

Trustees of the Sinodun Players

Minutes of the 81st meeting of the Trustees held on Thursday 20 July 2017 at the Corn Exchange, Wallingford at 7.30pm.

Present: N Morley, J Wright, J Jeskins, J Utley, D Lisburne, R Dewell, K Spence (minutes), J Grimshaw (Board), G Wright (DC), T Hennessy (part time), John Evans (part time)

		Action
1.	Apologies for absence	
	None.	
2	Decisions/Discussions since last meeting not covered elsewhere	
	Liz van der Vord resigned as of 14 June. Trustees agreed by email to co-opt Roger Dewell (who had stood as a Trustee unsuccessfully last year). Roger was welcomed to the meeting. Trustees also agreed to increase the limit for payment to Tessa Hennessy, solicitor.	
3.	SODC grant and Trustee Liability – with Tessa Hennessy	
	A special set of minutes have been prepared for this discussion to record decisions taken, for circulation to include South Oxfordshire District Council (SODC). The minutes from this special meeting are attached to these minutes.	
	John Evans explained the background to the grant offer from SODC of £170,000. There have been 4-5 weeks between the committee's recommendation to give us the grant and the offer letter which we have now received. Trustees now need to agree to certain conditions in the offer letter. Trustees agreed it is regrettable that the terms and conditions are not available until we sign the offer letter. Two signatures from Trustees and two from the Board are required. When SODC receives these and signed Trustee minutes, they will release the full terms and conditions. 50% of the grant only will be released when the agreement is signed and a legal charge is registered on the building (this is a Board matter) with the remaining 50% paid at the end of the project.	
	There are obligations in connection with the grant offer. John Evans outlined them to Trustees. As well as expected conditions, SODC requests <ul style="list-style-type: none"> • allowing the council up to 30 hours of free use per year, for five years (at mutually agreed times) • placing a legal charge on the registered title of the property with the land registry for the value of the grant for a period of ten years. 	
	The issue of Trustee personal liability was raised and discussed. It was agreed that, until we know the full conditions, it is difficult to make an informed decision about the issue.	
	The issue of the charity becoming a CIO was discussed. If it had been a CIO, then there would have been no personal liability issue for Trustees.	

	<p>Becoming a CIO is not possible or practical at this stage to reduce liabilities.</p>	
	<p>Trustees agreed that it was their intention to accept the grant offer.</p> <p>Trustees agreed to the chair and financial trustee signing the intention to accept the grant offer. All in agreement.</p> <p>The Board will sort out the legal charge on the building.</p> <p>Trustees agreed to appoint Tessa Hennessy as their legal representative. It was also agreed to an additional 10 hours of her time for this purpose.</p> <p>The signed minutes agreeing these issues are to be forwarded to John Evans.</p> <p>John Evans and Tessa Hennessy left (separate meeting minutes) at 8.45pm so Special Meeting closed.</p>	
4.	Minutes of 80th meeting on 9 May 2017	
	<p>These were approved and were signed by the Chairman, ready to be uploaded to the website.</p> <p>The meeting date had to be changed from 25 July to 20 July to enable Tessa Hennessy and other Trustees to attend.</p>	
5.	Matters arising from 80th meeting not covered elsewhere	
	<p>The process of bank account controls for DC needs further discussion (section 7. middle paragraph). The aim of this is to safeguard the DC treasurer particularly in using online banking. This should include guidelines and scrutiny for the treasurer, supervision and reporting back to the Trustees.</p> <p>It is noted that there is limited financial control for purchase orders. CXW Ltd has a process for purchase orders but currently this does not exist for the DC.</p> <p>J Wright is to prepare a process for discussion at the next DC meeting.</p> <p>The complaints procedure(s) are still not sorted.</p>	<p>JW</p> <p>Board/DC</p>
6.	Items to and from the Board	
	<p>Francis Construction is due to hand back the theatre on 17 November. There will still be work to do in the building afterwards.</p> <p>Ed Hall, the son of Peter Hall who carried out the original opening, has accepted an invitation to reopen the building. It was suggested that this be delayed to early December possibly 8 December?</p> <p>During the shutdown, we are providing films in the Great Hall in Cholsey. There has been one showing so far and others booked for the future.</p>	
7.	Items to and from DC	
	<p>Complaints procedure was discussed.</p> <p>Discussions have taken place with N Morley and R Cleverley about rehearsal space for panto.</p>	

	<p>A gala is planned for the reopening of the CX. The DC will organise a short entertainment (about 45 mins) to showcase what we do. A suitable theme for the gala night opening will be sought.</p> <p>Although the SPs are having to paying for rehearsal space, which the DC Treasurer will pay, there is currently no rent payable to the Board for the use of the CX. G Wright to advise the treasurer.</p>	GW
8.	Financial matters	
	<p>Roof fund amounts reported to Trustees as well as other bank accounts.</p> <p>Board is to feed back to Trustees how the money has been spent.</p>	
9.	Roof Project	
	<p>All who have been involved in fund raising events were thanked.</p> <p>The Case for Support document was circulated (this document was prepared as advised by Olly Shiel). John Herring and Fiona Smith with Beth Thorpe at Connect Catering are to be commended for all their hard work in putting this together.</p> <p>Trustees were requested to provide their feedback before Tuesday 25 July.</p>	
10.	Honorary Vice President nominations	
	<p>N Morley had noted that the Rules did not include for the post of Vice President.</p> <p>The proposed wording is</p> <p>PRESIDENT</p> <p><i>1.1 There shall be a president of the Society ("The President"). The President shall be nominated by the DC to be ratified by the resolution passed at a General Meeting. The President shall be entitled to attend, ex officio, any meeting of the Trustees or the DC, but shall have no voting rights; and shall remain in office until retiring or being removed by a resolution of a General Meeting.</i></p> <p><i>1.2 There can be up to four honorary vice presidents of the Society. Honorary Vice Presidents shall be nominated by the DC to be ratified by the resolution passed at a General Meeting. These positions have no specific rights, but it is expected that they will be full members who have served the Society for at least 30 years; and shall remain in office until retiring or being removed by a resolution of a General Meeting.</i></p> <p>Following discussion, it was agreed that instead of length of service, the words "provided exceptional service" should be used. It was agreed that the number of vice presidents should be a maximum of four.</p> <p>Two nominees had been suggested to the Trustees. They would be passed to the DC for discussion at their next meeting.</p> <p>N Morley is to rewrite the suggested wording for discussion by the DC and it will be ratified during Any Other Business at the AGM.</p>	

11.	AGM Arrangements	
	The August newsletter should contain the reports from the DC and Trustees. The Methodist Church has been booked for 26 September.	
12.	Any other business	
	<p>N Morley. We will be hosting the Little Theatre Guild Southern Region AGM in October 2018. In October 2017 G Wright and J Wright with N Morley will attend the Regional AGM in Romsey. Trustees approved to finance the trip.</p> <p>Debi Lisburne. Fundraising committee. Monday 17 July was the last meeting of this group. It was felt that the Trustees should organise the committee and a Trustee should be in the chair. The existing committee has all agreed to continue.</p> <p>J Utley will attend DC meetings on a rota with D Lisburne. N Morley is to attend the August meeting. J Utley will attend the meeting on 5 September.</p> <p>Newsletter – James Winters agreed to do it for one year only from September 2016. Carol Evans has offered to do it in conjunction with publicity and the offer has been accepted.</p> <p>Liz Van der Vord's contribution to the Trustees was noted and recorded with thanks.</p>	
13.	Date of next meeting	
	12 September.	

Meeting closed at 22.15pm