

Minutes of the Freegle Limited Board Meeting

held on 6th August 2024 at 18:30 by Zoom

Agenda: All reports discussed were included in the Agenda for the meeting

📄 Agenda for Board Meeting 6.8.24

MEETING ATTENDEES: Kathryn Bird (KB, Company Secretary), Edward Hibbert (EH, Chair), Craig Hilton (CH, Finance Director), Bill Hopkinson (BH), Mike Paterson (MP), Penny Townsend (PT), Jen Williams (JW)

ABSENT: Cat Fletcher (CF, Media Director)

PRESENT: Jacky Barrett (to record Minutes)

OBSERVERS: None

1. MINUTES OF THE PREVIOUS MEETING

The 📄 Minutes of Freegle Board Meeting 2 July 2024 were approved.

The AI version originally produced of the meeting hadn't met audit requirements, but it was agreed to continue to test AI, feeding in other documents to improve the result.

Matters arising from the Minutes were discussed during the later parts of the meeting.

2. DECLARATION OF INTERESTS

No new declarations were recorded.

3. MEMBERSHIP CHANGES

1 new membership has been received since the last meeting, with 1 more pending.

4. ITEMS FROM BOARD TIMETABLE

4.a. Membership Drive: The Returning Officers have posted Announcements asking for new Members, as part of the AGM notices. Further ways of increasing Membership were discussed, including introducing a subscription and the benefits to Freegle and the individual of having more Members. More clarity is needed on the wiki between subscription and shares. It was agreed that no action needs to be taken at this time for a drive, although this could be looked at again in the future.

4.b. Accounts: Final Year End accounts have been submitted to the Auditors, with all queries resolved.

4.c. It was agreed that the AGM is asked to disapply the need for a full audit for FY24/25.

4.d. EH and CH need to do their sections of the Board Report for the AGM.

4.e. Election and AGM notices are being posted. Agreed that 2 Directors - EH and JW - need to stand down.

Action: Returning Officers informed of audit and directors standing down. Board report to be finished by 17th August.

5. CHAIR'S REPORT

5.a. Action 240702.12 - EH has discussed with Jacky a wider remit for the Development Group. Action remains open, pending outcome of strategy meeting.

5.b Action 240702.13 - EH reported the main focus remains making Freegle sustainable. A strategy meeting is scheduled for Friday. All volunteers have been invited via Discourse. Action closed.

5.c. KB has reviewed the 2014 Act, the legal framework for Freegle, which has been very useful. We are now displaying the current balance sheet at the registered office, and further actions will arise from the review.

6. CTO REPORT

6.a.Action 240702.01: EH updated his work around images. £1500-£200 was lost on using Uploadcare and although bringing this back in house is not ideal, it brought opportunities for improvements. Tidy-up work continues. Action closed.

6.b. Chris spent time on the apps to support the image work, so less progress on the ModTools tech revamp.

6.c Action 240702.02: Paypal donations system-wide are now available for volunteers to see on Modtools dashboard. Action closed.

7. FUNDRAISING REPORT

Action 240702.03: EH reported that Ferris (ad partner) has decided to fold. Despite being a financial blow, lessons have been learnt and we retain £7K already paid. Phil from Ferris has offered to continue pro bono. EH will put AdSense ads in the ad slots as a benchmark for the future. Possibility to pass the contract to another broker, Snigel (www.snigel.com) Action: EH to provide a pdf copy of contract for Board to review.

7.b Action 240702.04: EH had success in finding a volunteer to help with Council invoicing. Action closed.

7.c Action 240702.04: Material Focus fundraising. Unable to find specific project to fit applicable recycling focus. Action closed.

7.d Action 240702.11: Had discussion with Library of Things. Possibility of future project funding bid with them, will be a big time and resource commitment.

8. OTHER EH UPDATES

There's a need to include charity information on our downloadable publicity items.

Action: EH will organise and implement. KB will investigate if there are further places we need to do this.

9. CAT FLETCHER (Media Director) REPORT

No report received.

10. FINANCE REPORT

10.a Action 220629.11 - New FSC remit discussion raised by Jane on FSC group. Action: CH will progress and report back to the Board.

10.b Action 220919.04 - EH has actioned this. Action closed.

10.d Action 230103.05 - No progress on black box.

10.e Action 231003.02 - HMRC notification of new trustees. AR30 might be adequate to cover this. Action: KB to check requirements.

11. COMPANY SECRETARY REPORT

KB reported she will step down as Company Secretary at the 2024 AGM.

11.a Action 240702.08 - ID documentation isn't a legal requirement, but it was agreed the Board will do this for new Board members. Proof won't be kept, confirmation of ID seen will be noted on the Register of Directors.

11.b Action 240702.09 - Insurance wiki update done. Action closed.

11.c Action 221109.01 - KB awaiting response from FCA regarding VAT registration.

11.d. KB secured some free local advertising, and is hopeful of more. Action: EH to help with uploading an image of the article to share on Central.

11.e. KB completed a risk assessment for Freegle and has presented the results to the Board.

11.f. The AR30 form is being prepared for the FCA.

11.g. Fit and Proper Register nearly updated.

12. DIRECTOR BH REPORT#

12.a Action 240507.02 - A 50/50 response was received on Central. Decided not to pursue, action closed.

12.b Action 240507.03 - More emphasis needed on safeguarding for vulnerable adults. Our early website concerns used to revolve around scams and spam, now moving to concerns of coercion. Anonymous email addresses, discouraging offlist chats between members helps with this, but still worth looking into further.

12.c. 240702.06 - AGM reports requested and some received. Ray Owen sent apologies for the lack of Mentor report, due to personal circumstances. Action: Report to be completed and sent to Returning Officers by 17th August

13. DIRECTOR MP REPORT

13.a. Action 231205.02 - EH to progress Volunteer job description further.

13.b. Action 240215.07 - EdenSeven. Superseded by current strategy discussions. Action closed.

13.c. Action 240702.10 - Cyber insurance cover is complex and expensive. MP to look at this further.

13.d - Action 230514.03 There seems to be only Barclaycard Select Cashback Credit Card available. MP to look into further.

14. DIRECTOR PT REPORT

No report.

15. DIRECTOR JW REPORT

Action 240215.02 - Ideas about changing weekly online Freestock were raised, including making it less often, shorter and topic focused. Training to be consulted about any change. Action: EH will check with Andy if he is stepping down from Freestock.

Action: CH to get together a list for topics.

16. FREEGLE DO-ER REPORT

16.a Action 220119.01- there's been no further progress automated thanks for donations.

16.b Action 240507.01 - It is expected that Lou will complete the Director Induction package before she stops work.

16.c Action 240702.07 - Lou has produced a Do-er job description, but EH has asked her to rewrite as a 'refreshingly honest' version. Action: Lou to do revised description. If needed, EH will do one instead.

17. COUNCILS REPORT

EH reported Anna and Natalie will be away, between them, for most of August.

17.a The new Wandsworth project has begun, which will be a major project for this year.

17.b Promotion has started for National Reuse Day, EH reported that he had had an expression of interest via LinkedIn.

17.c EH was happy with a rough cut of the promotional filming Blatella is producing.

18. DEVELOPMENT GROUP REPORT

18.a Microvolunteering roles are to be extended via Modtools.

18.b EH endorsed the stance of waiting for the strategy meetings outcome before reviewing working group remits.

19. WEARE8

KB suggested promoting this to all.

Action: KN+B to put on chitchat, EH will expand that to all community posting.

20. BOARD ACTION CALENDAR

It was suggested that a calendar is kept for Actions that have been worthwhile to pursue, even though they resulted in no change for the present. An annual or biennial reminder to be set, to flag to the Board for further reviews.

Action: KB to put on Company Secretary remit.

15. DATE OF NEXT MEETINGS

Strategy Meeting: Friday 9th August 2024 at 2pm on Zoom

Board Meeting: Tuesday 3rd September 2024 at 6.30pm on Zoom

.....

FINANCIAL/ACCOUNTS COMMITMENTS:

1. Adjust future budgets for loss of Ferris contributions
2. Extra delivery to be added to the cake budget.