

# Minutes for Meeting of Directors of Freegle Limited held on 5th November at 18:30 by Zoom

Agenda for Meeting:  **Freegle Board Meeting Agenda - 5th November 2024**

## ATTENDEES

- Cat Fletcher (CF)
- Craig Hilton (CH)
- Neil Morris (NM)
- Mike Paterson (MP)
- Penny Townsend (PT)
- Jen Williams (JW)
- Wendy Lishman (WL)
- Jacky Barrett (JB)

## APOLOGIES FOR ABSENCE

- Matthew Fletcher (MF)
- Edward Hibbert (EH)

## NO SHOWS:

- Bill Hopkinson (BH)

# Minutes

## #0 Hello to Wendy (CH/JW)

Everyone welcomed Wendy to the meeting. Wendy has agreed to take on the role of Board Secretary and is shadowing this meeting.

## Board Vacancies

The board discussed the Board Secretary Role which Wendy has agreed to help with. Wendy confirmed she would consider the wider Company Secretary role in the future.

The board discussed the need for a replacement Finance Director when Craig stood down in December. CH indicated he was working on defining tasks associated with the role. NM asked if CH could produce a job description, including a person specification to aid with recruitment. CF said she could help with internal and external advertising for a replacement.

**New Action 241105.01 - CH to develop job description for Finance Director Role (including person specification)**

**New Action 241105.02 - CF to produce a list of where we can advertise board vacancies (to support recruiting a replacement Finance Director)**

## #1 Previous Minutes (NM)

The  Minutes of Freegle Board Meeting - 1st October were approved.

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## 2 Review Declarations of Interest (NM)

MF and NM have provided updates. PT has also provided an update. No other changes were needed at this time.

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## #3 Membership Changes (Company Secretary)

No update was provided, so there was no discussion.

### #3.1 Item Carried Forward from 1st October 2024 meeting: (process for managing members who are no longer volunteers)

A proposal from Jane has been shared on the board discussion group. JB explained that we had no process to remove members who no longer volunteer, but our rules require this. Hence this process is proposed. FSC will operate this process (as they already manage members/share issuing).

CH asked if twice a year was too frequent? JB explained that it wasn't expected to be a huge amount of work and doing it before the AGM and before the Financial Year end made sense.

NM asked if we could do it when a person left modtools. JB highlighted that this would require more technical work. The process proposed required less technical change and could be implemented now.

**Decision: The board agreed the proposal for managing members who are no longer volunteers. EH had provided some suggested feedback on the email that was sent out which should be considered.**

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## #4 Items from Board Timetable (NM)

### #4.1 Item Carried Forward from 1st October 2024 meeting:

Reappointment of Ombudsmen is normally done by Company Secretary (a vacant role). JB agreed to provide NM with contact details for current Ombudsmen so Neil can thank them for their service so far and ask them if they would like to continue.

**New Action 241105.03 - NM to obtain the ombudsmen contact details from JB, thank them for their service so far and ask if they would like to continue for the next year.**

JB highlighted there should also be an annual appointment of returning officers, but this hasn't been done since October 2021. Adding this to the board timetable would help ensure it happened. As we don't have a company secretary, CH agreed to do this update.

**New Action 241105.04 - CH to update board timetable with action to appoint returning officers annually.**

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## #5 Neil Morris (Chairman's) Update

### #5.1 Chairman's Update (NM)

NM gave verbal update. He has been speaking to many people about what they do. A key focus has been discussions with EH, but he has also had other discussions, such as with BH on safeguarding.

### **#5.2 Open Actions (NM)**

No specific discussion.

### **#5.3 Items to Raise (NM)**

No specific discussion.

## **#6 Board Member: Cat Fletcher**

### **#6.1 Open Actions (CF)**

Cat provided updates on her actions:

221011.02 - Done adequately and things have moved on. Close.

221011.03 - Updated. CF will continue to work on. Looking at converting reuse into KG of emissions saved on an individual level.

221011.05 - This is work for the local Manchester team. Close.

As part of this discussion, CF highlighted that Natalie had a meeting with Suez - potentially a big project in Surrey. CF asked for a new action to be raised:

New Action 241105.05 - CF to progress work with Suez and Surrey on a collaborative project

Other updates:

240410.04 - CF still working on this. Just picked it up again

240507.04 - Close.

231114.02 - Close.

### **#6.2 Media Update (CF)**

CF provided a verbal update and apologised for her uneven engagement with board over recent months. The board told CF not to apologise and recognised that a series of personal events had impacted her ability to e.g. attend board meetings.

### **#6.3 Items to Raise (CF)**

No discussion.

## **#7 Board Member: Matt Fletcher**

### **#7.1 Open Actions (MF)**

MF not present. No discussion.

### **#7.2 Items to Raise (MF)**

MF not present. No discussion.

## **#8 Board Member: Edward Hibbert**

NM asked the board to review EH's update and asked for any specific comments.

### **#8.1 Open Actions (EH)**

EH provided updates on 2 actions.

**241001.07 - Closed.**

**241001.08 - Closed.**

NM stated that anyone working with children on behalf of Freegle should be DBS checked. EH was in this position.

**New Action 241105.06 - BH to update Policy to state that anyone working with children should be DBS checked**

**New Action 241105.07 - NM to undertake DBS check on Edward as he is working with a school.**

### **#8.2 CTO Update (EH)**

No specific discussion.

### **#8.3 Fundraising Update (EH)**

No specific discussion.

### **#8.4 Governance (EH)**

No specific discussion.

### **#8.5 Items to Raise (EH)**

#### **Budget Ownership**

CH highlighted that a discussion had been had on the Councils work, as Jane had highlighted an overspend and it was likely that this work would exceed the approved funding around the end of the year (Dec '24).

Discussion on the cause. EH has highlighted that he hasn't capacity to closely manage the financial side of the work. CF highlighted potential income from a National Lottery grant that could be used, but CH highlighted Freegle probably had sufficient funds, the issue lay with amount approved and clarity on purpose and benefit.

NM asked who could help EH with Council work. CF said she was a natural candidate but not in a position to help at this time. NM suggested BH might be a good person. CF suggested NM should start by trying to understand the position as Councils work was key to changing how Freegle operated.

NM proposed 2 actions:

**New Action 241105.08 - NM to speak to EH about councils work, to understand it better**

**New Action 241105.09 - NM to speak to EH to understand spend profile for councils work and resolve situation with actual spend exceeding approved funding**

CF said the council updates provided good information on what had been achieved. JW suggested that consolidating and refining the council reports into a more consumable form might be useful.

### **Chris's Email**

This relates to a communication from Chris that he intends to reduce his work/wind down to retirement. NM suggested we come back to this later.

## **#9 Board Member: Craig Hilton**

### **#9.1 Open Actions (CH)**

CH highlighted action updates will be covered later.

## **#9.2 Finance Update (CH)**

CH took us through the Finance Update. Thanks to Jane for producing.

Discussion with CF on her time - is she likely to continue at 9vs 12 days. Stressed that this wasn't an attempt at reducing her work, instead obtaining clarity and ensuring she was working at a comfortable level. NM asked about how the workload was managed and suggested it would be good for him to understand more in this area.

**New Action 241105.10 - NM to meet with CF and understand better how Media work is managed and bring proposal to board**

CH highlighted Financial sustainability indicated we would exhaust our reserves by September 2026.

Board felt this was a reasonably healthy position for a charity like us.

CH highlighted monthly run rate - a deficit of £4k per month, which could be used for very, very rough calculations of affordability.

Discussion on the "2 signatories" for Freegle. CH provided clarity that these were the 2 individuals authorised to deal directly with the bank and make amendments to other people's permissions. These signatories can then arrange for access for many other authorised individuals who can view, make payments, approved payments etc. on our behalf.

CH took the board through the structure of the waterfall graphs.

## **#9.3 Items to Raise (CH)**

### **#9.3.1 Documentation of PRocedures**

CH highlighted the detail on Board Agenda and Minutes procedure. WL said this had been helpful

### **#9.3.2 HMRC Registration**

CH highlighted that information had just been received indicating that only minor changes were required.

**Action 231003.02 Updated**

### **#9.3.3 Functional Areas**

NM indicated this was a useful start which he intended to further develop.

**Action 241001.02 Closed**

## **#10 Board Member: Bill Hopkinson**

### **#10.1 Open Actions (BH)**

BH not present. No discussion.

### **#10.2 Items to Raise (BH)**

BH not present. No discussion.

## **#11 Board Member: Mike Paterson**

### **#11.1 Open Actions (MP)**

**Action 230514.03 Updated - MP was uncomfortable with filling in the forms as they indicated the applicant should be the lead signatory. CH indicated he didn't have capacity to do this before he stood down. Agreed to pause action until a new Finance Director was appointed.**

Action 240702.10 Updated - MP had investigated but can't find any suitable, "stand alone" policies. The market isn't developed enough. He suggested we close the action. Closed.

### **#11.2 Items to Raise (MP)**

MP has a new work commitment which may impact his availability/capacity to operate as a board member.

## **#12 Board Member: Penny Townsend**

### **#12.1 Open Actions (PT)**

No items.

### **#12.2 Items to Raise (PT)**

Nothing to raise.

## **#13 Board Member: Jen Williams**

### **#13.1 Open Actions (JW)**

Action 241001.01 Updated - Further Discussion on Wendy's kind offer to support Board Secretary role. JW confirmed we are "twisting her arm" to consider the wider Company Secretary Role. 240215.02 - JW has asked EH to remove Zoomstock. All agreed we shouldn't try to resurrect it at this time.

### **#13.2 Items to Raise (JW)**

Nothing to raise.

## **#14 Other Business**

### **#14.1 Councils Update (EH)**

Reviewed and accepted with thanks.

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### **#14.2 Development Group Update (EH to talk to)**

Reviewed and Accepted. As JB present, she provided a verbal update. She said the group wasn't as busy as it had been and needed to find new ways to engage with people. NM said she would discuss with JB.

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### **#14.3 AOB**

#### **#14.3.1 KB List of Actions (C/F from last board meeting)**

The board reviewed the list of actions:

Actions updated:

221109.01 - CH Agreed to take ownership. Reassign.

240702.08 - Should be added to timetable around onboarding of new board members. New Board Secretary (WL) agreed to take this on. Reassign.

240806.02 - Agreed to Close. No known problems. Closed.

240806.03 - Complete. We should make sure governance report is high-up on the agenda for next meeting then close.

CH has created draft agenda for Dec board meeting and moved Governance update to first part of agenda for next board meeting.

240806.05 - Penny agreed to download and try-out the tool and then report back. Reassign to PT.

240806.06- NM to follow up with Kathryn. Reassigned to NM

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## DATE OF NEXT MEETING

Discussion on date of meetings going forward. Thursday @7pm appeared to be a compromise, though JW can't do the first Thursday of the month.

However, as dates for the year are decided at the December meeting, we only need to decide for the next meeting.

Agreed we would move the next meeting to Wednesday 4th December @7pm.

**New Action 241105.11** - WL to update board meeting timetable / references to move meeting from 3rd December to 4th December.

## Meeting Metadata / Financial Commitments

### Meeting Metadata

# of board members present	6
# of actions closed	10
# of actions raised	11
# of open actions at end of meeting	32
Meeting duration	108mins

### Financial Commitments

- None