

SWALCLIFFE VILLAGE CHARITY

MINUTES FROM MEETING 29th MAY 2024 (6.30pm)

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

Apologies: None

Agenda	Actions
<p><u>Welcome:</u> MC welcomed everyone present. Detailed three outcomes hoped for from meeting 1) better understanding of trustee role 2) better understanding of charity structure 3) establish who will is interested in becoming a trustee.</p> <p>It was noted that this was not a formal meeting of the Charity, which yet had not been registered. There was no pressure on those attending to agree to be a trustee.</p> <p>Documents had been circulated in advance to inform meeting discussions and it was taken that these had been read.</p>	
<p><u>Scene setting:</u> MC and SG outlined the timeframes and discussions that had led to current proposals. In part these had emerged from a need to address wider governance complications such as the ownership of the Village Hall, but equally a business case was seen for a village Charity to be an effective vehicle to support the tradition of informal volunteering in the village, whilst securing financial gains such as gift aid, VAT recovery and access to grants, at the same time as being transparent and accountable. It was felt that there was potential for the Charity to better support initiatives and projects in the village in the short, medium, and longer term.</p> <p>Discussion ensued about wider village groups not now engaged through the charity proposals or trustee membership. It was noted the Charity would be there to benefit the community, thus all groups could seek dialogue and support where the Charity could aid them.</p> <p>The relationship with the Parish Council was discussion and how this would need to continue to be close. It was noted that the Parish Council had agreed to financially support the Charity during its formative years, with an annual donation and continuing to maintain insurance for the Village Hall in the short term. The potential for conflict of interests to exist amongst potential trustees was noted, and that a policy and process would exist to manage these as they were inevitably in such a small community.</p> <p>How the proposed trustee group had been arrived at was considered and that those present reflected a broad spread of skills, interest groups and networks that would be beneficial to the Charity. However, the need for ongoing succession planning and being open to future candidates was felt essential.</p>	<p>SG/MC to report back views to Parish Council</p> <p>MC to consider this point when drafting Board Membership Policy</p>
<p><u>Charity structure:</u> Draft Articles had been circulated in advance of the meeting. It was noted that these were based on the Charity Commission model for a Charitable Incorporated Organisation, which was a new type of organisation used for modern charities. Importantly, it placed liabilities with the corporate body rather than individual trustee. It also limited trustee exposure in the event of failure to £10. Likewise, model objects had been chosen to ensure the Charity had both a broad village wide remit and one specifically for the Village Hall. Legal advice had been provided on a pro-bono basis in relation to the Articles.</p> <p>Discussion ensued over the type of Charity and how the Articles provided an essential template for trustees to refer to when running it. There was general understanding about the approach being taken and endorsement that it was</p>	

<p>the right one. The potential for personal liability was explored in detail, and it was noted that it was comparable to a director of a limited company. Trustees like directors only become exposed where there was wrongdoing, criminality, or similar serious failings.</p> <p>It was noted that the next stage would be to register with the Charity Commission using the agreed Articles, subject to one final review by the lawyer supporting the charity project.</p>	<p>MC to share latest version of articles with charity lawyer for comment.</p>
<p><u>Role of trustee:</u> A detailed note on what becoming a trustee involved had been circulated in advance the meeting and this had signposted to further guidance. The role was understood, and reference was made back to the Articles which also made responsibilities clear.</p> <p>The Articles provide for two formal roles, a Chair, and a Treasurer. MC confirmed that subject to agreement he would be happy to act as Chair initially to get the Charity set-up and then this could be reviewed by the trustees. Likewise, Peter Riordan confirmed subject to agreement that he would be happy to act as Treasurer. Both these offers were endorsed and accepted.</p> <p>Discussion ensued about wider trustee roles, including links with key village groups such as the Village Hall, Play Park, Tithe Barn, Christmas Market and Church. The need to have leads for coordinating volunteering support/fundraising and managing charity communications was also noted. It was agreed that at a future meeting nominating individual trustee lead roles would be beneficial and help divide tasks fairly between those involved. The seriousness of the trustee role was acknowledged and that to be an effective Charity each would need to engage with responsibilities. However, throughout discussion the need to maintain proportionality was agreed on.</p>	<p>MC/PR/SG to get together to discuss initial ways of working together.</p> <p>ALL Lead roles to be agreed on at a future meeting</p>
<p><u>Charity Business Plan:</u> MC explained that a draft Business Plan had been prepared for the Charity. The format and content were considered. It was noted that the finance section remained high-level and further review was needed to produce a more detailed budget. For evidencing to the Charity Commission that a viable Business Plan existed, it was felt that this was sufficient. It was noted that initial income of £500 annually had been pledged by the Parish Council and that there was c. £900 in the Village Fund that would be transferred to the Charity once it was established.</p> <p>Discussion ensued around financial details of the Charity, including the need to better understand the VAT position and how the Charity could work with the zero-rating arrangements for some costs associated with the Village Hall, as well as the Parish Council relationship to mitigate VAT costs. A better cost vs benefit understanding of VAT registration was felt necessary.</p> <p>There was also discussion around how funds within the Charity would be held and then distributed. Some would be restricted, for example income generated by the Village Hall or given/granted for specific purposes, whilst other more general income would be distributed to support initiatives/projects consistent with Charity objects. The need to consider approaches for funding and secure best value was agreed and that this could be outlined in a formal grant policy or similar.</p> <p>The importance of taking out the right insurance cover was felt to be critical, and that this should incorporate the breadth of Charity activity such as events and business continuity, as well as trustee and Charity liability. An appropriate insurance would be researched and reported back at a future meeting but should be in place from day-one of the Charity.</p> <p>Overall, there was consensus that the Business Plan as drafted provided a sound template to launch the Charity and guide its formative work. It was felt to</p>	<p>PR to evolve draft budget and financial forecasts.</p> <p>PR to explore preference.</p> <p>MC to research draft grant policy doc.</p> <p>MC to research insurance options and costs</p>

<p>be proportionate and something that trustees could both judge success against and draw on to communicate what the Charity plans to achieve to the community.</p> <p>The point of communication and making sure that the Charity was transparent and understood was agreed to be essential. There would be a need to consider how best to achieve this at a future meeting.</p> <p>Discussion ensued on what role the Charity would play on aiding volunteering within the community, with agreement that the Charity would be an enabler and supporter of volunteers and should not be seen as replacing existing volunteer efforts. The Charity having a role in growing volunteers and recognising the value of those who volunteer, so that they do not feel taken for granted and that volunteer fatigue is mitigated. A strategic approach to how the Charity might best achieve this was agreed to be a good future meeting topic.</p>	<p>ALL consider approach to communications at a future meeting.</p> <p>ALL consider strategic approach to supporting volunteer efforts at future meeting.</p>
<p><u>Set-Up Plan</u> – MC explained that the set-up plan mapped the immediate actions that would need to be completed to both launch and establish the Charity. It was noted that nothing much can happen until the Charity was registered with the Charity Commission and this is likely to take three-months.</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 register the Charity with the Charity Commission.</p> <p>MC/SG/KS to work on transfer process.</p>
<p><u>AOB</u> – PR asked about dedicated email accounts and that as a preference these may work better, especially to support his role of Treasurer. DM suggested that he could set-up a swalcliffe.org account. As an alternative a separate account with Hotmail or Gmail may also work.</p> <p>Thanks were given for everyone’s time and to SG for hosting the meeting.</p> <p>MC shared trustee sign-up forms that he would need to submit to the Charity Commission to establish the Charity. At least three trustee names were needed on them.</p> <p>KF suggested that Mick may prefer to be a trustee instead of her. It was felt that the link KF had with the Village Hall was of significant value. However, the need to remain open to new trustees, operate a succession plan and recognise that churn of trustees is a positive thing was agreed. The rationale for the current selection approached was recognised.</p> <p>NB confirmed that he was already planning a fundraising event, which could potentially be used to launch the Charity. This would be an October Fest themed event on 21st September.</p>	<p>PR to consider email preference and advise DM.</p> <p>ALL supply completed forms to MC.</p> <p>NB to evolve plans.</p>
<p><u>Date of next meeting</u> – It was agreed that this should be later in June after the Charity Commission submission had been made. Venue, date, and time tbc.</p>	<p>MC to liaise with trustees to fix date of next meeting.</p>