

STRATFORD-UPON-AVON TOWN TRUST

ANNUAL GENERAL MEETING

Tuesday 15 September 2020

Present: Quentin Willson in the Chair
Tim Bailey
Gill Cleeve
Liz Coles
Tony Jackson
Matthew Macdonald
Clive Snowdon

In attendance: Sara Aspley (Chief Executive)
60 members of Stratford Town Trust

Apologies: Lindsay MacDonald
Stephen Parker
David Taylor
and several Trust members

1 Welcome and Opening Remarks by Chair

The Chair welcomed everyone to the nineteenth Annual General Meeting of the Trust.

He introduced the Trustees present and welcomed Gill Cleeve and Liz Cole who had taken up their appointments as nominated Trustees on 1 June 2020. The Chair then paid tribute to the two retiring Trustees, Charles and Tessa Bates. Tessa sadly passed away in June this year and he acknowledged the huge contribution she had made to the Trust as a board member during her term of office. Charles was one of the first Trustees to be appointed at the creation of the Town Trust in October 2001 and had served several terms since then, as both an elected and nominated Trustee. He also thanked Ian Andrew, who resigned in November 2019, for his contribution to the Board and assured the members that the recruitment process to replace him was well under way with an announcement expected by the end of September as to his successor.

The Play House team had worked extremely hard to ensure that the venue was Covid-safe and they were thanked for all their efforts.

The Chair then went on to outline the overview of the Warwick Road Lands and the Riverside Green Corridor project. This joint initiative with Stratford District Council had received Local Enterprise Partnership funding of £1.5 million and the would include an area of College Estate land. A full consultation process would take place during the autumn.

The Trust had been severely affected by the downturn in the High Street, especially during lockdown, as a result of the Covid-19 Pandemic and he assured members that the Trust was doing all it could to support tenants by being understanding and flexible over outstanding rents.. The Chair also announced that the Trust was exploring the possibility of establishing a creative hub for social enterprise and how the Trust might support the town centre economy by redeveloping upper floors of properties in the portfolio to become affordable residential accommodation for key workers in the town.

2 Presentation by Chief Executive

The Chief Executive's presentation looked back on highlights of 2019 focusing on grants awarded to new beneficiaries such as Acorns Hospice; new initiatives on social media such as "Take Over Tuesdays"; news from Foundation House and a report on the consultation which had taken place involving the whole community. The findings from the consultation would inform the Strategic Plan 2020-2025 which would be published early in January 2021.

During the Covid-19 lockdown, the Trust worked alongside the Town Council to deliver Stratford Support – a service to provide essential supplies and wellbeing calls to those unable to leave their homes. A team of volunteers carried out over 500 shops, collected prescriptions and made weekly calls to those in social isolation.

The Chief Executive also updated the members on the latest news at the Guild Chapel; Play House; Rowley Fields and participatory grant making. She announced that applications were currently being invited for the Community Recharge Fund with a closing date of 9 October

3 Presentation by Chair of Finance, Investment & Property Committee

Clive Snowdon, Chair of FIP Committee, then gave a presentation focusing on the Trust's finances over the past 12 months, in particular drawing attention to:

- Investments
- Disposable Income
- Grant Activity in 2019
- Outturn for 2020

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 2019

It was unanimously:

RESOLVED: That the Report of the Trustees and Financial Statements for the year to 31 December 2019 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 2020, and the Trustees be authorised to fix their remuneration.

5 Special Business

The Chairman then dealt with the Special Business, taking each resolution in turn.

It was:

RESOLVED: That That Article 2.1 be amended in the following manner (changes underlined): Members are entitled to attend general meetings which may be held in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants simultaneously. General meetings are called etc;

RESOLVED: That Article 2.2A be amended in the following manner (change underlined):
No business other than the appointment of a chairman shall be transacted at a general meeting unless the requisite quorum is present at the time when the meeting proceeds to business. Thirty members present in person shall be a quorum for all purposes.

RESOLVED: That Article 3.2 in the Charity's existing Articles of Association be amended in the following manner (changes underlined):
Three persons appointed by Stratford-upon-Avon Town Council ('The Council') who may (but need not) be members of the Council ('The Nominated Trustees');

RESOLVED: That Article 15 (Interpretation) be amended to align the definition of 'The Council' with the definition being added in Article 3.2, and to reflect the current electoral wards of the civil parish of Stratford-upon-Avon following boundary changes in the definition of 'The Town', in the following manner (changes underlined):
'the Council' means Stratford-upon-Avon Town Council
'the Town' means the town of Stratford-upon-Avon in Warwickshire, England which, for the avoidance of doubt, is the civil parish of Stratford-upon-Avon comprising the electoral wards of Avenue, Bishopton, Bridgetown, Clopton, Guildhall, Hathaway, Shottery, Tiddington and Welcombe.

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

The Chair read out the questions received from members in advance of the meeting and provided answers (Appendix 'A').

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

During this session there was lengthy and detailed discussion around the issue of the annual payment to King Edward VI School. The question from the floor addresses whether the historic arrangement (whereby 36% of the clear yearly income of the Guild Estate is awarded to the School) could be formally challenged. It was Proposed by Cyril Bennis, Seconded by Emma Heathcote James and:

RESOLVED: That the members present request that the Town Trust form a working group to consider the apportionment of the payment to King Edward VI School.

(NB: Tim Bailey and 4 family members abstained from voting on this proposal.)

7 Live Grant Making

James McHugh introduced the concept of live grant making and explained that it was a pilot scheme aimed at greater involvement of members in grant making decisions. Three organisations had been chosen to "bid" for a total prize fund of £9,500 and videos were shown giving an outline of each organisation's work. They were Sunny Side Up – supporting older people in Stratford; Kate's Story Tree – providing engaging activities for children and young people; and Warwickshire Vision Support – working with people with sight loss across the community. Members were invited to vote for their preferred group and the result would be announced within the next few days.

8 Closing Remarks

The Chair thanked everyone for their attendance and the meeting closed at 8.40pm.

**TOWN TRUST AGM
15 SEPTEMBER 2020
QUESTIONS AND ANSWERS
(1-5 Submitted in writing prior to meeting)**

- Q1: When is the work on the Lamplighter due to complete?
And will the road be resurfaced once the scaffold has been removed?
Christine Hutchison, Membership No. 2571
- A1: It is anticipated that the work to the gable end of the Lamplighter will be completed by end of September. Blue coast Capital who have responsibility for the road have let us know that that they will look at condition of road when the scaffolding is removed and consider whether it can be patched or whether it needs resurfacing.
- Q2: I suggest, or propose if permitted, that the Trust does not increase the rent charged to tenants of commercial premises it holds in Stratford, in order to ease the financial burden on businesses operating for the benefit of townspeople and visitors, for a number of years to be determined by the Trustees.
Bill Tucker, Membership No. 715
- A2: We are very aware of the challenges facing town centres and high street retailers and as a result we are taking a balanced and pragmatic approach to all rent reviews. However, the Trust also has an obligation, within charity law, to protect the assets and income stream of the charity. The rent review process in all cases is very detailed and takes a wide view of the level of rents on similar and neighbouring properties to ensure parity. Over the last few years increases as a part of rent review have become much smaller and some cases nil.
- Q3: I've asked this before, and received a "boiler plate" response, but how can the continued "support" of King Edward VI School go unchallenged? It accounts for over a quarter of total donations. KES has its own method of raising funds, including selling playing fields.
David Oram, Membership No. 33
- A3: This historic arrangement whereby a percentage of the cleared income from the Guild Estate is awarded to the King Edwards' School dates back hundreds of years. Whilst we recognise that the current arrangement does not necessarily reflect a modern education system, making a challenge to the scheme is far from straightforward. We have previously explained that the non-discretionary element of grant giving, specifically related to KES, by Stratford Town Trust is set out in the Charity Commission Scheme and was amended to the current rate, 36% of the net annual income of The Guild Estate, in 1996 by a ruling in the High Court of Justice. Stratford Town Trust has a legal obligation to fulfil the requirements of the charitable trust. It isn't entirely clear who is eligible or has the responsibility to make a challenge. Furthermore, making a challenge to the scheme would mean a lengthy and extremely costly legal process for the Trust and the other parties, without any certainty of success.
- Q4: What are "support costs"? Under "other activities" donations these costs account for nearly half the total.
David Oram, Membership No. 33
- A4: Support costs are the overheads related to running the operation. The total across the group is £479K which is then apportioned out on a time spent and costs incurred basis. In the case of Other Activities this refers to a proportion of staff costs at almost £30k and an allocation of office running costs at £8,000 and a share of governance costs of £7,000. The full breakdown for the group can be seen on page 35 of the Annual Accounts.

Q5: Why did STT choose not to use online technology for this AGM – either exclusively or as a ‘mix and match’? and why (as a member organisation) did STT not consult with their members to assess (a) the interest in an online AGM and (b) the ability of members to use/be comfortable with online technology?

A5: The recent changes announced by the government last week gave us cause to carefully consider our plans to hold a physical rather than a digital AGM. We carefully studied all of the information available on the government website outlining the rule of 6, which are focussed towards social gatherings. There are a number of exemptions contained within the guidance and the AGM falls into that bracket.

However, please do not think that we have taken a cavalier approach in making the decision to go ahead. We have worked extremely hard with The Play House team to ensure that the venue is Covid secure. This includes additional and deep cleaning, a strict one way system in place, carefully managed incoming and egress, masks available for all attendees and additional visors for staff. The auditorium is very large, seating approximately 400 people under pre Covid conditions and well ventilated. We anticipate that around 60 people will attend and they will be generously distanced in pairs or single seats.

In holding the meeting digitally we are presented with another set of different challenges. Aside from, limited staff resource, cost, uncertain wifi strength etc, the Trust is a membership organisation which means that the AGM is not open to the public, unlike Town Council meetings. To operate a digital meeting Members would have to register to attend and receive a unique link. Voting can be conducted using the platform technology but in my experience is not fool proof. Unlike a webinar, which is typically a broadcast or presentation, an AGM is best when the “audience” are able to engage with the agenda through the voting process and the member question section. I am aware that all of that is possible on platforms like zoom. However, when you consider that 50% of our membership elect not to have digital communication from the Trust it felt as though we were excluding a great number of them. At present we simply do not have the technology or resource to deliver a hybrid meeting.

After carefully weighing up all our options, including the jeopardy of pivoting to a digital platform at extremely short notice, we felt that holding a meeting that was a Covid safe but shared experience, rather than a functional process for the Charity Commission, was the preferred option.

I do appreciate that some will feel nervous given the recent changes and the reported increases in infection rates and may choose not to attend. I am looking into ways that we can offer a recording of the meeting for members (who elect to hear from us electronically) to view in a secure area on the website or via a unique link and will let you know if we manage to achieve this.

**TOWN TRUST AGM
15 SEPTEMBER 2020
QUESTIONS FROM THE FLOOR**

Q1: Following on from written question A3 above, Marion Homer asked how the members of the Town Trust could bring about change by reducing the annual payment to King Edward VI School and making the distribution of those funds more equitable among all schools in the town?

A1: The Chair responded by reiterating that the payment to KES was a legal obligation of the Trust and any challenge to be brought against the High Court Judgement of 1996 would incur massive legal costs which would decimate Trust funds.

See Minute 6 above for formal proposal.

Q2: Cyril Bennis returned to the subject of the Green Corridor Project at Warwick Road Lands and raised concerns that there was a groundswell of objection within the Stratford community against this initiative. He felt that the scheme had been developed in haste without sufficient public consultation and without transparency and feared that the area would be spoiled.

A2: The Chair assured Cyril that the area would be enhanced and protected as a green space for all to enjoy. A period of public consultation was planned for the autumn so that the community could submit views at that time.