

Company No: 3068661

Charity No: 1047403



'Supporting adults with learning disabilities
to live active and fulfilling lives'

Branching Out Limited
(the "Company")

Minutes of **General Meeting** of the Trustees held on 6th September 2019
at 27 Grange Lane, Littleport, CB6 1HW, United Kingdom

Members Present: **Kim Taylor (KT)** **Dwayne Brook (DB)** **Chris Barnett (CB)**
 Wendy Wilkinson (WW) **Matthew Williams-Gray (MWG)**
 Susan Wiggans (SW), **Chris Hook (CH) note taker**
 Helena Wilkinson, Price Bailey Accountants

Apologies: **Simon Gamble (SG), Brian Hayes (BH),**

Item a)	<p>The meeting was declared quorate with 5 Trustees in attendance.</p> <hr/> <p>It was decided to start the meeting with Helena Wilkinson from Price Bailey, Accountants, and for her to run through the year end accounts.</p> <p>Helena briefed the Trustees on the contents of the Management Letter from Price Bailey, which had been sent to all present prior to the meeting:</p> <hr/> <ul style="list-style-type: none">• Audit Opinion – anticipate issuing unqualified audit opinion.• Trustee Declaration forms, and key management salaries are outstanding, however these have been sent to Price Bailey.• Audit Findings - There is no need for a stocktake to be completed in the charity as all goods sold are donated.• Summary of Adjustments• Findings/recommendations – we need to implement some new requirements i.e. a year end bank reconciliation, undertake accruals and prepayments ourselves, consider rewording the reserves policy, undertake maintenance of the Fixed Asset Register ourselves, investigate any till discrepancies over £5, purchases under £100 to be authorised for payment in line with purchased over £100.• Review how we report public benefit next year• SORP and Sector developments• Employed vs Self Employed. Concern that we need to protect the charity against a supplier not paying their employees correctly and defaulting liability to Branching Out. Post meeting note: DB sent guidance we will use to seek assurances from suppliers.• Related parties: DB said he would like to discuss this later in the meeting.	SW
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<p>Item b)</p> <p>Item d)</p>	<ul style="list-style-type: none"> Helena went on to say that more work had been done than was originally quoted for. They would not be charging the full amount for this extra work and would also be providing training for staff to carry out these extra duties so that Price Bailey would not need to do it again next year. This was seen as a good investment in the future. SW said that previously this work had been carried out by Whiting & Partners. Helena asked if Branching Out would consider making a small contribution of a few hundred pounds towards this cost. <hr/> <p>It was decided to vote on accepting the final accounts at the end of the meeting. Trustees are more confident with the preparation of the accounts. The quote for next year's audit is £5200 + VAT. Jackie will be asked to compare this with the previous year's quote.</p> <p>KT thanked Helena for the work Price Bailey had done and for attending the meeting.</p> <hr/> <p>There were no declarations of interest.</p> <p>The minutes of the previous meeting were read, approved and signed.</p> <p><u>Actions from the previous meeting:</u></p> <ul style="list-style-type: none"> <i>Bank Mandate to be set up for SG to be 3rd authorised access to bank account – final paperwork is now with SG to take to the bank.</i> <i>Management & Governance Policies review- 'Share Point'. Invitation had been sent to Trustees, but most had not responded. SW will resend invitation.</i> <i>Using technology for meetings- it was hoped this could be set up for the next meeting on 29th November. SG to liaise with CH to enable this to happen.</i> <hr/> <p><u>ANY OTHER BUSINESS</u></p> <p>DB spoke to all Trustees of his decision to resign as a member of the Board. He is still willing to remain as a worker member as a volunteer.</p> <p>He wished to be transparent and felt a conflict of interests with members of the workforce is not in the best interests of the charity due to the related parties issue. He had in the past withdrawn from discussion on salaries to manage a conflict of interest, however If he remained on the Board it would be necessary for the General Manager's salary to be made public. All present felt this was unfair on the General Manager.</p> <p>Dwayne said he had originally come onto the Board to help with the specialist role to set out the new constitution. He is more than happy to help with anything in the future as a volunteer but now feels it is time to step down as a member of the Board.</p>	<p>JG</p> <p>SG</p> <p>SW</p> <p>SG/CH</p>
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	<p>KT said that this was a sad decision and that everything that Dwayne had done for the charity was very much appreciated and helped enormously when the charity was in jeopardy. She realised this was a difficult decision for him to reach.</p> <p>WW said that she was not sure how much longer she would be able to continue as a Trustee and that recruitment of more was needed to bring the number up to 8. Several suggestions were made and these will be followed up. DW to send a link to a site called TouchNetworks.</p> <p>SW said she would ensure Charities Commission and Companies House were notified of resignation. Also, Accountants to amend the signing of the final accounts to remove DW as Treasurer.</p> <hr/> <p>The bank statement was reviewed by all and signed by Chair.</p> <p>Dates for next year's meeting were passed to all Trustees along with the agenda plan for 2020.</p> <p>All Trustees approved the final account 2018/19 as presented by Price Bailey. DB did not take part in any vote to accept the accounts to prevent any further related parties issue and also resigned before this vote was taken.</p> <p>A further confidential item was discussed – see confidential minutes.</p> <p>POST MEETING NOTE:</p> <hr/> <ul style="list-style-type: none"> • CB resigned as Trustee on 09/09/2019. • Companies House, Charity Commission and Price Bailey were notified of CB and DB's resignations on 10/09/2019 <hr/> <p>There being no further business, the meeting closed at 7pm.</p> <p>Date of next meeting: AGM 4th October – 5.15pm Board Meeting 29th November 5.30pm</p>	<p>SW/ Price Bailey</p>
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MINUTES READ AND AGREED AS A TRUE RECORD

Signed Date

ACTION PLAN FOLLOWING TRUSTEE BOARD MEETING
6TH SEPTEMBER 2019

ACTION	TO BE COMPLETED BY
<p>Employed vs Self Employed. Concern that we need to protect the charity against a supplier not paying their employees correctly and defaulting liability to Branching Out.</p> <p>Post meeting note: DB sent guidance we will use to seek assurances from suppliers.</p>	SW/CH
<p>The quote for next year's audit is £5200 + VAT. Jackie will be asked to compare this with the previous year's invoice.</p>	JG
<p>Bank Mandate to be set up for SG to be 3rd authorised access to bank account – final paperwork is now with SG to take to the bank.</p>	SG
<p>Management & Governance Policies review- 'Share Point'. Invitation had been sent to Trustees, but most had not responded. SW will resend invitation.</p>	SW/All Trustees
<p>Using technology for meetings- it was hoped this could be set up for the next meeting on 29th November. SG to liaise with CH to enable this to happen.</p>	SG / CH
<p>SW said she would ensure Charities Commission and Companies House were notified of resignation.</p> <p>Also, Accountants to amend the signing of the final accounts to remove DW as Treasurer.</p> <p>POST MEETING NOTE: SW completed action 10/09/19</p>	<p>SW- completed</p> <p>PRICE BAILEY</p>