A Meeting of Directors of Freegle Limited held on 3rd January 2023 at 18:00

USEFUL INFORMATION

- Agenda and Minutes Folder
- Action Log 2023
- Freegle Board Timetable
- Freegle Ltd Membership Register (FLMR)
- Freegle Black Box

MEETING DETAILS:

- Meeting ID: 531 800 8618
- Join at: https://rbs.zoom.us/j/5318008618 or...
- Join via Phone: 0203 481 5237 and enter Meeting ID when prompted
- You will get put in the waiting room don't worry, someone will let you in

MEMBERSHIP OF FREEGLE LTD

All Freegle Volunteers are entitled to be Members of Freegle Ltd, which is registered in England as an Industrial and Provident Society for the Benefit of the Community. You can join at http://freegle.it/JoinFreegleLtd.

CURRENT BOARD

Cat Fletcher, David Greenfield, Edward Hibbert, Craig Hilton, Mike Jury, Mike Paterson, Penny Townsend, Jen Williams, Ruth Willmore

APOLOGIES FOR ABSENCE

{none}

BOARD VACANCIES

{none}

OFFICERS AND ROLE HOLDERS

- Board Chairman Edward Hibbert
- Company Secretary Mike Jury
- Finance Director Craig Hilton
- CTO Edward Hibbert
- Head of Media Cat Fletcher
- Board Secretary Craig Hilton
- Fundraising Edward Hibbert

Agenda

Note: (Initials in brackets) after the item name indicates who will speak to the item

#1 Previous Minutes (EH)

Previous minutes: November 9th are presented to the board for approval

2 Review Declarations of Interest (EH)

This can be found <u>here</u>

#3 Membership Changes (Company Secretary)

(MJ to update on with Membership Approvals and removals)

#4 Items from Board Timetable (RW)

Board timetable is **here**

Event	Details	Responsible Person
Action Log Refresh	Update Action log for new year, Create new folder for Board Agendas and Minutes	Board Secretary
Budget	Refresh Budget Forecast	Finance Director
Review Black Box	Suggested at Sep '22 Board Meeting - annual review of structure and quality of content in the black box	Who?

#5 Board Member: Edward Hibbert

#5.1 Chairman's Update (EH)

Quiet in the run up to Christmas. In general, I feel that we are ticking on in a "business as usual" way. That is odd, given:

- Large cash reserves
- Massive cost of living crisis creating need and opportunities

That probably means we need our face-to-face to inject some energy and planning. But...

...Personal update: I am very short on energy and motivation at the moment. I need to focus on meeting my paid commitments and can do less voluntary stuff for a while.

So I don't have energy to organise this.

#5.2 Open Actions (EH)

Ref	Date Opened	Action	Who	Update
220119.01	19 Jan 22	Do work to automate thankyous - simple, then advanced	Edward	9/2/22 Meeting has been held to agree way forward and some specific actions (e.g. thankyou email changes based on Gift Aid declaration). CarryFwd. for tracking 11/05/22 On EHs TODO list. No change. 13/7 - On EH todo list. CarryFwd. 10/8 - Still on EH todo list. CarryFwd. 19/9 - EH working on it. CarryFwd. 11/10 - EH Working on it. CarryFwd 9/11 - Some work undertaken around gift aid. 01/01 - Still no progress.
220511.05	11 May 22	Produce elevator pitch for engaging with councils	Edward	13/07/22 EH sent reminder to local groups about Councils support. Between that and https://ilovefreegle.org/councils what else would we need? 13/7 - MP not present. CarryFwd. 10/8 - MP not present. CarryFwd. 19/9 - MP suggested this should be about building an elevator pitch. EH noted that Natalie had an intro pack, but probably not an "Elevator pitch". Move action to EH to get Natalie to produce this and share with the board. Action changed to reflect this 11/10 Natalie's pitch updated after RWM. Still council focused and being refined. CarryFwd 9/11 - No update 01/01 - Asked Natalie for intro mail for volunteers to use.

Ref	Date Opened	Action	Who	Update
220629.03		Undertake a skills audit of the board, to identify gaps and opportunities. Also consider approaching complementary charities to fill gaps.	Edward	13/7 - No progress yet. CarryFwd. 10/8 - EH asked everyone to complete. So far he's had 3 responses. 19/9 - EH working on it. CarryFwd. Note 220629.08 closed as a duplicate of this and action updated to include that work. 11/10 - EH Working on it. CarryFwd 9/11 - EH agreed to write summary of skills needed, so CF can use to approach potential candidate (SC) 01/01 - Government (local and regional) is the key gap. We have a languishing action below about one specific person, so I doubt we are going to progress contacting known individuals. That leaves putting out an appeal to members, which will need someone to triage responses. We could use Natalie/Anna for this?
220629.06	29 Jun 22	Identify appropriate pro-bono schemes that will give Freegle advice on how best to progress our fundraising activities	Edward	13/7 - No progress. CarryFwd. 10/8 - CarryFwd. 14/9 - EH update: I don't have capacity to explore this. I think we should follow up on the LS candidate I forwarded to the Board instead. 19/9 - EH confirmed he will progress with the identified person. 11/10 - EH confirmed he will speak to the identified person as a priority, as there is the potential for using extra Paypal income for this. 9/11 - EH has contacted the identified person who has offered an initial discussion for free. 01/01 - See fundraising below.
220713.06	13 Jul 22	Investigate possibility of regular reminders to be sent to moderators/volunteers. Came out of discussion on whether approach for reminding folk about council resources could be extended to other kinds of resource/reminders.	Edward	13/7 - EH to discuss with volunteers inc David 10/8 - EH has been pondering if we can ask Anna to help with a newsletter for volunteers as there are synergies with the newsletters she already does for Councils. Need to leave open until Anna has more time (September ish). 10/8 - In the interim, we should ask on central to see if we can find a volunteer to help produce a newsletter. EH agreed to use the "volunteers" section of Freegle for this 09/09 - EH posted on Volunteers. 14/09 - EH noted no replies. 19/9 - Board agreed to get Anna to produce these 6 times a year. 11/10 - EH sent brief to Anna, will have kick-off call soon. CarryFwd 9/11 - WIP with Anna 01/01 - First one done. Close this?

Ref	Date Opened	Action	Who	Update
221011.01	11/10/22	Create description for technical dev/support role ("Edward mini-me")	Edward	11/10 - Action raised as part of discussion on PayPal windfall - one option is to bring in another IT resource. 9/11 - No progress 01/01 - No progress.
221011.07	11/10/22	Appointment of 2 ombusmen and come up with a more gender neutral term than "ombudsmen/man"	Edward	11/10 - EH will ensure we follow up on calendar item to appoint 2 ombudsmen 9/11 - EH agreed to contact candidate K and bring back to board. Also agreed to propose a better term than ombudsman ("ombudsbod"?) 01/01 - Raised term on Development. Remind me of K action?
221011.03	11/10/22	Investigate Freegle's USP around environmental impact	Edward and Cat	11/10 - Investigate the use of environmental impact (e.g. Carbon Footprint) as a USP. 9/11 - CF has begun to consider this

#5.3 CTO Update (EH)

KPIs fine:



- Alpha of next client version delayed partly illness, partly maintenance (see next bullet), partly me underestimating. This month.
- Upgraded the operating systems and language versions on our servers, as they were getting end of life. This was quite a chunky bit of work.
- Our database servers were running short on disk space yet again, so I did a bunch of stuff for that.
- Facebook broke our way of sharing to group pages. We have a workaround of having a central account on the page. Some groups don't want this. There is no alternative for ~80 days, and perhaps not then.
- Hatless have still not come back to us after the last round of design feedback. That's
 very poor. I'm not chasing, as we have enough design info to use that design if we want
 to.

 Our current search function, which we wrote ourselves, isn't great. It would be lovely to kill that code and use a third party. I had a look at Algolia, who offer search-as-a-service, and have an open-source / non-profit offering. That gives 200,000 searches/month for free - but unfortunately (or fortunately) we had 8.6 million searches in 2021. So we'd end up paying hundreds of dollars a month, which makes this a non-starter.

#5.4 Fundraising Update (EH)

We had a good discussion with Leah about fundraising. She has kindly offered to do a bit pro bono, but fairly soon this would turn into paid work to write a case for support and/or review applications.

There are a couple of specific tech options for different ways of asking for donations.

- PayPal Donate inline without redirect to another site.
- We could add something into emails and the web view along the lines of "5 people have donated £1, £5 and £10 in your area recently to keep Freegle running. Donate here.".
 This normalises the message that we need donations and might trigger more.
- The list of "good" stories we have is effectively a list of people saying what it is about Freegle that they value. There are around 1000 of these. There's a piece of work which a comms person could do to review these and extract the effective messages. This would be useful generally for our comms, and for donation asks. Leah has put us in touch with a possible comms person who would do this (paid). I will have a preliminary chat with her.

Meanwhile I've identified one story which mentions donating via PayPal, and I'm trying a donation ask which uses an edited version of that to see if that affects the donation rate.

I am due a conversation with LoveJunk. Our current ad doesn't generate high volumes of traffic, though the recent customised ad is significantly better. They would be prepared to pay to continue having this, mostly out of niceness. Last time they paid £3K, partly on the basis that I would have to do some up-front work. How much should we ask for?

The Big Give matched funding campaign (https://blog.thebiggive.org.uk/green-match-fund/) takes place in April but registration starts on 9th Jan. I am away. Would anyone like to register, or shall we ask Natalie to do it?

I had talked about doing a sponsored walk this year, but I won't be able to do that.

#5.5 Items to Raise (EH)

- 1. Zoom account?
- 2. "Do you know anyone who is into the gifting/trading economy and could write a decent book review on a book on that topic? He's since said their gender balance is

skewed towards men, so if there's a woman who could be good at this that'd be great". It's for https://www.resurgence.org/magazine/, deadline 1st Feb.

#6 Board Member: Cat Fletcher

#6.1 Ope	6.1 Open Actions (CF)					
Ref	Date Opened	Action	Who	Update		
211110.01	11 Oct 21	Edward to speak to SD about being co-opted onto Freegle Board	Cat	9/2/22 - CarryFwd. 9/3/22 - CarryFwd. as David not present 11/5/22 - CarryFwd. as David not present 29/6/22 - EH took over this action as part of raising action 220629.05 13/7 - EH progressing. Action 220713.08 raised to anonymise reference to particular individual. Main action CarryFwd. 10/8 - EH has chased DG twice to get contact details to SD. CF said she has contact details and knew SD. CF agreed she could approach them. Agreed to wait until after the AGM. 11/10 - CF will progress. CarryFwd 9/11 - DG not present for discussion. CarryFwd		
220713.02	13 Jul 22	Investigate property adverts or Environment jobs as an alternative to existing job adverts	Cat	10/8 - EH gave update - he hasn't managed to identify an alternate Advert provider. 10/8 - CF agreed to look at Environment jobs to see if they offer an alternate view 11/10 - CF has engaged but didn't get a great answer. Will try again. CarryFwd 9/11 - WIP		
221011.02	11/10/22	Document and share "5 bullet points" about why people should use Freegle	Cat	11/10 - Came out of discussion on "killer reason to use Freegle". CF agreed to document her 5 bullets describing "Why user Freegle" and share with the board 9/11 - CF provided update at meeting. Agreed to start a thread on Central to obtain more feedback/views.		
221011.05	11/10/22	Sponsorship of Manchester Freegle	Cat	11/10 Discuss Freegle sponsorship with Manchester Council/Suez 9/11 - WIP		
221011.03	11/10/22	Investigate Freegle's USP around environmental impact	Edward and Cat	11/10 - Investigate the use of environmental impact (e.g. Carbon Footprint) as a USP. 9/11 - CF has begun to consider this		

#6.2 Media Update (CF) {CF to provide Update}

#6.3 Items to Raise (CF) {CF to provide Update}

#7 Board Member: David Greenfield

#7.1 Open Actions (DG)No open Actions

#7.2 Items to Raise (DG) {DG to provide Update}

#8 Board Member: Craig Hilton

#8.1 Open Actions (CH)

#8.1 Ope	Date	Action	Who	Update
IXGI	Opened	Action	WIIO	
220629.04	29 Jun 22	Write an initial Role Description for a Freegle "doer" / Organiser. This will subsequently be updated by other board members	Craig	13/7 - No progress yet. CarryFwd. 10/8 - CH added initial version to the meeting agenda and shared at board. He will send a message to the GROUPS.IO asking for people to feedback 19/9 - CH has drafted one - needs to ping a reminder round the board. 3/10 - CH has sent the role round GROUPS.IO asking the board for comment 9/11 - CH Agreed to confirm agreement from the board then start a discussion on central to sense-check/validate that the definition makes sense. 3/1/23 - CH replied to the final outstanding comment. Once this is resolved, it would be great if someone else could pick this up to progress what we do next (share on the board, without unsettling any existing volunteers, etc.). Edward agreed to progress.
220629.07	29 Jun 22	Confirm the cost vs income for the councils work since 2021	Craig	30/6 - Jane spotted this action and helpfully offered to pull something together 13/7 - Figures fed into budget, but specific/separate report is outstanding. EH Asked that we also consider revenue growth - e.g. is it coming from new engagements, or existing engagements, etc. CarryFwd. 10/8 - Jane has provided some input to CH and EH. Needs more work, especially around Forecasts. CH will review and share with the board. CarryFwd. 19/9 - WIP. CarryFwd 11/10 - WIP. CarryFwd 9/11 - No progress. CarryFwd 3/1/23 - No progress. CarryFwd
220629.11	29 Jun 22	Table a proposal for membership and operating model for Finance Subcommittee (FSC)	Craig	13/7. No progress yet. CarryFwd 19/9 - WIP. CarryFwd 9/11 - No progress. CarryFwd 3/1/23 - Jane has coordinated a lot of work on our Payment process/model - need to formalise and ratify it and bring it to board

Ref	Date Opened	Action	Who	Update
220919.04	19 Sep 22	Liaise with Treasurer to agree approach for getting a "receiving" bank account which has an IBAN that can be used on Facebook Giving	Craig	11/10 - initial discussion with Jane. By far the simplest option is to get Facebook to remove their constraint. Suggest we try pushing this again with Facebook or look for non-IBAN registration options. Other options under investigation, but other solutions quite likely to require a new bank account to be setup (considerable effort and several months duration) 9/11 - EH has approached PayPal Giving to see if they can help. CarryFwd 3/1/23 - No progress. CarryFwd
221109.01	9/11/22	Is there benefit in Freegle registering for VAT	Craig	9/11 - Came out of discussion on payments for contractors who are VAT registered. But this action is specifically about Freegle - would it be advantageous for Freegle to register for VAT. Discuss with FSC and Accountants? 3/1/23 - Some initial investigation done. It looks like it will not be particularly advantageous to Freegle.
221109.02	9/11/22	Arrange bank account VIEW and AUTHORISE access for Mike J	Craig	9/11 - Action raised. Replacement for Andy. 3/1/23 - Craig got info from Mike and sent form to Jane for signing. Mike also provided confirmation that he will ensure ongoing confidentiality re: our anonymous donor.

#8.2 Finance Update (CH)

- Discussion on VAT has taken a lot of FSC focus over past month or so (see below)
- Work in progress on payment processes and impact of VAT registration
- Work just starting on budget

#8.3 Items to Raise (CH)

VAT Discussion

Further to update at last board meeting, DG emailed EH and CH arguing that Freegle should pay an extra amount to AC to cover her VAT following her change in registration status.

Reply is on the board here: groups.io/g/FreegleBoard/topic/anna and vat/96029977

In summary:

- 1) **FSC** do not believe that the contract requires us to pay any additional amount. This was the intended position for the contract
- 2) **The board** should agree if there is a will or desire to pay additional sums to AC, as there is a cost of living crisis

Input from FSC into #2:

- To treat all our contractors fairly, we should apply the same rules to everyone we set our contractor rates based on our pay policy – we'd need to change that policy to factor in any rules about VAT
- We'd also need to change any active contracts which were impacted
- Making a decision to help our contractors based on their VAT registration status, focuses on a single tax/concern. To be "fair" to all our contractors, we should be clear on what we are trying to achieve. If one of our contractors moved to larger premises and had a significantly larger council tax bill should we look to help them?
- Freegle has no control (or input) into a decision our contracts make about VAT registration
- Paying AC VAT (based on present contract) would cost about £100pm
- However, if all our other contractors took the same action and registered for VAT, the
 potential impact on the Freegle finances would be significant. Freegle would have no
 control over whether this happens it is a decision for the contractor(s)
- We need to be very aware of IR35 rules. Freegle cannot be seen to treat our contractors
 as employees. Whilst we have a duty of care over those that supply services to us, we
 don't have the resources to act as a full-blown employer and shouldn't take actions
 which indicate we are. There is a risk that considering the disposable income of an
 individual might be seen this way
- Given that we'd need to change our pay policy and contracts and ensure we stayed right by IR35, we may want to seek professional advice before making a change in this area

#9 Board Member: Mike Jury

#9.1 Open Actions (MJ)No open Actions

#9.2 Items to Raise (MJ)

{MJ to provide Update})

#10 Board Member: Mike Paterson

#10.1 Open Actions (MP)

Ref	Date Opened	Action	Who	Update
220629.05		Progress Commercial Sponsorship. Identify potential sponsors and approach them.	Mike P	13/7 - Discussed potential with Recirculate and related board discussion. Board agreed that EH could continue discussions with Recirculate. MP not present to update on main action. CarryFwd. 10/8 - EH reported some progress in this area (see board discussion). CF agreed to provide a few paragraphs to talk about her "reuse services/CV" which she will provide to EH. CarryFwd. 19/9 - MP confirmed he is happy to progress. Need to identify candidates - start the discussion on Central. MP agreed to start discussion on Central. 9/11 - MP has started conversation on Central. We should pursue this and consider sending and ADMIN to get further ideas

#10.2 Items to Raise (MP) {MP to provide Update}

#11 Board Member: Penny Townsend

#11.1 Open Actions (PT)

No open Actions

#11.2 Items to Raise (PT) {PT to provide Update}

#12 Board Member: Jen Williams

#12.1 Open Actions (JW)No open Actions

#12.2 Items to Raise (JW) {JW to provide Update}

#13 Board Member: Ruth Willmore

#13.1 Open Actions (RW)

No open Actions

#13.2 Items to Raise (RW) {RW to provide Update}

#14 Other Business

#14.1 Councils Update (EH)

{NI to provide Update}

#14.2 Development Group Update (EH to talk to)

There are 3 new topics which were raised in November, but holiday preparation and celebrations took precedence over discussion. We'll commence again in January. Topics:

- Abandoned Groups procedure tweak to accommodate missing owners.
- Equality and Diversity policy consideration to extend scope.
- Outside local engagement in communities possibilities.

Jacky

#14.3 AOB

{All to provide Update}

DATE OF NEXT MEETING

7 Feb 2023

2023 Dates

Normally the 1st Tuesday of the month@6pm

- January 3rd
- February 7th
- March 7th
- April 4th
- May 2nd
- June 6th
- July 4th
- August 1st
- September 5th
- October 3rd
- November 7th
- December 5th

Calendar feed here: https://groups.io/g/FreegleBoard/ics/4571329/1640078631/feed.ics

MINUTES OF MEETING

Meeting Attendees

• Edward Hibbert, Craig Hilton, Mike Jury ("Bob"), Mike Paterson, Penny Townsend, Jen Williams, Ruth Willmore

APOLOGIES FOR ABSENCE

• {None}

NO SHOWS

- Cat Fletcher
- David Greenfield

Meeting Business

#1 Previous Minutes

- Previous minutes: November 9th were agreed by the board.
- Given some board members could only join later, agreed to move meetings to 6:30 by default. @Action 230103.01 to amend template, board calendar, etc (CH)

#2 Review Declarations of Interest

- No significant new entries
- EH has chased some board members for bio updates

#3 Membership Changes

- Membership updates had occurred, but not in the agenda.
- @Action 230103.02 Action MJ to liaise with Jacky & Jane to find out how best to get a summary of membership changes into the board agenda (MJ)

#4 Items from Board Timetable

- CH confirmed that action log etc. done and confirmed he had updated board timetable and RW had added dates
- @Action 230103.03 raised to agree Freegle '23-'24 Budget (CH)
- Discussion on "reuse week" not currently on timetable. @Action 230103.04 EH to identify an appropriate date for "reuse week" and update the board timetable (EH)
- Timetable action for reviewing Black Box needed an owner. EH Agreed to check over it.
 Craig updated the board timetable to reflect this. @Action 230103.05 EH to perform annual review of black box (EH).

#5 Board Member: Edward Hibbert

#5.1 Chairman's Update (EH)

• Face-to-face. Agreement this was required. Board members asked to consider how best to organise and ideas for venues etc.

#5.2 Open Actions (EH)

- 220629.03 discussion on how to resource this and whether it ties into the VAT discussion. Conclusion was to do this on or after the face-to-face meeting.
- 220713.06 newsletters now being produced. Close Action
- 221011.07 no appetite on Development for changing ombudsmen terminology. EH reconfirmed he will progress discussions with candidate K.

#5.3 CTO Update (EH)

- EH took us through the report
- Alpha release of website is nearly there
- Hatless are still non responsive, so feeling is we shouldn't use them for implementation.
 Will revisit in a few months time.

#5.4 Fundraising Update (EH)

- EH took us through the report.
- The board were grateful that Leah will do some fundraising work for us
- The board were supportive of doing more work/potential paid to progress "good stories"
- The board suggested progressing the Lovejunk advert at £2k
- Big Give Board agreed that we should ask Natalie to do this for us

#5.5 Items to Raise (EH)

- Agreed Freegle should have its own Zoom number for flexibility. Pricing is advertised at c.£120 (pro) or £160 (Business). @Action 230103.06 RW to arrange purchase of a dedicated zoom account for Freegle (RW)
- Book Review if anyone else is interested in supporting, speak to EH.

#6 Board Member: Cat Fletcher

#6.1 Open Actions (CF)

CF not present

#6.2 Media Update (CF)

CF not present

#4.3 Items to Raise (CF)

CF not present

#7 Board Member: David Greenfield

#7.1 Open Actions (DG)

No Actions

#7.2 Items to Raise (DG)

DG not present

#8 Board Member: Craig Hilton

#8.1 Open Actions (CH)

Items discussed and updated as per the actions log

#8.2 Finance Update (CH)

- Discussion on VAT and contractors. Board agreed with summary re: first point "does Freegle have to increase the amount it pays" the conclusion is no.
- Discussion on fair pay/cost of living crisis. Board agreed to bring forward the 2023 pay review to now with a view of addressing any cost of living challenges ASAP. Also asked CH (as Finance Director) to let our contractors know that this action was being taken.
 @Action 230103.07 CH to organise early pay review and let our paid contractors know this was being done (CH)

#8.3 Items to Raise (CH)

No items raised

#9 Board Member: Mike Jury

#9.1 Open Actions (MJ)

No actions

#9.2 Items to Raise (MJ)

No items raised

#10 Board Member: Mike Paterson

#10.1 Open Actions (MP)

• 220629.05 - MP confirmed he'd raised on Central, no real responses.

#10.2 Items to Raise (MP)

MP left early - no items raised

#11 Board Member: Penny Townsend

#11.1 Open Actions (PT)

No actions

#11.2 Items to Raise (PT)

Nothing raised

#12 Board Member: Jen Williams

#12.1 Open Actions (JW)

No actions

#12.2 Items to Raise (JW)

Nothing raised

#13 Board Member: Ruth Willmore

#13.1 Open Actions (RW)

No actions

#13.2 Items to Raise (RW)

Nothing raised

#14 Other Business

#14.1 Councils Update (NI)

No update

#14.2 Development Group Update (Jacky)

- The board were interested in more detail on second and third items ("Equality and Diversity policy consideration to extend scope" and "Outside local engagement in communities possibilities")
- @Action 230103.08 find out more about Development update on "Equality and diversity policy scope extension" and "outside local engagement in communities possibilities" (EH)

#14.3 AOB

No items

Meeting Metadata / Financial Commitments

Meeting Metadata

# of board members present	7 (78%)
# of actions closed	1
# of actions raised	8
# of open actions at end of meeting	26
Meeting duration	90mins

Financial Commitments

• Purchase of a zoom account for Freegle (£120-£160 per year)