

Trustees of the Sinodun Players

Minutes of the 63rd meeting of the Trustees held on Monday 8th December 2014 in the Corn Exchange at 6.30pm.

Present: J Grimshaw, J Jones, N Morley, K Spence, J Van der Vord, J Wright

1. **Apologies for absence**

G Wright

2. **Decisions/Discussions since last meeting**

NM, JV and JW went to the Legal Structures Seminar organised by the OCVA at a cost of £25.00 each. It was very useful. KS also went representing the Local Producers. It was led by charity lawyer Tessa Hennessy (TH) who came across as extremely competent and approachable. JV circulated notes.

It was agreed by email that we would have an initial meeting of an hour with TH, at a set price, to discuss our particular case. If we were to decide to become a CIO, and therefore need further meetings, the initial meeting would be free.

The Board had asked for approval to spend up to £15K on a Fire Detection System. They will obtain and present 3 quotations with their recommendations. TH had recommended that Trustees, who are also Directors, should not vote on matters that concern Board expenditure. JJ, JV and KS agreed to the expenditure in principle.

3. **Minutes of 62nd meeting on 16th October 2014**

JW & JV still need to sign Trustee paperwork. JG to arrange.

Advance booking for Pantomime matinees will be allowed for Associate Members from next year, but not extended to volunteers.

Photos of the Trustees – still to be done. NM to talk to A Stammers (AS) before the next meeting.

These were agreed as a true record of the meeting.

4. **Matters arising from 62nd meeting not covered elsewhere**

Should we put the Trustees minutes on the website? They are currently available in hard copy in the Foyer cupboard. JG to ask the webmaster if they can be made read only. NM to ask TH for her opinion. Delay decision until the next meeting. The DC Minutes should be available on the website.

Re the Email response to our enquiry to the Charity Commission, await outcome of meeting with TH, then arrange a separate meeting to reword the constitution - Charitable objectives to include building? Ownership would still be with SPL.

5. **Items to and from the Board**

SPL and Crescendo have agreed / signed a Contract for a 50/50 split on a show based on songs from Chitty Chitty Bang Bang and Mary Poppins in March 2016. The DC knew that this was to be treated like an incoming show but had not realised that rehearsal space would also be required. The show will not involve the SP Treasurer and the SPs will have priority over rehearsal space.

The performance dates for the SP production of Cabaret will be brought forward one week, so that the Corn Exchange can show the new James Bond Film, Spectre, in its opening week. This would also mean our show did not run into school half-term.

6. **Items to and from DC**

The October and November minutes have now been circulated. The Pantomime budget still needs to be circulated; it is based on 70% sales.

OWALW made a small loss - £264. Just over 50% seat sales.

Sue Forward has put forward a proposal to catalogue the wardrobe next year. The DC will discuss it after Pantomime. There are Pros and Cons to this - do we need to do it? How do we maintain it? A simple database that people could use would be OK. The DC to look into how other companies record their wardrobe stock.

Membership Form Changes - B Wood has a small stock to use for Pantomime. NM to ask B Wood to produce new form on A4 incorporating the Counsel suggested wording for the Trustees to approve.

The DC has bank accounts holding upwards of £70K. The Trustees have a personal liability for this money. The Trustees should hold the majority of this and any money raised for roof should also be in a fund raising account. This would also protect AS. NM to talk to AS about how much she needs access to for shows.

The Trustees account has £14.5K. The Liquidity manager account has £18K.

7. **Finance Matters**

Loan - the legal issue will be discussed with TH. Ownership of the property was transferred to SPL a long time ago. The loan issue is also tied up with the rewording of the Constitution. It is in interests of the charity to invest in the building, it is not an investment for profit.

At the Legal Structure Seminar TH was advocating that organisations like ours should get themselves out of high street banks and into Unity Trust Bank.

New Nat West Bank Mandate form to be completed. JV and NM to be added, B Wood and J Warburton removed. Vote - All in favour.

Questions for meeting with TH:

Is it a good idea to add the building to the Constitution to better maintain it as an entertainment venue for Wallingford?

What is the relationship with loan in support of our charitable objectives?

Rights of members over the society and role of Trustees in regards to the members?

Clarify that the Trustees role is to looking after charity and the finances, not the members?

The Trustees do not wish for the building to be transferred back to Charity ownership

The Charity should have 2 objectives

1. Productions, training, social
2. Provide arts venue via trading arm.

8. **Moving Forward**

NM reported back on his individual meetings with T Twentyman, P Burton, C Harris and C Pratt.

T Twentyman was hoping we would achieve unity and was very willing to give the Trustee Committee another chance.

P Burton wanted the building to be transferred back to the society and had raised valid concerns about the state of the loan account, which we will follow up.

C Harris still wanted the Trustees to call for the EGM on editorial guidelines to be held again. All Trustees felt that even under the wording of the original motion the outcome of the vote would have been the same. Vote – 2 for, 4 against calling the EGM again.

C Harris would need 10% of full members (28) to sign a motion to hold the meeting again. The motion would have to be something that can be voted on; for or against.

The EGM of 24th Sept 13, on not to amend editorial guidelines further without an EGM stood.

C Pratt - Information Commissioner's Office (ICO) had told him he can use the membership list to distribute NTCXT. Our Counsel Advice had said he can't. We had sought legal advice as we had a specific complaint. We have told them not to use it and answered the complaint.

C Pratt now wanted to pass our legal advice to ICO for a final resolution. As we had got legal advice we had covered off the complaint. Our duty is to look after the charity. We have covered our legal duties and do not intend to do any more so we will not be taking this any further. The Trustees consider the matter closed.

9. **Items brought by the Chair**

O Hemming and NM had hosted a visit from Witney Town Council to look into the opening and running of their Corn Exchange as a theatre. They were very impressed with our set up.

Jamie Baskeyfield, the Wallingford Town Clerk, used to be General Manager of a big London theatre. O Hemming and NM will talk to him about our venue.

A Midsomer Murders plaque is to be put up on the building.

10. **Any Other Business**

KS is to be responsible for chasing minutes and preparing the agenda. She will ask for items 2 weeks before and send out 1 week before.

Misuse of Postmaster – Only members get it not volunteers. Should only be used for Sinodun Players and Corn Exchange business.

All minutes are to be circulated to all committees.

11. **Date of Next Meeting**

Thursday 12th Feb at 8 pm.

Meeting closed at 8.40pm