

## Minutes of Directors Meeting

Ref No:  
 Date of Meeting: 8<sup>th</sup> January 2024  
 Time of Meeting: 19:00  
 Place of Meeting: Zoom video conference  
 Purpose of Meeting: Scheduled Board Meeting of Combe Mill Society

**Distribution:**  
 Directors: Nigel Evans, Wendy Foster, Margaret Gruber, Philip Hawtin, Tony Simmons, Peter Trowles.  
 Noticeboard, Website Members' page

### Present

Directors: Nigel Evans, Wendy Foster, Margaret Gruber, Philip Hawtin, Tony Simmons, Peter Trowles.

### 1 Apologies

Ref	Comment	Action
1.1	None	

### 2 Peter Hirst

Ref	Comment	Action
2.1	The board noted, with sadness, the death of Peter Hirst, formerly the Head of Technical Area for the beam engine.	

### 3 Resignation of Director

Ref	Comment	Action
3.1	The board noted that Derek Goddard had resigned as a director and trustee of the Society and also as chair of the Heritage Advisory Committee and the Heads of Technical Area liaison committee. Other HTAs are to be asked if they would volunteer to lead the liaison committee.	

### 4 Minutes of previous board meetings & matters arising

Ref	Comment	Action
4.1	The draft minutes of the meeting held on 13 <sup>th</sup> November 2023 were confirmed as a correct record of the meeting.	
4.2	WF thanked the board for the donation to Sobell House in memory of Steve Foster. The commemorative bench is now in the forge area awaiting the fitting of a plaque.	
4.3	<b>Mill Marquees</b> – It had been proposed that marquees should be put up on Wednesdays before steaming days this year to ensure plenty of help is available. NE volunteered to be responsible for mill marquees and the board gratefully accepted the offer.	
4.4	<b>Fire Alarm System</b> – The quote from Brett Parsons of £7268 includes the replacement of sensors and the control panels using existing cabling. He will	

Ref	Comment	Action
4.5	also quote for ongoing maintenance. NE to check if this amount includes VAT and will enquire about remote access.  <b>Lighting Improvements</b> – The board approved the proposal from Terry Bailey to replace fluorescent light fittings with LED in forge and beam engine rooms.	

## 5 Treasurer's Report

Ref	Comment	Action
5.1	The treasurer provided the report in Appendix 1.	
5.2	He confirmed that expenses can be paid to exhibitors, e.g. Morris Dancers if agreed in advance. MG to confirm when exhibitors who need to be paid will be attending.	MG
5.3	PT reported that the savings account with Redwood Bank would be upgraded to a new "Issue" on 23 January after the 35-day notice period. This will increase the interest rate from 3.25% to 3.75%.	
5.4	WF noted that the gas BBQ may need to be replaced although Bob Wheeler has offered to try to refurbish it. WF to research replacement cost. The microwave oven may also need replacement.	WF
5.5	PH and MG will discuss a procedure for budgeting for the retail shop.	PH / MG

## 6 Health and Safety items

Ref	Comment	Action
6.1	It was agreed to hold a pre-season members' briefing on Wednesday 14 <sup>th</sup> February at 10.00. PT to send out an invitation to members.	PT

## 7 Draft Code of Conduct

Ref	Comment	Action
7.1	NE presented a draft Code of Conduct for Directors / Trustees based on a NCVO document which he had customised for Combe Mill. PH proposed two amendments to the document to clarify that Trustees of the Society are the Directors of the Company.  The board approved the amendments and the amended Code of Conduct. A copy of the approved Code is at Appendix 2.	

## 8 Events Calendar for 2024

Ref	Comment	Action
8.1	It was noted that the title of the May event would be Mercedes-Benz day.	
8.2	Market Days will be held in March, October and December (Xmas Fair). NE will work with MG on Xmas Fair organisation.	
8.3	The board reviewed a proposal from Ray Pitts for provision of marquees in 2024. PT asked if it was necessary to block the vehicle entrance into the mill grounds with a 6-bay marquee. Agreed that WF would look at the space available on the following Wednesday. (Note: following that review it was	WF

Ref	Comment	Action
	agreed to try a 5-bay marquee in this space for the March steaming). The board approved the costs proposed by RP.	

## 9 Date for pre-season members' meeting

Ref	Comment	Action
9.1	See item 6.1.	

## 10 Advertising & publicity

Ref	Comment	Action
10.1	The board approved renewal of the mill's entry in the Midland Mills booklet after a review of the wording by TS.	TS
10.2	WF to arrange a meeting with Kelly from ADS to discuss new advertising signs and costs. TS asked to be involved	WF/TS

## 11 Letter from Ray Pitts

Ref	Comment	Action
11.1	The board agreed that an HTA was needed to work with RP on the barn engines. The board resolved to appoint Directors Nigel Evans and Philip Hawtin to take on the responsibilities of the HTA and work with RP.	

## 12 Winter job list

Ref	Comment	Action
12.1	TS to email latest job list to all board members.	TS

## 13 Maintenance plan

Ref	Comment	Action
13.1	Feedback on the draft maintenance plan is still required.	ALL

## 14 Any other business

Ref	Comment	Action
14.1	NE proposed Wendy Foster for the role of board chair. WF confirmed that she was willing to be nominated. It was agreed to give board members some time to consider the proposal before deciding and the secretary was asked to circulate a written resolution in due course.  (Note: A written resolution was unanimously supported on Thursday 11 <sup>th</sup> January and Wendy Foster was therefore appointed as Chairperson.)	PT

## 15 Date of next meetings

Ref	Comment	Action
12.1	Scheduled board meeting – Mon 26 <sup>th</sup> February 2024 at 10:00 a.m. at the Mill.	

## Approval

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

Peter Trowles  
Minutes Sec

**Report from Treasurer – 8 January 2024****Current balance: @ 08 January 2024**

Bank	£34,563
Cash	£ 583
Savings Reserve (Redwood Bank)	£15,000

**Significant Recent Income: since November**

Blacksmith Experiences	£ 1442
Wood turning experiences	£ 438
Christmas Fayre (Profit) (Awaiting surplus cost recovery)	£ 1205
Membership subscriptions	£ 230

**Significant recent payments:**

PLI etc insurance	£1932
Air Source Heat Pump service	£ 318

**Routine expenditure per month:**

Telephone/broadband - £50

ZOOM - £15.59

Cleaner - £20 per week average

**Significant forthcoming expenditure:**

Item		Forecast
Fee for forge hood survey	Quotation	£1075 + vat
Electrical work – replacement of fluorescent lights et al	See Terry Bailey memo	Est £3,000
Replacement fire and smoke alarm system		Est £8K
Steam boiler inspection fees		Est £200

**Expenses for Exhibitors**

We sometimes pay for exhibitors to attend our events under these circumstances:

- They are a unique act we wish to appear – eg Morris Side
- They will incur high fuel costs to attend – eg coal for steam engines

All claims must be agreed in advance.

Tony Simmons – Treasurer

## TRUSTEE CODE OF CONDUCT- COMBE MILL SOCIETY

### **Interpretation**

The Directors of the COMBE MILL SOCIETY Company are the Trustees of the COMBE MILL SOCIETY Charity. In the context of this Code of Conduct the terms 'Trustee' and 'Director' are to be treated as synonymous except where the context clearly forbids this interpretation.

### **Details of Code**

As a trustee of COMBE MILL SOCIETY, I promise to abide by the fundamental values that underpin all activities of this organisation. These are as follows.

### Our values

### **Accountability**

Everything COMBE MILL SOCIETY does will be able to stand the test of scrutiny by the public, the media, the Charity Commission and Companies House, members, funders, and the courts.

### **Integrity and honesty**

These will be the hallmarks of all conduct when dealing with members and volunteers within COMBE MILL SOCIETY and equally when dealing with individuals and institutions outside it.

### **Transparency**

COMBE MILL SOCIETY strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the volunteers, members, public and charity regulators.

Additionally, I agree to the following points:

### **Law, mission, policies**

I will act within the governing documents of COMBE MILL SOCIETY and abide by the policies and procedures of the organisation.

I will not break the law or go against charity regulations in any aspect of my role of trustee.

I will support the objects and mission of COMBE MILL SOCIETY and act as their guardian and champion.

### Conflicts of interest

I will always strive to act in the best interests of the organisation as a whole and not as a representative of any group, considering what is best for COMBE MILL SOCIETY and its present and future beneficiaries.

I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest as soon as it arises.

I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

### Person to person

I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, volunteers, members, service recipients, contractors or anyone I come into contact within my role as trustee.

I will strive to establish respectful, collegial and courteous relationships.

Where I also volunteer with the organisation, I will maintain the separation of my role as a trustee and as a volunteer.

### Protecting the organisation's reputation

I will not make public comments about the organisation unless authorised to do so.

Any public comments I make about COMBE MILL SOCIETY will be considered and in line with organisational policy, whether I make them as an individual or as a trustee.

When I am speaking as a trustee of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.

When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.

I will respect organisational, board and individual confidentiality.

### Personal gain

I will not personally gain materially or financially from my role as trustee, unless specifically authorised to do so, nor will I permit others to do so as a result of my actions or negligence.

I will use organisational resources responsibly. I will document expenses and seek reimbursement according to procedure.

I will not accept gifts or hospitality without the prior consent of the chair.

#### At board meetings

I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by COMBE MILL SOCIETY.

I accept my responsibility to ensure that COMBE MILL SOCIETY is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

I will abide by board governance procedures and practices.

I will strive to attend all board meetings, giving apologies ahead of time to the chair if unable to attend.

I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.

I will honour the authority of the chair and respect his or her role as meeting leader.

I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.

I will accept a majority board vote on an issue as decisive and final.

I will maintain confidentiality about what goes on in the boardroom unless authorised by the chair or board to speak of it.

#### Enhancing governance

I will participate in induction, training and development activities for trustees.

I will continually seek ways to improve board governance practice.

I will strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit.

I will support the chair in his/her efforts to improve his/her leadership skills.



Leaving the board

I understand that substantial breach of any part of this code may result in my removal from the trustee board.

Should procedures be put in motion that may result in my being asked to resign from the board, I will be given the opportunity to be heard. In the event that I am asked to resign from the board, I will accept the majority decision of the board and resign at the earliest opportunity.

Should I resign from the board I will inform the chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

Signed .....

Name .....

Date .....