

Trustees of Sinodun Players

(Charity Number: 1210415)

Minutes of the 8th Meeting held on 16th June 2025 at 7:45pm

Present: Martin Parr (Chair), Mike Baker, Minaz Beddall, Anna Garland, Will Lidbetter, Nick Morley, Emma Trotman, Caroline Malnick (SP Committee Rep), Gloria Wright (CXWLtd Board Rep).

1. **Apologies:** None
2. **Approval of Minutes for previous meeting (7th meeting held 19th May 2025):**
Following circulation for comment from Trustees, these were approved and signed by the Chair on 30th May 2025 before transfer of assets etc to new SP CIO on 1st June 2025
3. **Matters arising not covered elsewhere** None
4. **Any other items relating to becoming a CIO:**

- Transfer of membership from SPADS to SP

Dorothy Hirsch (SP Membership Secretary) joined the meeting for this item.

She was welcomed by Martin and warmly thanked by all the Trustees for her hard work and for the efficient and proactive way she had tackled the transfer of members.

Dorothy explained that they had underestimated the complexities of dealing with Standing Orders. The feeling was that many members had not realised that STOs have to be cancelled by them individually and cannot be cancelled by SP. As a result there are now several different groups of members:

- a) Those who did not move their membership to the CIO but paid a membership fee into the old SP Barclay Account
- b) Those who did move their membership to the CIO but paid their membership fee into the old SP Barclay Account
- c) Those who moved their membership to the CIO and paid their membership fee by Stripe
- d) Those who moved their membership to the CIO and paid their membership fee into the new CIO CAF bank account

The Trustees discussed how best to deal with group a) and group b)

It was **AGREED** that **Dorothy** should:

- ✓ Email group a) asking them to either confirm that they wish to move their membership to the new CIO, or to confirm that they will pick up a cheque (written from the SP Barclays Account) repaying their membership fee
- ✓ Email group b) to remind them to stop their STO into SP account and confirming that their membership fee will be transferred to the CIO

Dorothy was concerned that she cannot now see all of the old SP membership on the old database. It appears to have dwindled to around 88 names. Emma showed

Dorothy how to change the 'view' of the database so that she can see all the members

Dorothy asked who her contact for the new CIO CAF Bank Account should be. Minaz confirmed that it will be the SP Treasurer, Anne Stammers

There was a discussion about Encore participants. They are expected to be members of SP. Some are members in their own right, and some are members by dint of a family membership

Dorothy explained that she does not know which members of Encore have paid their membership fee and she does not know if the Encore database is up to date. Caroline confirmed that Anne Stammers collects the Encore Membership fees

ACTION:

Caroline to arrange a meeting for herself, Dorothy, Anne Stammers, Minaz and Diana to agree the best way to deal with Encore membership of SP going forward. There was some discussion about bringing the payment of membership fees for Encore members in line with the payment of Encore termly fees to Diana

Dorothy explained that Mojo links to MailChimp at a cost of £9.67/month (or possibly less). It would give SP the ability to more easily email the membership. Jean Simmons would be particularly keen to use it for the CX Times

It was noted that we don't currently pay anything to use PostMaster however, Emma pointed out that PostMaster does not work well

UNANIMOUSLY AGREED IN PRINCIPLE:

We should use MailChimp subject to establishing that the costs of doing so are reasonable/acceptable

ACTION:

Dorothy to investigate costs and report back to Minaz

- Discussion of benefits of membership of SP & level of subscriptions

Minaz briefly talked through the benefits of membership as they were explained in the application to become a CIO

Essentially, however, Membership allows a person to act in an SP production, vote in general meetings and be part of the Charity's management (SPC and Trustees)

It was agreed that we should consider other possible membership benefits

Mike suggested awards for members

Will said he had explored the possibility of discounted bar prices

It was explained that we cannot offer members a discount on drinks or on tickets because this is giving members a financial benefit and would prevent us claiming gift aid

Will asked what would be the effect of a smaller membership? Martin said that there would be a financial impact and there might come a tipping point where a small membership would mean the charity was no longer viable

Will asked what would happen if we didn't charge a membership fee? Minaz commented that we have an income of around £35k per annum of which £8k comes from membership fees

There was a discussion about Associate Membership and it was **UNANIMOUSLY AGREED** to rename Associate Members 'Patrons'

ACTION:

Dorothy to change name of Associate Members on membership sites

It was suggested that Patrons might be thanked for showing their support by being invited occasionally to a Dress Rehearsal. However, Nick reminded the Trustees that this would require a licence for the Dress Rehearsal

Lifetime Membership was discussed. Gloria explained that Lifetime Membership and 10 Year Membership was used in the past to raise funds. It was **UNANIMOUSLY AGREED** that the individual lifetime membership fee would remain at £1,000 for the time being and that the 10 year membership fee would remain unavailable at this time. It may be reintroduced if a fund raising effort is required

NOTED:

Trustees will need to continue to discuss Membership Benefits and the cost of the subscription until a conclusion is reached

- **MoU**

Minaz explained that the MoU which was signed by Martin and Stephen Williams at the last Board Meeting had unfortunately not been the most up to date version. Minaz had a hard copy of the most up to date version of the MoU and it was signed by Martin and Gloria

ACTION:

Anna to send pdf copy of signed MoU to Blake Morgan for their file

Minaz to send pdf copy of signed MoU to SODC for their records

- **SP Rules**

Martin asked if the SP Rules (which were accepted by SPADS members at the 2024 AGM) have now been put on the SP website.

Anna confirmed that the Rules have been put on the website. She said that, while there is no requirement to materially change the document, there are some inconsistencies in the Rules which need to be amended/tidied up

The suggestion was to appoint a small working group to check the SP Rules for consistency and amend them so that they can be approved at first SP AGM on 1st October

The work will need to be completed by 2nd September Trustee Meeting

It was **UNANIMOUSLY AGREED** to appoint a working group to 'tidy up' the rules. Mike and Will agreed to act for the Trustees. Caroline said she would discuss with the SPC and ask for one or two people to join the group. The suggestion was that Sarah Enticknap might be a suitable member of the group

Will clarified that if in their work they identified a material change that needed to be made to the rules it would be flagged up to the SPC and the Trustees. However, the aim is not to make material changes to the rules

ACTION:

Anna to send a word copy of the rules to Caroline, Will and Mike

Caroline to ask Sarah and/or another member of the SPC to join the group

Working group members to 'tidy up the rules' removing any inconsistencies

- Stock Transfer Forms (STFs)

Minaz explained that a pdf of the signed STF's was sent to Mahmood & Tracy on 9th June 2025 to be filed at Companies House by 23rd June 2025

Minaz explained that Mahmood had emailed on 13th June and said:

- ✓ He filed his resignation as Director and Company Secretary with effect from 31st May 2025. These changes have been recorded at Companies House
- ✓ He had not made any filing for Tracy Noble's appointment as Company Secretary
- ✓ The Company's Confirmation Statement is due and is to be made up to the 31st May 2025
- ✓ As the transfer of the shares did not take place till after the 31st May 2025, the Confirmation Statement must reflect the ownership status as at that date
- ✓ There is no requirement to file the STFs with the Registrar and these documents need to be retained with the Company's statutory records. The share transfers will be reported in the next Confirmation Statement which is due on 31st May 2026

Gloria commented that she thought Tracy had filed her appointment as Company Secretary herself

Minaz said that she is checking with Blake Morgan whether the STFs need to be filed with the Registrar. She mentioned that there had been a suggestion that this is a requirement within 14 days of signing

The Trustees **UNANIMOUSLY AGREED** that we would like the ownership registered as soon as possible since this will safeguard the charity by formally recording ownership by the CIO of the CXWLtd shares

ACTION:

Minaz to contact Mahmood and Tracy to ensure the STFs are filed correctly and in the necessary timescale

Anna to send pdf of signed STFs to Blake Morgan once they have been filed at Companies House

NOTED:

Post meeting update sent from Minaz by email on 20-06-25 to all Trustees.

Blake Morgan have confirmed there is no requirement to file STF's. CX suggestion to update Companies House as part of next annual return is acceptable. STF's must however be kept with the statutory records of CX.

- Closure of SPADS Bank Accounts

Minaz said that the SPADS Bank Accounts would be closed in due course

She explained that there would be some delay because Anne Stammers had not been able to transfer the SPC Funds to the new CAF account before 1st June 2025

Minaz commented that Anne has logged into the CAF account successfully but continues to have problems with the new login requirements which require entering an OTP frequently. She has managed to get some payees across but not all.

The Trustees **UNANIMOUSLY AGREED** that:

- ✓ it would be prudent to have closed all the old SP accounts with Barclays and Co-op before 1st June next year
- ✓ all the old SP bank accounts should be closed within 6 months (ie by 1st December 2025)

ACTION:

Minaz, Caroline and Anne Stammers to have closed the bank accounts with 6 months

- Outstanding Items

Minaz explained that apart from closing the SPADS Bank Accounts there are 3 outstanding items related to becoming a CIO

1. Registration of Merger by Blake Morgan
2. Produce the Final Accounts of SPADS

5. Finance:

- SP Annual Budget

Minaz introduced the first draft of the SP Budget for 2025/26

She said that it was imperative that we produce a budget to assist with discussions around agreeing reserves and making grants. In addition, it was good governance to have an overall SP budget which can be read alongside the SPC and CXWLtd budgets that we are insisting are now produced and provided to us.

Minaz explained that the lines in the budget have been taken from the Statutory Accounts but that she has tried to make them meaningful for our specific charity. With this in mind the Income and Expenditure had been split into more extensive categories.

Minaz explained where the figures had come from. They are:

- ✓ the most recent Actuals we have (dated 2023/24)
- ✓ June 2024/25 Forecast – is what we expect this year's statutory accounts to look like after Barry has processed Anne's paper records
- ✓ June 2025/26 Budget is based on the 2024/25 forecast

There was a discussion as why the SP Productions are in at £117,110 for the actuals and the June 2024/25 forecast but £74,212 for the 2025/26 Budget.

Minaz said that the £74,212 figure is taken from the SPC budget but in Actuals Barry had reported SPC Income as £117,110. With this in mind, Minaz had included a category called Other Income and added £45,000. It was agreed that the £117,110 related to Chitty Chitty Bang Bang and that the £45,000 in Other Income could come out. Similarly, the £30,000 under Other Expenditure could come out. As a result, net Inc/Exp will be £15,000 for 2025/26.

Other comments:

- ✓ The Rent calculation is fair and affordable
- ✓ Other productions (incoming shows) is not on SPC Budget at the moment – Caroline is dealing with the contracts at the moment
- ✓ We will have actual figures for the membership subs in a month's time
- ✓ Quick Books is up and running and this will allow us to look at Actuals at every Trustee Meeting
- ✓ We have a reserves policy. At the moment we hold reserves of £65,000 to deal with a 'Covid like' scenario. We have Free Reserves of £334,676. It is important we have a reason for keeping this money
- ✓ Will asked if the reserves policy should keep pace with inflation
- ✓ Martin suggested DBS Checks should be a line in the budget

ACTION:

Caroline to send Minaz figures for incoming shows once Contracts have been completed

Minaz to include a line in the Budget for DBS checks. They cost £30 per check and Emma arranges between 10-20 per year. Responsibility for the DBS budget could be delegated to Emma

- **Receivable due from CX to SP (approx. £48k)**

Minaz and Stephen have been discussing the approx. £48,000 due to SP from CXWLtd

Options to deal with it include:

- ✓ CXWLtd repay the loan – not an option because CXWLtd cannot afford to do this
- ✓ The Loan becomes preferential shares – is this in the Charity's interest? Would the charity receive a reasonable financial return on the shares?
- ✓ Write off the loan – is this in the charity's best interests?

AGREED:

The instinct is to deal with this as quickly as possible to tidy things up. However, we need to follow due process and be certain that whatever is decided is in the Charity's best interests

There are cross issues which need to be discussed alongside how to deal with the £48,000 loan

- Progress with assisting SPC Treasurer to access CAF account etc
As explained under item 4, is getting to grips with the CAF bank account. Next step is a quickbooks tutorial with Caroline and Minaz.
- Live shows and VAT
Minaz said that she and Stephen have solved this issue. Gloria agreed
- Letter re transfer of funds to CXWLtd to be approved by Trustees
Comments included:
 - ✓ The letter must reflect what the Grant Policy says
 - ✓ Some amendments to the letter were discussed and it was agreed that photographic evidence of before and after the use of the grant is required
 - ✓ The letter must be signed off by the person who is nominated as leading the project – this might be a Director or a Nominated Officer
 Minaz made amendments to the letter during the meeting and Martin signed it

6. Safeguarding:

- Intimacy Policy
Emma reported that she has emailed the Intimacy Policy to Sue and Chris for the July production and also to Gloria for the Autumn production
It has gone into the Production Manual
Emma will send it to the Artistic Programming Team
- Performing Licenses for Children
Emma has reviewed the wording in the Production Manual re performing licenses for children and thinks it is confusing. She is in the process of rewriting it
- DBS Checks
Emma said that she is arranging 3 x DBS checks for members of the workshop because we have a 17 year old who is keen to join them
- Code of Conduct
This has now been sent out with CX Times
Gloria commented that she had attended an LTG Workshop where it had been suggested that to get engagement with a Code of Conduct, it was worth raising it at the first rehearsal of a show. The suggestion was that those at the rehearsal might contribute to what is expected of the members of the cast and team in a particular production

7. 4 Market Place(4MP):

4MP is back on the market
Lesters are asking £1.4m for it
Wallingford for All (WfA) CIC is interested in using 4MP as a community space and Lesters have suggested they might be prepared to pay the cost of a feasibility study (a figure of £15k for such a study has been suggested). The scope of the study is not clear
WfA want a sustainable model similar to a community land trust model/cooperative model

(A community land trust is a non-profit, community-based organisation that acquires and holds land for the long-term benefit of a specific community.)

WfA is headed by Vicki, Katherine Keates-Rohan (County Councillor) and Jo Emmerson (acting independently of the Town Council)

James Barlow (County Councillor) is also keen to support WfA

They are also talking with Stephen McKenna from Community 1st Oxfordshire

WfA are not interested in buying 4MP, they see themselves as advisers who would facilitate the process of setting up something that is available to the community

Martin has talked with Vicki from WfA

Gloria has also talked with WfA and also with Robert Lester – the Lester's Board has changed and many of the older members of the family have retired as Directors. Claire Lester and Robert's 2 sons have now joined the Board

NOTED:

- ✓ A large number of very small organisations are keen to hire or rent spaces within the building
- ✓ It is likely that SP is the only organisation who might be able to buy 4MP
- ✓ If we are involved with a project to buy 4MP we would want to lead it
- ✓ We must be sure that being involved in a 4MP project meets our charitable aims – SPs would be pleased to be part of a community project but only if it meets our charitable objects
- ✓ This is an opportunity to expand the theatre and prevent the threat of something going into 4MP which then objects to the noise from the theatre
- ✓ If a feasibility study is to be funded by Lesters, we would want to be able to define the scope of the study
- ✓ Is it possible that Lesters would fund 2 x feasibility studies – 1 for SP and 1 for WfA?
- ✓ A feasibility study would be very useful to inform the SP 5 years business plan
- ✓ We need to continue our discussions with WfA and with Lesters
- ✓ It would be wise to open discussions with the Town Council and SODC – how would they look upon this from a planning point of view? How would they look on it from a Community point of view? Is there any funding available from the Councils?
- ✓ This is a great opportunity but we must consider the risks to the charity and satisfy ourselves that we are not exposing SP to unnecessary risk

ACTION:

Martin, Gloria and Stephen to contact WfA, Lesters and the Councils to keep channels of communication open and try to progress things

8. Risks Register:

- Charity Commission's Regulatory Advice points for discussion in relation to SP
Martin made the following comments about the CC regulatory advice points
 - ✓ The CC does not require a response to their advice points
 - ✓ We should address the advice points nevertheless

- ✓ We must document what we have done to address the advice points

Martin said that from his perspective the key talking points to which we must return are:

1) Education:

We must have a clear understanding of our educational purpose

We must provide genuine education provided by suitably qualified and skilled people

We must be able to demonstrate that we are educating and therefore we need to document what we are doing

Documenting what we do might include recording details of training courses, measuring impact, using evaluations

We need to find a way to collate what we do – how can the education we do be

documented in our Annual Report? This should include specifics and not be so generic

We should aim to have produced a way to document our educational endeavours and

produce something meaningful about how we meet our educational objects by May 2026

2) Ownership of the building

There is a lot in the advisory points about ownership of buildings/land

Blake Morgan have consistently said that we have an unusual structure whereby the charity does not own its main asset

There are other theatres with the same structure

It may be time for the Trustees of SP's and Directors of CX to consider how a merged organisation would better safeguard the charities main asset (the building)

It would be possible to expand the Trustees to include the Board (as new Trustees) and then have sub committees who are responsible for the building

Whether and when we address this should be discussed

3) Selection Criteria for Grants

We have a Grant Making Policy, but we need to review this to ensure that it is fit for purpose and in the light of Grants we have made

4) Safe Guarding

We cover this – Emma does an excellent job

5) Need for a clear record of the Trustees Actions

We have full minutes of meetings

We need to consider a Log of other actions

6) There is a pro-poor agenda

How do we ensure that we address this adequately?

7) We must define relations with the non-charitable bodies we work with

- Trustee Skills Audit

Will said that all Trustees had returned their skills audit sheets and he would present the findings for discussion at the next Trustee meeting

It was noted that the findings should inform our recruitment drive for new Trustees

9. 'LTG Event at CX':

Nick confirmed that Jessica Swale will be giving a talk at CX in September
He explained that SP will be acting as hosts for other LTG Theatres in the area
There will be supper before the talk for invited members of the other LTG Theatres
This is the first time we have acted as a 'hub' for the other LTG Theatres and it is hoped the model will be copied again by other LTG Theatres
Nick said the supper would cost in the region of £200
He requested that either SP paid for the supper or that SP shared the cost with LTG

AGREED:

SP should pay £100 towards the supper

10. Trustee Roles document to go on website:

- The Trustees Roles document was originally drafted by Enid at the request of Martin when he was considering becoming a Trustee. Anna has now updated it as requested at May Trustee meeting.

AGREED:

to circulate this document by email for comment from the Trustees so that a final version could be approved at the July meeting

ACTION:

Anna to circulate the document

11. Items to and from the Board:

Gloria reported:

- Presentation of CXWLtd Budget for ratification
Gloria asked if everyone had seen v5 of the CXWLtd Budget and drew everyone's attention to the comments Anna had received from Stephen when he had emailed the Budget to her (Stephen's comments have been appended to the end of these Minutes)
She asked if there were any questions
The Trustees had no questions, and they **UNANIMOUSLY RATIFIED** the budget which had been agreed by the Board at their last meeting
- Request for proposal
Gloria said that 1 of the consultants had pulled out of the process to pitch for the external lighting and foyer project on the basis that CX had not indicated a budget. Gloria had spoken with them and suggested a budget of £50-75,000 but they were still not interested
A second consultant had asked the same question
Gloria said that:
 - ✓ the external lighting was still an important project as there are people in the Town who do not realise what the CX is (mistaking it for a club)
 - ✓ the foyer improvement project may have to go on hold in the light of 4MP
- Company Secretary
Is now Tracy Noble
- Improvements to Men's Loos
The Gent's Urinal system is currently undergoing improvement works

- PR Exercises
Nicola Webb had arranged a cheese sampling event to accompany the film 'Holy Cow'
She is also collaborating with Wallingford Bookshop regarding films of novels
- Pre-film advertising
Is being considered. Elaine is leading on this
- John Warburton
Has retired
- Lack of House Managers
Many people are concerned about taking this role because of the responsibility and the length of time spent in the building
- Auditorium Curtain Rail
Has been ordered
- Heating for foyer and hot water
Is not irretrievably broken
- Closure of Mousey Lane
Timing of closure has been moved to when the theatre will be dark
- Agatha Christie Weekend
Planning is going well
- Behaviour Policy
Has gone out

12. Items to and from SPC:

Caroline reported:

- Penelopiad
70% ticket sales and may have made a profit of £5,000
- Panto
Has been confirmed – will be announced shortly
Caroline is Directing
Band has been sorted, and the Musical Director will be Gaby Clements.
The expectation is that Gaby will be paid
Julie is the Producer
Emma is the stage manager
NOTED:
Post meeting the Trustees noted that the possible payment of Gaby will be a good opportunity to test and role model our process for Payment for SP roles as agreed and now live on website.
ACTION:
Anna to contact Caroline to flag this up
Caroline to ensure that she follows the policy when preparing for the Panto production
- Marketing Team
Doing a brilliant job
Meeting regularly
Are on top of all the 2025 productions
- Garden Party
Will be held on 17th August Tickets £15 There will be a Bar and Live Music

- Workshops
Julie has set up a meeting with the set designers to arrange an October workshop
- Sum Up Machine
SP has its own Sum Up machine primarily used for programme sales
- Formal Complaint – discussed in closed session

13. AOB

Caroline said that we will not be involved in the carnival this year although we are providing the carnival Queen

Anna said that she will be away for much of September and so it was essential all resolutions etc for the AGM are confirmed by the Trustee meeting on 3rd September

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

Next Trustee Meetings at 19:45:

Monday 21st July

No August meeting

Tuesday 2nd September

Next Board Meeting at 19:30:

Monday 7th July - Anna

Monday 4th August

Monday 1st September

Next SPC Meeting at 19:30:

2nd July in Warburton Room - Mike

No August meeting booked

Wednesday 3rd September

AGM

Wednesday 1st October

Stephen William's comments about the CXWLtd Budget 2025 / 26:

At the CX Board meeting last night, the CX Board approved the 2025 / 26 Budget subject to a couple of changes.

For the record, the "final" (subject to the ratification of the Trustees of course) 2025 / 26 Budget was the fifth version of the Budget. This hopefully demonstrates that the CX Board did not just endorse the first Budget that was presented to them ... Martin attended the CX Board meeting and therefore has a general awareness of the Budget, how it was prepared, and the detail of the Board's review.

I would have preferred to provide you with a pdf copy of the schedule but that would have reduced the size of the schedule and therefore made it unreadable. I have therefore had to provide a copy of the underlying Excel spreadsheet.

The Budget includes comprehensive narratives to explain the basis for each budgeted income and expense line, and the person who prepared the budgeted income and expenses. Due to the current shortage of responsible people, e.g. the H&S Director, it inevitably fell to myself to prepare a lot of the budgeted numbers.

The Budget does not incorporate any costs relating to the planned foyer refurbishment project. These costs are not known at present. They will therefore need to be approved at a later date as an unbudgeted expense.

In case a question arises, I will be presenting a comparison of the actual outcome for the 2024 / 25 financial year to the Budget for the full year to May 2025 at the CX Board meeting in July. I cannot prepare this comparison until I receive the actual figures for the year to 31st May 2025 from our Treasurer.

21-07-2025

A handwritten signature in black ink, consisting of stylized, overlapping loops and strokes.