

HASTINGS COMMONS COMMUNITY LAND TRUST ('the CLT')

Annual General Meeting Minutes

1st November 2023, 6pm – 8pm

ATTENDEES

CLT Trustees

Claire Phillips Treasurer
Emily Berwyn – Board Member
Nick Gibbs
Tor Evans

Prospective Trustees

Jenni Carbins
Richard Butchins
Steve Peak
Simon Basey

Hastings Commons Staff (also members)

Amanda Davies
Bonnie Wong
Bob Thust
Gwen Orr
Hayley Knight
Ian Waters
Jess Steele
John Brunton
Kit Godfrey
Pasha Milburn

CLT Members

Adrian Ruth
Ann Kramer
Anne Rosemary Duke

Ben Chernett
Beth Boorman
Bob Hart
Carole Cowling
Christine Cheverall
Christine Purdy
Coral Young-Chin
Ed Frith
Eileen Reece
Erica Smith
George Young-Chin
Ian Studley
John Purdey
Jordie Black
Kiaz Trepte
Lisa Finch
Margaret Sheehy
Max Hewitt
Nick Terdre
Nick Wates
Rachel Karasik
Robert Park
Ronan Larvor
Sarah Alexander
Sheryl Hall
Stephen Van Dulken
Stephen Cross
Sue Byrne

APOLOGIES

Felicity Scott – Board Member

INTRODUCTION, ANNUAL REVIEW & ACCOUNTS

CLT Trustee, Tor Evans, opened the AGM by welcoming CLT members and introducing Jess Steele, Bob Thust and current trustees, Emily Berwyn, Fliss Scott, Nick Gibbs, as well as Claire Philips who joined via Zoom. Tor requested that CLT members use their voting sheet to

approve or reject the first item on the agenda, which was last year's AGM meeting minutes. No questions were raised and the minutes were approved.

Jess presented the history of Hastings Commons, the ecosystem of organisations that has grown up organically to tackle the challenges of dereliction and gentrification, and plans for the future.

Bob presented the CLT accounts, including for information the HC Neighbourhood Ventures (HCNV) balance sheet at 31st March 2023.

QUESTIONS FROM CLT MEMBERS

Q: What's our involvement with 7 Prospect Place?

A (Bob): This residential property next door to the Observer is owned by the company 7 Prospect Place Ltd. HCNV (rather than the CLT) has shares in this company, alongside some other companies and individuals.

Q: Can you tell us about the relationship with the council. How they are being helpful or obstructive, and how the Commons fits in with the council and their plans?

A (Jess): Our closest relationship with the Council is through the Town Deal Board where we have a place on behalf of the Trinity Triangle Heritage Action Zone. Like many of the independent members despite attending almost every Town Board meeting I do not feel like a part of the decision-making. The Council brings decisions to the board saying we need to approve, otherwise we will lose the money (the £24 million from the government town deal). This has been frustrating over the last three years. What I have been able to do, alongside partners like Project Artworks and the Business Improvement District, is continually raise questions and concerns, as well as asking for more information.

I have huge sympathy for councils, particularly Hastings BC, who have been battered by austerity for more than a decade; they are in an incredibly difficult position and are lacking in staff. However, they have seemed incapable of partnering, of seeing the energy and passion, skills and experience in this community, and making use of that.

Having said that, there are parts of the Council that are really helpful, including in the regeneration team and rates team. For example, they gave us a disability facilities grant to make one of the flats at 39 Cambridge Road fully accessible. They also gave us a grant for £5,000 for the OB.

Q: Could you update us on the latest on St Mary in the Castle?

A (Jess): We really try to focus on the White Rock area of Hastings, but when St Mary in the Castle came on the market this time last year, we couldn't resist thinking about it. I came up with the idea of linking St Mary in the Castle to the Castle with a lift, as SMITC has 17 toilets, room for a gift shop and café, 500 spaces of parking in Pelham car park; everything you could possibly ask for, as well as being a beautiful Grade II* listed building. As a visitor centre for the castle, it could create revenue income to sustain the auditorium long term.

I approached Councillors Paul Barnett and Andy Batsford who responded that if not technically unfeasible it would be prohibitively expensive. I then spoke to engineering firm Ramboll, who helped previously with Hastings Pier, and they put us in contact with their lift engineers who said of course it is not technically unfeasible. They explained how it could be achieved and a cost consultant costed it at between £4-11 million, so not a small amount of money, but once the works had been implemented, it would make that step change for the town.

I then spoke to Richard Upton, who was the last of the 13 owners of the Observer Building before it was purchased by HCNV in 2019. Richard has now retired and is well capitalised, as well as being a great patron of the arts and heritage. He liked the idea and proposed to buy St Mary in the Castle, fund the feasibility study into the lift and if it was feasible we would seek to make it happen, if not he would focus on St Mary. We worked with Hastings Creatives, holding a whole series of meetings and everybody put in brilliant ideas. We submitted a joint Expression of Interest to the Council in March 2023, but St Mary continues to deteriorate. We were interviewed back in June or July. They proposed to do the deal and not mention the Castle. Richard said “it would be disingenuous of me to buy St Mary and not tell the people of Hastings what I intend to do with it and it would be disingenuous of you to sell me St Mary without explaining to the people of Hastings what I want to do with it”. So that’s where we are at at the moment, a bit stuck. HBC recently put out a call for Expressions of Interest for the West Hill Café, with a deadline of 8th December. Richard is planning to put in an expression of interest for the café, again, to try and connect it all together – the West Hill café, the Ladies Parlour, the Castle and St Mary in the Castle. So we will see where it goes.

Q: So how much personal trouble does somebody have to go to when the Council should be engaging with that person?

A (Jess): Elections are coming up next year; my strongest memory of how we solved the Pier problem in the end was a Vote Pier Campaign, which wasn’t about putting up a candidate but asking the candidates ‘what are you going to do about the Pier?’ and encouraging residents and voters to ask their candidate, when they knocked on their door. So if someone comes and knocks on your door, ask them, ‘what are you going to do about St Mary? What are you going to do about the Castle?’ and maybe the Council will start to see that this is a question that they have to answer.

Q (Trustee, Claire Philips): Is there any way of improving the relationship including for the Town Board, for instance having a council representative on the CLT?

A (Jess): Any councillor who joins the Community Land Trust could put themselves up for election as a trustee and they are welcome to do so. The members would decide. You might want to suggest that the council have an ex-gratia position. Some CLTs have that, where the council has a place, and it sends whoever it wants to. I’m personally not keen on that idea. I would rather potential trustees stand in front of members and explain why they want to be on the board.

I want to see a successful council in Hastings, I don’t want to see them go down the pan. There are a hundred councils in this country who are on the brink of bankruptcy, including ours. The government can’t send people into a hundred places to solve it. They will save Birmingham,

they will save Liverpool. They may not bother savings Hastings. And so if we want a council in Hastings, we need to help them. And we need to keep trying to help them, even if they don't want us to.

Q (CLT Member): But they need to reach out to us. I've had conversations with one councillor who resents the Hastings Commons because he says it is taking money out of the central pot. They are trying to blame us for our success.

A (Jess): We've brought £28 million into this town since 2014 (and that's not including the £14M for the Pier). The vast majority is money that would not have come otherwise, except for the Towns Fund which the council is in charge of, but it's government money. As I said, the council gave us £5,000 for the OB in 2019. That's the only amount that has come out of their budget into the Hastings Commons, apart from the disability facilities grant, which is obviously a good thing to do, to create a full accessible flat. We have 460 members. If we had 2,000 members, or 10,000 members, we would be way beyond any number that any one of those councillors has ever had voting for them.

Q: How vulnerable is the money borrowed, given the rising interest rates?

A (Bob): That has certainly impacted us. The CLT has a 25-year mortgage on 39 Cambridge Road. The building is making a small loss, largely because interest rates have gone up and we are not covering our costs, so we are trying to work out how to restructure that. It's a bigger issue in HCNV as it has greater leverage (more debt on the buildings), so we are having a lot of discussions on how to restructure it. We don't have an immediate problem in the next 12-18 months, but we are addressing it now, in good time. Not only have we had the interest rate rises and high debt due to the purchase and renovation of the OB, but our costs are going up with inflation and the energy crisis but we want to stay affordable and not pass all that inflation onto our tenants. That squeezes us, but we are creative as always. We are very successful in getting socially aligned investors, so we are trying to do more of that. There's lots happening over the next two years. But you're right. In terms of risks, that's right up there.

Q: I can see and acknowledge the success of the grant raising but I can't see the viability of the CLT in the longer term because the only significant rental asset is making a loss. What's the projection and how does the viability of the CLT sit within the bigger picture?

A (Bob): With these accounts you are seeing a snapshot of the year, not a forecast of the next 5-10 years. We have a financial model for all the entities within the Commons. From the CLT's point of view, we do need to make 39 Cambridge Road sustainable, but we also have 12 Claremont on a 125 year lease from East Sussex County Council. The building is not yet developed but we have the funding for renovation and a business plan which we hope will create a sustainable income. HCNV currently contributes half of the costs of the CLT staff team so it is already providing support to the CLT. Once HCNV achieves all of the development (including Eagle House and the OB Rooftop) and reaches what we call 'steady state' (ie cashflow-positive), as owner of one-third of the shares the CLT will get its share of those returns. At that point we expect a transfer of the founder investor shares from Jericho Road and Meanwhile Space to the CLT so that it will own 100% of HCNV.

The environment is constantly changing, so at every board meeting, I present another 5-year forecast. There are some gaps, which require fundraising or refinancing or adapting the model eg through the hospitality business that is starting to grow. We look 1-2 years ahead and 5-7 years ahead, and at the moment we think that we can make it work. From the CLT perspective, the risk is not as great, because there is support from HCNV and we have programmes in place, like the Youth Commons, and we've got good track record of fundraising. But if I can't to answer your question with 'don't worry, we're fine and we know what all of the revenue streams are going to be exactly'. It's a constant assessment of what's going on in the outside world and what assets we have. We can share some of the forecasts, but we haven't put them in the annual report. Accounts always look backwards rather than forward.

RESOLUTIONS

Total votes: 57

- 1 That the draft minutes of the AGM held on 14 September 2022 are an accurate record of the meeting at resolutions passed by the members. **Approved unanimously.**
- 2 To approve the Hastings Commons CLT Accounts and Trustees' Report 2023 and ask the secretary to duly file those accounts with the Financial Conduct Authority (FCA). **Approved (98% of votes).**
- 3 To resolve that the board of directors should appoint Third Sector Accountants to act as the auditors of Hastings Commons CLT for the financial year ending. **Approved unanimously.**
- 4 To resolve that Rule 73 to be rescinded and replaced as follows:
"The Board of Directors shall be elected by and from the Society's Members. The maximum number of Directors serving on the Board shall be determined by a general meeting of the Society from time to time. The election of Directors shall be conducted according to the following process:
 - a) *All candidates shall demonstrate, prior to full appointment as Directors, that:*
 - i. *they have attended a minimum of two duly called and scheduled Board meetings within a nine-month period; and*
 - ii. *the Board have resolved, by a 75% majority of those present and voting, that the Board is supportive of their appointment (together, "the Threshold Criteria").*
 - b) *Where any candidate has already met the Threshold Criteria and stands for election to the Board at a general meeting of the Society, then if the Members resolve that they should be appointed as a Director then they shall be so appointed.*
 - c) *Where any candidate has not met the Threshold Criteria and stands for election to the Board at a general meeting of the Society, then if the Members resolve that they should be appointed as a Director their appointment shall be conditional on their meeting the Threshold Criteria in the period immediately following the general meeting.*
 - d) *If at the end of the nine months following the general meeting they have not met the Threshold Criteria they will immediately cease to be a Director, and the Board may fill any vacancy arising under Rule 76."*

The purpose of the proposed changes is to allow a as wide range as possible of individuals to be members of the board; to provide a pathway to learn about the work of the board and the role and demonstrate ability to commit before the position is confirmed. Extraordinary resolution **approved unanimously.**

- 5 To resolve that Rule 101 to be amended by the deletion of point (e) and addition of the following wording:
“e) Where authorised by the court or the Act; or
f) Where the Board acting reasonably deem loss of earnings would prevent a Director from acting as such and it is in the Society’s best interests to do so, by payment of an allowance during each week that such Director is actively engaged in the Society’s affairs, payment by way of fees or other benefit in money’s worth not to exceed £2,000 per year or such other limit as may be agreed by the Members in general meeting, always provided that less than half of the Directors may be paid such allowance in any given financial year.”

The purpose of the proposed change is to remove financial barriers to becoming involved for those who are not in a position to commit their time for free. Extraordinary resolution **approved** (96% of votes).

- 6 To resolve that if the resolution above is approved by the Members of the Society at the meeting, the Secretary be authorised to:
a) submit the revised rules to the Financial Conduct Authority;
b) agree in consultation with the Board any minor changes required by the Financial Conduct Authority to the submitted rules in order to achieve registration.

Extraordinary resolution **approved unanimously**.

- 7 To agree that in accordance with clause 73 (whether or not amended) the maximum number of Directors serving on the board will not exceed nine members The purpose of the change is to ensure that the board remains a size that allows for effective decision making. **Approved** (98% of votes).

- 8 That members of Hastings Commons confirm their support for appointment to the board of trustees of the following candidates standing for election (a profile of each candidate is available on our website under AGM 2023):

- Jenni Carbins
- Steve Peak
- Simon Basey
- Richard Butchins

All were approved with more than 65% of votes.

For information, the following trustees stood down at the AGM in accordance with clause 74 of the Rules and are not seeking re-appointment:

- Darren French
- Lloyd Shackleford

At the end of the meeting, CLT members were invited to write on the tablecloths with the help of the HC facilitators, Pasha, Simon, Becca to respond to questions including:

- What are our achievements?
- What can we do better?
- Collaborations, relationships, partnerships and projects
- What would you like to see more of?
- How can we build the membership?

Details of this feedback are presented overleaf.

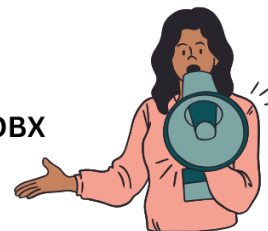
REPRESENTATION & COMMUNITY ENGAGEMENT

- Ensure **diversity and inclusivity** by targeting 'hard to reach' demographics and connecting with various local groups
- Focus on **authentic community engagement**, such as organising mum & baby groups and community organising approaches to reach new members
- Share successes widely with the town to **strengthen community ties** and increase visibility in town centre
- **Environmental:** Connect CLT with environmental and greening movements, considering rising sea levels and Garden Town initiatives



YOUTH INVOLVEMENT

- Increase younger members through **schools outreach**
- Develop youth programs, especially in **collaboration with OBX**
- Prioritise and **invite youth leaders** for active participation



MEMBERSHIP GROWTH

- Strengthen internal infrastructure to **avoid staff burnout**
- **Share responsibility** of recruiting members – through other members?
- Target **underrepresented demographics** for membership, through collaboration with other community groups
- **Create original campaigns** for membership, such as reclaiming walking space around food pick-up delivery zones in town or 100 pennies for OB centenary



COUNCIL RELATIONSHIP

- Foster **improved relationships** with the council
- Address concerns about Hastings Council **without hostility**
- **Create positive ways** to engage with politics - host a husting for CLT members?



ENHANCING SOCIAL & CULTURAL ELEMENTS

- Introduce **more creative events** to diversify engagement
- Ensure variety in refreshments, including non-alcoholic options & **less emphasis on drinking**
- Create an **informal and engaging atmosphere** for community involvement



INCENTIVES & MEMBERSHIP BENEFITS

- Highlight short-term or one-off **volunteer opportunities**
- Develop **effective incentives** to encourage participation
- Clearly **communicate the tangible and intangible** benefits of CLT membership

