

**Draft Resolutions**  
**Board Meeting of the Wimbledon and Putney Commons Conservators (WPCC)**  
**12<sup>th</sup> April 2018**

**Conservators:** Mrs Diane Neil Mills, Chairman (DNM)  
Mrs Shirley Gillbe (SG)  
Mr David Hince (DH)  
Mr Peter Hirsch (PDH)  
Mrs Sarah-Jane Holden (SJH)  
Mr Mike Rappolt (MR)  
Dr Ros Taylor (RT)  
Mr Nigel Ware (NW)

**Officers:** Mr Simon Lee, Chief Executive (CEO)  
Mr Steve Bound, Chief Operations Manager (COM)  
Ms Paula Graystone, Deputy Clerk & Ranger (DCR)  
Mrs Angela Evans-Hill, PA to Chief Executive (PA to CEO)

**04.18.2 Appointment of Chairman**

The Board resolved that Mrs Diane Neil Mills be elected as Chairman for the ensuing year.

**04.18.4 Board Procedures, Conduct and Operational Matters**

**Board Procedures:**

The Board resolved:

- a) to continue to hold Board Meetings as “normal”, with Conservators and staff present and that each meeting would have a “private” section on the Agenda for Conservators only, regardless of whether any agenda items were expected for this section;
- b) to promote transparency and provide levy-payers with the opportunity to question Conservators, it was agreed that an Open Meeting would be held in the autumn/winter of each year, in addition to the Annual Open Meeting in June of each year;
- c) to attribute names to comments made in the Minutes;
- d) that voting on all items was not necessary and would be at the discretion of the Chairman and when voting did take place, the reasons for a Conservator voting against a decision or abstaining should be minuted;
- e) to agree the existing process for commenting on Minutes, as set out in the current Board Guidelines;
- f) that timings on the Agenda were not necessary and that it would be the responsibility of the Chairman and Chief Executive to ensure the Agenda was manageable;
- g) to publish the Resolutions of each Board Meeting within one week of that Board Meeting;
- h) that further consideration would be given to the publication of more detailed Minutes after the Statutory Inquiry had concluded, following a benchmarking exercise of peer organisations;

- i) that Board papers should be issued on the Thursday prior to the Board Meeting at the latest and that officers should endeavour to produce papers earlier whenever possible and that in the case of papers being reissued, tracked changes would be shown;
- j) that Board Meetings would be held during afternoons rather than evenings and that the PA to CEO would consult Conservators over a suitable start time for the 14<sup>th</sup> May 2018 Board Meeting;
- k) to retain the use of the title “Chairman” and that Conservators would be known as “Conservators of the Commons, Trustees of the Charity”, acknowledging the two roles of Board Members.

### **Board Behaviours**

The Board resolved:

- a) to adhere to the standards of behaviours and conduct expected of people in public life and the WPCCC Code of Conduct and Principles & Standards;
- b) to agree to the obligation of the duty of confidentiality;
- c) that all Conservators would abide by a Board decision taken collectively.

### **Operational Matters**

The Board resolved:

- a) to record the Board Meetings in order to assist the drafting of Minutes and clarification of any discrepancies and that recordings would be deleted once the Minutes were signed;
- b) that contact with the Conservators by the public should be made via the e-mail address of the Ranger’s Office and that all such e-mails would be circulated as appropriate and that the DCR would ensure that personal e-mail addresses on the Charity Commission website would not be in the public domain;
- c) to develop a process to ensure that any business that needed to be undertaken between Board Meetings would enable all views and opinions to be taken into account;
- d) to agree the need for a Media Release to be issued following a Board Meeting in order to promote transparency in respect of decisions made at Board Meetings and to discuss at the 14<sup>th</sup> May 2018 Board Meeting what form such Media Releases would take.

#### **04.18.5 Minutes of the Board Meeting of 12<sup>th</sup> February 2018**

The Board resolved to approve the Minutes of the Board Meeting held on 12<sup>th</sup> February 2018 subject to two changes. SG abstained as she had been out of the country and unable to review the draft Minutes of the previous Board Meeting.

#### **04.18.6 Matters Arising and Handover Issues from Previous Board**

##### **Spencer Benches**

The Board resolved to write to Wandsworth local planning authority supporting the planning application for the placement of benches on Putney Lower Common by The Spencer.

## **Constitution Working Group**

The Board resolved:

- a) to proceed with the work of the Constitutional Working Group;
- b) that SG, DH, DNM, NW and MR would sit on the Working Group;
- c) to accept the offer of support from Mrs Francesca Quint, a specialist charity barrister, to assist the Working Group;
- d) to publish the membership of the Working Group but that the Terms of Reference would not be published until they had been considered further and approved by the Board.

## **Friends of Wimbledon and Putney Commons**

The Board resolved to progress the establishment of the Friends of Wimbledon and Putney Commons Group. SJH undertook to represent the Conservators on the group and take the matter forward.

### **04.18.7 Audit and Risk and Finance and Investment Sub-Committees**

The Board resolved:

- a) to establish a new Audit and Risk Sub-Committee to supplement the existing Finance and Investment Sub-Committee;
- b) that membership of each Sub-Committee would be as follows:
  - Audit and Risk - SG, PH, MR with the CEO and COM;
  - Finance and Investment: NW, DH DNM with CEO and DCR.
- c) to approve "in principle" the draft Terms of Reference for each Sub-Committee, subject to them being considered by each Sub-Committee at their inaugural meeting and then with or without amendment being finally approved by the Board at its next Board Meeting;
- d) that the Chairman of each Sub-Committee would be appointed at the first meeting of the Sub-Committee, subject to the final approval by the Board of Conservators at its next Board Meeting;
- e) that the date for the inaugural meeting of both Sub-Committees and particularly the Audit and Risk Sub-Committee should be as soon as possible and the PA to CEO would arrange a date and time by Doodle early the following week.

### **04.18.8 Appointment to the Wildlife and Conservation Forum and Wimbledon Windmill Museum Trustees**

The Board resolved:

- a) to approve the continued appointment of RT as Chairman of the Wildlife and Conservation Forum;
- b) that SG and SJH would also sit on the Forum;

- c) that it was inappropriate that a Conservator or Officer of WPCC act as a Trustee for the Windmill Museum Trust as there were direct conflicts of interest and instructed the CEO to advise the Chairman of the Wimbledon Windmill Museum Trust accordingly;
- d) that future liaison between the Wimbledon Windmill Museum Trust and WPCC would be by means of regular meetings between the executive and with their Chairman.

#### **04.18.9 Update on Charity Commission Statutory Inquiry and Interim Manager**

The Board resolved:

- a) to receive the e-mail from the Interim Manager dated 21<sup>st</sup> March 2018 regarding (a) the Charity Commission's decision for him to ask [REDACTED] of Montagu Evans to review his original report in the light of information which had not been made available to him when he completed his first report, and (b) the subsequent statement received by WPCC for [REDACTED];
- b) to receive the response to the Charity Commission dated the 27<sup>th</sup> March 2018 by the immediate past Chairman on behalf of the Board;
- c) to receive the Charity Commission's response to Trustees of the 10<sup>th</sup> April 2018;
- d) that prior to paying the Montagu Evans statement:
  - i. the Chairman would write to Montagu Evans requesting that they provide the Board with a copy of the initial instructions provided to them by then Conservator, [REDACTED];
  - ii. the Chairman would write to the Interim Manager asking for a copy of the instructions provided to Montagu Evans together with a copy of the new report;
- e) that the Board review the responses to these two letters before determining how to proceed with payment of the Montagu Evans statement;
- f) that for general communications, the Charity Commission should write to Conservators through the Chairman and instructed the CEO to write to the Charity Commission to confirm this arrangement.

#### **04.18.10 Annual Review of Strategic Risk Register and Top X**

The Board resolved to review this item at the 14<sup>th</sup> May 2018 Board Meeting.

#### **04.18.11 Review of Finances 2017/18 and Audit Timetable**

The Board resolved:

- a) to approve the March 2018 financial management reports as the current end of year position for 2017/18 finances, subject to the independent audit;
- b) to note the 2018/19 approved budget and cash flow;
- c) to note the audit timetable;
- d) that the CEO should investigate whether signed accounts should be presented at the Annual Open Meeting or whether the Wimbledon and Putney Commons Act 1871 or Commissioners Clauses Act 1847 required the presentation of a set of draft accounts.

#### **04.18.12 Ecological and Environmental Monitoring Report 2017**

The Board resolved to review this item at the 14<sup>th</sup> May 2018 Board Meeting.

#### **04.18.13 WPCC Insurance 2018/19**

The Board resolved:

- a) to note the position regarding the renewal of insurance policies at a total cost of [REDACTED];
- b) to instruct the Chairman on behalf of the Board to write to the Charity Commission, setting out the revised basis of the Trustee Indemnity insurance and the implications for trustees;
- c) to consider, in future years, the “borrowing” of funds from the investment portfolio to pay for the insurance premium instead of incurring financial charges for paying by monthly instalments;
- d) that all documents relating to the Trustee Indemnity insurance from Jelf would be placed on the Conservators’ Portal.

#### **04.18.14 Protecting the Charity’s Reputation**

The Board resolved to review this item at the 14<sup>th</sup> May 2018 Board Meeting.

#### **04.18.15 Triennial Election – Lessons to be Learnt**

The Board resolved to review this item at the 14<sup>th</sup> May 2018 Board Meeting.

#### **04.18.16 Little Forest Folk**

The Board resolved to review this item at the 14<sup>th</sup> May 2018 Board Meeting.

#### **04.18.17 Forums and Annual Open Meeting**

The Board resolved:

- a) to receive the notes of the Wildlife Forum and Conservation Meeting held on 13<sup>th</sup> March 2018;
- b) to receive the notes of the Stakeholder Forum held on 21<sup>st</sup> March 2018; The Board noted the request to consider assisting a community scheme being set up to manage the Roehampton Playing Fields. The CEO was asked to prepare a paper for a future meeting to enable the Board to fully consider the request.
- c) to approve the Minutes of the Annual Open Meeting held on 21<sup>st</sup> June 2017 subject to a minor correction and to post the Minutes on the WPCC website;
- d) to approve the Agenda for the Annual Open Meeting 27<sup>th</sup> June 2018, subject to the removal of the item on the Approval of the Minutes unless the Wimbledon and Putney Commons Act 1871 or Commissioners Clauses Act 1847 specified otherwise.

#### **04.18.18 Dates of Future Board Meetings 2018/19**

The Board resolved to note the dates of future meetings and agreed to cancel the meeting arranged for July and hold a further meeting in September.

**04.18.19      Items for Inclusion in a Media Release by the New Board**

The Board resolved:

- a) to issue a Media Release immediately announcing the election of the new Chairman;
- b) that the CEO would prepare a more detailed Media Release for consideration by the Board.

DRAFT