

## **CABINET – 15 March 2011**

### **THE COGGES HERITAGE TRUST**

#### **Report by the Director for Social and Community Services**

##### **Introduction**

1. This report follows reports to the Cabinet in November 2008 and as a delegated decision to the Cabinet Member for Social and Community Services in May 2009. Those reports respectively instructed officers to establish a new charitable Trust to manage Cogges Manor Farm Museum and agreed the draft objects and powers of the new Trust. This report describes the leasing of Cogges to the new Trust, its draft constitution (Memorandum and Articles of Association) and the proposed lease to the new Trust and related property issues and the financial implications.

##### **Background**

2. Following the decision that the County Council could no longer afford the cost (£240,000 p.a.) of running Cogges Manor Farm in Witney as Oxfordshire's museum of rural life, work was done during 2008 to identify an alternative approach to the operation of the site at no cost to the Council, while retaining public access and an element of education and interpretation of Cogges' historic significance. A possible commercial partner to take on the operation was sought but no satisfactory bids were received. At the same time, public consultation led to a proposal from a local community enterprise group which envisaged running Cogges in a way which exploits not only its historic importance but also its present relevance to the economic, social and environmental well-being of the community, based on the efforts of a number of small local enterprises.
3. As a result, the County Council decided to establish a new independent Trust to develop the community enterprise vision and to run Cogges Manor Farm, achieving the Council's objectives of continuing access and education/interpretation. Funding of £160,000 p.a. was agreed to be made available to the Trust for two years (2010/11 and 2011/12); after that it was expected that the Trust should be self-sustaining. A sum of £250,000 was also to be made available in the Council's capital programme to assist with any capital developments required, a sum which would be augmented by external grant funding.

During 2009 a Shadow Board was recruited from local people with a range of relevant business, marketing, legal and financial skills. More

than 40 people offered to serve as Trustees. A selection process and interviews led to the creation of a Board of twelve people, including, as previously agreed, two representatives from the Community Enterprise group and two from the County Council (initially Richard Munro, now Martyn Brown, and Simon Kearey). The Chair of the board is a nationally recognised heritage consultant living in Oxfordshire with extensive experience of the management of historic attractions.

4. The Board has met monthly since September 2009; it developed its vision and business plan on the basis of the financial offer outlined above. However in 2010, as the severity of the financial situation facing the County Council became apparent, the Board was asked to review and reduce its need for capital funding. This required a complete reappraisal of the vision and business plan.

### **The Revised Vision and Plans**

5. Public interest in Cogges has continued. Through 2010, although Cogges was closed to the general public, the Shadow Board and the museums service collaborated to offer a series of learning and community events in line with the County Council's objectives for the site; a reception was held at Cogges in November to celebrate the work achieved. The Shadow Board launched its 'new' vision at that meeting and subsequently has publicised its plans through the Cogges Bulletin and on its web site.
6. Trustees presented their plans to the County Council and West Oxfordshire District Council (and to the local Member of Parliament who visited Cogges in January). The Shadow Board's vision for Cogges focuses on 'food'; a place to learn about food; using the historic farm setting creatively to offer information on food, encouraging good health, well being and self sufficiency. The plans include a resident 'smallholder' who would live in part of the Manor House, keep a range of livestock and cultivate all or part of the garden. The vision and plans have been welcomed.
7. The supporting Business Plan has been reviewed by County Council finance officers and has been judged to be realistic and achievable. The Trustees have reduced their capital needs from the original offer from the County Council of £250,000 to £105,000; this includes a sum to provide residential accommodation in the Manor House and sufficient to support a significant application to the Heritage Lottery Fund for major capital investment in due course.

### **The Lease**

8. Negotiations are continuing between Property and Legal Services and the Shadow Board's legal advisers. The lease is recommended at a peppercorn rent on account of the restrictions placed on the use of the site – for cultural, educational and community purposes; in addition the buildings are listed and much of the site is a Scheduled Ancient

Monument; the farmland is adjacent to the river and liable to flood; and in recognition of the financial support offered to the Trust to operate the site. It is proposed that the lease will allow sub-lettings of part which will be necessary in order for the site to become financially viable; such sub-lettings will also be appropriate and consistent with the operation of the property as a visitor/community attraction (e.g. a suitable catering facility will be an essential component and will be required to achieve viability).

9. Similarly it is recommended that the County Council should retain responsibility for structural repairs to the existing buildings. Passing those on to the Trust would simply add to the difficulty in managing the site as a financially viable enterprise.
10. The length of the lease is sufficient to meet the criteria of the Heritage Lottery Fund for major capital funding.
11. Concurrent with the proposed lease it is intended that the County Council will enter into such property arrangements with adjoining landowners as the County Councils Assistant Head of Property considers appropriate and in the County Councils interest to facilitate the new Trust in operating Cogges Manor Farm. Reference to the those adjoining landowners relate to leased in property by the County Council of an adjoining field and the car park for people with disabilities (between the main car park and the Manor Farm-the "Mawles Lease"), and the leased in land by the County Council at the west end of Church Lane (the "Church Lease").
12. There are some chattels such as furniture at the farm. These are of a small value of less than £5,000 and it is proposed that these will be transferred to the new Trust. Museum exhibits belonging to the Council will be loaned to the Trust. Legal Services will be instructed to draw up an agreement to cover the asset transfer of the chattels and the loan of exhibits.

### **The Constitution**

13. It is proposed that the Cogges Heritage Trust will be a new independent body; the 'old' Cogges Agricultural Heritage Museum Development Trust has agreed to wind up and transfer its assets to the new Trust. The new Trust will take the legal form of a company limited by guarantee and the Trust will seek registered charitable status. The new Trust will comprise a minimum of 11 Trustees, including two representatives from the Community Enterprise group and two from the County Council (for independence, County Council representation must be less than 25% of the Trustees).
14. The new Trust is taking independent legal advice on its constitution and the process of applying for registered charity status, which is expected to take some time. The constitution of the Trust will be its

company memorandum and articles of association. Negotiations have taken place between Legal Services and the Trust's legal advisers as to the form of these, which is taken from the model for charities published by the Charity Commission. The constitutional documents of the Trust will set out the charitable objects of the Trust. The current draft charitable objects are attached.

### **Sustainability**

15. The Shadow Board's vision for Cogges supports strongly the Council's agenda for improving sustainability through the promotion of sound environmental practice regarding land use, energy and waste. Educational programmes, using the Cogges land and the agricultural history of the locality, will focus on food production, processing, retailing and cooking – to encourage responsible practice at all stages and healthy eating and lifestyles.

### **Risks**

16. The Shadow Board has undertaken a very thorough business planning process and has identified the risks and uncertainty of achieving its vision particularly in relation to the conversion of some of the buildings at Cogges into spaces that can be used all year round (ie heated) and for a variety of (income generating) purposes. The Conservation Statement clearly indicates the historic and architectural quality of many of the buildings and they are protected from change by their listed status within the Ancient Monument site. The Trustees are fully aware of these matters and have taken them into account in their plans.

### **Financial and Staff Implications**

17. Following the decision of the Cabinet in November 2008, all staff were given notice of redundancy. Posts were reduced in phases through 2009/10. Since then, and with the agreement of the Shadow Board, a part-time caretaker/ gardener has been retained to look after the site until the transfer is completed. The Trust may wish to retain this post, in which case a TUPE transfer may apply.
18. The Council's budget agreed in February 2009 confirmed revenue funding to support the new Trust in its first two years of operation, 2010/11 and 2011/12, of £160,000 per year. Given the delay in transferring the site to the new Trust, the 2010/11 budget has been used to maintain Cogges (at a minimal level) through the current year and to meet the Trust's setting up costs, the balance (c. £100,000) will therefore be carried forward and added to the 2011/12 allocation, and used as originally intended to support the Trust through its first two years of activity. There will be no subsequent revenue contribution. The capital contribution of £250,000 was withdrawn, and the Shadow Board's revised plans require £105,000. Community Services have identified a one-off contribution of £55,000 from 2010/11 revenue

budgets, and the balance of £50,000 has been formally requested from West Oxfordshire District Council (to be determined by WODC Cabinet on 16 March).

19. The lease is recommended at a peppercorn as the property will be used for cultural, educational and community purposes, and there is a condition in the lease terms restricting the use.

## **RECOMMENDATIONS**

- 10. The Cabinet is RECOMMENDED, subject to one-off funding support of £50,000 from West Oxfordshire District Council:**
  - a. to authorise the County Councils Assistant Head of Property to agree the grant of a lease of Cogges Manor Farm to the Trust on terms to be agreed**
  - b. to authorise the County Councils Assistant Head of Property to enter into such other property arrangements in respect of the Mawles Lease and the Church Lease and on terms to be agreed as are appropriate to facilitate the new Trust in operating the Cogges Manor Farm**
  - c. to authorise the Head of Legal Services to agree the creation of the Trust and its constitution**
  - d. to nominate two representatives from the County Council as Trustees (currently Simon Kearey and Martyn Brown)**
  - e. authorise the County Solicitor to agree suitable agreements with the Trust to cover the Council's funding support, the loan of exhibits and the transfer of chattels**

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Background papers:

Memorandum and Articles of Association

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