



**Root & Branch**  
Westmill Farm  
Watchfield  
Oxfordshire  
SN6 8TH

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## **Minutes of Annual General Meeting – for the year 2019**

**Tuesday 8<sup>th</sup> October 2019 held at Westmill Farm and starting at 6:30 pm**

### **Present**

Karen English, Centre Manager  
Lorraine Needham, Chair of Trustees  
Ian Matheson, Trustee  
Ruth Laidler, Garden Manager  
Simon Newton, Restore  
Ray Wassall, Volunteer Member

Emma Welch, Trustee  
Pat Hand, Member  
Rebecca Brain Trustee  
Sally Britton, Lloyds Consultant  
Nick Daisley  
Richard Taylor, Member  
Anne Taylor

Brian Mildenhall, Trustee  
Sue Hand, Gardener Member  
Yvonne Castellano, Volunteer & Key Worker  
Clare Hickman, Gardener Member  
Nickie Kavanagh, Volunteer & Key Worker

### **Apologies:**

Jess Day  
Sarah Heardman

### **1. Welcome and introductions**

Lorraine welcomed those present at the meeting and introduced herself. Lorraine expressed thanks to Rebecca Brain, for her exceptional contribution as Chair to the Trustee Board and explained that Rebecca had stepped down from her position as Chair in July 2019. She also thanked all the staff for their hard work and dedication to the Project.

### **2. Minutes of previous meeting (held on 2<sup>nd</sup> October 2018)**

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 year of 2019.

In particular, 2019 has been a year with enormous focus on the garden. There have been numerable improvements to the garden and the introduction of 'Gardening Days' at the project has meant that the garden is now being accessed by more of the service users.

2019 has enjoyed a full complement of staff – all who remain highly committed to their work at Root & Branch. Karen thanked each member of staff, every volunteer and all the partners and donors. She thanked, in particular, the Lloyds Bank Foundation and Restore.

Karen talked through many personal achievements that have occurred this year. She thanked Rebecca for all her work in securing the European Social Fund (ESF) Grant and then administering it. The ESF money has been used

to deliver a vast range of courses at the Project and every service user had accessed at least one of the courses – some service users had taken up many of the opportunities and learned several new skills.

Karen emphasised that Root&Branch continues to fill a vital service gap in the local area.

#### **4. Financial Report**

Brian Mildenhall provided a summary of the official financial statement for the year 1<sup>st</sup> April 2018 – 31<sup>st</sup> March 2019, highlighting that Root&Branch continues to be in a very good financial position. The summary is attached to this document.

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

Lorraine thanked Karen and Brian for their reports.

#### **5. Election of trustees**

Trustee Brian Mildenhall is standing down from his role as trustee. Lorraine thanked Brian for his contribution. Brian will remain involved as a financial advisor to the board of trustees until such time that another trustee can take on the role of treasurer.

Trustee Ian Matheson stood down by rotation at the meeting and was put forward for re-election. He was proposed by Emma Welch and seconded by Brian Mildenhall.

One new trustee, Sarah Heardman, stood for election. Sarah has been co-opted to the board since July 2019 and the current board support her election. Sarah was proposed by Ian Matheson and seconded by Rebecca Brain.

Both trustees, Ian Matheson and Sarah Heardman, were voted to the board.

#### **6. Root & Branch, 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. Brian explained the nature of the conversion to the members and took any questions. Conversion to a CIO requires a new constitution. The trustees have used the model constitution approved by the Charity Commission. The new draft constitution was available at the meeting, and the trustees confirm, that in their opinion, the new constitution has the same effect and safeguards as the old constitution.

Three changes to the constitution were proposed:

- I. We will no longer offer proxy voting at member meetings. Proxy voting adds a considerable overhead and has been rarely used. All member meetings and agendas must be notified in advance.
- II. Trustees can only be elected for a maximum of three terms (a term being currently three years) after which they must retire. This is in line with current good practice and ensures new personnel are appointed.
- III. The quorate for a members meeting will change to a minimum of 5% or 5 members (currently it is a minimum of 10% or 10 members). Again, this is in line with current good practice and ensures that member meetings do not fail for lack of numbers.

Brian addressed any questions and then members were asked to vote on the changes to the constitution and on the agreement that Root & Branch should become a CIO. Members voted unanimously to the constitutional changes and to convert to a CIO.

## **7. AOB**

Ian Matheson thanked everyone present for an interesting and succinct meeting.

Clare Hickman expressed gratitude to everyone at Root & Branch for helping and supporting her. Clare is now starting to volunteer herself and feels she has Root& Branch to thank for where she is now.

Meeting closed at 19.30

Emma Welch

18<sup>th</sup> October 2019