

What Next? Trustees Meeting

Charity Registration Number: 1196404

1st Meeting of the Board of Trustees for What Next?

Date of Meeting: 22nd November 2021, 7:30pm

Board of Trustees: Mark Bray-Parry, Treasurer (MBP)
Jacqueline Drijver-Ludlam (JDL)
Rieks Drijver (TD)
David Faraday, Chair (DF)
Claire Matthes (CM)
Rob Oulton (RO)

In Attendance: Shirley Faraday (SF), interim Godalming Centre Manager

Minutes

Minuted comments are presented for each agenda item in this font and colour.

ACTIONS ARE IDENTIFIED IN THIS FONT AND COLOUR.

1. Welcome (DF)

DF welcomed everyone to the meeting.

2. Appointment of Godalming Centre Manager (DF)

Notes: Shirley has been operating as the interim centre manager since July.

Proposal: Shirley Faraday is confirmed as the Godalming Centre Manager for a period to be agreed at this meeting.

It was noted that SF has been acting as interim centre manager since July. The proposal (above) to formally appoint Shirley as centre manager was unanimously agreed. Shirley appointment will be reviewed after ~12 months at the GM in January 2023.

3. Bank Account (MBP and DBFF)

a. Selection of Bank

Proposal: we agree our banking provider at the meeting.

MBP presented his review of banking options; we only considered banks with a reasonable ethical rating (Co-op have a lower rating). Triodos, Cumberland, Starling and Unity Bank were all eliminated based on requirements such as minimum turnover or location requirements, etc. Two options remained for consideration: CAF Bank and Metrobank. MBP shared his assessment of the services offered by these banks; RO shared some experience of working with CAF. The trustees discussed the benefits and disadvantages of each option, this discussion considered: services offered, costs, ease of opening / operating each account. The trustees agreed that, on balance, we should apply to Metrobank for our banking services. It was noted that we could review our banking provision in the future.

The trustee unanimously agreed to apply to Metrobank for our banking provision.

b. Signatories / Bank Cards

Notes: how many and who?

Proposal: we agree banking signatories and bank cards at the meeting.

Action: complete administration to open bank account – who, when?

The trustees agreed that two signatories would be required for the bank account. It was deemed prudent to have at least three trustees as signatories: DF, MBP and TD agreed to be signatories for the account.

ACTION: DF, MBP AND TD TO MAKE ARRANGEMENTS TO SET-UP THE BANK ACCOUNT.

c. Initial Funding - donations

Notes: confirm donations from Live Your Values Ltd. and Rob Oulton.

Proposal: we confirm initial donations at the meeting.

Action: arrangements are made for the transfer of funds – who, when?

DF confirmed that Live Your Values, a not-for-profit company of which he and SF are Directors, will donate £500 to What Next for start-up funds. RO confirmed that he will make a personal donation to What Next for start-up funds; sum to be confirmed. Details of transfer to be confirmed once a bank account has been opened.

ACTION: DF AND RO TO ARRANGE FOR TRANSFER OF FUNDS WHEN THE BANK ACCOUNT IS OPENED.

4. Insurance (DF)

Notes: enquiries have been and a quote sought from Naturesave.

Proposal: we agree our insurance provider at the meeting.

Action: complete administration to secure insurance – who, when?

DF informed the trustees that the only ethical option was Naturesave. DF further informed the trustees that he had asked for a quotation. This was still outstanding, but the minimum premium would be £215 which includes public liability, employee liability (required for volunteers), but not professional indemnity. DF highlighted that the budget allocation for insurance was £600. The trustees agreed that DF should accept the quotation from Naturesave if the quote was between £215 and £600.

ACTION: DF TO PURSUE INSURANCE AS OUTLINED ABOVE.

5. PPL/PRS Licence (SF)

Notes: enquiries have been concerning requirements for a music licence.

SF reported that she had contacted PPL/PRS to discuss if we needed a Music Licence. SF explained our needs to PPL/PRS including provision for a regular choir and occasional music events as fund raises. SF informed the trustees that she had been assured by PPL/PRS that we do not need a licence for the activities planned.

6. Equipment Loaned and Donations made (other than initial funding) to What Next?

Notes: a document is attached detailing the equipment loaned to What Next? (including terms and conditions) and any donations made.

Proposal: that these loans and donations, along with terms and conditions, are recorded in the minutes.

DF drew the trustees attention to the loaned and donated equipment list (tabled with the agenda) of items provided by DF, Live Your Values Ltd. and Evolve Leadteam Ltd. TD raised a concern about the valuations of the items and potential liability to or issues for What Next based on these valuations. It was agreed that a sensible depreciation rate should be included for these items in the accounts. DF recognised and accepted that as and when equipment was returned that it would not necessarily be in the same state of usability as when loaned.

ACTION: DF TO UPDATE RECORD.

7. Local Authority Rates Relief & Utility Bills (SF)

Notes (rates): rateable value of property £14,750, the multiplier is 51.2p, so the amount payable is £7,552. We get mandatory 80% relief on this amount, so the amount we would pay for 2021 is £1,510 (this applies from April to March). We are classified as having occupancy from July so our bill for 2021 is only 75% of this amount which is £1,133.83. We have a schedule of payments starting on 1st December 2021.

Notes (utility costs): we have agreed with Elm Finance to make a contribution to the utility costs of £80/month starting from November 2021. Utility costs include heating and lighting of the centre, water and access to broadband internet.

The trustees were appraised of the situation concerning rates as detailed in the notes above. SF informed the trustees that she was consulting Waverley Borough Council (WBC) as to why we did not receive the additional 20% relief. SF offered to donate funds to cover the 20% rates cost from July to October; this offer was rejected by TD on behalf of the trustees.

ACTION: SF TO FOLLOW-UP WITH WBC RE: 20% OPTIONAL RELIEF.

The trustees were appraised of the situation concerning utility bills as detailed in the notes above. JDL enquired whether this agreement was written down or verbal. SF inform the trustees that the agreement was verbal, but documented in our rates relief application. RO raised a concern about utility price increases, SF confirmed that the current agreement should run until September 2022. But, it was possible that our landlord might request an increase over this period.

8. Meetings (DF)

a. Annual General Meetings (AGM)

Notes: we have to hold our first AGM within 18 months of registration and subsequent AGMs at no longer than 15 month intervals. Our annual report and accounts must be presented to the AGM. At the first AGM all current trustees must retire, all can stand for reappointment.

Proposal: to make most effective use of our current group of trustees and to tie our financial year to the tax year it is proposed to prepare our first annual report and accounts by 31st March 2023 and hold our first AGM in April 2023.

The trustees were appraised of the situation concerning AGMs as detailed in the notes above and as derived from the constitution. The trustees unanimously agreed to the above proposal.

b. Other General Meetings (GM)

Notes: *there are no requirements placed on the frequency of general meetings. GMs concern the broader direction and activities of the charity as opposed to the day-to-day activities; it is anticipated that the latter will be undertaken by specific operational groups which will meet as is required to their need.*

Proposal: *general meetings to be held on a quarterly basis as follows – July, October and January. Dates of each meeting to be proposed and agreed at the previous meeting. Proposed date for the first GM is Monday 17th January 2022. To be discussed under item 14.*

The trustees were appraised of the situation concerning GMs as detailed in the notes above and as derived from the constitution. The trustees unanimously agreed to the above proposal.

c. Trustees Meetings (in addition to GM and AGM)

Notes: *similarly, there are no requirements placed on the frequency or need for trustees to meet beyond the GM and AGM requirements.*

Proposal: *trustees agree to meet on an as-need basis outside the scheduled of GMs / AGMs.*

The trustees were appraised of the situation concerning trustees meetings as detailed in the notes above and as derived from the constitution. The trustees unanimously agreed to the above proposal.

9. Operational Groups (DF)

a. Types of Group

Notes: *It is anticipated that much of the day-to-day activity of the charity will be delegated to smaller operational groups with specific remits and defined decision-making capability; they will organise their own meetings as is necessary to their activities. Depending on the operational group's activity, there may be a need for written terms of reference and a trustee may need to be allocated to a group (if deemed necessary) to provide oversight. As a start point, we will need operational groups to manage our centres (Facility Management Groups) and to manage specific projects (Project Management Groups); these groups will need written terms of reference as they will have their own (maybe significant) budgets and decision-making capability. In addition, operational groups may be needed created for one-off events, regular activities, small projects, etc. These can be more informal in nature and created / disbanded as need be. They may report directly to the trustees or to another operational group, e.g.: a Centre Management Group.*

Proposal: *we define the following types of operational group – i) Facility Management Groups; ii) Project Management Groups; and, iii) Event / Activity Groups.*

Action: *write terms of reference for facilities and project management groups.*

The trustees were briefed by DF on a possible structure for operational groups as detailed in the notes. TD raised the need to consider these structures in a more strategic way, based on a better idea of what the charity might be doing through a year. TD also highlighted the need for a Media and Communications Group. It was agreed to defer more detailed discussion to the GM, although the trustees agreed to form a facilities group for managing the Godalming Centre (item 9b) and DF agreed to draft a proposal for term of reference for these groups.

ACTION: DF TO DRAFT TERMS OF REFERENCE FOR FACILITIES MANAGEMENT GROUPS FOR DISCUSSION AT THE GM.
ACTION: TD TO PREPARE A PROPOSAL FOR A MEDIA AND COMMUNICATIONS GROUP FOR THE GM.

b. Specific Group/s

Proposal: that an operational group is established to manage the Godalming Centre made up on the individuals agreed in this meeting.

The trustees agreed to form a Facility Management Group for the Godalming Centre. The trustees agreed that SF will lead this group. DF, TD and JDL would also be members of this group; RO also volunteered to be a back-up for this groups activities.

10. Using our Centre/s

a. Balancing Purposeful vs Non-purposeful Activity

Notes: we have to set a reasonable ratio for the amount of time the our centres are used for purposeful (i.e. directly related to our objects) activity vs non-purposeful activity. Clearly, we can secure income from the non-purposeful activity, but only through 'reasonable' use of the centre for non-purposeful activity and up to a maximum income from trading of £8,000¹ if we want to keep our accounting simple.

Proposal: that we aim for a ratio of 75% purposeful activity to 25% non-purposeful activity based on our actual occupancy. The 25% would be a maximum and, because for short-term variations, this would be calculated on a quarterly basis.

The trustees were appraised of the circumstances concerning balancing purposeful vs non-purposeful activity as detailed in the notes above. There were some points of clarification concerning the basis for this ratio and any requirements for auditing, and associated records, that might be necessary. In discussion it was highlighted that any form of checking was unlikely, but as trustees we had a responsibility to set a reasonable balance. Consequently, the trustees unanimously agreed to the above proposal.

b. Centre Occupancy

Note: we also have to demonstrate that we are using our centre/s effectively to justify the mandatory rates relief. This is quite important as there have been incidents of abusing this system. There is little guidance on this.

Proposal (for the Godalming Centre): based on a normal working week (9-5, 5 days, so 40 hrs/wk), it is suggested we aim for a target of 75% occupancy of the centre (30 hrs/wk). We have permanent installations in this centre (i.e. the Our Other Mother exhibit, the indoor food garden, etc.) and we also use the venue to store equipment for pop-up / on-street events and activities. It would seem reasonable to attribute some of our occupancy to these elements, it is suggested we make this 20% of our target (or 6 hours). This means we would need 24 hours of in-centre 'activity' each week with people present. From above, 25% of this (i.e. 6 hours) can be non-purposeful, resulting in a minimum of 18 hours of volunteer activity each week .

Notes: Based on the above, in October we achieved 67% of this occupancy target with 24% of this being non-purposeful; in November, we achieved 75% of this occupancy target with 18% being non-purposeful; and, based on current plans for December, we will achieve 75% of this occupancy target with 40% being non-purposeful (this assumes we are closed w/c

¹ If our turnover remains under £32,000, we can have a small trading turnover of no more than £8,000. If we exceed £32,000, but remain below £320,000 our small trading cap is 25% of our total turnover. Also, if our annual turnover stays below £25,000 there are no auditing requirements.

20th and w/c 27th December. For the quarter, we will achieve 72% of our target occupancy (56% overall occupancy) with 26% being non-purposeful.

The trustees were appraised of the circumstances concerning centre occupancy as detailed in the notes above. It was noted that 24 hours per week of purposeful activity was a challenging target. It was further noted that administrative and support activity carried out in the venue does count towards this total. The trustees unanimously agreed to the above proposal.

c. Existing Clients

Notes: prior to our 'formal' occupancy there were two regular clients using the venue space – i) Atomusicality, a choir, weekly 1.5 hrs/wk at £20/session; ii) The Godalming Speakers, public speaking groups, fortnightly, 2 hrs/session at £20/hr (£40/session). This would account for 2.5 hrs/wk of the non-purposeful time we could allocate with an income of £40/wk.

Proposal: we continue with these bookings (NB: these bookings are included in the figures stated in the Notes for 5b).

Action: confirm with existing clients.

The trustees were appraised of the circumstances concerning existing clients as detailed in the notes above. The trustees unanimously agreed to the above proposal.

ACTION: SF TO MANAGE ON-GOING RELATIONSHIPS WITH EXISTING CLIENTS.

d. New Clients

Notes: we have a provisional booking from DomDom Drum School for the 7th, 8th and (maybe) 9th December to run a drumming showcase, one-off, 3 hrs/session, £15/hr. We also have a provisional booking from Cinzia Fontana of Amo Food Design to use the venue for a wedding vegan pasta tasting for 24th November (7:00pm) or 4th December (12:00pm), 2 hrs/session at £15/hr; Cinzia has her own hygiene certificate and her own public liability insurance.

Proposal: we honour these provisional bookings (NB: these bookings are included in the figures stated in the Notes for 5b).

Action: confirm with new clients.

The trustees were appraised of the circumstances concerning existing clients as detailed in the notes above. There was some discussion about managing bookings and maintaining a calendar. DF reported that all public What Next activities and events were published on the website. Private bookings and non-purposeful events were not and probably should not appear publicly under What Next. The trustees unanimously agreed to the above proposal.

ACTION: SF TO MANAGE ON-GOING RELATIONSHIPS WITH NEW CLIENTS.

11. Levels of Engagement with What Next (including Membership)

Notes: details of the levels of engagement with the charity are suggested in the attached document. Levels of engagement are: supporters, volunteers, members and trustees. Details relating to trustees and members rights and responsibilities are given in our constitution.

Proposal: we adopt the proposal on levels of engagement, subject to the corrections agreed at this meeting.

Actions: make all engagement systems live; creation a management system for membership.

Notes: information concerning of distribution lists and management of data are suggested in the attached document.

Proposal: we adopt the proposal on email distribution lists, subject to the corrections agreed at this meeting.

Action: creation, management and use of email distribution lists.

DF introduced the paper (attached) on membership. DF highlighted that there were no requirements for memberships specified in the constitution. However, requirements could be specified and that a membership fee could be charged. DF highlighted that there was a balance to be struck between getting people involved as members, but also ensuring that they would actually be involved.

DF also introduced the idea of invited members, individuals with links to the charity, experts, maybe notable individuals who could be simply offered membership. DF also highlighted that certain individuals, by virtue of their role, should become members. DF highlighted other levels of engagement: volunteers and supporters.

There was some discussion about the collection of demographics on membership forms. CM highlighted that some funding bodies ask for the demographics of the groups applying. No decision was made, this will be picked up at the GM. The form as tabled will be used until then.

There was detailed discussion amongst the trustees of the need for a membership and the membership process. It was highlighted that we are a CIO with members. The possibility of requiring a fee, alternatives to a fee and the fee level were all discussed. The trustees agreed that a small fee should apply. The **trustees agreed** to set the fee as follows: a suggested fee for £10 for membership, a minimum fee of £1, but an option to pay more as well.

ACTION: DF TO MAKE THE MEMBERSHIP FORM LIVE ONCE BANKING PROVISION HAS BEEN SECURED.

DF proposed that individuals in the founding group who did not become trustees should be invited to become members along with a representative from the Farnham group. The trustees agreed to invite the following to become members: Suzanne Everest, Richard Ashworth, Tim Moxon, Juliet Woolf and Angela Shaw.

ACTION: DF TO INVITE THESE INDIVIDUALS TO BECOME MEMBERS OF WHAT NEXT.

DF proposed that discussions about the email lists be deferred until the next GM when TD can report back on thoughts for the media and communications group (see 9a, above). DF to continue to manage existing lists in the interim.

12. Discussion Items: the principles relating to:

- a. E-mails for Trustees
- b. Other What Next Centres

Proposal: we encourage the formation of groups to found centres in Farnham, Haslemere and / or Cranleigh.

- c. Communications Policy & System
- d. Partnering / Umbrellaing (nice word!) Policy

- e. Collaborations Policy
- f. Health & Safety Policy
- g. Hiring of Centre Policy
- h. Payment of Services Policy

Notes: these items will be discussed if there is time. There are few / no specific proposals for these items. Some clear proposals might be tabled and adopted at the meeting. More likely, individuals will be actioned to prepare proposals.

These items were deferred until the GM.

13. Any Other Business

Notes: AOB items should be brought to the attention of the chair in advance of the meeting. Typically, no items should be tabled in AOB at the meeting without prior notice.

DF highlighted that under clause 10 of the constitution there were two errors: there is a reference to sub-clause 4; sub-clause 4 is now sub-clause 3 as the original sub-clause 3 was removed; this should be corrected. There is also a direct reference to the removed sub-clause 3 at the end of the paragraph in sub-clause 1; this should be removed. The trustees agreed to amend clause 10 accordingly.

ACTION: DF TO AMEND THE CONSTITUTION.

14. Date for First General Meeting 17th January 2022

What Next? Trustees Meeting

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1st Meeting of the Board of Trustees for What Next?

Date of Meeting: 22nd November 2021, 7:30pm

Board of Trustees: Mark Bray-Parry, **Treasurer** (MBP) Jacqueline Drijver-Ludlam (JDL)
Theodoricus Drijver (TD) David Faraday, **Chair** (DF)
Claire Matthes (CM) Rob Oulton (RO)

In Attendance: Shirley Faraday (SF), interim Godalming Centre Manager

Minutes (extracts pertaining to Banking Provision)

3. Bank Account (MBP and DBFF)

a. Selection of Bank

Proposal: we agree our banking provider at the meeting.

MBP presented his review of banking options; we only considered banks with a reasonable ethical rating (Co-op have a lower rating). Triodos, Cumberland, Starling and Unity Bank were all eliminated based on requirements such as minimum turnover or location requirements, etc. Two options remained for consideration: CAF Bank and Metrobank. MBP shared his assessment of the services offered by these banks; RO shared some experience of working with CAF. The trustees discussed the benefits and disadvantages of each option, this discussion considered: services offered, costs, ease of opening / operating each account. The trustees agreed that, on balance, we should apply to Metrobank for our banking services.

The Trustees agreed to open a bank account with Metro Bank.

b. Signatories / Bank Cards

The Trustees agreed that the signing rule for the account is to be Two to Sign for all amounts.

The Trustees agreed that the following members of the trustee board are authorised to operate the bank account and the account signing rule: David Faraday (Chair of Trustees), Mark Bray-Parry (Treasurer), Theodoricus Drijver (Trustee).

ACTION: DF, MBP AND TD TO MAKE ARRANGEMENTS TO OPEN A BANK ACCOUNT WITH METROBANK.

This an official extract from the minutes of a meeting of the Board of Trustees of What Next held on Monday 22nd November:

Signed:

Dr. David Faraday, Chair

Theodoricus Drijver, Trustee