

**MEETING OF THE BOARD OF DIRECTORS OF  
CHILHAM'S FUTURE DELIVERY BOARD LIMITED**

Meeting at: Vergers Lodge, Taylors Hill, Chilham

On: Monday, 23<sup>rd</sup> April, 2012 at 7.30pm

**MINUTES**

**Present:**

David Hayes – Chairman	(DH)
Robert Berry	(RB)
Ben Glancy	(BG)
Helen Kirwan	(HK)

Peter Higgs

1. Apologies - None
2. To consider CPC's proposed nominees to the Board of CFDB

A completed CFDB Membership Application Form had been received from Alison Ranns (AR) which was approved – Membership No: 1006. HK proposed AR as (a CPC representative) Board Director, seconded by PH – passed unanimously.

A completed CFDB Membership Application Form had been received from Aimee Brown (AB) which was approved – Membership No: 1007. RB proposed AB as Board Director, seconded by BG – passed unanimously.

Appointment subject to completion of necessary 'Declaration' Forms to be sent by DH (with confirmation of acceptance) along with advise to read the CFDB M and AoA, and the Charity Commission Trustee Guidance.

A completed CFDB Membership Application Form had been received from Ben Glancy (BG) which was approved. DH proposed BG continue as Board Director, seconded by PH – passed unanimously.

3. To consider Proxy voting and associated issues

HK had circulated the draft wording regarding Proxy Voting to be incorporated into our M and AoA. HK clarified that the relevant notice should be used at all Member Meetings and AGM's as well as all Notice of Board Meeting where Members can vote. This would be incorporated and sent out with Agenda's.

Member can nominate a Proxy, who must also be a Member, and specify how Proxy Vote is to be cast.

Acceptance of Proxy Voting passed unanimously. HK to incorporate wording in new M and AoA.

4. Update situation on VAT

DH updated on VAT advise from WFKC. CFDB should look at what grant/trust funders will provide funding inclusive/exclusive of VAT – RB to discuss with 'Funding Buddy'. Proposal put forward by WFKC would mean that ABC/KCC to contract directly with appointed contractor. CFDB would donate

funds raised to ABC/KCC to settle bill. ABC/KCC would be able to re-claim VAT and donations from CFDB would be VAT free. There would be no VAT liability back to CPC or CFDB.  
DH to continue with VAT clarification.

#### 5. Update situation on Charity registration

Correspondence and emails received from The Charity Commission (CC) confirmed there was no investigation (current or planned) into CFDB. CC confirmed they are happy with CFDB's description, status and formation.

HK to amend CFDB website to take off reference to criteria for registration – as this could be regarded as CFDB giving advise.

CFDB to continue with registration application with HMRC following advice from WFKC – proposed by DH, seconded by BG and passed unanimously.

It was agreed that DH would be the Named Authorised Official – proposed by HK, seconded by RB and passed unanimously. The Responsible Officials would be BG (proposed by RB, seconded by PH) and PH (proposed by HK, seconded by DH), passed unanimously.

The Nominee on the HMRC application should one be needed will be Paul Webb of WFKC. Proposed by DH, seconded by BG and passed unanimously.

8.50pm HK left by agreement

#### 6. Discuss and prioritise a way forward

It was agreed that VAT needs to be dealt with, but that we should also clarify the impact on funding applications.

RB updated situation regarding Funding Buddies. RB also to speak with Kent Downs, Leader Plus regarding funding application. RB to speak with KD and HJ.

The next phase would be the advancement of the project and clarity with ABC/KCC on the following:

- How do we do it?
- Who do we contact regarding tenders?
- How do we run the tender process?
- How do we manage the project?

DH to speak with PN (ABC) and AW (KCC)

#### 7. Any other business

Following a discussion on the impact of the Board additions to CFDB, DH advised that, with new directors, the Bank Mandate would need to be changed. DH proposed and it was agreed that signatories must include a CPC representative Board member and a non CPC Board member..

It was also agreed that we continue with HSBC as CFDB bankers.

It was agreed that DH would be the signatory for the Mandate change as per the proposed resolution. DH also advised situation regarding fees for the professional advice from both lawyers and accountants which had so far been secured without cost to the Parish and therefore a considerable saving.

It was agreed that the next meeting which should take place as soon as possible would be to agree the alterations to the M and AoA.

DH advised on attendance at Parish AGM.

There being no further business the meeting was adjourned at 9.30pm

Action Points:

- DH to sent confirmation and Declaration Forms to AR and AB
- HK to incorporate Proxy Voting in new M and AoA and other changes
- RB to check on Grant/Trust funders VAT position and seek application form from Leader Plus
- DH to continue with VAT clarification with ABC/KCC
- HK to amend website along lines suggested by CC
- RB to contact KD and HJ
- DH to speak with PN and AW
- DH to draft and circulate the Resolutions.