

Minutes of Directors Meeting

Ref No:
 Date of Meeting: 14th June 2021
 Time of Meeting: 18:00
 Place of Meeting: Zoom videoconference
 Purpose of Meeting: Scheduled Board Meeting of Combe Mill Society

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

Present

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

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 17 th May 2021 were confirmed as a correct record of the meeting.	

3 Written resolution re Directors' Liability Insurance

Ref	Comment	Action
3.1	It was noted that the board had approved the renewal of Directors' Liability Insurance by written resolution on 26 th May 2021.	

4 Trustees' Report to Charity Commission

Ref	Comment	Action
4.1	The Chairman presented the report attached in Appendix 2. The board approved the submission of the report to the Charity Commission.	

5 Treasurer's Report

Ref	Comment	Action
5.1	The treasurer provided the report in Appendix 1. He noted that the remedial electrical work had been completed and the invoice paid. The quotation for repairs to the chimney was £885.	

6 Reopening of the mill

Ref	Comment	Action
6.1	The board noted that the "Covid-secure" arrangements put in place for Wednesday openings were working well. There had been a small number of visitors especially during half-term week.	
6.2	The board noted the government announcement of 14 th June that the current Covid restrictions, scheduled to end on 21 st June, would be extended until 19 th July. Considering the impact on the mill's planned events on 27 th June and 18 th July, it was agreed that these could still go ahead with the Covid-secure arrangements in place and the addition of timed entry tickets on 18 th	

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Ref	Comment	Action
	July. These would be limited to 10 tickets every 30 minutes and would be set up on the Ticket master site. Publicity for the event should therefore refer visitors to the mill web site to book.	TS
6.3	Catering – the Fish & Chip van was confirmed for 18 th July in place of the usual barbeque.	
6.4	Marquees – The two mill marquees will be set up on Wed 14 th July for the retail stall, tombola and sewing machine display. Colin, Sandra and Julie are confirmed stall holders who will bring their own shelters. Andrew will be invited to the August modelling event.	
6.5	For August, September and October events, Ray Pitts will provide marquees Wednesday Duty Rota – is required for the ticket office so that one person is not tied to the office for 5 hours continuously. Tony to create a sign-up table.	TS
	Retail – It was reported that Helena Sylvester is happy to hand over retail responsibility to Wendy, Margaret and Ann Winfield. It was agreed that the Chairman should write to Helena and John to give the board's thanks for their support in this area. There should also be a public thank-you in the next Newsletter.	PH
6.6	When making contact, the return of the retail laptop PC should be requested. Volunteer recruitment day – There was discussion on the volunteering roles that should be promoted on 27 th June. These will be publicised on a series of posters to be created by Tony and displayed around the mill.	TS

7 Proposed change to the Articles of Association

Ref	Comment	Action
7.1	The chairman presented the paper attached as Appendix 3 which proposed the wording of two resolutions to be voted on at the next AGM. It was agreed that the wording of the comment to resolution 1, referring to a "third clause" should be amended for clarification. The board then approved the resolutions to go to the AGM.	PH

8 Date of AGM

Ref	Comment	Action
8.1	It was decided that the next Mill AGM should be held on Friday 30 th July 2021. The directors retiring and eligible for re-election are: Wendy Foster and Steve Foster who were co-opted after the last AGM and Tony Simmons and Peter Trowles who are retiring by rotation. In four separate votes, the board resolved to recommend to the AGM that each of these directors be re-elected.	

9 Chimney & Turret repairs

Ref	Comment	Action
9.1	A meeting with the builder resulted in additional work being agreed to at no extra cost:	

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Ref	Comment	Action
	<ul style="list-style-type: none"> - renew the cement ridge on the bell tower roof - repoint the tower wall - renew the bell rope. <p>It was noted that the bees' nest in the old sawmill roof had been removed by Blenheim Estate.</p>	

10 Proposed change to mill boundary line

Ref	Comment	Action
10.1	<p>A request had been received from the Estate to review the boundary line between the mill and the adjacent property occupied by Jack Brunsdon Ltd. because of an inconsistency between the mill's lease plan and a plan produced by Brunsdon's solicitors.</p> <p>It was agreed that this should be examined on site on Wed 16th June.</p>	TS/PH/PT

11 Meadow and Millwood agreement

Ref	Comment	Action
11.1	<p>The secretary reported that Richard Newman had asked for his name to be removed from the agreement.</p> <p>Peter Trowles to identify changes needed to the agreement and pass on to Wendy Foster.</p>	PT

12 Confirmation Statement to Companies House

Ref	Comment	Action
12.1	It was noted that the mill's annual confirmation statement had been submitted in May, before the deadline.	

13 Wychwood Forest Fair

Ref	Comment	Action
13.1	The online questionnaire had been completed by PT and subsequently an application form was received. This will be reviewed and completed at the mill on Wed 16 th June.	

14 Other business

Ref	Comment	Action
14.1	<p>The board approved a suggestion from the blacksmiths that their price list should be adjusted so that ready-made items are less expensive than the same 'make-your-own' items so that stock would sell better.</p> <p>Tony to amend the price list signs.</p>	TS
14.2	It was suggested that a mill event should be organised during the 4-day bank holiday weekend celebrating the Queen's platinum jubilee from Thursday 2 nd June to Sunday 5 th June 2022. This replaces the bank holiday on 30 th May.	

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15 Date of next meetings

Ref	Comment	Action
15.1	Monday 5 th July 2021 at 18:00 Monday 2 nd August 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 – 14 June 2021

Current balance: @ 14 June 2021

Bank	£21,558
Cash	£ 718
Savings Reserve	£10,500

Significant Recent Income:

Refreshment sales	£377
Admissions	£171

Significant recent payments:

Electrical work	£1389
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Routine expenditure per month:

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

Significant forthcoming expenditure:

Item		Forecast
Repairs to chimney/turret stonework	Estimate from R J Day	£885

Tony Simmons - Treasurer
14 June 2021

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Appendix 2

From: 1 April 2020 to: 31 March 2021

Charity name: Combe Mill Society

Charity registration number: 1111029

Company number: 03784507

1. Objectives and activities

Purpose

The charity's objects ('Objects') are specifically restricted to the following

1. to advance the education of the public by the operation of Combe Mill at Blenheim Palace Sawmill, Combe, Witney, OX29 8ET, demonstrating, recording preserving, practising and disseminating the whole range of skills in the construction, maintenance, operation and associated activities of water and steam-powered mills, along with items directly associated with Combe Mill, the Blenheim Estate and Oxfordshire.
2. to research, establish, restore, maintain and equip Combe Mill to demonstrate, improve and teach the design, construction, operation and use of water- and steam-powered mills for the purpose of the education of the public, together with the dissemination of the results of any research conducted and to carry out works for the improvement, development and promotion of Combe Mill.

Main activities

The Society's main activities are those included in the Society's Objects quoted verbatim above.

Directors' confirmation with respect to public benefit

The directors confirm that to the best of their belief and knowledge that the decisions that they have taken are in accordance with the Commission's guidance on public benefit.

The chairman of any meeting of the directors is responsible for advising the meeting, as and when necessary, as to the need to conform to the Commission's guidance.

Additional information

Combe Mill Society (The Society) does not make grants or social investments as part of its charitable objectives.

The Society has a total membership of approximately 100: of which half are active and, in a normal year, contribute to the maintenance and operation of Combe Mill and demonstrate the working machinery and the supporting craft skills to the visiting public. The number able to contribute for much of the year was constrained by matters beyond the individual's control.

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2. Financial review and the Impact of the COVID19 Pandemic

General

The COVID19 pandemic exposed the Society to a new and serious risk. The Mill was closed under government direction on the 23rd March 2020. Immediately following this initial lock down, the directors reviewed the forward financial position. Taking into account the then expected £10,000 emergency payment promised by the Government, the directors concluded that the Mill could withstand a complete shut down for the remainder of the 2020 Steaming Season.

Recognising this potential threat, the directors immediately put in place an inspection and emergency response regime. This complied with Government Guidance insofar as they understood it. This arrangement was maintained, as a minimum, throughout the financial year. The directors varied the actual permitted activities as government restrictions and guidance permitted. For example the Mill was briefly opened as a museum (but not steamed) in October 2020.

Normally the Society generates income from the sale of admission tickets, refreshments, activity experiences, retail and the hire of the riverside tea room. The COVID restrictions meant that the Society was unable to run many of these fundraising activities. Fortunately the Society's income was bolstered by receipt of Government grants amounting to £20,674. The major decrease in activity meant that there was also a significant concomitant reduction in expenditure as shown by the following table (all figures rounded to the nearest £10)

Expenditure	2020/21	2019/20
Governance - Upkeep	£4,750	£7,770
Charitable Activities	£2,360	£8,230
Total	£7,110	£16,000

The net effect of these changes and the significant support received was that, over the year the ending 31 March 2021, the Society had an apparent excess of receipts over expenditure of £11,940 compared with an excess of £3,910 in 2020. The balance in the Charity's bank current account at 31 March 2021 was £16,236.

As previously reported, the reserves policy of the directors is to aim at a situation where the Society has reserves that will allow it to meet its core costs for one year. At the end of the financial year 2019-20, the Society had potential cash available totalling £15,000 (including its reserve fund of £10,500). One year later, thanks to government support, the cash sum available (including the reserve fund) had risen to £26,750. The implication of these figures is that the directors' judgement made in April 2020 and based on receipt of a grant of £10,000, that the Society would be able to survive the full year without significant income proved to be correct. The fact that further sums were made available has allowed the directors to be confident that, subject to due diligence, the Society will be able to resume full trading by July/ August next.

Additional information

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Changed managerial arrangements: The changes made by the directors in response to the pandemic are described in Section 3.

Source of funds: The cost of operating the Mill as an industrial museum in accordance with the Society's Articles of Association is usually funded through admission charges and the sale of souvenirs and refreshments, together with the hire of the tea room for meetings and events. This season our income from charitable and fundraising activities was only £937.

As mentioned earlier we received £20,674 in government recovery grants.

Generous donations from an anonymous donor, Members and Friends of the Combe Mill Society, amounting to £1,000, have been another source of funding. Gift Aid was recoverable on the majority of the funds received via donations

Investment policy: The Society's only investments consist of bank deposits and no special social, environmental or ethical considerations arise.

Principal risks facing the charity: Other than the threats posed by the COVID19 pandemic, the Society's basic business model remains critically dependent on an adequate supply of suitably qualified volunteers. Historically this need has been mainly supplied by retired persons who had received the necessary technical training during their employment. The directors are aware that the changing structure of industry has rendered this an unlikely future source. They have identified an alternative source of supply. Industry continues to create persons with the required basic skills but not with the specific application skills. The Society encourages persons with appropriate basic skills to become members. The Society then provides them with the necessary specialised training and experience.

The government has continued to apply a low interest policy since the financial crisis of 2008. This is likely to make it difficult for the Society to accumulate the reserves to finance future essential major expenditure.

The directors are also mindful of the need to ensure financial probity. The Society's Articles require that the directors must prepare accounts for each financial year as required by the Companies Acts. The directors keep accounting records as required by the relevant Companies Act and believe that the accounts:

- show a true and fair view.
- follow accounting standards issued or adopted by the Accounting Standards Board or its successors and
- adhere to the recommendations of applicable Statements of Recommended Practice

In order to meet these requirements, the directors prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of its incoming resources and application of resources of the company for that period.

The directors are responsible for maintaining satisfactory systems of internal control and keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the appropriate Companies Act and guidance issued by Companies House. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as the directors are aware, there is no relevant information of which the accountants, who act as Independent Examiners, are unaware. The directors have taken all the steps that

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they ought to have taken in order to make themselves aware of any relevant audit information and to establish that the accountants are aware of that information.

3. Structure, governance and management

Company status: The Society is a charitable company limited by guarantee and its governing document takes the form of Articles of Association.

Appointment of directors: The Articles governing the appointment of directors are based on the proposals in the Model Articles extant in 2019. The arrangements remain those summarised in the 2019/20 Annual Report.

No director is permitted to appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Additional information

Induction and training of directors: Under the current arrangements newly appointed directors are supplied with a copy of the Society's Articles of Association and given a briefing by the chairman. Following the approval of the new Articles the arrangements are to be reviewed and any necessary improvements introduced.

Co-operation with other charities: A number of charities operate on land that is adjacent to the Society's boundaries. It is the policy of the directors to co-operate with these charities insofar as the Society's Objects permit.

Maintaining a safe working environment: The directors are mindful of their responsibility to volunteers and members of the public for maintaining a safe working environment.

Response to the COVID-19 pandemic: This Section describes the managerial changes that were put in place in order to cope with the stresses placed on the Society by the pandemic. The financial impact of the directors' decisions on the Society's operations is summarised in Section 2.

Meetings of the directors: The directors under the existing Articles of Association have the power to conduct their meetings by electronic means. They made extensive use of this facility and confirm that, in accordance with the requirements of Article 41 (6) at all such meetings, all participants were able to communicate with all the other participants. Throughout the year the directors typically met at 3 to 4 week intervals. The arrangements worked smoothly.

Access to the Mill and approval of Projects: A key feature of the directors' strategy was to ensure, in line with government guidance, that:

- All work that could be done at home was done at home;
- Members of the Society should not be allowed to visit the Mill unless they had, in the opinion of the directors, a valid reason so to do;
- Any work carried out at the Mill must be related to the safety or security of the building or its occupants, or be essential for the smooth reopening of the building to the public when the time came.

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To facilitate the application of these principles the directors delegated the decision taking to two nominated directors, who reported any decisions taken to the next board meeting.

Annual General Meetings:

Whilst the existing arrangements in the Company's Articles worked well with respect to the directors' meetings; the same cannot be said of those applying to the holding of a general meeting.

The directors currently have no powers to hold a general meeting in electronic form. In 2020 this difficulty was overcome because the AGM was first deferred on the advice of Charity Commission and eventually held under a special dispensation provided by the government. This temporary dispensation ended on 31st March this year. In 2021 the AGM will have to be held either in the normal face to face arrangement or, if this is not permissible, in hybrid form. It is the directors' hope that holding meetings in a face to face arrangement will prove to be permissible.

In the light of the pandemic, the directors have reviewed the need for a virtual meeting back up option and have concluded that such an option is essential. They have therefore considered and approved an appropriate modification to the Society's Articles of Association. This will be put to the members, as a special resolution, either at a general meeting or, if this proves to be impracticable, as a written resolution.

4. Reference and administrative details

Charity name Combe Mill Society
Other name the charity uses none
Registered charity number 1111029
Charity's principal address Combe Mill, Blenheim **Palace** Sawmill, Combe, Oxfordshire, OX29 8ET

Directors during period 1 April 2020 and 31 March 2021

Director name	Office (if any)	Dates elected if not for whole year
D R Goddard	Director	
M Gruber	Director	
P Hawtin	Director & Chairman	Re-appointed 23 October 2020
A G Simmons	Director & Treasurer	
J A Sylvester	Director	Re-appointed 23 October 2020 Resigned 9 November 2020
J Stuart-Thompson	Director	
P J Trowles	Director & Charity Secretary	

*Following the introduction of the Company's New Articles, all directors in post at the 2019 AGM were required to resign. All stood for re-appointment and were duly elected.

Name of directors holding title to property belonging to the charity

None

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5. Funds held as custodian directors on behalf of others

None

Exemptions from disclosure

None

6. Declarations

The company has taken advantage of the small companies' exemption in preparing the report above.

The directors declare that they have approved the Directors' Report above and have authorised the chairman to sign it.

Signed on behalf of the Society's Directors

Philip Hawtin

Chairman

Dated

Introduction

The Board had great difficulty in setting up the 2020 AGM. It 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.

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 31st March last. The expectation now appears to be that companies will make their own arrangements to deal with this kind of difficulty.

At its meeting on May 17th the Board considered a change to the Society's Articles of Association to permit, when necessary, General Meetings to be held electronically. Following discussion the Board approved a draft new Article to bring this into effect. In so doing it recognised that consequent changes would need to be made elsewhere in the Articles to reflect the detailed impact of the proposed change. It accordingly invited the Chairman and the Charity Secretary to identify any additional changes necessary and to submit these to the Board for approval.

This paper identifies the necessary change and includes a commentary that it is proposed to send to all members when we ask them to approve the proposals

Proposed Changes

The following amendments are proposed to the Society's Articles of Association. Each amendment is presented as a special resolution.

Resolution 1

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 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".

And that:

1. *"The new Article be inserted under the heading General Meetings as number 15 and all succeeding numbers be increased by 1 (one) and*
2. *All internal document cross references be amended as necessary"*

Comment: The Directors 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. Thus allowing 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

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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.

Resolution 2

That sub clause (a) of current Article 17 (2) be amended to read as follows:

- (a) *“Ten members present in person or by electronic means or by proxy and entitled to vote upon the business to be conducted at the meeting; or”*

Comment: Current Article 17 (it will become 18 in the amended Articles) covers matters concerning the Quorum for a general meeting. Clause (2) of this Article defines what constitutes a quorum for a general meeting. After amendment the Article will read:

18 (2) A quorum is:

- (a) Ten members present in person or by electronic means or by proxy and entitled to vote upon the business to be conducted at the meeting; or

- (b) One tenth of the membership at the time

whichever is the greater.

The change extends the definition of persons present to embrace both face to face meetings and those held electronically.

Philip Hawtin Chairman
Peter Trowles Charity Secretary