



Root & Branch
Westmill Farm
Watchfield
Oxfordshire
SN6 8TH

Minutes of Annual General Meeting – for the year 2017

Tuesday 23rd January 2018 held at Westmill Farm and starting at 6:30 pm

Present

Karen English, Locum Manager
Becky Brain, Trustee
Pete Richardson, Member
Dave Breakspear, Gardener
Ian Matheson, Trustee
Isobel Weller, Member
Graham Weller, Member

Emma Welch, Trustee
Marie Annick Jube, Volunteer
Jess Day, Potential Trustee
Melanie Breakspear, Member
Pat Hand, Member
Geoffrey Bott, Volunteer
Sally Britton, Lloyds Consultant

Brian Mildenhall, Trustee
Stephen Coombs, Volunteer
Michael East, Member
Sue Hand, Gardener
Yvonne Castellano, Volunteer
Liz Faulkner, Volunteer
Peter Moss, Volunteer
Nickie Kavanagh, Volunteer

Apologies:

Adam Twine
Carol Redman

1. Welcome and introductions

Becky welcomed those present at the meeting and invited everyone to introduce themselves.

2. Minutes of previous meeting (held on 19th January 2017)

The minutes of last years AGM were approved as a true record (proposed by Becky Brain and seconded by Melanie Breakspear).

3. General report

Karen, as Locum Centre Manager gave an excellent report, which is attached to this document.

During Karen's presentation, Becky confirmed that the Recovery Star continues to be a highly regarded method that helps during the recovery process of our service users. It is a holistic approach to recovery that forms part of the Key Worker review. Key Workers will continue to use this model during 2018.

Challenges for 2017/2018

- Karen noted that one key challenge has been changes to the benefits system.
- As we become ever more reliant on the internet, Karen stressed the importance of social media to publicise our efforts. Root and Branch has a Facebook page and Karen urged everyone present to *like* and *share* the page.
- There have been challenges behind the scenes during 2017 at Root and Branch. Including the resignations of two centre managers, administrative staff and trustees. Becky thanked the staff present, Karen, Yvonne and Nickie for their consistency, hard work and dedication to the Project during the year. All staff had worked tirelessly to keep the Project open for service users despite the challenges. Geoffrey Bott proposed a Vote of Thanks to all staff and volunteers and this was warmly reciprocated by all present.

Plans for the future:

Becky noted that the Project had remained on track in its vision and strategic plan in 2017. She commended all staff, volunteers and gardeners for maintaining this progress. With this in mind, there has been a recent employment of a new member of staff. Ruth Molineux has started at the project as Employment Coach.

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There is a need for more volunteers and trustees at the Project and Becky stated that she would be very interested to hear from anyone who was considering taking on such a role at Root and Branch.

Becky also stated that the project is in need of some IT support.

4. Financial Report

Brian Mildenhall provided a summary of the official financial statement for the financial year April 2016 – March 2017, highlighting:

- We had a successful year and ended the year in a strong position with £51,000 in reserve. This reserve is important to tide the charity over during times when fund raising dries up and when grants take time to come to fruition.
- Income for the year was £96,000. Up from £75,000 in the previous year.
- £31,000 of the £96,000 comes from Restore. This is less than 1/3, therefore Brian stressed that this gives Root and Branch scope for independence and provides an opportunity for us to work autonomously.
- £17,000 of the income came from Grants for specific projects, the straw bale build for example. Brian thanked Becky for her fund-raising efforts for this project.
- £36,000 was raised through professional fund raisers and the rest from our own fund-raising efforts (Plants sales, craft sales, donations from gardeners to ‘the pot’ and individual sponsored events).
- Outgoings for the year have been £110,000. This includes the new building projects and all new staffing costs. Excluding the capital projects, the operational cost of Root and Branch is £33 per service user per day. Everyone agreed that £33 per day per gardener still represented incredible value.
- Brian ended by stressing the value of the volunteers. Volunteers had contributed over 5,000 hours of time to the project during the year, this is a massive contribution that comes with no financial reflection in the accounts.

Becky thanked Brain for his report.

5. Amendments to the Memorandum of Association

Brian explained that Root and Branch is a Membership Organisation and that we are governed by rules in our Constitution. The Membership List and Membership History is maintained by the Trustees. Having an up to date and accurate membership is vital because members are required to attend meetings in certain percentages to make a meeting valid. For this reason, it has become important to remove individuals from the membership list if they have become disinterested or uncontactable.

The following articles of the current Memorandum of Association were therefore discussed, updated and voted on at the meeting. The result of each vote is described in the table below:

Article no.	Reads	Revision	Rationale	Result of the vote
67	the member dies or, if an organisation, ceases to exist	the member dies, cannot be contacted electronically or by post or, if an organisation, ceases to exist	since the member is playing no active part in the running or future of R&B, membership shall be deemed to have terminated	Revision voted for unanimously
69	any sum due from the member to the charity is not paid in full within six months of it falling due	any member fails to attend or vote by proxy at three consecutive AGM's	since no fee is now charged, membership shall be deemed to have terminated if the member is playing no active part in the running or future of R&B	Revision voted for unanimously

75	The directors may call a general meeting at any time	A general meeting can be called at any time by the directors or in special circumstances by a quorum of members (Ref: Article 84) *	Required to reinforce the power of members and make the management of R&B more democratic	'In special circumstances' was removed and the revision was voted for unanimously
239	A member who does not register an address with the charity or who registers only a postal address that is not within The United Kingdom shall not be entitled to receive any notice from the charity	A member who does not register an email address with the charity shall not be entitled to receive any notice from the charity unless a postal preference is requested	Email to be used as a communication preference for logistic, cost and effort reasons; members henceforth to be only contacted electronically	Revision voted for unanimously
241	Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given	To be deleted	No longer relevant	Revision voted for unanimously
244	48 hours after the envelope containing it was posted	To be deleted	No longer relevant	Revision voted for unanimously

* Brian Defined a quorum as bring a group of members who amount to 10% of the membership list. It was discussed that the terminology 'in special circumstances' should be removed to take way any ambiguity. The term 'Extraordinary' General meeting no longer exists in legal terms. Whilst the right of a quorate of members to call a meeting has always existed in Company Law, explicitly placing it within our constitution will help our members understand that this right exists.

6. Election of trustees

One existing trustee, Gary Boswell, had decided not to stand for re-election. Five new co-opted trustees stood for election.

Ian Matheson was proposed for election by Becky Brain, seconded by Geoffrey Bott, and Ian was elected by a unanimous vote of those present.

Brian Mildenhall was proposed for election by Becky Brain, seconded by Steve Coombs, and was elected by a unanimous vote of those present.

Emma Welch was proposed for election by Becky Brain, seconded by Ian Matheson, and was elected by a unanimous vote of those present.

Becky Brain was proposed for election by Melanie Breakspear, seconded by Sue Hand, and was elected by a unanimous vote of those present.

Carol Redman was proposed for election by Becky Brain, seconded by Steve Coombs, and was elected by a unanimous vote of those present.

7. Any other business

Ian expressed personal admiration for all staff at Root and Branch and thanked Becky for stepping into the role of chair of trustees.

Yvonne asked whether staff members were in fact also members and eligible to vote. Brian explained that, historically, staff have not been considered as members due to a conflict of interest. But his only applies to employed staff and not to self-employed staff. Staff who also work at the project as volunteers are considered to be members.

Steve Coombs congratulated Karen on her manager's presentation. He asked if the minutes of trustees' meetings would be published on the website. Becky explained that going forward minutes would be made public. Brian stated that some trustee's discussions, deemed to be confidential, will not be published with the minutes.

Pete publicly thanked all the new trustees.

Marie Annick explained her role during recent open days has been to find out how the public have heard about R and B. Overwhelmingly it seems that the public hear of our events on Facebook -confirming the need to continue to use this medium in the future to publicise events.

Steve Coombs (who runs a website for his local camera club) explained that he feels that our website needs to be constantly updated. He added that he wanted to show his appreciation of the new article allowing a quorum of members to be able to call a meeting.

Becky thanked everyone for coming and for their ongoing support. She explained that the next AGM may well be brought back in line with our financial year and be called in the Autumn of 2018.

Meeting closed at 19.30

Emma Welch
28th January 2018