



## AGM Agenda

Meeting to be held via Zoom at 6.30pm on 30th March 2021

1. Welcome, meeting housekeeping

2. Review of year & Q&A

3. Elections (in 4 parts)

Part 1 - Rotation of 1/3 of 20 committee members

- Mary Bougieres
- Mike Colvin
- Sian Dragonetti
- Nick Edwards (standing down)
- Maude Estwick
- John Frankland
- Robert Holden

Part 2 - Ratification of co-opted committee members since last AGM

- Jonathan Barry (Treasurer)
- Carolina Fox
- George Hornby (Chair)
- James Leabeater
- Marina Nicholson
- Nick Paul (Secretary)
- David Taylor
- Harry Winter (Vice Chair)

Part 3 - New committee nominations

- Kelly ben-Maimon
- Yan Hawkins

Part 4 - Officer Elections (appendix 1&2)

- Chair - George Hornby (incumbent) & Yan Hawkins
- Vice Chair - Harry Winter (incumbent) & Kelly ben-Maimon
- Secretary - Nick Paul (incumbent) & Mike Colvin

4. Accounts 2019/20 (appendix 3)

5. CIO Resolutions (appendix 4)

6. Members' Motions (appendix 5)

7. AOB

## Appendix 1 – Incumbent officers supporting statement

### **Candidate Statement from Current Officers (George Hornby, Nick Paul, Harry Winter)**

We work as a team, hence a joint statement.

#### **About Us**

This will be George's third AGM as Chair and the first as officers for Nick (Secretary), Harry (Vice Chair) and Jonathan (Treasurer). George has a background in law, banking and business and has been 'medically retired' since 2002. Nick is a Judge, Harry is a barrister and Jonathan is a South African qualified accountant.

#### **The Future**

The next years will likely be a period of uncertainty and change. As we emerge from the pandemic, our high street could be much changed and people's local community spirit enhanced.

So in addition to supporting the existing project teams we will have to be alive to Community needs as they arise. In particular, we are keen to help our local businesses as much as possible since if they close it could leave us with empty shops for years to come. Government proposals to permit the conversion of commercial properties to residential use could be particularly damaging.

#### **Teamwork**

This is a principal strength of community organisations. We will ensure HHF continues to be a welcoming and inclusive environment. We will prioritise projects with social benefit and attractive to the widest range of volunteers.

## Appendix 2 – Nominated officers supporting statement

Manifesto prepared by Yan Hawkins, Mike Colvin & Kelly Rebekah ben-Maimon.

*This is a collection of our individual observations and views drawing on extensive Forum experience over many years.*

### **Be the change that you wish to see in the world – Mahatma Gandhi**

In the last year progress within The Herne Hill Forum has slowed, not just because of Covid, but because too much time has been focussed on personalities rather than what needs to be done to fulfil the key objective “to work to sustain and improve the area’s economy and environment and the quality of life and amenity of its residents, businesses and visitors”. We, as individuals, feel it is time to focus on a better way of doing things so would aim:

**To broaden HHF** from a committee that has largely not engaged with the membership for a whole year and has reported to nobody other than itself, to a genuine membership organisation whereby the membership is:

1. kept fully informed
2. encouraged, and enabled, to fully participate
3. proactively grown, and widened, to better reflect the population of Herne Hill, e.g. to include more young people, and greater female representation as well as establish formal links with, and representation from, other local groups

**To establish a robust financial framework.** The Forum is in the fortunate position of being well capitalised but has had very little income in the last year. Income streams need to be re-established, or new ones found, and expenditure moderated until this is achieved. Most importantly the books of account need to be brought up to date.

**To align actions** to objectives, and fully consult the members about projects both proposed and worked upon. To do this the intention would be to:

1. take stock of current projects
2. clarify the Forum's position with regard to other local charities such as Station Hall
3. identify new opportunities for members to participate in
4. agree priorities, and funding, for taking projects forward
5. discuss with the membership how best to take forward transforming Herne Hill Forum to a CIO and what safeguards need to be built in to ensure that it continues to be accountable to, and controlled by, its membership

**To proactively change the culture** of The Herne Hill Forum Committee so that the focus is on issues rather than personalities, or worse still a personal view of personalities. No one is to be verbally attacked, or have their reputations deliberately trashed, as has been happening recently.

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## **Candidate information**

**Yan Hawkins** standing as Chair.

Lived in Herne Hill for >25 years, member of HHF for 15 years, ~10years on Committee including 4 years as Vice Chair (2015-2019)

Key project experience in Herne Hill Forum:

- delivered Neighbourhood Plan application to 2 Local Authorities, work including Council liaison (officers+councillors), legislation interpretation, community survey work and presentations.
- project lead for web-site
- member of Finance sub Committee

Professional background: mathematics/finance/technology; multi-disciplinary management

Declaration of Interests: Herne Hill Society member

**Mike Colvin** standing as Secretary.

Lived in Herne Hill for 37 years, member of Herne Hill Forum for 10+ years, including 2 years as Chair of Finance Sub Committee.

Professional experience in IT systems and auditing.

Declaration of Interests: Herne Hill Society and Dulwich Society member

**Kelly Rebekah ben-Maimon** standing as Vice Chair

Lived in Brixton for 30 years, member of Herne Hill Forum for 2+ years

Extensive experience of working in and with local authority and government departments, particular focus on statistical research. Former Member of Lambeth Community Police Consultative Group.

Declaration of Interests: None

## Appendix 3 – Accounts 2019/20

Please address any questions to the Treasurer, Jonathan Barry at [accounts@hernehillforum.org.uk](mailto:accounts@hernehillforum.org.uk)

### Herne Hill Forum

#### PROFIT AND LOSS

5 April, 2019 - 4 April, 2020

|                                  | TOTAL               |
|----------------------------------|---------------------|
| Income                           |                     |
| Crowdfunding and Donations       | 1,041.74            |
| Grant Income                     | 6,250.00            |
| Services - CCFM                  | 12,458.26           |
| Station Hall Income              | 48,432.50           |
| <b>Total Income</b>              | <b>£68,182.50</b>   |
| GROSS PROFIT                     | <b>£68,182.50</b>   |
| Expenses                         |                     |
| Bad and doubtful debts           | 2,600.00            |
| Charitable donations             | 85.00               |
| Contractor                       | 54,511.48           |
| Insurance                        | 369.75              |
| Legal and professional fees      | 18,000.00           |
| Printing, postage and stationery | 4.46                |
| Public mtg - venue/catering      | 341.00              |
| Purchases                        | 18,146.99           |
| Subscriptions                    | 1,214.82            |
| Website development              | 559.99              |
| <b>Total Expenses</b>            | <b>£95,833.49</b>   |
| NET OPERATING INCOME             | <b>£ -27,650.99</b> |
| NET INCOME                       | <b>£ -27,650.99</b> |

# Herne Hill Forum

## BALANCE SHEET

As of April 4, 2020

|   | TOTAL              |
|---|--------------------|
| Fixed Asset   |                    |
| <b>Total Fixed Asset</b>                                    |                    |
| Cash at bank and in hand                                    |                    |
| Cash at bank  | 126,668.19         |
| Cash held by Local Authorities                              | 3,239.00           |
| Cash in hand plus float                                     | 215.24             |
| <b>Total Cash at bank and in hand</b>                       | <b>£130,122.43</b> |
| Debtors   |                    |
| Commercial Debtors  | 0.00               |
| Other debtors   | -2,600.00          |
| Trading Debtors   | 2,600.00           |
| <b>Total Debtors</b>  | <b>£0.00</b>       |
| Current Assets  |                    |
| Debtors   | 0.00               |
| <b>Total Current Assets</b>                                 | <b>£0.00</b>       |
| <b>NET CURRENT ASSETS</b>                                   | <b>£130,122.43</b> |
| Creditors: amounts falling due within one year              |                    |
| Current Liabilities   |                    |
| Accruals  | 7,329.56           |
| Creditors   | 157.33             |
| <b>Total Current Liabilities</b>                            | <b>£7,486.89</b>   |
| <b>Total Creditors: amounts falling due within one year</b> | <b>£7,486.89</b>   |
| <b>NET CURRENT ASSETS (LIABILITIES)</b>                     | <b>£122,635.54</b> |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                | <b>£122,635.54</b> |
| <b>TOTAL NET ASSETS (LIABILITIES)</b>                       | <b>£122,635.54</b> |
| Capital and Reserves  |                    |
| Brought forward reserves                                    | 123,652.00         |
| Deficit/Surplus   | -14,584.00         |
| Retained Earnings   | 13,567.54          |
| Profit for the year   |                    |
| <b>Total Capital and Reserves</b>                           | <b>£122,635.54</b> |

## Appendix 4 – Special Resolution to convert to a CIO

### BACKGROUND

The Forum is currently structured as an unincorporated association whose members have unlimited liability. It is managed by a committee (the “**Committee**”), led by four elected officers and has a membership comprising of persons living, working or carrying out business in the Herne Hill area (the “**Members**”).

As the Forum embarks on larger and more complex projects, the Committee considers it would be beneficial for the Forum to become a charity, including because this may enable the Forum to access more grant funding, strengthen its legal status and governance and benefit from limited liability. In order to achieve this, the Committee proposes to register a charitable incorporated organisation (“**CIO**”) with the Charity Commission for England and Wales and then transfer the Forum’s operations and activities to the CIO. The Forum would then be able to operate as a charity going forwards. The Committee would ensure that all voting members of the Forum could become voting members of the CIO.

In order to facilitate the Forum becoming a charity, the Members are asked to consider and approve the following resolutions.

### RESOLUTIONS

That:

- (1) the Committee shall be authorised to apply to register a charitable incorporated organisation (the “**CIO**”) with the Charity Commission for England and Wales;
- (2) following registration of the CIO, all assets, liabilities, operations, activities and records of the unincorporated association known as Herne Hill Forum (the “**Unincorporated Association**”) shall be transferred to the CIO (the “**Transfer**”);
- (3) following completion of the Transfer, the Unincorporated Association shall be dissolved;
- (4) the Committee shall be authorised to take all necessary steps to effect the Transfer and the subsequent dissolution of the Unincorporated Association; and
- (5) to the extent necessary, the constitution of the Unincorporated Association shall be modified to permit the Transfer.



## Appendix 5 – Members' Motions

From Ruth Colvin -

In accordance with your instructions on the notice of meeting, please find herewith a motion to be added to the agenda:

### Background

Station Hall requested funds of £10,000 from the Herne Hill Forum in 2020 for which no business plan was presented.

The 3 Trustees of the Station Hall CIO are also members of the Herne Hill Forum, highlighting a perceived conflict of interest.

Station Hall was projected to lose £1,000 per month, according to the most recent forecast (March 2020).

The Meeting Notice states that Herne Hill Forum is “fully committed to supporting [Station Hall] through to completion.”. This has not been discussed by, or agreed, by the Committee.

### Proposal

to vote on the following resolution:

(1) that the Committee must not consider any funding requests from Station Hall, or any other project, without a fully costed business plan, demonstrating both operational and development viability, having first been approved by the committee or, in the case of expenditure over £500, approved by the membership.

Proposed: Ruth Colvin

Seconded: Kelly ben-Maimon

From Maria Hawkins -

In accordance with your request below for advance submission of motions, please table the following motion at the AGM.

Do not hesitate to contact me if you have any questions concerning this submission.

Maria Hawkins (member - Herne Hill Forum)

#### Background

The current Herne Hill Forum Constitution can only be changed by a vote of members. Allowing the Forum Committee to change the Constitution without a vote of members is therefore unconstitutional.

There is no accessible proposal for the CIO, including constitution or other preliminary documentation for members to consider, feedback on, and vote on. Members have not therefore been consulted.

Allowing the Forum Committee to approve the Constitution for the CIO, without a vote of members, is unconstitutional.

#### Proposal

to vote on each of the following resolutions:

- (1) Converting Herne Hill Forum to a CIO can not proceed without a formal consultation of Forum members.
- (2) The Committee must provide members with a proposed constitution, and set of policies, and provide no less than 28 days for review and feedback before asking members to vote on a proposal, in line with the current Constitution.

Proposed: Maria Hawkins

Seconded: Kelly ben-Maimon

From Yan Hawkins -

### Background

The Committee had no officers in April 2020 as the Chair, Treasurer and Secretary had all resigned, and the Vice Chair was vacant at that time.

In order to make decisions an officer must be present at a Committee meeting – this is known as being quorate. The Constitution states that an AGM is required to elect officers.

To make themselves quorate the remaining Committee members decided to co-opt officers, by vote, rather than holding an AGM.

Over the last 12 months there was ample time to hold an AGM to elect officers, therefore all decisions from April 28, 2020 are of disputed validity and so should be ratified.

Decisions which were made (listed in chronological order, source: meeting minutes) \* = not moved to vote, but no objections

#### April 28, 2020 (extraordinary Meeting)

- i. To co-opt Harry Winter as Vice-Chair for a period of 1 week
- ii. To ask Mike Colvin to resign from the Committee for 1 year and then invite him back
- iii. To ask Mike Colvin to resign from the Committee with no invitation to return
- iv. To remove Mike Colvin from the google group [the group Committee e-mail]
- v. For Nick and George to talk to Station Hall contractors and establish work for them with costs and outputs for the period from now until September. Will report back to Committee.

#### vi. To co-opt Harry Winter as Vice-Chair until the end of May

#### May 20, 2020

- i. The Forum can co-opt officers by implied powers
- ii. The Herne Hill Forum dissolve FINCOM [the Financial sub-Committee]
- iii. That George [Hornby] be appointed as Chair
- iv. That Harry [Winter] be appointed as Vice-Chair
- v. That Nick [Paul] be appointed as Secretary
- vi. To assign £500 to 'Computers for Schools Pilot Project'

#### June 16, 2020

- i. To co-opt Jonathan [Barry] as Committee Member
- ii. To affirm that someone who does not live or work in Herne Hill can be invited to join the Committee
- iii. Request for funds to spend on community engagement around the Railton Rd [LTN] scheme as the Council's budget was spent on capital works: to ask Giles [Gibson] for a rough estimate of works and spend, give £500 then and up to £1500 longer-term
- iv. To elect Jonathan Barry as Treasurer
- v. To co-opt Carolina [Fox] as Committee Member

#### July 15, 2020

- i. To keep the piano shut for the foreseeable future\*
- ii. "Herne Hill Tourist Board": To try to get a core of interested traders working together for fun projects to increase footfall in Herne Hill
- iii. To develop a 'local small grants' scheme to enable people to apply, for up to £1000, via the web-site

iv. To revert meeting dates to every third Tuesday 8pm, with no meeting in August and review in September\*

v. To co-opt Marina [Nicholson] to the Committee

Sep. 15, 2020

i. To cap the Small Grants to £500 with the option of releasing another tranche if needed, up to a max. of £1500\*

ii. To allocate £250 to carry out maintenance tasks in Station Square\*

Oct. 20, 2020

i. To provide a 'small grant' of £500 to a photographer's exhibition work\*

ii. To allocate £500 to virtual Halloween events [in place of the usual Station Sq. event]

iii. That the Committee refrain from using offensive language

iv. That the Committee co-opt James Leabeater

Nov. 17, 2020

i. That the Forum become a CIO with the following intentions\*

a) That the 4 officers will be Initial Trustees

b) Wind the Forum up and transfer its Assets

c) Populate the CIO with more Trustees

ii. That only Committee members, contractors and a select few should have access to the G-drive [digital filing system]

iii. To provide a 'small grant' of £500 to Junior Open Mic for equipment

iv. To support erecting a hoarding in Brockwell Passage to close off a corner being used as an open toilet

v. To appoint Bespoke to develop a Cycling plan across Herne Hill Junction at cost of £5000

Dec. 15, 2020

i. To approve a small grant request for planter refresh in Osborne Close

Jan 19, 2021

i. That future minutes should be shorter and focus on actions and that minutes from June 2020 onwards should be uploaded to the web-site

ii. To transfer the remainder of the remainder of the £10,000 committed to Station Hall so that they can manage their own affairs

iii. To seek a second quote for legal work to setup the Forum CIO. Delegate power to George to decide which firm to appoint with a budget of £1150+VAT for policies and contracts

iv. To grant permission to James and George to make a decision on the appointment for the CIO legal work [in its totality] as long as they do not go above £4510+VAT

Feb 16, 2021

i. To propose an AGM subject to the CIO resolution being complete

ii. To review and agree the 2019/20 accounts

iii. To adopt the proposal (not attached with minutes) for a new, simpler version of the web-site [www.herehill.org.uk](http://www.herehill.org.uk)

iv. To accept a 'small grant' application from The Groves RA for £500 for a community library in a lock-up shed and some planting

v. To commit 20hrs work to investigate viability of installation of Santander bicycle hire with- in the Junction work being assessed at this stage by Bespoke

vi. To allocate £650 for wooden train repairs in the Square

vii. To approve additional expenditure of £400 for unforeseen electricity costs in Brockwell Passage clean-up

viii. To continue to upload new minutes to the web-site

ix. To not verify and upload minutes to the web-site prior to June 2020

Mar 16, 2021

Information not available at time of writing

Proposal

Members to ratify each of the above decisions as the Committee was not quorate.

Proposed: Yan Hawkins

Seconded: Kelly ben-Maimon

From Mike Colvin -

### Background

The Herne Hill Forum Committee is not being open and transparent with its members:

- No public meetings have been held in the past 12 months, despite a pre-agreed aim to hold at least three in addition to the AGM – internet facilities, such as Zoom, are widely available and being used throughout the pandemic
- Minutes have not been made available via the web-site until recently, and the Committee has decided to with-hold all the minutes prior to June 2020, despite prior agreement for these to be published
- The newly funded web-site, launched in April 2020, is irregularly maintained and does not currently provide any updates on important subjects such as traffic initiatives as identified in Notice of Meeting

### Proposal

to vote on each of the following resolutions:

- (1) To publish in advance, Committee meeting agendas to all members
- (2) For attendance at Committee meetings to be open to all members by request
- (3) To publish the draft minutes (or recordings) of Committee meetings within 7 days to all members
- (4) That members are consulted on any expenditure or commitment of £500 or above
- (5) To publish all past 'approved' minutes for the last 24 months on the web-site within 7 days
- (6) To publish up-to-date project information on the web-site, on a monthly basis whenever there has been expenditure in that month
- (7) To create an "all members" mailing list, similar to the current "all committee" mailing list, and make it available to all members, for members to opt in to.

Proposed: Mike Colvin

Seconded: Yan Hawkins