

BARLOW CHARITY
Reconvened Annual General Meeting – 1st August 2018

Present:

Jonathan Mather (in the Chair)
John Brunt, Brian Gorski, Philip Grundy, and Alyson Whitlock
John Harwood (General Manager), Glenys Syddall (Secretary), Clare Jady
(Independent Examiner), and approximately 150 members of the public

Michael Williams

Prior to the meeting a minute's silence was held in memory of Michael Williams who had passed away on 25th July.

Chairman's Report

The Chairman followed up on issues raised at the first part of the AGM held on 23rd May 2018.

The Trustees recognise there is a gap in communication with the non-volunteering public and have a renewed commitment to resolve this.

HLF and other documents are now available on the website, and it is proposed to introduce a monthly newsletter on the website. There will also be quarterly open surgery style forums, starting in October, where anybody will be welcome to question Trustees.

The Trustees feel that the CIO is vital to improve governance and to give a degree of protection to Trustees. Some changes to the draft had been made as a result of comments at the first part of the AGM. It is a fluid document and further consultation will take place.

In terms of the 2016 accounts, the figures reported at the AGM are consistent with those subsequently submitted to the Charity Commission – only the headings changed. The 2016 accounts showed a £17,000 deficit, whereas the 2017 accounts show a £6,000 profit.

Accounts

Clare Jady reiterated that she is an independent examiner, and is not working on behalf of the Trustees. Clare Jady referenced the fact that her opinion remains qualified for the moment.

No adjustment has been made in the accounts for the historic VAT liability, as the level of that liability is not known. Steps have been taken to quantify the level, but it can take some considerable time for agreement to be reached with HMRC. There could be penalties, but it is hoped this won't be the case as it is a voluntary disclosure.

HMRC could go back until the date the Charity started if they felt there had been any fraud, but it was proposed to report on the last three years in the first instance.

In response to a question, Clare explained that it is not a requirement for the Barlow Charity to have audited accounts which give a true and fair view, and that it would be unusual for a charity to go beyond what is required by charity law.

Trustees must approve and submit accounts, and the decision on 23rd May not to approve the accounts has left the Charity in a difficult position. The 2000 Scheme governing the Barlow does not require accounts to be approved by anyone other than the Trustees. It was however argued from the floor that the Barlow Scheme provides that 'every matter must be decided by majority decision of those present and voting' and therefore including the accounts. The approval of the accounts was deferred.

Charitable Incorporated Organisation

John Brunt reported on proposed minor changes to the Charitable Incorporated Organisation (CIO) document, in the light of comments made on 23rd May. The document is not a finished piece of work and remains fluid

In terms of the proposed Collaborative Agreements, following protracted discussions, heads of agreement are close to being reached with the Cricket and Recreation Club. ECRC would pay 2% of its business turnover to the Charity, which is more than the current commercial rent. Negotiations with the Bowling Club have not yet started.

Discussions are to be held with the Chair of the Parish Council about their role as Custodian Trustee.

Concern was expressed at the proposed reduction in Parish Council and user representation, and points were raised about the numbers and rotation of Trustees, proposed membership, the area of benefit and the power to borrow money and sell or lease land (it was noted that this latter power already exists in the 2000 scheme).

Several people said that whilst they had no objection in principle to the introduction of a CIO, they felt it was being rushed through and that proper consultation was needed and alternative models considered, including a community interest company and social enterprise scheme.

A member of the public commended the proposed CIO and the protections it offers to charitable objectives, property and Trustees, and said that it is something she recommends to her clients.

The Trustees proposed that the CIO be approved as a working document, and that a working group be established to look at it in detail and report back.

An amendment was proposed and seconded that consideration of the CIO be deferred until a later date and that a working group be established in the meantime.

A second amendment was proposed and seconded that there is support for a transfer from the current charity scheme to limited liability status of a type to be determined by a working group (be that a CIO or other entity), which will report back within three months, and to comprise of a maximum of twelve volunteers, including Parish Council representation.

The second amendment was resoundingly carried (4 voting against and 6 abstentions) and the approval of the CIO status deferred accordingly.

Election of Trustees

The five existing Trustees had previously indicated that they were willing to stand for re-election, and two additional nominations had been put forward in advance of the meeting – David Knight and Andrew Waller; two further nominations were proposed and seconded from the floor – Colin Rigby and Daniel Wild.

The Chairman suggested that as there had been agreement to work towards limited liability status, all nine nominees could be appointed in the interim.

This was resoundingly rejected by those present, who insisted that appointments be made in accordance with the 2000 Scheme, i.e. two Trustees to be appointed at the AGM.

It was acknowledged that the 2000 Scheme was the constitutional document which governs the Barlow.

All five existing Trustees then retired from the election, as did David Knight and Andrew Waller.

The remaining two nominees – Colin Rigby and Daniel Wild were then duly elected as Trustees.

A member of the public thanked the retiring Trustees for all their hard work.

The meeting ended at 10.30pm