

## SWALCLIFFE VILLAGE CHARITY

### MINUTES FROM MEETING 13<sup>th</sup> November 2024 (6.30pm)

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

**Apologies:** David McLindon (DM)

Agenda	Actions
<p><u>Welcome:</u> MC welcomed everyone present and thanked PR for hosting. He recorded apologies from DM.</p>	
<p><u>Declarations of interest:</u> It was noted that MC and SG are members of the Parish Council and KF was a member of the Village Hall Committee.</p>	
<p><u>Minutes of the last meeting:</u> The minutes of the meeting held on 5<sup>th</sup> September 2024 were reviewed and agreed as an accurate record. The minutes of the meeting held on 26<sup>th</sup> September 2024 were reviewed and agreed as an accurate record.</p>	
<p><u>Matters arising:</u> Given the level of actions agreed at the last two meetings, the trustee board ran through each action and noted the following.</p> <p><b>Meeting of 5<sup>th</sup> September 2024</b></p> <p><u>Declarations of interest</u> – This was still to be circulated.</p> <p><u>Village Hall insurance</u> – This had been picked-up in matters to be resolved by the suggested operational working group recommended in the transfer due-diligence report listed separately on the meeting agenda.</p> <p><u>Charity Commission registration</u> – PR to reference under his update.</p> <p><u>Charity Policies</u> – These are to be published on the website.</p> <p><u>Banking</u> – PR to reference under his update.</p> <p><u>Village Hall banking</u> – A matter for the recommended operational working group.</p> <p><u>Fundraising/Mission Vision</u> – Discussed at a special meeting held on 26<sup>th</sup> September.</p> <p><u>PayPal Account</u> – PR to reference under his update.</p> <p><u>Transfer of Village Hall</u> – Separate report on agenda for consideration.</p> <p><u>Publication of meeting minutes</u> – DM now publishing on website.</p> <p><u>Sharing Village Hall Information</u> with Pdraig as potential member of VH Committee.</p> <p><u>Future Charity communication plan</u> – NB &amp; IP reference under their agenda update.</p> <p><u>Christmas Market</u> – PR &amp; LH to reference under their agenda updates.</p> <p><u>Donating to religious institutions</u> – MC had taken legal advice and confirmed that this was permitted.</p> <p><u>Playpark</u> – DM not present for update, but KF confirmed fundraising underway.</p> <p><u>Future Charity fundraising &amp; volunteering plan</u> – MC &amp; LH had not been able to meet but would progress before next meeting and once Christmas Market and other pressures are out of the way.</p> <p><u>Swalcliffe Society</u> – Some discussion on how the Charity may be able to support covered at VH consultation event with Colin Hill, but no</p>	<p>MC to circulate Operational group to consider.</p> <p>DM to publish.</p> <p>Operational group to consider.</p> <p>KF to share info. that is helpful.</p> <p>MC and LH to meet and progress.</p>

<p>formal request and this will need to be considered within Charity capacity.</p> <p><u>Peter Morgan</u> – MC had sent a holding reply recognising the value of PM's offer and skills, explaining that discussion on how these can be targeted at where the Charity needs the most needs some further thought and discussion.</p> <p><u>Octoberfest</u> – A successful event had been hosted by NB and raised £400, which gift aid could be claimed on subject to completing necessary HMRC forms. Trustees thanked NB for his efforts.</p> <p><b>Meeting of 26<sup>th</sup> September</b></p> <p><u>Business Strategy update</u> – MC had updated the Strategy with the new mission and vision statements.</p> <p><u>Fundraising Policy</u> – MC had updated the Policy to include feedback and simplification. This is yet to be published along with others on the website.</p>	<p>MC to engage with PM in more detail.</p> <p>PR to claim gift aid.</p> <p>DM to publish on website</p>
<p><u>Banking and Financial:</u> PR provided trustees with a demonstration of the new banking suite secured through NatWest. Trustees noted the professionalism, ability to invoice, code to projects and production of reports. They thanked PR for his efforts in setting these arrangements up.</p> <p>PR confirmed that in liaison with DM the PayPal Account had now been transferred to the Charity and this had been switched to a more beneficial charity type.</p> <p>PR confirmed that £500 of finances held in the Village Fund had been transferred to the Charity. A further transfer was expected once calculations had been made as to prior division of funds currently held in historic arrangements. The residual value to be confirmed.</p> <p>PR confirmed that three sum-up payment machines had been purchased by the Charity for use at village events, starting with the Christmas Market. These had been agreed by trustees via email communication, having considered payment options available. Trustees felt that three was sufficient for the type of events and managed associated purchase costs. It was noted that the transaction fee was 1.69%.</p> <p>PR confirmed that the Charity was now registered with HMRC. This registration enabled the claiming of Gift Aid. PR had investigated arrangements for claiming and noted that small levels of up to £30 were permitted without a detailed declaration, subject to a declaration that the individual was eligible at the stage of donating. This offered potential for non-transactional payments to be treated as donations, such as the £2.50 entrance fee for the Christmas Market. The total annual allowance for these types of smaller transactions was £2,000. Larger donations required a declaration from the donor and for this record to be kept for six years should HMRC wish to carry out an audit.</p> <p>Discussion ensued on what could be treated as a donation and what was a transaction. Given that the Charity is still learning about Gift Aid and intends to operate professionally, trustees agreed to err on the side of caution and defer to the advice of PR as Treasurer on such matters. It was noted that timings are very tight in relation to how this may benefit the Christmas Market, but PR would consider and agree with the Christmas Market Committee.</p>	<p>PR &amp; DM to resolve final transfer.</p> <p>PR to consider gift aid opportunities in consultation with Christmas Market</p>

<p>PR had also been learning what the Charity could and could not reclaim in terms of VAT. There is HMRC guidance on this, but it was noted that opportunities existed for the Village Hall around utility costs and major capital works, which attract the highest values.</p> <p>The Charity Commission site is almost complete and just needs some of the policies updating.</p> <p>Trustees noted that some members of the community were still not 100% certain as to how the Charity would invest the funds it raises to support the community and local assets. The need to continue to build financial trust was agreed as important.</p> <p>The trustees discussed and agreed to add DM to the banking mandate so that we have three trustees to approve transactions</p> <p>The trustees congratulated PR on his excellent work.</p>	<p>MC to update</p> <p>PR to set-up DM on NatWest</p>
<p><u>Proposed transfer of the Village Hall:</u> MC provided a detailed update of progress and trustees considered the thorough due-diligence report supplied, along with the draft Transfer Agreement prepared by the specialist lawyer. Trustees agreed a separate and specific minute on the transfer that is appended to these main meeting minutes.</p> <p>As part of the discussions trustees noted the work of the operational working group, and NB made the point that this should specifically resolve queries over how the Village Hall is to be insured moving forward. IP highlighted to the trustee board that they should be aware of the future maintenance liabilities that the Charity is taken on when the Village Hall transfers, as revenue covers day-to-day operational costs but not future major works that become necessary. IP asked if longer term village hall accounts were available and SG confirmed that he had these and could share by email</p> <p>The trustees noted the need to agree a lease arrangement with the Parish Council as part of the transfer. They were content for this to be negotiated through the delegations referenced in separate minutes agreed. They expressed the view that any lease should though be for a long term (125 years or more), on a peppercorn basis and exclude the parking area that is used more generally by local residents. They recognised and understood that the Parish Council were likely to want special conditions in the lease to safeguard the interest of the community and ongoing use of the Village Hall.</p> <p>See separate minutes appended.</p>	<p>MC &amp; PR to advance negotiations on behalf of the Charity as per delegations in specific minutes agreed.</p> <p>SG to share historic village hall accounts.</p>
<p><u>Trustee Update:</u></p> <p><b>Communications:</b></p> <p>NB &amp; IP had circulated a note for consideration in advance of the trustee meeting. The note covered key areas, which were each discussed.</p> <p><u>Website</u> – NB &amp; IP outlined the structure that they felt should be followed for the website. This was generally endorsed by trustees, although they felt that matters most critical to those intended to use the website should be considered and reflected in work. The need to have a ‘corporate’ section on the website, where policies and charity</p>	<p>DM to create webpage and publish policies. Privacy Policy to be linked clearly.</p>

<p>information could be shared was also agreed. It was noted that some users such as the Charity Commission or grant giving orgs. would look for this.</p> <p><u>Trustee profile</u> – NB &amp; IP felt that it was essential that trustee profiles were included on the website, along with a short statement about why trustees were motivated to volunteer. This helps to explain the purpose, culture, and values of the Charity. This was agreed, but trustees also felt that their skill set should be shared to highlight how the Charity has the collective capacity and diverse skills of a board able to operate effectively. Each trustee is to share something short and relevant with NB &amp; IP.</p> <p><u>Communication channels</u> – NB &amp; IP had detailed the critical communication channels available for use by the Charity and how these might be applied to communicate effectively. Some were considered more of a priority than others, for example newsletters, website, and where necessary leaflet drops. Building up a distribution list for communicating with the local community was considered critical, especially given the departure of the local resident who operates DellaDella. The complexities of GDPR were considered and the need to stay compliant with any approach taken.</p> <p>Following discussions, NB &amp; IP were asked to reflect on feedback and progress communication plans to the next stage. The need for a 'launch' type moment was agreed and timing wise it was suggested that this could be in the spring once the village hall transfer has taken place. At that point, the Charity would already be able to evidence positive support given to the Christmas Market and the Village Hall, demonstrating its value.</p> <p><b>Christmas Market</b></p> <p>LH provided an update on progress and arrangements for the Christmas Market. It was noted that PR and SG have been working with the Christmas Market Committee to provide support and that this would continue.</p> <p><b>Parish Council</b></p> <p>SG updated trustees on current priorities being considered by the Parish Council. It was noted that a meeting was happening on Monday 18<sup>th</sup> November and that Councillors would be considering the transfer of the village hall at this meeting.</p>	<p>All to supply draft profiles</p> <p>NB &amp; IP to plan for how communication channels can be grown and work for the Charity.</p> <p>Launch moment to be a topic for discussion at next meeting.</p>
<p><u>Any other business</u></p> <p>MC reminded trustees that he would be circulating around forms to capture formal declarations of interest and asked that these were returned to him in advance of the next meeting.</p>	<p>All to consider and declare any declarations of interest inline with agree policy.</p>

## **Registered Charity Number: 120939**

### **The Swalcliffe Village Charity**

(the “Charity”)

Extract Minutes of a Meeting of the Board of Trustees of the Charity held at 5 Bakers Lane, Swalcliffe on 13th November 2024 at 6.30pm.

Present: Nico Borkmann, Martin Collett (Chair), Kate Foley, Steve Gandy, Laura Holloway, Ian Purvey, David McLindon and Peter Riordan (Treasurer).

#### **1 Notice and Quorum**

1.1 It was reported that:

- 1.1.1 the meeting had been duly and properly convened;
- 1.1.2 each trustee had been given proper notice of the meeting and of the matters to be discussed; and
- 1.1.3 a quorum of the Board was present.

#### **2 Declarations of Interest**

Each trustee present confirmed that they had or did not have any interest in the business to be discussed at the meeting which the Articles required them to disclose. The following interests were noted and as such the Trustee Board having considered these conflicts determined that none of these trustees should participate in any decision making relating to the proposed transfer of Swalcliffe Village Hall to the Charity.

Martin Collett – Is Vice Chair of Swalcliffe Parish Council, Steve Gandy is Chair of Swalcliffe Parish Council and Kate Foley is a Member of the Swalcliffe Village Hall Management Committee.

#### **3 The Business of the Meeting**

- 3.1 The Chair reminded the trustees:
  - 3.1.1 of the planned transfer of Swalcliffe Village Hall to the Charity details of which had been reported to and discussed at previous trustee meetings.
  - 3.1.2 the Charity had been established with the intention of taking transfer of Swalcliffe Village Hall, with appropriate objects contained within Articles and this intention disclosed to the Charity Commission at the time of registration.
  - 3.1.3 Swalcliffe Village Hall is currently an unincorporated charity, established via a Declaration of Trust in 1927. Although now somewhat dated, the principles of the Trust are considered to be consistent with Swalcliffe Village Charity objects.
  - 3.1.4 That it was intended that the transfer should take place by the transfer of Swalcliffe Village Halls assets, liabilities and engagements to the Charity pursuant of the Charities Act.

- 3.1.5 that the anticipated completion date for the transfer is 31st March 2025, or any such later date on which the Charity Commission amend their register (the Effective Date).
- 3.2 The Chair then reported to the trustees that:
  - 3.2.1 the outcomes of the community consultation together with the draft business case and due diligence undertaken in relation to the transfer had been presented to trustees by way of a written report circulated in advance of the meeting and subject to general discussion on the report trustees were recommended to proceed to approve the transfer;
  - 3.2.2 the other related parties, which are Swalcliffe Parish Council and Swalcliffe Village Hall Management Committee are due to meet subsequent to this meeting of the Charity trustees, to be asked to approve the transfer on the same basis as the Charity;
  - 3.2.3 in connection with the transfer, the Charity would also need to notify their regulatory body the Charity Commission and obtain necessary consent via the Commission's published policy.
- 3.3 The Chair explained that the business of the meeting was therefore to consider and if thought fit:
  - 3.3.1 whether or not it would be in the best interests of the Charity to proceed with the transfer of Swalcliffe Village Hall, having regard to, amongst other things, the Due Diligence Report and the Business Case (as defined below) and, if thought fit, to approve the transfer of Swalcliffe Village Hall into the Charity;
  - 3.3.2 to approve the delegation of certain matters to named trustees of the Charity in order to complete the transfer.

#### **4 Documents**

- 4.1 The following documents were produced to the meeting:
  - 4.1.1 the Due Diligence Report prepared in relation to the transfer of Swalcliffe Village Hall into the Charity, which contained amongst other things a summary of the business case already considered and agreed in principle.

#### **5 Discussion**

- 5.1 The trustees discussed the Due Diligence Report.
- 5.2 The trustees noted that the effect of the recommendation would be to transfer all the assets liabilities, obligations and all other engagements of Swalcliffe Village Hall to the Charity.
  - 5.2.1 Community consultation - the trustees noted the efforts take to seek input from the local community via a thorough consultation.
  - 5.2.2 Due diligence - the trustees considered the extent of due diligence detailed in the report provided to them and agreed that this was proportionate and that they felt nothing arose that would prevent them from proceeding with the transfer of Swalcliffe Village Hall into the Charity.
  - 5.2.3 Transfer Agreement – the trustees noted the Transfer Agreement that set out terms on which the transfer of Swalcliffe Village Hall into the Charity would happen.

- 5.2.4 Transfer process – the trustees noted that pursuant to their decisions, it would be necessary to obtain formal consent from the Charity Commission as the regulatory body and that a published process was available to follow to obtain such a permission.
- 5.2.5 Transfer Agreement – the trustees noted that a formal Transfer Agreement had been prepared for their consideration and that this had been aided by specialist legal input.
- 5.2.6 Operational matters – the trustees noted that it would be necessary to consider and resolve some operational matters to aid a smooth transfer of Swalcliffe Village Hall into the Swalcliffe Charity and agreed that such matters would be delegated to the following trustees - Martin Collett, Kate Foley, Steve Gandy and Peter Riordan.

## **6 Resolutions**

- 6.1 Following careful consideration, and having concluded in good faith that it would be prudent, and in the best interests of the Charity and the local community of Swalcliffe so to do, the trustees RESOLVED THAT:
  - 6.1.1 the Business Case, including the outcome of community consultation, be received and noted;
  - 6.1.2 the Due Diligence Report be received and noted;
  - 6.1.3 the Transfer Agreement by received, noted and approved;
  - 6.1.4 following due and careful consideration and having considered all factors, including the Business Case and Due Diligence Report, it would be prudent and in the best interests of the Charity and to the benefit of the Swalcliffe community to APPROVE the transfer of Swalcliffe Village Hall into the Charity, subject to approval by the related parties namely Swalcliffe Parish Council and Swalcliffe Village Hall Management Committee and obtaining necessary consent from the Charity Commission.
  - 6.1.5 the Chair or Treasurer of the Charity be authorised to sign and date the forms required by the Charity Commission in order to progress and complete the transfer and submit these on behalf of the Charity;
- 6.2 in respect of the above decisions, trustees authorised the Chair or the Treasurer to approve or do or perform all matters, acts and things as any one of them in their discretion shall consider necessary or desirable so as to effect any of the resolutions set out in paragraph 6.1 above and, in particular (but without limitation) to negotiate and agree any amendments to the terms of any document necessary or desirable to effect the transfer of Swalcliffe Village Hall into the Charity, the negotiation and satisfactory agreement of the terms and any other consents from stakeholders (the Transactions);
- 6.3 the Chair and the Treasurer are hereby authorised to negotiate and agree the final terms of any Document and any other related letter, agreement, document, certificate or notice required to be executed in connection with the Documents and/or the transfer of Swalcliffe Village Hall into the Charity or any other transaction with such amendments as such person shall deem necessary or appropriate;
- 6.4 the Chair and the Treasurer are hereby authorised to execute and deliver any of the documents on behalf of the Charity and all letters, agreements, documents,

certificates or notices required to be executed in connection with the documents and/or the transfer or any other transaction.

**7 Conclusion**

There was no further business and the Chair declared the meeting closed.

I certify that this is a true, complete and up to date extract of the minutes of a duly convened and quorate meeting of the Board of Trustees of the Swalcliffe Village Charity and that the resolutions set out above have not been rescinded or varied in any manner.

Signed .....

Chair:

Date: