

**Minutes of the inaugural meeting of the Lympstone Village Hall
Charitable Incorporated Organisation (LVH CIO) - charity No. 1187640
held on Wednesday 22 April 2020**

Present - see NOTE 1 below

The first trustees*: Don Mildenhall, Steve Morgan, Clive Wilson

Nominated trustees**: Marge Brewer, Brian Cotton, Anne Crisp, Greg Crum, Paul Harradine, Keith Hill, Brian Mather

Appointed trustees***: Ian Bethwaite, Carrie Darby

Others**** Caron Winter (bookings manager), Miles Freeman (premises manager)

[NOTE 1 Because of the restrictions imposed during the COVID-19 pandemic it was not possible to hold the meeting with attendees physically present. This meeting was held on-line providing audio and visual links with real time communication, as allowed under the CIO constitution and with the prior agreement of all the invitees]

[NOTE 2 - The CIO constitution provides for a maximum of eight nominated trustees and seven appointed trustees.

*the 'first trustees' are named in the LVH CIO constitution and appointed by that founding document for 4, 2 ,and 3 years respectively;

** nominated by village organisations with the right to do so for appointment as trustees at the inaugural meeting and who were duly appointed - see item 2 below;

*** candidates for appointment as trustees by the trustee body and who were duly appointed - see item 3 below.

**** Caron and Miles are the bookings and premises manager of the unincorporated Lympstone Village Hall charity no. 269342.]

1 Apologies - None

2 Chairing the meeting

Steve Morgan proposed and Clive Wilson seconded that for the period up to item 6 - election of officers Don Mildenhall be appointed to chair the meeting and this was unanimously agreed.

3 Welcome and opening remarks

Don welcomed everyone to the inaugural meeting of the LVH CIO - the outcome of around three years consideration and preparatory work and a significant milestone in the 90-year history of the hall.

4 Appointment of trustees nominated by village organisations

4.1 Don said that the CIO's constitution required the CIO to maintain a list of 'user bodies' it had determined should have the right to nominate persons to be trustees. The unincorporated village hall charity (the VHMC) had consulted with a range of village organisations, and had recommended that eight village organisations who were all established user bodies should be listed.

4.2 The three 'first trustees' had accepted that recommendation and wished now to appoint as trustees the persons who had been duly nominated by those village organisations they had listed. The nominees had all confirmed that they met the Charity Commission's eligibility conditions to be trustees, and understood their responsibilities and duties as set out in the Commission's guide 'The Essential Trustee'; and that their appointments would be for three years.

4.3 On behalf of the three 'first trustees', Steve Morgan proposed and Clive Wilson seconded that Marge Brewer (nominated by Lympstone Entertainments), Brian Cotton (nominated by the Lympstone History Society), Anne Crisp (nominated by the Lympstone Garden Club and the Lympstone Art Group), Greg Crum (nominated by the Lympstone Players), Paul Harradine (nominated by the Lympstone Tennis Club), Keith Hill (nominated by Lympstone Parish Council), and Brian Mather (nominated by the Lympstone Film Society) should all be appointed as nominated trustees of the CIO. This proposal was also supported by Don Mildenhall and the persons above were duly appointed.

5 Appointment of further trustees

5.1 Don said that the CIO constitution provided for up to seven trustees selected by the trustee body - known as 'appointed trustees'; and that, in making these appointments, trustees should have regard to the '*skill, knowledge and experience needed for the effective administration of the CIO*'. His assessment was that at present these included: technical knowledge and skill especially in the A/V; and marketing and related matters. These appointments would also be for three years.

5.2 Taking that into account, the 'first trustees' recommended the appointment of Carrie Darby and Ian Bethwaite. CV's outlining their business experience had been circulated. Both had confirmed their eligibility and were willing to be appointed. That would leave a maximum of two remaining places [as the three 'first trustees' are also counted as 'appointed trustees']. Trustees would be invited separately to suggest possible candidates and wider advertising, for example in the Lympstone Herald, would be considered.

5.3 Brian Mather proposed and Brian Cotton seconded that Ian and Carrie be appointed. This was unanimously agreed and Don welcomed them to the meeting.

6 Election of Officers

6.1 Don said that the constitution required the trustees to elect their officers. There was no set term of office. Steve and Clive had indicated that they were willing to stand as treasurer and secretary respectively, and Don said that he was willing to be chairman. This would provide valuable continuity in these posts.

6.2 Greg Crum proposed and Anne Crisp seconded that the trustees elect Don Mildenhall, Steve Morgan and Clive Wilson as chairman, treasurer and secretary respectively, and the trustees agreed unanimously.

7 Request from Lypstone School Board of Governors for observer status

7.1 Don said under an arrangement with the unincorporated VHMC charity, the School Governors had sent an observer to VHMC meetings and had asked for a continuation of that arrangement. The observer receives papers and minutes and, at the chairman's discretion, participates in discussion but does not vote.

7.2 Brian Cotton proposed and Brian Mather seconded that the CIO should continue this arrangement, and this was unanimously agreed.

8 Appointment of Independent Examiner

8.1 Steve said that the unincorporated VHMC charity had a three-year contract with Thompson Jenner (TJ) to independently examine its accounts, which had started in 2019. TJ had satisfactorily completed their review of the VHMC's accounts for the year ended 31 December, and Steve proposed that they should be appointed to examine the CIO's accounts for its first accounting period ended 31 March 2021. He also recommended that the accounting period for the CIO should end on 31 March, not 31 December (as had been the case with the VHMC). This would tie in more closely with the tax year and allow a longer first accounting period.

8.2 Paul Harradine proposed and Greg Crum seconded that:

(a) TJ should be appointed to examine the CIO accounts for 2020/21 and that the treasurer should agree with them the terms for transition of the contract with the VHMC to the CIO;

(b) the accounting year for the CIO should end on 31 March.

8.3 Trustees agreed this proposal unanimously.

9 Resolution to sign the Vesting Declaration

9.1 The CIO trustees discussed the proposed transfer of the property known as Lymptstone Village Hall (Trust) - Charity No.269342 - and other assets and liabilities of the Trust to Lymptstone Village Hall CIO No 1187640 (CIO).

9.2 The draft Vesting Declaration had been prepared on the advice of Tozers Solicitors. The draft documents had been reviewed by the CIO trustees and it was noted that the CIO would on completion, take a transfer of all the assets of the Trust and assume responsibility for all liabilities of the Trust.

9.3 They also noted that as the property known as Lymptstone Village Hall is currently unregistered at the Land Registry, the transfer of the property to the CIO would trigger first registration of the land. In order to complete that process, the original deeds were required which are currently held by the Parish Council.

9.4 It was proposed by Brian Mather and seconded by Brian Cotton that the trustees should:

3. approve the proposed Vesting Declaration under which the above transfer of assets will be put into effect.
4. authorise Don Mildenhall and Steven Morgan, pursuant to section 333 of the Charities Act 2011, to sign all documents pertaining to the transfer of the undertaking by the Trust to the CIO.

This resolution was unanimously agreed.

9.5 In addition, it was agreed that steps be taken in conjunction with the Trust:

- to arrange for a transfer of cash held by the Trust's two bank accounts (TSB and UTB) at the close of business on 30 April 2020 or as soon as possible thereafter to bank accounts designated by the CIO
- to arrange for the CIO to become the Insured under the Village Hall Insurance Policy
- to take all other steps as shall be necessary to ensure that subsisting contracts are, as far as practicable, put in the name of CIO subject to the terms of the Vesting Declaration.

9.6 In further discussion it was noted that the property described in Part 2 of Schedule 2 of the Vesting Declaration would be vested in the CIO *'on the same trusts, so far as is reasonably practicable, on which the property was held*

immediately before the merger confirming its legal status as a 'Permanent Endowment'. It was suggested that it would be valuable, for the avoidance of any possible future doubt, if that status could be explicitly recorded by the Land Registry when the village hall land was registered. Clive said that Tozers had been instructed to register the land and he would put that proposal to them.

10 Chairman's written Report and Treasurer's written report - Impact of COVID-19 and revised budget

10.1 Don referred to his report circulated with the meeting papers. This majored on the effect of the COVID-19 pandemic on hall bookings and finances. More information about the financial effects was set out in the treasurer's report. In brief, the closure of the hall on 26 March had had a major impact on gross income through cancellation of bookings and the officers' decision that normal cancellation charges should be waived. However, the hall's overall financial position remained strong which would enable us to ride out any foreseeable disruption of bookings this year, particularly as we had been able to secure a grant of £10,000 from EDDC under the Government's Retail, Leisure and Hospitality grant scheme.

10.2 Closure of the hall had enabled the premises manager (Miles) to arrange for projects agreed earlier to be carried out. These included refurbishment of the main hall floor and renovation of the double doors to the main hall and the side door by the tennis courts. More details were contained in the premises manager's report covering 1 March to 18 April 2020, circulated for information with the meeting papers.

10.3 Steve said that by the end of August 2020, the CIO's cash reserves may be in the region of £46k to £47k. Although cancellation of bookings means that the hall will lose income of about £2k per month it had been possible to make offsetting reductions in operating costs so that the net effect was reduced to only c£0.5k per month. The expectation was that the DCC would continue its contracted quarterly payments (£3,250) for the hire of the hall for school purposes, notwithstanding hall and school closure. Steve would continue regular re-modelling of the financial impact of the pandemic as relevant government decisions were made on lifting the COVID-19 lock down. He would provide trustees with regular reports, along the lines of his revision for the period April to August 2020 of the VHMC charity's budget approved for that year (circulated with the meeting papers).

10.4 In discussion, it was noted that when the total ban on use of the hall was lifted, maybe in stages, there were likely to be issues over where responsibilities for making decisions on hall usage would rest; for example, as between hall management and prospective hirers. Issues about the continuation of the present

waiver on cancellation charges might also need to be addressed. The impact of the changed financial prospects on the authorisation and timing of capital projects the VHMC charity had been planning would also need to be considered.

10.5 Trustees noted that changing the accounting year to the financial year would mean that their decisions on the hall's tariff for 2021/22 would be later in the year - probably at a meeting in December 2020, rather than September.

10.6 Trustees thanked Don and Steve for their reports, and confirmed the changes proposed to the 2020 (VHMC) budget (proposed by Brian Cotton, seconded by Brian Mather).

11 Publicising the setting up of the CIO

Don said that he would be placing a number of key documents about the transition to CIO status, including the minutes of this meeting, on the village hall website. [a list is appended to these minutes].

12 Any Other Business

Trustees wished to minute their thanks to the officers for their sustained work over many months to make possible the transition to CIO status, and to Brian Mather for facilitating a successful on-line meeting. Greg Crum said that his partner Sharon Wayland had a Zoom account which could be called upon for future meetings if needed.

13 Dates of next meetings

17 June, 16 September, and 9 December - all Wednesdays; and if necessary Wednesday 20 May 2020.