

COTSWOLDS NATIONAL LANDSCAPE FINANCE AND GOVERNANCE COMMITTEE			
<b>Date</b>	Monday 5 <sup>th</sup> June 2023	<b>Time</b>	11.30am – 1.30pm
<b>Location</b>	Daneway Room, Robinswood Hill Country Park, Gloucester GL4 6SX		
<b>Members</b>	<u>Board Members</u> Brendan McCarthy	<u>Independent Member</u> David Powell (Chair)	<b>Officers Presenting</b> Andy Parsons (AP) Magda Glanowska (MG) Michèle Holden (MH)  <b>Internal Audit</b> David Shelmerdine (DS)

No.	Item	Details
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STANDING ITEMS		
1.	Introductory Matters	<ul style="list-style-type: none"> <li>Apologies – Paul Crossley, Ed Macalister-Smith</li> <li>It was agreed the meeting would proceed with one Board member and the Independent Member and make recommendations to the Board as required.</li> <li>Introductions – MG was introduced as new Head of Finance. MH is retained for the short term on specific projects.</li> <li>Declarations of Interest – none</li> </ul>
2.	Finance and Governance Meeting 31 January 2023	<ul style="list-style-type: none"> <li>The Minutes of the Meeting of the Committee of 31<sup>st</sup> January 2023 were approved as a correct record.</li> <li>Matters arising – Actions were all completed or are current agenda items.</li> </ul>
3.	Year-end Reports 2022/23	<ul style="list-style-type: none"> <li>Procurement Waivers were noted.</li> <li>Year-end Financial Report – Reserves of £656k included General Reserve of £76k designated of £151k and restricted of £428k. Designated reserves include a new development fund £56k and maintenance/facilities repairs fund of £55k, Net Zero Officer £27k and £13k Kingfisher. DP requested clarification on the Wardens’ Fund which is held in a separate bank accounts and used mainly for vehicle repairs and maintenance. A Wardens’ countryside fund is held in restricted funds for applications by wardens for projects. BM asked for clarification on the unrestricted reserves % reported on P4 of the report which will be updated for the Board. The Glorious Cotswolds Grassland (GCG) fund will remain at c£70k and surplus funds transferred to operations. BM questioned whether some of the small pots of restricted funds – which haven’t been used for a few years – could be utilised in another way/transferred out of restricted funds, e.g. dark skies and ash dieback. MG presented the new format of the accounts. There was a surplus of £14k at year end, with split between Core £26k and Restricted (£12k) – Core was favourable due to higher recharges and donation income. Restricted deficit due to Cotswolds Champions reduced expense and the GCG favourable outcome but with higher recharges from Core for DEFRA access and improvements. MG summarised the AGAR report which goes to the AGM for approval and gets submitted to External Auditors PKF by 3 July.</li> <li>The Committee discussed the approach for presenting the annual accounts to the Board.</li> </ul>
		<b>Actions arising:</b> <ul style="list-style-type: none"> <li>DP requested a note or memorandum item to reconcile the grants paid list to the accounts.</li> <li>To review reserves policy (currently at £110-£130k) for November meeting.</li> </ul>

		<ul style="list-style-type: none"> <li>• MG to prepare a summary presentation of the accounts for the Board on 27 June, including a short cover report highlighting key items – extracted from the Executive notes on p3, a summary I&amp;E vs prior year, reserves movement and balance sheet. Paper to include a note that F&amp;G have provided scrutiny and questions on the suite of information provided to F&amp;GC. DP to attend the Board meeting.</li> <li>• AP to add update in the AGM Report for the Board on the workings of F&amp;GC</li> </ul>
4.	Internal Audit Report	<ul style="list-style-type: none"> <li>• The annual meeting without officers took place with the Internal Auditor (DS).</li> </ul>

## DISCUSSION ITEMS

5.	Treasury Management Strategy	<ul style="list-style-type: none"> <li>• MH presented the annual review of the Treasury Management Strategy including several key changes in the strategy to provide for a longer-term investment strategy, to add a maximum threshold of deposit per bank and to clarify terminology.</li> <li>• DP asked where the investment decisions would be made – it was suggested that the Board would approve the risk appetite and ethical stance and receive an annual report from the fund and to oversee the proposal to move long term funds into an investment account. The day-to-day operations of moving funds between deposits and interest-bearing accounts to remain with the Executive.</li> <li>• DP suggested the Committee meet the proposed fund managers and see a presentation prior to selection as due diligence. The Committee expressed interest in CCLA and Rathbone Greenbank who are reputable in the sector, but also to review a wider field. AP explained that the potential large-scale funds pending have to be applied for in three tranches. Feasibility for the project is already funded and a detailed design agreement is in process, then implementation stage would be early autumn and includes 30-year management funds with the first large tranche of funds due in the autumn.</li> </ul> <p>Decisions</p> <ul style="list-style-type: none"> <li>• The Committee recommended seeking an accredited investment advisor who can assess the relevant firms and provide an additional layer of assurance.</li> <li>• To close the Virgin Money account</li> <li>• To recommend approval of the Treasury Management Strategy to the Board</li> </ul> <p>Actions arising</p> <ul style="list-style-type: none"> <li>• to adopt the Treasury Management Strategy pending approval by the Board on 27 June.</li> <li>• MG to close the Virgin Money account.</li> <li>• To review and test the market for options using an accredited financial advisor in recognition of the scale of the potential future funding. Finance team to perform desktop review and bring paper and recommendations for tendering to F&amp;GC at August meeting.</li> </ul>
6.	23/24 Reforecasts	<ul style="list-style-type: none"> <li>• MG proposed to have two Reforecasts per year – after Q1 and second one after Q2, after which the Budget process starts.</li> </ul> <p>Comments – The Committee agreed with this approach</p> <p>Decisions – Approved</p>

7.	Cotswold Voluntary Wardens - Constitution	<ul style="list-style-type: none"> <li>• AP presented updates. The Head Warden had proposed updating the constitution to reflect the current position and partnerships. Districts have approved updates. Now coming to F&amp;GC for final review and to recognise the voluntary arm of the organisation within the structure.</li> </ul>
		<ul style="list-style-type: none"> <li>• Decisions – The Committee reviewed and approved the document.</li> </ul>

<b>OTHER MATTERS</b>		
8.	Next Steps	<ul style="list-style-type: none"> <li>• The Committee agreed on the next steps from the meeting (shown in red).</li> </ul>
9.	Forward Planning	<ul style="list-style-type: none"> <li>• The agenda for the next F&amp;G Committee meeting to include a) Appoint new Chair b) Welcome new members c) who to appoint as Investment Fund Advisor, d) updated constitution e) management accounts f) Reforecast g) Health and Safety Policy h) Internal audit and Treasury Management updates if needed.</li> <li>• November meeting – Reserves Policy</li> </ul>
10.	Other Business	<ul style="list-style-type: none"> <li>• two new members needed on the Committee once the Board appointments are complete at the AGM on 27 June.</li> </ul>
11.	Date and location of Next Meeting	<ul style="list-style-type: none"> <li>• Friday 25 August 2023, 10am-12pm, Daneway Room, Robinswood Hill Country Park, Reservoir Road, Gloucester GL4 6SX.</li> </ul>