

## Minutes of Directors Meeting

Ref No:  
 Date of Meeting: 17<sup>th</sup> May 2021  
 Time of Meeting: 18:00  
 Place of Meeting: Zoom videoconference  
 Purpose of Meeting: Scheduled Board Meeting of Combe Mill Society

<p><b>Distribution:</b>                  Directors: Steve Foster, Wendy Foster, Derek Goddard, Margaret Gruber, Philip Hawtin, Tony Simmons, Julie Stuart-Thompson, Peter Trowles.                   Noticeboard, Website Members' page</p>
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### Present

Directors: Philip Hawtin, Derek Goddard, Margaret Gruber, Julie Stuart-Thompson, Tony Simmons, Wendy Foster, Steve Foster, Peter Trowles.  
 Members: Bob Wheeler.

### 1 Apologies

Ref	Comment	Action
1.1	None.	

### 2 Minutes of previous board meetings

Ref	Comment	Action
2.1	The minutes of the meeting held on 12 <sup>th</sup> April 2021 were confirmed as a correct record of the meeting.	

### 3 Lockdown working arrangements

Ref	Comment	Action
3.1	No further projects had been approved by the sub-committee since the previous board meeting.	
3.2	The board resolved that the requirement for projects at the mill to be approved by the sub-committee would now end.	

### 4 Treasurer's Report

Ref	Comment	Action
4.1	The treasurer provided the report in Appendix 1.  He noted the receipt of a further Covid support grant of £8000 and Gift Aid received from HMRC.  There had been expenditure to restock the Tea Room and to bring the First Aid kits up to date.	

### 5 Reopening of the mill

Ref	Comment	Action
5.1	The following dates for opening and steaming events was discussed and agreed:  Open days, non-steaming – every Wednesday from 19 <sup>th</sup> May to 27 <sup>th</sup> October. Members' steaming day – Sunday 27 <sup>th</sup> June. Public steaming day – Sunday 18 <sup>th</sup> July Public steaming day – Sunday 15 <sup>th</sup> August – Theme: Model Engineering and Collections	

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Ref	Comment	Action
5.2	<p>Public steaming day – Sunday 19<sup>th</sup> September – Theme: Country Crafts &amp; Skills</p> <p>Public steaming day – Sunday 17<sup>th</sup> October – Theme: Woodcraft.</p> <p>It was noted that all dates are subject to Government guidance allowing such events to take place.</p> <p>There was a discussion on the need for extra marquees and tables. For 15<sup>th</sup> August it was noted that Witney Model &amp; Collectors Club have a lot of tables and their own marquee. Derek Goddard to enquire with the club about the possibility of borrowing or hiring their equipment. Derek Goddard to confirm with Ron Winfield that he is willing to organise the Models event once more.</p> <p>Margaret Gruber agreed to begin enquiries with potential exhibitors for the September event</p> <p>Philip Hawtin to speak to Ray Pitts about potential hire of his marquees for some events.</p> <p>Peter Trowles to contact Steve Page to find out if Scouts would be willing to hire their marquees and what sizes are available.</p>	<p>DG</p> <p>DG</p> <p>MG</p> <p>PH</p> <p>PT</p>
5.3	<p>It was agreed that social distancing arrangements would continue while recommended by government guidelines.</p>	
5.4	<p>It was noted that the Tea room will be open on Weds. Peter Trowles to contact Linda Gaskell to confirm availability of BBQ for steaming events. It was agreed that catering will be charged at members' rates on 27<sup>th</sup> June.</p>	PT

### 6 Chimney & Turret repairs

Ref	Comment	Action
6.1	<p>Noted that we are waiting for the contractor to visit to discuss additional works required.</p> <p>A further discussion with Blenheim Estate is then required about apportionment of costs.</p>	
6.2	<p>Julie S-T to make enquiries about Blenheim Estate bursaries.</p>	JST

### 7 Proposed change to the Articles of Association

Ref	Comment	Action
7.1	<p>The chairman presented the paper attached as Appendix 2 which proposed a change to the Articles to explicitly allow general meetings of the society to be held electronically or as a hybrid. After discussion the board resolved that the proposed change should be presented for approval at the next AGM.</p> <p>The board also appointed Philip Hawtin and Peter Trowles to review any other changes to the Articles that would be needed as a consequence of adopting the above change.</p>	PH/PT

### 8 Meadow and Millwood agreement

Ref	Comment	Action
8.1	<p>Following an enquiry by Wendy, Blenheim Estate sent a draft of the annual</p>	

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Ref	Comment	Action
8.2	agreement between the society and the estate for our use of the meadow and wood. This had not been renewed in 2020 because of the pandemic. The agreement names Richard Newman and Phil Grist as mill contacts.	
	The board agreed in principle that the agreement should be renewed for 2021	
	Peter Trowles to ask Richard and Phil if they are willing to be named as contacts for the new agreement.	PT
	Wendy and Peter to review the draft agreement and make any changes necessary.	WF/PT
	After signing the agreement, the board felt that the state of the Evenlode bridge should be raised with Blenheim Estate as it will be used by school groups.	
8.3	Peter suggested that the Estate be asked to make the meadow path on the far side of the bridge a permissive path to allow public access to the mill from the public footpath. It was agreed that Wendy should raise this informally with Blenheim Estate.	WF

### 9 Confirmation Statement to Companies House

Ref	Comment	Action
9.1	The board noted that the annual confirmation statement to Companies House needed to be submitted by 29 <sup>th</sup> May.	PT

### 10 Wychwood Forest Fair

Ref	Comment	Action
10.1	The secretary had been informed that Wychwood Forest Fair was planned to take place on Sunday 22 <sup>nd</sup> August. It was planned to be an even more open-air event due to the pandemic.	
	The board agreed that it would be beneficial if the mill again had a stall at the fair. It was felt that it would be preferable to use our own gazebo rather than be inside a large marquee with many other stalls.	
	Peter Trowles to ask Robin Long if he would be willing to organise the mill's stall.	PT
	Peter Trowles to complete the Wychwood Fair on-line questionnaire.	PT

### 11 Other business

Ref	Comment	Action
11.1	Julie S-T to ask Freeland nurseries if they would again be willing to supply some flowering plants to the mill.	JST

### 12 Date of next meetings

Ref	Comment	Action
12.1	Monday 14 <sup>th</sup> June 2021 at 18:00.	

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Ref	Comment	Action
	Monday 5 <sup>th</sup> July 2021 at 18:00	

### Approval

These minutes were approved by the Chairman for display on the Society's website.

Peter Trowles  
Minutes Sec

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## Appendix 1

### Report from Treasurer – 10 May 2021

#### Current balance: @ 10 May 2021

Bank	£23,321
Cash	£ 522
Savings Reserve	£10,500

#### Significant Recent Income:

COVID Recovery Grant	£8000
Gift Aid refund HMRC	£ 409

#### Significant recent payments:

Tea Room supplies	£ 265
Restock of First Aid kits	£ 118

#### Routine expenditure per month:

Telephone/broadband - £42  
Cleaning - £56 (month)  
Electricity - £60 (warm months)

#### Significant forthcoming expenditure:

Item		Forecast
Electrical work – survey remedial work (RCDs)+WC Fan + Em lighting	Quote	£1390
Repairs to chimney/turret stonework	Estimate awaited from Carter Jonas/Blenheim	£900

Tony Simmons - Treasurer  
10 May 2021

### Combe Mill Governance: COVID, the 2021 AGM and beyond

#### Introduction

This paper summarises the ways that the Covid pandemic has tested the Governance of Combe Mill (the Society). It briefly reviews the way that the Board has reacted; highlighting the ways that it has responded to difficulties that have arisen and suggests a way forward.

In this paper the use of words such as 'we' and 'our' refer to the opinions of the authors and do not suggest presumed acceptance by the Board.

#### Present Position

There is no doubting that the past 14 months have seen major upheavals in the way that the management of the Society is conducted. At the Board level the Directors were able to conduct the Society's affairs by electronic means and it proved possible to manage them effectively using the powers conferred on the Board by the Articles. We are unaware of any way that the Articles impaired the Board's ability to discharge its responsibilities as directors. The same is not true of the arrangements for formally interacting with the membership as a whole.

The difficulties in setting up the 2020 AGM are well known. The difficulties arose because the Mill has no specific powers to conduct general meetings electronically. This means that when it proved impossible to meet on a face to face basis the Board had no powers to call a general meeting. It does have powers to get resolutions passed in written form (see Article 23).

In the case of the present pandemic, the government recognised the problem and issued emergency approval of such meetings irrespective of the position set out in the Articles. This exceptional approval expired on 31<sup>st</sup> March last.

The present position faces the Board with two major issues:

- The calling and conduct of the 2021 AGM
- The need to consider and if thought appropriate approve Governance changes to cover future similar events.

#### The 2021 AGM

It has always been the Board's hope that it will prove possible to hold the meeting on the conventional face to face basis.

It seems likely that formal government requirements concerning social distancing will be withdrawn but that it will remain incumbent upon the bodies concerned to determine what arrangements they put in place to minimise the risk of infection. The Board needs to determine what fall-back position it will adopt. Since fully electronic general meetings are no longer an option, the only alternative would be a hybrid meeting. In such meetings there are in effect two gatherings. The first is a small quorate meeting conducted on a face to face basis. This meeting would meet the requirements of the present Articles. The second gathering would be able to attend the meeting electronically but would not be able to participate fully. All members would have the right to vote on any Resolutions submitted to the meeting because, as happened at the 2020 AGM, Resolutions would be dealt with via the 'Written Resolutions Procedure'.

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## Future Arrangements

The Covid calamity was seen as an unfortunate and unforeseeable event. It was treated by government as a candidate for emergency response. The scale of the event was certainly greater than had been expected but similar events, on a smaller scale, had occurred in recent times. It would seem appropriate therefore to modify the Society's Articles to provide future members with the tools that they would need to interact effectively: were such events to occur subsequently.

We accordingly invite the Board to resolve that a new Article be added as follows:

*"Any general meeting of the Society, including an annual general meeting, may if the Directors consider it appropriate, be held either virtually by electronic means or in hybrid format with some Members attending in person (in such numbers and at such place as determined by if the Directors with the means of selecting which Members attend in person to be determined by the Directors) and some other Members attending virtually by electronic means".*

We consider this proposed new Article provides a sensible level of flexibility for the future in the light of the experience of the pandemic:

1. It leaves unchanged the present arrangements for face to face meetings
2. It allows general meetings to be held virtually by electronic means. This allows any member with access to a computer or mobile phone to participate fully in the meetings.
3. It formalises the position concerning hybrid meetings.

We have carefully considered the need for the third clause. We accept the view that, given Combe Mill's small numbers, it is unlikely that hybrid meetings would necessarily prove valuable to the Charity. Informed opinion obtained by others suggests that, whilst Articles such as ours do not allow electronic meetings, they do not prohibit hybrid meetings. Consequently omitting the formal reference to a hybrid meeting would not achieve any specific purpose. It would merely leave a future Board, determined to hold a hybrid meeting, to create its own arrangements. Adoption of the clause defines the nature of a hybrid meeting and removes uncertainty. Directors should note that, in the absence of the ability to hold a virtual meeting, the Society may have to adopt this approach in order to hold the 2021 AGM.

We commend the Resolution to the Board.

If the above Resolution is approved it will probably require some contingent additional changes to the existing Articles. If therefore the main Resolution is passed the Board is invited to approve the following Resolution:

*"Following the passage of the Resolution to change the Articles of the Company with respect to the holding of virtual general meetings the Board instructs the Chairman and the Charity Secretary to review the Articles to determine any additional contingent changes necessary to the Articles and to report the outcome of the review to the Board."*

In the event that the main Resolution is not passed the secondary Resolution will automatically fall

Philip Hawtin Chairman  
Peter Trowles Charity Secretary