

A Meeting of Directors of Freegle Limited will be held on 23rd February 2017 at 8pm by Skype

The meeting started at 8:02

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

Andy Ludlow, Andrew Trusty, Cat Fletcher, Christian Brenninkmeijer, David Greenfield, Edward Hibbert, Jo Fisher, John Carroll (absent), Sheila Little.

BOARD VACANCIES

Board discussed John Carroll's position. John has resigned.

APOLOGIES FOR ABSENCE

Cat Fletcher

OFFICERS AND ROLE HOLDERS

Media - Cat

Volunteers - Edward

Finance & Fundraising - **board agrees that both finance and fundraising may need to be a co-opted role, but should be offered to existing volunteers first.**

Action: David and Edward to draw up role description and parameters including limitations for access to bank account

***an example description can be found at the bottom of this document**

Board Secretary - Jo

Partnerships - Edward

CTO - Edward

Board has agreed it's time to write role descriptions and review allocations of the roles

Action: Jo to add to face2face agenda

DECLARATIONS OF INTEREST

This is now at

<https://docs.google.com/document/d/1M5J1pKrHfqwqdgPJufwZMmDKSZuOdinPVRuZGxvSYNA/edit>

MATTERS ARISING

- **Risk Register** to be reviewed/discussed by Board

Board reviewed risk register:

Additional point to register added 'board becoming overwhelmed by emails between meetings'

Action: Jo to include red rating risks to next agenda for review.

Action: Board to draw up ideas at face 2 face for streamlining communications eg payment approvals.

- **Patrons** - Cat will update at next meeting. She is seeing Jo Wood on 7th and will ask her in person.
 - We need a new patron
 - Where's the patron job description?
 - Who are we aiming to target?

Action: Board to discuss at face 2 face and draw up the above.

Useful link on role of Patron -

<http://www.governancepages.org.uk/faq-2/faq-25-32-2/30-patrons/>

- **Business plan**
 - Pending for drafted finance role
- **Strategy plan** The Board discussed the need for a new strategy plan to cover questions such as:
 - What is our 5 year plan?
 - Let's start looking forward
 - Day 2 Day management
 - 2020 strat-2025
 - What are our objectives for the next 5 years and how do we plan to meet them?

**Action: Board to get ideas together for these points in time for face 2 face.
Jo to update trello in time for March 17th.**

**Action: Edward to discuss venue for face 2 face as we need good wifi to
have input from all board members. David has also offered help with venue.**

Point of discussion

- Reflecting what works and doesn't in online teams
Current provision for finance and in lieu of financial focused trustee a subgroup is to be formed.

**Action: Group reports are to be collate other 'what doesn't work' items for
board meetings. Jo to add task on Trello for reminder**

Action: Edward to update organisational chart

Current chart can be found here:

http://wiki.ilovefreegle.org/images/Freegle_Organisational_Chart.pdf

- Document management
**Action: Boards main focus is to be updated on the data/information we
currently hold on members, how it is held. There is overlap here with the
GDPR task which has just started.**

Further information will need to be collated for next meeting.

- Proofreading
Board agreed that proofreading is needed but not a priority at this time.
Action: Role description to be drafted by Mhairi in near future

- Set up official wiki editing team
- Define bringing Freegle into disrepute
- Equality monitoring
- Second category of affiliation, eg cafes, to be adopted
- Security of tech access, copyright, trademarking

Due to time board agreed to carry forward to face 2 face.

**Action: Board to individually consider the above and bring notes to face 2
face**

- **Graphic Design contacts** in Brighton - Cat - carried forward
- **City Reuse Depot** - Cat - carried forward
- **Garage Sale Project** - Cat- carried forward
- **E-newsletter** - Cat and Edward update

**Action: Edward and David to how to present Freegle's impact in a way that
is suitable for councils**

Examples from Furniture Re-use Network:

Every year the sector:

Employs over 4,700 staff

Saves over 126,500 tonnes of CO²

Supports around 13,500 volunteers

Provides training to around 35,300 trainees

Helps around 1.5 million low income households

Diverts 118,350 tonnes of waste from landfill

Reuses 3.4 million items of furniture and electrical equipment

Saves low income households £439 million on essential goods

Current from Freegle: http://wiki.ilovefreegle.org/Quote_Bank

BOARD REPORTS

CTO (Edward)

Native groups are running smoothly. There are about 20.

On the development items for this year:

1. User flows.
 1. I've made some changes to the way chat works based on this, which are in Beta. Also added ability to send pictures in chat.
 2. Added the automatic collection, approval and publication (website, email, twitter) of user stories. The mailshot of these generated around 2800 website visits.
 3. Added the ability for mods to request business cards - aimed at making it easy for people to promote us more. Will extend to members, but need to integrate with the Post Office address data first. That data will also get used for arranging places to meet (more on that next time).
2. Fundraising. See below.
3. Volunteering opportunities - not started.
4. Improved Google rankings.
 1. We're now doing pretty well in Google search results both for 'freegle' (as you'd hope) and individual groups.
 2. The main 'competitors' are Freecycle and TN. Freecycle is hard to displace.
 3. I'm not sure there's much more I can do here, but I will keep investigating.
 4. Paid Facebook ads might help, if we had the money. I'm talking to Twitter to see if we can get free Twitter ads - slow progress.
5. Sharing posts between neighbouring groups - not started.
6. Facebook integration. Prototyped one-way from FD to Facebook. Groups you don't promote don't take off (I wondered if they naturally would as a consequence of Facebook's geographical stuff). I can see how to do two-way integration, though it would be a bit clunky.

Maintenance - there's a fair amount of activity on this, but it is quite hard to report on in an interesting way.

Finance (Edward)

The FCA have registered our return with no further questions.

Fundraising (Edward)

We now record donations against our users, and send them a thank you mail. This opens up scope for more targeted appears to those donors later.

As per last report:

"I would still prefer not to be the public face of Freegle fundraising because of conflicts of interest. I will need to start on site changes for fundraising shortly, and would welcome some Board involvement on making the case for these on Central, otherwise I become the greedy bad guy."

Action: BOARD: we need to take the task from Edward, could be linked into finance role? This is a key point for the board to discuss and to be added to next board meeting or at least face 2 face to get fundraising happening.

Partnerships (Edward)

- Essex County Council have finished their paid Facebook ads. We got about 1400 click-throughs from their efforts. We can convince ourselves that this gave a 20% boost in new members. Not dramatic. I will talk to them about next steps.

Action: Needing to look at each groups individual impact and how we can get this to the right people *see sector example above*

- I'm talking to Gumtree to see if we can do some cross-posting of ads.

Volunteers (Edward)

Mhairi has started on her report; I've agreed a structure with her. Will get an ETA shortly.

She's been a bit delayed by some actual doing of stuff - drafting roles etc. She's got us some legal advice for GDPR - not yet spoken them them, so I don't know yet whether they are useful.

Action: Board to review when received

Media (Cat)

Just to let you know that I've done

1) BBC Sheffield and BBC Stoke (Stoke hasn't been broadcast yet) radio this year

2) some filming with this TV prod company <http://www.back2back.tv/> for a Discovery Channel Documentary about waste, reuse, recycling

3) I was in talks with BBC World Service about doing a 5 minute slot on 3 easy things to do to prevent waste, they picked my brain for hours before xmas but have now gone cold (the classic: get free research and then go off and use that to make a great show with famous people -with all that free info under their hat) ah well

4) I've been asked to help with Shangri la production again (I supplied 10+ tonnes of materials in 2014) <http://www.glastonburyfestivals.co.uk/areas/shangri-la/> to assist with their Waste themed event at Glastonbury this year. That meeting was today in Bristol but they had to postpone it yesterday. It is likely that I'll do some paid consultancy, supply free materials and help on site before and after actual Festival (payment is in kind - in form of a festival tickets). Shangri la producers want to introduce me to Emily Eavis...so I should have chance to find out if there is any real opportunity for Freegle at Glastonbury.

Action: Cat and David to consider a way of approaching new Patrons

5) I've got some paid content ready for newsletter - I just need to prepare the content on our wordpress and am aware that this needs to go out regularly and more frequently!

6) A documentary film maker has been doing some filming over past few months of reuse I'm doing in Hove. She is going to ask to film recipients of some of the goods (many are freegle members)...so at some point later this year we might have several little very short films about reuse/freegling.

7) The Brighton TEDx talk I did about reuse has not gone online yet (no idea why not except that TEDx Brighton is run by volunteers so they may have other priorities). And when it does go on line please be aware that I used the expression 'tossler' in it and from memory not long before I mention Freegle, so I will not be sharing the link on Central lest I offend any one again.

8) Have done interview and photo shoot for local lovely mag Viva Brighton it's not published yet.- not much help for national Freegle I'm afraid.

9) Have half a dozen local events and talks in the pipeline at schools, Waste House etc for the coming months....I usually end up doing about 1 a week on average.

10) Enviromate <http://enviromate.co.uk/> want to partner with me for Grand Designs Live in London (10 days in May at Excel) in **2018**. <http://www.granddesignslive.com/>
This could be some lovely promotion for Freegle next year.

11) David Greenfield has organised this beach and street clean in 2 weeks time <https://www.eventbrite.co.uk/e/the-hove-beach-street-clean-actually-tickets-31747097423> a percentage of 'cake and tea' participants ££ will be donated to Surfers Against Sewerage and Freegle

12) The book about the Waste House will be published by Royal Institute of Architects in May "The Re-Use Atlas: a designer's guide toward the circular economy". Freegle gets a mention. I wrote a chapter called 'What a waste'. David G also contributed a chapter to it. We're reading the proofs right now.

I already told you about talk at Oxford Waste Society I did in January.

Huge thanks to Edward for driving forward automated stuff to increase publicity (stories and cards etc) and make it easy for volunteers to better promote their local groups.

The money runs out in March for the paid social media work I've been doing. I was going to spend some time trying to source some funding for that (or more) to continue as I am without any other paid work anyway now.....

Once we have stats following Edward and David's catch up before next meeting. We we have something to 'wow' other councils

Company Secretary (Andy)

No new members

Development (Jacky)

Since our last report for the Board's meeting of 27th October the group has been quiet, a combination of the AGM, Christmas and probably a dose of inertia.

- Task list review: Jacky has contacted Mhairi with a list of items that are long term outstanding and which come within her sphere, resulting in the review now being completed. This leaves us with a current task list of 27 items - 11 pending Mhairi's response, 1 raised on Central currently by Mhairi, and 3 being addressed on the group at the moment.

- Contact procedure for groups: This process is being drafted as the first step in response to the AGM polls that asked for enforcement of groups being represented on Central, assessing failed groups, and the need for all groups to adopt a viable platform.
- Finding more volunteers: Dominic raised this and it has developed into a discussion that Mhairi and Edward are progressing.
- Disclaimer: we had a short discussion about the liability of members giving items, which was left unresolved.
- Affiliation Policy: was amended as agreed by the Board, which gives flexibility for new groups to be promoted centrally to fill gaps. This leaves outstanding further discussion on how best to address gaps and to achieve an ambition to offer a group to every part of the UK.
- Yahoo Groups: a short discussion on whether we should continue to use Yahoo groups for central forums was inconclusive, but Edward is presently trialling a new type of group on Tech and the Development has a pending task to look into this at some point.

Discussions on Development continue to attract just a handful of contributors, but I don't know whether this should be viewed as lack of engagement or a basic level of satisfaction amongst volunteers. Perhaps something to note.

Sheila to update on Mentors with intention of taking to Development on whether or not to move caretaker groups off Yahoo.

AOB

AGM

Actions following AGM

1. Groups represented on Central.
2. Use at least one "viable" platform.
3. Groups which have "failed" may be disaffiliated.
4. New groups must be started on Freegle's preferred platform only.
5. Groups confirm affiliation once a year.

1, 2, 5 pending Development contact process (underway).

3 pending Development capacity

4 pending Tech capacity.

David

I have freegle on the agenda for the Local Authority Waste Network Chairs (see attachment) on 8th March

I will also try to get Freegle onto the agenda for ICE

Mhairi's phone

Action: Mhairi to unlock phone provided by Cat

Consent Agenda

We agree to reimburse Cat £20.70 travel costs to Resource Media event in London on Tuesday 28th Feb

<https://uk.groups.yahoo.com/neo/groups/FreegleBoard/conversations/messages/7443>
empathetickitty

18 Feb

We agree to reimburse Cat £20.70 travel costs to attend Zero Waste event on Sunday 12 March in London

<https://uk.groups.yahoo.com/neo/groups/FreegleBoard/conversations/messages/7441>
empathetickitty

18 Feb

That we agree to pay for a 'Give &Take' Event for Kendal Freegle. (approx £50)
freegleconvert

18 Feb

That we agree to approve a spend for Media, for business cards. Amount unknown at this time.

freegleconvert

16 Feb

That we agree to pay for the licences to keep Freegle online, as per Edwards request. (dated 4/2/2017)

freegleconvert

4 Feb

We agree to ask GAT as a priority to create a group in Hertsmere, with a temporary area subject to modification after consultation, without prejudice to future group creation.
edwhuk

27 Jan

We approve the Minutes in
https://docs.google.com/document/d/1YiD9wf7Fnj6b6jTMTVWM1_HbYRWIbiPrG1Rjl_ypWEQ/edit#heading=h.s0mhs2p4fxyf
edwhuk

14 Jan

We approve the procedure change as per
Edward's suggestion in
<https://uk.groups.yahoo.com/neo/groups/FreegleBoard/conversations/topics/7251>
edwhuk

12 Jan

That we approve the drafts of Edwards
contracts (2) as sent to the Board in my
message of 4th January 2017.

All agreed

DATE OF NEXT MEETING

Board face 2 face day Friday 17th March

Thursday 30th March 2017 at 8pm

Action: Edward to organise calendar invites to board members of next meetings.

Draft Description for Company Secretary/Treasurer

The Company Secretary/Treasurer

The Company Secretary, advised and supported by the Treasurer, takes the lead in overseeing the financial affairs of the organisation, ensuring its financial viability, and seeing that proper financial records and procedures are maintained. The Treasurer will assist other trustees to perform their financial duties, by interpreting and explaining accounting requirements, ensuring that the board receives reports containing the information trustees need in an 'easy to understand' format, and helping trustees guide any other professional advisers they have appointed.

Job description for a Treasurer

The overall role of a Treasurer is to maintain an overview of an organisation's affairs, ensuring

its financial viability and ensuring that proper financial records and procedures are maintained.

The tasks of a Treasurer will include:

- preparing and presenting financial reports to the board on a monthly basis, including projected cash-flow
- keeping the board aware of its financial responsibilities
- ensuring that the organisation's accounts are prepared in a suitable format
- ensuring that the accounts and financial systems are audited as required by law
- liaising with the auditors/independent examiners.

The responsibilities of the Treasurer will include:

- preparing and presenting budgets, accounts and financial statements in collaboration with staff
- being assured that the financial resources of the organisation meet its present and future needs
- ensuring that the organisation has an appropriate reserves policy
- the preparation and presentation of financial reports to the board, ensuring that appropriate accounting procedures and controls are in place
- liaising with paid staff and volunteers about financial matters
- advising on the financial implications of the organisation's strategic plan
- ensuring that the organisation has an appropriate investment policy
- monitoring the organisation's investment activity and ensuring its consistency with the organisation's policies and legal responsibilities
- ensuring that there is no conflict between any investments held and the aims and objectives of the organisation ensuring that the accounts are prepared in the form prescribed by the Home Office regulations, included in the annual report and submitted to the relevant statutory bodies, e.g. the London Borough Grants Scheme,
- ensuring that the accounts are audited in the manner prescribed by the Home Office regulations, and any recommendations of the auditors implemented
- keeping the board informed about its financial duties and responsibilities
- contributing to the fundraising strategy of the organisation
- making a formal presentation of the accounts at the annual general meeting and drawing attention to important points in a coherent and easily understandable way
- sitting on appraisal, recruitment and disciplinary panels as required.

Person specification for a Treasurer

In addition to the qualities needed by all trustees, the Treasurer should also possess the following:

- financial experience and business planning skills
- some experience of organisation finance and fundraising
- the skills to analyse proposals and examine their financial consequences
- a preparedness to make unpopular recommendations to the board
- a willingness to be available to give financial advice and answer enquiries from any staff or

volunteers on an ad hoc basis.

To assist the Board to fulfill its duties the Board has sub-committees for the following responsibilities –

- Finance and Fundraising
- Staffing
- Impact Committee

The Treasurer advises the Finance and Fundraising Committee and ensures it meets its objective to fulfill all aspects of financial management required by the Board, including compliance with all regulatory requirements. The Sub Committee meets quarterly throughout the year in ensure adequate budgetary control and financial management.

The Staffing Sub Committee is responsible for advising the board on all aspects of employment and personnel for the Charity. The Sub Committees meet as and when required.

The Impact Committee is supported by a wider membership of advisory members made up from local representatives and users of our services. They aim to work together to develop and advise the Board of Trustees on setting long term objectives and an ongoing action plan for the delivery of services from the Peel Centre that enhance the quality of life of local people including their health, cultural and sports opportunities. The Impact Committee will aim to meet quarterly throughout the year and to have an annual joint meeting with the Board of Trustees to review all aspects of service provision.

The Terms of Reference for the Impact Committee are attached.

Attached also is the current organizational structure of the governance of the Peel Institute. This outlines the current staffing and reporting structure for the Peel Institute.

You are advised to discuss the details of our service delivery with the Chief Executive and to meet individually with project managers to gain a more in depth knowledge of our services as part of your induction.