

Aldwinians Trustee & Guests Committee Meeting – 25/11/2020

Minutes

Present:

Trustees: Christine Spivey (secretary), Kevin Tuner-Hague (vice Chairman), Tyler Gibson, Ian Wilson, Chris Rushworth (Treasurer), Will Thorpe (Chairman), Ian Spivey, Katy Davies

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

Apologies for absence:

Alan Whalley (Trustee), Gina Hardy (membership secretary)

Meeting started 7:35pm

WT handed over responsibility for chairing of meetings to KTH

Correspondence:

Community game update from RFU – no official change from stage A currently. IS informed that it is anticipated that we will return to stage D at 3/12/20 & there is speculation of there possibly being a form of low-contact rugby from 16/2/21 – however this may depend on the tier the region is in. The RFU has been given £135 million from central government, of which £23M will be shared amongst “grassroots” clubs (if evenly distributed it would be approximately £2k per club). IS to look into what we may be able to apply for.

The rest of the meeting dealt with items from the Action Tracker:

Item	Detail
12	NCP car park deal currently appears dead in the water & nothing more is expected under current circumstances
42	CS has been costing all required courses which could total £2K. Looking currently at 1 st Aid course to be run in January as a full-day course. DR & CS serious concerns raised about several coaches/managers not having completed DBS certification. Specific members discussed – agreed that these will be contacted as a matter of urgency by KD to resolve the situation. Discussion about the requirement to offer under 18-year-old players playing in open-age rugby separate changing facilities if they require in line with current safe-guarding procedures – determined that we probably have the available facilities most match days (unlike many other clubs)
48	CR has been in discussions with the brewery regarding the loan & its' arrangements: <ul style="list-style-type: none">- 3 months notice to leave the loan deal is required- £97k is outstanding- £650 pm payment is currently suspended- £150 pm of interest payments are being added to the balance- £7k loan at 1% interest has been offered by a member if required for the club to meet the balance of the loan. CR will attempt to meet the payments without requesting this from the member.

	<p>It was unanimously agreed to give the required notice.</p> <p>CR gave indication that there may be further incurred costs in removing the club from the loan deal, as the loan is secured against the grounds (nothing referring to the charity) and monies are coming into the trading company account (not the charity) – including the BBL, and that we may require the services of a solicitor to remove the loan charge off the premises. This is expected to cost in the region of £700.</p> <p>CR will make a list of exactly what “kit” belongs to the brewery (coolers, lines, etc) and then speak with the brewery area manager (Andy Kitchen) about costs for potentially keeping, or replacing this. The meeting was informed that one of the vets does independent “cellar services” (maintenance) and this would potentially be a cheaper option moving forward. IS suggested he speak with the Carbon Trust about getting help with any costs in changing the kit – it was agreed he would liaise with RJ about any available grants.</p> <p>There was a brief discussion about the repayment terms for the BBL, and it was suggested that, if it isn’t already, it should be straightforward to adjust this to a 10 year repayment (this change would also need to be applied to the £25k loan from a member).</p> <p>KTH emphasised how exceptionally pleasing it was to be in the position to be serving notice to be free of the brewery loan at this time. When the BBL was first mooted as a way of being free of the loan it was anticipated that it would be 1-2 years before this would be able to be actioned, and yet, less than 6 months later, we are taking that action. A clear demonstration of the efforts of the committee & volunteers’ positive actions having taken place at the club over the last few months.</p>
50	<p>RJ has received today an email to say that the e-wallet has been updated and is confident that all of the crowdfunding money is “safe” after RJ’s efforts to meet all of the stringent criteria (proof of identities, club constitution etc) – Sport England will be transferring £10k on top of the £11k raised.</p> <p>There was discussion around the potential difficulties of resolving the £2.3k of Gift Aid that has been pledged – RJ & CR discussed & informed the meeting about the specifics of these difficulties; including the requirement for VAT receipts, whether we have applied for Gift Aid as a club before (probably not since we’ve been a charity). CR has been in contact with 3 other club treasurers regarding this, 1 of whom had significant problems. RJ will contact other clubs that he knows have been successful with this process in the past to gather a better understanding of how to move forward with this claim.</p> <p>YM & RJ gave details of the formation of a small group of volunteers for bid writing, and that a presentation is being prepared to encourage more members to become part of this group, determining their “sector experience” and time they are able to commit. The plan is to have a centralised bank of material ready prepared to assist with writing bids, including some security sensitive information (proof of i.d., digital signatures etc). MG suggested he could assist with “docu-sign” for digitally signed documents to increase security with these. The idea is for YM, RJ & LB to vet bids as they are proposed & then be able to use the bank of material to assist the bid-writing process.</p> <p>The idea of using ‘bid companies’ to assist has been examined and it was decided against using them due to their use of upfront charges & commission.</p> <p>A couple of bids (windows/flooring & the Suez bid) are effectively ready to go (Suez bid has a deadline of Saturday).</p> <p>The “big link” is having a clear published “Jobs List” within the club so that bids can be easily linked to requirements. KTH to action this.</p>
55	<p>Progress on the decoration of the function room has been good, and there is some residual money left from the £500 Nat West money - £360, of which £260 is owed to KTH. CR to transfer funds if KTH able to provide documentation for auditing. CR unsure of exactly where the £500 is – believed that it was paid into the main club account by Trevor Hulmes.</p>

61	<p>There was a discussion about changes to the heating & hot-water system with confusion about multiple 3rd parties being brought in to “sort out” the issues. CR pointed out (as was already known by many) that the electricity bill is approximately £1,000 per month, much of which is thought to be being spent on the vastly inefficient heating system. 2 main issues were identified; the fact that the water is heated 24/7, and that the capacity in the tanks is insufficient for showering when matches are played.</p> <p>IS stated that “Camden”, with financial assistance from the Carbon Trust, were due to be coming in to section off the hot-water system into 4 sections. KTH stated that Andy Louth from “Groundtherm” was coming in (tomorrow) to initially install timers.</p> <p>There was also a brief discussion about the cost of running the floodlights (unsubstantiated estimate was £150pm for 4 nights a week). A Louth has stated that savings could be made by changing to energy saving bulbs.</p> <p>IS was asked for details about exactly what was going to be done by Camden, and what grants were being used to pay for this. IS stated that the “installation” was all paid for but when pushed for further information about specifics he walked out of the meeting stating that it was a waste of his time.</p> <p>CS was asked to supply the quote received from Camden to the Trustees (KTH/CR) for review so that after tomorrow’s visit by Andy Louth, the 2 proposals could be reviewed and the best course of action determined. There was slight concern about the reliability of using Andy Louth, and it was determined that if he didn’t show up tomorrow, then CR would install timers.</p>
62	Still in discussion, nothing new to report.
63	BT account details have now been passed over to PL & S Marrow. More time needed to verify exactly what is now needed.
72	Nothing has happened with this due to current Covid situation.
78	CR suggested that the 2 Nat West accounts (1 active, 1 “dead”) need to be “ring-fenced” for purely M&J expenses regardless of this being Tour funds, or general running expenses for the M&J, and that these funds should be “run-down” as any further money coming into the club from M&J is going into the club shop account through membership payments (approximately £15k in total). CR did state that for accounting & auditing purposes it <i>may</i> be necessary to move these funds into the main club accounts, but the money would not be used for any other purpose. CR’s proposals were accepted unanimously.
81	This has been done. The recommendations from this are not urgent or relevant (due to current Covid circumstances) and PL suggests we should re-visit this in the New Year. PL did suggest that there will be a need for an ‘Audit Team’ comprised of members separate to the Treasury Team.
82	Due to CR only getting access to the accounts yesterday he is not yet in a position to do this – needs another month.
83	A survey of the CCTV system has been carried out by Ben – some cameras have had their wires cut, some are broken and the system is not entirely GDPR compliant with who might be able to access the images. The quote to overhaul the system was approximately £2K. There was discussion about the necessity for this overhaul, including requirements of Road-Riders to have access to a camera overlooking the car-park area as they have moved their office from the cabin to the upstairs office. The discussion included the idea of asking Road-Riders for money towards upgrading the system. It was decided that there was not a significant urgency to warrant spending on this at the current time & this should be reviewed again in a month’s time.
84	CR has now seen the statement – will pass on to DH this week
87	DH has been given full access. Action closed.
88	CR & PL now have access to the main account, and can now make payments (including paying employees, which they have done). This is not an autonomous system & requires 2

	signatures from the 3 available (CR, PL & WT). CR requested that another trustee volunteer to be a signatory on the accounts so that there would not be significant points of failure with payments if 2 of the 3 weren't available. CR's suggestion was that as a minimum CR or PL be one signatory on all payments. There was a brief discussion about the required technical knowledge to be able to perform this duty, and WT was happy to step away from this role if others were more suitable. KD, KTH, & IW all volunteered. CR is to speak the bank about how many signatories there can be on the account & this will help inform us as to how to move forward.
90	The next draw of the 200 club will take place in a weeks' time, with the President's Lotto to be moved 2 weeks further back so they don't overlap. DH to arrange the draw via the random number generator program when he has received the account information from CR.
91	As the BBL is now received this action can be closed. Kieran (at the bank) has emailed today about electronic records; PL will, along with DH, use this information to help start creating budgets across the club.
92	PL will take responsibility for informing 200 club members about the ending of the 200 club draw. DH to forward information when received from CR.
95	LB was unsure if the contract has yet been fully reviewed.
99	See item 91 – this is ongoing
100	See items 91 & 99 – this is ongoing
102	Done – CR has L5 access to GMS
103	This has now been passed to PL & S Marrow – no actual access yet
104	As previously discussed, the date for this target action needs to go back as funds have been allocated elsewhere for now.
107	Ongoing (nothing can happen with this under current Covid conditions)
108	See Action 42 – 1 st aid course likely to be in January
109	<p>There was a discussion regarding the complexities of having multiple quotes for a mix of jobs, and not being able to sort between them and do a tender analysis as there was too little commonality about what has been quoted for. KTH has received 5 quotes for the windows in the Alan Moss room, the front entrance door (as-is replacement, as well as extension) and bi-fold doors for the function room. There are a mix of quotes for uPVC and Aluminium (only uPVC for the windows). General consensus was the front entrance requires aluminium.</p> <p>It is accepted (as previously discussed) that the front entrance & windows are a matter of high urgency.</p> <p>RP & PL to arrange for more quotes to be made this week – to liaise with KTH about when these can be done so that a consistent message about requirements can be given to trades.</p> <p>RJ requires quote (to be provided by KTH) for bids.</p>
110	No change – nothing done here due to Covid restrictions
111	No change – nothing done here due to Covid restrictions
113	Not done yet, will be done today
114	Already completed – action closed
115	CR reported fully on the handover from Trevor Hulmes with some serious concerns. CR has determined that when the charity was set-up 20 months ago, this was a point of no return and we can never revert to being a non-charity rugby club (if we did cease to be a charity, the club & grounds would belong to the RFU) – once we became a charity we had a certain period of time in which to dissolve the “old” rugby club and set up a separate Trading Company and Charity with a “Resource Share Agreement” (RSA) between them. This has not been done. The Charity Commission should have received a set of accounts from us by the end of November. From the information provided by TH to CR there are no accounts for the charity or the trading company, and there is no RSA. All money coming into the club

	<p>currently goes into the trading company. CR is very worried that if the Charity Commission, or HMRC, look into the club's financial affairs that we could be in very serious trouble. The sticking point to changing any of this now is in setting up the RSA (the trading company has to officially lease the building from the charity, arrange business rates with the local authority etc) – effectively the RSA is a LOT of work. CR has spoken to the treasurers of 3 other CIO's (Charitable Incorporated Organisation) to try & get advice and has found their experiences to be a "bit of a mixed bag", but he is hopeful that these contacts will help us navigate through this procedure. It is believed (from Charity Commission's advice to Trustees) that if we are acting in the "right way" and not misappropriating funds we should be ok. CR is further worried about VAT & other stuff that is currently "over his head" due to limited experience – CR has been in touch with the RFU legal team, who are not particularly interested in helping out per se but would help with specific details if requested. CR has also been in contact with Mick Murphy, who knows a lot about this but is not in a position to do any of this on our behalf. PL offered to take over the development of the RSA. There followed a brief discussion on why we had become a charity – benefits to the club etc. [This action is now completed, but creates a new action of creation of the RSA – no timescale for completion was discussed at this point]</p>
117	Ongoing (no change to report)
121	<p>There was a brief discussion about the need for policies & procedures. All current policies are believed to be on Pitchero but they are not easy to find, and many are not believed to be up to date versions. S Marrow is in the process of migrating all information from Pitchero to the Aldwinians.co.uk site but this will not be complete for at least a month. In the meantime CS will take the lead in reviewing the policies we have in place, with assistance from IW.</p>
123	IS having left the meeting nothing further is known about this at this time.
126	<p>KTH has received a quote from Young & Co which he distributed via email to the Trustees – total price, £6,847. Young & Co had also given other quotes, total of 4, as the roof had been discussed as being 4 different areas. RP also submitted a quote today, total price £4,132. There was subsequent discussion and questioning of RP with regards to validity of RP's quote and working practices with specific reference to the 10-year guarantee and Public Liability Insurance. There was particular significance given to the idea that the labourers in RP quote are club members and that, as far as WT could recall, no club members have ever been paid for labour on any job at the club. RP answered the questions raised, and stood by the quote as a fair price to pay with the possibility of trying to save the club over £2.5K on the other quote made. He also added that his quote included repairs to the slates on the mansard which the Young & Co quote didn't. RP suggested the club question Young & Co about the "Welfare facilities" costs included in their quote to ensure that they were appropriate, as it's a significant proportion of the total cost. RP also made it clear that if his quote was not chosen he would not take it as a personal slight against him.</p> <p>CR stated that he didn't personally feel that he, & other trustees, had enough information to make a decision at this time, and requested that if the decision is particularly urgent that this be discussed & decided by email before the next meeting, otherwise he suggested the decision be delayed until the next meeting. He also raised concerns about the club as "employer" to members if there were some serious issue to arise (possibility of negligence that would not be covered by RP's Public Liability Insurance, for example), and stated that he felt there was less risk with Young's. IW stated that he thought the money saving, and assurances given by RP outweighed the risks outlined.</p> <p>It was decided that no decision would be made at this point & that KTH would go back to Young's & specifically ask about the welfare facilities provision in the quote, then report back to Trustees via email.</p>

128	CS reported on IS's behalf that the "chap hasn't been" since the last meeting, but that so far a new consumer unit has been fitted to the kitchen and another one in the gym. KTH & IW stated significant concern given IS's departure from the meeting that this work was currently unfinished and tied up with the insurance and we don't know what is actually happening. It was hoped that IS would help alleviate this concern in the near future by giving CR the contact as agreed at the last meeting.
129	As point 128
130	See point 50 above – this action point is now complete
132	Completed – sent by CS to PL
133	See point 115 above – this action point is now complete
134	Ongoing – PL has received all the accounts information for the last 90 days, but requires much more before breakdown's can be done to create budgets
135	CR had sent out an email to everyone with regards to a 2 nd quote for bookkeeping from Michael Chadwick, which also included accountancy fees, and came close to £7K pa (~£600pm). CR felt this was quite expensive for the service offered and believed that the first quote from Mark Bate was more in line with what the club needed – bookkeeping at ~£2.5K pa with additional extras for auditing bringing the annual cost closer to £3.5K. CR has approached several other accountants/bookkeepers and had verbal confirmation that Mark's quote is very reasonable. CR has asked his company's accountant for help in understanding what is required for setting up the trading company & the charity. CR proposed that the club use the services of Mark Bate – unanimously agreed.
136	See point 109 above – RP will arrange meeting between contractor & KTH for quotes.
137	Following the previous meeting's minutes having been published earlier today, KTH had raised concern that there was a discrepancy between what he recalled & what was minuted. YM stated that in response to this query she had listened to the audio recording and determined that the minutes were accurate. WT recalled that the end of the previous meeting was a "bit of a melee" and that a vote was taken but he wasn't sure what it was for, and then after that RP was suggested as being added as one of the representatives on the premises licence. YM stated that the recording indicates that IW asked outright about voting on RP being added to the licence but that WT declined the need for a vote on the matter as it was non-contentious; IW confirmed this was his recollection. RP was concerned that the agreement made at the meeting to include him on the licence had not been carried through by WT, and that JG had been added to the licence application in his place. KTH stated that there were 2 separate issues: the premises licence, and the licensee. YM stated that she would send out, by email, the audio recording of the previous meeting for clarification. There followed a long discussion about the technicalities of the 2 licences, the forms involved, the names placed on the forms by WT, the roles of WT & JG within the terms of the licence, the qualifications needed to hold premises licences, and how many names could be included. All of the original aspects of filling out of these forms and enquiries to licencing authorities had assumed the non-compliance of TH in removing himself from the premises licence and allowing the name to be transferred. CR had received an email from TH at 6:30pm this evening explicitly giving compliance to have the transfer occur. [PL requested leave of the meeting at this point due to a previously arranged engagement]. A further lengthy discussion ensued regarding how many names can be on the premises licence, and the relative responsibilities of the premises licence holder, and the licensee, as well as what has been done so far in terms of names on forms. [YM left the meeting during this discussion due to the lateness of the hour]. The discussion was concluded by TG proposing a vote, seconded by IW, that RP should be included on the premises licence application with WT. The vote was carried unanimously.

AOB

CR reported further information about the accounts that had not been relevantly covered during the meeting: Received the BBL, and paid wages we have a balance of £36K, and expect to received ~£2.5K from furlough payments (though we have been topping up wages as previously agreed). PL has applied a £2K loan. CR estimates £13K from memberships, and £30K from fundraising. Creditors are at about £2K, and Debtors ~£1K. CR feels we are in a healthy position currently.

CS & MG had items that they wanted to be discussed but stated that due to the very late hour and/or potential seriousness of the issues that now was not the time to raise them.

Meeting closed 10:45pm