



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 8th May 2019
at 27 Grange Lane, Littleport, CB6 1HW, United Kingdom

Members Present: Kim Taylor (KT) Brian Hayes (BH), Simon Gamble (SG)
Susan Wiggans (SW) Chris Hook (CH) note taker

Apologies: Dwayne Brook (DB), Chris Barnett (CB), Wendy Wilkinson (WW).
Matthew Williams-Gray (MWG)

Item a)	The meeting was declared quorate with 3 Trustees in attendance.	
Item b)	There were no declarations of interest.	
Item d)	The minutes of the previous meeting were read, approved and signed.	
Item g)	<p>GENERAL MANAGER'S REPORT</p> <p>SW read through her report. She and SG will be working on the Norfolk County Council tender in the coming weeks to see if this is viable for Branching Out.</p> <p><u>The reserve fund</u> was discussed and it was agreed that SW would review this every couple of years and inform the Board.</p> <p>ACTION: SW will update the wording in the annual return and circulate to Trustees for final draft agreement before sending to Price Bailey, asking for their suggestions.</p> <p><u>The Replacement Fund</u> currently stands at just over £28k. A regular payment of £500 per month is being transferred into this account.</p> <p>ACTION:</p> <hr/> <p>1. The Board agreed that the transfer of funds should now stop. This will be reviewed to assess the level of the Fund based on expenditure during the previous year.</p> <p>2. Agenda Plan to be update for annual review of Replacement Fund.</p> <hr/> <p><u>Review of Bank Mandate.</u> Currently only SW and JG have access to on-line banking. If a situation occurred whereby one of these was on long term sickness, this could hold up payments. Therefore, there is a need to have a third person to have access in case of emergency. This access is only to be used in an emergency or as required, after a period of 2 weeks. It was agreed that either CH (Chris Hook) or RW (Rachel Wiggans) will contact SG to inform him that he needs to access the on-line banking to authorise payments in that situation.</p>	<p>SW</p> <p>SW</p> <p>CH</p>

Item I)	<p>ACTION: The Board agreed that SG (Simon Gamble) would be the third authorised person to access on-line banking at Barclays. He will make an appointment with SW to complete the on-line bank mandate and take this with the necessary documents into Barclays Bank. KT looked at the financial report provided by SW and said that it was very positive.</p> <p>BUDGET FOR CURRENT & FOLLOWING YEAR Trustees reviewed the draft budget for 2019/20 and subsequent years. Last year 2018/19 made a surplus of just over £4k, however the net annualised cash flow excluding depreciation shows a surplus of just over £25k subject to audit from the Accountants and some income/expenditure still occurring at the current time.</p> <p>This year the surplus is projected to be higher with assets remaining level and expenditure down and income up. Service User income should remain stable. This draft is based on actuals for the previous 6 months. There may be some unplanned expenditure which is difficult to predict in advance and the draft budget is based on actuals. It includes a prediction up to 2022/23 based on most budgets seeing approximately a 6% increase per year and some a 3% increase.</p> <p>Gross wages have a 3% increase per year. Kim said it was the first time she realised that the budget included a predicted % increase for gross wages.</p> <p>Decision: All Trustees agreed that they were happy with draft budget report and it was approved.</p>	SW & SG
Item I)	<p>TRUSTEE REPORT FOR ANNUAL RETURN/AGM This has been based on the previous year’s submission, however, Price Bailey may have their preferred layout. KT would like to have inserted into the report that Trustees are supporting a positive work/life balance for employees and this is now happening. Under ‘Plans for the Future’ KT would like to include that Branching Out are signed up to the Living Wage Foundation.</p> <p>ACTION: SW to see if Price Bailey would like to change the layout and get the above mentioned insertions into the report.</p>	SW
Item I)	<p>REVIEW OF AGENDA & PLANS FOR AGM The date for the AGM and the agenda were accepted by the Trustees.</p> <p>ACTION: It was agreed that Trustees should arrived between 5pm and 5.10pm for a short run through before the meeting. Agenda to be circulated with reminder to attend rehearsal.</p>	CH

Item l)	<p>MANAGEMENT & GOVERNANCE POLICIES REVIEW</p> <p>This document was accepted by Trustees without amendment. Thanks were given to SW for her work in preparing this. SG said that in future could documents could be put onto 'Share Point' avoiding the need for printing. Updates could be made in bold to show any amendments.</p> <p>ACTION: SW to look into setting this up.</p>	SW
Item h)	<p>RISK REGISTER REVIEW</p> <p>The register had been updated as per the amendments made at the last meeting. KT signed the document. It was stated that when the contract is signed by CCC the register will need to be updated. All Trustees agreed.</p>	
Item l)	<p>RETAIL STRATEGIC REVIEW/PROGRESS</p> <p>All Trustees had read the report previously distributed. They are pleased that <i>'the charity shop is now supporting the charity rather than the charity supporting the shop'</i>. Staff are now working together as a team and sales are increasing and expenditure has decreased. The eBay shop will be reviewed after 6 months of operating. KT said she was very pleased with the way things are going and efforts to achieve this are much appreciated. Trustees agreed.</p> <p>The next 2 items – Replacement Fund and Bank Mandate - on the agenda had been discussed earlier in the meeting.</p>	
Item m)	<p>ANY OTHER BUSINESS</p> <p><u>Marketing Funding</u></p> <p>SW asked if a marketing budget could be set for marketing purposes, to promote Branching Out in a professional way. It would also be good to get a template for emailing the newsletter to parents and carers and for other ongoing marketing needs. KT said this was a good idea and suggested a budget of £3k to start with. This was agreed by all Trustees.</p> <p><u>Using technology for meetings</u></p> <p>SG said that in the Memorandum & Articles of Association it stated that video/conference calls could be implemented as a way of attending meetings using modern technology. Trustees agreed that this should be looked into for future meetings.</p> <p>ACTION: SG to investigate how this will work and liaise with CH to set this up.</p> <p><u>Planning applications from neighbours</u></p> <p>BH reported back on the result of the retrospective planning application submitted by Millfield School. He said that there was little that could be done as this should have been done at the outline application stage. The effect this is having on Branching Out is the increase in traffic from parents dropping children off/collecting. KT suggested that a Travel Plan be requested from the school to see if it gives consideration to the impact on local residents and businesses.</p>	SG & CH

	<p>ACTION:</p> <hr/> <ol style="list-style-type: none"> 1. KT to send information regarding this to SW. 2. SW to follow up by writing to local councillor David Ambrose-Smith to discuss the need for a travel plan for the school as per the information supplied by KT. <hr/> <p>ITEMS FOR NEXT MEETING: Briefing from Accountants and Management Letter Audit Representation Letter Journal Adjustments Signing off Branching Out Accounts-3 copies to be signed Distribution of AGM agenda</p> <hr/> <p>There being no further business, the meeting closed at 6.30pm</p> <hr/> <p>Date of next meeting: Friday 6th September 2019 – 5.30pm</p>	<p>KT</p> <p>SW</p>
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MINUTES READ AND AGREED AS A TRUE RECORD

Signed Date