solvent. £4000 of the balance at the end of this year (the aforementioned legacy and a specific £1000 donation) is carried forward for Northern Boundary fencing.

Acceptance of the Financial Accounts were proposed by Chris Slack, seconded by Carol Morgan and accepted unanimously.

5. CONFIRMATION OF INDEPENDENT EXAMINER

Linda Fisher has confirmed that she is willing to continue for a further year as our independent examiner. The Chair extended many thanks to Linda for her long-term support in providing this service on behalf of the company. The confirmation of this re-appointment was proposed by Grace Blaker and seconded by Ruth O'Keeffe.

6. THE ANNUAL REPORT

a. Northern Boundary Discussion:

An update was provided as to the position of the Northern Boundary with the Director's proposal to install a new set of fencing for replacement of the dilapidated original boundary fence especially for the long-term safety of children, who had been pulling out the loose spars, throwing them and creating traps and attacking the beech trees as well as the security of the field boundaries.

A view expressed from the floor was one of disappointment that the matter of access claims continued and there appears to be no end to it. The Directors decision to revoke membership for two former members with property along the Northern Boundary was raised.

In response, CS explained that we had tried to get this matter settled in prior years, by offering controlled access but that had been aggressively refused and the owners of the four properties concerned had then taken the matter to the Land Registry to claim a right of access. When this was refused by the Land Registry, they then took the charity to the Land Tribunal Court but withdrew at the last minute. The Charity

had then sought advice from our insurers as to how best to proceed and that the Directors will continue to be guided by them. All members agree in writing not to harm the charity and the termination of membership was a result of those residents having harmed the Charity by making a second application for access after their first application had been refused. This second action had cost the Charity over £15,000. Their late withdrawal before the court hearing, meant that there was no opportunity to recover our costs.

A second view from the floor proposed that in future, mediation should be considered as a valid action – this was not listed as an option as part of the canvassing of member's opinions as to what to do with regards to Northern Boundary.

CS responded that mediation had preceded the claim; that a meeting between the two legal representatives had been held during the claim process but no legal case had been proffered by the claimants. Mediation is based on a valid claim, but in this case, no factual evidence was provided on which to form the basis of a mediation conversation. The point about using mediation as an option for resolving future disputes if applicable was accepted.

b. Maintenance Report

EST spoke to the report – she thanked the volunteers who help to keep the field safe and free from rubbish. The deterioration of the Northern boundary fence had become a real issue as regards the safety of children in the field, as reported above. The picnic tables had been targeted again and the last remaining table smashed to pieces by skate-borders so a more robust substitute was being sought. Tree works were an ongoing issue and regular maintenance is required by qualified tree surgeons. David Authers proposed that a permanent memorial to Mark Lockwood-Sykes within the field should be considered. This was agreed by the Directors.

c. Field Bookings

Sheila Kent (SK) advised the meeting that there had been 17 bookings of the field this year, with 2 cancellations. The bookings supplied a third of the annual income and she was thanked for keeping this running smoothly.

7. ACCEPTANCE OF THE ANNUAL REPORT

Acceptance of the Annual Report was proposed by Diana Rogers, seconded by Sue Fasquelle and was accepted.

8. GOVERNANCE REVIEW

In 2016, the AGM supported a review of the overall governance of the company following lots of changes to charity and company law since the creation of the company. This review was also an opportunity to consider changes to our Articles of Association which were deemed by the Directors to be out-of-date.

FW presented an update on the review, based on key considerations that the company wished to retain its charitable status, and to continue the principle of limited liability for any Director. The review concluded that a Charitable Trust was the best mechanism for operating the charity. The review also concluded that the Articles of Association did require update in order to make the operation of the charity clearer.

Any changes to the Articles of Association would need to be done via a Special Resolution, and require membership (and Charity Commission) approval. The Directors recommended that a new draft of the Articles of Association be written and presented to members for approval.

This approach was proposed by David Authers, seconded by Harriet Wilson and agreed with no objections.

8. ANY OTHER BUSINESS

A number of topics were discussed:

- Whether we could try a different date other than the Bank Holiday weekend for the Baxter's Field Day to attract more visitors?
- Latest funding position for the completion of the Northern Boundary fencing was given.
- Future plans for change around the renovation of the front gate and top entrance were mentioned.
- Use of spikes for Northern Boundary fencing completed to-date was mentioned – these spikes are inconsistent with the fencing used to contain the horses for the Eastern Boundary but had been commented on favourably by passers-by. They are commonly used around many community /educational areas and are far safer with short multiple spiked tops, and their extra height, than the original boundary spear railings many of which were loose and being thrown around.

The Chair thanked members for attending.

THE ANNUAL GENERAL MEETING WAS FORMALLY CLOSED at 3.30pm