

NELM DEVELOPMENT TRUST LIMITED
Registered Charity No: 1117051

BOARD MEETING
Henderson Business Centre
Minutes of the Board Meeting

Date: 26th January 2010

Time: 15.45 – 17.30

Present:

Bridget Buttinger	(BB)	Trustee – Norwich City Council
Anne Davey	(AD)	NELM Trustee
Doreen Sell*	(DS)	NELM Trustee (*arrived at 15.52)
Freda Sheehy	(FS)	NELM Trustee – Chair
Lynda Wilkinson	(LW)	NELM Trustee

NELM Staff:

Jane Baker	(JB)	Office Support – Admin (minutes)
Julia Corbett	(JC)	Finance Manager
Nick Craig	(NC)	Chief Executive

Apologies received:

Mike Harris (GOEAST), Nejlja Sabberton (GOEAST) and Paul Wells; these were received from all those mentioned and are subject to arriving later for this meeting (where possible).

Not attending: Sarah J Fyfe

Declaration of Interests: Circulated

197 Minutes of the 7th December 2009 had previously not been presented to the Board for sign off; these were tabled and subsequently agreed as a true and accurate record by members.

198 Minutes of the 14th December 2009 Board meeting. Amendments required (items 194.1 b), 195.4.1 and 195.4.3) prior to being signed off; with relevant changes made the minutes were signed off as a true and accurate record. [Clarification required for item 193.1 to record that Trustees unanimously approved the project proposal for Minor Landscaping as presented at the meeting]

199 Matters Arising

193.1 AD asked about progress regarding planning permissions for the Pavilion which NC said would be covered later in the agenda (Item 9)

194.2.1 LW queried whether NC had received the proposal in respect of the GO-Kart Project, and NC confirmed receipt

200 Minutes of the 19th January 2010 were agreed as a true and accurate record however, FS wanted it noted that her 'comments' should have been removed.

201 Risk Management

- 201.1** This is an ongoing process with the risks being variable; a separate meeting is required to discuss this as a sole agenda item, and NC presents a verbal update on the following:
- 201.2** Meridian East: NC confirms that the Meridian East contract has been terminated, with NELM to receive a re-payment of £33,000 (from the £37,000 initially approved), which leads to an under-spend (for alternative use)
- 201.3** Mow & Grow: Further to previous discussions, NC reiterated that despite assistance given by NELM their performance and the recording of M & G outputs remains unacceptable; meetings are still taking place regularly, and NELM is working with the Accountable body on this issue, as they can compare and contrast the information that they and NELM are both receiving to ensure accuracy.

Action: JB to organise a Risk Management meeting (2 hours max) and to advise Trustees accordingly

202 JC needed to exit the meeting early so this item – which would have been covered under Any Other Business – was presented at this point:

202.1 Accounts: JC informed the meeting that a full set of accounts could not be produced by the Auditors for 'sign off' at this time, or by 31st January 2010; Key issues are that of Succession, the Statement of Grant Usage, and iVAT.

The Accounts should be ready in approx 2 weeks time in order to go before the Board before filing at Companies House (this is expected to be completed by 28/2/10), with the potential of a £100 fine.

In response to a query from AD in respect of Statement of Grant Usage figures, BB informs that this is down to the Audit Commission; JC explains that the Audit Commission are applying the wrong rules to NDC grant, thus, a discussion should take place between CLG and the Audit Commission to clarify and resolve the issue, and further, that the NDC rules should be adhered to.

Action(s): 1. **A Board Meeting to be arranged to sign off accounts (JB)**
2. **AGM to be arranged for February (reconvened from December 09) (JC/JB)**

202.2 Payroll: In respect of NELM payroll, BB advises that she has had a meeting with City Care in respect of the end of their existence beyond March 2010; this will impact on NELM payroll beyond this date and BB asks what NELM will do. The meeting is informed that JC has already looked at alternative providers and contracts e.g. Lovewell Blake (preferred option), but has been unable to progress the query due to NELM's circumstances.

JC left the meeting at 16.15

203 Worklessness Proposal (Item 6) – Vote

203.1 Further to the March 2009 meeting where this proposal (£10,000) was initially presented and a vote requested by electronic means; the electronic vote was subsequently taken, however, the outcome was not recorded. It was unanimously agreed at today's meeting to record the vote thus:

Vote in favour of the Worklessness Proposal to be formally recorded	
Votes in favour:	6 votes

204 Succession – Verbal update (Item 7)

NC tabled a revised and updated version of the NELM Succession Plan, with this being presented to the meeting with GO scheduled for Thursday 28th January 2010 at GO in Cambridge if agreed by the Board and Accountable Body.

204.1 NC, BB & FS to attend a meeting which is being held with the Chief Executive of the Accountable Body (AB) after the Board meeting with regard to the Succession Plan (if agreed). This was accepted by the Board, with only one query arising in relation to 'fundraising' (which had been covered within the document).

204.2 The current Plan is the result of previous meetings and outlines the 14 objectives of the Successor Body in the first year.

204.3 NC has met with Doug Wilkinson (Neighbourhood Development) which was very positive with resource-sharing, possible relocation and shared staffing to be discussed further down the line.

204.4 With regard to the option for External Management of the Charity; despite the research conducted, there are no other organisations able to undertake this responsibility, and advised against this (e.g. risks to Trustees). Given all the requirements the resultant additional costs would be prohibitive.

204.5 In respect of the budget, it was confirmed that the costs of closing down the NDC would appear in this year's costs with on-costs for staff appearing in this plan. Transition costs and additional staffing will be borne from next year's budget.

204.6 Concerns were raised over potential loss of skills of core management and finance staff as part of the transitional process. It was recognised that the finance function and activity would need to extend beyond April 2010.

The issue essentially is that of sustainability leading up to and beyond the transition date.

204.7 NC clarified that £16,375 for the Baseline Project was a fee to manage the MCC on behalf of NELM up to 2011.

205 Approvals – Verbal update (Item 8)

205.1 NC reiterated that expenditure over £10,000 is approved at Board level and sent to GO for final approval. GO have been sitting on various projects – namely:

- Community Park - minor landscaping – the Capital works which have been approved by GO
- Pavilion construction – waiting for approval; GO will be looking at this despite being proposed in October / November 09. The danger is that GO will say that this is retrospective
- Transition – if transition activity cannot be taken from transition costs, this will need to come from M & A; this will further impact on M & A the budget of which exceed its limit

206 Bowthorpe School Site & Transfer of Land (Item 9)

206.1 Pavilion: Plans have been submitted with discussions on-going with the Planning Department. They recommend the approval for planning permission; approval is need from GO and the accrual of funds to allow the build to take place.

Transfer of Land: 0.55 hectares of land had been agreed previously to be sold to the school for £1.00; the Charity Commission wants to ensure that the social value of the transaction is sound. The issue of safety (i.e. walls*) represent a liability to NELM. The costs of making good* would far exceed the market value of the land (£15,000 – according to the engineer).

The Charity Commission along with the AB will only deem a Surveyor’s Report (RICS) or Estate Agents’ Report, as acceptable.

206.2 The following issues arose during the discussion ensued:

- Agreement in previous years that the school would use the school site and pay fees (AD)
- Clarification sought on costs to NELM (AD) – NC explained that the cost to NELM would be minimal e.g. solicitors fees
- Whether assistance would be forthcoming from the FA in respect of changing rooms (AD)

206.3 Gurney Centre: The top deck is currently leased by the Excellence Partnership at a rent of £14,000 pa with Earlham High School as its base; whilst the City Academy site is being redeveloped, they have requested the use of the lower deck during this period.

NC suggests the following as an option for consideration – to let them have the building for which the County Council will subsequently be responsible for all services and associated costs. This option is to be discussed further.

207 Act Representation (The Garage) (Item 10)

207.1 Until the lease is transferred this is still an asset to NELM, with 6/12 places on the Board to include NELM Trustees. With the exception of BB, there is minimal NELM presence on that Board, but there is consensus that this membership should be strengthened. Further to 31/3/2010, BB pointed out that she will no longer be a NELM Trustee and this should be considered.

207.2 Re: Garage Lease, the Board have resolved to extricate them from the lease with NELM. The Memorandum & Articles of Association should be changed and the Community benefit would still need to be a consideration; assurances given that there are restrictions on the usage of the Garage site. The Theatre are currently the lessors of the building; this will need to be looked at further as part of Succession.

Action(s): BB to contact Peter Mitchell regarding Board membership during the transition

208 Memorandum & Articles of Association (Item 11)

208.1 The first draft revision (by Paul Warman) was presented to the meeting. This document will be sent to the Charity Commission for final approval. NC pointed out the key issues (inclusive of the change to the area of benefit to include W. Earham (already undertaken):

- Reduction from 19 to 10 Trustees
- 6 of which must be community (resident) Trustees
- Removal of membership categories for Local Authorities

The updated Articles form the basis of the future regulatory framework which NELM will need to adhere to.


209 Any Other Business (Item 12)

209.1 A discussion took place in relation to the GO meeting (28/1/10) as to attendance and travel methods; FS informed Trustees as to the purpose of the meeting and NC explained that a request to present NELM original plans / objectives etc could impact on the current Succession Plan.

209.2 Referral was made to the Scrutiny Committee Q & A paper and that a response is awaited from the Chair of that Committee (Green Party)

210 Date of next meeting: 11th February 2010 at 2.30 p.m. (tbc)

There being no other business the meeting concluded at 17.30

Signed.....

Chair / Vice-Chair

Date..... 11.2.10