

Directors present: Steve Willmore (Chairman of BTPA), David Alexander, Andrew Huckerby, Su Kaye, David McGahey. Company Secretary Michael Starkey also present.

1. WELCOME

David McGahey introduced the directors and their advisers – the most recent recruit being Pete Nicholls who has invaluable fundraising experience. Apologies were received from Paul Housego and Kenneth Swan, who both had unavoidable work commitments.

2. CHAIRMAN'S REPORT

Steve Willmore gave a brief outline of work at the King of Prussia and explained that shareholders will have opportunities to look around the refurbished King of Prussia in January/February 2020. Before making his report, he added that presentations on finance and funding would precede the formal AGM business.

“Thank you to all Shareholders and supporters for making this project possible and thank you to all our volunteers for their efforts and hard work across a spectrum of activities.

As you know, for nearly three years now, a group of volunteers has been working on our shared vision of creating a welcoming, multi-functional community space at the King of Prussia. With funds from you, the shareholder members of our community benefit society, we bought the decaying old building. Last year I reported many unforeseen problems we were faced with and these continued into the earlier part of this year, further delaying progress. These problems are now behind us and the serious building restoration work commenced a few months ago. The work is now well advanced and close to completion, preparing for its use by the community. The target completion date of the Tudor building is February 2020.

Our vision for Bovey Paradiso is to create a vibrant community space with:

- An art gallery and artists' studios in the sixteenth century building
- A 100 seat cinema theatre auditorium (new build extension)
- A café bar restaurant in a glass roofed atrium linking the two.

A key aim is to decrease social isolation and increase social interaction and exposure to arts and culture for all age groups, by bringing entertainment, performance and art under one roof. We also want to provide opportunities for developing local artistic and performing talent.

But, most importantly, you and the wider community can tell us what activities you want in your new space. For example: in the heritage building you could go to workshops run by artists, or sessions for honing computer skills, or hold ad-hoc community meetings. You may have ideas for the café when it opens, or for local performers who might want to use the theatre. We would like to hear your ideas on this, so we have included discussion on this under agenda item 8.

We anticipate the following outcomes:

1. A wider range of people will be involved in arts and culture

The arts centre will be accessible to all - all age groups, a wide range of interests. We are committed to making sure that we reach out to audiences who may not have easy access to arts and cultural activities. We have been identifying key strategic partners - organisations working alongside the

more marginalised and disadvantaged sections of our local community - exploring ways in which we can actively engage with them. These include:

- an award-winning film-making company working alongside people with learning disabilities and autism
- Moorland Community Care, the local organisation supporting elderly people, especially those living with dementia; we will be looking at ways we can make our heritage and arts projects as accessible and meaningful as possible
- Devon Mind, a leading mental health charity in the county. With 1 in 4 of us experiencing poor mental health in any given year, we want to explore how together we can use our heritage site and the increased access to the arts that we will offer, to improve people's wellbeing and engagement with their communities.

2. People will have greater wellbeing

We are guided by the New Economics Foundation's '5 Ways to Wellbeing' that highlight the important improvements to our wellbeing that arise from:

- being connected to your local community: we will be offering a range of ways for people to influence, shape and take part in what happens at Bovey Paradiso
- being active: Paradiso will offer opportunities for people to express themselves creatively
- taking notice of your surroundings: our restoration of the King of Prussia is underpinned by people finding out more about their local heritage and history
- keeping on learning throughout our lives: as well as providing art, film and theatre experiences, Paradiso's restoration will include displays about the heritage site
- giving something back to your local communities: we will offer a range of valuable volunteering opportunities at Paradiso as we become operational.

3. The local area will be a better place to live, work and visit

- More to see, more to do, more opportunities to join in and socialise.

4. The local economy will be boosted

- We will create 13.5 full time equivalent jobs and add dozens of volunteering roles to those already carried out by Bovey Paradiso's board and other volunteers. Greater footfall should increase sales in local businesses.

Thank you for your attention."

3. FINANCE REPORT

David Alexander, Finance Director since March 2019, went through the accounts for the year to 30 June 2019. Cash has been spent primarily on property refurbishment and professional advice. Current assets of £127,000 are mainly cash in the bank, while the main fixed asset is the building itself. The directors want to pay interest on shares in the future; this was factored into the business plan, as was the need to pay back (i) people who wanted to cash in their shares (although it was hoped that as most of the member shareholders were members of the local community, they would

want to continue with their investment); (ii) the £100,000 Big Society Capital investment (after 10 years).

David Alexander then reviewed the projected total cost of the project. He explained that the current worst case scenario for total project costs (including purchase of the King of Prussia) was £1.4 million, including:

- Cinema and café construction - £400,000
- Cinema equipment - £190,000
- Theatre equipment - £90,000
- Catering equipment - £30,000

Other costs included working capital for trading (food and drink, merchandise etc).

Finally, David Alexander reviewed the current level of funding for the project. The share offer raised £464,000, nearly £30,000 had been raised in donations, £154,000 in grants. Current bids for grant funding £382,000, leaving a funding gap of £370,000. The question is how to fill this gap?

4. FUNDING REPORT

David McGahey, Grants and Fundraising Director, outlined the grants awarded so far - from the National Lottery Heritage Fund, the Architectural Heritage Fund and Greater Dartmoor LEAF (EU LEADER programme funding). GD LEAF has awarded three grants, for part of the construction, heritage restoration of the Tudor wooden screen and fireplace, and cinema equipment (this third grant will be available in the third quarter of 2020). BTPA will also be applying to GD LEAF for a further grant. Although these are EU funds, their availability is unaffected by Brexit as they have already been allocated to the UK.

The development of the Distillery, combined with the Devon Guild, new design shops and the new council 'community hub', come together to make Bovey Tracey an attractive proposition for funders.

A large bid has recently been made to the Foyle Foundation. Potentially, BTPA could bid for a further £500,000 to £600,000 in grants, including to Arts Council South West and Coastal Recycling, which have suggested submitting bids when closer to the funding target. There are also revenue funding possibilities.

Realistically though, given average UK success rates of 10-20% for receiving grants from funding bids, BTPA will still need to find other ways of plugging the funding gap. Two under consideration are:

- another share offer
- low interest loans.

In response to questions from shareholders, the directors confirmed that:

- The results of the current round of funding bids would be known early in 2020.
- Cost reduction is an option for reducing the current worst case total project costs. For example, the theatre equipment specified would cost £90,000, but can probably be acquired for less.
- Contingencies are built into the estimate eg a 12% contingency for the café and its equipment. Staffing levels have some flexibility, reflecting possible fluctuations in demand.

5. OFFICIAL AGM BUSINESS

Steve Willmore introduced the formal business of the AGM:

Resolution 1: To receive the annual report and financial statements for the year ended 30 June 2019

Proposed by: Terry Nickels; Seconded by: Linda Jackson.

Resolution 2: Motion to disapply the requirement for the Society to appoint an auditor

Proposed by: Jim Ferguson; Seconded by: Mark Bailey.

Election of the Board of Directors

In accordance with the Rules of the Cooperative and Community Benefit Societies Act 2014, one-third of the Directors shall retire from office. The following directors, as longest in office, will retire as Directors and being eligible offer themselves for re-election:

Resolution 3: Ms Susan Kaye Proposed by: Peter Arthur; Seconded by: Douglas Dunn.

Resolution 4: Mr Kenneth Swan Proposed by: Tom Jenkins; Seconded by: Brian Edwards.

During the course of the year the following directors were co-opted to the Board of Directors. In accordance with the Rules and being eligible, they now offer themselves for election as Directors:

Resolution 5: Mr David Alexander Proposed by: Ben Nock; Seconded by: Ian Wellens.

Resolution 6: Mr Paul Housego Proposed by: Diane Willmore; Seconded by: David McGahey.

6. HERITAGE REPORT

Following the formal business and a refreshments break, Susan Bradshaw gave a presentation on the heritage work she is carrying out for BTPA to meet the requirements of the National Lottery Heritage Fund (NLHF) grant. Nearly half of this £46,000 grant is for heritage-related activity, the rest is for refurbishment of the heritage building. Susan explained that her work covered three main areas: coordinating material for a heritage display at the King of Prussia, covering aspects of its history and its place in Bovey Tracey; oral history recording of people's memories of the pub, and an art competition aimed at attracting local interest in restoration and heritage.

The heritage display will be on an interactive screen to be installed in the gallery area of the refurbished building and will include links to recordings of local people. This oral history recording, an on-going process, is being carried out by volunteers with guidance from Ian Barclay and support from the Bovey Tracey Heritage Trust. Interviews have included both the last landlady at the pub and former customers. Stories have emerged about the mummified black cat displayed in the bar, gaining press coverage. Viv Styles of BTHT has recently found a photograph of it - the story will continue to run.

Susan displayed the framed winning paintings in the three art competition categories. Margaret Kite, winner of the over-18s section, has also painted a festive picture of the King of Prussia for use on Christmas cards. Café 3 Sixty has kindly agreed to display these for sale. Susan is also working on a range of items such as prints, cards and fabric shopping bags for sale at the King of Prussia.

7. ARCHITECT'S REPORT

Dawn Presland, the architect for the King of Prussia site, gave an illustrated presentation on the progress of the builders' refurbishment work which is expected to finish (ready for volunteers to make the finishing touches) in early January. The unstable Elizabeth lobby fireplace area has had significant reinforcement, the Victorian back extensions and some partitions have been removed, the roof re-slatted, the interior walls lime plastered and the earth floor covered in concrete pending installation of underfloor heating and stone tiles, so the transformation is quite dramatic.

Dawn pointed out some changes to the original design for the ground floor and atrium area: the toilets and kitchen areas have been swapped round, giving much-needed extra kitchen space, and the area of glass in the atrium roof is smaller.

8. OUR VISION FOR THE FUTURE

This was covered in Steve Willmore's opening remarks. No further points were made.

9. Q&A

Q1. Downside for current shareholders of having more shareholders – would value of current shares be diluted?

After some discussion, the Company Secretary and others said that community shares in a community benefit society do not lose value and would not be diluted by the issue of further shares. Anyone wanting to withdraw shares at a later date could expect to receive the amount they originally paid for them (minus expenses). However, David Alexander and others pointed out that for most people, the reason for having them was to invest in the community, because people were excited about the project and wanted to be involved. The Company Secretary added that all shareholders would be treated equally and receive the same interest payments, once the Directors decided that the society's finances could support payment of interest.

Steve Willmore pointed out that a huge amount of background work would be needed before another share offer. If the directors opted for a further share offer, an EGM of society members would be called to discuss the proposal. Meanwhile, donations are welcome.

Q2. Rates for low interest loans?

David Alexander is looking at a number of possibilities for loans, including the Public Sector Loans Board, for which the Town Council has offered assistance in making an application, Charity Bank and Folk to Folk. Typical loan rates are 1 to 2% over a very long period.

Q3. No commitments on the next stage of building work till sufficient funds are available?

Although the Directors' overall approach to the project is cautious, its different elements can be separated out and successful completion of a major element, such as the cinema building, could be a catalyst for award of further grant funding or success in other fundraising.

Q4. Crowd funding?

This is a possibility under consideration, as well as getting Bovey Paradiso nominated by people making on-line purchases using sites like Easy Fundraising and Amazon Smile.

Q5. Frequency of Newsletter?

BTPA's aim is to send a newsletter to supporters every two months.

Finally:

- Marion Edwards announced that the classic Italian film "Cinema Paradiso" was being shown at the Ashburton Arts Centre on 27 November.
- Tickets for well-known violinist Tasmin Little's concert at PPT church on 2 April 2020, kindly organised for Bovey Paradiso by Ian Wellens, are available on the BTPA website, as are Bovey Paradiso Christmas cards.

A vote of thanks, called from the floor for the work of the directors, was warmly supported.

The meeting closed at 9.30pm.