

Minutes of Save The Bell Public Meeting

Date: 1st March 2023

Venue: Abberley Village Hall – Public Meeting

Present:	Toby Wise	TW (Chairperson)
	Lisa Bailey	LB
	Nick Crabbe	NC
	Stephen Osborne	SO
	Andrew Gillett	AG
	Luke Grant	LG
	Dan Grant	DG
	Julian Godwin	JG

1.0	APOLOGIES
1.1	Rob Gready
2.0	PUBLIC MEETING – Start Time: 7.30pm
2.1	<p>Toby Wise (TW) introduced himself as the Chairperson for the meeting and outlined the agenda:</p> <ul style="list-style-type: none"> • Introductions to the working group members. • Events which led to the formation of this group and clarification of the group’s stated objectives. • What has been achieved to date. • Overview of the public survey results. • Guest speakers (Mark Haslam, CAMRA and Nick Comley, Community First). • How the Community Benefit Society will be formed and structured. • Planned next steps including requesting potential investors to complete a Pledge form
2.2	<p>Each member of the working group present then introduced themselves and their connection to The Bell and the local community.</p> <ul style="list-style-type: none"> • Those that introduced themselves were Toby Wise, Julian Godwin. Andy Gillett, Nick Comley (Community First and Plunkett), Mark Haslem (CAMRA and the Brewers Arms), Stephen Osborne, Nick Crabbe, Lisa Bailey, Luke Grant and Dan Grant.
2.3	<p>TW provided a brief history of the events which led to the formation of the working group, the strength of feeling from the community which had come across in the survey results and the speed with which an ACV had been granted by Malvern Hills District Council. The importance of the pub to different groups for different reasons was outlined.</p>
2.4	<p>TW explained that the Working Group had learnt that over 160 Community-owned pubs were already in existence and that to date only one of these had failed.</p> <p>Many organisations including Plunkett and Community First existed to support groups looking to follow a similar path and the level of support was evidenced by the fact that Mark Haslam and Nick Comley were present at the meeting.</p>
2.5	Nick Crabbe (NC): The Story So Far

	<p>NC provided some historical context with regards to the “Save the Bell Campaign” and provided the audience with the following information:</p> <ul style="list-style-type: none"> • A group of 21 individuals registered and applied for “The Bell at Pensax” to become an Asset of Community Value or ACV on the 7th November last year • Malvern Hills classified The Bell at Pensax as an Asset of Community Value on 15th December last year and this started a six-week period in which the group had to decide if they wished to make a bid to buy the pub, and an overall six-month moratorium for the bid to be made. This Moratorium period will end on 15th June. • A Facebook page “Save The Bell at Pensax” was launched which now has well over 750 members. • A group of locals who regularly used The Bell at Pensax formed a “Working Group” to see if they could drive a community bid to purchase The Bell. • The Working Group has been meeting on a weekly basis since the end of 2022 and the minutes of these meetings can be found on the Save the Bell at Pensax Website • The Working Group has liaised with other organisations including. <ul style="list-style-type: none"> ○ The Plunkett Foundation - Plunkett Foundation ○ Community First - Community First: (comfirst.org.uk) ○ The Brewers Arms in Malvern - Brewers Community Pub ○ The Campaign for Real Ale - CAMRA - Campaign for Real Ale ○ Pensax Parish Council - Parish Website of Pensax (worcestershire.gov.uk) • These organisations have offered help, guidance and support to the Working Group and we would like to thank them for their engagement and invaluable expertise. • A survey was launched by the Working Group to gauge interest and support for buying The Bell as a community asset and over 350 people have completed the survey to date with the response being overwhelmingly positive, with many offers of support and interest in the Community Pub proposition. • The Working Group raised some initial “seed funding” via personal donations to pay for the survey, meeting spaces, posters and flyers, website and a formal valuation for the pub. • A professional business and asset valuation of The Bell was carried out in early February by a specialist valuer in the licensing trade. • Posters and Flyers, about 3,000 have been distributed to businesses and homes in Pensax, Rock, Clows Top, Abberley, Bayton, Stockton, Menithwood and Great Witley as well as further afield. A lot of shoe leather has been worn out in the process. • Finally a "Save the Bell at Pensax" website has been developed which is up and running and if you haven't visited please do so at it will form the main hub for all future communications regarding the project.
<p>2.6</p>	<p>Survey Results: Stephen Osborne (SO)</p> <p>SO provided a short commentary on the results of the survey. Topics included the locations of respondents, aspirations for the future and how we have the support to make the campaign work. A more comprehensive summary of the survey will be posted on the website shortly.</p> <ul style="list-style-type: none"> • 375 respondents • 36% classed as “local” meaning that they lived outside of Pensax, Abberley, Menith Wood, Stockton, indicating that the Bell has a positive sphere of influence • Aspirations for a diverse and broad future were graphically represented and included strong support for farmers markets, live music, film nights and space for community services such as walking groups, meeting spaces, grocery sales, and club-based activities

	<ul style="list-style-type: none"> • An emphasis for good, fairly priced “pub grub” and roast dinners were firm favourites as were Steak nights, pizzas, barrista coffee, vegetarian options, take away meals and alcohol free beverages • The question of “who” and “how” we can make this work was supported by a strong show of support to be involved in some way • 77 people would help with fundraising • 91 people would help run the pub • 75 would help with refurbishment • 58 people have offered to provided professional services • 43 people would be happy to join the steering group • Perhaps most significantly, 70% of respondents expressed an interest in owning a share in their local pub
2.7	<p>Mark Haslam.</p> <ul style="list-style-type: none"> • Mark introduced himself and went on to explain how he was initially involved in community pub buyouts through his membership of CAMRA and a local pub needing help several years ago in the lake district. Mark mentioned there are various structures that can be used but the most successful and popular has been the community benefit society model. He has since gone on to assist 9 community buys outs and more recently at his local pub the Brewers Arms in Malvern. Mark talked about the process that the working group and more latterly the management committee had gone through to get the Brewers up and running as a community pub using the community benefit society structure. Mark reported on progress at the Brewers whereby the initial aim was to find a tenant but one could not be secured in time for the proposed opening date in December 2022 so Mark generously decided to be the landlord and the community has stepped up in volunteering to cover all the roles required to run a successful pub. • The Brewers has been receiving great support from the local community to the extent that they are currently turning over approximately double what they had planned. Mark also talked about the proposed plans for the Brewers with a tenant now having been secured and with their tenancy starting in April of this year. The Brewers had five applications for the tenancy and are very pleased with the tenant they have secured who will be working with the local community to ensure a successful future for the pub. Many of the local community will continue to volunteer and support the pub. • Mark went on to endorse the work of the working group who he has met with on several occasions to provide support and guidance and to confirm that in his view it was a viable project and that the pub in his experience remains viable for the future especially if the community get behind the project both initially and offer continued support in the future
2.8	<p>Andrew Gillett (AJG) AJG went on to talk through the proposed structure of the organisation, the proposed share issue, and some next steps. Nick Comley provided some additional technical support.</p> <ul style="list-style-type: none"> • There are several options the working group have considered and have decided the formation of a community benefit society is the most appropriate legal structure to use. This is the most popular route for communities to use and is supported by external organisations such as the Plunkett foundation and Community first. • The purpose of the society is to see if it can purchase the freehold of the Bell at Pensax and secure its future whilst widening the use of the Bell for the community.

- The society is corporate body registered with the FCA. It is essentially a business for the benefit of the community. People become members of the society buy purchasing shares. Its workings are dictated by a set of rules which will shortly be published on the newly formed website. Annual returns to the FCA will need to be filed.
- There will be a share offer which anyone over the age of 16 can subscribe to. The full detail of this will be in a share prospectus which will also be published shortly. One share will cost £250 and the maximum number of shares an individual can purchase is 100 or £25,000. Technically an individual can purchase up to £100K in this structure but we have decided to restrict this to £25,000 to ensure that the society can provide some liquidity and in turn some stability for the organisation. We would also like to encourage as wide a membership as possible hence setting the minimum at £250.
- The difference between a community share and an ordinary share is that there will be no increase in the face value and voting works on membership, with one vote per member regardless of the amount of shares they own. This gives a very flat voting structure for all members regardless of their finances giving all the same say. The member's liability is limited to the value of their shares.
- The rules of this society make it clear that the enterprise does not directly benefit the individual members, and this is particularly useful if apply for grant funding something we will be looking to do in due course. This means that if the pub was subsequently sold or excess income is generated it can only be spent on the community or funds can be transferred to another organisation that benefits the community.
- Shares cannot be sold but they can be redeemed subject to the management committee's agreement or on death. We plan to build in some liquidity over time, but the initial primary objective is to purchase the pub and ensure it is sound footing for the future use of the community.
- The main purpose of investing should be to secure the pubs future both now and for many years to come (we don't want any uncertainty in years to come). Although this is the case the committee can pay an element of interest to shareholders. Current thinking is this would not be paid for the first few years to build up some resources but after that to pay an interest of circa 3% per annum. This may not sound much, in today's higher interest rate environment, but should look more attractive when interest rates start to fall in the coming years and would have been very attractive over the last 10 years.
- The society is run by an elected committee. Initially the committee will be made up of some of the working group members and a few people who have volunteered to help and have the expertise in certain areas such as accountancy.
- There would be regular members meetings and an annual general meeting. At the first Annual General Meeting there will be an election held and all committee members will have to re stand if they wish to continue in their roles. After this there will be a rotation system for re-election to ensure that we have a change of leadership and thinking within the committee, and as people's circumstances change. These will be non-paid volunteering roles.
- All the details as mentioned will be covered in the share prospectus and the rules of the society will be published on the new website alongside minutes etc of meetings.

	<ul style="list-style-type: none"> • There is a long way to go as we need to negotiate next to see if we can buy the pub. Before we do, we wish to gauge if we can raise the funds required. We will therefore be asking people to make a pledge of investment. • If we can raise the funds and agree a suitable price for all parties, then we will look to buy the pub within the community benefit society, but this is just the start. • If we cannot raise the required funds, then any money subscribed to shares will be returned to investors. • We will then need to spend some time, money and effort working on the pub to ensure it is back up to speed and make any adjustments. We are likely to need volunteers of all types. There may be some additional capital expenditure that we are looking into. There are a number of areas we are currently investigating such as the sewer system, the roof, electrics, and the front of the build etc but the fundamentals are that the pub was open and all still works. Some of these areas may need addressing later and we can look to fund this through grants, donations, income and future share fund raises if required. • There are several ways that the Community benefit society could run the pub. We could manage it ourselves or find a suitable experienced tenant. The preference at the current time is to find a suitably experienced tenant as we don't feel we have the experience to run the pub and also this would require the community to take on all of the responsibilities of running the pub such as employment, insurance and the business risk etc. The business model for the society would therefore be to charge rent for the pub to the tenant at a competitive rate. This rent is then used to pay the interest to the shareholders and also cover maintenance and upkeep of the pub itself. Due to us not being a commercial organisation we feel we can make this a suitably attractive proposition for a tenant even under the current circumstances and especially if the community get behind the pub and support it not just as a pub but in a number of other ways. We would seek to structure the tenancy agreement so that community interests are part of the agreement something that has been done at many pubs already. • This is a broad outline of the proposed plan and structure. The important thing now is that we move forward to secure the pub both in the short and longer term for the community.
2.9	<p>TW The process of submitting a Pledge either online or by post was covered and the point was emphasised that at this stage a pledge is not a financial commitment but is very important in allowing the Working Group to go forward with the formation of a Community Benefit Society and any negotiations to purchase The Bell at Pensax. A target date of <u>Friday 17th March</u> was shared for the submission of Pledges either on the website or by post</p>
3.0	<p>TW thanked several Councillors who were present for taking time to be at the meeting: David Chambers, Worcestershire County Councillor. Douglas Godwin, Malvern Hills District Councillor - Lindridge ward. Paul Cummings, Malvern Hills District Councillor - Woodbury ward. Stu Meese, Chair of Pensax Parish Council together with other Pensax Parish Council members.</p> <p>The floor was then opened for questions. Several questions were responded to by members of the working group, Mark Haslam and Nick Comley. As questions or the subsequent</p>

	<p>answers were not recorded, it is hoped that the “Save the Bell at Pensax – Q&A Document” on the website will cover the questions asked. Please visit the website Home Savethebellatpensax</p> <p>TW thanked all for their support to date and for attending the meeting in person and encouraged everyone to consider making a Pledge.</p>
3.1	Meeting Closed at approximately 8:30pm