

FRIENDS OF WINDMILL GARDENS (CIO no. 1176991)
MINUTES OF EXTRAORDINARY GENERAL MEETING

Held at

BRIXTON WINDMILL CENTRE, 100 Blenheim Gardens, London SE2 5DA

At 7PM, 25th JANUARY 2024

MINUTES

ATTENDANCE:

Members: Toussainte Reba, Sonam Sikka, Nick Weedon, Emma Smith-Bodie, John Licence, Lizzie Taczalski, Chris Patton, Jean Kerrigan, Viv Whittingham, Donna Lister, Ian Billington-Phillips, Jan Billington-Phillips, Eric Harvison, Rossana Rocchini, Keith Fitchett, Laura Morland, Florence Bayonne, John Brewer, Marilyn Rogers, John Lurve, Deborah Crorken, Duane Briggs, Robert Adia, Alan Piper, Liz Du Parcq, Steph Haszczyn

Non-members: Rita Murphy

1. WELCOME

The Chair welcomed everyone to the meeting and thanked them for coming. The Chair explained the provisions for calling an Extraordinary General Meeting under the CIO Constitution, quoting directly from the clauses.

2. CHAIR'S REPORT

The Chair presented her report to the members, which covered the reason for convening an Extraordinary General Meeting. A number of FAQs were prepared ahead of this meeting, which the Chair relayed to the members. Focusing on the central reason for the Extraordinary General Meeting – presenting the accounts for members to approve – the Chair presented a new process and timeline for signing off the accounts in time for future Annual General Meetings.

There was a member question about the recruitment of a new Treasurer, specifically what the situation would be if the Board were unsuccessful in recruiting a new Treasurer. The Chair clarified that the current Treasurer has agreed to stay in position until a new Treasurer is recruited and has been handed over to. Our bookkeeper is also continuing to support the Treasurer in activities such as preparing the annual accounts.

The Chair's report noted the mandated date as 5th Feb; this will be corrected to the 31st January.

The Chair also presented a number of other highlights of the latest work of Friends of Windmill Gardens. Highlights included being shortlisted for the Special Recognition Awards category at the Lambeth Hero Awards, a new Photography Competition launching in February, activities at the Windmill Centre such as a Warm Space, Yoga, Tai Chi and Joy of Sound, new funding for lighting in Windmill Gardens park, and

communications successes such as revamping the website, recruiting a new PR and Comms volunteer, and John Licence announced that he had successfully engaged two local celebrities – Emma Barnett and Kate Bryan.

3. **PROPOSAL TO APPROVE ACCOUNTS ENDING 2022-2023**

The Treasurer presented the accounts ending 2022-2023. The Treasurer presented some key changes noticed in the accounts versus the prior year: for example there was an increase in donations at Open Days, and a drop in membership income. Expenditure on professional fees has reduced due to the previous year incurring costs associated with leases, lawyers and paperwork. The contingency costs for the website were also down, as less work had been done to the website since covid times, where a lot of work had been done to ensure it was fit for purpose during the pandemic. The biggest cost continues to be administrative costs including salaries for staff.

The Treasurer clarified the discrepancy between the number of Trustees listed on the accounts and those listed on the Charity Commission website: the list of Trustees on the accounts were the active Trustees at the time of the year end 2022-2023. The Trustees listed on the Charity Commission are up to date following retirement of Trustees.

The Treasurer ran through the 2022-2023 Balance Sheet changes, specifically mentioning that the assets to Debtors remained flat as a result of following up on these. The Treasurer noted that there had been a lot of benefits from implementing Quickbooks software to ensure the balance sheet was accurate.

The Treasurer explained the Reserves change and explained that in conversation with our Auditor, we made the decision to leave the reserves listed as £5000. The Board had agreed in September 2022 to increase the Reserves amount to £20,000 from £5,000. This mid-year change was explained in the Exploratory notes in the Accounts. This Reserves amount has since been increased to £25k which the Board agreed at the January 2024 Board Meeting and will go into effect in April 2024 in the new financial year. The members expressed that to ensure that the accounts properly reflected this decision, that the Reserves number should be updated.

A member asked a question about the Treasurer's projection for the account 2023-2024 considering there had been a loss reported in the accounts 2022-2023. The Treasurer responded that they were predicting a slight loss to the year end March 2024, though expected this loss to be lower than to the year end 2023.

A member raised a question about the Deferred grants figure. It was explained that these grants are drawn and spent in chunks over time, which explains the figures in our accounts.

A member raised the question about seeing the Cashflow to know where money is being spent by the organisation. The Treasurer reported that these are presented to the Board on a monthly basis as part of the regular finance information prepared by the Bookkeeper. It was agreed that the cashflow figures should be available to the members. The Board took away an action to determine how this would be made available.

The accounts 2022-2023 were unanimously approved, subject to the change to the Reserves number being updated. This change would be made by the Treasurer and then the accounts filed with the Charity Commission by the deadline of 5th February. A question was raised during the meeting about Family Memberships and their voting rights. A Family Membership includes two adults, and some members believed this entitled Family Memberships to two votes at meetings. There is nothing explicit in the Constitution about this. This was taken away as an action for the Board to clarify and propose any amendment to the Constitution if necessary.

4. PROPOSAL TO AMEND THE CONSTITUTION

The Chair introduced the Secretary to the Board who ran through the proposal to make an amendment to the Constitution.

The amendment, which focused on explicitly including the provision of electronic meetings, was presented as a means to ensure that meetings such as the EGM members were attending could be held electronically (virtually) at times when it was more suitable or necessary, such as dark & cold nights in winter months.

The members thoroughly discussed the amendment proposed. Members expressed concerns that by amending the constitution that virtual meetings could become the 'norm', and wanted safeguards in place to ensure the Board always strives to have meetings in person. The Secretary wanted to reassure members that meetings in person would be the default. Members discussed whether the amendment should include restricting virtual meetings to Extraordinary General Meetings, but other members disagreed. It was determined that virtual only meetings should be held in exceptional circumstances.

A separate, but related, issue was raised to ensure that meetings are more accessible: being able to hold hybrid meetings will ensure that members who are less mobile or cannot travel would be able to participate. Equally, technology can prevent people from participating due to internet connection or lack of technology. The amendment should reflect that attendance by suitable electronic means should be included.

Members raised concerns that improved technology must be in place for hybrid or fully virtual meetings to take place. It is incumbent upon the Board to ensure that current technology is improved to make this work.

The decision was made for the Secretary to take away the feedback received by members, review and rewrite the proposal to the amendment, and present it again to members at the Spring General Meeting in April 2024.

5. PROPOSAL TO CO-OPT TRUSTEE TO THE BOARD

The Chair invited Lizzie Taczalski to introduce herself and was asked by members the reason for wanting to join the Board.

Member Marilyn Rogers proposed that Lizzie Taczalski be co-opted onto the Board. This was seconded by member Keith Fitchett.

The members unanimously agreed to co-opt Lizzie Taczalski onto the Board.

6. MEMBER RESOLUTIONS

One resolution was submitted ahead of the Extraordinary General Meeting by member Viv Whittingham. The Board invited Viv Whittingham to present her Resolution.

Viv Whittingham introduced the resolution – a Vote of No Confidence in the current Treasurer – and clarified that the proposal was intended to open discussion and draw a line under issues to find a way to move forward.

Points were raised that the Accounts were not presented at the October 2023 AGM, in line with the CIO Constitution. Other responsibilities of the Treasurer, such as the Reserves and Cash Handling policies were out of date and these, along with the risk of filing the Annual Accounts late, have an impact on funders and potential access to grants. It is imperative that the members are aware of how these will be addressed and a timeline for improving these processes.

The Chair talked through the Board's formal response which disagreed with the Resolution and the reasons why. The Chair highlighted that the organisation has a Complaints process that had not been utilised in this case. The Board feels some points of the Resolution were inaccurate and factually incorrect and the Board's response was designed to correct these. Members expressed disappointment that the response was issued online without the Board having alerted them to it. It was agreed that members should have been informed at the time of posting the response and the Board will do this should such a situation arise in the future.

Members thoroughly discussed the resolution. Member Rossana Rochinni said the resolution felt very personal and unnecessary given that the Board are volunteers giving their time; Member Jean Kerrigan responded that the resolution was not intended as a personal attack. Member Donna Lister raised concerns from the point of view of the Fundraising Group that information such as forward budgets were incredibly hard to get hold of for them to apply for grants and funding and was not ready and been provided to the Fundraising Group, and it was the responsibility of the Treasurer to provide this information. In response it was noted that a forward budget has been circulated in draft, having been created with input and discussion from the Board, two members of which are part of the Fundraising Group. An action was taken to ensure that our Bookkeeper would be paid to ensure this was finalised. Member Jean Kerrigan reiterated that the Constitution is clear that the Accounts should be presented at the AGM and that subsequent emails from petitioner Viv Whittingham were not responded to by the Board. The Board acknowledged that the response to emails was unacceptable and that they should have responded to acknowledge Viv Whittingham's concerns even if the accounts were not ready at this point. Member Jean Kerrigan also raised the concern around the Cash Handling policy, saying it was not fit for purpose given that staff members were regularly buying materials and having to expense them. Member Jean Kerrigan raised that a potential Treasurer was lost as a result of the slow nature of the Handover process; the Chair responded that at the AGM the members were informed that the Treasurer recruited had withdrawn due to personal circumstances. The Treasurer clarified that Member Jean Kerrigan's accusation that a potential Treasurer was lost as a result of the slow nature of the Handover process was also factually incorrect as the Handover pack had been ready for some time, kept updated regularly and accessible to the Board - ready to be handed over the moment a new Treasurer was found.

Member Keith Fitchett noted that there were genuine concerns raised by the Resolution, finding it a fair and critical resolution, noting that the issues raised were the responsibilities. Member Rossana Rocchini acknowledged there were valid concerns raised but felt the Resolution singled out one Board member - the Treasurer - unfairly.

The Treasurer specifically responded to reassure members that processes to change bank signatories and in fact change bank were taking place but restrictions had slowed down this process. The Chair reassured members that conversations about Financial matters happened at every Board meeting and the Board received monthly financial reporting MI including cash flow statements, balance sheet and income statement and did not want the members to feel that these matters were ignored or dismissed.

Viv Whittingham replied to the discussion and the Board's response by reiterating that policies and practices in place are not fit for purpose and this is the responsibility of the Treasurer. They noted that this Resolution was intended to open a discussion and wanted to see results and changes following this.

The Resolution was proposed by Viv Whittingham and seconded by Jean Kerrigan. The Resolution was put to an anonymous ballot. The result were 14 votes For the resolution, 10 votes Against the Resolution, and 1 Abstention. The Resolution – a Vote of No Confidence in the Treasurer - was passed, and would now be referred to the Board for next steps.

7. ANY OTHER BUSINESS

There was no other business raised at the meeting.

8. The Chair thanked the members for coming. The Extraordinary General Meeting was closed at 8.57pm.