MINUTES OF FIRST SINODUN PLAYERS AGM held 1st OCTOBER 2025

All reports for this meeting remain available to read on Sinodun Players website in the AGM folder

1. Confirmation that the meeting was quorate

To be quorate we required 10% of the membership or 10 full members (whichever is greater) to be present

In this instance, membership means the number of voting members

We have 190 voting members

There were 42 voting members present

The meeting was quorate

2. Apologies for absence

Rebecca Cleverley, Barbara Kershaw, Cath Lidbetter, Tracy Noble, Len Pannett, Amanda Potter, David and Jean Simmonds, Kate Spence, Rose Sutton, Jennifer Thompson, John Warburton, Barbara Woods

3. Minutes of final AGM for the Sinodun Players Amateur Dramatic Society (SPADS) held on 2nd October 2024.

It was explained that the Minutes of the final AGM for SPADS could not be approved at this AGM by the members of the CIO. For this reason the draft minutes of the final AGM for SPADS were uploaded to the website for comment from the SPADS membership (as per Caroline Malnick's item in the CX Times). They were held on the website for two months and no comments were received. The Minutes were therefore approved as a true record of the AGM by the Trustees of SPADS on 17th December 2024.

4. Report from the Chair of Trustees for the year ending 31st May 2025

The Chair of Trustees report was not read out because a copy is available to read on the website.

There were no questions about the report.

Proposed to be accepted: Julie Utley

Seconded: Julie Grimshaw

Show of hands in favour: 42

Show of hands against: 0

Those abstaining: 0

The motion was carried unanimously

Martin Parr addressed the Data Breach which we had become aware of last week. He explained:

- Last Thursday we received notification from a non-member who was looking up the organisation, that they had been able to access a legacy membership list (with names, addresses and phone numbers on it) via a Google trawl
- We took immediate steps to cut access to the relevant pages containing personal information which should have been password access only and therefore not crawlable by search engines
- We ran through the ICO self-assessment tool to see if we needed to report the breach and concluded that we did – it is a legal requirement to make a report within 72 hours in certain circumstances
- We completed the ICO Report within the required 72 hours. It documents the nature of the personal data breach, a description of the likely consequences of the breach, a description of the measures taken and proposed to be taken to deal with the breach and to mitigate against any possible adverse effects
- We have informed the members through a message via Mailchimp
- We thanked the person who had notified us and confirmed that we have reported the breach to the ICO
- We are now reviewing our processes and infrastructure as a result of the incident. This will include arranging proper ICO recognition of Sinodun Players as previously we had come under the Corn Exchange registration, but this is no longer appropriate
- We are prompting search engines to recrawl the site as a priority
- this data breach related to the legacy membership page and the new membership database managed through Member Mojo has not been exposed
- the breach was not the result of malicious action it was an error in how some of our legacy pages could be accessed
- Chris Wales has done an amazing job handling the technical procedures to deal with the breach

There was one question from the members about how long the breach had been in existence. Martin explained that we do not know but, based on the facts and the way search companies crawl sites, we assume the page was publicly

available for at least a month. Martin commented that he thought we had been a victim of increasingly sophisticated AI searches

One member thanked those who had dealt so promptly with the breach once it was known. Martin Parr was thanked by the other Trustees for all his hard work, and Martin also thanked all those who had assisted him including Chris Wales, Sarah Enicknap, Dorothy Hirsch, Tracy Noble, Julie Grimshaw

Note: following the AGM the Trustees have received the ICO Decision about the Breach. The ICO has considered the information provided and decided to close the case. The ICO has provided advice and recommendations which we are expected, and intend, to implement.

5. Presentation and report from Encore

Jasmine and Isaac were welcomed to the stage.

They explained that the various Encore groups (Footlights, Spotlights & Twilights) have had the chance this year to explore a variety of performing arts topics. These included: stage techniques, stage etiquette, vocalisation, character & physical performance, storytelling (both verbal & non-verbal), solo performance & monologues, clowning & physical comedy and improvisation, as well as learning about backstage roles. In addition there have been 3 successful workshops which included new people on the waiting list to join Encore.

Martin Parr thanked Jasmine and Isaac for their presentation. He also thanked Diana for all her hard work to make Encore the successful Drama Group that it is.

6. Report about becoming a CIO and a brief explanation of the Final Accounts for Sinodun Players Amateur Dramatic Society *(a copy of which are on the Website)*

Minaz Beddall reminded members that:

- The AGM in 2024 was for SPADS, an unincorporated charity
- An unincorporated charity is more usually used by small clubs and societies with a fixed purpose/scope
- SPADS & Corn Exchange has over 400 members and volunteers, and the dual objectives of advancement of the education and appreciation of the arts for the public benefit and being fully responsible for one of the most cherished heritage buildings in Wallingford
- Being an unincorporated charity was becoming increasingly inappropriate for the thriving community-based organisation that SPADS and Corn Exchange has become
- It was therefore decided to become a CIO and this was our first AGM as Sinodun Players

Minaz continued:

- We thank all those who have supported the process of becoming a CIO. Martina Platts, who had volunteered as the Project Manager to the CIO Steering Group, was introduced and specifically thanked
- We thank all those who put their faith in those of us leading the process of change
- The process is complete and registered with the Charity Commission

Minaz said that in some ways the benefits of becoming a CIO may not become apparent for a few years. However, the immediate benefits include:

- Credibility – we now have a structure that can accommodate future ambitions for the organisation. Also, CIO status gives us the legal framework that public bodies or funders trust and recognise - as a live example - SODC has been an advocate for the change and has played their part in supporting the legal part of transition
- Succession planning - we hope that the commitment to good governance illustrated by becoming a CIO, and the removal of the spectre of personal liability that previously hung over trustee roles, will help us encourage more people into those roles and establish a renewed energy for the advancement of our objects
- VAT Group - because of our new structure, Sinodun Players is now registered for VAT and has formed a VAT group with Corn Exchange Wallingford Ltd. While the charity has retained its cultural exemption which means it is still not required to charge VAT on ticket sales (or reclaim VAT on related expenses), we can now make properly justifiable transfers to the Corn Exchange (such as rent) without them being subject to a VAT charge

John Wright asked if the Accounts are on the website and where they are. He said that he had been unable to find them. It was confirmed that they were not put on the website immediately after the notice of the AGM went out because they were still at the Accountants, but they have subsequently gone on the website in the AGM folder and were posted in advance of the meeting.

7. Corn Exchange Wallingford Ltd Annual Report for the year ending 31st May 2025

The Corn Exchange Wallingford Ltd Annual Report was not read out because a copy is available to read on the website

Proposed to formally thank the Chair, all directors of the Corn Exchange Board and all the Corn Exchange Volunteers for their tireless work: Martin Parr

Seconded: Anna Garland

Show of hands in favour: 42

Show of hands against: 0

Those abstaining: 0

The motion was carried unanimously

8. Note of Annual Meeting of shareholders

The note of the Annual Meeting of shareholders was not read out because a copy is available to read on the website. However, Martin confirmed that the deferred dividend payments of £6,240 each for 2023/ 24 and for 2022/23 have been paid to SP this year, along with the dividend payment for 2024/25. The total payment made was £18,720

9. To approve and accept the Rules for Sinodun Players (September 2025 version)

The September 2025 version of the Rules for Sinodun Players (SP) was not read out because a copy is available to read on the website.

Martin explained the background to the changes that have been made.

He confirmed that the SP Rules were changed and approved by the SPADS membership at the final AGM. The SPADS membership resolved that the SPADS Rules should be transferred to the new CIO and named the SP Rules. A small working group from the Board of Trustees and SPC (Mike Baker, Sarah Enticknap and Will Lidbetter) has since checked the SP Rules for consistency and made any appropriate changes. There has been no substantial change to SP Rules, although the former clause 9.3 has been removed entirely since the content is covered by the charity's 'Financial Controls Policy' which, in the interests of good governance, was agreed by the Trustee Board and SPC in March 2025.

A resolution to approve and accept the September 2025 version of the SP Rules was proposed by Caroline Malnick

Seconded: Sarah Enticknap

Show of hands in favour: 42

Show of hands against: 0

Those abstaining: 0

The motion was carried unanimously

Martin Parr proposed to formally thank Mike Baker, Sarah Enticknap and Will Lidbetter for all their hard work to produce the September 2025 version of the SP Rules

Seconded: Anna Garland

Show of hands in favour: 42

Show of hands against: 0

Those abstaining: 0

The motion was carried unanimously

10. Reports from Sinodun Players Committee (SPC)

a. Chair's Report, including artistic report of last year's productions

This report was not read out because a copy is available to read on the website – there were no questions about the report

Caroline Malnick presented a number of ODN Awards and NODA District and Regional Awards. Recipients included: Avril Rangoni-Machiavelli, Fiona Hutingford-Ledger, Aaron Caulfield, Nick Morley and Emma Trotman.

b. Treasurer's Report

This report was not read out because a copy is available to read on the website – there were no questions about the report

c. Artistic Team Report of 2025-2026 productions

Sarah Enticknap presented the artistic programme for the coming year on behalf of the Artistic Programme Team (Sarah, Len Pannett and Sue Forward)

The programme will consist of:

- Panto – January 16–31 (get-in January 1)
  Hansel and Gretel by Marilyn Johnstone – Director Caroline Malnick
- Early spring – March 17–21 (get-in March 8)
  The Unfriend by Steven Moffat – Director Ric Harley
- Late spring – May 19–23 (get-in May 10)
  Murder, Margaret and Me by Philip Meeks – Director Simon Tavener
- Encore show: 26-27th June
- Summer – July 14 –18 (get-in July 5)
  Underdog: The Other Other Bronte by Sarah Gordon – Director Dorothy Hirsch

- Early autumn – September 22–26 (get-in September 13)
  The Sewing Group by E. V. Crowe – Director Sue Forward
- Late autumn – October 27–31 (get-in October 18)
  Immaculate by Oliver Lansley – Director Julie Utley

It was noted that all productions will be in the auditorium. There was a discussion about ensuring that the John Warburton Room continues to be used – particularly after all the work that has gone into improving and upgrading it as a performance space. It was suggested that the Artistic Committee should encourage Directors to consider submitting shows specifically intended for the space. It will be used by Encore.

The artistic team thanked all those who had made a submission for the 2025/26 programme. Anyone who had been disappointed this time around was encouraged to please submit a show next year.

The directors of the 2025/26 productions introduced their shows to the members.

11. To conduct the annual elections for such posts as are vacant within Sinodun Players

Posts in the Society for which holders remain in post for a further period:

President: John Warburton

Trustees: Minaz Beddall, Anna Garland, Nick Morley, Emma Trotman

Sinodun Players Committee (SPC): Sarah Enticknap, Len Pannett, Sam Rhodes (currently *Mike Baker attends SPC as the Trustee Rep)*

Posts in the Society which are vacant:

Regarding the Board of Trustees: There are 8 potential positions.

Mike Baker was co-opted to the Trustee Board of SP on 19th November 2024. He is standing for election as a Trustee.

Martina Platts is standing for election as a Trustee.

The SP Constitution requires one third of the Trustee Board to stand down each year on a rolling basis. Will Lidbetter and Martin Parr, as the longest serving Trustees across SPADS and SP, are standing down. They are both standing for re-election.

As fewer nominations were received than there are potential posts all nominees were elected as Trustees unopposed

Nominee:	Proposer:	Seconder:
Mike Baker	Jean Simmonds	Clare Dewell
Will Lidbetter	Rebecca Cleverley	Jerry Bucklow
Martin Parr	Gloria Wright	Sam Rhodes
Martina Platts	Mike Baker	Len Pannett

Regarding SP Chair: The position of Chair of SP is voted in by the membership

The position of SP Chair was vacant because the current Chair, Caroline Malnick, was standing down. She was willing to stand for re-election in the absence of any other candidate

Caroline was the only person who had put themselves forward for the position of Chair of SP

Her Proposer: Julie Utley

Her Seconder: Gloria Wright

Show of hand in favour of electing Caroline as Chair of SP: 42

Show of hands against electing Caroline as Chair of SP: 0

Those abstaining: 0

The motion was carried unanimously

Regarding the Sinodun Players Committee:

Since Caroline was elected SP Chair she attends the SPC in that capacity and did not therefore need to stand for election to the SPC.

There were 6 vacancies. 5 people were standing down of whom 3 people were standing for re-election. 3 people were standing for election for the first time. As 6 nominations were received, all nominees were elected unopposed.

Nominee:	Proposer:	Seconder:
Dorothy Hirsch	Natalie Davies	Avril Rangoni Machiavelli
Poppy Jackson	Will Lidbetter	Emma Trotman
Val Kent	Anne Stammers	Rebecca Cleverley
Anne Stammers	Maz Leadbetter	Nick Morley
Abi Thornton	Minaz Beddall	Julie Utley
Julie Utley	Anne Stammers	Rebecca Cleverley

23. Members' Open Forum

The Members' Forum is held after the formal reports have been received. Matters raised here are subsequently considered by the relevant committees. If a member wishes to raise a matter for discussion at the Open Forum they should inform Caroline Malnick in advance of the AGM.

Caroline confirmed that she had not received any matters for discussion in advance of the AGM.

A short plenary session was held during which members were encouraged to explain:

- What membership of SP means to them
- What members would like to receive from being a member of SP
- How we can encourage more people to join SP

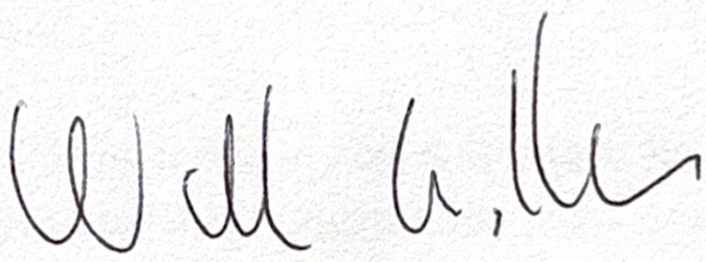
The following points were noted:

- The CX Building is part of the town – members are proud that we maintain the building.
  Do non-members know that SP is responsible for maintaining the building? We need to publicise this aspect of our objects– "get the story out there"
- SP membership brings a feeling of family/community/belonging. However, we need more events/things to encourage the sense of community.
  Suggestions included:
  - ✓ SP hoodies and T-shirts
  - ✓ Recommence Club Nights – possibly once a month
  - ✓ SP (circular) walks to a pub for lunch
- SP members value being involved with a body that produces high standard theatre productions
- SP membership allows the opportunity to be creative in a safe space – this is valued and should be publicised
- It may be worth considering making membership compulsory either for all people involved in a production, or for people who are taking 'key roles/positions' in a production.
  Other theatre groups expect people taking part in a production to pay a show fee. If we aren't charging a show fee, then perhaps we should insist on all people becoming members if they want to take part in a production
- Cannot be an SP Committee member or an SP Trustee Board member without being an SP Member
- We are increasingly supported by volunteers who are not members – what would entice volunteers to become members?

- Additional benefits of Membership might include:
  - ✓ Early booking for all shows (not just the Panto)
  - ✓ A season ticket to see shows at a reduced rate – this would lose us Gift Aid contributions but on balance it may increase membership and income
  - ✓ Reduced rates for Social Events
  - ✓ Free skills workshops for members while non-members could attend if they paid a fee

Caroline formally closed the meeting at 21:40 & encouraged members to join her in the Curtis Room for refreshments and the chance to chat informally.

Caroline thanked Julie and her team for their hard work in preparing and providing the refreshments.



30 September 2020