

Trustees of the Sinodun Players

Minutes of the 123rd Meeting held on 20th April 2023 at 8pm

Interim Meeting to discuss purchase of 4 Market Square

Present: Martin Parr, Nick Morley, Anna Garland, Minaz Beddall, Will Lidbetter, Vince McCallion, John Wright (Corn Ex Board), Bruce Williams (SPC)

Apologies: Emma Trotman

Approval of Minutes: previous Minutes of full meeting (122nd meeting held on 16th February 2023) and interim meeting (123rd meeting held on 16th March 2023) approved

Matters arising not covered elsewhere:

New Financial Trustee

Vince McCallion had been invited to become a member of the SPC by Martin Parr

Martin proposed that he be co-opted to the Trustees as the Financial Trustee

Anna seconded

Vince was co-opted to the Trustees committee, and it is intended that he will be elected at the next AGM

Chess:

Martin confirmed that there had been an incident on the Friday evening during the run of Chess and this was discussed by the Trustees

It was agreed that the incident appeared to have been the culmination of a number of issues throughout the run

The Trustees recognised that, for co-productions, there is an operational risk to the good service that the SPs aim to provide. It is important to be aware of this and ensure that, when the SPs work with a third party, good service is not compromised

It was noted that the SP committee will put in place actions to mitigate against such issues in the future.

The Trustees agreed that they would like to see work done to understand the acoustic of the building and allow the sound for future musical performances to be balanced, set and clean.

It was noted that the Sinodun Players had requested assistance from Martin, as a member of the SPs and not as a Trustee, to draw up a future contract for a co-production with a third party

Chitty Chitty Bang Bang Budget:

Martin had circulated the Chitty Budget before the meeting

It was noted that ticket prices have been increased but are still reasonable (£22.50) with tickets for under 18's at a cheaper rate (£17.50)

Car Rally:

It was noted that this is an opportunity for the Chitty Car to be seen around Wallingford and for us to promote the Corn Ex Theatre to other possible volunteers

A large picture of the Chitty car will be hung on the Corn Ex frontage for the event

The event will be used to advertise other shows

Bruce Williams was thanked for his coherent advertising and marketing strategy

Sharkstooth Gauze:

Caroline Malnick had made an Equipment Purchase Request for the Trustees to consider

It is for a Sharkstooth Gauze costing £328.41

The purchase was approved

Note: subsequently in the meeting there was a discussion about whether equipment purchases should be made by the Corn Ex and therefore whether, in future, all such requests should go to the Board

Financial Matters:

ID for Barclays Bank:

Not all Trustees have provided their ID to Barclays Bank. Please would they do so

Rita Kemp's Legacy:

A further £4,000 has been received as part of the Rita Kemp Legacy

There are no legal stipulations for how the legacy should be spent but it was noted that it has already been minuted that the legacy will be used for the stage refurbishment and a plaque commemorating Rita will be put in place

Financial Transparency:

It was noted that it has been previous practice not to include the financials in the minutes

Vince said that we owe a duty of confidentiality to third parties regarding payments and we should not disclose anything that would not go in the notes to the Accounts

Visibility on Accounts:

It was agreed that the Finance Director, Financial Trustee and 3 Chairs should have visibility across all accounts and should hold regular Accounts meetings

Possible Financial Reserve in line with Charity Commission rules:

Vince advised that:

- a Financial Reserve held by the Trustees is a legal requirement
- this is typically held in the event that the SPs could not use the Corn Exchange building
- a reserve would be used to mitigate against loss of use – business interruption insurance could be used to lower the size of the reserve
- typically the reserve is calculated at 6 months of operating costs on a Group Level

- reserve should be held on a consolidated basis and could be shared between the Corn Ex and SPs

The Trustees agreed that it would be necessary to hold a Reserve in line with their legal obligations

It will be necessary to inform Stephen Williams of the Reserve since this may affect his calculations for the possible purchase of 4 Market Place – John Wright agreed to inform Stephen

Update from Nick Morley re use of Charity Specialist Solicitor and Charity Specialist Accountant:

There was a discussion about the payment of VAT by the Corn Exchange and not by the SPs (because it is a charity) and how this affects possible payment of rent, the purchasing of equipment etc. It was noted that the day to day running costs of the Corn Ex have increased.

John Wright referred to Stephen Williams' email dated 20 April 2023 (appended) and he proposed that a non-specific grant from the SPs to the Corn Ex be made on an annual basis. Furthermore, the Corn Exchange should buy all equipment in the future (it was suggested that this might be allowable on the basis that one of the Trust's objectives is to "preserve, restore ...)

Martin advised that the Trustees are seeking advice from charity specialist experts to find a means of giving money to the Corn Exchange that met both the Charity Commission's and HMRC's rules.

It was noted that the Trustees cannot agree to any proposal for a grant from the SPs to the Corn Ex until we have received the necessary advice. This is because we do not want to fall foul of either the Charity Commission or HMRC

Nick reported that:

- Tessa Hennesey (Solicitor) has agreed to advise us – she estimates the work could take up to 8 hours of her time. Nick confirmed the total cost with the Trustees
- Tessa will link us up to a Tax Accountant and their fees will need to be considered in due course

The Trustees agreed that we should engage Tessa Hennesey on the basis of her estimate

Risk Register:

Will had circulated the register prior to the meeting

It was noted that:

- Health & Safety
Mahmoud is reviewing all H&S
He is reporting to the Corn Ex Board and ensuring that all aspects are being attended to
The Trustees agreed that H&S is being dealt with properly
No action by Trustees is needed
- Long Term Funding
Agreed this should be actively monitored
- Organising Roles
Bruce was thanked for his efforts to recruit
- Stage Upgrade
Minaz made an application for funding but she reported that this had been unsuccessful largely because we are able to pay for the upgrade from our reserves and were not fund raising for it
Martin thanked Minaz for preparing the grant application

Items to & From the Board:

John Wright reported:

- the Wardrobe is now clear and is no longer a H&S issue
He thanked the people in the wardrobe team for their dedicated and hard work
- the picture of the Chitty car which will be hung on the Corn Ex frontage for the Wallingford Car Rally will be temporary (hung for 2 days) but we will need planning permission to hang it there for the show
- Corn Ex will be open during the Car Rally
- Barbara Kershaw is retiring from her position as Box Office Rota Manager
- Sue Lovegrove is stepping down as Bookkeeper at the end of the year. Pat McGill will replace her

The Trustees thanked Barbara and Sue for all their hard work and long service

John Wright stated that the Corn Ex Board should properly be buying the Sharks Tooth Gauze because it is equipment for the theatre

Items to and from the SPs:

Stage refurbishment:

Bruce Williams:

- Reported that Len Pannett has taken responsibility for the stage refurbishment and dealt with obtaining quotations and estimates admirably
- Read out Len's proposal and the estimated costs involved
- Confirmed that the SP Committee has approved Len's recommendation

The Trustees:

- agreed with Len's proposal to proceed using 'Stage in Tiers' at the estimated costs detailed in Len's proposal
- approved the use of Rita Kemp's Legacy for this project
- thanked Len for his excellent work

The risks of the stage refurbishment were noted including:

- Costs of protecting Rows A-D
- Costs of stripping out
- Possible cost of a protective dance floor if the work was not scheduled for this year and the H&S issues not going ahead might raise
- Timescales including a prompt start on July 19th 2023, leaving time to complete all necessary work and to reinstate the theatre

John Wright stated that Len's proposal should be forwarded to the Corn Ex Board since the stage belongs to the Corn Ex

He said that the Corn Ex Board needs to approve the costs involved for the refurbishment

Other items to and from the SPs:

Bruce reported:

- The 3 x 1 Act Plays staged in the club Room had been successful
- The set for Sheila's Island is being built in the club Room so that it can be used for rehearsals
It was noted that there may be H&S issues around this
- The budget for Sheila's island is not yet confirmed
- The Club Room will be used once a month for a Cinema Club – it will be necessary to have someone to house manage for the Cinema Club
- Len Pannett has managed to get 2 x Radio 4 programmes as guests of the Corn Ex - Gardeners Question Time and Any Questions
- The SPs have not had many submissions for future productions
- As a matter of policy, all future productions will start at 14:30 for matinees and 19:30 for evening performances. All productions will run from Tuesday to Saturday with a Saturday matinee
Any changes to this policy will only be made in exceptional circumstances with agreement the SP Chair

Martin thanked Bruce for attending the meeting and Bruce left before the discussion of 4 Market Place

4 Market Place:

Martin explained the background to Vince including:

- Trustees had agreed we need assistance of a professional fundraiser
- Corn Ex Ltd is looking to take out a loan to purchase 4 Market Place
- The Town Council may be involved in the purchase, and it is currently the Trustees preferred option to work with the Town Council
- The Trustees were enthusiastic about the concept but needed to see a proper business plan before they could approve anything
- The Trustees had tasked Stephen Williams with drafting a business plan and bringing it to the Trustees

Minaz confirmed that she and Gloria Wright had met with Jo Emmerson (professional fundraiser) and Minaz has spoken with one of Jo's referees

Minaz said that she was very positive about working with Jo.

Minaz confirmed that Jo already had a Grant Application in preparation for Development Funding she is also looking at Charitable Loans

John Wright said that in his opinion, Corn Ex Ltd would purchase 4 Market Place using grants from Grant Making Bodies who will give to incorporated bodies

It was noted that there are 3 possible sources of funding:

1. Raise money to purchase building
2. Raise money to develop a business plan and use this to help obtain funding including a mortgage secured on 4 Market Place
3. Raise money to turn the purchased building into an Arts Centre for Wallingford

Vince advised that it will be essential to:

- keep accurate fund accounting
- clarify who Jo is raising funds for and
- what the funds are being used for

Trustees agreed to engage Jo for 10 days at her agreed daily rate

Martin explained that his father in law, Andrew (Andy) Lewis would be very keen to assist with the fund raising plans

Andy has a wealth of experience having been Chair of Trustees for the Bone Cancer Research Trust and has a high level understanding of good business planning. He is able to articulate a business case for funding very successfully.

John Wright reported that:

- the Structural Survey for 4 Market Place should be available in 7-10 days. He reported that the surveyors had suggested verbally that 4 Market Place appeared to be sound, that there may be some small structural issues but there was nothing serious
- there is still an active dialogue with the Town Council and they had a positive meeting with the Town Clerk, Accountant and Parks & Premises. There is still a hope that the town Council may buy the building
- Stephen Williams is talking with Banks about a mortgage next week

The Trustees flagged to John that they need to see a proper business plan before they can approve a mortgage proposal

Any Other Business:

None

Dates of Next Meetings and Attendees:

Trustee Meeting:

20:00 Thursday 15th June

Board Meeting:


19:00 Monday 1st May 2023: Vince McCallion

19:00 Monday 5th June 2023 : Martin Parr

SPC Meeting

19:30 Wednesday 3rd May 2023 Anna Garland

19:30 Wednesday 7th June 2023 Minaz Beddall


15 June '23