

# Wimbledon and Putney Commons Conservators – June 2017

## Minutes of the Conservators' ANNUAL OPEN MEETING held at St Paul's Community Centre, Inner park Road, London SW19 6EW

Conservators: Ms Prue Whyte (Chairman)  
Mr John Cameron  
Mr Derek Frampton  
Mrs Shirley Gillbe  
Mr Mike Rappolt  
Dr Ros Taylor

Officers: Mr Simon Lee (Chief Executive)

Auditor: Mr Simon Hoy, ANOVA

115 Levy-payers and other members of the general public.

She then invited each of the Conservators, the Chief Executive and the Auditor to introduce themselves to the audience.

### 1. WELCOME

The Chairman welcomed everyone to the meeting. She asked all those present to join with her in recording the sympathies of the Conservators, the staff and those present to all those affected by the tragic events of recent weeks.

Each of the Conservators present introduced themselves.

The Chairman welcomed Mr Mark Loxton to the meeting and explained he would give a presentation on the restoration of Putney Lower Common.

To allow for as many people to ask questions as possible, a maximum of three questions per person would be permitted and those asking were requested to provide their name, location and, in the interests of transparency, to state if they were related to any of the Conservators or staff.

### 2. APOLOGIES FOR ABSENCE

Mr Keith Luck, Conservator; Mr Walter Benzie, Auditor

### 2. MINUTES OF THE LAST MEETING

The Minutes of the previous Annual Open Meeting held at St Margaret's Church, Putney Park Lane on 22<sup>nd</sup> June 2016 were approved by the Board and signed by the Chairman.

### 3. CHAIRMAN'S REPORT

Firstly, many thanks to you all for attending our Annual Open Meeting. From the numbers present it shows the great interest there is locally in our Commons. As I report on both the successes and the challenges that have faced the Charity over the past year, I hope that we can have a productive discussion here this evening. My report is rather longer than last year, reflecting a busy year for the Charity.

I would like to start with some thanks.

Firstly, to Sir Ian Andrews for his time on the Board as Ministry of Defence Appointed Conservator. Sir Ian served two terms of three years and a final term, with the consent of the Secretary of State for Defence, of two years, a time-frame that suited us because it meant that the periods of office

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of appointed Conservators would be staggered. Sir Ian, who unfortunately cannot be with us this evening, gave very freely of his time supporting both the Board and the executive. I will miss his calm and clear-thinking approach.

We welcome Mike Rappolt who was confirmed in his position as Appointed Conservator by the Secretary of State for Defence, the Right Honourable Sir Michael Fallon MP, on the 2<sup>nd</sup> May 2017. Mike has considerable experience in the charity and public service sectors particularly in the areas of audit, risk and corporate governance. We are delighted to have him on board.

I thank the Board for the confidence they have placed in me in renewing my appointment as Chairman of the Conservators for a further twelve-month period. It is a privilege to hold this position. I thank my fellow Conservators for their involvement, support and, indeed, challenge.

As Levy-payers you have a right to know about the complex and challenging matters affecting the operation of the Board over the past year. Legal constraints have prevented us being as open as we would have wished but as always we intend to be as open as possible tonight.

There is much to celebrate in this Charity in terms of the work being undertaken across many fronts to enhance the Commons. However you will be aware that not everything has been plain sailing. A considerable amount of the Board's time, and the Charity's resources, has been expended on two particular issues: progression of the Formal Action Plan and the separate but nonetheless challenging issue regarding the conduct of an elected Conservator. I will take these in turn.

Firstly, in relation to the potential financial loss to the Charity due to the granting of an easement in August 2014 to the London Borough of Wandsworth for access rights over Putney Lower Common. On 15<sup>th</sup> September 2016, the Charity Commission advised the Conservators that it had opened a Statutory Inquiry on 18<sup>th</sup> August 2016 regarding progress with the implementation of the Plan and other matters concerning management of the charity and risks it may be exposed to.

As many of you will know this has been a long running issue. The Conservators have been following a Formal Action Plan set by the Charity Commission, in effect our regulator. As part of this, in April 2016 the Charity received an Opinion of two leading Counsel that it did not have to comply with sections 117-121 of the Charities Act 2011 requiring a Qualified Surveyors Report. However, the clear advice of our lawyers was that there was still a fiduciary duty to ensure that the terms on which the easement was granted were the best that could reasonably have been obtained for the Charity, having regard to the circumstances. An additional effect of this Counsel's Opinion was also to fix the relevant date for the valuation at 14<sup>th</sup> February 2012.

The Board agreed that its retained lawyers Charles Russell Speechlys, who I will refer to as CRS, be instructed to undertake a tendering process to select an appropriate RICS surveyor to be instructed by them to prepare an independent retrospective valuation (RVR) as at this date: 14<sup>th</sup> February 2012.

The procurement process was led by CRS and at its meeting on the 10<sup>th</sup> October 2016, the Board agreed to accept the recommendation of our lawyers that Daniel Watney be appointed to undertake the RVR.

The Daniel Watney RVR concluded that there had been a loss to the Charity of around £325,000.

Having formally received the RVR, two Conservators who were in office when the Charity agreed to enter into an easement with Wandsworth Borough Council in February 2012 recused themselves on the advice of CRS from any further involvement in the consideration of the loss and the feasibility of recovery of charitable funds. They did not take part in any further meetings addressing this matter. The Commission was also advised, on the advice of CRS, that a third Conservator who had been appointed on 25<sup>th</sup> April 2013, and the Charity's Chief Executive, who

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had been appointed on the 1st March 2014 were not conflicted, as both had been appointed after the 'relevant date' of 14<sup>th</sup> February 2012.

As required by the Commission's Formal Action Plan, the non-conflicted Conservators sought and fully considered legal advice of its retained lawyers, including Opinions from two QCs on implications arising from the retrospective valuation.

In early February 2017 the non-conflicted Board members met to consider the two Opinions and the advice of CRS, who were also present at the meeting. The clear advice was that the possibility of success in claims against any Conservators or former Conservators or Gregsons was low and as Drivers Jonas no longer existed this left Deloitte (who had acquired Drivers Jonas). Without further considerable research and expenditure, the Charity's advisors were unable to say there was any potential to make a successful claim against Deloitte. There was a strong possibility that the expenditure involved in building the case for a claim, and pursuing a claim, would exceed any sum that could be recovered. These points were examined at length.

The non-conflicted Board resolved that, in view of the clear advice received it would not be in the best interests of the Charity to incur any further costs pursuing these matters, and that therefore in its view, the Charity Commission's Formal Action Plan of the 22nd October 2015 had now been completed.

On the advice of its lawyers the Charity wrote to the Commission to advise that in its view it had completed the Formal Action Plan. The Commission responded advising that the Statutory Inquiry was on-going.

On the 31<sup>st</sup> May 2017 the Charity Commission advised the Conservators that it had appointed an Interim Manager. The reasons for this were that, in the view of the Commission:

1. the trustees had made very slow progress in completing the Action Plan
2. while noting that the trustees have made further progress in completing the Action Plan, the Commission was concerned that the recent trustee decision was not based on comprehensive information and advice
3. there is a dispute amongst the trustees which has led to one trustee being excluded from the decision making and the Commission considers the ongoing dispute is hampering the proper and effective management of the Charity.

All of these were deemed to be misconduct and/or mismanagement in the administration of the Charity.

The Commission noted (and I quote): *'The Commission considers that the trustees have demonstrated their ability and willingness to operate the charity and has decided that they should continue to do so. The Commission's only current concern is in relation to the disposal of the 2014 easement and the dispute this has led to within the trustee body. Accordingly the interim manager will only be appointed in a limited role with the Charity's trustees continuing to fulfil the other functions of the charity'*

The terms of reference of the Interim Manager are specific: *'To consider the Charity's trustees' decision of the 8th February 2017 not to take legal action to recover the loss suffered by the charity following the granting of an easement to the London Borough of Wandsworth in August 2014 for access rights over Putney Lower Common for £350,000 which was a significant undervalue ("the decision"), and whether further action needs to be taken.'*

We welcome the appointment of the Interim Manager and look forward to final resolution of this long running issue.

I said earlier that we wished to be as open as possible tonight and had hoped to be in a position to release further documentation this evening.

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However, the Interim Manager spoke with our lawyers CRS yesterday and said that *'it would not be appropriate at this stage for matters which form the subject of his appointment to find their way into the public domain.'*

CRS further commented: *'The Commission is a public authority and conducting an inquiry, and it is possible that the disclosure of the requested information will hamper their interim manager's work and therefore have an adverse effect on the result.'*

I appreciate that this will feel disappointing to some but we cannot do anything that will prejudice the work of the Interim Manager at this time. Once again, despite our best intentions, our desire to be more open has been frustrated.

As the Board has sought to progress the Formal Action Plan and then the requirements under the Statutory Inquiry, matters to which the whole Board, all Conservators, have been committed, regrettably we have had to deal with an additional and separate difficulty - the conduct of an elected Conservator. I am not sure it is necessary, or appropriate, to go into the full detail of this. However, earlier I referred to the three points about misconduct and/or mismanagement highlighted by the Commission as reasons for appointing an Interim Manager.

The third of these refers to a dispute on the Board which (and I quote) *'in the Commission's view, are centred round the granting of the 2014 easement'*

Yes, there have been differing viewpoints expressed, not uncommon on a Board and in fact, healthy. However, there is an additional dispute which relates to what is acceptable behaviour by a trustee – any trustee - of a charity.

John Cameron brings things of value to the Board, as do all members of the Board. However, the way in which John has conducted himself in bringing and pursuing these issues has caused significant disruption within the Board, to the executive, and to the Charity generally. This has not helped the situation, particularly regarding the Putney Hospital easement matter. Nor, I believe, has it helped John to fulfil his duties as a trustee of a charity, with its collective responsibilities.

In August 2016, the Board sought legal advice on how to deal appropriately with the actions of John Cameron. The advice noted that the Charity had no specific constitutional powers regarding conduct of a trustee, however, the lawyers considered that the level of transgressions had been breached to such an extent, that an internal disciplinary procedure be conducted in accordance with the Charity's agreed Disciplinary Procedures.

The Board commenced an internal investigation and, in order to protect the Charity, put Interim Measures in place against John. These included preventing him from having further input to the implementation of the Formal Action Plan.

The investigation concluded that John Cameron had breached the WPCC Principles and Standards, Terms of Reference and Code of Conduct that he had signed as part of the pre-election process in 2014. The investigation concluded that it would be in the best interests of the Charity if he resigned.

*(Member of the public interrupted to ask if the names of those carrying out the investigation could be given. The Chairman responded that could all questions please come at the end).*

With regret, the Board approved this position at its December 2016 meeting. John was advised of the decision of the Board and the right of appeal. He did not appeal the decision of the Board nor did he resign.

On the 30th January 2017, on the advice of its lawyers, and having exhausted the options available to it under its governing constitution, (Wimbledon and Putney Commons Act 1871 and Commissioners Clauses 1847), in terms of dealing with an individual in such circumstances, the

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Board wrote to the Charity Commission as the Regulator requesting that it exercise its regulatory powers.

In a letter of the 10th February 2017 the Commission advised that ‘...[it] *is not prepared to take any action at the present time.*’ However, the Commission subsequently wrote on 31<sup>st</sup> March that it “...*has recently written to Mr Cameron in respect of releasing genuinely confidential information which has been obtained in his capacity as a trustee of the Charity.*”

As I conclude this part of my Report, I wish to stress that the Board continues to provide its full co-operation to the Statutory Inquiry and to the Interim Manager.

I’d like to turn now to consider some of the hugely successful work that the Charity has achieved over the past year, areas where really constructive energy has been expended.

I’m sure, like me, that when you are out on the Common you are stopped and asked for directions to the Windmill, our iconic Grade II listed structure on Wimbledon Common - a real feature of the Common.

Its restoration was a particular highlight, and we are grateful to the Windmill Trustees for their assistance. Water penetration over recent years had resulted in degradation of the building's structure and this was found to have also contributed to the dramatic collapse of one of the sails in August 2015. Restoration works were undertaken by specialist millwrights Owlsworth IJP, overseen by local conservation architects Marcus Beale Associates.

With the sails restored, the cap is once again rotating in the wind, all made possible by the grant from the Heritage Lottery Fund of £100,000 and generous donations from several local residents and funding from the Wimbledon Foundation (the charity arm of the AELTC) for which we are most grateful. Thank you.

Throughout the year a great deal of work has been undertaken in progressing the implementation of the landscape restoration works associated with the New Development at Putney Lower Common. All these works were funded by Wandsworth Borough Council as part of the overall development costs. I am delighted that Mark Loxton, Landscape Architect with Adam Loxton Partnership is with us this evening to provide a presentation on the restoration works. For those who haven’t been on site recently I really would encourage you to go and see the new landscaping and wildflower meadows, they look spectacular.

As stewards of these magnificent open spaces much of our work is rightly focused around the conservation, enhancement and protection of the Commons natural aspect. It is for that reason that I am particularly pleased that our first ever ‘Commons-wide’ vegetation survey, following national methodology, has been completed, providing a base-line against which to monitor our progress and from which a land management plan will be developed.

Our Wildlife and Conservation Forum, ably led by Dr Ros Taylor the DEFRA Appointed Conservator, continues to give great support to the Commons. The monitoring activities of the Forum, particularly on The Plain have helped Conservators and staff gain a much greater understanding of the impact of management activities.

2016 was also the final year of the Commons’ funding under Natural England’s Higher Level Stewardship Scheme. The funding provided through this initiative has enabled continued restoration of our heathlands and acid grassland communities. A bid to the government’s replacement, Countryside Stewardship scheme has been submitted and officers are liaising with Natural England’s Case Officer. This is also the last year of the English Woodland Grant Scheme and officers are also liaising with the Forestry Commission on a new application.

The work of our volunteers, continues to expand. From the monitoring work as stated above, to the Saturday morning “scrub bashers”, some 3,440 volunteering hours were provided last year.

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The work of the Saturday morning volunteers has been integral to supplementing the activities of our small maintenance team and, together, they have removed significant areas of invasive scrub and trees. This is particularly important in retaining the sites special SSSI and SAC designations.

Many other groups were involved with conservation activities on the Commons including groups from a local Muslim Youth Association, the Girl Guides, volunteers from the National Citizenship Service and a number of local schools.

As a matter of interest to us all here this evening – who has been involved in volunteering – be it scrub bashing, litter picking, monitoring or other volunteering work on the Commons?

The passion of the community in caring for and being involved in the Commons is apparent and really, really appreciated. Thank you all.

A range of popular externally-led walks and talks on the Commons took place during 2016. These are raising awareness of our Charity and the work it does.

I will list four:

1. Bat, bird and fungi walks attracting in excess of 150 people.
2. In response to a number of sightings of hedgehogs on Putney Lower Common, the Wildlife and Conservation Forum organised an evening talk in February 2017 by hedgehog expert Dr Nigel Reeve that attracted over 80 guests.
3. The annual BioBlitz, our weekend of nature in June, once again proved successful with all the nature walks over-subscribed. Many of those attending were children and their obvious enthusiasm for learning about our wildlife is encouraging for the future.
4. The Annual Commons Open Day continues to go from strength to strength and in 2016 there were over 60 stalls and entertainers for the attending public. It is difficult to estimate numbers, but our assessment was that at least 4-5,000 people visited the event throughout the day.

As reported in the recent edition of Commons News, we have launched a fund-raising appeal dedicated towards improving access within the Commons, starting with Inner Windmill Road, one of the main arterial access routes across the Common. We are most grateful for the response we have had since the launch of this appeal and I am delighted to report that the total received to date is £17,174 (before the addition of Gift Aid). Thank you to all who have so generously donated. This will help with improvement of access for all – able-bodied and those less able-bodied.

A consultation is currently underway regarding a proposal to introduce voluntary contributions at the Windmill car park. Such schemes operate at National Trust and other public open space car parks and would provide another valuable way to raise much needed funds for the protection and preservation of the Commons. Please do log onto our website.

I am particularly pleased as I near the end of my report to announce the launch of the Commons first ever strategy

Our Governance Review undertaken in 2014 placed considerable emphasis on the need to develop a Commons Strategy. There are many reasons for having a strategy for a site as complex and special as the Commons, not least providing a framework for consistent, long-term management based on an agreed set of policy priorities.

To develop this longer term strategic plan the Board enlisted the support of the Stakeholder Group. A dedicated team of representative users and interest groups worked over the past fifteen months with the Senior Leadership Team to develop a draft strategy that was presented to the Board in a workshop in March 2017 and subsequently approved by the Board at its April 2017. The Charity

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owes Clive Hilton, Judith Chegvidden and Claire Seignior our grateful thanks for the time and effort they have put into progressing this document.

Five strategic areas of key responsibilities were identified, each with its own overriding objective. These ranged from Natural & Cultural Heritage to Access & Recreation; Community; Communication & Promotion and Governing Wimbledon and Putney Commons.

The development of the strategy, which will be published on our website, will enable the Board to look at ways of managing financial and natural resources more efficiently, particularly given the competing demands on the Charity's limited finances.

Financial resources are a major concern for the Board, and the Chief Executive will shortly provide a presentation. The Board recognise the need to bring the budgets back into balance and are meeting shortly to consider this important matter. The past two years have necessitated use of some of our cash reserves. It has been an unprecedented period but we have also invested heavily in the Commons asset, and the Chief Executive will expand on this.

And finally, I can't end my report for the year without thanking our wonderful staff for their amazing commitment to the Commons. The issues we have been grappling with on the Board are bound to be unsettling to those working for the Charity. Despite this they have delivered the real achievements to make the Commons the wonderful place we enjoy today. And there are only 21 in total, including Mounted Keepers, Playing Field staff, the Maintenance Team, Putney Lower Common Head Ranger, Property Officer, management and office staff.

From the Chief Executive to our latest recruit James Pauffley their dedication to the Commons and passion for the work they do is evident. And as someone whose home overlooks Putney Lower Common, I regularly receive appreciative comments about the positive and reassuring engagement by our staff who work there.

Last weekend you will have seen staff looking after our stand at the Wimbledon Fair, or running events for our Bioblitz, and many of them are here again helping out this evening. So, on behalf of the Board, and I trust on behalf of all those using the Commons, I thank them for their hard work.

### **6 Presentation on the Financial Statements**

The report on the Financial Statements was presented by the Chief Executive, Simon Lee, as follows:

I would like to share with you some of the issues and challenges that the organisation faces in terms of its budgets. In 2016 I mentioned about the three different types of funds that the charity has: Restricted Funds – last year this was solely for the Windmill, this year as we go forward, there will be Restricted Funds in relation to the fundraising for the restoration of the access road; Conservancy Fund – this provides the funds for the day to day running of the Commons; Designated Funds – these are allocated for specific purposes, currently this is made up of the Mill House Fund and the Election Fund. Together these funds make up the working capital available to the Charity.

It is important to recognise that the Cash in Hand has reduced substantially and I will say more on that as we go through the accounts.

The Mill House Fund was currently held by Old Mutual and Wealth and it rises and falls depending on market value. This year it increased to just over £1.5million. It was important to recognise that over the last four years, £366,000 of that Fund was set against restoration projects, however those

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resources were never realised and that will become an important issue moving forward in terms of liquidating and trying to find additional funds.

Turning to the summary of the accounts, the two critical figures were the deficit in 2014/15 of £431,000 and a deficit for this year of £254,000.

Looking at income, the Levy in 2014/15 increased from £1.029m to £1.055m, this was the charity's biggest source of income and the rest of the funds has to be made up from other ways. The Mill House Fund has turned around from a deficit of £79,000 to an income of £141,000 this year. A huge amount of work had gone into increasing the usage of the Richardson Evans Memorial Playing Fields (REMPF) over the last year. Last year it was reported that Thomas Clapham School would be using the site and this year we have successfully negotiated an increase in their usage of the site, along with an increase in fees. We have now also been successful in negotiating with Kings College School for them to use the site during the autumn.

Turning to Expenditure, staff costs have increased, mainly in three areas: firstly, the first full year of the Chief Operations Manager, secondly, in undertaking the additional work at the REMPF an additional member of staff was required, and thirdly the increase in salaries and National Insurance. Legal and professional fees had increased significantly and of course, the restoration of the Windmill costing some £100,000 although £40,000 had been received from the Heritage Lottery Fund during 2015/16. Again at the REMPF, a lot of investment was put in to in improving the drainage of some of the pitches. Surveys and tree management increased as a National Vegetation Survey was carried out, an important piece of work to enable the charity to understand the baseline of the asset, and to form a basis of moving forward with a Land Management Plan to preserve the Commons for future generations. Planned Preventative Maintenance increased following investment of basic maintenance of the properties on the site. An increase in Horses and Stable Costs covered an increase in veterinary costs and the purchase of a new horse. The horses are such an important part of the asset and character of the Commons.

There were two principle reasons for the current deficit. The first relates to the Board's decision in 2015 to invest in the asset. A detailed condition survey was carried out in 2014 and it was clear that investment was needed, and in particular there were compliance issues that had to be dealt with, particularly in relation to health and safety and other regulatory issues. The second was the increase in legal and professional costs and the level of costs, shown by the significant increase over the previous 65 years was not sustainable. The potential for future litigation was an issue but it was hoped to be able to work with people and resolve issues to stop the legal costs taking resources away from the Commons.

Despite this, investment in the asset has continued – the restoration of the Windmill, drainage at the REMPF, restoration of two properties, the vegetation survey, tree management and footpath restoration. Nearly £680,000 has been invested in the asset over the last three years.

The issue now was how to get back to a balanced budget. This would not be resolved quickly. Already this year there had been £26,000 of unplanned expenditure for the costs related to the appointment of the Interim Manager and a mower had to be replaced at the REMPF and budgets have to be reallocated to deal with these types of issues. Compared to the funds and staff available to many other open spaces, here on the Commons, the work achieved on a daily basis by a dedicated staff of 22 was incredible in keeping the Commons safe for visitors.

Footpaths and rides provided a major challenge and work was already underway on improvements. Volunteer scrub bashers carried out some 3,000 hours of work, the equivalent to two members of staff and it was important to try and grow the volunteer corps as the assistance they provided was immeasurable. Tree management was essential with some high risk areas such as the A3 and Wimbledon Parkside and it was necessary to instigate proper procedures in relation to safety. The Oak Processionary Moth work costs in the region of £6,000 per year, in comparison Richmond Park spent some £50,000, but with a limited budget the prevention work on the Commons had to be prioritised. The REMPF still required major investment in mechanical



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and electrical facilities, new windows etc. The Condition Survey had indicated that an expenditure of some £1.63 million was required to the infrastructure, not including the soft landscape.

A lot of work was required in relation to a strategy for the Commons and although this had now been developed, it was important that the new Board coming in following elections in 2018 would have something in place as a guide to what the priorities were in terms of managing the site. Two examples of priorities were the creation of a Supporters of Wimbledon and Putney Commons group and the development of a fundraising strategy.

Raising funds – the charity could not do this alone and already the commitment shown to the Commons with the raising of £17,000 for the footpath restoration in such a short time. Thanks were expressed to everyone who committed of their own money and time to the Commons. Legacies were very important with other local charities raising significant sums. It was hoped that issues could be put behind us allowing the charity to move forward.

Questions on the finances:

### **Mark Purfleet, Putney**

Q. The Chief Executive's presentation stressed the importance of resources and the Chair's statement made it clear that the trustees had a duty to get the best terms for the easement given to Wandsworth Council. It was clear the trustees in place when that easement was given didn't get the best terms so they failed in their duty so I wonder what the Chief Executive's view is on what those trustees should do.

A. The Chief Executive responded that he had been involved in this process from the outside and remained open to whether or not, if any loss were identified, it should be retrieved. The non-conflicted members of the Board sought advice from two leading Counsel and their opinions were very robust on whether or not it was in the best interests of the charity to continue to pursue that loss. The lawyers' view was that the costs would be disproportionate. The Interim Manager has been brought in with a very specific role and that role is to review whether or not the decision not to pursue that claim was the right one. He welcomed that appointment as the issue needed to be brought to some form of conclusion as it was heamoring the organisation and it was hoped that the Interim Manager would be able to provide his independent assessment on this at the earliest opportunity.

### **Caroline Stephenson, Wimbledon**

Q. I don't know if you have seen the supplementary document circulated immediately prior to the meeting [*circulated by Mr J Cameron*] but it is very negative and should be ripped up immediately. I would like to propose a vote of confidence in the current Board – the people he says are currently doing a weak job – so you have a vote of confidence from me.

The Chair asked if questions/statements could be kept to the accounts at this time. General questions could follow later.

### **Mr Nick Evans, Putney**

The accounts show that the losses of the last two years are equivalent to £1,000 every day much of which has been spent on unnecessary legal fees. The draft accounts show clearly the effects of your disgraceful stewardship of this charity. Huge losses, profligate use of lawyers and diminishing Commons. You failed to comply with the Formal Action Plan dictated by the Charity Commission, you are now subject to a Statutory Inquiry with an Interim Manager looking into your decision. You spent over £50,000 excluding an elected Trustee after a travesty of justice which can only be described as a Kangaroo Court. And to answer the question I asked you earlier, the three Trustees on the Working Party looking into John's so-called transgressions were Sir Ian Andrews who had now resigned, Derek Frampton, both conflicted, and Keith Luck. Why are the

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Trustees who were in post when the easement was signed still in post? In fact it was time for the whole Board to resign.

[shouting down from the audience]

Q. You mentioned expenditure on horserides, what is the annual income from the riding stables?

A. The Chief Executive responded that the charity received an annual donation from the stables using the Common and they were working with staff to see how they can help the charity to raise funds.

### **Brian Rutherford**

Q. A question for the Chief Executive – we are currently in correspondence and on Monday you will be issued proceedings. For all the people here, you are being overcharged on your Levy. This is an opportunity for the Board to be honest and admit that you are wrong and have been overcharging

A. The Chief Executive thanked Mr Rutherford for the opportunity to discuss this issue. There were two Statutory Instruments setting out very strictly how the Levy is charged. That is based on the maximum, the most that it may not exceed. That is how this has been done since 1990. This has been considered by lawyers and the opinion is that the way it is done is correct. It would be a travesty to go into more litigation and spending of levy-payers money on this issue. I hope we can meet and discuss this before you issue proceedings.

### **Mr David Renshaw**

Q. Looking to the future, you have produced a strategy document, have you produced a three-year financial forecast and how does that compare with the charity's diminishing resources? I'd like to add that you have £.5million of rent resources and I see from the accounts that you have released your designated funds that can now be transferred into the general funds. Is that correct? My main point is have you prepared a financial forecast that will start to chart your recovery?

A. The Chief Executive responded that having worked with the community to develop the Strategy, priorities were now being developed and from those priorities resources would need to be identified in order to develop a business and financial plan - another first for the organisation. The Board is committed to undertaking that work over the next few months, recognising it has to resolve this financial issue. Mr Renshaw commented that he was a great supporter of the Commons and had raised this issue 2 years ago but the charity had to look forward and be secure and the forecast had to be produced now. The Chief Executive agreed but stressed it was important to recognise that there were only a small staff of 21 and a huge amount of the Board and Executive's time had had to be directed towards the legal issues that had been raised over the previous two years. It was unfortunate but that was where the organisation currently was and he hoped that the organisation could start to move forward.

### **Mr John Cameron**

When elected as Trustee in 2015 and appointed Chair of the Audit & Risk Committee, it was clear to him that the organisation did not have a business plan. He suggested that the charity get to grips with this on and identified a resident of Putney who was at the time the CEO of a FTSE listed company, an approachable and skilled gentleman. He approached him and asked him if he would like to help, he would be delighted to and would put together a plan with the Board and staff.

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He was stopped from doing it by Simon Lee and Keith Luck and taken to task over his actions. He had raised it at every Board meeting since but it did not appear to be on the Board's agenda. He had not seen the Strategy document as he was not privy to any documentation but he did not think it would be a convincing document.

### **Charles Gillbe, Putney (married to a Conservator)**

Q. The projection for income expenditure on the slides was for 2018/19 not 2017/18?

A. The Chief Executive apologised that this was an error and should be 2017/18.

### **Jonathan Callaway, Putney**

Q. In respect of the financial projection and working on the business plan, I do think it's important that this is worked through as thoroughly and quickly as possible. My question is whether there are ways to increase income from the Commons' assets such as the horseriders, golf clubs, bowls club and the playing fields, perhaps outsourcing the management of the changing rooms in order to receive an income. How far had these options being considered. If costs could not be reduced or income increased then the inevitable will happen and capital will continue to be eroded.

A. Mr Rappolt responded that he agreed that a three-year financial plan was needed as quickly as possible. One of things that had been discussed was how, subject to the 1871 Act which did restrict the charity in certain ways, we can raise additional funds for the Commons. This would need to be one of the main drivers going forward.

Mrs Gillbe commented that this was something that all the Conservators had been looking at the last two years and a paper was presented to the Board the previous November on the structural deficit. It has not been ignored but just not happened yet.

There followed a discussion about whether the accounts should be signed off. The Chief Executive confirmed that the protocol had always been that the accounts were approved by the Board prior to the Annual Open Meeting but signed off at the meeting. These accounts were approved at the Board meeting on the 12<sup>th</sup> June unanimously. Mr Cameron commented that he had not seen or approved the accounts and had a few questions. He had written to Anova with specific concerns but in response they had threatened him.

## **7 Presentation on Restoration of Putney Lower Common Adams Loxton Partnership - Landscape Architects**

The Chairman introduced Mr Mark Loxton, Landscape Architect of Adams Loxton Partnership who gave a presentation on the redevelopment of the Putney Hospital site. Topics covered included a brief history of the site, the NHS Scheme, 2006-2008, the London Borough of Wandsworth Scheme, 2011 to 2017, Woodland Management, 2013 to 2014, before and following project completion 2015-2017 and construction costs.

## **8. General Discussion and Questions**

### **Judith Chegwidden, Putney Society**

Q. A question in relation to governance. It seems that there might be a conflict, a difficulty in achieving standards of governance that match those expected by the Charity Commission whilst operating under an Act developed in 1871 for a very different governance set up.

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A. The Chief Executive responded that there was no doubt that there was a recognition that the 1871 Act did need to be updated and indeed, the Charity Commission had identified that. It would not be an easy task. By comparison, Malvern Hills, a very similar organisation, had had 5 amendments to their 1884 Act and had moved with the times. Something similar had to happen here and it was hoped that there would be local support in taking that work forward.

### **Mr Nick Evans, Putney**

A. The previous Board commissioned a governance report which the new Board in April 2015 agreed to set in place. In November 2015 it was disassembled, the agreed sub-committees were suspended and a lot of recommendations in the report were torn apart and stopped. Governance since then has been just the Board itself and this has been one of the problems with the way the charity has been run.

Q. The Chairman responded that when the new Board started in April 2015, they hardly knew each other. The Governance Review had suggested the Board meet quarterly and to have several sub-committees. The problem with that was that there were very few occasions when the Conservators would come together as a full Board. It was also an issue for the small Executive team to manage all the Committees so the decision was taken that, for a period, everything would be dealt with at Board level. A consequence of this has been that there have been bi-monthly Board meetings, giving the Conservators the opportunity to get to know one another and to learn each other's strengths and weaknesses. There would be a need, at some point, for the Sub-Committees to meet again.

Mr Evans commented that his remembrance was different but he would not argue that here.

Mr Cameron commented that his view was the opposite, the Sub-Committees were put in place in order to enhance the governance of the Charity with an Audit & Risk, Finance & Investment and Communications Committees. They were disassembled for one reason only, not because of irregular meetings but had the Sub-Committees done their job properly there would now be proper governance, but this Board would not allow that. This Board had to do what they needed to do to keep themselves intact. Mr Evans resigned and when he [Mr Cameron] did not, the Board resigned him, spending £60/70,000 of Levy-payers money trying to get rid of him because he held the Board to account. The Sub-Committees were scrapped because they did not want the levels of governance enhanced.

Mrs Gillbe commented there was serious danger in trying to fit the way a Board is organised to the circumstances, what has to be done is change the circumstances. To start changing the Act of a charity in serious financial difficulties was to take your eye off the ball again. What the charity needs is for everyone to focus on the finances and once that is in order and financial plans are in place then is the time to start looking at a Statutory Instrument.

### **Norman Plastow, Wimbledon**

Mr Plastow commented that meeting once every two months may sound wonderful but meetings always used to be every month.

Mr Cameron commented that meetings should be monthly as that is what is stipulated in the Act. Meetings were moved to twice a year in order to slow down progress.

### **Max Gladwyn, Wimbledon**

Mr Gladwyn was concerned that the recent fundraising is not getting enough publicity and, in addition, there should be a limited timescale so the work can be done before winter.

### **Richard Simon**

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As a Commons levy payer I am extremely grateful to you and the non-disruptive members of the Board for the work you do. It must have been an exceptionally unpleasant year and I hope I speak for several here, we are extremely grateful to you and you have our sympathy and our support.

### **Jonathan Callaway, Putney**

The issue of governance and structure has been raised but was not sure if it was clear whether the charity intended to restore the Audit & Risk and Finance & Investments Committees. It seems that with finance being the key problem, getting the accounts into balance and the preparation of a business plan has to be done by financially literate people and doing so in a sub-Committee is a good way to move that forward. His experience was that a charity of this scope would have such committees with specialist financial people involved and with a new Conservator who is suited to take that on, when might that happen.

Mr Frampton responded that he agreed and that we should have a structure of small efficient Sub-Committees but they should not be the tail that wags the dog. The structure is not quite right yet but the intention is to put in place an appropriate structure as soon as we can but it was difficult to put a time scale on it. The previous model had not been suitable - taking up too much staff time and involving Conservators in operational matters and taking executive action without going to the Board for approval. This may well be bound up with changes to the Act, involving primary legislation, which would take some time.

Mr Callaway commented that he assumed that the governance review had taken into account the need to live with the 1871 Act for the time-being.

Mr Nick Evans commented that one of the purposes of the Sub-Committees was to allow non-Conservators onto the Committees. He had chaired the Communications Sub-Committee and the Terms of Reference had just been agreed allowing two non-Conservators, ie outside experts.

Ms Whyte commented that a Finance Workshop was being organised for the near future.

Dr Taylor commented that one area that was not covered by a Committee was the Wildlife and Conservation Forum. This Forum has run for many years, including Conservators, experts and volunteers meeting every other months working towards the benefits of the charity. Without this resource, the rest fade away. The work is very important and the model works well.

### **David Devons, Putney**

Mr Loxton raised a point about the restoration of Putney Lower Common, that is that the total cost was in the region of £500,000. He asked who had paid that.

The Chief Executive commented that it was the London Borough of Wandsworth.

Mr Cameron commented that, as Mr Devons well knew, that the £500,000 was for the restoration of the Commons and should be added to the receipt. The Board minutes showed that the Conservators' stance on the investment necessary to restore the Common was not a cost to the Conservators.

### **Brian Rutherford, Putney**

Would like to endorse what the Board and the staff do and it was a great shame this was blighted by one or two issues. No-one should think that if anyone had an issue with any of the governance that this should go against the rest of the good work.

The Chairman thanked Mr Rutherford for this.

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Mr Rutherford continued that what troubled him was that this was not about the Act but Charity Law. It had been acknowledged that there had been an undersale. It would be good, and what might bring matters to a head, was if the Conservators admitted to being mis-informed, got it wrong, were negligent or that they lied. And instead of spending hundreds of thousands on legal fees and having to fundraise, there would actually be money to spend on the Commons. It seemed that, rightly or wrongly, there were lies and a cover-up. Be honest and move on. And in relation to the Levy, the Board knows the way it is calculated is wrong, admit it and correct.

The Chief Executive suggested that perhaps Mr Rutherford's interpretation was incorrect, maybe they needed to meet to talk about this. Part of the issue is about the inability to see matters from another perspective. There has to be dialogue.

Mrs Gillbe commented that the Statutory Instrument for the Levy had not been tested and was not well-worded and open to interpretation. Perhaps that's where discussions should start. Perhaps it needed to be tested but it had to be addressed.

### **Simon Cowley**

Mr Cowley raised the matter of charging for parking. Charges have just been introduced on The Causeway with the result that there were no cars parked there during the day. What was the Board's opinion on that.

The Chief Executive commented that the Conservators were opposed to the introduction of the restrictions on The Causeway, although there was an issue with overnight parking of caravans. The Conservators were not imposing charges in the car park, it was simply a donation scheme as done in many other open spaces. There were issues with the car park being used by people not using the Commons. But the charity had no powers to deal with that and this was a matter to take forward. The Conservators had no control over the parking charges on The Causeway as it was owned by Merton Council, although they had endeavoured to influence the matter.

### **Andrew Simon, Wimbledon**

Mr Simon commented that he was a former Conservator. As far as the question of the interpretation of the regulation concerning the Levy, it was his personal opinion that the regulation is clear and nothing in it needed to be tested to the benefit of the legal profession and the "dis-benefit" of everyone in the room. The quibble that has been raised is spurious and has no substance. In relation to Mr Rutherford's other points, I don't think that any lying has gone on, as Chairman of the Conservators when some of the decisions were taken, the Board was not negligent, they acted on advice from properly instructed solicitors and a properly instructed valuer. An agreement was signed with Wandsworth Council on the basis of advice received and the Board did not do anything without appropriate advice and would not have been mad<sup>5</sup> to do anything else.

Mr Cameron commented that he did not accept this. Andrew Simon has just told the meeting a pack of 24 carat bullshit. He could say categorically, without any fear of being contradicted that there were no instructions, no valuation and the advice in 2008 from Drivers Jonas, in writing by means of a "scrappy email", that the access was worth £775,000. He has the calculations and e-mail and happy to share. This did not suit what Mr Simon and his colleagues wanted to do which was to sell it on the cheap so brought the price down and down.

Mrs Gillbe commented that if there was not a problem, the Charity Commission would not have acted. There was no point in looking backwards, the Charity was where it was and the Charity Commission had decided the matter needed examining. In relation to the Levy Statutory Instrument, she suggested that the author would never have envisaged that the Charity would not collect the full amount it could when it needed all the money it could get and that is why there was an issue in the interpretation.

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Mr Cameron wished to ask another question but was shouted down by the audience.

The Chairman drew the meeting to a close and thanked the members of the public for attending. She closed the meeting at 9.50pm.

