

## SWALCLIFFE VILLAGE CHARITY MINUTES FROM MEETING 4<sup>th</sup> July 2024 (6.30pm)

**Present:** Nico Borkmann (NB), Martin Collett (MC), Kate Foley (KF), Ian Purvey (IP), Laura Holloway (LH), David McLindon (DM), Peter Riordan (PR)

**Apologies:** Steve Gandy (SG)

Agenda	Actions
<p><u>Welcome:</u> MC welcomed everyone present and thanked NB for hosting. He recorded apologies from SG and confirmed that he had received some comments from SG in advance of the meeting that he will reference when appropriate.</p>	
<p><u>Declarations of interest:</u> It was noted that a draft Declarations of Interest Policy was to be discussed later in the agenda, and that recording declarations at the start of meetings was good practice. In due course all proposed trustees would be required to complete a declarations or interest form, to register where these exist formally. MC stated that he was a member of the Parish Council and KF stated that she was a member of the Village Hall Committee. Declarations were noted.</p>	
<p><u>Minutes of the last meeting:</u> The minutes of the last meeting were reviewed and agreed as an accurate record.</p>	
<p><u>Matters arising:</u> MC ran through the actions agreed at the last meeting, all had either been completed or were included on the agenda to be discussed. It was noted that there had been no feedback from the lawyer on the updated draft Articles, but this was most likely because they had been based on the Charity Commission template and no comment was necessary.</p> <p>NB provided an update on the fundraising event that he had spoken about at the last meeting. The date for this had changed to 28<sup>th</sup> September. NC sought feedback on whether it should be an open or invite event. The consensus was that as this was being organised at his home in a personal capacity, NB should have discretion on whatever approach he felt was best. The event would be in the style of Oktoberfest, with donations of beer and bratwurst expected. Attendance would cost in the region of £20. To maximise income, it was suggested that if banking arrangements are not in place by then, NB collects funds from the event and makes a one-off donation to the Charity with the ability to claim gift aid on the donation as and when that became possible.</p>	<p>NB to continue with arrangements and seek support of colleagues when this was needed.</p>
<p><u>Charity Commission Registration:</u> MC thanked everyone for returning signed and completed forms necessary to apply to the Charity Commission. The application had been circulated for information. An update from the CC was sought by phone at the end of June, which confirmed that they had received the application and a likely timeframe for reviewing was towards the end of July. The review would be handled by a dedicated case worker, and it normally took them around one week to review</p>	<p>MC to keep others apprised on any progress or communication from the CC.</p>

<p>applications. All being well, that could mean that the Charity is registered early in August.</p> <p>MC reported that SG had spotted an anomaly with the application, which was that the maximum rather than minimum number of trustees had been entered. He confirmed that he had sent the CC a note about the need to correct this.</p>	
<p><u>Banking and Financial Matters:</u> PR provided an update. He had researched the position of VAT and established that on applicable items it could be zero rated, subject to providing evidence of the charity status to the supplier.</p> <p>PR had also undertaken some research into how to claim gift aid and felt that the process was relatively straight forward, dependent on the right information being provided by the individual donating. It was though more problematic to claim on ticket sales, which were not straight forward donations. Opportunities existed that presented a potential workaround in some circumstances to this. For example, as was being suggested in relation to the Octoberfest event.</p> <p>PR had researched possible banking options, including assessing services and charges of both mainstream and specialist charity banks. His view was that mainstream banks seemed to provide a better option, especially Lloyds and Natwest. Some also offered accounting software that might be helpful. A discussion ensued on individual and corporate usage of both, and it was agreed that as Treasurer, PR should determine the best option for the Charity.</p> <p>The need to make sure that there are sufficient signatories and card holders to complete day-to-day banking was discussed and that once arrangements proceed these would need to be agreed and established on the mandate.</p> <p>KF queried how banking would work with the Village Hall account and funds post-transfer. It was noted that Village Hall funds would be reported in a consolidated way, but accounted for separately so that funds earned and given for the Village Hall were allocated correctly. This principle would apply to other projects across the village as well. In terms of banking, it was felt that we would need to first agree what account and arrangements the Charity would have and that these would need to align practically with the Village Hall arrangements. The most likely scenario being that the Village Hall account continued as it does, with 'look-up' arrangements so that accounts can be kept accurately.</p> <p>It was noted that the ability to take payments remotely would also be considered as part of future banking arrangements, with the most cost-effective and secure approach being favoured. Aligning with the ability to make gift aid donations would also be helpful. PayPal was noted as an option for some transactions, although it was not 'free' as stated by them as transaction fees are applied.</p> <p>PR provided an update on the draft budget forecast preparation, which had been informed by discussions with SG and DM. PR had taken a cautious approach to income, for example the potential income from the Christmas Market or gift-aid recovery. The three-year support by the Parish Council was noted, with an</p>	<p>PR to continue to research most appropriate banking and transactional options so that these can be agreed once the Charity is registered.</p>

<p>annual donation of £500 to help establish the Charity in its formative years. This cautious approach was endorsed. It was agreed that until the Charity is set-up and financial arrangements commence, having a detailed conversation about reserves and allocation of funds was not possible. PR agreed to review the draft budget based on discussions and circulate for information only at this stage.</p>	<p>PR to circulate draft budget.</p>
<p><u>Insurance</u> – MC explained that he had been researching insurance options and costs, recommending the specialist small charity insurance package as the most appropriate and cost-effective solution. The levels of coverage were reviewed and felt to be sensible given risks. It was also noted that the cover extended to events of a scale that the Charity would likely support. The need for managing risks was discussed and that the Health &amp; Safety Policy to be discussed later in the agenda contained a pragmatic risk assessment template. The cost of the cover was £96 and agreed a good value. I was agreed that this cover should be taken out once the Charity is registered.</p> <p>At this time the Village Hall had been omitted from the quote. This was because the Hall had not yet transferred to the Charity and was also currently included in the Parish Council cover. It was suggested that there would be a sensible break for the Charity to take over the insurance, after the transfer of the hall and that this should be broached with the Parish Council. This may involve taking out a separate policy, alongside the Zurich one.</p> <p>An important part of the set-up was also transferring the Village Hall to the Charity and winding-up the current Trust. As well as establishing a formal lease arrangement for the Village Hall to be cited on the land it is. These actions would resolve the legacy governance concerns relating to the Village Hall, safeguarding those involved. Critically they would also resolve funding barriers that have prevented the Village Hall accessing many mainstream grants.</p>	<p>MC to take out cover at the appropriate time.</p> <p>SG to consider approach</p>
<p><u>Village Hall Transfer</u> – MC confirmed that SG had offered to work with KF, supported by MC to evolve plans on the transfer of the Village Hall. Some advice on the process had already been received from the Village Halls Advisor and lawyer. This would inform a structured process, which all entities including the Parish Council, Village Hall Committee and Charity would need to follow. Each would need to make decisions and there would need to be a reasonable level of due-diligence, alongside formal recording of decisions made and why. MC felt that the process would also need to include a degree of public consultation. It was noted that there would need to be a lease agreement between the Parish Council and Charity, for the Village Hall to be cited on PC owned land. The old Charitable Trust would also need to be wound-up once the transfer process had completed. Some costs were likely, and it was known that the Parish Council had made some budget provision to support these.</p> <p>The process is likely to take several months, and being able to start quickly once the Charity was registered was agreed as important. The process would therefore need to be mapped out and shared, so it can begin quickly once it is able to.</p>	<p>SG, KF &amp; MC to work together to establish transfer process for all parties and associated costs.</p>

<p><u>Policy Governance</u> – The need for the Charity to have an appropriate suite of policy documents was discussed and agreed. These would need to strike a balance between covering critical matters effectively, whilst remaining proportionate to the scale of the Charity. MC had drafted initial policies and supplied a report that gave a high-level overview of their purpose and what further input would be needed from trustees in relation to them.</p> <p>The policies had been shared using a google drive and only some had managed to secure access. DM offered to help support access for these and a discussion then followed about the need to provide an accessible shared location. Although they were not being asked to approve policies at this meeting, it would be necessary to agree them all at the next meeting by which point the Charity would likely be established. Everyone was asked to review the policies and provide comments/feedback to MC once they had done so, allowing for final versions to be presented for approval.</p> <p>DM endorsed the approach to the policies, which in his view was necessary to ensure the Charity was governed effectively. He felt that the range of policies was appropriate, although a Communications Policy should also be drafted and added.</p> <p>Discussion ensued over the details of some of the policies. Including the need to manage data inline with GDPR and store data securely online. It was though noted that only limited personal data would be kept and only when this was essential. The Grant making Policy was considered and it was noted that this would establish a process for allocating funds, which although were most likely to go to support existing village assets/groups, would also cover new opportunities and potentially hardship where this was aligned with Charity objects. The Policy establishes a simple process for applying for funds, which parties applying for them would need to complete. LH suggested that this policy may also include provision for trustees to determine annual themes as well to help target resources. It was clarified that were grants or income were received by the Charity for specific funding streams e.g. The Village Hall, these would be reserved and only spent on the intended purpose.</p>	<p>ALL to read through draft policies and provide feedback.</p> <p>MC to draft Communications Policy</p> <p>MC to add in annual consideration of theme to inform Grant Policy.</p>
<p><u>Lead / Key Roles</u></p> <p>Consideration was given to how best allocated out responsibilities in a way that would help deliver strategy and aims.</p> <p>Communications – IP &amp; NB agreed to take a lead on this and establish a communications plan for the Charity. This would also give thought to mission and vision. DM suggested that the village website which he maintains is underused and would offer a good outlet for charity communications. Other village channels were also discussed.</p> <p>DM shared a selection of draft logos that he had been working on. These were well received, and a vote was taken to choose the most popular one for use.</p> <p>Village Hall Transfer – This would be led by SG &amp; KF with support from MC as per the earlier discussion.</p>	<p>IP &amp; NB to meet and establish draft communications plan to be considered at future meeting</p> <p>DM to circulate logo</p>

<p>Finance – PR to lead as Treasurer, in liaison with DM ref. existing arrangements and transfer of Village Fund when necessary.</p> <p>Technical / IT – DM to support technical needs such as shared access, emails and website.</p> <p>Volunteering &amp; Grants – LH &amp; MC to consider how the Charity might support the volunteering base in the village. KF confirmed that she had two candidates for the future Village Hall Committee but was waiting for the new arrangements to begin before acting on these. LH &amp; MC would also consider how the Charity might support an effective and coherent approach to identifying grant opportunities for village activity / projects also.</p>	<p>LH &amp; MC to meet and establish plan to be considered at future meeting</p>
<p><u>AOB</u></p> <p>Future fundraising activity was discussed and the need to have a strategic approach to this to secure additional income streams, for example individual giving or legacies. It was agreed that this would be a future discussion item once the Charity was up and running.</p>	<p>ALL to consider fundraising strategy once Charity is established.</p>
<p><u>Date of next meeting</u> – Monday 5<sup>th</sup> September at 6.30pm. LH &amp; IP agreed to host.</p>	