

## Aldwinians Trustee & Guests Committee Meeting – 23/12/2020

### Minutes

Meeting started 7:34pm

#### Present:

Trustees: Christine Spivey (secretary), Kevin Tuner-Hague (acting Chairman), Ian Wilson, Chris Rushworth (Treasurer)

Attendees/Guests: Lee Bradley, Robert Palmer, Dan Hardy, Ryan Jennings, Paul Lyons, Yvonne McGuire, Phil Hopwood, Mark Grimley

KTH, as acting chairman, outlined the meeting as being the 1<sup>st</sup> in this changed format [as discussed via email in between last meeting and this] where urgent matters from the action tracker only will be discussed, followed by matters arising/AOB, and then trustee only matters if required.

#### Apologies for absence:

Katie Davies, Tyler Gibson & Ian Spivey.

KTH advised that Will Thorpe has formally resigned as a trustee (but not as bar chair). Along with Alan Whalley's previous resignation this means that there will be 2 temporary trustee appointments to be made in this meeting, with the appointments to run up to the AGM in (probably) March.

#### Correspondence

AW formal resignation as Trustee received.

CR discussed insurance bill that had been received. CR discovered that TH had initiated a re-evaluation of the insurance (which had returned a re-build cost of £2.2M, club & grounds to be ~£900K), this had led to a 20% increase on the cost of cover, with an annual increase of £1,800 – of which (pro-rata of the remaining time) £1,300 is outstanding. The re-evaluation had incurred a £1,000 bill for surveyor's fees, which CR has paid. CR asked for permission from Trustees to pay the outstanding insurance – unanimously agreed.

The £1,000 bill had been shock to the club, and CR was hoping there were no more large bills of this sort unbeknownst to him as in looking to settle the brewery loan in 2.5 months means finances will be tight – CR outlined the current situation; there are some big bills going out, ~£7K to the brewery (CR was unsure, without forensic investigation, of what exactly these are for as we have been shut), the club account has £34K of the bounce-back loan remaining (account was about £10K overdrawn when that money went in), with furlough and grant money to come in, that account will be at ~£36K; there is ~£47K in the club shop account (when membership monies have been received). CR reiterated that we £99K to pay off the brewery.

CR stated the need to create a loan agreement over the money lent by AL [Anonymous Lender – AL] from their own BBL, and there was discussion about the detail of where this may sit in the future in between the unincorporated company, the charity & the trading company, as well as discussion about the timescales involved (5 or 10 years). There was also discussion about the lease agreement that YM & MG have been working on; Mike Murphy has found documentation to show that the club

& grounds are owned by the charity, and it will need to be very specifically laid out which parts are in the trading company as this will affect business rates – we may currently get rates dispensation due to our mini & junior section & charity status. [To be added to the action tracker] YM to draft a loan agreement for AL (to help facilitate, AL to send current reference & agreement to YM). CR asked for this to be “parked” until the New Year – it would be nice to have it by end of January (our financial year end), but not necessary – as there are many other aspects that are higher priority. To prevent discussion of further details the meeting was resolved to move on with KTH stating that we are 18 months ahead of where we thought we would be, and that this is outstanding.

### Action Tracker

(only “delayed” items to be discussed)

A category of “on-hold” to be included in the status column where appropriate [current categories: open/closed/delayed].

Action Number	Details
12	On-hold
42	on-going. Change target date to 31/5/21
55	Money has been spent on redecoration. Money was put into the main club account from the RFU quite some time ago; CS has spent £140 on paint, the other £360 KTH has spent on items for the redecoration – plenty of pictures for Nat West to show work been done – KTH to provide invoices etc to CR. Target date to be reset to 31/1/21
61	Change IS to KTH on action tracker; KTH has produced a list & sent to Trustees with estimated costs & priorities. If anyone has anything to add they need to speak to KTH to add it on, as nothing can be agreed to be spent without agreement of Trustees or without funding streams. Target date to be set to 30/6/21
63	Action to be changed to PL. Nothing done as yet, it’s not high priority as we’re not paying for the TV at the moment and PL cannot get into the back office. Stephen Marrow to be asked to be involved in this. Target date 31/1/21
81	This has been sent out, some recommendations been done already – need to pick it up again in January. Target date 31/1/21
84	CR has passed over all information to DH. DH unable to marry up TH’s list with the standing orders from account; not just a matter of names being different – there are a different number of people. Discussion around the need to end the 200 club to comply with private lottery laws, where those involved must be members and, by definition of the club’s new membership, those with 200 club standing orders only are not actually club members. DH & PL to work together to create 2 draws (one each for November’s & December’s standing order payments into the 200 club), and then close down the 200 club through a combination of merging with President’s Lotto and termination of standing orders. MG to assist with messages through online formats. DH to also produce notices for the gym. This action can be closed & the above agreed proposals included in action 90, with target date of 31/1/21.
88	Action closed
90	As per action 84
92	closed (to be included with action 90)
103	Change target date to 31/1/21
104	PH possibly able to obtain a container – action to be changed to PH with target date of 31/1/21

109	PL passed quote over. RP quote from Decco, KTH is meeting them tomorrow. RP volunteered to help with restoration of wood. Action changed to KTH & date to 15/1/21
113	Done can be closed. TH still has access to TeamViewer pc in the office – PL will change this as soon as he gets access to the office as he will be updating the software anyway.
117	This has been done but needs to be pushed back until we start playing again. Date changed to 31/1/21

### Matters Arising

RJ led a discussion on bids & funding streams. RJ has been in discussions with Tom Bailey, who has a background in assisting funding for various organisations including Blackburn & Church Cricket Club, and his main job now is bid writing. Tom believes there may be funding available for us for M&J coaching & expansion of what we do, as well as facility hire and winter running costs (more likely lighting rather than heating). With these bids, along with the on-going Suez bid, we need to prioritise community use and be offering our facilities more. There was a discussion about the local primary schools that currently use the club's facilities and how this could be extended – action: YM to produce a letter for IW to use to approach local schools.

RJ stated that in April there should be £10K funding available for small clubhouses to be re-started. PH queried money potentially allocated by Tameside council – PL to check that this has been applied for (if required, as CR stated that if it is part of the rate rebate there is no need to apply).

RJ reported that we have been unsuccessful in the Sport England bid for £25K for the windows/flooring etc, due to not hitting their priorities (assumed mainly on indices of deprivation & high demand on Sport England for this money at the moment).

RJ has spoken to CR & LB in terms of the estimates for heating & lighting, which comes out at approximately £15K – RJ has spoken to a member [Anonymous Lender 2 – AL2] who is willing to lend the club the money for the work to be done at 0% interest at a fixed term. PL expressed nervousness at taking money from members without agreements in place to protect both parties. CR felt that members money would be secure as members would not see another member in difficulty even if it meant providing money personally – this particular debt would be serviced via the savings we would be making from the heating bills (estimated to be £100s per month).

RJ gave detail about the costs involved in employing Tom Bailey for his services – a sliding scale would be involved in terms of percentages, with smaller value bids requiring a higher percentage (e.g. a £2K bid would be approximately 18%, whereas a £20K bid ~10%). CR confirmed that if funding could be secured for something that needs doing we would be able to provide the bid cost retrospectively. There was agreed action to ask Tom Bailey to look over the returned Suez bid on a “no win, no fee” basis, and then give him our jobs list & see what he can suggest from there (KTH to provide jobs list to RJ).

YM updated on Blue Spark bid for Mini-Winnies (~£2K) – this comes up quarterly, with the last one being 1<sup>st</sup> December, so this can be put on the action tracker for action in early January.

### Treasury Action Tracker

- CR expressed his sincere appreciation for the support he received with the treasury action tracker when he asked for help. Mick Murphy has become very involved again, since the removal of TH, and this has been very helpful.

- CR has spoken to Russel Moore who has been brilliant - he is a VAT expert, who has assessed that we are 2 years behind where we need to be and will navigate us through the process for a charge of £500. He will also look to see if we can claim VAT back from events over the last 4 years without any upfront charge and take his fees from what comes back (of up to 20%) – there is a potential of up to £30K we could claim. CR has not looked to negotiate anything yet as he expects it to be reasonable, and there is no risk to us. The Trustees raised no objections to CR employing Russel in this role.  
RJ raised the issue of Gift Aid. CR has spoken to Richard Baldwin, an ex-Deloitte accountant who has an hourly deal with the RFU. We would have to pay, upfront, for his services if we wish to use him further; though if we don't, we won't get anything – Richard is pleased that we have an accountant, bookkeeper and the right people in place for the level we are in, yet he would need to see our accounts and Resource Share Agreement – for which we may have to appoint solicitors. YM proposed that any legal documents should be offered to the company Dawn Bradley works for on first refusal due to their links and recent help with the club crowdfunding. PL emphasised that we should not engender any legal fees where not necessary, such as internal documents (agreements between the charity & the trading company). CR disagreed with the definition of these as “internal” documents as legally the charity and trading company would be separate entities.
- Bank Accounts: We will need one for the Charity & one for the Trading Company. PL has been setting up the Trading Company account and still needs a lot of information from the directors (WT, MS, MM & PH). The Charity account requires very similar information from the Trustees. CR added that the time to make the transition is the end of January and feels we are unlikely to make that deadline, but did ask that Trustees/Directors need to react quickly to requests and be clear and honest if they are getting too swamped by the amount to do.
- Month end accounts have been done by Mark
- CR is happy with Jo having extracted the accounts from Sage
- LB has sorted the contract for the bins with Viridor – not yet signed, as we're not open. It will be a 12 month rolling contract (3 month out) with 3 dry mixed recycle bins and should save us about £100 pm. RP suggested the need to itemise the bins to prevent spurious, non-recyclable material, being placed in them. RP also suggested Viridor be asked to supply internal recycling bins.

IW discussed the detail of how to put in a bulk order with O'Neil's for his M&J team using the tour fund. As all bulk deals are to go through RJ, IW will send the order detail through to RJ & he will obtain a price. Invoices and payments to be sorted from there. MG raised the issue of whether the Charity should have some form of credit card to help assist in aspects such as financial details needed on websites such as the ones MG and YM have been using to get the RSA and lease agreements drafted, to reduce financial risk to members such as YM when carrying out club activities. CR stated that he had sent an email to Trustees about authorisation of spending, to which he had had no response, and that a resolution needs to be made. CR felt that this needs to be resolved through a separate meeting.

KTH advised the meeting, that with the setting up of the Trading Company, at the next Trustees meeting the Trading Company will be proposing a change in the number of directors from 5 to 7. PL requested that the Trading Company signatories have clearly defined roles and responsibilities.

Election of temporary Trustees – due to the resignations of Alan Whalley and William Thorpe, Trustees had invited applications for temporary Trustees up to the AGM. Applications had been

received from Andrew Rigby, Lee Bradley, Paul Lyons and Robert Palmer. LB, PL and RP left the room. Trustees held a ballot, including proxy votes, to eliminate one contender – Andrew Rigby. A second ballot was then held with Robert Palmer & Lee Bradley elected into the positions. LB, PL and RP returned to the room and were informed of the decision.

#### AOB

KTH informed the meeting that the Trading Company will be holding a meeting 3/1/21 to increase the number of directors by 2, which would need to be accepted by the Trustees at their meeting on 6/1/21. KTH expressed a preference that expressions of interest are asked for before the Trading Company meeting. RJ enquired about job descriptions for these posts. MG stated that he had been under the impression that the position of directors and their responsibilities would be discussed and agreed at this evening's meeting. There then followed a long discussion about the relationship and protocols between the Charity Trustees and the Trading Company Directors' decisions, with the general consensus being that the Trustees ratify Directors decisions; the Trustees cannot appoint Directors, only the Trading Company can appoint the Directors, the Trustees can then choose to approve the appointment of the Directors. As this meeting was not a Trading Company meeting there could be no appointment of Directors, or positions therein, made at this meeting.

RP brought up the issue of there being no current vice-chairman due to KTH now being acting chairman. RP proposed IW as vice-chair – unanimously accepted.

CR brought up the issue around the position of vice-secretary, held by Louise Mahaffey, and her lack of attendance at meetings. It was accepted that due to personal circumstances this has not been possible in recent months. RP to speak to LM about her ability to attend meetings and continue in the role of vice-secretary.

Next meeting to be held 6<sup>th</sup> January 2021.

Meeting closed 10:19pm.