

Arundel Community Land Trust

Minutes of ANNUAL GENERAL MEETING held 2 July 2020

held virtually through Zoom due to restrictions of public gatherings (Coronavirus)

Attendance: Trevor Andrews; Tom Basham; Pete Crowe; Darrell Gale; Deborah O'Reilly; Martyn Pettifer; Sarah Plumley; Marc Rankin; Simon Rose, James Stewart; Paul Summers; Jennifer Vipon (applicant member, no vote); Kay Wagland; Michael Ward; Tom Warder (Action for Rural Housing in Sussex, no vote).

1. Welcome

Darrell Gale welcomed members to the meeting and thanked them for agreeing to a virtual AGM to ensure compliance with our Rules to have an AGM and make our annual return to the Financial Conduct Authority.

We have 58 members (including three children aged 11-16 who have not yet been asked to sign their own form as required by the proposed Standing Orders). The quorum for a General Meeting is 10% of members, so since more than 6 people were present, the meeting was quorate.

Votes would be taken by show of hands using the Zoom gallery feature. Wendy Eve and Tom Basham would act as tellers if needed.

2. Apologies for absence and proxy votes

Apologies received from Julie Buckle, Adrian Burrows, Paul Dendle, Graham Land, Charles Loxley (Proxy vote allocated to Hilary Knight), Gemma Odde, Allison Pallis (problems accessing Zoom link), Julia Richards, Ann Sutton.

3. Minutes of the Special General Meeting held 12 February 2020.

Proposed by James Stewart and seconded by Wendy Eve that the minutes of the Special General Meeting held on 12 February 2020 be accepted as an accurate record. APPROVED by show of hands in Zoom Gallery.

4. Chair's Report

DG thanked the governance sub group which had been set up at the February SGM for establishing a robust governance framework for the CLT, using national and regional best practice and local skills and experience to ensure compliance with our Rules and FCA regulation.

Since registration as a Community Benefit Society in August 2019, preceded by the Town meeting in May 2019 and work led by James Stewart and many others on the Arundel Neighbourhood Plan review, a small steering group had worked behind the scenes to be ready to establish the CLT as a credible organisation, ready to hit the ground running to work with landowners and developers to provide community led housing for people connected to the town. Links have been made with social housing providers and an ecology group set up for the Ford Road site. A local lettings group will start work in the near future.

The current membership represents the early adopters attracted by the door to door leaflet and Farmer's Market in January. We now need a larger number of the

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town's population to become members of the CLT. When the Farmer's Market restarts we need to use this and other means to recruit more £1 share members to maintain a wide membership base.

The CLT has powers to work for the benefit of the whole community, with addressing housing needs are the forefront and potential to work with developers on other facilities.

The Chair invited Wendy Eve to update members on the recent Housing Needs Survey. Action for Rural Housing in Sussex conducted an independent survey funded by the Town Council. A draft report has been issued to the Town Council and the CLT and we'll put the final on our website when it's available. The 16% response rate was? not out of line with others and similar to Arundel's response rate of 18.5% in 2012. The Covid situation may have impacted as the deadline was in March, though a few late returns were accepted. The level of support for affordable housing development is exceptionally high at 89%. More information about the 29 people in affordable housing need is in the report. AiRs say it is fairly typical for Local Housing Needs Surveys. It is important to see this need as a snapshot and indicative, rather than transferable to any specific development. But we hope it will be of interest to developers and inform our Local Lettings Policy to be agreed with Arun DC. Housing need information can be refreshed nearer the time the affordable housing is ready by inviting expressions of interest.

The Chair then invited James Stewart to update members on the Ford Road project. JS explained that he and Hilary Knight, along with the Town Council and other stakeholders, had been invited to preview the plans Savills were working on to take proposals for the Ford Road site through the planning process. The public exhibition due to take place in April had been postponed due to the coronavirus 'lockdown'. The Norfolk Estate have said that the public consultation will take place over the next few months, and that the pre-planning process will then be complete. Public consultation will involve a physical exhibition at the Norfolk Hotel with social distancing arrangements in place. We will suggest this will be supplemented by an on line consultation. The CLT hopes to have input to ensure the process is inclusive and enables residents to genuinely shape the proposals.

The next step is to agree Heads of Terms with the Norfolk Estate, Arun District Council and Aster, our preferred Registered Provider.

Kay Wagland asked a question about tenure and expressed concern about shared ownership and the loss of affordable housing in the longer term. JS and TW explained that it will not be possible to prevent 100% 'staircasing' of shared ownership on the Ford Road site due to legal provisions for Leasehold Enfranchisement. The CLT Rules do not allow the permanent transfer of our assets, so we will not have a direct interest in any Shared Ownership units on the site but we hope our Registered Provider will as this should give us some influence. Kay Wagland commented on the pre planning work and whether reassurances about the quality of the estate would be compromised due to cost pressures. What can the CLT do to hold the landowner/developers to account? DG commented on the Norfolk Estates history of developing quality housing for workers as well as

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allocating land for social housing. The Earl and the Duke are well aware that the legacy will be judged in terms of the quality of the development.

KW also raised the issue of views from the new homes on the site and commented that the value of the homes would be lower if and when the preferred route for the new dual carriageway is built. DG acknowledged that the planning perspective is based on views of the town from the south and the planning principle for this development is protecting the impact on the shape of the townscape from afar. JS said the South Downs National Park had raised concerns about views which had strengthened the Neighbourhood Plan, and that would add scrutiny of these issues.

HK said she hoped the property/development group would help work to get transparency of the viability of the proposals.

JS invited members to contact HK if they were interested in joining any of the sub groups relating to the Ford Road development: biodiversity, community consultation and Local Lettings Policy.

5. Secretary's report

Hilary Knight said she hoped members had looked at the Standing Orders advertised on the agenda and available on the website. One detail we clarified in the Standing Orders is how child membership will work: children must sign their own application form and understand the responsibilities of membership which includes voting rights. For this reason, the minimum age is 11, with parental countersignature required up to the age of 16. One very young child member's certificate has been transferred to parent who signed the form. There are three other child members who we will approach to sign their own forms with parental counter signature for the two younger ones.

The CLT has 55 members until these children are re-subscribed.

The board have agreed a Data Protection Policy and HK is working with Tom Basham to keep key CLT records and documents securely.

HK added her thanks the governance group – the group had undergone a very thorough process to check where our Rules would benefit from additional guidance in Standing Orders. This means that four people standing to be Directors that know the Standing Orders well and good basis to brief rest of the board when appointed.

Also, we have published the four page Code of Conduct on the website as a separate document – it relates to members generally, and Directors specifically (other aspects of expectations of Directors are in the Rules themselves). HK encouraged members to look at the Code of Conduct. From now on, will provide hard copy of Code of Conduct when share certificate issued as way of raising awareness.

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We had useful discussions with the Steering Group about confidentiality and transparency – we are working hard to keep website up to date and that is main source of information for members as well as more general public. The website will include minutes of board meetings as well as General Meetings like this.

The Standing Orders were proposed by Pete Crowe and seconded by Tom Basham. APPROVED by show of hands in Zoom gallery.

6. Treasurer's report

James Stewart ran through the details within the income/expenditure report circulated with the agenda. We have £3,942 in the bank. There is potential to apply for a further £4K seed corn grant if needed. We will get £4 per week per property income under the proposed Heads of Terms for the Ford Road development, which will provided £4K a year on going costs.

JS explained that there is no requirement to have an audit as ACLT assets are less than £2.8m. However, we required members to vote for unaudited accounts. He proposed that we appoint two lay auditors and avoid the additional cost of a professional audit this year.

It was proposed by Hilary Knight and seconded by Martyn Pettifer that in accordance with the Act and the Society's Rule 26.2 members resolve:

1. 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;
2. That the Directors appoint two or more suitable independent lay auditors to produce a 'lay audit' of the Society Accounts.

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.

The above resolution was CARRIED unanimously by show of hands in the Zoom Gallery.

It was proposed by James Stewart and seconded by Marc Rankin that members APPROVE the resolution that

- The draft accounts be adopted on the basis that a 'lay audit' will be carried out subsequently.
- the final accounts are accepted by the board of directors on the basis of the draft ones before this meeting, provided the 'lay auditors' report is positive and added and there are no material changes.

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The above resolution was CARRIED unanimously by show of hands in the Zoom Gallery.

7. ELECTION of Directors

HK reported that 11 valid applications had been received. The information from candidates had been collated into document for members to look at it in advance of the meeting. All candidates individually meet the criteria identified as necessary by the governance group's work, and the combined skills create the board we require.

The hustings held on Zoom on 24 June were attended by 12 members and one applicant member. 10 of these were candidates. One candidate unable to attend due to very recent bereavement.

DG move from the Chair that all 11 candidates to be appointed. This was seconded by Trevor Andrews and AGREED unanimously by a show of hands in the Zoom Gallery.

8. Any Other Business (to be notified to Secretary by 14 days prior to Meeting date)

HK confirmed that no AOB had been notified.

The Chair thanked Tom Basham for setting up this evening's meeting and providing technical support.