



Trustee Meeting Minutes - 6th December 2004

Item	Agenda	Action
1.	<p>Present – Trustees - with Voting Rights. Glenda Sheppard Chairperson Chris Bramall – Treasurer Keith Bird – Secretary Beverley Buxton Nancy Marsh Colleen Studd,</p> <p>Present – Members & Associate Members – Without Voting Rights Cllr. Trevor Smith Cllr. David Wainwright Nominated Minute Secretary: Chris Bramall</p>	
2.	<p>Apologies for Absence Kristina Ruddy, Lisa Nadin, <i>Cllr. Ronald Fisher</i></p>	
3.	<p>Councillors Question Time Introduction from Glenda, including that the meeting will be held in line with our code of conduct and to aid minute taking the meeting will be recorded to ensure accuracy. David Wainwright – initial invitation was for an informal meeting with ward members on a 3 to 3 basis, and why were others present. Glenda Sheppard stated that the others were members of the Board of Trustees had asked to attend and there was no reason to deny this. Glenda Sheppard asked if Cllr Smith could give us some indicators on the information that you are wanting as he originated the letter Cllr Smith stated that Cllr Wainwright would lead off. Cllr Wainwright – It has Taken time to arrange the meeting and I have come here open minded due to latest email from Chris Bramall. We have all been trying to organize a meeting but foiled due to holidays and work commitments. Glenda Sheppard – we are not here to discuss the newspaper report.</p> <p style="color: red;">Trevor Smith - Boundary Issues – People come to me complaining about boundary issues, not DCA fault.</p> <p>Keith Bird suggested he gave overview of basis to date including boundaries, funding and were we are now. The Villages 4 Community Partnership set up 8 years ago. Funding was available to Houghtons, Billingley and Middlecliffe. Darfield not eligible due to funding streams through the Coalfield Regeneration, The DCA was not in existence when the Villages 4 Community Partnership was formed. The partnership was based loosely on ward boundary but not strictly as the partnership was based on the villages of Darfield, Great Houghton, Little Houghton, Middlecliffe & Billingley. At that time Darfield did not have sufficient level of deprivation.</p> <p>It was seen by the community that the Villages 4 was getting all the money and Darfield was not. The Darfield Community Neighbourhood Watch Group set up in May 2001 to try and access funding for Darfield.</p> <p>Darfield had no access to funding until special measures implemented pioneer areas This was the first major funding available for Darfield and was specifically targeted at Three areas of Darfield eligible for pioneer funding as a capacity building project this finished in June 2004.</p> <p>The next main funding was Objective 1 / SRB which requires access through the local partnership in order to qualify to draw down funding from Europe.</p> <p>An allocation of 275k was allocated to the Villages 4 Community Partnership of which Objective 1 / ERDF measure 420 ring fenced £200k for Darfield, and £75k for Great Houghton. Over the whole partnership only two of the five villages within the partnership are eligible to use the funding. Match funding from SRB which allows two funding contracts for the 200k & 75k.</p> <p>Through the Villages 4 Community Partnership we re-contracted with Objective 1 & SRB 1, the funding can only be used on revenue funding. i.e. staff and ancillary costs not project money. Starting from July 2004.</p>	



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Because of our involvement and the scope of monies involved directly and indirectly we were advised that we should look at our legal status and following several sessions decided that we should become a company limited by guarantee and ultimately a charity. This was undertaken on the 28th October 2004. This was undertaken both to limit the liability of the Trustee's but also to safeguard the assets of the Darfield Community Association within a legal framework. It will also allow us to directly access other funding opportunities which require an organisation to be a limited company.

The Directive from Objective 1 had to work towards a sustainable enterprise, funding from social enterprise to work towards a sustainable future. Hence we now have a business plan, and are being funded currently by Social Enterprise to work towards becoming a sustainability organisation.

In the past year we have carried out the community Audit, created a Community Action Plan based upon the community audit, set our aims, targets and goals as detailed in the plan.

Staff on board to work on plan. We believe as a board of Trustee's that because of fire fighting due to misinformation we are not getting on with the required work as much.

We have facilitated access to funding for the Park to the value £125k through BMBC which has to be spent with the co-operation of the community. Play area installed on Bellbrooke which is very successful, sports activity working which has been praised with schools and scouts.

During the contracting phase the Management Board decided to provide 60% funding towards the V4 core team which now comprises of Mike Ovington and Prudence Shaw. 60% of their time to be allocated to working on Darfield Project.

Staff are on contracts to the end of the funding stream.

The following two staff are jointly funded from the Darfield & Great Houghton Allocations as a Whole Project cost in the ratio of 60%/40% reflecting the overall allocation amounts. The workers are employed directly by the Villages 4 Community Partnership.

Mike Ovington – Partnership Initiative Worker – Manages the whole Project £275k. line managed by steering group, comprised of 3 DCA and 2 of V4 (again which reflects the financial allocation).

Prudence Shaw – Admin / Finance Officer based at Great Houghton.

The following Three staff comprises the Darfield Project Team and are funded solely from the Darfield Allocation. These workers are employed by Voluntary Action Barnsley under a service level agreement to the Villages 4 Community Partnership

Maria Beckett – Community Engagement Worker. Engage new groups, set up and promote

Adam White – Community Recreation and Activity Worker,

Deborah Netherwood – Community Information Officer,

The following staff are based here as part of the Healthy Living Project under NOF funding working Partnership wide and are employed by the Villages 4 Community Partnership.

Pamala Briggs and Louise Kelly

Also based within the office but not funded through V4 or the DCA is Amanda Bradshaw who works for WEA funded by Esme Fairburn foundation trust to facilitate adult education and is also undertaking a comparative analysis with Forest of Dean.

In January 2005 under Objective 1 funding measure 420 super measures, advice workers can be funded, welfare rights / debt councillor only allowed if commissioned from Citizens Advice Bureau based in Darfield for 3 days per week.

Also we have ILM training scheme where workers are paid the going rate, which is a scheme to help people get back into work.



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Objective 2 Measures, targeted at funding members within the community to take on the responsibility to further their own communities.

Objective 1 Funding does not go through the BMBC, however SRB H2 is managed by the council on behalf of Europe.

All the funding allocations are European funding amounts and do not come out of the council tax or central government. BMBC are the management agent for the SRB fund.

Trevor Smith – back to the original question how would happen to this team if you followed the new boundaries.

Glenda Sheppard – We have no intentions of changing partnership, It has already been outlined in the BMBC investigation that it would have an adverse effect on the funding. If at some point in the future we decided to pull out of the Villages 4 Partnership we would probably go alone because we would be big enough

Chris Bramall – if we changed the allocations and came out of the Villages 4 Community Partnership the contracts which are currently in place would be void. It has taken years of hard work to secure these contracts and it would probably take years to get things back in place by which time the funding would be gone.

Trevor Smith – The other question I have got is that you have become a company limited by guarantee what has happened to the old Darfield Community Association.

CB – At present it runs in Parallel with the new company.

TS – I have been advised that some members have been excluded from meetings.

Chris Bramall – Let me give you the facts.

In March 2004 I was asked by this board to establish our liability in the event of things going wrong. I took professional advice. At that time we were personally exposed to liability. We started a consultation process off amongst the management board to look at the articles and memorandum of the new company which were drawn up by the solicitor on our behalf based upon the original constitution.

At the AGM in June 2004 when we were re-elected onto the board we made it clear that we would be moving into a company limited by guarantee in this year

Every decision on this board is made by a majority vote. We had several sessions with the solicitor and the management board. At the end of these sessions the majority decision was that we should go for a company limited by guarantee status. This was duly signed and submitted to companies house. Three of the management board who had voted against this measure would not accept the majority decision as democratic and felt that their three votes should overrule every one else.

Because it was a democratic decision by the 10 board members in post with 7 voting for and 3 voting against it was duly submitted to companies house and incorporated..

We held discussions with the 3 board members and because the resolutions had been passed it was raised that because we had agreed to continue the original constituted body for a period until it could be closed down that the two management boards would operate in parallel so if you are on one you are on the other.

The three people in question stated emphatically that they would never become trustees of the Darfield Community Association. A letter was put to us asking for amendments to the memorandum and articles which was received after the incorporation documents had actually gone off.

I took advice with the solicitor with the content of the amendments which was brought back to the next management board. The changes that had been asked for were found to be incompatible with company law.

As part of company law that you have done certain actions that you must do after registration of the company. We were given a check list of everything that we had to do by the solicitor which at the first meeting after incorporation.



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Included at that meeting for discussion were the amendments that had been asked for. The individuals who had put the amendments in did not attend that meeting, they were not excluded from the meeting, they were notified of the meeting, they decided not to attend.

Everything was debated and we worked through the company start up.

The whole point of going to a company limited by guarantee is to a) protect the trustees and members from personal liability and B) secure the finances of the association and c) to allow us to obtain insurance, as a constituted body we had been unable to secure insurance, as a limited company we were able to secure full insurance cover.

All existing workers are covered by the Villages 4 / VAB insurances for there actions under the relevant project but we as an organisation were not covered. There fore with our own insurance we can develop to a sustainable enterprise.

As part of the procedure you can not just shut an organisation down because you have to do it in a democratic manner.

However at the same time as a management board we have power to cede control of finances, liability and assets to another organisation to management on our behalf.

As the management board of the Darfield Community Association (Constituted Group) at that point we ceded the management of the assets and liabilities to the company limited by guarantee. But at the moment the new company owes the constituted body that amount of money as it is acting on it's behalf.

At a date after receipt of the last bills for existing organisation we will issue a calling notice to a general meeting which will have a single purpose which will be to discuss the winding up of the constituted body and to finalize the transfer of assets into the new company. If that is approved by 75% of the membership of the constituted organisation present and voting at the meeting then the constituted will be fully closed down.

If at that meeting they decided not to close it down we could continue as a management board in the same vain as we are now as the constitution and memorandum and articles are very close together.

Because it has gone from a constituted body where the constitution was put down by lay people because all of us are not lawyers based on the information we were given at that time in 2003.

At that point we were not going forward and every meeting was failing to achieve anything.

To move things forward we had to concentrate on what we were doing and coalesce it down

We reconstituted as the Darfield Community Association in June 2003, before that we were known as the Darfield Neighbourhood Watch Group.

The AGM can be held at upto 15 months from the previous AGM and has to be held within 10 months of the end of the financial year. Historically we have held the AGM in june but this year we struggled to get the accounts prepared in time and next year it will be moved to July.

Since our first formation in May 2001 we have always had audited accounts by an external auditor which have been presented to every AGM.

We were not legally obliged to have audited accounts as our turnover was below the legal threshold for audited accounts however for openness, completeness and also to give me some piece of mind that I had done everything right then we have the accounts audited.

Keith Bird – You did mention in there the Park group. The park group is a sub group of the Darfield Community Association and is a “friends” group as an advisory group to BMBC



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The park group was under the DCA for management purposes so that there only need one treasurer, one constitution etc.

We as an organisation are not working directly on the park. The money £125k has always been within BMBC, the work will be undertaken within BMBC.

The parks subgroup itself is a guidance body which guides what BMBC is doing. We can not force them to do anything as we are not paying the bill but we are a consultative group.

Glenda Sheppard - in simple terms we have the Villages 4 at the top, we have a letter of confirmation here that the Darfield Community Association are a subgroup of the Villages 4 with full delegated responsibility, subgroups, parks, events, youth, poverty subgroup aligned to the national child poverty action team.

The Villages 4 Community Partnership has a management team which has representatives of Darfield residents on it .

David Wainwright – So you don't have financial delegation.

Glenda Sheppard – On all issues all we are obliged to do is as the representative of the DCA on the V4 must be advised by DCA of activities, as it is beneficial for partnership wide applications.

Trevor Smith - Community Audit, you did not consult with the residents.

Discussion regarding the community audit and what the process was :-

Financed through pioneer cost £30k
tender document to 6 consultants, contract awarded to Clearview from VAB
Clearview came in with there staff recruited local volunteers (paid) to undertake interviews.
questionnaires prepared by Clearview with DCA,
Meetings were held with Stakeholders,
Interviews were held with residents,
The community Audit document was then produced by Clearview from this information

The Darfield Community Association in conjunction with Clearview then had a workshop session to produce the action plan which the DCA is to work to based on the Community Audit. To obtain funding an action plan needs producing on what you need to do to achieve the improvements that need undertaking in your area. This in itself is not a consultation activity but is a work shop were the management team works together to build the action plan document.

Trevor Smith – Why was councillor fisher not allowed to attend this work shop.

Glenda Sheppard – This was a working group which was comprised of the management committee which had been given this task to do as a community activity.

A Presentation was then made to the community in Darfield Church Hall

At the same time a study into Family Support strategy (Marion Horton), was being held which looked at access to information, health, education, transport that was taken over by BMBC and nothing has been heard since.



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Trevor Smith – Now from there can we go to this associate membership which is on offer.

Chris Bramall – Just a minute at this point in time you can be a general member

Trevor Smith – At this point in time I have been offered associate membership

All Trustees– No.

Chris Bramall – You have received a membership form from me for general membership, as part of the process after becoming a company limited by guarantee you have to establish policies and procedures. As part of that process we went through the membership policy as we had been working under the constitution and the legal framework of the Memorandum and Articles. From that has come out the membership policy.

Any body over the age of 18 who is a resident of Darfield is eligible for General Membership.

Any body under the age of 18 you can't be bound by a contract therefore you have got a youth member which has no voting rights and no liability.

Also because we have businesses based in Darfield there is the organisation membership where they can nominate individuals to act on the behalf of the company.

Trevor Smith – you have put down any representative of local authorities is associate members.

Keith Bird - Any Representative of Local Authorities or other vested interest group, who are not resident within Darfield shall be ex-officio. You are resident in Darfield therefore you are eligible for general membership. If you had lived in Ardsley you would be an associate.

Trevor Smith – So we have got voting rights now under the new company.

Chris Bramall – The original constitution was put together by lay people, none of us are lawyers, we are volunteers trying to do the best for Darfield that we Can.

Trevor Smith – So the associate membership is out of the window now and we are general members,

Glenda Sheppard – If you complete and sign the membership form.

Trevor Smith – Good that's cleared that up.

Colleen Stud - We are volunteers and have done the best we can.

Glenda Sheppard – Is there any other questions

Trevor Smith – There are other questions that need to be answer but I have only a certain number of questions I can ask.

David Wainwright – What I would like is to have a good working relationship with the Darfield Community Association.

Glenda Sheppard – We feel that you have been misinformed to a great degree some how.

Keith Bird to David Wainwright – Can we ask that you have a chat with high ways planning etc to get the notice boards up

David Wainwright – It was minuted through the forum etc etc

Keith Bird – Part of the problem with misinformation is no information, until we get the boards up people don't fully see what is going off.



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Glenda Sheppard – Can I just ask, with the ward boundaries are you attend the Middlecliff, Billingley or Broomhill community associations

Trevor Smith – We don't attend any of those. We attend the parish council meetings, and we would like to attend these meetings.

Glenda Sheppard – You are more than welcome to attend General meetings but you can not attend Trustee meetings unless specifically invited.

Trevor Smith – Would you offer us board membership

Glenda Sheppard – No, we do not want the councillors on the board of trustee's.

Keith Bird – That is covered in the Memorandum and Articles. We have said that we need more open meetings which we have advised you of the dates.

Trevor Smith – So you say no way for trustee meeting, that precludes us from giving information into the board meetings.

Glenda Sheppard – Why did you not go on the Villages 4 Partnership when there was vacancies on the board when you were advise as this would have allowed you to feed information into the entire partnership

Trevor Smith – How do you expect us to co-operate if we are not trustee's

Chris Bramall – One of the issues we tried to discuss but you say you have never received is to have working sessions with representatives of the Trustee's and the councillors where they can sit down round the table and work through any items of mutual interest.

Trevor Smith – But With no voting rights.

Glenda Sheppard – No Trustee voting rights. As projects come in they are placed into sub groups where you already sit on with voting rights as general members,

Keith Bird – the board of Trustee's is the steering group for the entire association.

Trevor Smith – We have this issue regarding boundaries and the fact that It is being run from outside the village.

Glenda Sheppard – you have been misinformed, everything that goes off in Darfield is either through you councillors at area forums or the Darfield Community Association.

Trevor Smith – So how do we have an input into the Darfield Community Association.

Glenda Sheppard –Why don't we have a bi-monthly feedback session between us looking ahead over the next 2 months as well as the last two months.

General discussion regarding breakdown in communications

Keith Bird - We are to have more opening meetings, and also more regular meetings with the councillors to allow information to be passed between as required.



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Trevor Smith – If we are not on top information then it is a waste of my time attending meetings.

Glenda Sheppard – We would be giving you advance planning, we all work and our time is just as valuable as yours and the time that is taken with meetings prevents us from achieve the outcomes for the people of Darfield. The meetings we are proposing are just for your selves, you also then have the general meetings and that should be sufficient to keep you informed.

The meeting was closed at 8:05pm.

Circulation List

Glenda Sheppard Chairperson
Beverley Buxton
Lisa Nadin
Cllr. Trevor Smith

Chris Bramall – Treasurer
Brian Lee
Kristina Ruddy,
Cllr. David Wainwrigh

Keith Bird – Secretary
Nancy Marsh
Colleen Stud,
Cllr. Ronald Fisher