

STRATFORD-UPON-AVON TOWN TRUST

ANNUAL GENERAL MEETING

Wednesday 4 JULY 2018

Present: The Chairman (Quentin Willson) in the Chair
Ian Andrew (incoming Trustee)
Tim Bailey (incoming Trustee)
Charles Bates
Tessa Bates
Richard Lane (outgoing Trustee)
Tony Jackson
Lindsay MacDonald (incoming Trustee)
Matthew Macdonald
Clarissa Roberts (outgoing Trustee)
Clive Snowdon
Carole Taylor (outgoing Trustee)
David Taylor (incoming Trustee)

In attendance: Justin Williams (Chief Executive)
98 members of Stratford Town Trust

Apologies: Alan Haigh (outgoing Trustee), Julia Lucas
and several Trust members

1 Welcome and Opening Remarks by Chairman

The Chairman welcomed everyone to the seventeenth Annual General Meeting of the Trust.

2 Trustee Elections

The Chairman reported on the recent Trustee elections and acknowledged with grateful thanks the hard work and dedication of the four outgoing Trustees: Alan Haigh, Richard Lane, Clarissa Roberts and Carole Taylor.

The newly elected Trustees were congratulated on being elected to the Board and introduced in turn to the members present: Ian Andrew, Tim Bailey, Lindsay MacDonald and David Taylor.

He then introduced Justin Williams, Chief Executive, and announced that Justin had tendered his resignation to the Board recently and would be returning to Australia with his family in August. He acknowledged Justin's hard work over the past two years and wished him well in the future.

3 Presentation by Chief Executive

Justin Williams, Chief Executive, gave a presentation focusing on:

- ArtsHouse
- Community Funding
- 7 Benson Road
- Foundation House
- ReBuild
- Finance and Grants

4 The Ordinary Business of the Meeting

The Chairman then moved on to the ordinary business of the meeting.

Report & Financial Statements to 31 December 2017

It was unanimously:

RESOLVED: That the Report of the Trustees and Financial Statements for the year to 31 December 2017 together with the report of the auditors be received.

Appointment of Auditors

it was unanimously:

RESOLVED: That Saffery Champness be re-appointed as auditors to Stratford-upon-Avon Town Trust for the financial year to 31 December 2018, and the Trustees be authorised to fix their remuneration.

5 Questions (see Appendices 'A' & 'B')

The Chairman informed members that written questions received in advance of the meeting had been summarised with the answers and had been placed on the chairs (Appendix 'A').

He then opened up the meeting for questions from the floor. See Appendix 'B' for a summary.

6 Closing Remarks

The Chairman thanked everyone for attending and said it was pleasing to see so many members at the AGM. He invited the membership to come forward with ideas and/or feedback in advancing the Town Trust's mission and stressed that the doors were always open to members should they wish to visit in person, and also announced that Trustees would be in the foyer following the meeting should members wish to chat further.

The meeting closed at 8.15pm

TOWN TRUST AGM
4 July 2018
QUESTIONS AND ANSWERS
(Submitted in writing prior to meeting)

Q1: The addition of two ramps to the footbridge near the Seven Meadows Bridge would encourage cycling around the town, cut down on traffic and give better access across the river for wheelchairs and push chairs. Would the Town Trust consider funding this amenity, please, which would benefit local people.

Jackie Nixon, Membership No. 3114

A1: The bridge and surroundings are owned by the District Council. An organisation was formed in 2013 "Friends of Lucy's Mill Bridge" and they are working towards improvements on the bridge.

<http://www.lucysmillbridge.co.uk/> The Town Trust is precluded from funding local authority owned assets or amenities.

Q2: The property at 7 Benson Road was purchased by the Trust many years ago and has tied up valuable funds. Why did the sale at Auction in May 2017 fail? Bearing in mind the rules of sale at auction. The local rumour has it that restrictions and or covenants were placed on the property by the Trust. Is this correct? You indicate in the notes with the accounts that a sale in 2018 is expected however the sale board still speaks of the old auction which failed. What efforts are being made to sell? Where is the property advertised? Whom have you appointed to sell on your behalf?

Margaret Thorpe, Membership No. 2858

A2: 7 Benson Road did sell at auction. However the purchaser, failed to complete. This has been the source of an ongoing legal dispute. The Town Trust, as the seller, provided a comprehensive sales pack, even though this is not a requirement for an auction sale. This sales pack has been independently tested by external legal counsel.

There are covenants in place on 7 Benson Road that include one dating back to the 1950's. There have been other offers made during the last 12 months, unfortunately none of these offers (which were above the valuations given by an external independent surveyor) have crystallised into a contract of sale. The Trust will be remarketing the property in the second half of this financial year. At present no new sale partner has been engaged but this process will be run via tender as is standard process.

The Town Trust is well aware of the processes regarding auction sales – this has been an exceptional event and the Town Trust, the Auctioneer and the legal experts collectively have not previously seen an event like this.

Q3: Has the Trust completed on the sale of 7 Benson Road? If so how much was it sold for and when was the sale completed? If the sale is complete, was it sold to the successful bidder at the auction on 17 May 2017? If it was not sold to that bidder, how did the Trust ensure it received best value for the property? If the sale is complete, what are the costs of the sale? If that sale has not been completed, can the Trust give an update on the steps it is taking to sell the property and when completion is likely to take place? Can the Trust also explain the reason for the delay given the auction was 17 May 2017, some 13 months ago?

Alison Rigg, Membership No. 2697

A3: See A2.

- Q4: In May 2017 the Stratford Herald reported that 7 Benson Road had been sold for over a million pounds and that consequently it would be able to recoup the purchase cost of £650k and legal expenses of £150k incurred in connection with the failed planning application for the site behind Benson Road. But I understand that the sale did not proceed and that the property remains unsold. Can the Trustees outline the current position in relation to the property and give assurances that there is no danger of failing to recoup the outlay of £650k to buy this derelict property and the planning application costs? Members will be concerned to avoid the situation which arose at Masons Court.
Sylvia Boardman, Membership No. 1311
- A4: See A2
- Q5: Why are there no facilities for securing cycles at Foundation House? Surely the Trust should be encouraging the use of cycles for the benefit of everyone in the town.
Simon Brindle, Membership No. 2575
- A5: They have been ordered and will be installed before 11 July. There will be provision for 10 bikes.
- Q6: Can the Town Trust assure organisations who wish to hire the ArtsHouse for their ongoing programmes of events that the new managers have the backing and confidence of the Town Trust?
Nick Lister, Membership No. 1545
- A6: The contract has now been signed with Proon and the Town Trust looks forward to Proon running a successful venue. Proon will be in attendance at the AGM – please do go and say hello to them and talk to them about your requirements as a hirer.
- Q7: What was the criteria for the selection of the new operator of the Artshouse, including objectives and key performance indicators? Did the Town Trust receive fully costed proposals including how the community will benefit from the operation of the venue, the level of support including funding that would be required? What is the agreed annual funding support for the new operator?
Richard Vos, Membership No. 2564
- A7: As stated in the media, the Town Trust publically requested expressions of interest from any and all providers interested in running the venue. There were four providers that expressed an interest in taking on the venue. All proposals were evaluated on the following dimensions:
- Artistic credibility
 - Experience
 - Ability to engage the community
 - Value for Money

A component of each of these proposals was what funding would be required – however, this aspect of funding was required to be channelled into the support of community rather than commercial activities. The previous operator had received on average more than £250,000 per annum. A variety of funding requests came through during the proposal process. At the first round two proposals were taken into the final due diligence. Proon were ultimately successful in their proposal – funding commitments from the Town Trust are ring-fenced at £150,000 each year for up to three years, additionally a £20,000 start-up grant is being provided. In exchange for the grant funding Proon is required to deliver 100 days of Community Events – failure to deliver this level will see proportionate reductions in funding in the following year. There is also a reporting requirement including self-publication of how Proon is performing so that the public can see how the venue is being utilised by the community.

- Q8: It has recently been announced that the Orchestra of the Swan has moved to a new location at the Birmingham Conservatoire. Does the Town Trust regret that by allowing the management arrangements for the ArtsHouse to fail, the Orchestra of the Swan has now been lost as an asset for the people of Stratford-upon-Avon?
Christine Howell, Membership No. 3109
- A8: This is not accurate – the Orchestra of the Swan has already confirmed its next year’s programme at the Artshouse; has gone to print; and will be selling tickets for the events in the near future.
- Q9: The Stratford ArtsHouse is a wonderful asset for the people of Stratford, contributes to the wellbeing of the population, and therefore meets with the strategic priorities of the Town Trust. Can the Trustees explain how, after funding the refurbishment of the ArtsHouse and given that both organisations were based in the same building, which should have aided communication, they failed to come to an agreement over the ongoing management of the ArtsHouse. How does allowing the ArtsHouse to close, which was their position, meet with the objects of the memorandum and articles of association (3.4)?
Christine Howell, Membership No. 3109
- A9: See A7. Additionally, the Town Trust receives funding requests from many worthy local causes. The reality is that there are insufficient funds to support all those requests. The ArtsHouse has received more than £5 million since 2001, with the ArtsHouse Trust recipients of more than £1 million of grants over the last four years. With an increasing cost base and not delivering on original business plan, this extremely difficult decision had to be made. The new operator will be receiving £150,000 per annum, the other £100,000 per annum which historically was granted to the ArtsHouse will now be channelled into other local causes.
- Q10: The property 4/5 High Street (WH Smith) is held under a lease which is shortly due to expire - (or has it already expired?). What date does the current lease expire? The rent for this property is currently a ‘Peppercorn rent’. What are the Town Trust’s proposals for the rent of this property when the current lease expires?
Richard Vos, Membership No. 2564
- A10: The Trust’s commercial investment properties are managed by Colliers. As such Colliers have negotiated the lease renewal with the tenant and new terms have been agreed. The lease is no longer a long lease, and the revised terms mean that the Trust will receive a much greater annual rental income on going.
- Q11: How many members are there? How many residents of Stratford-upon-Avon are eligible to join as members? How many members does the Town Trust consider to be an acceptable % of total potential members? What is the Town Trust’s plan to increase membership? How many Focus Groups has the Town Trust organized since the 2017 AGM? What ‘projects’ did these Focus Groups involve? How many members took part in Focus Groups since the 2017 AGM?
Richard Vos, Membership No. 2564
- A11: There are no barriers in becoming a Town Trust member, apart from being aged 18 and over, and living within the town boundary. There has been a reduction of approximately 100 members immediately prior to this meeting as several members have either responded following the GDPR process request; moved out of the area; resigned due to ill health; or passed away. The membership of the Town Trust is largely stable at 2100. There are no plans to directly campaign to increase membership. All events that the Town Trust supports and all groups that the Town Trust funds are informed that the Town Trust is a membership organisation.

Three Focus groups were run on the ArtsHouse, these constituted key user groups – as the focus of the Town Trust is to serve all members of the community this was not a membership only environment. Indeed, during the development of the community strategy the Town Trust did not restrict attendance at Focus Groups to members only.

Q12: Since 2014 a local sports club has received over £105,000 in grants. Supporting sport and encouraging participation in the wider community, particularly for those who find involvement with sport and joining sports clubs inaccessible due to the high cost of participation, is extremely laudable. In the case of this local club, the annual accounts to 30th September 2017 (available on Companies House) show a figure of £306,692 cash in the bank & net assets of £885,992. The average 'adult' membership fee is just over £150 & average 'junior' membership fee is just over £60. The Town Trust have recently made a significant grant support decision on the basis of availability of funds stating it has a "duty to target its funds so they have the widest possible benefits across the whole community". How does funding an organisation which is limited to use by fee paying members meet the above statement? Given the above example of such generous funding by the Town Trust, is the suggestion made by the Trust that their ability to distribute grants is being constrained by lack of funds really the case?

Richard Vos, Membership No. 2564

A12: Your question is understandable – as an umbrella organisation of the local sports group, all subsidiary sporting groups accounts are included in the consolidation accounts. This consolidation arrives at the figure of £306,692. However, when the free reserves of the umbrella organization on their own are considered there is little cash available. The funding provided was for flood defenses. If the flood defenses were not improved even a minor flood could see the displacement of all the sporting and community groups that use the site. In this respect this grant was viewed as a grant to sustaining the operation of a venue for all groups that use the site.

Q13: Following the recent resignation of the current Chief Executive and in the spirit of openness, transparency and to encourage members to take a greater interest in the affairs of the Trust, why was this vacancy not advertised both directly to the membership and in local media (& indeed on the Trust's own website)?

Richard Vos, Membership No. 2564

A13: The advertisement of the role was placed on the Town Trust within 2 working days of the resignation becoming made public. The Town Trust directly contacted the Herald, the Observer and TouchFM to make them aware. If you are asking why the role was not directly advertised to the membership, the cost of a single membership circulation is in excess of £2,000. Instead advertisements have been run in the leading recruitment sites and to date the Trust has received in excess of 50 applications for the role.

Q14: Fordham House was intended to be for 'Key Workers' and to provide affordable homes. The report to the planning committee (16th June 2015) stated ".....the development is aimed at providing affordable homes to key workers..." In one press release, the Chief Executive, Stratford Town Trust, which owns the site, commented: "Fordham House is a ground-breaking initiative and one we are proud to be a partner in. Using the site occupied by a vacant office building and turning it into a high quality, centrally located, site for **affordable homes for key workers** answers a real local need." It has now been reported that only **6** out of the **82** flats were let to 'key workers' and that the rental rates are substantially higher than the official definition of 'affordable' and also higher than the mean average rental rates across the district. Does the Town Trust feel that they were misled into believing this development would meet the spirit (if not the words) of their Memorandum and Articles of Association and governing documents? Will the Town Trust make a formal (& public) statement expressing their concern and disapproval of this failure to adhere to the understanding on which this project was agreed?

Richard Vos, Membership No. 2564

A14: The Town Trust entered into an agreement to provide a long lease to Orbit in exchange for the provision of accommodation to locals. An element of this provision included the provision of key worker accommodation. The premium paid was in recognition of the key worker accommodation. The Town Trust has been disappointed with the level of uptake and in the provision of key worker accommodation. The Town Trust has no ownership or management stake in the project. If the Town Trust were to enter into any future deals with any housing provider there would need to be greater certainty around key-worker provision.

Q15: How much longer do residents have to put up with the scaffolding on The Lamplighter public house – it partially blocks the entrance to our properties at the rear. It is unsightly and the current poster re the World Cup attached to the surrounding fence blocks your sightline for oncoming traffic.

Christine Hutchinson, Membership No. 2571

A15: The tenants of the Lamplighter have applied for listed building consent to undertake the necessary repairs to the external elevation, but the appointment of contractors has been very protracted. We have been in correspondence with the tenant about the timing and level of repair required. The tenant has recently told us that they anticipate the contractor will be appointed in the next couple of months, so we very much hope the work will commence in the autumn at the latest.

Q16: As we understand the Town Trust has partial responsibility for the service road and since the building work in Bell Court, the service road has not been resurfaced unlike the service road which is at the rear of the businesses on Wood Street. Can the Trust assure us that the service road behind the Trust properties in Ely Street will not be left in that terrible state?

Christine Hutchinson, Membership No. 2571

A16: The tenant of the site has a full repairing lease obligation. The Town Trust is a one third freehold owner of the Bell Court site, with Stratford District Council being the two thirds owner – the management agreement states that the District Council is the lead partner in relation to this site. The Town Trust will pass on your concerns to both the tenant and to the majority freeholder.

Q17: **(received a week after deadline so not included on sheet circulated at AGM)**

My understanding is that the Trust owns Rowley Fields. In mid June this year we saw lots of butterflies starting to emerge in Rowley Fields. Marbled Whites, Meadow Browns, Ringlets and Skippers in particular. There is generally quite a profusion of butterflies. I was disappointed to see that the fields were cut for hay about 23rd June and this has an overnight decimating effect on the butterfly population. I wanted to ask whether it would be possible to change the haymaking policy:

- 1) Cut later – end of July or August, by which time the butterflies will have done their business regarding producing more butterflies next year
- 2) Leave a third of the fields uncut round the margin
- 3) Stagger cuts across the different fields

This is all in the name of bio-diversity and protecting our wildlife. I realise my question is late, but I hope it can at least lead to a review of what options exist rather than just have this policy simply continuing without any knowledge of its effects. Thank You.

A17: We are fortunate in that the farmer cuts the grass at no cost to the Town Trust. With this in mind we leave it to him to decide when is best to carry out the work. The grass is cut because in previous years we have received complaints from walkers about losing dogs and/or children in the long grass. However, we will raise this with the farmer and ask whether he can accommodate your suggestions for next year.

**TOWN TRUST AGM
4 JULY 2018
QUESTIONS FROM THE FLOOR**

- Q1: Richard Vos asked why the membership was not informed sooner of the resignation of the Chief Executive.
- A1: The CEO responded by explaining that the post had initially been advertised through a recruitment agency with the client organisation not disclosed. Once the announcement had been made public through the press then the vacancy was publicly advertised and posted on the Trust website. It is not Trust policy to inform the membership specifically of staff vacancies.
- Q2: Steve Turner stated that when the annual payment to KES was reduced from 46% to 36% the Charity Commission stipulated that the remaining 10% should be used for educational purposes. He asked whether this was still observed.
- A2: The CEO confirmed that this was still the case with around £178k being divided between the remaining local primary and secondary schools, and other schools in the area with pupils attending who live in Stratford.
- Q3: Corrinne Richardson thanked the Town Trust for contributing towards the sensory garden at Nicol Ward, Stratford Hospital and said that it was much appreciated and gave pleasure to hundreds of patients, visitors and staff. (no answer required)
- Q4: Maureen Beckett stated that she had been a user of the ArtsHouse for many years and queried why the annual payment to the new operator had been drastically reduced.
- A4: One of the reasons for changing the operator of the ArtsHouse was to reduce the amount of money granted to the venue on an annual basis. The Trust was receiving far more applications for grants than it has available to distribute. In reducing the amount of money given over to the ArtsHouse, other grant applicants would benefit. It was also pointed out that both sides had agreed the final figures and were happy with the outcome.
- Q5: Trevor Lloyd-Adams asked why the ArtsHouse was to be re-branded. Would it be money well-spent?
- A5: The CEO responded by saying that this is a decision for the new operator (Proon Enterprises). They are operating under licence so the Town Trust will have no involvement in the running/administration etc. of the venue.
- Q6: Bernadette Rose asked what the Town Trust thought of the high rents being charged at Fordham House and that the fact that very few keyworkers had been housed there since it was completed over twelve months ago. She stated that there were many apartments still being advertised to let and felt that local keyworkers had been let down by Orbit. Richard Vos requested that the Town Trust publicly state its disappointment in this matter.
- A6: The Chairman said that the Town Trust shared her disappointment but when this had been investigated it was found that there was nothing that could be done to amend the agreement between Orbit and the Town Trust.
- Q7: Kevin Bond observed that it seemed that the Town Trust had been badly served by poor external advisers over the last few years, and asked who had been advising the Town Trust e.g., in the Fordham House negotiations?

- A7: The CEO informed the meeting that some legal advice was now provided by a Birmingham firm of lawyers and all other external advice was carefully sought from experts in their field.
Kevin Bond responded by counselling the Trustees to use their own experience, knowledge and common sense in local issues.
- Q8: Jonathan Field stated that the £20k granted to the District Council for "music and movement" should have been self-funded. He considered that the District Council had mis-managed its finances over a long period of time.
No response given.
- Q9: David Coles asked why the results of the elections had only been announced to the membership/made public at this meeting rather than at the time the results had been made known to the Trust?
- A9: The CEO stated that Trust procedure had been followed, and also pointed out that the new Trustees' terms of office did not actually commence until the date of the AGM.
- Q10: Steve Turner said that he had noticed that the Bandstand was looking in need of a coat of paint and asked when it was due for redecoration?
- A10: The CEO undertook to look into this matter and take any necessary action to improve the appearance of the bandstand.
- Q11: Richard Culley said that the Trust had dealt with several contentious issues in the recent past, e.g., Rowley Fields, Masons Court, Fordham House, the ArtsHouse and asked whether the CEO was in danger of leaving a poisoned chalice? He acknowledged that no organisation was perfect but counselled the Trustees to take the best possible advice not only from advisers but also volunteers, members and Trustees.
- A11: The CEO said that he hoped that he was leaving the Trust in a better place having resolved some of the inherited issues, but pointed out that he was leaving with a heavy heart and for family reasons. The Chairman said that all the Trustees were deeply passionate about the Trust and gave up their time to protect it for the next generation. He emphasised that due process was followed and hours were spent debating issues before reaching a final decision.
- Q12: Christine Hammond asked whether the Town Trust could have better communicated with the ArtsHouse and transferred it rather than closing it down?
- A12: The CEO explained that the Town Trust had met with the ArtsHouse Board and management almost on a weekly basis and had tried to assist in every way possible to avoid the final outcome. However, the running of the ArtsHouse was the responsibility of the ArtsHouse Board of Trustees and staff and the Town Trust had to comply with charity and company law and had to avoid shadow directing.
- Q13: Mick Love pointed out that the ArtsHouse had originally been created as a community venue (originally the Civic Hall) and had housed many community events, e.g., boxing, wrestling, fur and feather shows, and these events had been lost as more emphasis had been placed on the arts/music/drama.
- A13: The Chairman said that it was down to the community to use the venue and hopefully some of the community events would be resurrected in the future. However, it was the responsibility of local residents to use the venue, both to hire as a venue and to buy tickets to events to support the new operators to make it a success.