



Root & Branch
Westmill Farm
Watchfield
Oxfordshire
SN6 8TH

Minutes of Annual General Meeting – for the year 2020

Tuesday 13th October 2020 held remotely online on ZOOM at 6:30 pm

Currently these minutes are unapproved. They will be reviewed and approved by members present at the 2021 AGM. In the meantime, if you were present at the AGM on the 13th October and you would like to make any comments on the minutes, please do get in touch with Root & Branch.

Present

Karen English, Centre Manager
Lorraine Needham, Chair of the Trustee Board
Michael Williams, Service User Member
Emma Welch, Trustee
Rebecca Brain Member
Nick Daisley, Trustee
Brian Mildenhall, Member
Geoffrey Bott, Member
Kathryn Worthington, Trustee
Anna Adotto, Visitor

Apologies:

Jess Day
Ian Matheson

1. Welcome and opening remarks

Lorraine Needham, Chair of trustees, welcomed those present at the meeting.

In her opening remarks Lorraine explained the decision to hold this meeting online was born of necessity. It was agreed that face to face meetings were preferred, but that that online platforms have become part of the new normal.

COVID has altered things greatly at the project this year, where we have had to establish new ways of working both for our staff and our service users.

Lorraine acknowledged, on behalf of the Trustee Board, Karen's team who have worked flat out to support our service users despite the challenges of lockdown. Lorraine thanked Karen, Ruth, Yvonne, Nikki, Joanna and Emilia for their dedication.

Lorraine explained that it has been vitally important that we, the Trustee Board have kept our focus on the financial stability and, for this she also thanked Brian for his continued support. Karen has been successful in obtaining a further grant from the Lloyds foundation and Lorraine thanked our landlord Adam Twine for his generous and well timed offer of reducing our rent for four months.

Lorraine introduced our new strategic plan for 2021- 2023, in which we have put emphasis on the development of our Fundraising and Marketing Strategies. We aim to get better at communicating the practical difference that people's donations make and we have started this journey by reviewing the letters our professional fundraisers send to beneficiaries, together with the wording on our website.

Lorraine explained that we intend to establish a full service as soon as it is safe to do so and we are aware that the demand for what we offer is likely to increase. It is not only funding and Karen's team that will make this happen, but also our volunteers who generously give us their time and skills. Lorraine thanked all our volunteers and acknowledged that we could not provide the service without their help.

Finally, Lorraine explained that the board are working towards establishing the right structure for the charity to ensure it is fit for purpose and serves our beneficiaries and service users well.

In her closing remarks Lorraine thanked all our members and stake holders for their continued support.

2. Minutes of previous meeting (held October 2019)

The minutes of last year's AGM were approved as a true record: proposed by Rebecca Brain and seconded by Brian Mildenhall. There were no matters arising.

3. General report

Karen, Centre Manager, gave her annual report. The report focussed on our values as an organisation and on the strategic plan moving forward. The report highlighted the achievements and progress made throughout the period of 2019 - 2020.

Karen emphasised that therapeutic gardening remains at the core of what the Project offers. The project has supported 39 people this year. There have been ten new service users and one person has returned to work. Three people have improved their employability and four people have started volunteering. 13 people have signed up for courses by external tutors and eight service users have reported improved confidence and self esteem. Eleven of our service users have started new activities to improve their physical health and five people have moved on from root and branch.

The introduction of employment coaching at the project has meant that more of our service users have been supported to search for employment. It has also enabled the project to support service users with benefits advice and helped people investigate training and volunteering opportunities.

Karen thanked her staff for their dedication and hard work throughout the year. She also thanked the team of volunteers whose fun and friendship helps to shape what the Project offers our service users.

Karen thanked our funding partners and social partnerships, she thanked our members and trustees.

Looking ahead Karen spoke of her plans to manage a response to the COVID pandemic, expecting a surge in new referrals next year as well as preparing for a second wave of the virus. With this in mind, the project is developing online and virtual capabilities as well as upgrading the kitchen, dining and toilet facilities to give the project more space.

4. Financial Report

Brian Mildenhall provided a summary of the official financial statement for the year 1st April 2019 – 31st March 2020, highlighting that Root&Branch continues to be in a good financial position. The summary is attached to this document.

The full Annual Accounts have been independently checked by an Accountant.

The effects of the COVID-19 pandemic are not reflected in this year's accounts. Brian talked of projections for the next 12 months in which the effects of the crisis will be seen. The most visible effects will be the reduced amount of fundraising from both our professional fundraisers and from our own in-house fund raising. Despite this the project remains in a good financial position going in to 2021.

Lorraine thanked Karen and Brian for their reports.

5. Election of trustees

Trustee Sarah Heardman is standing down from her role as trustee. The trustee board would like to thank Sarah for her contribution this year.

Brian Mildenhall has remained involved as a financial advisor to the board of trustees this year, the board continue to look for a new trustee who is able to take over the responsibilities of treasurer. The board thanked Brian for his commitment and contribution this year.

Trustees Lorraine Needham and Jess Day stood down by rotation at the meeting and were put forward for re-election. Lorraine was proposed by Emma Welch, seconded by Brian Mildenhall, and voted back to the board by the members present. Jess was proposed by Emma Welch and seconded by Lorraine Needham and voted back to the board by the members present.

Two new trustees, Nick Daisley and Kathryn Worthington were introduced to the members and stood for election.

Nick was co-opted to the board in January 2020. He has taken the lead in IT and Fundraising, he has reviewed our fundraising strategy and worked alongside the professional fundraisers. The current board support his election. Nick was proposed by Emma Welch and seconded by Lorraine Needham. He was voted to the board by all members present.

Kathryn was co-opted to the board in March 2020. She has taken the lead on Public Relations and Marketing and created a new strategy for improving the profile of Root & Branch. The current board support her election. Kathryn was proposed by Lorraine Needham and seconded by Nick Daisley. She was voted to the board by all members present.

6. Special Resolution: changes to the Articles of Association in order to bring it into line with the proposed Charity Incorporated Organisation (CIO) governing document

Our application to convert to a CIO, as agreed at the AGM in October 2019, has required further consideration following feedback from the Charity Commission.

We are advised that a small number of clauses be included in the current governing document bringing it into alignment with the proposed CIO governing document.

The trustees propose the following amendments to the Articles of Association:

Delete:

32 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

33 a benefit from the charity in the capacity of a beneficiary of the charity;

34 reasonable and proper remuneration for any goods or services supplied to the charity.

35 No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity. In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Insert:

32 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity.

33 No charity trustee or connected person may:

(a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment or benefit is permitted by clause 34, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In clause 33 and 34, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

34 Scope and powers permitting trustees’ or connected persons’ benefits

(a) A charity trustee or connected person may receive a benefit from the charity as a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to clause 35, a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

35 Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by clause 34(c) if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the charity and the charity trustee or connected person supplying the goods (“the supplier”).

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clauses 33 and 34.

The trustees recommended these changes to the members present and it was put to the vote. The members have agreed and voted to make these changes.

7. Special Resolution: proposal to convert to a Charitable Incorporated Organisation (CIO)

Currently Root & Branch is both a charity and a company. This was the only structure available in 2011 when the constitution was last updated. It means we are governed by two sets of legislation – charity law and company law. It means we must provide information to both the Charity Commission and Companies House.

A few years ago, the government introduced legislation allowing charities to be governed as a Charitable Incorporated Organisation (CIO), simplifying matters by removing charities from company law and the need to report to Companies House. A CIO is governed by charity law only and reports only to the Charity Commission without weakening the overall regulation. It is now possible for charities like Root & Branch to convert to a CIO structure, subject to the approval of both members and the Charity Commission.

The trustees unanimously agree that CIO status would be better and simpler for Root & Branch. Lorraine thanked Jess Day for her work this year on completing the required paperwork.

The members voted unanimously at the meeting for the application for CIO status to be submitted to the Charity Commission.

8. Any Other Business

Members present thanked Karen and Lorraine for putting on a considered and informative meeting.

Geoffrey Bott, member, offered to volunteer at working parties at the Project when he is back in the local area.

Michael Williams commented on the lack of trustee presence at the Project during its opening times. It has been a difficult year for board members to be able to travel to Root & Branch, but Michael's concerns will be noted and discussed at the next trustee meeting.

Meeting closed at 19.30

Emma Welch

13th October 2020