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**Minutes of the twenty-eighth meeting of the Board of Trustees of
the Open Spaces Society held at 12 noon on Thursday 9 March 2017 at
Friends House, 173 Euston Road, London NW1 2BJ**

PRESENT Graham Bathe (chairman)
Diane Andrewes
Chris Beney
John Lavery
Jean Macdonald
Peter Newman
Phil Wadey

IN ATTENDANCE Mary Traynor
Kate Ashbrook (general secretary)

APOLOGIES Steve Warr

1/17 The chairman welcomed Mary Traynor, a prospective trustee, as an observer to the meeting.

DECLARATIONS OF INTEREST

2/17 There were no declarations of interests.

DECISIONS TAKEN SINCE LAST MEETING

3/17 It was noted that the legal committee had approved a grant of £1,000 to Norton St Philip Parish Council in Somerset, towards legal representation at a public inquiry into its application for a village green. The case raises important points of principle in particular in relation to the application of trigger events.

MINUTES OF THE MEETING ON 15 DECEMBER 2016

4/17 The minutes were approved as a correct record and for publication on the website.

FINANCIAL ADMINISTRATOR

- 5/17 It was noted with regret that Trevor Quantrill was leaving after two years and the trustees thanked him for his contribution to the society. They welcomed Lucie Henwood as the new financial administrator.

FINANCIAL MATTERS

Minutes of finance committee meeting on 22 February 2017

- 6/17 The trustees noted the minutes.
- 7/17 Minute 5, claiming gift aid on AGM lunches: Phil Wadey queried whether this minute was accurate, since the finance committee had been asked to reconsider the matter. The chairman explained that the brief minute was not intended to be dismissive. The issue had been properly debated and explored. However, the finance committee could not find a way through which any additional income would justify the effort of reclaiming gift aid from unidentified people at the AGM, when it would require modifications to Subscriber. We already claimed gift aid from those who were identified.
- 8/17 Minute 6, delegated expenditure: the general secretary explained that the donation of £500 had been to Wildlife and Countryside Link towards joint legal advice. This was regarding the Ministry of Justice's proposal to reform the existing cost rules for environmental judicial reviews, the effect of which is to remove the element of certainty about costs for judicial-review claimants in environmental cases. The current default caps of £5,000 for individuals and £10,000 in all other cases can now be increased or removed completely.
- 9/17 **Management report to end December 2016 and treasurer's commentary**
These were noted. The trustees thanked the treasurer for his informative commentary. Phil Wadey noted that the commentary referred to papers which were available to the finance committee but not the full board. The chairman reminded the board that one of the functions of the FC was to scrutinise accounts in detail, so that the full board could maintain a relatively light-touch overview. However, it was agreed to discuss adequacy of material provided to the board at the next finance committee meeting.
- 10/17 **Investment and cash summary at end December 2016**
The report was noted. It was agreed that we needed a timetable for considering the lease renewal (due in September 2018), to be discussed at the next finance committee meeting.
- 11/17 **Approval of accounts for 2016**
The trustees approved the accounts subject to the treasurer's agreement.

Letter of representation

12/17 The trustees approved the letter and authorised the treasurer to sign it on their behalf.

Topic for spring appeal

13/17 The trustees agreed that the appeal should be to top up our legal fund, which was established following an appeal in 2012. The uncommitted balance was £4,330 but this included £20k transferred from reserves for the Acton Green and Finsbury cases. It was noted that, following the appeal, we could transfer some of that money back to reserves.

14/17 Diane Andrewes raised her concern about the need for public open space and paths in new housing developments, and said that parish councils should be playing an active role in securing new spaces and paths to link with the existing green network, especially if they were expected to maintain them afterwards. There was an opportunity for the society to get involved in encouraging and assisting parish councils. It was agreed to consider at a future meeting whether this was a suitable subject for a campaign and possible appeal.

Donation

15/17 It was noted with gratitude that our member, Colin Bennett, had made a donation of £30,000 to the society, rather than leaving us the money in his will. It was agreed to consider at a future meeting how to mark this generous gift.

MEMBERSHIP

Membership working party

16/17 The general secretary reported that Kate Woodford from Square Peg had developed some proposals for generating membership through social media. There was to be a meeting on 20 March to discuss this further and learn more about her ideas; John Lavery and Jean Macdonald kindly offered to attend and it was agreed that one of them would do so.

17/17 Phil Wadey agreed to visit the office to talk to staff about his proposal for membership categories.

Membership figures at end of February 2017

18/17 The trustees noted the membership figures with disappointment and had a discussion about generating members.

ANNUAL GENERAL MEETING, 6 JULY 2017

Draft agenda

19/17 The trustees approved the draft agenda and agreed to invite Paul Clayden to chair the AGM. The vice-presidents would be proposed by Jean Macdonald and seconded by Phil Wadey.

20/17 It was agreed to invite a representative from Dorchester-on-Thames, Oxfordshire, to speak about the campaign for greens and paths. This would be followed by a

presentation by Graham Bathe on the society's magic-lantern slides. Members would be invited in advance to give brief talks on campaigns to fill the remaining time, with the meeting ending at 3.30pm.

- 21/17 It was agreed that Chris Beney should bring A3 photographs from the photographic competition to sell at £10 each.

Election procedure at AGM

- 22/17 Phil Wadey presented his paper and expressed his view that members of the board of trustees should not be elected en bloc. He considered that there should always be a poll for the election of trustees so that members could vote for or against in secret, and that if a candidate secured more votes against than in favour, he or she would not be elected even if there was a vacancy.

- 23/17 After discussion, it was agreed that this year we should, as usual, send out proxy forms so that all members were able to vote, and that there would be a requisition for a poll so that each candidate would be elected separately with voting done secretly on paper. The trustees would propose a motion to the AGM amending the articles so that this became required practice from next year's AGM. Phil Wadey would draft the motion for approval by trustees before the closing date on 24 May. The motion would be proposed by Phil and seconded by Diane Andrewes.

Annual report for 2016

- 24/17 The trustees approved the draft annual report subject to any minor amendments which they would send to the general secretary.

RISK REGISTER: DISCLAIMER

- 25/17 The trustees considered a paper from Graham Bathe in which he proposed a form of words for a disclaimer to address risk E3 in our risk register ('Incorrect advice given by OSS and defamation of others leads to legal action against us'). It was agreed to include the following words on all communications: 'The Open Spaces Society has staff with exhaustive experience in handling matters related to our charitable purposes. While every endeavour has been made to give our best judgement, the law in these matters is complex and subject to differing interpretations. Such judgement is offered to help members, but does not constitute formal legal advice.'

MAGIC-LANTERN SLIDE COLLECTION

- 26/17 The trustees considered a paper by Graham Bathe who had gone through the 1.038 slides in our collection which had been digitised by the Reading Museum of English Rural Life (MERL). He had labelled them all. He reported that the majority was not of print quality and their value is historical not commercial. Some of the best ones were not necessarily produced by the society.
- 27/17 The trustees agreed that we should find a website to host the slides, and the general secretary would investigate whether we could do this on our website or whether we should find another host, such as MERL or Historic England. The

trustees thanked Graham for the enormous amount of work he had put in to checking and labelling the slides.

LOCAL CORRESPONDENTS

Reappointments

28/17 It was agreed to reappoint for a further three years Chris Hall (Oxfordshire), Bob Milton (Surrey, Surrey Heath Borough) and Owen Morgan (Hereford City and South Herefordshire).

Resignations

29/17 It was noted with regret that Owen Morgan had given up Monmouthshire.

Reports

30/17 Chris Beney and Peter Newman had studied the reports and drew trustees' attention to a number of issues.

Update events

31/17 The general secretary reported on the feedback from the questionnaire to local correspondents on the content of update events. Of the 40 correspondents, 33 had responded, and most of them wanted to attend events which covered paths, commons and greens. To meet the demand, we would need to hold a large number of one-day events with correspondents travelling some distance. It was therefore agreed that we should revert to the previous practice of holding a weekend rather than a number of one-day events, and that this might be held in the autumn of 2017 or spring of 2018. The general secretary would appoint a working party of local correspondents and staff to progress this.

PROFESSIONAL INDEMNITY INSURANCE

32/17 The trustees were not aware of any new claims or circumstances or problems which may give rise to a claim.

ANY OTHER MATTERS ARISING FROM PREVIOUS MINUTES

33/17 The following were noted.

Blue Book (32/15)

34/17 The meeting with Janet Davis of the Ramblers had not yet taken place.

Correspondence with Sustrans re misleading notices on public paths (20/16)

35/17 It was agreed that the general secretary would chase Sustrans for a reply.

Strategic plan (103/16)

36/17 It was agreed to review this in June and consider the process for the next plan.

Intranet (119/16)

37/17 Trustees had had mixed experiences of this and it was agreed to discuss options at a future meeting.

Budget for 2017 and staff salaries

38/17 The trustees asked the general secretary to provide the list of staff salaries and the bench-marking report from 2012 for discussion at the June meeting.

Website and Subscriber portal (130/16)

39/17 This had not yet been implemented.

Finsbury Park legal case (151/16)

40/17 John Lavery reported that the Friends of Finsbury Park (FoFP) had been granted leave to appeal and we had been permitted to join the action, but expedition had been refused. We would assist FoFP with crowd funding for the case.

REVIEW OF MEETING

41/17 The trustees considered that it had been a good meeting.

ANY OTHER BUSINESS

42/17 The chairman reported that the vice-chairman would be doing the general secretary's appraisal. Phil Wadey asked trustees to send him comments by Thursday 23 March and to tell him if they did not wish to comment.

DATES OF MEETINGS IN 2017

43/17 These would be on Thursday 8 June at 12 noon, Thursday 6 July (immediately after the AGM), Thursday 28 September at 12 noon and Thursday 7 December at 12 noon at Friends House, London.

The meeting closed at 3.50 pm.

Rowadey

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