

Minutes of an Extraordinary General Meeting of Tetbury Rail Lands Regeneration Trust held on Thurs 20 October 2016

Registered Charity No1092160 Registered Company No 4102029

Patron: HRH The Prince of Wales

Date: Thursday 20 October 2016

Time: 7.30 pm

Venue: Tetbury Town Council Offices



1. Attendance

Present: Will Cook (Chairman), Peter Atkinson, Grayham Cleaver, Laura Colquhoun, Jill Dodge, Barrie Doyle, Jeff George, Helen Glover (part-time), Helen Hyde, Caroline Morgan, Malcolm Norman, Maggi Stamp-Loshak, David Roberts, James Scurlock, Anne Terranova, Jan Vriend, Carolyn Witcher, David Walker (Secretary).

Apologies: John Andrews, Mary Doyle, Julia Hasler, Paul Lockley, Brecon Quaddy, Alyssa Taylor.

Anne Terranova was introduced to the meeting. She was the President of Nailsworth Rotary and a member of the staff of the Coventry Building Society.

2. **Approval of Minutes of the Previous Meeting.** The secretary reported that in Paragraph 7b it should have stated that Mr Smith and not Mr Lockley had suggested the two phase approach. With this amendment it was proposed by Mrs Stamp-Loshak, seconded by Mr Cleaver and agreed unanimously that the minutes of the meeting of 22 September 2016 be accepted as a true record.

3. **Trustees' Declarations.** The Chairman asked all Trustees to declare any conflicts of interest that might arise from the proposed agenda. No conflicts of interest were declared.

4. Actions and Matters Arising from Meeting of 18 August 2016

a. **Action 1 – Mission Statement on the Website.** Mr Quaddy was not present to state whether this action had been completed. **New Action 1 – Mr Quaddy.**

b. **Action 2 – Notice Board.** Mr Walker to write again to Tetbury Town Council (TTC) asking for site on closed slip road. (Afternote: Mr Walker had done this with no response yet from TTC.) Mr Walker to look at acquiring an electronic billboard via ukbillboards.com and JC Decaux -**New Action 2 – Mr Walker.**

c. **Action 3 - Mr Lockley.** To draft a letter for the Chairman's signature in support of the application. The Chairman reported that he had not yet seen a letter. **New Action 3 – Mr Lockley.**

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

a. Redevelopment of the Goods Shed – Phase 1.

i. The Chairman reported that the concrete screed had been laid on the central heating pipes. It would be a few weeks before the wood flooring could be laid. There were some possible problems of the seating structure loading on the floor. TTC as the customer was dealing with this. The architect was planning on using

corrugated iron sheet as the roof of the canopy as this was believed to be the original material. The Chairman noted that the glass foyer was not as big as the Trust would have liked but it was part of the approved design and was needed to keep the heat in. He and the Trust would be quite prepared to explore the possibility of a larger one on completion of Phase 1. The Chairman had recently agreed the locations of the utilities in the kitchen with the contractor. The painting was going well. The cables for the sound system had been installed. The quote for the best quality double glazing by the prime contractor had been £34k and consequently TTC had removed the glazing from the main contract. An independent glazier had quoted £23k and this appeared a good solution.

ii. **Floodwater.** Mr Doyle asked about the floodwater problem. The Chairman stated that the architect was looking into solutions including sleeping policeman humps or a channel to direct water into the stream. TTC would be liable for any extra costs.

iii. **Foyer and Further Development.** Mr Roberts asked whether the foyer issue had been resolved and could it be revisited. The Chairman assured the meeting that when Phase 1 was completed and money was available the possibility of further development of the foyer and anything else would be impartially investigated.

- b. **Lease.** The Chairman reported that if the Trust paid TTC a rent which was anything other than a peppercorn rent, this would constitute a commercial transaction making TTC liable to pay VAT on the building works. TTC were going to have a closed session meeting to look into the issue. One solution might be for the Trust to donate agreed sums of money to local causes instead of a rent. On Monday 31 Oct the Trust was to be questioned at a council committee meeting about its business plan. The Chairman believed that the agreement to lease could be signed off soon after. Mr Doyle noted that if we did hand over any money to local causes it should be accompanied by as much fanfare as possible for PR purposes.
- c. **VAT.** The Chairman reported that the recent meeting with the VAT expert had been very fruitful. It had become apparent and was agreed by all at the meeting that the potential benefits of registering for VAT to avoid payment of VAT on the purchase of seats and cinema equipment would be far outweighed by the extra costs involved. Furthermore, if this later decision were reversed, it would still be possible to claim the VAT for up to 4 years after the purchase. .
- d. **Subsidiary Trading Company.** Mr Walker reported that it would be necessary to set up a subsidiary trading company. This company would be liable to pay corporation tax but, if the TRLRT bought the capital equipment necessary, the trading company could lease it from the Trust and obtain tax benefits by offsetting the costs against tax payable.
- e. **Kitchen and Outside Conservatory.** The Chairman submitted a paper from the Kitchen Committee outlining the business plan for the café. His committee considered whether it would be more beneficial to run the kitchen in house or to use a franchisee. The kitchen group agreed that it made more sense to operate the café in house returning the full profit to the Shed to be used as necessary. They felt the market value of a franchise with no yearly figures yet recorded would be minimal. In brief the plan entailed using a temporary marquee outside the kitchen and using a paid café manager assisted by several trained but unpaid volunteers to support the plans to open every day for 7.5 hours. Mr Walker stated that he thought the capital expense of over £20k for kitchen equipment was excessive for what was in his opinion a tea and cake service. The Chairman repeated that the group had outlined plans to be far more than this and stated that the same approval would be necessary for the kitchen expenditure as for the other sectors of the buildings development. Mrs Stamp-Loshak stated that any kitchen development should form part of an integrated long term plan. Mrs Morgan congratulated the kitchen group on their business plan. The Chairman agreed that spending on the kitchen could be done in stages and gained consent for the kitchen committee to move their plans forward.

- f. **Cinema Equipment.** Mr Roberts explained the difference in costs and capabilities of the D and E cinema technologies noting that the D technology, although expensive, was essential for a commercially profitable cinema. With the necessary sound equipment the D technology package would cost about £50k with a further £6k for blackout blinds and £3k for a screen. At present only £30k was available from the Summerfield Trust grant.

6. Funding and Business Planning.

a. **Treasurer's Report.** In the absence of the Treasurer due to ill-health Mr Walker stated that the latest bank balance was £176,577 and that he would append the financial statement from 28 October to the minutes, see Annex A.

b. Report from Funding Group/Progress of Current Bids.

i. **Seat Appeal.** Mr Walker reported that 116 seats had been sponsored to date with at least 10 more promised. With £15k already given by a grant and another £5k confidently expected this left about £25k to obtain. To enable an order to be placed Mr Andrews and Mrs Dodge had offered to underwrite the remaining costs until such time as the money was forthcoming from other sources.

ii. **Grants.** Mr Doyle reported that he hoped to obtain grants for £20k from CHK and £4k from the Jack Lane Trust.

iii. **Leader Grant.** The Chairman reported that the deadline for TTC to accept the £23k Leader grant was the following day. He believed the conditions were too onerous for TTC to accept it.

7. **Rail Track Bed Developments.** The Chairman confirmed that a decision on the diversion of the footpath at Larkhill was expected on 9 Nov 2016.

8. **PR & Marketing.** Mrs Hyde reported that she now had a following of about 1,000 on Twitter and Facebook for which she needed constant news. She entreated all members to keep her updated with any items of news, however small. She also reminded those present to provide any photos and scraps of information they had about the railway and the Goods Shed for the Memories project. She had generated a press release for the following Saturday regarding the presentation to the public on Saturday 29th Oct 2016.

9. **Report from Events Committee.** Mr Walker stated that Nicola Clark was now maintaining the calendar of events for the Goods Shed

a. **Car Boot Sales.** The Chairman reported that the car boot sales had now ceased as the Council believed that with the wet winter weather the grass would be cut up.

b. **Mrs Dodge's Coffee Morning/Garage Sale.** The Chairman reminded all of Jill Dodge's coffee morning at 3 Northleaze on Saturday 10 Nov.

c. **TTC Christmas Light Up Event 1st Dec/Christmas Bunches 17th Dec.** Mrs Dodge stated her intention of organizing a Goods Shed stall at the town Christmas light-up event on 1st Dec and a stall selling decorative Christmas bunches on 17th December.

d. **Carol Service.** The Chairman confirmed that a carol service would be held either in the Goods Shed or on the outside platform on 23rd December. Mrs Glover agreed to look into the possibility of getting the "reindeer" (with accompanying children) from St Mary's School. **Action 4 – Mrs Glover.**

e. **Literary Festival.** Mrs Hyde reported that the Yellow Lighted Bookshop had approached her about holding a book festival and believed that it could draw some major authors such as John Le Carre. The meeting fully supported further exploration of this opportunity.

f. **Dursley Male Voice Choir (DMVC).** Mr Walker reported that DMVC had offered to give a concert for just their costs (£300) with all other proceeds going to the Goods Shed. Several members attested to the quality of DMVC and it was agreed that Nicola Clark should proceed with the booking of a suitable date. **Action 5 – Nicola Clark.**

g. **Skate Event/ Children’s Competition.** Mrs Morgan noted the success of the Malmesbury Abbey Skate event and suggested that the Goods Shed could put on something similar.

10.AOB

- a. **Goods Shed Doors and Heritage Status.** Mr Vriend stated his objection to the current sliding doors that have been retained in the redeveloped Goods Shed. He also requested that the actual heritage status of the Goods Shed be established. The Chairman stated that these issues could be discussed at a separate meeting that looked into all future development plans following completion of Phase 1.
- b. **Website Design.** It was reported that Duck on Water had quoted £1200 for the design and building of the new Goods Shed website.
- c. **Goods Shed Environs Maintenance.** Mr Scurlock stated that he did not believe that the grounds maintenance undertaken by TTC around the Goods Shed was satisfactory and he offered to undertake this task.
- d. **Seat Appeal.** Mrs Stamp-Loschak expressed concern that the current seat appeal brochure did not emphasise the possibility of giving small amounts to the Goods Shed. Mrs Dodge suggested that the Trust promote the idea that the residents of a particular road or area club together to buy a seat. Mr Walker undertook to pass these issues to the Fund Raising committee.
- e. **Camera Club.** The Chairman expressed his surprise that the camera club, having agreed to take photos of the Goods Shed, were now claiming copyright for use of the photos and were also requesting several free exhibitions of their work instead of the one-off that had been agreed.

11.**Date of Next Meeting.** It was agreed the next meeting of TRLRT would be held on Thursday 17 November at 7.30pm in the Town Council Offices.

David Walker
Clerk to the Trustees

Will Cook
Chairman

List of Annexes:

A. Treasurer's Report.

**Annex A to Minutes of TRLRT
Meeting of 20 October 2016**

Treasurer's Report.

TRLRT FINANCIAL STATEMENT 18th OCTOBER 2016

	Income		Expenditure
22nd Sept Balance Fwd	168517.34	Cabling	1509.65
Seats/Donations	9265.00	Tetbury Advtser	465.00
Car Boot Sales	301.75	Eagle Plant	58.08
		B.Quaddy	223.80
	178084.09		2256.53
Balance c/fwd	175827.56		
RING FENCED - SEATING	£43,250.00		
KITCHEN	£7,000.00		
TTC	£126,700.00		
LEASE COST	£2,200.00		
	£179,150.00		
SHORTFALL	£3,322.44		