Trustees of Sinodun Players

(Charity Number: 1210415)

Minutes of the 9th Meeting held on 21st July 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), Julie Grimshaw (CXWLtd Board Rep).

1. **Apologies:** None

2. **Approval of Minutes for previous meeting (8th meeting held 16th June 2025):**
Following circulation for comment from Trustees, the minutes (which incorporated Trustee comments) were approved

3. **Matters arising not covered elsewhere**
Consideration of where Trustee documentation should be stored (eg formal complaints, confidential minutes)
Will commented that in the long term it is intended that the organisation will have a Teams Space
Julie commented that CXWLtd uses the server and has a dedicated, password protected, CX space
Will confirmed that there is a similar SP space on the server, but it is unclear who has access to it or whether the Trustees have their own password protected space within it
UNANIMOUSLY AGREED:
    - ✓ It is not good governance to have no specific, password protected, Trustee space to store documentation
    - ✓ This is a potential risk/point of failure

    ACTION:
    Will to contact John Winters (who is assisting Chris with IT issues) copying Chris into the email trail to request that a password protected Trustee space is set up on the server for all confidential documents etc

4. **Items to and from the Board:**
Julie reported that the biggest concern is that the Board has no H&S Director and there is no building maintenance team
    - The H&S Director is crucial (Note: Health and Safety law places certain responsibilities on organisations, and directors can be personally liable when these responsibilities are breached. Members of the Board have both collective and individual responsibility for Health and Safety)
    - Currently Building Maintenance is covered by John Wright, who has been trying to step away from the role since he ceased to act as Building Service Director, and by Vince Kerrigan who is not always available. There is insufficient cover and it is unfair to rely on John and Vince

    Minaz suggested using a temporary contract for building maintenance
    Martin suggested employing a 'handy man'
    ACTION:
    Emma to advertise on Facebook for H&S Director and for people to fill the building maintenance role

Martin to send Julie the names of the people who might provide services as a 'handy man'

Julie also reported that:

- Drama Festival made a small profit
  Next year may hold a Drama Festival in conjunction with ODN
- Alistair Harvey has joined the H&S Team, and it is hoped to recruit a contact of Mike Baker to the H&S Committee in due course
- Tracy is registered as the Company Secretary at Companies House

5. **Items to and from SPC:**
   Caroline reported that:
   - Sarah Enticknap has agreed to join the SP Rules Working Group with Will and Mike
     ACTION:
     Will to contact Sarah, and arrange to review and amend SP Rules so that they are consistent (no substantive changes to be made)
     New consistent SP Rules to be ready to go on website for perusal by membership at beginning September
   - she has reminded the members of the SPC who are standing for re-election to have completed their forms by beginning September
     Rebecca Cleverley and Sue Ford are standing down
   - dealing with incoming shows is becoming too much for Caroline to handle on top of acting as Chair. It is a discrete job which could be done by someone else. She would like to appoint someone to act as the 'Incoming Shows' administrator and coordinator (they would deal with contracts, marketing, and liaise with Technical Manager, Cinema, Backstage Crew etc). They will need a combination of administration and communication skills
     ACTION:
     Caroline to advertise for this role on Postmaster
     Em to advertise the role on Facebook

6. **Any other items relating to becoming a CIO:**
   - <u>Registration of Merger and Final Accounts</u>
     Minaz said that the registration of the merger of SPADS and SP at Charity Commission has been applied for by Blake Morgan. We await a response from the Charity Commission. SPADS cannot be removed from the Charity Commission website until the final accounts have been files and the SPADS bank accounts closed. Anne Stammers will be sending all the paperwork associated with the final accounts to Barry Haines by the end of next week so that the SPADS Final Accounts can be prepared.
   - <u>Membership Benefits</u>
     There was a discussion about Membership of SP and the benefits of Membership.
     AGREED:
     - ✓ It is important to recognise that members are members of a Charity and not simply a drama society
     - ✓ It is important that members understand what the organisation as a whole is and does

- ✓ Some of the most supportive people in the organisation are volunteers and not members of the charity
- ✓ If membership for any one fulfilling any role within the organisation were to become compulsory, we must ensure that an inability to pay does not prevent membership

Nick asked why members can't have benefits – is it an issue about gift aid? He said that he would discuss member benefits with Mike at Thame Players and feed back to the Trustees
Minaz commented that if providing Benefits to Members meant we lost some gift aid, it may be worth the loss – an analysis of the pros and cons would be needed
The was a question whether previous members of SPADS who had chosen not to transfer to SP had provided any reason for their choice

ACTION:
Nick to contact Mike at Thame Players
Anna to contact Dorothy as membership secretary to see if she has any insight into why people chose not to become members of SP

It was suggested that we might have a discussion during the Open Forum at the AGM asking for ideas from members about the benefits of membership

ACTION:
Anna to include discussion of member benefits on Agenda for AGM under Open Forum

- Mailchimp Cost:
  These were not known although Emma thought we are paying £15 + VAT/month for 500 contacts and 6,000 emails
  ACTION:
  Anna to contact Dorothy as membership secretary to confirm cost of Mailchimp

- Encore Membership:
  This item is outstanding
  NOTED:
  Caroline and Minaz to establish best time of year to collect Encore Membership and liaise with SP Membership Secretary

- Contract for Diana:
  In discussing Encore Membership, it became apparent that the SPC has not completed their longstanding action to write a contract with Diana
  ACTION:
  Caroline to contact Rebecca Cleverly about this and then ensure it is progressed

7. Finance:

- SP Annual Budget
  Minaz reported this has been amended in line with discussions at the June Trustee meeting. She will present the amended budget at the September Trustee meeting

- Grant Letters
  Minaz confirmed that these have been sent to Gloria to be signed by a named individual. Once returned, the Grants for the CCTV etc can be made over to CXWLtd

- Practicalities of banking including assisting SPC Treasurer

  Anne Stammers was introduced to Quickbooks by Caroline and Minaz on 21-07-25. The tutorial went well although it had to happen on Caroline's laptop as Anne had not got her password to access her own laptop

  Minaz had emphasised the importance of the three of them having access and oversight to the accounts

  Minaz said that she will be able to bring a report (run off Quickbooks) to the next Trustee Meeting

  Anne has successfully set up payments to and from the bank account

8. **Safeguarding:**

   Emma reported her concern about the lack of proper safeguarding during 'You Never Can Tell'. She was particularly concerned that policies weren't followed on Tech Day. She commented that luckily there had been no issues.

   Emma said she is updating the Producers Manual.

   Caroline said that the Producers Manual must link to the Safeguarding Policy.

   It was suggested that Safeguarding should be mentioned at the first rehearsal of every production and the basic safeguarding requirements of that particular production made clear

   Julie asked Emma for a list of Chaperones with the date of their DBS check to go on the volunteer database

   ACTION:

   Emma to update Production Manual and to provide list of chaperones to Julie

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

   Martin reported that Gloria had attended a meeting with WfA & Lesters – Lesters have commissioned a feasibility study looking at 3 options for how 4MP may be used by the community. It is being conducted by Community 1st Oxford.

   Martin has spoken with James who has said that SP/CXWLtd may have some input to the feasibility study, but the scope has been set already

10. **Risks Register:**

    - Trustee Skills Audit

      Results to be presented at next Trustee Meeting

      NOTED:

      The findings should inform our recruitment drive for new Trustees

    - Non Drama Programme

      Trustees commented that this is discussed regularly and there were no additional points to add

    - Organising Roles

      Trustees commented that this is a live issue which must be monitored. Particularly regarding the H&S Director's role on the CXWLtd Board

    - Copyright

      This issue has been addressed, and SP is very careful to acknowledge/credit all photography used in their marketing and publicity

They cannot be held responsible for third parties failing to credit photographers
Emma said that Dale is currently the only person taking photographs for SP
Caroline said that Dale is knowledgeable about Copyright
We are not aware of any recent issues with audience members taking photos/recording within the auditorium
ACTION:
Anna to send any Copyright information/old emails that she can find to Emma
Emma to text Dale for his comments about Copyright

The discussion led to questions about payment of members. Is the new policy being adhered to? It was suggested that no-one should have a monopoly.

11. AGM:
The Trustees discussed the items for the agenda referring to a template circulated before the meeting
AGREED:

- ✓ Item 2 - Minutes of previous AGM
  Should be included but only to refer to the Minutes of the final SPADS AGM which have been approved
- ✓ Item 3 – Any matters arising should be deleted
- ✓ Item 5 – report by Chair of Trustees for year ending May 31st 2025 must cover SPADS and CIO.

NOTED: Martin will need to write a report for the final SPADS Accounts and for the first set of CIO accounts. These will need to be amalgamated for the AGM report.

- ✓ Item 6 – Report about becoming a CIO.

NOTED: Minaz to provide a recap of what has happened and explain the difference being a CIO has already made (Rent to CXWLtd, VAT Group, making Grants etc) A copy of her presentation will go up on the website after the AGM

- ✓ Item 8 – Note of annual shareholder meeting

The Trustees discussed whether the dividend should be deferred, waived or paid. Since we have waived for a number of years and most recently deferred in 2024, it was agreed we should aim for the dividend to be paid from CX to SP's this year. This should be discussed with CX Finance director once the dividend amount payable is made available by Haines.
ACTION: Minaz to liaise with Stephen about CX final accounts, paying dividend and date of shareholder meeting tying in with beginning of the September CXWLtd Board Meeting

- ✓ Item 11 a – SPC Chair's report to include some award presentations
- ✓ Members Open Forum – to include discussion about Member Benefits

ACTION: Anna to ensure AGM agenda is written up and published according to the above agreed changes to the template document

The Trustees discussed Agenda Item 12 – annual elections for such posts as are vacant within the SP

AGREED there are 6 vacant posts on the Trustee Board. **Mike**, who is co-opted to the Trustee Board, will stand leaving 5 other vacancies. In addition one third of the Trustees (ie 2 Trustees) must stand down. **Martin and Will** as longest serving Trustees across SPADS and SP will stand down. Both are happy to stand for re-election

ACTION: **Anna** to send nomination forms to Mike, Martin and Will. **Mike, Martin and Will** to complete and return forms.

Caroline confirmed the details of the SPC members who are standing down and then standing for re-election. They are Caroline Malnick - Chair, Dorothy Hirsch, Anne Stammers, Julie Utley

12. Trustee Roles document to go on website:

UNANIMOUSLY APPROVED:

v1.3 circulated with the agenda for the July meeting

ACTION:

Anna to arrange to put document on the website

13. AOB

Nick said that:

- the LTG Event on 8th September is going ahead and SP Members will be able to obtain free tickets ahead of them going on sale
- the LTG Southern Region Meeting will be in Stroud on 4th October
- The LTG National Committee will be meeting at CXWLtd on 30th/31st January 2026 and will attend the Panto. It will be an opportunity to talk with the national committee members

Julie asked if there is a Trustee who handles pastoral care of members. In particular arranging to send gifts/get well cards/etc to longstanding members who might be unwell or in need of support. It was noted that there had been no one fulfilling this role since Julie herself stepped down from the Trustee Board some years ago. Minaz commented that our money is 'public money' and it would not be appropriate to spend it in this way. However, it was important to recognise that support for long standing members is sometimes required. Martin commented that as Chair he has sent emails of support or cards to members from the Trustees. All the Trustees were happy to contribute to a card/gift from a personal perspective.

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

Next Trustee Meetings at 19:45:

No August meeting

Tuesday 2nd September – Martin likely to be away, Nick to chair

Next Board Meeting at 19:30:

Monday 4th August - Nick

Monday 1st September – Nick (may incorporate the shareholder meeting - TBC)

Next SPC Meeting at 19:30:

No August meeting booked

Wednesday 3rd September - Mike

AGM

Wednesday 1st October

N Morley
2/09/25