Minutes of Leasingham Community Benefit Society

Annual Members’ Meeting

0n Sunday 15th August 2021 at 3pm at Leasingham Village Hall

There were 71 in attendance therefore a quorum was met and the AGM was able to start on time

1. **Chairman’s Welcome** –

 Dave Warneras chair of LCBS welcomed everyone, greeting them, using a good smattering of humour, he then thanked all for coming on such a beautiful day, adding before the meeting proper starts, he needed to point out a couple of H&S items, these being; -

Please respect your fellow shareholders who are wearing masks and please respect each other’s space. He pointed out that the chairs have been spaced but if you are of the same bubble, you can if you wish, move closer together

He added that there was no fire alarm testing on the day so if the alarm does go off, please exit by the fire exit-doors

Dave finished by saying that he appreciated that some may still feel cautious about going out adding “please continue to support us by coming to the Duke to spend your hard earned money, but we reassure you we are making the Duke as safe as possible”

Dave then handed over to Joan Lawton LCBS secretary who was running the meeting

**2 -Apologies and Minutes of 2020 AGM minutes**

Joan greeted everyone and thanked all for attending and thanked Dave for his welcome and for setting the scene for this 3rd AGM. Then she moved to the next item on the agenda which was Apologies, saying that there were quite a few this year which she guessed was down to the timing as many were on holiday. She explained that the date was chosen as it was safely away from the date for the lifting of restrictions. She added that hopefully next year it will be possible to set the AGM outside the main holiday period.

She thanked all who gave their apologies, these were: - Roger Kelk, Pat Gould, Rosalie Gist-Rayner, Bill Rayner, Ian & Pat Brett, Elizabeth & David Capes, Roy & Shirley Whale, Don & Margaret Donavan, Roy Richardson, Donna Harding, Derek Law, Keith Philips, Carol Harrington, Fiona & Andrew Barton and Sue Stoddart.

Joan said that she was sure all would agree that these are unusual times and thanked all who have attended this meeting after so many months of lockdowns and social distancing, adding that all may be, like her, feeling strange to be at a meeting, near to normal again, so, the directors would like everyone to know that they really appreciate their continuing support.

She went on to say that before proceeding to the other items on the agenda, all have had last year’s minutes, therefore she asked for a proposer and seconder and a show of hands if members agree that these were a true record of this rather unusual zoom AGM of 2020

**Proposer**- Jean French

**Seconder** – Caroline Moore

**Show of hands** –all raised their hands, so no count was required

**Any matters arising or issues** – there were no issues raised

1. **Management Reports**

Joan thanked all and moved on to the nextitem on the agenda being the management reports, saying that she would hand over to the relevant person to take the meeting through each of them. Adding that the reports had already been circulated to all members and questions requested to be e-mailed to LCBS prior to this meeting. This worked well at the virtual AGM, allowing the relevant person to research and consider them, thus being able to give a far fuller reply, hence asking you to do the same this year. She confirmed that questions will be answered at the end of all of the reports ratherthan after each one. She noted that there was only one question sent in prior to the meeting but all directors would happily answer any other questions about the reports from those in attendance

Joan then handed over to Dave Warner the chair of Leasingham Community Benefit Society

**3.1** **Annual Chair’s report** **–**

Dave started by saying that as his report has been circulated so all have all had a copy, he would not be reading it out again but felt that it would be remiss of him not to pick out the important bits, some of which are in this financial year.

He started by saying that the last year has got to have been the strangest and possibly most difficult in the history of the Duke of Wellington, a lot has happened so he would try and be brief.

He reminded all that we were closed on March the 20th 2020 and we all went into to the first lock down on the 23rd March. We had a brief spell of opening of sorts from April to Oct 2020 with restrictions that wouldn’t let the Duke operate as normal, resulting in the increase in all sorts of running costs, adding furlough of staff helped to retain existing staff.

Dave went on to say that October 2020 came, and we then went into an industry lockdown which didn’t change until April 2021 when a small number of restrictions were eased.

He explained that during all this time we managed to continue with repairs, maintenance and improvements, as itemised in his report, this included major work such as the outside of the Duke being repaired and painted, with the north gable wall having to have major repair work.

Inside had a face lift with the Pool bar, now renamed the Boot Bar with new blinds stools, new paintwork and photos of the village from a competition that Katie organised. The Hallway, and toilets have also been repainted as had the lounge bar and restaurant, with new carpets in the hallway and work done to doors etc.

The garden also had a refresh with new furniture and the fence being repainted. Much work has been done to the area behind the pub, levelling a large area to erect a shed for storage and lots of cutting back of hedges and trees has taken place.

Dave wanted to thank all his fellow directors Joan our Secretary, Roy, Oliver, Mark, Karen and Frances. He added that he is sure none of us imagined the impact on our lives or the commitment it would take for us to be committee members and directors of LCBS. This year has been particularly challenging in so many ways, but we are proud to be part of the success of the pub in the village. He noted that all committee members have worked harder than ever before to keep the Duke open and safe and thanked all for their drive, dedication, and enthusiasm

He continued by saying that the pub could not survive without the work of many people who work in a voluntary capacity in many, many ways. A big thank you once again to everyone who has helped in any way, it is all appreciated. This year shareholders and non-shareholders have joined together to maintain the garden, weed and plant the borders, mow the lawn weekly, painted fencing, used a JCB digger and cleared tons of earth and gravel. Added to this, all the work to refresh the interior was all done by volunteers.

Voluntary work also included things like free advice and guidance with Health & Safety and employment regulations and support from local businesses with a cherry-picker for hanging new signs and providing plants for the hanging baskets. Also, there was the regular watering of baskets and tubs, making and fitting blinds, the loan of specialist tools to make some of the jobs easier to do, sorting out the TV aerial and the loan of an extra TV for the Euros. Dave added the list goes on…

Finally, he said that it is always dangerous to list people to thank so he apologised if anyone had helped in anyway and he had not mentioned what they had done. He wanted to assure everyone that we appreciated all their work and sincerely thanked every volunteer.

However, he added that there was one group of people he saved until last and that’s Katie and her team who have worked extremely hard through some very challenging times. Katie has developed into a great manager and without her the Duke would be a much poorer place. The staff have been amazing by going the extra mile in serving our customers, sometimes literally going the extra mile when serving customers at the bottom end of the garden. Having a smile on their face and chatting to customers. Thanks also goes to Simon for producing great food including running sell out nights on themed nights.

Dave then looked ahead, saying that although there has been a lot of negatives and worry over the last 18 months that both the committee, Katie and staff have had to deal with, hopefully with restrictions ending and covid 19 being more under control normality should slowly return. He said that he had spoken to a lot of people within the industry about the future this coming autumn/winter and the feeling was that the trade is in a fragile position, so no one is sure what the future holds.

However, he said that we are extremely fortunate that we own the building and land, have a great manager, chef, and superb staff. Although the future is still uncertain, we are in a lot stronger position that a lot of other businesses in our industry. We have the team to see us through these uncertain times, and with your custom we will be able to improve the Duke further over the next 12 months. With our successful bid to run the Red Arrows bar at the village hall, he is confident that this will increase our long-term profitability but more importantly it helps to strengthen the ties between the village hall and our local community.

Summing up he said that although our reserves are not as large as he would like them to be we are still in a very strong position to see us through the next few months even if the road map changes or further restrictions are introduced.

Looking towards the future he said that we plan to continue to improve the fabric of the building as well as to improve the service we offer, asking that, if anyone has any thoughts or ideas, please let us know. He asked that when sending them, could all please expand on their idea to include the benefits to the Duke and if possible, a very rough idea of cost would also be helpful. All ideas are appreciated, this afternoon as a start we have put out, around the room flipcharts and sheets of paper on doors and tables along with post-it notes, so if you have any ideas to improve the Duke please tell us. He reminded all that we are volunteers the same as you so, if you can go into a little detail that would be great and at the end of the AGM Katie will be joining us to mingle among you so you can include her in your suggestions.

Dave finished his report by saying that the Duke is still a great place to eat, drink, meet new and old friends. As he said earlier, we are in a strong position now, but we and Katie need your patronage now more than ever. So, see you down the Duke

Joan thanked Dave and   handed over to our Treasurer, Oliver Elphick for his report

1. **Treasurer’s report –**

Oliver greeted those present, reminding all they have already seen the accounts and his report, to which he had little to add. He informed all that the business faced a major challenge because of our being forced to close for a large part of the year and to operate under difficult conditions in the rest of it. Given those adverse circumstances, which have destroyed a number of businesses, we did well not to suffer even greater losses, and to come into the next year in a position to recover and get back into profitability. He confirmed that we are now open 6 days a week and have ceased to claim furlough from the government. As he mentioned in his report, the crisis wiped out our accumulated profit, and the result of that is that in the current year we cannot contemplate either paying any interest on the shares or buying back any shares. He explained that we are only allowed to do either out of profits. Finally, he added that we hope that conditions during the rest of this year will enable us to build up sufficient profits to make it possible next year, hoping that there will be no further interruptions to the business

Joan thanked Oliver and continued to the next item on the agenda

1. **Formal Resolutions –**

Joan explained that before we move on to the Membership report we need to pass the following Formal Resolutions. As she explained last year, given our legal structure we have the option of disapplying the requirements to undertake a full professional audit. We have been assured by expert advisors in this field that as we are a small society there is no requirement to have a full audit, which is much more expensive, as long as we pass correct resolutions. Subject to a vote of the Membership, the Committee proposes that we produce unaudited but reported accounts to the Financial Conduct Authority, therefor we need a vote on the following resolutions.

Joan explained that the vote will be by a show of hands after we have a proposer and seconder. We will then ask if there are anyone who does not agree,

The first resolution is

1. To receive the year’s accounts ending 29th February 2021 and to dispense with the need for full audited accounts, as per Deregulation [Industrial & Provident Societies] Order 1996, and to substitute an accountant’s report in place of a full audit as permitted by the Rules and applicable legislation.

**Proposed by-** Ann Buttery

**Seconded by-** Neill Murray

**Votes to pass the resolution** the majority in the room raised their hands, so no count was required

**Anyone in disagreement –** non

The second resolution is

1. To dispense with the need for full audited accounts, as per Deregulation [Industrial & Provident Societies] Order 1996, for the financial year ending 28th February 2022

**Proposed by-**Raymond Routledge

**Seconded by-** Colin Hibberd

**Votes to pass the resolution** the majority in the room raised their hands, so no count was required

**Anyone in disagreement-** non

**Joan –** and finallythe committee wish to propose Duncan and Toplis to report on the accounts for the current financial year

So, the final resolution is

1. To appoint Duncan and Toplis, Chartered Accountants to report on the accounts for the current financial year ending 0n 28th February 2022.

**Proposed by-** Gill Brooke

**Seconded by-** Paul Spencer

**Vote to pass the resolution** the majority in the room raised their hands, so no count was required

**Anyone in disagreement-** non

Joan thanked everyone and asked Frances for the membership report

1. **Membership Report –**

Frances greeted all attending saying that this will be her last report as she is standing down, adding how much she had enjoyed the three and a half years that she has been part of the committee, although trying to keep all records as up to date as possible, as Membership Secretary has not always been an easy task.

At present she reported that we had 522 members, of which 26 were under 16 therefore not eligible to vote, leaving us with 496 voting members.

She then went on to explain that the most difficult subject was that of what happens to members shares on their death, this she pointed out is a very sensitive subject but she explained that if a member has shares valued at £5,000 or less, then there were 3 options that were in the prospectus and in her circulated report. She finished by saying that further information will be going out, at a later date, on this difficult subject.

1. **Questions in regard to the above reports**

Joan thanked Frances,saying thatthe next item on the agenda were Questions in regard to the already circulated reports. She informed all that we have had only one e-mail sent in, which was from Liz Pearson, and although it was more of a statement of what Liz had heard, we felt we should treat it as a question as we were sure many have heard the same. Joan then read Liz’s email; -

*I’ve heard that the pool table might not be coming back. I know the pool team does not generate a lot of income but a lot of families and younger people use the table when they visit. As we are a ‘community’ pub I feel that we should make it inclusive to our younger generation as well as the regular drinkers who use the boot bar.*

Joan then asked Dave to respond–

Dave answered by, thanking Liz, for raising this point, adding that as often happens, we have all heard rumours about what is happening or not happening in the village pub, some of these we understand but often wonder where the idea has come from or what the issue is.

He went on to explain that during the lockdown stages we had to provide safe distancing etc and the Boot Bar was an ideal second bar for eating and dining as sitting restrictions were very difficult. To give us more room the pool table was temporary removed as at that stage no one was allowed to move round the inside of the pub or stand up. We consulted the shareholders last September about the pub moving forward and it was felt the best plan was to keep the room for extra tables and not bring back the pool table until all the restrictions had been completely lifted.

We also hoped that once the restrictions were lifted the pool league would be able to start again, which would mean our pool team could restart as well as families and friends returning to play on the table. Happily, last week The Duke received a letter from the Sleaford Pool League asking if all the teams that used to play in the Sleaford League, would go to a league meeting on the 24th August to discuss the way forward.

He reassured the meeting that our pool team has already met with Katie to discuss what they would like for this coming season and will come back to Katie once they know what the league has decided is the start date to the league.

Finally, he said that we felt that the Pool table was important and does generate a fair income over the year. It is a great asset to the Duke, and for young and old, to meet up with friends or family over a game of pool or darts to see who is the current champion. He added when visiting teams come to play it generates interest in the pub along with returning visits with their families and friends

He reassured all that Katie would let the village know when the table is back in the Duke, which hopefully won’t be too long.

Dave then said that we will now answer questions from the floor

***Liz Pearson****, asked if the Pool team restart on a Tuesday, will this be OK as the Quiz now runs at the same time*

***Dave-*** *answered that it would not be a problem as the Boot Bar is not used for the quiz and it will be good to have both bars well used on a Tuesday.*

***Berry White*** *-asked where will the table go*

***Dave –*** *answered it would be put back in its original position in the Boot Bar*

***Colin Hibberd-*** *said that although this was not a question, he would like to thank the committee for all their hard work*

***Neill Murray-*** *added to that by thanking Katie and Karen for selecting and supporting such a great team*

1. **Election to Management Committee,**

Joan explained that as there were only three members putting their name forward for the three vacancies there was no need for a vote, and these posts will now run for 3 years. Next year there will be a further 3 directors posts for re-selection, which will be, Dave, Karen and Joan

Joan asked Dave who she was sure all present knew, to introduce the other directors

Dave then asked the following to stand and introduce themselves and say a bit about their roles

**Mark Carter-** introduced himself and explained that he is responsible for Health and Safety at the Duke

**Oliver Elphick–** introduced himself and said he was Treasurer which he was sure all knew and had seen his report

**Joan Lawton**- introduced herself saying that as you all know, she is the Secretary to the Society and Board.  She added that when she first joined the founding members, she happily agreed to be secretary, thinking that she could take minutes so no problem! However, she soon found as secretary to a Limited company there was more to it than just minutes and there needed to be a sharp learning curve on her part, adding that she jokes that she sleeps with the Rules under her pillow, that may be an exaggeration but her copy certainly looks like she does. She added that Plunkett and their forum are very helpful so there is lots of help out there and it’s been in the main a very enjoyable challenge.

**Karen Warner-** introduced herself explaining that she deals with HR, including recruitment, training, staff reviews and supporting staff, by working closely with Katie. She added that she supports Katie in her Manager role but also lends a hand with peeling potatoes etc when needed. This year in particular she has been a shoulder to cry on for staff, volunteers and committee.

Dave then said that **Roy Richardson** was unable to be here as he was in sunny Spain,

Roy has sent his apologies but is with us in spirit and has been part of the board from the start and is our Licensee.

**Frances Franklin, -** introduced herself as Membership Officer saying that she was part of the original group setting up the share offer and selling shares. She now keeps the shareholder list and record updated, dealing with families when a shareholder dies. She was also media contact when we were selling shares and first bought the pub, giving interviews to local press and Dave and she went to BBC Radio Lincs for a breakfast interview. Frances added that this is her last AGM as a committee member and she has thoroughly enjoyed her time but feels it is right to step down and let someone come in with new blood.

 Dave said he wanted to take this opportunity to thank Frances who is standing down as director, saying that Frances has been on the committee from the start so has been instrumental in helping to get the project off the ground and helping to keep the pub running over these past 3 years.

He went on to say that her dedication drive and enthusiasm will be greatly missed at the committee meetings. Frances has served as Membership Officer, chief hanging basket organiser and assisted in the pension provision for our staff. We know it won’t be the end of her association with the Duke as she is proud of what has been achieved and is keen as a Shareholder, Customer and Volunteer, to make the Duke a success.

Dave then presented Frances with flowers and a gift as a token of our appreciation for everything she has done.

Dave then asked, **Dr Venessa** **Majer** who will be joining the board, to stand to introduce herself.

1. **AGM Close**

Joan handed over to Dave to close this 3rd AGM, Dave thanked everyone and reminded all that Katie Cook will be joining the gathering afterwards, saying, please all feel free to mingle and discuss matters related to The Duke with us informally. He noted that we also had plenty of post-it notes and boards so that anyone can post on to what we are calling the Duke’s Ideas Board