A Meeting of Directors of Freegle Limited held on 7th February 2023 at 18:30 by Zoom

USEFUL INFORMATION

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

MEETING DETAILS:

Zoom Meeting ID: 933 0819 9871

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

Mike Jury, Mike Paterson

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: Freege Board Meeting Agenda and Minutes - 3/1/23 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 <u>here</u>

2023 Date	Event	Details	Responsible Person	Supported By
1 Feb 2023	Contract Review	Councils & Partnerships (Natalie) Contract due in 2 months - note: aim is to align contracts at start of Jun	Finance Director	
1 Feb 2023	Contract Review	Councils & Partnerships (Anna) Contract due in 2 months - note: aim is to align contracts at start of Jun	Finance Director	
7 Feb 2023	Board Meeting	Feb Board Meeting		
7 Feb 2023	Budget	Agree Budget Forecast at Board	Finance Director	Board
10 Feb 2023	Pay Review	Undertake Annual Pay Review	Finance Director	Board

#5 Board Member: Edward Hibbert

#5.1 Chairman's Update (EH)

Key focus now needs to be on the loss of Bytemark servers. I have done a working doc here:

https://docs.google.com/document/d/1Q6kgDXDaTp5KVNfLvSxyeljIT-22j2nYuhMlhL2MrXI/edit

Bottom line is that we need to increase our bottom line, to pay for the hosting we have been getting for free. Let's discuss.

#5.2 Open Actions (EH)

Ref	Action	Who	Update
220119.01	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. 1/1 - Still no progress 7/2 - Still no progress
220511.05	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. 07/02 - That mail exists and will be in the next Pulse newsletter. Natalie has sent her latest slides, with me to review.

Ref	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? 07/02 - No action - nor likely to be given Bytemark.
220629.04	Write an initial Role Description for a Freegle "doer" / Organiser. This will subsequently be updated by other board members	Edward	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. 07/02 - I need someone else to do this.
220629.06	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. 3/1 - discussed at board. Board happy in principle to progress on a commercial basis. 07/02 - Leah said she'd do a little pro bono work. It's time to chase her, but I don't have capacity.

Ref	Action	Who	Update
221011.01	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 1/1 - No progress 08/02 - No progress. Meanwhile I would like to agree some time from Chris which is bucketed for general platform work rather than specific to app etc.
221011.07	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"?) 3/1 - Development are happy with the current terminology, so will retain as-is. Will progress discussion with candidate K. 07/02 - No update.
230103.04	identify an appropriate date for "reuse week" and update the board timetable	Edward	07/02 Reuse Day not week. Set for 20th October.
230103.05	EH to perform annual review of black box	Edward	07/02 No progress.
230103.08	find out more about Development update on "Equality and diversity policy scope extension" and "outside local engagement in communities possibilities"	Edward	07/02 Close.
221011.03	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 07/02 - Suggest move to CF.

#5.3 CTO Update (EH)

Key issue is Bytemark - see above.

KPIs fine:



Next website version put out as an alpha on Tech. Got some useful first pass issues which I'm working through. In the light of Bytemark hosting we will need to get this live, probably early April.

Twitter are starting to charge for their API. They haven't said how much yet. It may be affordable (e.g. \$100/month), or not. Will update when Elon makes his mind up, then again when he changes it.

LoveJunk discussions continue. We are exploring the option of a tight integration similar to Trash Nothing.

I had the wrap-up call with the Royal Statistical Society for the volunteering that Clement had done. I have a case study to write. We may get an MSc or PhD student, who I would support.

#5.4 Fundraising Update (EH)

Only real update is that we now need to do some fundraising - specifically for regular income.

#5.5 Items to Raise (EH)

None.

#6 Board Member: Cat Fletcher

#6.1 Open Actions (CF)

Ref	Action	Who	Update
211110.01	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 - CarryFwd
220713.02	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	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	Sponsorship of Manchester Freegle	Cat	11/10 Discuss Freegle sponsorship with Manchester Council/Suez 9/11 - WIP

#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)

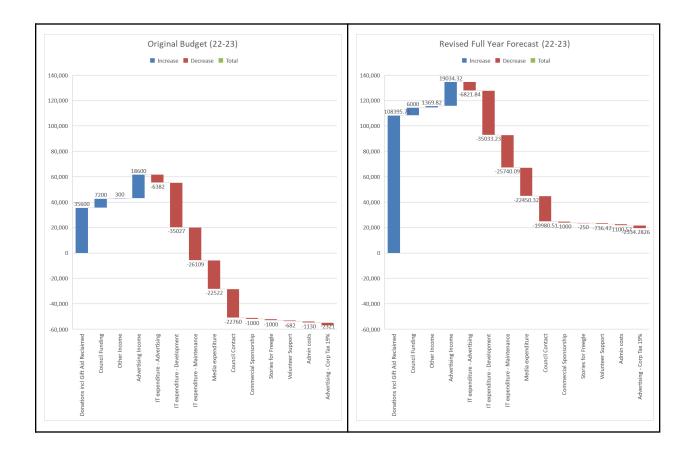
Ref	Action	Who	Update
220629.07	Confirm the cost vs income for the councils work since 2021	Craig	30/6 - Jane spotted this action and helpfully offered to pull something together 13/7 - Figures fed into budget, but specific/separate report is outstanding. EH Asked that we also consider revenue growth - 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. 7/2/23 - No progress.
220629.11	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 7/2/23 - will incorporate payment approvals into budget proposal
220919.04	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. 7/2/23 - No progress. CarryFwd.
221109.01	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. 7/2/23 - No progress. CarryFwd.
221109.02	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. Close?
230103.01	Change default board meeting time to 6:30pm	Craig	3/1/23 - CH updated the agenda template, Groups.IO calendar entry and pages on the wiki. All complete? Close?
230103.03	agree Freegle '23-'24 Budget	Craig	7/2 - WIP and update provided at board meeting.
230103.07	organise early pay review and let our paid contractors know this was being done	Craig	25/1/23 - Contractors emailed to inform of Pay Review. Pay Review meeting held and Jen wrote up. Discussion ongoing

#8.2 Finance Update (CH)

Revised Full Year Forecast

- Detail here: ☑ FY23 to 5 Jan 2023 by quarter FYF Sheet and Graphs.xlsx
- Originally budget expected a deficit of £57k
- Thanks primarily due to significantly more donations (£73k above budget), we now expect to end the year with a surplus of £19k
- A number of 1-off budgeted and approved items have yet to be spent. If these are no longer required, the position may be better
 - o £15k Mobile App Development with Hatless
 - £10k for extra work on Council Engagement
 - £1k for Commercial Sponsorship
- But it is worth noting in a "normal" year, we continue to have a structural deficit (i.e. we spend more than we bring in)

Freegle Ltd Full Year I	oreca	st					
For the year ended 5 April 2023							
		Actual Year to 5 Jan 2023 + Forecast to April 2023			Compare FYF to Budget		
	Actuals to 5 Jan '23	Forecast Jan - Apr '23	Full Year Forecast	Budget was	Position vs Budget	FYF B/(W) than budget	
INCOME							
Donations incl Gift Aid Reclaimed	98,601	9,795	108,396	35,600	Better	72,796	
Council Funding	4,081	1,919	6,000	7,200	Worse	-1,200	
Other Income	898	472	1,370	300	Better	1,070	
Advertising Income	15,134	3,900	19,034	18,600	Better	434	
Total INCOME	118,714	16,086	134,800	61,700	Better	73,100	
EXPENDITURE							
IT expenditure - Advertising	-5,226	-1,595	-6,822	-6,382	Worse	-440	
IT expenditure - Development	-11,973	-23,061	-35,033	-35,027	Worse	-6	
IT expenditure - Maintenance	-19,272	-6,469	-25,740	-26,109	Better	369	
Media expenditure	-17,132	-5,318	-22,450	-22,522	Better	72	
Council Contact	-7,581	-12,400	-19,981	-22,760	Better	2,779	
Commercial Sponsorship	0	-1,000	-1,000	-1,000		0	
Stories for Freegle	-250	0	-250	-1,000	Better	750	
Volunteer Support	-646	-90	-736	-682	Worse	-54	
Admin costs	-578	-523	-1,101	-1,130	Better	29	
Total EXPENDITURE	-62,657	-50,456	-113,113	-116,612	Better	3,499	
Advertising - Corp Tax 19%	-1,896	-438	-2,334	-2,321	Worse	-13	
Net Surplus / (Deficit) - all funds	54,160	-34,808	19,353	-57,233	Better	76,586	



Budget

- FSC have started work on a budget for 23/24 Freegle Budget Forecast Jan 2023
- We would like to introduce some refinements:

Budget Owners

- Each expenditure line should have a **budget owner** who can;
 - · explain what the line item is for
 - explain the rationale for the cost/estimate
 - find out if we received the service/item
- Examples are Edward for much of the IT Hosting Costs and Ruth for cake
- We will confirm with the budget owners through February
- There are some best practice guidelines:
 - A budget owner should be a role holder or board member
 - A budget owner shouldn't be the same person that provides the service/item
 - Does the board have a view on others?
- There will be situations where we breach these guidelines, but the intent is to make this visible, so we can discuss the risk

Be More Explicit on Approvals

- When we set a budget it does 2 things:
 - It predicts what we'll spend next year
 - It implicitly approves certain spend (e.g. Xero costs, Hosting costs)
- But it doesn't approve everything it contains (e.g. contractor expenditure is approved via contract approvals)
- We intend to be more explicit on what approvals we are asking for and how the payments will be authorised. For example, if payments require a poll on FSC, or if it is fine that 2 people are involved in setting-up and making the payment

A "Living Budget" with approvals, forecast and revised estimates

- We set a budget in April (ish) but then through the year we make other decisions which approve more spend (recorded in the action log)
- Jane currently maintains a Forecast which looks at actual spend and predicts future spend
- We intend to bring these things together, so a single place has a view of:
 - Approvals
 - Estimates
 - Future forecasts
 - Actual spend
- Effectively the budget we approve in March (hopefully) is a point in time view of this living document

Approving Financial Spend

One of the significant things we do as trustees is manage and protect Freegle's assets - specifically approving financial investment. This is recognised as one of the <u>6 main duties of a trustee</u> ("**4. Manage your charity's resources responsibly**").

It goes on to say that trustees should take "special care when investing" and warns that a trustee might "risk making the charity vulnerable to fraud or theft".

In my mind, we are the guardians (or trustees!) of the money people have donated to Freegle. We should keep this in mind when making approving financial spend and not be afraid to ask for more clarity or say "no".

#8.3 Items to Raise (CH)

 CH is likely to be away for much of March and cannot make the April board meeting on the 1st week of April

#9 Board Member: Mike Jury

#9.1 Open Actions (MJ)

Ref	Action	Who	Update
230103.02	Liaise with Jacky & Jane to find out how best to get a summary of membership changes into the board agenda	Mike J	

#9.2 Items to Raise (MJ)

{MJ to provide Update})

#10 Board Member: Mike Paterson

#10.1 Open Actions (MP)

Ref	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 3/1 - MP confirmed he'd raised on Central, no real responses.

#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)

Ref	Action	Who	Update
	arrange purchase of a dedicated zoom account for Freegle	Ruth	

#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)

{Jacky to provide Update}

#14.3 AOB

{All to provide Update}

DATE OF NEXT MEETING

March 7th

2023 Dates

Normally the 1st Tuesday of the month@6:30pm

- 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

 Cat Fletcher, Edward Hibbert, Craig Hilton, Penny Townsend, Jen Williams, Ruth Willmore

APOLOGIES FOR ABSENCE

• Mike Jury ("Bob"), Mike Paterson

NO SHOWS

David Greenfield

Meeting Business

#1 Previous Minutes

Previous minutes: Freege Board Meeting Agenda and Minutes - 3/1/23 were agreed by the board.

#2 Review Declarations of Interest

No changes

#3 Membership Changes

Mike J not here and no update

#4 Items from Board Timetable

CH advised that Budget and Pay will be discussed as part of his update.
PT had previously offered to help with contracts (during Pay Review discussions). CH eagerly accepted this offer and agreed to arrange a briefing. New Action 230207.01
CH to arrange handover/briefing on contracts needing renewal and PT to progress the renewal of contracts in 2023

#5 Board Member: Edward Hibbert

#5.1 Chairman's Update (EH)

Discussion on Bytemark servers and options to help resolve. Discussion on Cat pursuing sponsorship options.

Board discussed options and priorities for technical work to support rehosting of Freegle platform. New Action 230207.02 - EH to work with Chris to produce a plan/estimate for Rehosting work and liaise with Craig to take the impact to the board

Also discussed the prospect of leveraging the in-flight action (220629.05) to obtain sponsorship - can we get a hosting firm to sponsor us by providing free hosting. **Appended to action 220629.05 and CH agreed to let MP (the action owner) know.**

Board agreed that we needed multiple approaches to try to secure funding. Jen has drafted an ADMIN that could be used to ask for donations to support hosting. Board agreed to issue this. The board agreed to send Bytemark a cake to thank them for the free hosting they have provided in the past. New Action 230207.03 - CF to arrange a cake to Byte Mark to say thanks. Budget = £40.

#5.2 Open Actions (EH)

Actions discussed

#5.3 CTO Update (EH)

Main discussion was on Lovejunk. The board agreed this should be pursued.

#5.4 Fundraising Update (EH)

Covered in discussion on end of free hosting.

#5.5 Items to Raise (EH)

No items.

#6 Board Member: Cat Fletcher

#6.1 Open Actions (CF)

No discussion.

#6.2 Media Update (CF)

No written update as Cat is limiting screen time for personal reasons. Twitter issue had required engagement from Cat.

#4.3 Items to Raise (CF)

No items.

#7 Board Member: David Greenfield

#7.1 Open Actions (DG)

DG not present.

#7.2 Items to Raise (DG)

DG not present.

#8 Board Member: Craig Hilton

#8.1 Open Actions (CH)

Action 221109.02 agreed complete Action 230103.01 agreed complete

#8.2 Finance Update (CH)

Discussed and agreed

#8.3 Items to Raise (CH)

Discussion on financial approvals. Stressed that this wasn't about putting in place new controls, or processes. Agreed it was a worth discussion, but specific circumstances and configuration of Freegle (e.g. having trustees as contractors) made this complicated.

#9 Board Member: Mike Jury

#9.1 Open Actions (MJ)

MJ not present.

#9.2 Items to Raise (MJ)

MJ not present.

#10 Board Member: Mike Paterson

#10.1 Open Actions (MP)

MP not present.

#10.2 Items to Raise (MP)

MP not present.

#11 Board Member: Penny Townsend

#11.1 Open Actions (PT)

No Actions.

#11.2 Items to Raise (PT)

No discussion.

#12 Board Member: Jen Williams

#12.1 Open Actions (JW)

No Actions.

No discussion.					
#13 Board Member: Ruth Willmore					
#13.1 Open Actions (RW) No discussion.					
#13.2 Items to Raise (RW) No discussion.					
#14 Other Business					
#14.1 Councils Update (NI) Nothing raised.					
#14.2 Development Group Update (Jacky) Nothing raised.					

#12.2 Items to Raise (JW)

#14.3 AOBNothing AOB.

Meeting Metadata / Financial Commitments

Meeting Metadata

# of board members present	6
# of actions closed	2
# of actions raised	3
# of open actions at end of meeting	27
Meeting duration	112mins

Financial Commitments

• Cake for ByteMark to say thanks for the free hosting (£40)