

# Minutes of an Extraordinary General Meeting of Tetbury Rail Lands Regeneration Trust held on Thurs 19 May 2016

Registered Charity No1092160    Registered Company No 4102029

Patron: HRH The Prince of Wales

**Date: Thursday 19 May 2016**

**Time: 7.30 pm**

**Venue: Tetbury Town Council Offices**



## 1. Attendance

**Present:** Will Cook (Chairman), Peter Atkinson, Nicola Clark, Laura Colquhoun (part-time), Barrie Doyle, Mary Doyle, Stephen Hirst (part-time), Caroline Morgan, Malcolm Norman, Brecon Quaddy, Karen Quaddy (part-time), James Scurlock, Jan Vriend, Carolyn Witcher, David Walker (Secretary).

**Apologies:** John Andrews, Paul Lockley.

## 2. Approval of Minutes of the Previous Meeting

The minutes of the meeting of 21 April 2016 were proposed and accepted as a true record with the following amendments:

- a. **Attendance, Present** – delete “Karen Quaddy”.
- b. **Paragraph 5a** - delete “24 Apr 2016”, insert “24 Mar 2016”.
- c. **Paragraph 10a** - delete “Tetbury Choral Society”, insert “Tetbury Community Choir”.

## 3. Trustees’ Declarations

The Chairman asked all Trustees to declare any conflicts of interest that might arise from the proposed agenda. No Trustee declared any conflict at that time. *(Mr Hirst, who arrived later, declared his interest as a town councillor when discussing finance.)*

## 4. Actions and Matters Arising from Last Meeting and Introductions

### a. Actions Arising From the Last Meeting of 21 Apr 2016.

- i. **Action 1** – Mr Walker reported that he had considered various new appointments within the Trust and had drafted responsibilities for these new roles which could be found at Dropbox- TRLRT Shared Dossier / Company Governance/Job Specs. He stated he would e-mail them to all members (Afternote: e-mail sent 20 May 2016). **Action Complete.**
- ii. **Action 2** – Mrs Morgan stated that no planning permission was required for the placement of a storage container at the Goods Shed. **Action Complete.**
- iii. **Action 3** – Letter re cycle racks, see Para 5f below – **Action Complete.**
- iv. **Action 4** – Mr Cook had called a meeting to discuss allocation of funds to the redevelopment project. **Action Complete.**
- v. **Action 5** – Mr Walker reported that Mr Quaddy had set up a Shared Dossier on Dropbox to which he had added many files and photos. Anyone wishing to access this Dropbox should contact Mr Quaddy for details as to how to do it. **Action Complete.**
- vi. **Action 6** – Membership details form. Nobody appeared to have a copy of the original form. Mr Walker volunteered to produce one, see Paragraph 6e below – **Action Continuing.**

- b. **Matters Arising.** Mr Walker reported that the CEO Tetbury Town Council (TTC) had raised some points in an e-mail. He would mention the relevant points under the agenda item.

## 5. Joint Working with Tetbury Town Council (TTC)

- a. **Update on Architect and Redevelopment.** The Chairman reported that redevelopment work was due to commence immediately after Woolsack Day (30 May 2016) and the first phase was expected to last 5 months, finishing in Nov 2016. It had been agreed that he would be kept fully informed of all decisions made between TTC and the contractor, Stonewood. He and CEO TTC had had a meeting with the contractor's team and he had been very impressed by them. Due to insufficient immediate funding being available, the redevelopment building would be in two phases: Phase 1 – All work less glass foyer and kitchen fitting out; Phase 2 – Glass foyer and kitchen fitting out. The current drawings indicated that the main doors would be fixed in the open position. This raised concern among the members as it would mean that 1) a black-out (and noise reduction) for performances could not be achieved and 2) at the end of Stage 1 the building would be left wide open with no security. It was agreed that the situation was unacceptable and that the TRLRT oversight team should pursue the matter and report back to the members with a solution – **Action 1 - Msrs Cook, Doyle and Quaddy.**
- b. **Lease and Agreement to Transfer Money to the Project.** Mr Doyle summarized the financial situation for Stage 1 (see Annex A) by stating that the cost of Phase 1 would be £425k (the lowest tender) of which TTC required the Trust to provide £136,700 which was a historical figure previously presented by TRLRT and on which TTC had based its funding scheme. The situation for Stage 2 was as at Annex B although the LEADER funding was now not £50k but £32k. The Summerfield grant had been withdrawn on expiry of its time limit but had now been reinstated. Mr Doyle presented the overall situation in regard to received, pledged and allocated funding by means of Annex C. He then summarized the meeting that had been held with TTC, see the agreed actions at Annex D. It had been agreed in principle that in exchange for funding TRLRT would be granted a 25 year lease on completion of the building work. Mrs Quaddy asked for clarification of what constituted completion of the building work. Mr Quaddy stated his belief that it meant the architect signing off on Stage 1.
  - a. **Transfer of Funds to TTC.** Mr Quaddy proposed that the Trustees present should give their agreement to the transfer of £136,700 from the trust to TTC subject to the agreement and countersignature by TTC of a Letter of Intent to Lease being prepared by Julia Hasler on behalf of TRLRT. This was seconded by Mr Doyle and carried by 6 votes to nil with one abstention (Mr Hirst declaring an interest as a TTC councillor.)
  - b. **Authorization of Payment for Lease Document.** Mr Walker proposed that the Trust authorize the payment of £2,000 to Tanners LLP for the preparation of a lease document. This was seconded by Mr Doyle and carried by 6 votes to nil with one abstention.
- c. **Outside Platform, Container for Storage and Clearing Out Shed.**
  - a. **Container.** The Chairman reported that during the redevelopment storage would be needed for the Trust's furniture and other items in the Goods Shed. Eagle Plant could provide a 20ft container for £13 per week plus £40 for transportation to site. It was to be sited just beyond the outside platform towards Wiltshire Bridge. Mr Vriend **proposed that expenditure on the container be authorized; this was seconded by Mr Hirst and agreed unanimously.** Mr Scurlock offered further space under cover at a local farm.
  - b. **Clearing Goods Shed.** The Chairman requested that anyone who could should assist with clearing the Goods Shed on Tuesday, 31 May. The contractor had agreed to store the timber currently on the "stage" but the remaining timber would need moving and storing by the Trust. He also

reported that the contractor had agreed to buy the site fencing that the Trust had bought for the cattle dock refurbishment work.

- c. **Photographic Record.** Mrs Quaddy reported that she was meeting some members of Tetbury camera club on 25 May 2016 with a view to making a record of the site as it proceeds through redevelopment. The Chairman agreed to ensure that they would be able to have access.
- d. **Update on Equipment for Inside Of Goods Shed.** Mr Doyle reported that he had had further quotes for the seating. Although cheaper than the original he needed to examine the specifications before establishing whether they were better value.
- e. **Play Area.** Mr Walker reported that the CEO TTC had advised via e-mail that the Trust should involve the council Heritage and Regeneration (H&R) team as it had a fund for projects and open spaces. This needed to be done sooner rather than later. It might also be possible to apply for funding from Tesco which had recently awarded £30,000 to Wotton under Edge for 3 different projects. She also wrote that Richard Smith might be willing to help in making some Tesco bids. If the council bid for the money then the work could be done without paying VAT.
- f. **Cycle Racks.** The Chairman reported that a letter requesting that TTC make provision for cycle racks at the Goods Shed had been sent. Mr Walker reported that the CEO TTC had advised via e-mail that any installation should come through H&R at the council, the date of their next meeting being 6 June. Again, she noted her belief that an application to Tesco should also be made.

## 6. Funding and Business Planning

- a. **Treasurer's Report.** The Treasurer reported that there was £51,253 in the bank with money having been received from Wacky Race Day and Gift Aid. The Lions had indicated they were giving a further £200. It was agreed that Mr Norman should be become a cheque signatory – **Action 2 - Mr Norman and Mrs Morgan.**
- b. **Report from Funding Group/Progress of Current Bids.** Further to his previous funding statement Mr Doyle reported that 2 more bids for £25k would be submitted in the near future with a hope to submit further bids at a rate of one per week. Mrs Witcher reported that she was in the process of completing a Tesco charity funding application form and was confident that the Trust would receive some money. Mr Hirst reported that the Entrust form had gone in and having been vetted by 2 of their trustees would definitely be going to the full council. He was optimistic of getting some money. The Leader application had also been submitted after some difficulties and although we could now only claim a maximum of £32k he was again optimistic of obtaining some funding. Mr Hirst also reported that Leader was EU-funded with the main aim of generating employment. TTC's application envisaged two equivalent full-time employees at the Goods Shed and if the Leader application were successful these would have to be employed.
- c. **Manager for Running the Goods Shed.** The Chairman stated that with the current state of funding the Trust was still unable to proceed with obtaining a full-time Arts Centre Manager.
- d. **Filing and Organising of Goods Shed Documentation.** The Secretary reported that a start had been made on the electronic filing system by creating a shared dossier in Dropbox into which some recent documents and photos had been put.
- e. **List of Members Who are not Trustees.** Mr Quaddy agreed to create a database from the file of membership forms held by the Chairman – **Action 3 – Mr Quaddy.** Mr Walker took an action to create a new membership application form giving contact details and how the applicants wished to help – **Action 4 – Mr Walker.**

7. **Rail Track Bed Developments.** The Chairman reported that he had had a further e-mail from Gloucester County Council advising of a slight revision in the proposed route of the new path from the track bed to the Long Newnton Road, the route being slightly less steep.
8. **Report from Events Committee.** Mr Walker was requested to ensure that all members received a copy of the last meeting of the Events Committee held on 25 Apr 2016. (Afternote: minutes sent by e-mail 20 May 2016. Action Complete).
  - a. **Community Bike Ride 12 Jun 2016.** It was reported that Mr Lockley had requested a bike ride banner for the council offices. This was agreed to by the meeting and Mr Quaddy was requested to action it – **Action 5 – Mr Quaddy.**
  - b. **Wacky Races 2 May 2016/Woolsack Race 30 May 2016.** The Chairman reported that Wacky Race Day had been successful for the Trust and all of the stall-holders had indicated their wish to attend further days. . At least 11 stalls had booked for Woolsack Day. He stated that he and Mrs Witcher would not be available on Woolsack Day and Jill Dodge would be in charge of the tea and cake stand. He requested as much help and as many cakes as members could provide, members to liaise with Jill.
  - c. **Car Boot Sale.** Due to the Bike Ride and the unknown space restrictions around the site it was agreed that the June Car Boot sale be cancelled.
  - d. **Music Events.** The Chairman reported that the Trust had agreement from TTC for the outside platform to be used for performances. Nicola Clark was requested to investigate holding a folk singing event and to propose a date – **Action 6 - Nicola Clark.**
9. **AOB**
  - a. **Seat Sponsorship.** Mr Cook reported that to raise funds the seats in the Goods Shed was available for sponsorship at £250 per seat, with sponsors having their names placed on the seats. A plan of the seating was needed so that a record could be kept of sponsors (and for promotional use. – **Action 7 – Mr Doyle.**
  - b. **First Aider.** The Chairman stated that as far as he knew he was the only qualified first aider and he believed there should be at least two. Qualification was by attending a Red Cross course at Stroud. He requested anyone already qualified or anyone interested in attending the course to contact him.
10. **Date of Next Meeting.** It was agreed the next meeting of TRLRT would be the Annual General Meeting to be held on Thursday 23 June 2016 at 7.30pm in the Town Council Offices.

David Walker  
Assistant Secretary

Will Cook  
Chairman

**List of Annexes:**

- A. Stage 1 Costs and Funding
- B. Stage 2 Costs and Funding
- C. Summary of Pledges and Cash Gifts
- D. Actions Agreed at TTC & TRLRT meeting of the Architect Group for the Goods Shed Project: 18 May 2016

**Annex A to Minutes of TRLRT  
Meeting of 19 May 2016**

**Stage 1 Costs and Funding**

**THE GOODS SHED PROJECT**

13-May-16	<b>STAGE 1</b>	
<u>BUILDING COSTS</u>	<u>£ ex</u>	
	<u>VAT</u>	
Builders Quote for full renovation and extension	425,306	
less pc sum for foyer (deferred to Stage 2)	40,000	
les pc sum for kitchen (deferred to Stage 2)	20,000	
seating quotation - always a Stage 2 cost	_____ -	
	365,306	
Quote for mechanical & electrical services	141,490	2nd quote awaited
Remaining Architect Fees	10,000	
VAT on TRLRT contribution (20% of £136,700)	27,340	
Total Stage 1 Cost :-	544,136	
<u>INCOME</u>		
TTC contribution	361,792	
TRLRT contribution	136,700	
Brought forward from TTC project fund	20,000	
TTC free reserve	25,644	***
Total Stage 1 funding :-	544,136	

\*\*\* GET bid for £30k has passed stage 1 selection passed. Decision due 20 May

**Annex B to Minutes of TRLRT  
Meeting of 19 May 2016**

**Stage 2 Costs and Funding**

13-May-16	INTERIM	STAGE 2
<u>BUILDING COSTS</u>		<u>£ ex VAT</u>
pc sum for foyer (from Stage 1)		40,000
pc sum for kitchen (from Stage 1)		20,000
Seating quotation		60,000
	Total Stage 2 Cost :-	120,000
<u>INCOME</u>		
TRLRT :-	Foyle Foundation (seating)	15,000
	Rowlands Trust (kitchen)	5,000
	Garfield Weston (uncommitted)	<u>30,000</u>
		50,000
TTC :-	LEADER ** matched funding	50,000
TTC + TRLRT reserve funding		<u>20,000</u>
		120,000
* Provisional seating quotation		
** LEADER final submission is due 20 May. Decision ~ July		
*** Summerfield have withdrawn their grant (temporarily?) for cinema equipment TRLRT are invited to reapply in November		

**Annex C to Minutes of TRLRT  
Meeting of 19 May 2016**

<b>SUMMARY of PLEDGES and CASH GIFTS</b>	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>
	<b>Pledged &amp; allocated</b>	<b>Cash Gift allocated</b>	<b>Pledged &amp; not allocated</b>	<b>Cash Gift not allocated</b>
Summerfield Trust <b>for Blinds &amp; Cinema</b>	30,000			-
CDC Community Projects Fund			10,000	-
Cotswold Conservation Board			6,700	-
David Thomas Trust			50,000	12,000
Jack Lane Trust <b>for Cattle Platform</b>	-	1,500		
Louise Verity	-			1,000
Garfield Weston Foundation			30,000	-
Langtree Trust				750
Barnswood Trust : (Seed Fund)				250
Miscellaneous individual contributions				350
Foyle Foundation <b>for Seating</b>	15,000			
Rowlands Trust <b>for Kitchen</b>		5,000		
N Smith Charitable Trust				750
Piano Concert				2,000
D'Oyly Carte Charitable Trust <b>for Piano</b>	5,000			
Cash from previous events				24,500
Subtotals	50,000	6,500	96,700	41,600
Subtotal : Allocated funds	Total :-	56,500	-	-
Subtotal : Funds not yet allocated	-	-	Total :-	138,300
<b>Proposed donation to TTC for Stage 1</b>	<b>Col. C+D</b>			<b>137,700</b>
<b>Proposed donation to TTC for Stage 2</b>	<b>Col. A+B</b>	<b>56,500</b>		
<b>TOTAL donations from TRLRT to TTC</b>	<b>A+B+C+D</b>			<b>194,200</b>

**Annex D to Minutes of TRLRT  
Meeting of 19 May 2016**

**Actions Agreed at TTC & TRLRT meeting of the Architect Group for the Goods Shed Project :  
18 May 2016**

Present: for TTC: Natalie Haines : Stephen Hirst (new mayor) : Sandra Ball (previous mayor)  
for TRLRT : Will Cook, Julia Hasler : Brecon Quaddy : Barrie Doyle

TRLRT to discuss Stage 1 & Stage 2 project proposal, and Vote on funding at TRLRT meeting  
Subject to the above, then .....

Letter of Intent

Julia

TRLRT to write Letter of Intent to indicate transfer of funds to TTC with the conditions that TRLRT are granted a 25 year lease, with peppercorn rent for first 5 years

Building is fully finished and fit for purpose

Lease is for building, cattle platform, forecourt (for markets) and land at rear of Goods Shed - where railway coaches (workshops) would be located.

Map to be drawn showing boundaries of the above

Brecon

*It will take a few days only to prepare the Letter of Intent*

Lease

This has to be prepared by the landlord's solicitor, and will be based on the standard "Agreement of a lease with landlord's refurbishment works and early access for tenant fitting out works"

TTC to instruct their solicitors

Natalie

Julia to act on behalf of TRLRT

Julia

*It will take three or four weeks to prepare and agree the lease, meanwhile ...*

Order on Builders (Stonewood)

Use the Letter of Intent to justify to TTC that funding is in place for Stage 1

Natalie

TTC to raise an order on Stonewood for stage 1

Natalie

Order Copies

TRLRT will use copies of Stage 1 order to commence calling in pledged funds

Barrie

Funds will only be released to TTC on the instruction of our solicitor & chairman Julia, Will, Malcolm

Stage 1 start date

Stonewood hope to be able to start a few days after Woolsack races ie June 1<sup>st</sup>.

Stonewood

*(NB : Shed to be cleared out, and photographic work to be complete beforehand)*

TRLRT

Stage 1 duration

Builder plans to complete Stage 1 in 5 months ie end of November

Stonewood

Site Visits

Stonewood have no problem with site visits for special occasions eg for potential funders

Prior arrangement for these visits to be made via Natalie

TRLRT

Progress reviews will be held on site every month

Natalie, Will, Architect

Payments

Builder will submit monthly invoices of approximately £100K (ie £500K total / 5 months)

Next meeting : 29<sup>th</sup> June 5:30pm :

Reminders : Stonewood quote for M&E : GET Funding bid : Stage 2 :Plus any Unforseens