

Minutes of Directors Meeting

Ref No:
 Date of Meeting: 14th October 2021
 Time of Meeting: 19:00
 Place of Meeting: Zoom video conference
 Purpose of Meeting: Scheduled Board Meeting of Combe Mill Society

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

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 9 th August 2021 were confirmed as a correct record of the meeting.	

3 Treasurer's Report

Ref	Comment	Action
3.1	The treasurer provided the report in Appendix 1. The treasurer proposed that the existing charity savings account with Virgin Money should be closed and the funds transferred to the current account pending the opening of a new savings account. The proposal was approved by the board.	

4 Approval of the minutes of the 2021 AGM

Ref	Comment	Action
4.1	The board adopted the following resolution: To resolve that: 1. The attached minutes are a correct record of the Combe Mill Society's Annual General Meeting held on the 30 July 2021 at which two special resolutions changing the Articles of Association of the Society were approved and; 2. Instructs the Charity's Secretary to send a copy of the approved resolutions to Companies House together with a copy of the Articles as revised."	

5 Christmas market

Ref	Comment	Action
5.1	Margaret reported that stallholder applications are coming in steadily. Julie	

Minutes of Directors Meeting

Ref	Comment	Action
5.2	<p>will be compiling the raffle prizes. Wendy and Steve will organise Santa's Grotto which is sponsored by the Burnside Partnership. A small Christmas tree will be donated by Blenheim Estate. Peter Hirst has supplied a hamper to be filled for a raffle prize. A 6-bay marquee, supplied by Ray Pitts, will be put up. All members who have been asked to help with running the event so far have said yes.</p> <p>Tony Agreed to update the event poster to make the name Combe Mill more prominent.</p>	TS

6 Planning for 2022 events

Ref	Comment	Action
6.1	<p>Wendy presented the notes of a planning meeting held on 25th August 2021 and attached as Appendix 2.</p> <p>It was agreed that the following would be responsible for organising steaming events: April – Derek G, May – vacancy, June – Ray Pitts, July – Julie S-T, August – Ron & Ann W, Sept - Margaret G, October – David Knight, Xmas Mkt – Julie & Margaret.</p> <p>It was agreed not to open the mill on 1st Sundays in 2022.</p>	
6.2	<p>It was noted that there is a large number of old, unused, blacksmith experience vouchers, which were sold before they had an expiry date. It was agreed to archive these and remove them from the active vouchers list. If any holders of archived vouchers do come forward to claim their session, a decision on whether to honour the voucher will be made at the time. Vouchers sold now expire after 1 year.</p>	

7 Education activities

Ref	Comment	Action
7.1	<p>Noted that there has been interest from some schools to arrange visits.</p> <p>Guides will be visiting in October half-term week. Scouts are planning a visit in December.</p> <p>It was suggested that Tuesdays should be our preferred day for educational visits.</p> <p>It was agreed that Wendy needs a contact list for the technical areas.</p> <p>PT to send Wendy the names of members who volunteered to help with educational activities in the re-opening survey.</p>	PT

8 River pump

Ref	Comment	Action
8.1	<p>Options for the repair or replacement of the pump were discussed. The cost of these ranged from £4,170 to £15,000+. It was agreed that a paper needed to be written setting out the options in full for consideration by the board. PT agreed to do this.</p>	PT

Minutes of Directors Meeting

9 Adoption of new procedures for complaints, grievances, discipline

Ref	Comment	Action
9.1	The chairman presented proposals for revision of the 3 procedures as detailed in Appendix 3. The board adopted the revised procedures which are now at Issue 2. The full procedures can be found in the members' area of the society's web site.	

10 Project updates for the record

Ref	Comment	Action
10.1	It was noted that the chimney repairs had been completed by RJ Days and the invoice paid.	
10.2	The 2021 Millwood agreement with Blenheim Estate had been agreed and signed.	

11 Winter projects

Ref	Comment	Action
11.1	<p>It was agreed that a list of proposed winter maintenance projects needs to be produced after asking each HTA for suggestions as to what needs doing in their respective areas.</p> <p>Suggestions made during the meeting were: repainting of Tea Room, repair of the weather strip on the serving hatch.</p>	PT

12 Selection of new chairman

Ref	Comment	Action
12.1	<p>The current chairman explained that the chairman's role, formally, is to be the director who presides at meetings of the board. However, the society has, over time, made it more like the role of a Chief Executive and Human Resources director. Therefore, it is appropriate to ask anyone who might consider taking on the role, the conditions under which they would do so. He also confirmed that he was willing to continue in the role of Director Responsible for Safety and this was approved by the board</p> <p>Julie S-T offered to take on the "HR" role, i.e. dealing with complaints, grievances etc outlined in the newly adopted procedures (see item 9 above). It was suggested that perhaps a deputy chairman role should be created, the holder of which would succeed to the chair role in due course. Further suggestions were that the chair's role should be time limited and that anyone considering the role should look at the business plan for aims and objectives.</p>	
12.2	<p>At the end of the discussion, no candidates had put their names forward and it was agreed to review the matter at a future meeting.</p> <p>The board gave a heartfelt vote of thanks to Philip Hawtin for his contribution to the society as chairman for the past 4 years.</p>	

Minutes of Directors Meeting

13 Any other business

Ref	Comment	Action
13.1	Julie S-T informed the meeting that a film crew would be visiting the mill on steaming Sunday to learn what members and volunteers do. This with a view to making a promotional video in 2022.	

At this point the meeting was adjourned until Wednesday 20th October at 2.30 p.m.

14 River pump

Ref	Comment	Action
14.1	<p>Peter Trowles presented a paper, attached as Appendix 4, detailing 4 options for reinstating the river pump, together with costs and pros & cons of each option.</p> <p>The board felt that a working waterwheel was essential to the Mil's visitor offer so Option 1 was eliminated. Option 4 was also eliminated for being too costly. The board approved Option 2 to have the existing pump repaired and instructed the secretary to ask Algar Electric Motors to carry out the work as quoted. Algar to be asked to make the new electrical flex 3 metres longer than the old one to allow the socket to be moved to a higher point above likely flood level.</p> <p>Secretary's note: Algar subsequently confirmed that the repair will be guaranteed for 1 year and includes repainting the motor.</p>	PT

15 Selection of new chairman

Ref	Comment	Action
15.1	The meeting noted that Steve Foster had agreed to be nominated as the new chairman of the Society. Tony Simmons proposed, Julie Stewart-Thompson seconded and the board unanimously approved the election of Steve Foster to the chairman's role. This to be effective from 1 st November 2021.	

16 Date of next meetings

Ref	Comment	Action
16.1	<p>Event organisers' meeting Wed 10th November 2021 p.m.</p> <p>Scheduled board meeting Monday 7th February 2022.</p>	

Approval

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

Peter Trowles
Minutes Sec

Minutes of Directors Meeting

Appendix 1

Report from Treasurer – 14 October 2021

Current balance: @ 14 Oct 2021

Bank	£24,125
Cash	£ 2,359
Savings Reserve	£10,500

Significant Recent Income:

Blacksmith experience vouchers	£103
Wednesday refreshment sales	£865 (Sept to date)
Admission fees	£1,831 (ditto)

Significant recent payments:

Repair to chimney/turret:	£860
Purchase of studio lights	£188
Xmas Market costs	£117

Routine expenditure per month:

Telephone/broadband	- £42
Cleaning	- £56 (month)
Electricity	- £100 (warm months)

Significant forthcoming expenditure:

Item	Forecast
Repair of existing submersible pump	£4,170
Souvenir Brochure printing	£583
Repair of WC extract vent	£500
Installation of boiler house roof light	£300

Tony Simmons - Treasurer
14 October 2021

Minutes of Directors Meeting

Appendix 2

Combe Mill Event Planning Meeting 25/8/2021

Present: Wendy Foster, Julie Stuart Thompson, Margaret Gruber, Ray Pitts, Steve Foster.

Purpose of meeting- to discuss ideas for next year's events

Discussion/observations:

- The Open days for the year are the first and third Sundays of the month and every Wednesday. Suggested group visit day - Tuesdays
- Summer holiday education events have been successful this year- small events involving a visiting expert e.g. Bee Keeping and Military vehicles and a practical activity.
- Steaming Day in March is often very cold - could this be an open day without a theme in a similar style to our members' open day this year?
- Sometimes there is a high demand on volunteers when the Mill is open more than once in a week.
- Parking was an issue when Wednesdays became busy.

Suggested themes (Julie made some useful contacts at Wychwood forest fair):

Wheatley Birds of prey

OBKA or Witney Bee keepers

Vehicles/Bus museum

Badgers - save the badgers

Block printing/potato printing

Stone carving/ stone painting/soap carving

Dance Day - Morris dancing workshops for families

Wednesday 27th October 2021 Pumpkin Day

Third Sundays for 2022: Suggested theme

20 th March	Open Day
17 th April	STEM
15 th May	Barn Engines

Minutes of Directors Meeting

19 th June	Wheels - MG club/Hillman Imps,
Motorcycles? Military vehicles?	
17 th July	Birds and Bees
21 st August	Models
18 th September	Crafts
16 th October	Wood
26 th October (Wednesday)	Pumpkin Day
20 th November	Christmas Fayre

First Sundays

Given the turn out for first Sundays, should they be continued or should they be themed?

Other suggestions:

1st or 5th June- suggested event to celebrate the Queen's Platinum Jubilee (in half term week)

Sell merchandise at Wychwood FF?

Branded merchandise

Minutes of Directors Meeting

Appendix 3

Proposed Changes to Complaints, Grievance and Discipline Procedures

Procedure/ Stage	Purpose of document/ section	Significant changes made
Complaints Procedure		
Overall procedure	Procedure that will be followed if an outsider makes a complaint to the Society	No significant changes proposed.
Grievance Procedure		
Overall procedure	To allow a member or a volunteer to raise a grievance with the management.	<p>The current procedure (Issue 1) deals with a hybrid person defined as a Volunteer where the term 'Volunteer' embraces both persons who are members of the Society and volunteers as the term is understood at the Mill. In the revised document members and volunteers are treated separately.</p> <p>In issue 2 a volunteer is defined as a person who is working at the Mill voluntarily, with the approval of the Board, but is not a member of the Society.</p>
Informal treatment of grievances	At the informal level grievances received from both members and volunteers are treated in the same way.	None the method used is unchanged from Issue 1 and is applicable to both members and volunteers.
Formal procedure	The formal procedure is only available to Members	Differs from Issue 1 in that it is only available to Members. Volunteers are dealt with differently (see below)

Minutes of Directors Meeting

Procedure/ Stage	Purpose of document/ section	Significant changes made
Formal procedure: Stage 1	To provide a formal route for Members who think that their grievance was not correctly dealt with at the informal stage	<p>The arrangements are closely similar to those in Issue 1 but the outcome is determined by the Appointed Director acting alone rather than by the current Grievance Committee which consists of 3 directors (the Appointed Director and two other directors).</p> <p>There are arrangements for the board to appoint another director if the Appointed Director's position is compromised,</p>
Formal procedure: Stage 2	To provide an appeals procedure	<p>The arrangements are similar to the existing arrangements in Issue 1: but the outcome is determined by the Board rather than by a Grievance Appeal Committee which historically consisted of 3 directors (the Appointed Director and two other directors).</p> <p>This overall arrangement maintains a parallel approach with that in the Disciplinary Procedure (see below).</p>
Volunteers' Grievances	To provide a route via which a volunteer can raise a Grievance.	<p>Under the Issue 2 arrangements volunteers are treated identically with members at the Informal Stage</p> <p>They have no equivalent to the Member's Route</p>
<p>Disciplinary Procedure</p>		

Minutes of Directors Meeting

Procedure/ Stage	Purpose of document/ section	Significant changes made
Overall procedure	The procedure sets out the disciplinary procedures that will be used if a Member fails to achieve and maintain standards of conduct and general performance consistent with that expected from a first class museum.	<p>The current procedure (Issue 1) applies the same procedure to both members and volunteers</p> <p>In issue 2 a volunteer is defined as a person who is working at the Mill voluntarily, with the approval of the Board, but is not a member of the Society.</p> <p>Both categories have a common informal procedure but the formal procedures only apply to Members.</p>
Informal treatment of disciplinary matters	To provide a procedure for addressing informally disciplinary issues relating to members and volunteers.	None the method used is unchanged from Issue 1 and is applicable to both members and volunteers.
Formal procedure		Issue 2 differs from Issue 1 in that it only applies to Members. It does however contain a statement of the principles that will be applied to volunteers. See section below entitled 'Volunteers' Discipline'.
Formal procedure: Stage 1	Procedure applies to Members who have no outstanding written warnings and are not charged with gross misconduct.	<p>1) Members with an existing written warning and those charged with gross misconduct enter the process at Stage 2.</p> <p>2) The Stage 1 arrangements are closely similar to those in Issue 1 but the outcome is determined by the Appointed Director acting alone rather than by the current Disciplinary Committee.</p> <p>There are arrangements for the board to appoint another director if the Appointed Director's position is compromised.</p> <p>Members retain their right of appeal from the verdict at Stage 1.</p>

Minutes of Directors Meeting

Procedure/ Stage	Purpose of document/ section	Significant changes made
Formal procedure: Stage 2	Procedure used in Appeals from the outcome of Stage 1 proceedings and in a charges of gross misconduct	<p>The details of the conduct of this Stage are essentially the same as those in Issue 1: with the exception that the proceedings are conducted by the board rather than by an Appeals Committee.</p> <p>This change is in line with the wording of the new Articles but does not preclude the board delegating, in particular cases, its powers to a committee of at least 3 directors.</p>
Volunteers' Discipline	Sets out the principles that will govern cases involving volunteers.	<p>Issue 2: Formally commits the Society to applying the same approach towards informal discipline with respect to both members and volunteers.</p> <p>Empowers the Appointed Director to dispense with the services of the volunteer should the Appointed Director agree with the volunteer's line manager that the volunteer's support is no longer justified.</p>

P. Hawtin
P J Trowles

Minutes of Directors Meeting

Appendix 4

Combe Mill River Pump Reinstatement

Options and Recommendation

Background

The Combe Mill river pump supplies water to the mill headrace to operate the waterwheel. The current pump was purchased second-hand in 2009 from Stuart Pumps Ltd. It is a Biwater 224 model with 7.5 kW three-phase motor delivering a maximum flow rate of around 875 gallons per minute (approx. 65 litres per second). Although Biwater no longer make pumps, spare parts are available from Hydromarque Ltd. of Peterborough.

The pump was removed from the river on 9th September 2021 for inspection by Algar Electric Motors Ltd. of Eynsham after developing a fault which caused it to cut out after about 7 minutes of operation. Algar have confirmed that the motor is burnt out due to water ingress but could be repaired.

The pump might be operated on a maximum of 50 days per year, for about 5 hours per day, but river conditions often prevent this, so a realistic estimate is 30 days per year.

Costs to date

Pump removal and transport	£90
Inspection fee	£180
Total	£270

Options Considered

A total of four options have been considered. Three options would reinstate a river pump and the fourth is a “do nothing” option. These are:

1. Do not replace the pump, leaving the waterwheel as a static exhibit.
2. Repair and reinstate the existing pump.
3. Replace the pump with a new (or second-hand) model of similar capacity.
4. Replace the pump with a new (or second-hand) model of higher capacity.

Pros and Cons of each option

Option 1 – Do nothing

Added Cost Estimate: Zero

The general consensus appears to be that an operational water wheel is an essential part of the mill’s offer to visitors. The ability to power the line shaft with both the beam engine and the waterwheel is one of the most notable features of the mill and should be preserved. A static wheel would also leave the pit gear and its driven machinery stationary. The gear room would become a dead space.

Pros: Zero additional cost

Cons: Damage to the mill’s visitor offer

Minutes of Directors Meeting

Option 2 – Repair existing pump

Added Cost Estimate: £4,260

Algar have quoted £3,475 + VAT to repair the motor. This would include rewinding the burnt-out wiring, changing the power lead and sealing glands, new bearings, fitting new mechanical seals and o-rings.

Algar are a long-established local firm who are NICEIC approved electrical contractors and specialise in the repair, renovation and renewal of all types of pumps. They are repairers of repute so that we have good reason to believe that the proposed repair work would be well done.

Repair of the motor is the lowest cost option that would deliver a working waterwheel.

Pros: All main components of motor and pump are renewed.

Lowest cost to achieve a working waterwheel

Cons: Unknown risk of further deterioration as the pump ages.

Option 3 – Replacement pump of similar capacity

Added Cost Estimate: £6,860 to £11,000

Algar have quoted £9,082 + VAT for a new equivalent of our existing pump. There is a lead time of 14 weeks to obtain it. If we assume that existing fittings to connect to our pipework and the electrical supply can all be reused then the only additional cost would be installation of around £90 giving a total cost of nearly £11,000.

An alternative quote for a new Flygt pump of similar capacity comes to £5,540 + delivery + VAT. Assuming £100 delivery and £90 for installation, this comes to £6,860. Leadtime unknown.

Second-hand pumps come with, at most, a 3 month warranty and their internal condition is unknown, so present a risk.

Pros: Brand new pump with warranty to protect against early life failure.

Cons: Minimum £1,600 more than a repair.

Cheaper pump may not be able to use existing fittings because it's a different size and shape, which would increase costs.

Option 4 – Replacement pump of higher capacity

Added cost estimate: £16,500

We have a quote for a Flygt pump able to deliver 1491 gallons per minute, which is a 70% increase over the existing setup. This would cost £12,641 + delivery + VAT. This comes to around £15,380. The motor power is 9 kW so an upgrade of the electrical supply would be needed. New pipe fittings would also be needed. A larger diameter pipe is already in place between the headrace and river bank. A guesstimate of the total cost is £16,500.

The assumed advantage of a pump capacity upgrade is that the extra water supplied would cause the waterwheel to turn faster and so be able to drive the line shaft and mill machinery. However, there is no evidence available to prove that extra power would actually be generated or that it would be sufficient to achieve this objective. This option appears to be a high risk considering that the cost would use about 66% of the mill's current funds (excluding the reserve fund). These funds may well be needed for other maintenance work such as repairs to the headrace retaining wall. Damage to the headrace would prevent operation of the waterwheel whatever the size of pump in use at the time.

Minutes of Directors Meeting

Pros: Brand new pump with warranty to protect against early life failure.

Cons: £12,000 more than a repair and a large % of available funds.

High risk as no evidence that that waterwheel would run faster.

Minutes of Directors Meeting

Summary and recommendation

A working waterwheel is an attraction of combe mill that should be maintained, although the number of days on which it can be used is limited. There is currently no evidence that increasing the capacity of water flowing into the headrace would increase the power of the waterwheel to drive the lineshaft. A new pump of similar capacity to the existing is at least £1,600 more than a repair. The repairers are a reputable company.

Therefore, the recommendation is that the board should approve Option 2 to repair the existing river pump.

Peter Trowles

19th October 2021.