



Minutes of the Emergency Trustees Meeting held on 20th July 2016 (Revised)

Chairman: Nick Viney
Treasurer: John Hynan
Secretary: Tim Arnold
Trustees: Jerry Burden, Jenny Hynan, Mark Hill, Hugh Cochrane, Jack Ross.

Also Present: James Sinclair-Taylor.

Apologies: Adrian Wood, Charles O'Reilly.

1. Purpose of the Meeting

Nick Viney outlined the reasons for calling an early meeting. It had recently come to the notice of the new Treasurer that some elements of hall maintenance had been undertaken in the past by one of the Trustees, and although significant works had been put first to tender, the Management Committee had not been fully aware of the requirement for permission to be sought from the Charity Commission before employing a Trustee.

Further, several members of the Management Committee had not fully realised that they were actually appointed as Trustees, and had not been properly co-opted onto the Committee as such when joining.

The Treasurer also made clear that the existing Scheme for the Charity is set up exclusively for the provision and maintenance of the Village Hall; funds raised cannot be used to support any other local cause or need.

It was agreed before the meeting that professional advice should be sought, and the meeting moved immediately to welcome James Sinclair-Taylor of Russell Cooke Solicitors who, with considerable experience in charity law, was able to offer impartial advice to the Trustees.

2. Summary of Advice & Discussion

James Sinclair-Taylor is a charity lawyer with experience dealing with Charity Commission, and is the Vice Chair of Swanage and Purbeck Development Trust.

Item 3 of the Scheme (attached) states that 'The object of the Charity shall be the provision and maintenance of the village hall for the use of the inhabitants of the Village of Worth Matravers'. It was agreed that this currently prevents the Trustees from raising funds to offer wider support to the village, highlighted by two significant requests made at the AGM, neither of which could be supported.

James explained that we are a 'Trust', and we have a scheme which reflects charity law as it was in 1998. Trustees couldn't be paid for work done, without first seeking permission from the Charity Commission (CC).

However, in 2006, charity laws changed allowing payment to trustees for doing minor works - but as the wording of the Scheme rules out such action, you can't take advantage of the changes in the law unless the Scheme itself is changed. Ours has not been.

There is a clause in the Scheme, Item 30, which permits amendment to the Scheme, and although the 'power of remuneration to Trustees' (30(4)(a) could be amended with the written permission of the CC, the 'Objects' of the Charity (Item 3, above) cannot (30)(2)(b).

It would be possible to apply for a broader scope in the purpose or objects of the Charity, allowing greater flexibility and to ease the process by which Trustees can be employed. James suggested it likely that the CC would agree to changes, but we would not get the protection of limited liability. His advice is to consider applying for the Village Hall to be managed as a Charitable Incorporated Organisation (CIO) - a new form of legal entity designed for non-profit organisations in the UK. The main benefits would be that the VH would have the ability to conduct business in its own name, and have Limited Liability so that its Trustees will not have to contribute in the event of financial loss.

This will give the Trustees the opportunity to sort out any immediate problems, modernise, and create a new, up-to-date structure which will allow flexibility both in terms of employment of Trustees, and better provision for wider support to the village and its residents.

3. Questions / Answers

a. When changing to a CIO, what happens to existing funds and assets?

Restricted funds remain restricted. Funds gathered or invested under the 'old rules' could only be spent according to the rules in the old Scheme. Only 'new' money raised would be available to spend in accordance with the Mission and Objects of the new CIO.

b. We have already told the CC that we have paid a Trustee, as we ticked the relevant box on the last return. Should we write to them to confirm this, apologise, and ask for retrospective permission?

No. It is extremely unlikely that the CC would take issue with this, and such a process could take many months. If we 'draw a line in the sand' and move forwards to improve the management of the VH charity, this would be seen as a positive move, a sign that the Trustees have recognised the need to take action.

c. Is it public knowledge?

In theory yes, as Minutes of all meetings are freely available. Best advice is to simply apologise in the unlikely event that anyone in the village complains about any misuse of past funds, but as the work done on the roof (for example) was properly put out to tender, and everything else has been done in good faith, often without labour costs being charged, there are no real grounds for concern.

4. Summary

If we decide to change and become a CIO, we go to a firm and they process it for us. Legal advice on any previous issue would not be required.

The constitutional and legal complexities are the skeleton on which operating safely is based. We simply need to make a decision and get on with it, leaving the small print to our appointed professional representative.

The only possible hurdle is if the VH property is an Endowment, which would mean we would need to have a separate Trust for the property - but that trust would have the CIO as sole trustee, and would be flushed out during the application process.

We need to set up a broad mission and broad objects, leaving scope for flexibility in the future.

The next stage towards making the change is to draft a list of Objects. These will be turned into 'legal jargon' by the firm hired to undertake the administration. Don't 'draft in committee', just draw broad lines and leave the legal words to experts.

5. **Conclusion**

By unanimous vote, all agreed to undertake as soon as possible:

- a. To take immediate and prompt steps towards becoming a CIO.
- b. To employ a Solicitor to undertake the change, absolutely NOT to do it ourselves.
- c. To compare rates from Russell Cooke with other solicitors (Nick).
- d. To select and appoint an appropriate Solicitor (John).
- e. To collate and forward suggested Objects to be incorporated (Tim).

James was thanked for his time and valuable advice, and the meeting continued.

6. **Minutes of the last meeting** held after the AGM on 31 Mar 16.

Hugh Cochrane questioned whether the Minutes were correct in recording Debbie Handy as the main point of contact for PASH. Tim Arnold confirmed that as Bookings Sec it was always Debbie, and occasionally Robin Claridge, that arranged the PASH hiring. It may however be that Di Quinn still runs the finances, and it may be that the new Treasurer receives monies from her. Time will tell, but from a Bookings perspective, Debbie is the POC.

Nick clarified that efforts towards installation of a defibrillator had slowed. Taking stock of the current situation, it was understood that:

The call-box may be removed from the green.

The PC will not fund 240v power to the green.

Several Trustees feel that the village green is not the centre of the village.

The PC will fund a box to put the defib in, but not the defib itself.

The PC will not fund anything until we are able to match the quote agreed for HX by David Hollister.

Tim Arnold agreed to contact David Hollister to seek a similar quote.

Jerry Burden and others consider the VH the best place for the defib.

Hugh Cochrane raised concern over the figures for VH hirings over the reported period, bearing in mind expectation of more income from a DCC hire, as well as two polling days. Tim Arnold and John Hynan agreed to go over the hirings and invoices and confirm details.

Hugh also questioned the 'maintenance' figure, which seemed high - this was because of the repair of the fire alarm system.

Fête

Jack Ross raised the issue of his dislike of 'ultimatum politics', quoting a moment during the post-fête washup meeting (which he felt had not been recorded) wherein Tim Arnold had said he would not be willing to organise the fête on behalf of the Village Hall again if money raised continued to be put exclusively into VH funds, from which they could only be spent on the hall.

Tim expressed concern over Jack's view, but reiterated his aim to make the fête more inclusive, to involve a wider element of the community, and to exercise greater freedom over the purpose of fête fundraising, in keeping with the views of all those involved in running the event and of those providing their time and their produce.

Mark Hill described the workload involved in preparing the Plants & Gardening Stall, and relayed Mandy Shanks' message of concern over where funds are used. Hugh reminded us that the AGM provides the occasion when accounts are explained, and villagers can ask questions about expenditure then.

Jack again raised his wish that BBQ on the Green should continue, and that many people had spoken to him with the same wish. Tim said that he had also wanted it to continue, but needed someone to step forward to organise it. Tim has not had a single request from anyone wanting to see BBQ on the Green re-instated (other than Jack), and nobody has come forward to offer to organise it.

Jenny Hynan explained how it had always been the same few people working through the BBQ - making and serving salads, making desserts, laying and clearing up and that it was time others had a share of the workload.

Hugh regretted the absence of 'Events Committee Meeting Minutes', and could not believe that no committee members were willing to organise BBQ on the Green. Tim reminded us that there are now less meetings, more communication amongst willing helpers, and more opportunities for more to be involved.

Hugh shared his regret over the apparent dissolution of the VH Events Committee. Tim explained again that nobody had wanted to join the committee, and he felt that 'joining a Committee' might have put people off. Tim explained that he now had more than 30 willing event helpers, and that many people had been much more involved in organising events than when it was the smaller Events Committee doing all the work. Jack felt there were less events now under the new system.

Jenny and Nick gave the example of the French Evening, organised mainly by Claude and Trudie Bonfanti, and the Burns Night, with contributions from many outside the formal committee, as well as the David Whitehouse evening full house, and the Farm Walk & Talk - with BBQ.

All agreed that the move to becoming a CIO will solve many of the above perceptions, and that - regardless of any changes - the fête can always raise funds for any cause, provided the beneficiary is advertised before the event. Tim will be raising the topic with all helpers for 2017, and a decision will be made within the working group, weighted to some extent in accordance with individuals' contributions.

AOB

Mark Hill raised a few valid concerns over wider village matters, which were beyond the scope of this meeting. It was agreed these were best raised with the PC.

Nick Viney
Chairman
26 Jul 16

Attached

Scheme for the Regulation of the Charity known as Worth Matravers Village Hall
dated 30 Jun 1998