

**Minutes of Annual General Meeting of Arundel Community Land Trust Ltd. Held 7pm
Thursday 20th June 2024 Arundel Town Hall, Maltravers St, Arundel BN18 9AP**

Members present: Caroline Elderfield (Director, Minutes); Darrell Gale; Doug Hart; Emer Osborne; Frank Regester; Hilary Knight (Director, Secretary); Iain Stirling; Isabel Thurston; James Stewart (Director, Treasurer); John Morrison; Joy Warren-Adamson; Kay Wagland; Michael Ward; Michele Kimche; Nicholas Chalk (Director); Nigel Dear; Paul Summers (Chair); Stephen Bloxham; Steve McAuliffe; Sue Hepburn; Tessa Bonner; Tom Basham (Director); Trevor Andrews; Wendy Eve (Director, Deputy Chair). Also present: Tony Hunt (Mayor of Arundel Town Council);

1. **Welcome** The Chair welcomed the 24 members present to the 2024 ACLT Annual General Meeting and the Mayor.

2. **Apologies for Absence and Proxy Votes**

Members: Ann Sutton; Carole Jones; Christopher Spratt; Claude Paradis; Elizabeth Maidlow; Esther Chalk; Graham Lane (Director, Deputy Treasurer); Jenifer Vipond (Proxy Vote with Tom Basham); John Godfrey; John Paton; Katrina Murray; Lance Kearon; Simon Rose; William Bauress. Apologies also received from Tom Warder (Action in Rural Sussex, Advisor to ACLT).

3. **Minutes of the Annual General Meeting held 30 June 2023**

Proposed by Martyn Pettifer, Seconded by Wendy Eve. APPROVED by show of hands.

4. **Directors' reports**

The officers updated members on board activity since the last AGM – see Appendix to minutes for full speaking notes.

Chair's report - key points:

- fortunate to have good range of skills and depth of experience on the board. Remain concerned to recruit from all sections of the Arundel community to bring diversity of perspectives to the board deliberations.
- as we come within sight of delivery of our first project bringing Affordable Housing to the development at Arundel Gate, time taken out of our normal cycle of board meetings for a 3-stage process: firstly, review and reflect on the ACLT's work since set up in 2019; secondly, an on-line session with external speakers and short videos to educate about how other CLT's go about their projects. All members were invited to this. Then, in January, a 'team building' day for board members including generating ideas about ACLT's future. This work is being captured in an updated Strategic Plan.
- maintained liaison with Arundel Town Council, including a presentation to the full Council in December 2023.
- two meetings in Autumn 2023 about the Arundel Gate development with Earl Henry and David Braddon (Esquire director). The construction site opened in October 2023 and good liaison with the Esquire team since. Process of reviewing the formal contract documentation associated with the scheme underway.

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- continuing benefits from our subscription to the CLT National Network. Provides good rates for organisational and Directors' insurance and access to learning from other CLTs. Directors have attended useful webinars during the year.
- Effort put in to engage West Sussex Police to bring forward the brownfield site on The Causeway allocated for housing in Arundel's Neighbourhood Plan. The Police Commissioner has said the site is required for continuing operational purposes. CLT continues to hope we can engage the Police Authority, in a collaboration to both meet operational policing requirements and bringing more affordable housing to Arundel.

Secretary's report – key points:

- 22 new members joining during the year, bringing our total to over 100.
- regular articles submitted to The Bell, a Magazine distributed to all households in Arundel
- looked for opportunities to contribute to Arundel Update
- Newsletters to members by e-mail
- Opportunity taken to apply for a grant to engage specialist expertise to help scope potential for further ACLT project(s), if any, after Ford Road. Support received from ADC officers and CLT members to define a brief and identify potential suppliers. A number of these invited to Express an Interest and provide indicative quotations. Panel of directors met two potential suppliers and deciding to appoint bardakanovchampkins.
- ACLT has continued to take an interest in the new open access public space at Arundel Gate. This comprises 50% of the site, and when combined with the Gifted Land, and adjacent allotments and Priory Pocket Park, brings enormous potential to contribute to bio-diversity and the town's Climate Emergency campaigns in relation to bees, birds and insects.

Local Lettings Policy for Arundel Gate:

- an update was provided by the Chair and the Secretary and a written note was available to those present. Further information and links to Arun District Council's e-form are available from the CLT's website.

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5. APPROVAL of Annual Accounts to 31 March 2023

The Treasurer presented the Annual Accounts which had been circulated in advance to members. See appendix for detailed speaking notes.

Proposed Martyn Pettifer Seconded Darrel Gale. AGREED by show of hands.

Question: Member (Nigel Dear). Clarification of what grants applied for and proposed use?

Answer: two separate grants from Arun District Council: one for Administration including legal fees. Another from ADC Section 106 monies left over from contributions for affordable housing relating to past developments.

6. RESOLUTION NOT TO REQUIRE A FULL AUDIT OF ANNUAL ACCOUNTS TO 31 MARCH 2024.

In accordance with the Act and the Society's Rule 26.2 members resolve:
(i) That the requirement to appoint a qualified auditor be 'disapplied' as the Society's turnover will fall below the threshold required (value of aggregated assets less than £2.8m, and turnover for the previous year was less than £5.6m) for a full audit;
(ii) The society's income/expenditure ledger shall be scrutinised by the secretary and directors only and signed, as a true record, by the secretary and two directors or any other number as may be required by legislation.

Proposed Steve McAuliffe; Seconded Michael Ward. AGREED by show of hands.

7. AMENDMENT TO FINANCIAL REGULATIONS.

Details to amend section 4 of Financial Regulations to provide better control of contracts and purchase orders had been circulated in advance to members.

Passed by show of hands

8. ELECTION of Directors

The Secretary explained the election process and drew attention to the criteria decided by the governance group when ACLT set up 2019. The criteria are checked and reviewed annually by the board. Five nominations received in accordance with the timetable. Information provided by candidates had been circulated to all members in advance of the AGM and hard copies were available to members present.

Nominations received:

John Morrison:	Proposed - Paul Summers	Seconded - Hilary Knight
Wendy Eve;	Proposed - Martin Pettifer	Seconded - James Stewart
James Stewart,	Proposed - John Zimmer	Seconded - Michael Tu
Graham Lane	Proposed - Hilary Knight	Seconded - Paul Summers
Hilary Knight	Proposed - Paul Summers	Seconded - Caroline Elderfield

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All five were ELECTED by a show of hands with no votes against.

9. Scoping our next project for affordable housing in Arundel.

James Stewart introduced Nicholas Champkins of Bardakhanovachampkins, who have been appointed to provide expertise advice to ACLT following a competitive selection process overseen by a sub group of ACLT directors.

- design led architecture practice founded in 2013
- based in Lewes, working on a number of community led housing projects in Sussex.
- have delivered a number of award-winning projects both in the UK and abroad.
- emphasis on the quality of both the outcomes and development process, the highest standards, best practices and ethics.

Key points from presentation by Nicholas Champkins (See Appendix 2 for slides in full):

- Types of opportunity and ways ACLT can have agency to deliver projects
 - as participant e.g. in a commercial opportunity where CLT acts as catalyst, champion or junior partner;
 - as facilitator where CLT is pro-active collaborator with third party;
 - as lead.
- Challenges: Land; Finance; Expertise

Building on information gathering and analysis of Arundel, the project will prepare feasibility studies for emergent opportunities. The outcome will be a clear and defined opportunity, or set of opportunities, with a viability and 'roadmap' such that ACLT can, in consultation with its membership, and wider community move, if desired, confidently to the next step.

Questions from members and further discussion points.

- Design priorities? Generally materials and detail
- Flexible use - e.g. potential for downstairs bedroom, disabled access.
- Overall control of process - according to long term established brief.
- Best value, not in terms of money? Always cost but comprehensive considerations - eg. delivery on need reveals potential alternative options.
- Delivery? Use of local contractors,
- Consistency. Avoiding developmental shortcuts.
- Process? Very detailed initial information gathering. Not limited just to the known, obvious sites.
- Evaluation/ Assessment of potential contributory stewardship assets.
- Overall picture

8 Chair summing up and thanks to members.

Meeting closed at 8.30 pm

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APPENDIX 1 – OFFICERS’ REPORTS – SPEAKING NOTES.

Chairs’ Report – Paul Summers

The board has met 8 times since the last AGM. Hilary, James and I will highlight the various issues we have been dealing with on your behalf.

We took time out of our normal cycle for a 3-stage process in November, December and January, when we stepped back from our monthly business to,

- firstly, have a ‘look back session’ when we reviewed and reflected on the ACLT’s work since we set up in 2019.
- Then, some of you joined us in early December for an on-line session with external speakers and short videos to educate ourselves about how other CLT’s go about their projects.
- And, thirdly, in January, we had a ‘team building’ day for the board, when we generated ideas for ACLT’s future, as we come within sight of delivery of our first project bringing Affordable Housing to the development at Arundel Gate.

Two board members, Hilary and Tom Basham, are taking this forward to document an updated Strategic Plan.

I’d like to thank the board members who have served during the year, some of whom will be standing for re-election this evening. During the year, Amelia Lazareski resigned from the board because she has now left home to study in Bristol, so a special note of thanks to her. Having a sixth form student as director for 2 years brought new perspectives to the board. Please think widely about who might be prepared to join us to bring diversity of life experience, as well as complementary skills as move into the final terms for some of our longer serving directors. We were pleased to welcome John Morrison to our meetings after he joined the CLT in the New Year. I’m glad he hasn’t been deterred by what he’s seen and is standing for election tonight.

Any member is welcome to join a board meeting to find out more about ACLT. This doesn’t have to put you on the road to making the commitment to becoming a director, but please do consider either or both!

We’ve worked hard to maintain liaison with Arundel Town Council during the year. Hilary and I met with our new Link Councillor, Cllr Lovell last August. James, Hilary and I made a presentation to the full Council in December. A few of us, but Hilary and Caroline in particular, engage with the consultation on the Gifted Land within the Arundel Gate development. Hilary has represented us on the Neighbourhood Plan Steering Group and recently contributed some comments for the housing section of the Local Plan ‘Direction of Travel’ consultation.

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I'm really pleased to see the Mayor with us this evening, particularly in view of the presentation and discussion to come to scope a potential second project to follow our contribution at Arundel Gate.

We had two meetings last autumn with Earl Henry and David Braddon, one of the Esquire directors. This kept us well informed as the construction site opened in October and we have had good liaison with the Esquire team since. Hilary will report on more detail on the contract documentation side of things, and, continuing considerations about the new public open space.

We continue to benefit from our subscription to the CLT National Network. This provided us with good rates for organisational and Directors' insurance, but also access to learning from other CLTs. Directors have attended webinars during the year and Hilary and I will be going to a day conference in London tomorrow.

We put some effort during the year into engaging with West Sussex Police about bringing forward the brownfield site on The Causeway [opposite the Lido] for housing, as provided for in Arundel's Neighbourhood Plan. The Police Commissioner has said the site is required for operational purposes. We continue to hope we can engage the Police Authority, to collaborate on both operational policing requirements and bringing more affordable housing to Arundel. Nicholas' presentation later this evening is relevant to how we might go about this.

Secretary's Report – Hilary Knight

I'd like to start by saying how much I've appreciated having a Deputy Secretary during the year. Caroline Elderfield now does the heavy lifting on the board minutes, with occasional further back up from Nick Chalk. This makes a huge difference to me and I'm hoping the new board might decide to establish a new role of Membership Secretary, so new members get more timely issue of your Share Certificates and confirmation when your members has been approved.

We have continued to grow our membership during the year, with 22 new members joining during the year, bringing our total to over 100. Please continue to ask family and friends to show their support by becoming members. I've left some Application Forms and leaflets at the back. Or, they can always be downloaded from the website.

We have submitted regular articles to The Bell during the year and looked for opportunities to contribute to Arundel Update. This has included highlighting how to register for the Affordable Housing at Arundel Gate and helping Esquire advertise job opportunities on the construction site. Thanks to James for setting up 'MailChimp' for our Newsletters – I hope you find the new format makes it easier to keep up with our news. James and I continue to make every effort to keep the website the go-to place for information about ACLT. Please take a look and don't hesitate to give us feedback to help keep it fit for purpose.

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I'm grateful to Martyn Pettifer and James for joining me to form a Legal Sub group to oversee the detailed and complex process of reviewing the legal documents in relation to the Arundel Gate development. This includes

- A Contract for Sale between four parties: Fitzalan Estates Ltd (part of the Norfolk Estate); Esquire Developments; ACLT and Aster. This will be linked to the formal Transfers with the Land Registry;
- A Lease initially between Fitzalan Estates and Aster, but which passes contemporaneously within the Sale provisions
- Articles and Memorandum for the Management Company which will take responsibility for the Estate Road and land not sold to the Freeholders of the 90 dwellings.

We were successful in getting important issues clarified in the Heads of Terms issued last autumn in advance of these documents. Since then, critical points such as a formula for allocation of Service Charges between the private owners and the Affordable Housing tenants have been negotiated in advance of being incorporated into the relevant parts of the document set.

We were pleased to hear the Norfolk Estate intend to retain a 'Golden Share' in the Management Company, with a 'Silver Share' for the CLT. We grateful to Aster for engaging with us on the constitution of the Management Company and how the issue of the 27 Votes for the Affordable Homes.

Devils-in-the-detail remain to be completed on the contractual documentation. Doing this in a way that makes effective use of our professional legal advisor's time and keeps within available ACLT funds has required some hard slog during the year. The other parties are signalling that they are moving towards 'close' but we have not had sight of the changes made since the New Year so it's not possible for ACLT to know how much more effort will be required on our part.

LOCAL LETTINGS – see handout summarising key aspects. Please use it to help conversations in the community about the Affordable Homes at Arundel Gate. Also, the A5 leaflet telling people how to register for the Affordable Homes and there is information on our website giving information and links to the District Council forms. Please make sure people interested, register as soon as possible if they have not already done so. You can see from the chart at the end of the handout that there is already over demand, but some of the people registered may drop out. And, whilst no comfort to people who are not high enough up the list to get one of the Arundel Gate homes, this is important information about Arundel's housing needs that can inform future projects.

If you have enquiries on behalf of individuals, please speak to me privately, or advise them to contact the CLT via our website. ACLT will not be responsible for allocating the properties but we are working

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closely with ADC and Aster to make sure our Policy is implemented fairly and we will always do what we can to help make sure people do not lose out for the wrong reasons.

Last Autumn, Cllr McAuliffe, one of Arundel's representatives on Arun District Council, drew our attention to an opportunity to apply for a grant to engage specialist expertise to help scope ACLT's next project, now the Ford Road project is well on the way to delivery. We received support from ADC officers and CLT members to define a brief and identify potential suppliers. We invited a number of these to Express an Interest and provide indicative quotations. This led to a panel of directors meeting with two potential suppliers and deciding to appoint bardakanovchampkins. Nicholas Champkins will be introducing himself and setting out the initial steps in this work later this evening.

Some of you know that we have continued to 'worry away' at the issues of the new open access public space at Arundel Gate. This comprises 50% of the site, and when combined with the Gifted Land, and adjacent allotments and Priory Pocket Park, brings enormous potential to contribute to bio-diversity and the town's campaigns in relation to bees, birds, insects and so on. The recent ATC decision to develop a Food Forest on the Gifted Land brings great potential to join up with the proposals for Children's Forest to the north of the site and adjoining Priory Pocket Park. We look forward to working in collaboration with all stakeholders to ensure a holistic approach that can evolve and sustain beyond the handover by Esquire to the Management Company.

Since the three sessions Paul mentioned when we generated discussion about where ACLT goes next, now that we can see that our first project is on course to be delivered, Tom Basham and I have started drafting a new Strategic Plan for ACLT

In the final section of tonight's meeting, James will introduce Nicholas who will lead a discussion to gather your thoughts and take things forward.

Treasurer's Report – James Stewart

The accounts for the year to March 2024 are largely similar to the year before.

In the year to March 2023 we were still paying a monthly fee for Zoom as a result of having online meetings due to Covid restrictions.

Our expenses include the annual subscription to the CLT Network, Insurance, website and meeting room hire.

These totalled £523 compared to £673 the previous year.

These were matched by an allocation from our grant received reserve, so there is no surplus or deficit to report for the year.

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There was an increase of 22 in the number of members in the year bringing the total to 102. They contributed an additional £79 to the CLT's share capital, bringing the total to £367.

Our bank balance at the end of the year was £5369.

This represents the Arun District Council grant yet to be used of £4993 and our reserves of £375

The remaining grant is expected to be used in 2024 for legal fees in relation to the contract of sale and lease agreement (up to £3,000)

In addition we are anticipating additional legal fees for work on the new management company (up to £3,000).

Since these exceed our current bank balance we have applied to ADC for a further administration grant to tide us over until we start to receive ground rents on the new affordable homes.

Completion of the CLT homes have been delayed and is now expected to be summer/autumn 2025. We understand that the first ground rents will be due one year after completion, so this would be summer/autumn 2026.

The ground rents will be £4 per affordable rented house per week, which comes to £4,160 per year from later 2026.

The grant we have applied for is £4,500 which should cover the legal fees outlined above and our administration costs until then.

APPENDIX 2 – NICHOLAS CHAMPKINS SLIDES

Three types of opportunity and three different ways ACLT can have agency:

Participate A straightforward 'commercial opportunity' where ACLT can act as a catalyst, champion or junior partner.

Facilitate A pro-active collaboration with a third party who may have objectives and wider aims than just a straightforward financial return.

Lead Independent or 'standalone' projects, likely smaller and less commercial, where ACLT can play a lead role.

A community-led organisation can bring extraordinary agency and vision in the conception, formation, delivery and stewardship of community assets. There are three challenges:

Land What is actually available, feasible and realistic within the sensitive and specific context of Arundel?

What constraints and opportunities might shape the creation of something valuable for community and/or nature benefit?

Finance Can it be viable and deliver on the community's strategic aims? How will it be funded at inception, implementation, and in the long term? What sources of grants, ethical borrowing or joint ventures can be considered?

Expertise How can the skills, and importantly enthusiasm, that the CLT has at its disposal be augmented by professionals in a defined and constructive way to ensure an efficient, logical and effective process.

Building on comprehensive information gathering and analysis of Arundel (in the broadest sense) we will prepare, in concert with ACLT, a series of defined feasibility studies for emergent opportunities in the town that describe:

The idea and the potential positive benefit for the town and community

The scope or capacity, strategic design, and sense of character and atmosphere

The policy context, stakeholder aspirations and other opportunities/constraints

The long term financial viability and operation model

A delivery strategy that including sources of funding and potential partnerships

A programme and project methodology, including the critical path and risk management

The outcome will be a clear and defined opportunity, or set of opportunities, with a resolved viability and 'roadmap' such that ACLT can, in consultation with the membership and wider community move, if desired, confidently to the next step.