

## Minutes of a meeting of Frome Town Council

Wednesday 2 July 2025, 7pm  
Frome Town Hall and Zoom

### Present:

In the Town Hall: Tracey Ashford, Fiona Barrows (Chair), Sara Butler, Carla Collenette, Mark Dorrington, Andy Jones, Polly Lamb, Lisa Merryweather, Steve Tanner, Andy Wrintmore, Mel Usher

On Zoom: Nick Dove

### In attendance:

Cllr Dawn Denton (SC Cllr), Paul Wynne (Town Clerk), Peter Wheelhouse (Deputy Town Clerk), Sarah Williams (Business Manager), Becca Evans (Business Administrator), Laura Flaherty (Executive Assistant to the Town Clerk and Mayor), Rachel Griffin (Marketing and Communications Manager)

Approx. 30 members of the public were in attendance at Frome Town Hall  
6 members of the public were in attendance on Zoom.

To watch to the discussion in full visit: [www.youtube.com/watch?v=OKnmKpbmwS8](https://www.youtube.com/watch?v=OKnmKpbmwS8)

Minute Ref	Agenda Item	Action
2025/57/FC	<p>The meeting started at 7pm</p> <p>As Frome Town Council are the owners of the Badger's Hill site all Cllrs present declared an other registerable interest and submitted a request for a dispensation to allow the proposal about Badgers Hill to be discussed and voted on. All the dispensations are attached to these minutes.</p> <p>There was a vote to agree the dispensation forms, proposed by Tracey Ashford, seconded by Mark Dorrington, agreed unanimously.</p>	
2025/58/FC	<p>1a. Apologies for absence</p> <p>Sara Butler proposed to accept apologies from Philip Campagna, Anita Collier, Anne Hills, Ben Still and from Nick Dove who attended the meeting online, seconded by Polly Lamb, agreed unanimously.</p> <p>Paul Wynne explained that Philip Campagna, Anita Collier and Anne Hills as directors of the Frome CBS would have had to declare an other registrable interest if they were present. This meant they would not have been able to remain in the room and vote on the proposal if present at the meeting. As there was only one item on the agenda they had given their apologies.</p>	

	<p><b>1b. Declaration of members' interests</b> All Cllrs declared had an other registrable interest due to FTC owning the Badgers Hill.</p> <p>A pecuniary interest was declared by Tracey Ashford as a member of Purple Elephant. Carla Collenette declared a pecuniary interest as a shareholder member of the Frome CBS.</p> <p>Tracey and Carla requested a dispensation and these were agreed as part of the dispensation decision at the start of the meeting.</p> <p><b>1c. Approval of minutes from the following meetings:</b> The minutes of the Oversight Committee meeting held on 7 May 2025 were approved as a true record of the meeting and signed by the Chair.</p> <p>Proposed by Mark Dorrington, seconded by Steve Tanner, agreed unanimously.</p> <p>The minutes of the Annual meeting of Frome Town Council held on 21 May 2025 were approved as a true record of the meeting and signed by the Chair.</p> <p>Proposed by Tracey Ashford, seconded by Polly Lamb, agreed by majority. Andy Jones abstained.</p> <p>The minutes of the extraordinary meeting of Frome Town Council held on 5 June 2025 were approved as a true record of the meeting and signed by the Chair.</p> <p>Proposed by Carla Collenette, seconded by Lisa Merryweather, agreed unanimously.</p> <p>The minutes of the extraordinary meeting of Frome Town Council held on 18 June 2025 were approved as a true record of the meeting and signed by the Chair.</p> <p>Proposed by Carla Collenette, seconded by Steve Tanner, agreed by majority. Andy Jones abstained.</p>	
2025/59/FC	<p><b>2. Questions from public and Cllrs</b> Cllr Dawn Denton raised concerns about the amount of the Market Yard car park closed during market days, particularly with low stall numbers. Rachel Griffin responded that Somerset Council's risk assessment required the car park to remain closed during market operations. Rachel agreed to follow up with Somerset Council.</p>	RG

2025/60/FC

### 3. For decision – whether to lease (with an option to buy) Badgers Hill to a private operator or consider the sale of the freehold of the site to the private operator on a payment plan

Cllr Fiona Barrows introduced the report. She emphasised the importance of transparency and community benefit. Also the complexity of the decision and the due diligence undertaken. She noted FTC's desire to reach a clear decision in public session.

Peter Wheelhouse then outlined three options before Cllrs

1. Lease with option to buy.
2. Sale of freehold via payment plan (preferred by private operator).
3. Neither – explore alternative community-led options.

Under option 1, Peter outlined the heads of terms that both parties were in agreed on and then the sticking points. These were:

Item	Terms agreed
Term	23 years
Rent review	5 yearly subject to RPI
Repair	Full repairing
Alienation	Lease assignment subject to lessor's approval and right of first refusal for lessor
Break clause	Mutual subject to 1 year's notice without cause. Following service of break clause notice, lessee has 3 months to implement option to buy
Overage	Should private operator exercise their option to buy, FTC will have right to share in profit from any subsequent sale, agreement to lease, grant of a lease, grant of an equitable interest, grant of shares or change of control of purchasing company
CBS lease	Terminated on completion of lease
Item	Terms agreed
Condition of site	Site to be leased in condition it is now and to be returned in same or better condition
Repair & improvement project	FTC not responsible for any work required to complete
CBS debts	FTC not liable for any debts

## Sticking points

Council ask	Private operator's response
Rent to be £32k p.a.	Rent of £23k p.a. Should cllrs consider insufficient community benefit generated, prepared to pay market rent
Rent deposit of £64k (2 years' rent) to be held in trust and be governed by a rent deposit deed	Rejected as they say capital needed for further investment
Option to buy at any time within 5 years of date of completion of lease	Option to remain for term of lease
Equitable and guaranteed access for women and youth to the stadium as a whole for the life of the lease. Community Covenant to apply. Agreements with Frome Town Women and Frome Town United to be developed collaboratively and to be signed at same time as lease	With Frome Town United now withdrawn, an agreement for life of lease being offered to Frome Town Women by private operator. Whilst it is understood that FTW have reservations about signing, the private operator has asserted that the offer of an agreement shall, in their opinion, be sufficient grounds for completion of the lease with FTC

Peter detailed the risks, which were:

- With rent at £23k p.a., recovery of FTC investment would take longer and Council could be open to legal challenge around 'best consideration'
- Without a rent deposit, FTC would be dependent on mutual break clause in event of persistent rent arrears
- FTC has less control the longer the period of option to buy, hence 5 years might be reasonable
- Reputational risk associated with disposal of a community owned asset especially in eyes of Community Ownership Fund

Peter Wheelhouse and the Responsible Finance Officer, Sarah Williams, advised Council to set a rent at £32k pa, a two-year rent deposit and a 5-year limit on the right to buy.

Cllrs then discussed the risks.

Several Cllrs expressed concern about the lack of a signed agreement with Frome Town Women FC, noting that without formal commitment, the operator's assurances might not be enforceable. Some councillors questioned the robustness of the proposed governance model, particularly the community benefit committee and open forum.

The disparity between the proposed rent (£32,000 by FTC vs £23,000 by the operator) was debated. Some felt FTC should hold firm to its valuation, while others worried that insisting on higher rent might jeopardise the deal.

The lack of a rent deposit was seen as a financial risk by some Cllrs, though others argued that the operator's investment in the site would serve as a form of security. Sarah Williams noted that FTC's legal advice

	<p>was that a cash deposit in the absence of a credible guarantor would help to mitigate the risk.</p> <p>Legal risks around “best consideration” and the potential for challenge was acknowledged.</p> <p>FTC’s reputation was a recurring theme. Cllrs discussed how the decision might be perceived by the public, especially in light of the Community Ownership Fund and FTC’s stated values.</p> <p>There was concern that selling or leasing the site without strong community safeguards could undermine public trust.</p> <p>Carla Collenette wanted to retain ownership and to explore alternative community-led models, suggesting that a slower, more inclusive process might yield better outcomes. Others argued that the operator’s proposal offered a viable path forward, with immediate investment and operational capacity that FTC could not match.</p> <p>The Chair proposed to pause the meeting at 8.35pm. The meeting resumed 8.41pm.</p> <p>The recommendations were:</p> <ol style="list-style-type: none"> <li>1. Dispose of the freehold of the Badgers Hill site to the private operator on either a freehold or a leasehold basis (terms to be agreed).</li> </ol> <p>Proposed Sara Butler, seconded Mark Dorrington, agreed by majority with Fiona Barrows abstaining.</p> <ol style="list-style-type: none"> <li>2. Dispose of the freehold of the Badgers Hill site to the private operator either: <ul style="list-style-type: none"> <li>• via a payment plan as described in the report, or</li> <li>• with a payment up front at market value</li> </ul> </li> </ol> <p>No one proposed to sell the freehold on a payment plan</p> <p>While it was accepted that the private operator was not offering to buy the freehold up front at market value, Polly Lamb proposed that if they did, FTC would sell the site. This was seconded by Andy Jones and agreed by majority. Fiona Barrows and Mel Usher abstained.</p> <p>Since the option to sell the freehold on a payment plan was not agreed, there was no need to consider recommendation 3.</p> <ol style="list-style-type: none"> <li>4. Dispose of the Badgers Hill site to the private operator by leasehold with an option to buy (terms to be agreed)</li> </ol>	
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	<p>Proposed by Tracy Ashford, seconded by Andy Wrintmore, agreed by majority. Fiona Barrows abstained.</p> <p>5. Agree an annual rent of either:</p> <ul style="list-style-type: none"> <li>• £23k or</li> <li>• £32k</li> </ul> <p>Lisa Merrywether proposed a rent of £23k, seconded by Andy Wrintmore, the majority did not vote for this proposal and did, therefore, vote for £32k by default. Fiona Barrows abstained.</p> <p>6. Agree either:</p> <ul style="list-style-type: none"> <li>• a deposit of 2 years' rent to be paid by the private operator, or</li> <li>• no deposit</li> </ul> <p>Mel Usher proposed no deposit, seconded by Sara Butler, agreed by majority. Carla Collenette and Polly Lamb were against. Fiona Barrows abstained.</p> <p>7. Agree an option for the private operator to buy the freehold at market price either:</p> <ul style="list-style-type: none"> <li>• within the first 5 years of the lease, or</li> <li>• at any time during the life of the lease</li> </ul> <p>Steve Tanner proposed at any time during the life of the lease, seconded by Andy Jones, agreed by majority. Polly Lamb was against and Fiona Barrows abstained.</p> <p>8. Agree either:</p> <ul style="list-style-type: none"> <li>• that an agreement with Frome Town Women FC is agreed at the same time as the lease is signed, or</li> <li>• that the private operator's offer of an agreement with Frome Town Women FC as described in the report is sufficient</li> </ul> <p>Andy Jones proposed that the private operator's offer of an agreement with Frome Town Women FC as described in the report is sufficient, seconded by Mark Dorrington, agreed by majority. Tracey Ashford, Fiona Barrows, Carla Collenette and Polly Lamb abstained.</p> <p>9. Delegate to the Town Clerk:</p> <ul style="list-style-type: none"> <li>• to finalise with the private operator the Heads of Terms based on the decisions made above and on the remaining Heads of Terms already agreed as outlined in the report</li> </ul>	
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	<ul style="list-style-type: none"> <li>to instruct solicitors to prepare suitable legal documentation with a view to completing the disposal</li> <li>to incur further legal costs of up to £8,500 to be funded from the General Reserve</li> </ul> <p>Proposed by Tracey Ashford, seconded by Andy Wrintmore, agreed by majority. Fiona Barrows abstained.</p>	PWy
2025/61/FC	The next meeting will be at 7pm on Wednesday 27 August 2025, Frome Town Hall and Zoom	

The chair closed the meeting at: 9.06pm

[Signed Cllr dispensations forms can be viewed on the website here](#)