

COMPANY NO: 11463703

SHERFORD COMMUNITY LAND TRUST LTD - SHADOW BOARD MINUTES 17th October 2018

Meeting held at Bovis Sales Office, Sherford 0905-11.05

Directors Present:

Nadine Trout (South Hams District Council) – Chair; Kat Deeney (Plymouth City Council), Gina Small (Devon County Council), Richard Plant (Taylor Wimpey), Emma Smith (Bovis), Helen Deas Williams (Brixton Parish Council)

1.	Welcome
2.	Appoint a minute taker: Agreed: Helen to take minutes of the meeting.
3.	Introductions
4.	Apologies: None. All appointed directors were present. Director from Linden still to be appointed.
5.	Declarations of interest: Gina, Kat and Chair work for Local Authorities which are all involved in the delivery of the new Town and Helen for Brixton Parish Council. Gina is seconded to SHDC from DCC. It was further noted that Richard and Emma are also directors of Sherford Estate Management Company Ltd, Company No: 10525216, referred to as MANCO.
6.	Previous Minutes: There being no amendments adoption of these was proposed by Gina, seconded by Kat, to now be filed as company records. ACTION: Chair to lodge minutes.
7.	Matters arising
	To consider appointment of the Accountants: Helen put forward Redwoods Accountants, Exeter, based on others' experience and full range of services. The consensus was that a more local accountancy firm offering full services would be preferable. ACTION: All directors to circulate ahead of the next meeting recommended accountancy firms to allow a decision at the next meeting.
	Banking: Kat confirmed Plymouth City Council were now able to administer SCLT Ltd. funds. Payment/collection of the residents' annual contribution to SCLT Ltd remains unclear despite the Chair writing to each Developer at Director level. ACTION: Kat will confirm there is a clearly separate title to ensure the account was identifiable and provide details of sort code, account number, title to be used. Helen would prepare a draft invoice for the Section 106 pump priming monies which the Developers must pay c. £74k. Gina would obtain the exact Index Linked amount to be billed on the invoice. Richard will clarify the situation on Residents' contributions following a meeting of Developers' Financial Directors. He advised that Taylor Wimpey issue a letter billing the SCLT Ltd annual payment pro-rata. Richard and Emma will provide examples of their company's initial statements/letters of explanation provided to new residents re. SCLT Ltd contributions.

Company Register:

The Chair confirmed she had obtained the Company Register documents which were now filed at the Company's Registered Address, Follaton House, SHDC and informed Gowling of this. Staff at Follaton House had been briefed to ensure it was available for inspection if requested.

Linden Directorship:

The Chair had written to the Developers' solicitors, Gowling, expressing concern about the conflict of interest and other issues were the SCLT Ltd Developers' actual and Linden's proposed director, Jaqueline Chalmers, also directors of the Consortium's Sherford Estate Management Company Ltd, Company No: 10525216 (MANCO) but had received no reply.

Legal update:

Richard reported that the consortium's solicitors, Gowling, had written to Taylor Wimpey advising that to avoid conflict of interest directors of SCLT Ltd should not also be MANCO directors. As Richard, Emma and Linden's proposed director were each already MANCO directors, decisions were needed by each company to resolve this.

ACTION: Richard and Emma to advise other SCLT Ltd directors on outcomes when decisions were taken on their company's directorships.

Alternate Directors:

The Chair advised that the Articles of Association of Sherford Community Land Trust Ltd permitted directors to appoint an alternate using the appropriate form; Helen had already done so and submitted her alternate as the Chair of Brixton Parish Council, Liz Hitchens, in case e.g. Helen were unable to attend a Board meeting which would not otherwise be quorate. The Chair recommended all Directors appoint an alternate.

ACTION: all other Directors to seek board approval of an alternate.

ACTION: Chair to lodge Helen's alternate director form in Company Register

MANCO update:

It was reconfirmed that no decision could be taken on possible SCLT Ltd director participation in the Consortium's MANCO (Company No 10525216, formed 14th December 2016) until objectives and activities of both companies were clearer. Richard reported that although Gowling had advised the shadow board that he was Chair of MANCO there had been no board meetings. There was some lack of clarity as to its current directorship and activity.

ACTION: Emma and Richard would separately clarify the situation and directorships with their companies and with Gowlings.

Sherford update:

The first primary school, Sherford Vale School, opened in September. The Chair had attended the third Open Day with Sherford residents on October 2 and contacts with the Sherford Facebook manager and other residents, helpful in informing the work of SCLT Ltd. It was also noted that at that meeting the Consortium's Paul Boileau had been telling Sherford residents what he believed was SCLT Ltd's role.

ACTION: All directors to ensure that public communications including to Sherford residents about SCLT Ltd should first be cleared with the Chair.

Tom Brassil, Minister for Sherford and Sherford Vale Headteacher, Helen Tipping would be invited to give presentations to future Board meetings.

Guest presenter Ian Sosnowski joins the meeting 10.05hrs.

Ian Sosnowski, South Hams Planning, Case officer for the recent Sherford 73 application, joined the meeting at 10.05hrs to present to the board on Sherford's 106 obligations.

As the SHDC lead for on site issues and the Sherford 106 agreement, Ian spoke to an outline list of 106 scheduled assets prepared by Anna, forwarded to Directors by Gina.

<ul style="list-style-type: none"> • It was agreed that this document was a helpful start but needed more detail. • The original schedule assumed completion of 264 houses a year. To date after two years 131 were occupied and 346 foundations laid. SCLT Ltd should have been formed by the first occupancy, April 2017, but no penalties would be imposed for the delay. • The ultimate 'end user' defaults to the Developers should no other manager be found to take on an asset. The board expressed concerns about the challenge of first developing revenue hungry assets with no means of generating income, such as open spaces. How would the MANCO manage this? The open spaces ultimate layout and scope with the changes proposed under 73 had yet to be detailed. • There was also a concern about the challenge to MANCO of finding an end user if there were any questions about the quality of development; and end user would want to be assured of the effective long-term maintenance being built in from the outset including drainage, for areas such as open ground. Ian agreed and confirmed that the open spaces need to come across as a package, not piece by piece, with one single maintenance arrangement. • SCLT Ltd and residents should be engaged at an early stage in design. • Although the sports grounds were being laid a year ahead of the planned building of a sports centre, this was so grounds would be established in line with (revenue earning) asset development. • The envisaged R&D centre (line 28, P107-108) was not replaced by the actual Skills Training Centre. The Skills Training had not been originally planned but secured by CITB bid for funding. Ian explained the concept 13 years ago of developing best practice in sustainable building and construction techniques had been partly overtaken by new materials and practice. • Ian confirmed that the proposed planning changes including the design of the park would not affect the 106 agreement with regard to SCLT Ltd. <p>ACTION: Ian was asked to add to the list of assets and reissue this to include:</p> <ul style="list-style-type: none"> a) a date line with estimated year plus month where possible b) ultimate 'end user' against each asset where already pre-determined and c) number/page reference to the 106 agreement.
<p>8. Comms Strategy</p> <p>Having confirmed that all external Communications concerning the Trust and its activities should first be cleared with the Chair, a document was produced by HDW in 2017 with an outline of marketing and comms considerations. It was agreed that she should update this for Board consideration with input from Emma in particular. This should form the outline of a Communications strategy for the SCLT Ltd. Until that was agreed and issues on billing clarified there would be no formal communications to residents or more widely.</p> <p>It was noted that the Sherford residents had formed their own communications network with a Facebook group. There was some potential for SCLT Ltd to support a Community Website if needed when it had funds.</p> <p>Action: HDW to send Emma updated notes on Marketing strategy for her amendment.</p>
<p>9. Trust Income</p> <p>This was covered under Banking, above. Nothing further could be decided. No income generation possible until 106 funding received. A business plan could be produced following this.</p>
<p>10. Any other business</p> <p>The Chair would investigate potential changes that might result from a Boundary review with the Electoral officer for South Hams.</p>

HDW would check on the 106 details for Brixton Parish Council to support the formation of a Sherford Town Council and definitions and circulate the legal responsibilities for a Council, which are different from the Trust's objectives.

Action: Chair, HDW

Date of next meetings:

Agreed:

10.00hrs Wed 21st Nov 2018 at Taylor Wimpey office, Sherford

10.00hrs Wed 30th Jan 2019 at Bovis Sales office, Sherford

10.00hrs Wed 13th March at Taylor Wimpey office, Sherford