Trustees of Sinodun Players

(Charity Number: 1210415)

Minutes of the 10th Meeting held on 2nd September 2025 at 7:45pm

Present: Minaz Beddall, Anna Garland, Will Lidbetter, Nick Morley (Acting Chair), Caroline Malnick (SP Committee Rep), Stephen Williams (CXWLtd Board Rep).

1. **Apologies:** Martin Parr, Mike Baker, Emma Trotman,

2. **Approval of Minutes for previous meeting (9th meeting held 21st July 2025):**
   Following circulation for comment from Trustees, the minutes (which incorporated Trustee comments) were approved

3. **Matters arising not covered elsewhere**
   None
   ACTIONS FROM PREVIOUS MINUTES:
   Most actions had been completed. It was **NOTED** that:
   - **Will** had contacted John Winters (who is assisting Chris with IT issues) re a password protected Trustee space. Mike is now in process of actioning this. It will be set up on the CX server for all confidential documents etc.
   - Action around advertising H&S Director role has been superseded by reshuffle of Directors.
   - CXW Ltd Board is looking for a Secretary. **Caroline** to contact Gloria about someone who showed interest at Bunkfest
   - Unclear if **Emma** has advertised for people to fill the building maintenance role
   - **Caroline** still to advertise Incoming Shows Manager role on Postmaster. **Emma** to do same on Facebook.
   - **Nick** still to contact Thame Players re member benefits before AGM
   - **Caroline** is progressing the contract for Diana
   - **Anna** still to send Copyright info to Emma. **Emma** to text Dale for his comments about Copyright

4. **Items to and from the Board:**

   The Annual Meeting with the Shareholders was held as part of this item
   For the Trustees: Nick Morley (acting Chair), Minaz Beddall, Anna Garland, Will Lidbetter
   For Corn Exchange Wallingford Ltd: Stephen Williams (Finance Director), Caroline Malnick
   A separate note of the Shareholder Meeting has been made and is attached to these minutes

   It was **UNANIMOUSLY AGREED** that the shareholder dividend will be paid at the end of September when the 1st Rent payment is due. This will enable the Trustees to report that the dividend payments have been made at the AGM.

   Following the shareholder meeting, Stephen reported:
   - Julie Grimshaw has agreed to become H&S Director
   - Tracy Noble has agreed to become HR Director

- Looking for a CXW Ltd Board Secretary
- Huge concern about the lack of House Managers – this is a big area of risk. CXW Ltd cannot open the auditorium without a House Manager. Graham Gilgrass (as Director responsible for Front of House) is very worried about the situation
  Caroline commented that she had put a request for volunteers to the Panto Cast and Crew at the launch of the Panto
  Will commented some people are unhappy about lone working and also about having to deal with awkward/difficult members of the public
  Stephen said that unfortunately there is too few House Managers for them to double up which makes lone working almost inevitable
- There had been an incident when a box office volunteer had not turned up due to illness (they had called in earlier in the day) and no one was there to cover. People had to pay for cinema tickets at the bar
  Stephen and Graham Gilgrass are working on a procedure to deal with this situation should it occur again. It is likely the HM would cover
  Will commented that when there were not too many ticket sales, they could be dealt with by the Bar Staff with a specific button on the cash register to take the sale
- The re-emergence of 4MP had been briefly discussed at the Board Meeting

5. **Items to and from SPC:**

Caroline reported that:

- The Artistic Team presented the 2026 productions at the last SPC meeting. Unfortunately they had not followed their own procedure and so, having chosen the programme, they had informed the Directors before presenting to the SPC. This is an issue because they have chosen 5 productions for the main auditorium which means that there will be 7 x SP productions in the main auditorium including the Panto and Encore production. There will be no production in the Warburton Room.
  The implications of this choice include:
  - ✓ More pressure on workshop, wardrobe, technical teams
  - ✓ Some very squashed dates in order to fit the shows in
  - ✓ An increased SP rent calculated according to the formula (Stephen confirmed this)

  The Trustees **NOTED** the issues. They were reassured by Caroline that it is possible to put on the 7 shows. They asked that the Artistic Team for next year follows proper procedure and understands the implications of moving away from the 'normal' 6 shows in the auditorium and 1 show in the Warburton Room – weighing up the pros and cons.

ACTION:
Caroline to feedback the Trustees comments to the Artistic Team

- The Incoming Show Committee needs a younger person on the team to provide insights into what will attract younger audiences
  Bruce has suggested that we should fund a young person to scout for external shows
  The Trustees discussed the idea of funding an 'external show scout'. They **NOTED**:
  - ✓ There should be a transparent process for selecting the person to do the external show scouting

- ✓ Funding this sort of work should be part of an overall strategy agreed by the Trustees that uses funds to meet the charity's objects
- ✓ In the absence of the strategy, it might be appropriate for an application for a grant to be put to the Trustees following the Grant Application Policy

ACTION:

Caroline to ask Bruce to put together a Grant Application following the policy
Trustees to start to consider their strategy for funding the charity's objects in the short and medium term

- SP Rules have been amended by a working group of Will Lidbetter, Mike Baker and Sarah Enticknap to ensure they are clear and consistent. No material changes have been made. However, in an email exchange between the Trustees prior to the meeting it had been agreed that clause 9.3 should be omitted from the SP Rules since it has been superseded by the Financial Controls Policy.
  The Trustees **UNANIMOUSLY APPROVED** the amended SP Rules

ACTION:

Caroline to present the SP Rules to the SPC for approval. Assuming they are approved, Sarah Enticknap to put them on the SP Website in the AGM file
Martin to thank the working group for their hard work at the AGM

6. Any other items relating to becoming a CIO:

- Progress closing SPADS Bank Accounts:
  Minaz reported that the closure forms for the Trustee Bank Account with Coop and the Barclays Bank Accounts have been sent off to formally close the Accounts
  The only remaining account is the SP Coop account which Ann Stammers has been asked to close. Ann has to close it as she is the main signatory

ACTION:

Minaz to assist Ann to close the account. If necessary Minaz will complete the closure form and ask Ann to sign it

- Membership
  Minaz reported that she had a good meeting with Dorothy and Caroline
  Dorothy needs to become more familiar with Mojo but is getting there
  The Trustees asked if there is any information about the number of members we have lost in the transfer to CIO
  It was **NOTED** we will need a full membership list and the total of number of members for the AGM

ACTION:

Minaz to ask Dorothy:

- ✓ how many members we have lost as a result of becoming a CIO
- ✓ to compile a list of Members for the AGM
- ✓ to provide the Trustee Secretary with the total number of Members for the AGM

- Encore Membership
  There is no clear process for picking up membership subscriptions from Encore Members who are not Members of SP via their family's membership

ACTION:
Caroline to liaise with Dorothy and the Youth Liaison officer to put a procedure in place
Caroline to report back to the Trustees to explain the process

- Cost of MailChimp
  Confirmed as £15 + VAT/month for 500 contacts and 6,000 emails

- SPADS Final Accounts:
  Minaz presented the first draft of the SPADS Final Accounts
  She commented that Anne Stammers had provided all information as requested and her spreadsheets had worked well
  Jenny at Haines had been easy to work with and very responsive
  The Trustees **NOTED:**
  - ✓ Currently the Final Accounts are titled Sinodun Players Accounts. They should be amended to read SPADS Final Account
  - ✓ Mike Baker should be added to the Trustees list
  - ✓ The Forecast was for £108k of income and the Actual was £104k of income. It was a credit to the SPC Budgets that the two figures are so close
  - ✓ We have spent £11k less than forecast however £5k of this was in legal fees which have still to be spent
  - ✓ This year we have £303k in free reserves. The justification is the move to CIO. Trustees **UNANIMOUSLY AGREED** this justification still stands
  - ✓ Stephen commented that £48k of the free reserves was the amount due from CXWLtd. It should be shown in 'debtors due within 1 year' and a note made that it was due from CXWLtd. The £48k should be excluded from the free reserves calculation Trustees **UNANIMOUSLY AGREED** the accounts should be amended to reflect this
  - ✓ There is £65k in reserves. Trustees **UNANIMOUSLY AGREED** the £65k reserve should be maintained

  Trustees **UNANIMOUSLY APPROVED** the SPADS Final Accounts **subject to** the amendments noted above

ACTION:
Minaz to feedback amendments to Haines and provide the amended accounts to be put on website in AGM folder
Martin to sign the accounts

Trustees Report 2024-2025 written by Martin
Trustees **UNANIMOUSLY APPROVED** the report
Stephen pointed out some minor inconsistencies of spelling and abbreviations. Anna noted these

ACTION:
Anna to make the minor amendments and put Trustees Report on SP website in AGM folder

Registration of Merger
As Minaz reported at the last Trustee meeting, the registration of the merger of SPADS and SP at Charity Commission has been applied for by Blake Morgan. She

confirmed that we are still waiting for a response from the Charity Commission. SPADS cannot be removed from the Charity Commission website until the final accounts have been submitted

Will said that he, in his role as CC Correspondence Contact, had experienced difficulty accessing stuff for the CIO on the CC website.

ACTION:

WILL to check whether he can now access the CIO site on the CC website and report back to Minaz. **If necessary Minaz** to discuss issue with Blake Morgan

7. **Finance:**
   - SP Annual Budget
     Minaz reported that she hopes to bring the Budget to each Trustee meeting in the future, but it is dependent on Anne Stammers reconciling the books. This hasn't yet happened satisfactorily using QuickBooks
     Trustees **UNANIMOUSLY AGREED** that reconciliations should happen by the month end

ACTION:

Minaz to tell Ann Stammers about the reconciliation deadline

   - Reserves Policy
     Our reserves policy dictates we must keep £65k in free reserves. Trustees **UNANIMOUSLY AGREED** that the £65k reserves policy should be maintained for a further year – the justification for agreeing this is the same as before
     Trustees **NOTED** that we have the opportunity to designate funds for a specific purpose and hold them separately for that purpose. This may be used in future once we have developed our strategy to meet the charity's objects

8. **Safeguarding:**

Emma sent a written report of an incident at an Encore Workshop. The incident was **NOTED** by the Trustees. The Trustees thanked Diana for making them aware of the incident

ACTION:

Emma to thank Diana and feedback that the Trustees thanked her for the report and that they appreciated her vigilance and care

9. **4 Market Place (4MP)**:

There was a long discussion about 4MP and the fact that representatives of the SP Trustees with representatives of CXWLtd are in discussion with Lesters and other parties (WfA etc)
Trustees **UNANIMOUSLY AGREED** that as part of the ongoing discussions:

- ✓ All parties should be kept in the loop
- ✓ It must be in the Charity's best interests and meet the Charity's aims to be involved with any 4MP development
- ✓ Any move away from initial discussions will require further work including a Business Plan and a Full Building Survey

Stephen commented that Mike Baker has indicated that he is willing to lead on the Business Plan if it is required

10. Risks Register:

- Trustee Skills Audit
  Will presented the results of our Trustee Skills Audit
  He talked through the slides and highlighted the areas that have the lowest scores
  Trustees **NOTED:**
  - ✓ We need to either find further personnel or find training/upskilling for current Trustees to cover those areas in which we lack expertise/knowledge or the requisite personal qualities
  - ✓ Areas of skills/knowledge/experience most concern:
    - developing links with funders/donors
    - expertise in understanding development/planning issues and process **This may be particularly pertinent in relation to 4MP**
    - marketing and public promotion expertise
    - direct fundraising and grant fundraising experience
  - ✓ Pros and Cons re SP Trustees Personal Qualities:
    - We have a good balance of thoughtful & considered behaviours
    - We may shy away from challenging
    - We need to avoid 'group think'
    - We may avoid constructive confrontation
  - ✓ The findings should inform our recruitment drive for new Trustees
  - ✓ We should not be afraid to play 'devil's advocate'

ACTION:
Trustees to recruit for gaps, consider upskilling and be aware of our strengths and weaknesses in meetings. We may consider appointing someone as 'devils advocate'
Will to post something in CX Times about the Trustee Skills Audit – in due course as time allows

11. AGM:

The Trustees discussed the items for the agenda and the election details referring to a template circulated before the meeting

AGREED:
- ✓ Should include direction to find all reports on website
- ✓ Item 6 – report about becoming CIO should also include brief explanation of SPADS final accounts
- ✓ Item 8 To approve accounts of SP for financial year Oct 24- 31st May 25 should be omitted because no assets held by CIO until after 31st May 2025
  Trustees **NOTED** this was partially because the members of SPADS resolved that members should be transferred before assets
- ✓ An amendment to 'Re: the Board of Trustees:' so that it reads "There are 8 potential positions"

The Trustees **UNANIMOUSLY APPROVED** Martin's Report for the AGM

ACTION:

Anna to ensure AGM agenda is written up and published according to the above agreed changes. **Anna** to put Martin's report on SP Website in AGM folder

12. AOB

- The Drama Festival has been pulled forward by a week because of Mike Baker's availability. This has been agreed by CXWLtd Board
- the LTG Event on 8th September is going ahead with 40 people coming
  Nick asked for a last push for sales of tickets
- the LTG Southern Region Meeting will be in Stroud on 4th October and Julie Grimshaw is attending
  Nick asked for names of any Trustees who wish to attend to be sent to him in the next 7-10 days
- Trustee Meetings will be held on the second Tuesday of the month to avoid there being three meetings (Board, Trustee and SPC) on the first three days of the month

13. Date of Next Meetings and Attendees – all in Curtis Room unless otherwise stated

Next Trustee Meetings at 19:45:
No August meeting
Brief meeting following AGM
Tuesday 11th November
Next Board Meeting at 19:30:
Monday 6th October – Martin or Will
Next SPC Meeting at 19:30:
Wednesday 8th October - Mike
AGM
Wednesday 1st October in auditorium

Will [signature]
11-11-2025

Corn Exchange Wallingford Ltd

Annual Meeting with Shareholders

Tuesday 2nd September 2025

The annual meeting was held as part of Sinodun Players Trustee's Meeting on the above date and incorporated into Item 4 of the meeting agenda

Present:

For the Trustees: Nick Morley (acting Chair), Minaz Beddall, Anna Garland, Will Lidbetter (apologies from Mike Baker, Martin Parr, Emma Trotman)

For Corn Exchange Wallingford Ltd: Stephen Williams (Finance Director), Caroline Malnick

The Sinodun Players Amateur Dramatic Society (SPADS) with Registered Charity No 259960 was the sole shareholder in Corn Exchange Wallingford Ltd (The Company) until 31st May 2025. The Charity then became a CIO known as Sinodun Players (SP) with Registered Charity No 1210415.

The Trustees at this shareholder meeting were all Trustees of SPADS and are Trustees of SP. It is therefore appropriate that they should represent the sole shareholder in The Company at a shareholder meeting to consider The Company's unaudited statements for year ended 31st May 2025 and The Company's Financial Report 2025.

Following an agreement in 2024 for the financial year 2023/24, a more standard approach for a limited liability company was adopted, and so the unaudited statements for year ended 31st May

2025 were approved by the Board of The Company at the Board Meeting held on Monday 1st September and, on Tuesday 2nd September, they were presented for ratification by the Trustees as representatives of the shareholder as at 31st May 2025 (ie SPADS).

Report from Finance Director

Stephen Williams presented the Corn Exchange Wallingford Ltd unaudited statements for the year ended 31st May 2025 and the Corn Exchange Wallingford Ltd Financial Report for 2025. The Trustees ratified the same noting that:

- There is £18,720 in respect of the dividends payable on the preference shares for the 2022/23, 2023/24, and 2024/25 financial years.
- The Board has approved the payment of the dividends for the three years.
- The Trustees unanimously agreed that payment of £18,720 in respect of the dividends payable on the preference shares for the 2022/23, 2023/24, and 2024/25 financial years should be made by The Company to SP. The dividends payable being £6,240 per financial year.

The Memorandum of Understanding requires a third of directors to stand down each year – they have a right to indicate that they wish to continue as director. Stephen Williams confirmed that Gloria Wright, Graham Gilgrass and Elaine Hornsby had stood down but had indicated their willingness to continue as director. As no one else had stood for a position on the Board, they had duly been reappointed with the endorsement of the Board and the Trustees acting as the representatives of the shareholder.

It was noted that Gloria Wright (Chair of the Board) has written a Chair's report for the activities of The Company, and this will be posted on Sinodun Players website (in the members section) in advance of the SP AGM on Wednesday 1st October.