

Winterbourne Bassett Community Pub Limited

Minutes of Annual Members Meeting

29th March 2022

At The Winterbourne

Apologies for Absence

Apologies were received from the following members: Howard & Stephanie Witt, Carol Jones, Paul & Cherry Ludley, Angela Bewsher, Phil & Lesley Catling, Lynne Chidgey, Martin & Clare Knight, Andrew Simmonds, Claire Stiles, Elizabeth & Mike Tavener, Angela & Ian Henery, David Squire, Simon Hylson-Smith, James Hussey, Margot Bullock, Paul Harrison, Mike Hext, Alan Davison, Lizzie Fisher, James O'Shaughnessy, Clare Austin

Attendees

The following members were present at the meeting: David & Pat Salter, Damian & Claire Le Gresley, Colin & Jacqui Webb, Malkit & Parmjit Banga, Peter Mcluskie, Adrian Smith, John Austin, Steve & Alison Windel, Graham & Sheree Wilson, Beverley Margerison, Malcolm Bennett, Deborah Young, Stella Hopkins, George & Gill Horton, Phil McCaffrey, Timothy Buckeridge, Nick Walduck, Piers Barclay

Chairman's Welcome

Pat Salter welcomed everyone to the meeting expressing her joy, that after a dramatic two years since the COVID-19 pandemic began restricting these sorts of gatherings, members and the community at large could meet in its pub once again. She was equally pleased to see old friends and new faces in attendance at this 4th Annual Members Meeting since the community benefit society was formed. This evening also being the start of a period of volunteer-run operations at the pub ahead of new tenants moving in, Pat thanked David Salter, Maggie McCaffrey and Alison Windel for manning the bar. She then went on to introduce the committee and their current roles thanking them especially for their efforts over the last two years.

Chairman's Report

Pat presented her report. Despite the still ongoing pandemic affecting all our lives and requiring us to adapt to try and keep in good spirits, she remarked, the society had still had some notable achievements. "Pat's Steps" had been installed at the conservatory entrance which had improved access for customers and facilitated outdoor food service. The associated landscaping works in the garden meant the pub was looking good and an increasingly attractive destination for pub goers and thus prospective tenants. An

electric vehicle charging point was another community asset that had been invested in. Two new members had joined in the last year and Pat welcomed them to the society.

The management committee's activities had over the last six months been dominated by the process of transitioning the tenancy, Roger & Emie Hawkshaw having given notice to terminate their contract in October last year. Pat was thankful to them for building the pub's brand and wished them well for the future. Replacing them with new tenants had so far been a journey of ups and downs and barriers to overcome. There had been much casual interest, a number of unsuitable applicants, and promising candidates with whom we had not quite got over the line. However, Pat was pleased to now be able to report some, very recent, good news on this front and would go into more detail later in the meeting.

The Hawkshaws having left the pub in the last few days, it was now ours again to operate until new tenants started, and a sub-committee had been formed to organise volunteer-run opening initially for April. This would focus on Friday evening openings with food trucks attending but Pat encouraged anyone thinking of a private party on another night to book as there was a well-stocked bar.

Pat closed her remarks by reminding members of the skills, time and energy that allowed us all to enjoy our community asset.

Treasurer's Report

Damian Le Gresley summarised his report. The open share offer had attracted £3000 of new share capital. £23,000 of rent had been paid by the tenants - this included some discounted rent (contractual rent would have been £30,000) but full rent had been paid for the last six months. Now that loans from the early resigned members had been fully repaid our only debt is to Co-operative & Community Finance and our loans with them are approximately half-way through repayment. Investments made in the property over the last year come close to offsetting depreciation. Currently rent income is zero as we have no tenant and the deal we are offering to potential new tenants has a 3-month rent-free period so our reserves will fall over the coming months.

Resolution 3, on which members would later vote, was intended to ensure that B members do get rewarded in the prevailing climate of lower interest payments by reducing the gap between A and B rates from 1% to 0.5% for years 2-4. This year's interest payment would then be 0.7% and 0.2% respectively. Damian would be contacting newly eligible B shareholders to obtain their instructions for payment / donation - all other shareholders should let him know if they wish to change their preference to receive or donate their interest by 22nd April, otherwise their preference from 2021 will be carried over.

The committee had set a limit of £8,000 of share withdrawals for this financial year and had already received requests equal to this - Damian thanked the shareholders concerned for their patience in waiting an extra year for their payments.

£5,000 had been spent purchasing essential items from the outgoing tenant's inventory enabling our next tenants to quickly re-open the pub. The grant for cycling facilities was not spent fully as it was divided into spend on specific items - it was decided in conjunction with the tenants that a cycle shelter would not be purchased, and this accounted for the bulk of the value of the grant. However, some of the cost of the path and new garden lighting was claimed back from this grant with the rest returned for other community projects. The addition of the electric vehicle charging point, quite literally, put The Winterbourne on the map for electric vehicle drivers and supports efforts towards net-zero carbon emissions and healthier air quality. Damian thanked Steve Windel and Tony Iles for helping with the trench and concrete work.

Membership Report

Adrian Smith firstly made a few brief remarks around governance, its importance in a Community Benefit Society regulated by the Financial Conduct Authority and ensuring it is run democratically.

He measured success in terms of the healthy size of the membership at 64, with two new members, and still with a broad geography. No members had been lost over the year. Adrian explained he is now a trustee of the Plunkett Foundation which is aware of the increased relevance of community assets such as pubs both during and post-pandemic.

There had been no regulatory breaches as far as he could tell and although we were now entering into an unusual period in-between tenancies the society was taking insurance and health & safety matters very seriously indeed.

Resolutions

Members were asked to indicate their responses as a show of hands for each individual resolution. Eight votes in support of all resolutions had been received by email prior to the meeting.

Members returned votes as follows:

Resolution 1: To adopt the Financial Accounts for year to 31st January 2022

Carried unanimously (33 for, 0 abstention, 0 against)

Resolution 2: To authorise the Management Committee to substitute an accountant's report in place of a full audit of the accounts for the year to 31st January 2022, as permitted by the Rules and applicable legislation.

Carried unanimously (33 for, 0 abstention, 0 against)

Resolution 3: To change the difference between Series A and Series B share interest payments from 1% to 0.5% during years 2-4. From year 5 onwards Series B interest payments match Series A.

Carried unanimously (33 for, 0 abstention, 0 against)

Resolution 3: To re-elect Pat Salter to the Management Committee for a 3-year term

Carried unanimously (32 for, 1 abstention, 0 against)

Resolution 4: To re-elect Damian Le Gresley to the Management Committee for a 3-year term

Carried unanimously (32 for, 1 abstention, 0 against)

The Future

Pat took the opportunity to update members on progress towards recruiting a new tenant. The latest news was that the committee were in a very advanced stage of discussions with M2Carpathian, a partnership between an experienced chef and a successful cafe manager/barista. They had responded to our advert on Gumtree and had since visited The Winterbourne three times. M2 stands for Mihai & Mihai as both have the same first name and Carpathian references the mountains of Romania where both were born though they have lived and worked in the UK for a number of years.

Chef Mihai is a 32 year old sous chef at a gastropub in Gloucestershire and Mihai, 26, runs a very well regarded cafe at Gloucester Docks - they have less experience than some in the licensed trade but have training plans in place to address this. The committee, though noting such weaknesses, were impressed by, and have every confidence in, their willingness to learn and improve and their general work ethic and passion. Chef Mihai comes with exceptional references to recommend him from both his current and previous chefs who are also keen to continue to mentor and support him as he launches a business for the first time.

Also a part of the team that will live upstairs and work in the business are the respective girlfriends of Mihai & Mihai, Maria and Bistra. Maria is the sister of the younger Mihai. Bistra also works in hospitality and comes from Bulgaria. The committee are satisfied that they all communicate sufficiently well in English though Chef Mihai is perhaps somewhat less fluent.

Mihai & Mihai propose to open for business in The Winterbourne on Sunday 1st May subject to contract and will need all our support and local knowledge. Pat urged members to

welcome and befriend them and support their business to help them feel at home in the village and get off to a good start in the pub.

Members' Questions

Why are we going with M2Carpathian as our tenants?

This group of candidates clearly stood out against the overwhelming majority the committee have spoken to over a period of several months. Alongside their passion and hardworking attitude, great references and support network, their business proposition for the pub is high quality and matches what we are looking for. They are very keen to collaborate with us, are mindful and appreciative of community ownership and very committed to shaping their business around shared goals meeting needs and expectations across the community.

How will we get the word out about the new business?

We will continue to pursue “word-of-mouth” opportunities to firstly make sure it is known The Winterbourne will return very soon and as soon as possible introduce the new business - members will be kept up to date in the usual ways and are encouraged to share the news. Social media will obviously play a big role in spreading the word and the new business will be allowed to use the pub’s existing branded Facebook page, that we own - it has close to 1000 followers.

When will we get to meet the new tenants?

A welcome event will be organised.

Have they signed a contract yet?

Not quite but they have indicated they have every intention to - they are getting legal advice on it first which is what we have advised and is reflective of their mature attitude.

Will the tenancy agreement be the same as for Roger & Emie?

No, we advertised, and thus will be charging, a lower rent. The feedback from recruitment process strongly suggested that turnover rent is unattractive and unmotivating, and that our previous rent level was very much at the high end for the pub tenancy market. The agreement does also incentivise commitment for a three year term.

Will the “coffee shop” continue?

Yes, they are purchasing a coffee machine and plan to be open in the mornings - this is a strong area of expertise for them.

How do we know they are financially stable? Will we give them a loan?

We are conducting credit checks etc. on both business partners. They have not asked for any financial help and say they have funds to start-up with so we have not offered a loan. We believe they have been planning for such an opportunity for about a year before The Winterbourne came to their attention - their “shopping list” is nothing unexpected to them.

Is it realistic to think they will be up and running on 1st May?

All of the group have said they have already given notice to leave their jobs and accommodation - this will allow them to be ready to open the business here on the 1st May. They are already asking for earlier access to the pub to get it ready to their satisfaction - we can start the tenancy accordingly.

What is the position with the outgoing tenants' deposit?

The committee will be meeting tonight to discuss this in detail. The law is very much in favour of tenants as far as tenancy deposits are concerned but following the handover inspection this weekend there may be some reparation costs that can be reasonably withheld. Regardless there is still wear and tear that we want to deal with ahead of the new tenants moving in so that is why some decoration is being done in the flat for example.

Why are volunteers having to do tasks that the outgoing tenants surely ought to have done?

Pat admitted that this was not ideal, but the committee feel the overall tenant exit deal favours us. We may be able to withhold deposit as compensation for remedial work - the committee were to discuss this immediately after this meeting. Pat thought that members who have ever owned rental properties would be familiar with the difficulties. Pat accepts that some volunteering effort in between tenants is part of the “joy” of community ownership of a pub and emphasised that it is voluntary.

Will the pub only be open on Friday nights in the meantime?

We are only advertising Fridays and are keeping Wednesdays (“OAP” drinks) and Thursdays (darts) much lower key - this is what the sub-committee has deemed manageable given the volunteer staffing and use of David & Pat’s license.

Close

Pat thanked Claire Le Gresley for taking notes to produce minutes.

Hopefully the focus can soon switch away from the tenancy and the share offer will be getting its overdue reinvigoration.

Getting the pub ready for the new tenants to arrive is mostly doing some gardening - with mowing the main big impact job to keep on top of until then. Anyone that could bring a ride-on-mower along for some laps during April would be much appreciated. Offers of donations to contribute to the materials needed were made and Pat thanked the members concerned, donations always being welcome. A workday next Sunday was planned - 10am until 4pm.

Alison Windel thanked the committee on behalf of members and Pat added her thanks to those who are the background support to the committee members.