

Trustees of Sinodun Players
Minutes of the 6th Meeting held on 15th April 2025 at 7:45pm

Actions, agreed points and notes in blue

Present: Mike Baker (Acting Chair), Minaz Beddall, Anna Garland, Will Lidbetter, Emma Trotman, Caroline Malnick (SP Committee Rep), Gloria Wright (CXW Ltd Board Rep).

- 1. Apologies:** Nick Morley, Martin Parr
- 2. Notes for previous full meeting (5th meeting held 18th March 2025):** Those present who had attended the previous meeting agreed that the notes represented the meeting accurately and they were signed accordingly
- 3. Matters arising not covered elsewhere:** None
- 4. Update re CIO:**

Legal documentation and process

Minaz said the move to becoming a CIO is in its final stages. She highlighted that the 19th of May meetings of the Trustees of SPADS and SP are crucial. This is because two documents will need to be signed on 19th May - The Deed of Transfer (which requires wet signatures) and the Deed of Novation (to be dealt with by docusign).

In addition, The SPADS Trustees and the SP Trustees must each resolve to incorporate the charity at their respective meetings on 19th May. Passing the Resolutions will be minuted.

Minaz confirmed that Martina will attend the start of the meetings on 19th May to act as an independent witness to the document signing where necessary.

Minaz drew attention to the wording of the CIO Resolution to Incorporate and to the wording of the new Financial Controls Policy (incorporating amendments agreed at the meeting on 18th March). Both of these documents had been discussed at previous meetings.

TRUSTEES UNANIMOUSLY AGREED:

Wording of CIO Resolution to Incorporate
Wording of Financial Controls Policy

ACTION:

Minaz to ensure Financial Controls Policy goes on CIO Website

Minaz presented the draft wording of a letter to the Charity Commission (drafted by Blake Morgan) which confirms that SPADS will become SP and links the two charities at the Charity Commission so that, for example, legacies made to SPADS in a person's Will can be directed to SP

TRUSTEES UNANIMOUSLY AGREED:

Wording of the letter

Website:

Minaz confirmed that she had met with Sarah Entiknapp. Sarah knows the work to be done to change the website and is confident it can be dealt with by June 1st. The work includes:

- Changing the Charity Number on 1st June
- Moving the historic SPADS folders (Trustee Minutes and SPADS AGM Documentation) to an Archive File

Transfer of Membership:

Minaz confirmed the transfer of the membership from SPADS to SP is going well.

There was a discussion about the new membership form which will need to be amended to show the new Charity Number and a new Gift Aid Declaration.

It was unclear whether current members of SPADS who have signed a gift aid declaration relating to SPADS will need to sign a new Declaration relating to SP.

ACTION:

Minaz to contact Accountant to get advice about Gift Aid Declaration

5. Finance:

Bank Accounts:

Minaz reported that:

- She is meeting with Enid and Martin (signatories on the SPADS Trustee Account held with Nationwide) to sign the closure forms. The monies will then be transferred to the SPADS Co-op Trustee Account
- From 19th May, monies will be transferred from the SPADS Co-op Account to the SP CAF account
- The transfer of monies from the SPADS Co-op Account to the SP CAF Account will be done according to a schedule. Martin and Anna as signatories on the Co-op Account will need to follow this schedule
- The signatories to the SP CAF Account are Minaz, Martin, Nick and Anna
- Caroline Malnick and Ann Stammers have the Log In details for the CAF Account. Caroline has successfully logged in and Ann will require a little assistance to do so
3 x CAF business card application forms have been completed by Caroline, Emma and Hannah Winters. Minaz and Anna need to sign them.

Note: It had been agreed by Caroline, Anna Stammers (SPC Treasurer) and Minaz that Caroline would have a business card as SPC Chair for purchases which would benefit from the protections of mastercard, Emma would have one to pay for DBS checks and social media, and Hannah to have one to pay for DBS checks.

ACTION:

Minaz to provide Martin and Anna with a transfer schedule

Martin and Anna to follow schedule and move monies from SPADS Co-op Account to SP CAF Account

Minaz and Anna to sign new business card application forms. Minaz to submit them to CAF

VAT Registration

Minaz reported that the VAT groups are not yet sorted.

HMRC are sending questions to Jerroms.

Live shows and VAT

This is ongoing and has not been fully explored yet

ACTION:

Gloria to pass Stephen the details of all live shows coming into CX (Caroline to assist if necessary)

Minaz and Stephen to meet to discuss and confirm which live productions will be exempt from VAT

The Drama Festival (held w/c 23rd June) must also be considered

Transfer of funds to CXWLtd:

Minaz confirmed that the SODC grants of £4,200 for screens and £1,000 for workshops have been paid into the SP CAF Account

She anticipates receiving the £1,000 grant for CCTV to come in soon

She advised that we need to be clear how the charity legitimately grants money to CXWLtd. Any monies granted to the Limited Company must be for a specific purpose. It is essential that such grants are properly documented and that we have proof that it has been properly spent.

Minaz circulated a draft letter to CXWLtd which covers the £4,200 grant of monies for screens. The letter was discussed, and it was proposed that it:

- Could become a template for other grants
- Should include details of the specific use for the monies (without being too narrow)
- Should include the need for a Board Member to act as a point of contact and the lead on the project
- Should include any time limit on spending the monies (eg the SODC grants must be spent within one year of 'x' date)
- Should include the proofs required by SP from CXWLtd that the grant has been used as specified

- Should include an understanding that if the monies are not used as specified or within the required time limit, CXW Ltd will return them
- Should include a 'slip' at the bottom to be signed by the Board Member who is leading the project that they have received the monies and will use them as outlined, providing all proofs as necessary

ACTION:

Minaz to amend letter and circulate by email for agreement by Trustees

Grant for screens:

Gloria confirmed that she will take this to the Board and identify a Board Member to lead the project

She said that the plan was initially to put a screen in the front window of the foyer and then, as a second phase, to put one in the window of Wood Street

Mike confirmed that he will own the project from a Trustee point of view

ACTION:

Mike and Gloria to liaise about the implementation of the project

Grant for CCTV:

Mike explained that he had been to a seminar about the use of CCTV. The main take away is we can have cameras where we want them provided:

- There is a nominated person responsible for the CCTV
- The relevant licences have been obtained from the Biometric Surveillance Commission (which is affiliated to ICO)
- The relevant signage has been put up

ACTION:

Mike to send a brief of the seminar to Gloria for the Board to consider

Gloria said that initially the intention is to put CCTV on the back door at Wood Street. Em suggested that the project should aim to ensure the CCTV covered the window at the back there before any digital screen was put up in the window

Anonymous donation:

Minaz reported SP had received an anonymous donation for £500 made through CAF

6. Policy re paying members/ non-members for specialist skills:

This policy is now live

ACTION:

Caroline to ensure SPC and Artistic Committee are aware of it. That the policy is on the website

Emma to highlight the policy in next CX Times

7. Items to and from the Board:

Gloria reported:

- Nicola Webb is working with Reading University Students to look at CX publicity at a cost of £250
- John Warburton has stepped away from his role as Cinema Manager and retired from the Box Office. There will be a party for him on 31st May 2025
- Stephen Williams is handling box office and has been co-opted onto the film panel
- Tim Ayris and the team are looking after film selection etc
- Nicola Webb needs to have a new email address set up for her as Marketing Manager
- Chris Wales faces too many IT jobs at the moment. He has been asked to prioritise dealing with the patchy Wi-Fi in the building because this affects the new scanners. It is hoped John Winters may be able to support Chris and the IT function. Chris and John are due to have an initial meeting
- Digital display screens project is commencing (see above)
- Will had proposed a change to bar pricing. This had been approved by the Board. Will commented that it has already been implemented
- Next Board meeting is 5th May 2025
- Agatha Christie weekend planning and arrangements are well underway. Sophie Hannah will be doing an 'In Conversation' on the Friday Evening. There will be a talk (details TBC) on Saturday afternoon. 'Where is Mrs Christie' (one woman show with Liz Grand) will be on Saturday evening. A suitable film (an Agatha Christie or a Murder Mystery) will be shown on Sunday evening
- Gloria & Bruce are talking with Theatre Consultants about theatrical lighting, updating the foyer, encouraging a flow of people into the Curtis Room from the foyer etc. A shortlist of 3 Consultants will be selected to present to the Board
- Gloria confirmed to Minaz that the Board is covering the costs of the feasibility study
- Gloria is meeting with Chris Wright to discuss digital letterheads and footers. Also footers for emails. She will ask if he can produce suitable Letterhead for CXWLtd, SP and something which combines both.
- There has been no solution found to the ongoing need for a person to handle the maintenance of the building
- Wallingford Town Council are organising a Community Hub event on 7th June. 15 local organisations are taking part. It is intended to open the CX as normal but also have some volunteers available to take people on 'mini tours' of the building. It was noted that this is the same weekend as the Walled Gardens event on 8th June. There was a discussion about the effective use of volunteers over the whole weekend and also which event it was most appropriate for CX/SP to be involved with

TRUSTEES UNANIMOUSLY AGREED:

Given the need for volunteers at both events it would be best to concentrate on only one event

The Community Hub event was more appropriate since it better meets the SP's charitable outreach

ACTION:

Caroline to let Len/Suzie Wilmot know that we are unable to take part in the Walled Garden Event

8. Items to and from SPC:

Caroline and Mike reported:

- The proposal for the use of Membership Mojo software has been agreed and it is already in use
- Digital Letterhead will be useful.
Gloria was thanked for suggesting this and for liaising with Chris about it
- Involvement in Walled Garden Event – see above under Item 7
- There is to be a 'Legacies Event' which Len is leading

ACTION:

Caroline to ask Len to feedback to the Trustees and to the CX Board about this

- The Summer Garden Party will be at Caroline's
- There is progress towards planning the workshops funded by the SODC £1,000 grant
- The digital display screens have been discussed by the SPC

ACTION:

Mike to liaise with Nicola Webb

- Updated Version of Annual Forecast for 2025
Minaz clarified that we have seen the forecasts for the next years shows but need to add in other totals and spending by SP
Minaz said that she had produced a rough budget based on the actuals for 2 years ago

ACTION:

Minaz to produce a copy of the Annual Budget for the Trustees to consider at the May meeting. Minaz will then feed it to SPC for their input and particularly any input from the Treasurer

- Drama Festival is w/c 23rd June
There are 11 entries
Gloria confirmed an adjudicator has been booked

She cautioned that this event usually makes a loss, but it squarely meets our charitable aims of bringing theatre to the community and of education
Stephen and Minaz need to consider the implications for VAT of the Drama Festival (see Item 5 under: Live Shows and VAT)

- Production budgets for 'You Never Can Tell' and 'The Inheritance' have been presented to SPC. The SPC had raised various questions. Once these have been answered/actioned, the budgets will be forwarded to the Trustees
- Georgia has received the Budget Template
- Regarding the Penelopiad Forecast and Budget, it seems the large discrepancy between the two can be accounted for because originally a matinee was planned and included in the forecast, but this did not go ahead. The Trustees thanked Caroline for this explanation. They emphasised that their questions were so that they can learn from the forecasting/budgeting process

9. AOB:

SPC Rules have not been signed off by the Trustees

ACTION:

Anna to circulate SP Rules for approval by email and, once approved, arrange for them to go on the website

Nick had emailed to say the AGM may not be able to go ahead on 1st Oct because of an ROH Live. If the ROH Live performance can be moved to 2nd Oct, the AGM will remain on 1st Oct otherwise it will move to 30th Sept

Note: following the Trustee meeting, Nick subsequently emailed to confirm that the AGM will remain on 1st October

10. Date of Next Meetings and Attendees - all in Curtis Room unless otherwise stated

Next Trustee Meeting all at 19:45:

Tuesday 19th May - apologies from Emma


Next Board Meeting all at 19:30:

Monday 5th May - Will

Next SPC Meetings all at 19:30:

Weds 30th April – Mike

AGM – Confirmed: 1st October 2025

 19 May 25