

# Minutes of Upton Bishop Millennium Hall Management Committee Meeting

18/01/2022

**Present:** George Pendlebury (GP), Clive Wilson (CW), Katie Wallace (KW), Angela Walker (AW), Elaine Powell, (EP), Olivia Boon (OB), Mike Tyers (MT), Dave Powell (DP) and (via Zoom) Richard Timney (RT)

**Apologies:** Polly Bushell (PB)

**Declaration of Acceptance:** MT signed Trust Deed as declaration of acceptance and of willingness to act in the Trusts of this Deed.

**Hall Trust Deed:** All present discussed the Trust Deed and agreed that this document required clarification regarding the following points:

**Structure of Trustees and Management Committee:** Further to the Health Check carried out by RT, RT confirmed that the way the current constitution is written is fine but does become confusing as to the terms Trustees and Management Committee. RT also confirmed that there is nothing clearly set out in the Deed for the continued role of the original Trustees (who were perhaps originally Holding Trustees) and the Hall's practise of continuing with five Trustees to help with governance is not clear from the Deed. RT confirmed this practise has in no way been detrimental to the running of the Hall but, if anything, will have been for the greater good as more people have been involved.

All agreed though, that clarification was needed as to the Hall Trustees and advice was required from a solicitor with charitable experience.

All agreed that care and consideration was needed to the role of the five Trustees as they have all been extremely helpful in giving their time, expertise and to fundraising. It was agreed to consider building into the constitution Friends of the Hall, to recognise such significant involvement. As per the Health Check review, Friends of the Hall could have representation on the Management Committee.

**Transfer to Official Custodian (paragraph 4 of the Deed):** All discussed the role of Custodian Trustee (currently the Parish Council is Custodian Trustee) and the benefits involved in transferring to the Official Custodian, thereby vesting property documents with the Official Custodian (Charity Commission) instead. All agreed the need to transfer was in no way a criticism of the Parish Council and their representation on the Management Committee would continue as a valued member of the Committee, unaffected by this transfer.

All agreed such a change in organisation would give clarity and longevity to organisation. All wanted to ensure recent difficulties, whereby the Parish Council were unable to find the Hall Deed and misunderstood the role of Custodian Trustee as one with significant influence, were avoided in future. The transfer to Official Custodian would avoid such difficulties arising in the future as the location of the Deed and the role of Official Custodian was completely clear. RT advised this was a straightforward process which could be done using the process available on the Charity Commission website or by the solicitor.

RT advised that the property and any changes should be registered with Land Registry.

**Procedure for the annual election of the Management Committee (paragraph 5 (2)):**

DP reported that prior to the October 2021 AGM it became apparent that the Deed was silent regarding the election process and there was no documented procedure. The Trustees replicated the Parish Council approach as a regularised and codified method of election and recognised that a documented procedure was required. The Trustees therefore initiated the process of selecting a solicitor with specialist charitable experience for advice and Harrison Clark Rickerbys had quoted £600 +VAT.

During the meeting all explored the option of rolling annual elections of 1/3, 1/3, 1/3 of the Committee up for election in successive years instead of the current model of whole Committee elected annually. RT advised that this was only possible if the Hall changed to the CIO model with limited liability and run as a charities company. This is not a simple solution and would cost in the region of £4,000 in solicitors fees plus additional expenses and processes involving public meetings.

All agreed this was not desirable or necessary and the current model, with clarification for best practise was the preferred way forward. RT offered to send a Model Constitution which the Committee could take to the solicitors for comparison.

**Filling a Casual Vacancy (paragraph 8):** All agreed that clarity was also needed as to the process of filling a casual vacancy on the Management Committee and best practise should be adopted. All agreed that until the constitution was clarified, the Committee would instead, look to co-opt people from the Parish to help fill any roles, help with the running of the Hall and to ask if anyone wished to set up new interest groups. Advertising for this would be done in The Chimes, on the village website and Facebook page.

**Change name of Hall from Upton Bishop Village Hall to Upton Bishop Millennium Hall:** RT confirmed that a name change would require a resolution, just like changing the number of signatories.

MT recommended that the constitution, once clarified could be on permanent display in the Hall.

In conclusion to the discussion regarding the Hall Trust Deed, all agreed to allocate funds of up to £1,000 to engage Harrison Clark Rickerbys for advice regarding the Trust Deed with reference to the model constitution from Community First.

Actions: **DP and KW** will work together to collate points to be put forward to Harrison Clark Rickerbys for advice.

**GP** to allocate funds of up to £1,000 in the budget for 2022.

**RT** to send model constitution.

**MT** to feedback to the Parish Council regarding the review of the Trust Deed and clarification of the election process.

DP and RT were thanked for attending and left the meeting at the conclusion of the discussion regarding the Hall Trust Deed.

**Minutes of previous meeting held 17/11/2021:** All agreed the minutes were correct and were signed by KW.

**Resignation of PW:** PW resigned on 11/01/2022 from the role of Secretary and from the Management Committee. All agreed to send a gift in thanks for all of the work done by PW. Action: **GP** to organise this gift.

**Election of Secretary:** EP volunteered to take on this role. GP proposed EP as Secretary, MT seconded and EP was unanimously elected.

**Vacancy on Management Committee:** This matter was discussed and agreed.

Action: **All** to consider what skills and help is needed and send details to KW by 5<sup>th</sup> February 2022, in readiness for next Chimes.

**Committee 'Health Check':** The resignation of PW highlighted that there is perhaps too much work for some people and not a great deal of enjoyment or sense of reward from giving time as a volunteer, especially in light of recent tensions highlighted at the AGM. All recognised that as a new Committee the workload was higher than usual as we all strove to understand the role of Trustee, review the constitution and assess the actions required to best manage the Hall. MT drew attention to the misunderstanding that existed in the Parish regarding the Hall and the need for transparency regarding the constitution, decision making, meetings, accounts and booking process. All agreed and EP cited Garway Village Hall as an example as all such information was available on their hall website.

AW agreed to prepare a poster for noticeboards giving information as to the management committee; where minutes and other such information could be found; how to book the hall; and also to invite people to come forward to get involved in new interest groups. Longer term, the Committee would put together a folder for permanent display in the Hall with all such information. The village website, which has a section for the Hall, could be used as a permanent source of information. All agreed to hold back on the use of a feedback box.

All agreed that this discussion had been extremely helpful. AW was thanked for volunteering to take on the 200 Club. MT was thanked for volunteering to help with building maintenance work.

Action: **AW** to prepare information poster for noticeboards and invite people to get involved in running new interest groups, such as a wheels group.

**Hall Health Check Report from Richard Timney, Community First:** The Hall Health Check meeting took place on 13<sup>th</sup> December 2021 and the report prepared by RT was received by the Committee on 14<sup>th</sup> December 2021.

**Finance and Insurance:** All discussed the Treasurer's reports and 2022 budget. As matters arising, EP and KW to complete new signatory forms for the Charities Aid Foundation account at Shawbrook Bank. GP reminded KW and PB that Lloyds Bank

signatory authentication was outstanding and required. AW would also be added as signatory.

Any recommendations for accountants to be given to GP who will obtain and compare quotations.

Further to the Hall Health Check, GP agreed to check the Insurance valuation and types of insurance held.

**Buildings and Maintenance:** The draft maintenance schedule and survey report were sent to the Committee prior to the meeting by CW and all discussed the matters arising. All agreed to allocate the following sums from Hall funds in the 2022 budget: £2,500 for the kitchen repairs; and £5,000 for external joinery repairs.

The guttering repair was identified during the survey and carried out by CW.

A meeting with a pest control expert has been booked to begin treating the on-going fly problem. Regarding the birds which continue to appear inside the main hall, CW and MT will investigate further. All agreed to the hire of a cherry picker if that was needed. CW suggested a closer look at the guttering could take place at the same time.

During the Health Check, it was suggested that installing WiFi at the Hall would be beneficial and all agreed to getting quotes. OB volunteered to take this on. It was suggested that the Hall heating system could then be linked to bookings.

AP and PW both returned their set of keys and these were given to MT and CW.

Actions: **GP** to up-date the budget for kitchen and external joinery repairs.

**CW and MT** to investigate how birds are getting into the Hall.

**OB** to obtain quotes for WiFi.

**Bookings and Feedback:** KW will meet with PB to give details of the meeting and discuss any matters arising from bookings. As recommended by the Hall Health Check all agreed to up-date the Hall booking form using the recommended hire agreement provided by Community First. Hall Master, recommended by RT, was also briefly discussed and this will be added to a future meeting. EP offered to work on the hire agreement with PB.

Action: **EP and PB** to provide the Committee with an up-dated Hall booking agreement.

**Use of the Outdoor Space:** The policies regarding dogs on site was discussed and reference made to the following emails received DP on behalf of Trustees(09/01/2022), JF (10/01/2022), PW (15/01/2022).

All agreed to maintain the existing policy of no dogs on site with the exception of assistance dogs. Specific events with agreed booking, such as the previously held dog show, would continue to be allowed.

The policy regarding the roadside gates was discussed. In addition to the comments in the above mentioned emails, the difficulties of administering a car share group; the negative implications of leaving the gates open; expense of removing rubbish; and the benefits of new groups being set up, such as the previously mentioned wheels group were discussed.

All agreed that the outdoor space would lend itself well to new interest groups, to the benefit of the community, if anyone was interested in setting up and leading such groups. Potentially, such groups could hire just the outdoor space enabling this space to be enjoyed.

In conclusion, all agreed to maintain the existing policy of keeping the roadside gates to the carpark locked when the Hall was not in hire.

All agreed to an item in the Chimes and on the village website to confirm the gratitude of the Committee if the community could recognise and support the need for these policies.

The matter of the use of the outdoor space by the community and as a private space while the Hall is hired remains open to further discussion and all recognised that there was still a lot to be resolved.

With reference to the Hall Health Check report the risk assessment for the outdoor space needs to be reviewed and EP and MT volunteered to do this.

Actions: **KW, AW and OB** to prepare feedback for the Chimes and village website regarding the above policies and ask if there is any interest in setting up new groups.

**EP and MT** to risk assess the outdoor space using the template and guidelines provided by RT.

**Parish Emergency Plan:** KW met with MR, the Chair of the Emergency Planning Group to find out more of the Hall's role in the emergency plan. Notes of the meeting were distributed to the Committee by email on 11.01.2022. It was suggested that MR could have a key to the gate to make it easier to access the gritting bins. Concern was raised regarding public liability insurance so all agreed to hold on this. However, MT, who is part of the emergency planning group now has a key and will be able to have access as required.

**A.O.B.:** None

**Date of Next Meeting:** Tuesday, 15<sup>th</sup> February 2022 at 7.30pm (EP to set up)