A Meeting of Directors of Freegle Limited held on May 11th 2022 at 6:00pm by Zoom

USEFUL INFORMATION

- Freegle Black Box
- Freegle Board Timetable
- Freegle - Action Log 2022
- Agenda and Minutes Folder

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, Andy Ludlow, Dee Moss, Mike Paterson, Jen Williams, Ruth Willmore

BOARD VACANCIES

{none at present}

OFFICERS AND ROLE HOLDERS

- Board Chairman - Edward Hibbert
- Company Secretary - Andy Ludlow
- Finance Director - Craig Hilton
- CTO - Edward Hibbert
- Head of Media - Cat Fletcher
- Board Secretary - Craig Hilton
- Fundraising - Edward (role to be drafted)

Agenda

#1 Previous Minutes

Previous minutes: April 13th 2022 are presented to the board for approval

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#2 Review Declarations of Interest

This can be found here

#3 Actions

Full Action Log is here

Actions from Previous Meeting

Ref	Date Opened	Action	Who	Update
220413.01	13 Apr 22	Ruth to remove annual check for Central Membership from board timetable.	Ruth	done
220413.02	13 Apr 22	Andy to update next meeting re. HMRC Annual Submission Deadline	Andy	
220413.03	13 Apr 22	Items to ensure included on agenda of face-to-face: Volunteer Update (can we find a volunteer or pay someone as a "freegle doer" or "Organiser"	Craig / Edward	C/F to face-to-face meeting

Older Actions

Ref	Date Opened	Action	Who	Update
210310.01	10 Mar 21	Discuss with David Housing Management Systems Research	David	19/1/22 - Moved to David. 9/3/22 - C/F as David not present
210818.01	18 Aug 21	David to provide quote for providing a box of tech items to Freegle	David	19/1/22 - EH has had some slow success with his trial box. Next step is for David to cost a box of stuff. Action changed 9/3/22 - C/F as David not present
211110.01	11 Oct 21	David to speak to SD about being co-opted onto Freegle Board	David	9/2/22 - C/F 9/3/22 - C/F as David not present

Ref	Date Opened	Action	Who	Update
211110.02	11 Oct 21	Draft description for fundraising strategy	Edward	19/1/22 - changed from role to strategy 9/2/22 - C/F 9/3/23 - EH spoken to S3. See https://groups.io/g/FreegleBoard/message/3029 However, not sure we have time to progress just now, so park for now and C/F
211110.03	11 Oct 21	Use council contacts to identify suppliers (Housing Mgmt Systems)	Edward	09/05/22 - No responses. Give up. 19/1/22 - C/F 9/2/22 - C/F 9/3/22 - C/F
211110.06	11 Oct 21	Role holders / Board structure - consider changes and how we compare to other organisations	Edward	19/1/22 - Edward provided update in board agenda. Worth discussing face to face as next step. C/F until we are face to face.
211110.08	11 Oct 21	Arrange VIEW bank account access for someone, to replace Michael	Craig	19/1/22 - Jen agreed to do this. Craig to progress 9/2/22 - WIP. C/F 9/3/22 - WIP. C/F

Ref	Date Opened	Action	Who	Update
211110.11	11 Oct 21	Job benchmarking for paid for roles / Pay Review	Mike	19/1/22 - Mike agreed to work on this. Craig will support. 9/2/22 - Craig has provided some docs. Mike is progressing 9/3/22 - Mike provided an update at board and supporting docs https://drive.google.com/drive/folders/1V9OwPIvVXWamK7wNV3Hh96nGXfwo6RN8?usp=sharing. Next steps are 1) to formally benchmark people 2) Agree pay policy going forward 3) Identify plans for changing pay rates. Do this by Zoom. EH raised view that the pay policy might have been discussed at the AGM - should use that as input (Check with Jacky, who knows everything). 31/3/22 - Pay review meeting held on 17/3 and written-up here (https://docs.google.com/document/d/102I2vgxmg3z5-A9pA_QfAzIznCMKmOXkqY9DFoS-4c0/edit?usp=sharing). Dee has raised some further suggestions which still need to be worked through. 13/4/22 - Mike agreed to speak to EH w/c 18th April to progress pay review. There then needs to be a sub group meeting to discuss. This needs to happen before the end of April to allow EH contract renewal.
220119.01	19 Jan 22	Do work to automate thankyous - simple, then advanced	Edward	09/05/22 On Edward's TODO list. No change. 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). C/F for tracking
220209.01	9 Feb 22	Speak to Natalie re: could she take on more work around councils	Cat	11/05/22 - Close? 9/3/22 - Cat has emalied Natalie

Ref	Date Opened	Action	Who	Update
220209.02	9 Feb 22	Speak to Natalie about specifying work for another person to engage on council work (pulling in work Dee has been doing on contracts).	Edward	9/3/22 - In plan to do 09/05/22 - We could potentially get more time from Anna.This might be a better option.
220309.01	9 Mar 22	Write to development about changes to ombudsman / appeals process	Cat	11/05/22 - Close?
220309.02	9 Mar 22	Update and recirculate a revised budget	Craig	31/3/22 Budget updated, but dependent on agreeing a pay policy / rates for our contractors (see action 211110.11)
220309.03	9 Mar 22	Ensure Board agenda and meeting invites updated to reflect revised board timetable	Craig	11/05/22 - Close? 31/3/22 - CH updated calendar in Groups.IO and updated record at the end of board papers. Unless anyone can think of anywhere else, I think we can close this action.
220309.04	9 Mar 22	Edward to provide info to Cat on Birmingham City Uni volunteers and Cat to progress	Edward and Cat	11/05/22 - Close 09/05/22 Edward done.
220309.05	9 Mar 22	Arrange Insurance	Dee	As agreed last month, I have asked Cat to obtain quotes for Public and Employers Liability Insurance for her events plus any others which may crop up.
220309.06	9 Mar 22	Pass on to Dee info about insurer that supports repair cafes	Cat	Received, thank you

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#4 Matters Arising/For Discussion

A) Pay Review (DM/MP)

- The work on pay review may have reached a conclusion
- 2022 Freegle Contractor Pay Review Conclusion
- Supporting Financial Analysis: Contractor Pay Review Figures and Options
- **>>>For vote/decision<<<**

B) Contract with EH for IT Dev + Support (CH)

- At the last board we agreed we would like to renew the contract for IT services with Edward which expired on 1st May 2022
- However, we have not agreed the rate we would be prepared to pay (see action 211110.11), so no contract has been issued
- EH is, therefore, “working at risk” and CH has informed him of this - i.e. Freegle has no agreement with him and cannot legally pay him for services at this time. This is not a fair position to put our contractors in.
- **We need to agree what rate we would like to pay**
- EH has provided some input on the terms he would find acceptable
- **>>>For vote/decision<<<**

C) Contract with CF for Media Services (CH)

- The contract we have for Media services with Cat expires on 1/6/22. Suggested renewal terms:
    - 1 year duration, commencing 1/6/22
    - Same statement of work as before
    - Same terms as before
    - Same rate as before
- **>>>For vote/decision<<<**

D) Addressing the Financial Deficit (All)

- As part of the pay review, an action was agreed to raise this at board
- We have a structural deficit of c.£28k per year
- Based on the pay review proposal, we will exhaust our reserves around Jul ‘24
- Note - figures and date are draft, as we have no agreed budget
- What is our plan for resolving the structural deficit

E) Contract with CC for IT (Mobile + Discourse) (CH)

- The contract we have for IT services with Chris expires on 1/6/22. Suggested renewal terms:
    - 1 year duration, commencing 1/6/22
    - Same statement of work as before
    - Same terms as before
    - Rate to be agreed with board
- **>>>For vote/decision<<<**

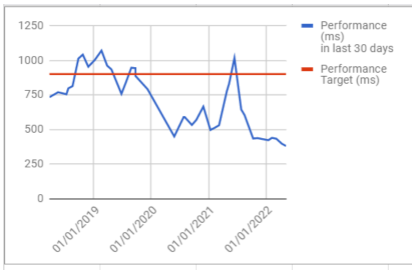
F) Expenses (CH)

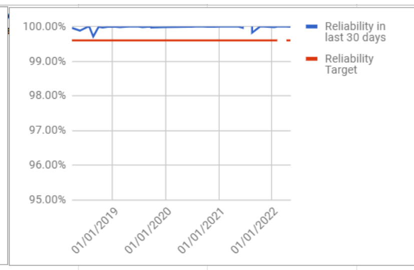
- The Finance SubComittee (FSC) have approved some expenses payments, but realised that as we don’t have a budget, we don’t have board approval for these payments (in the form of agreed expenses budgets)
- Therefore, can we ask the board to retrospectively approve the following payments:
    - Cat £357.85 for the Oxford Trip and flyers etc
    - Andy £120 for van hire and fuel

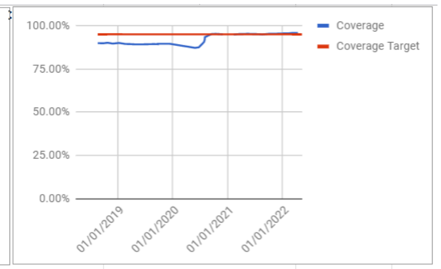
- FSC have validated the receipts for these expenses
- **>>>For vote/decision<<<**

#5 CTO Update (EH)

KPIs all good:







Mobile work:

- Hatless have gone very quiet - almost no contact for last three weeks. I am told things will pick up again now. This is a bit worrying.
- I have had two calls with Dom, but I am deliberately letting him contact me rather than chasing.
- It's therefore looking like me and Chris are the best mobile app people we know.

Tech revamp:

- This progresses nicely, though Oh! For a dev team.
- On the client side I am using Nuxt3/Vue3/Bootstrap5, which are the next major versions of what we currently use. These are still relatively new and the ecosystem isn't yet stable. But it's good enough for us to progress, and should be fine by the time we are ready to use it in anger.
- On the client side, I am building a fast read-only API server in Go. This makes the site feel very much faster.
- This could be used to build a mobile app using Capacitor (which is the replacement for Cordova, which we currently use).

I have a backlog of ModTools tasks, some from Development. These are piling up while I try to make progress on mobile/tech revamp.

#6 Finance Update(CH)

- 1st month of the financial year (22-23) so we don't have a finance report.
- Work is ongoing on the Full Year accounts for 21-22
- Budget is unapproved (see action 220309.02) - waiting for pay review to complete. If pay review isn't concluded at this meeting, can we ask that we revisit this decision and use a reasonable assumption for pay.

    - Earliest budget can be approved is June Board, meaning we spent c.3 months without financial controls
    - Not having a budget means FSC cannot approve some payments, e.g. expenses
    - The backlog of work to refresh the budget increases every month it is not approved
    - Given we worked hard to produce a budget for the March board, it doesn't send a great message to our volunteers to delay approving it further

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#7 Councils Update (NI)

- I met with Cheltenham Borough Council, they are keen to work with us and sponsor their group. We are drawing up an agreement upon their request.
- I met with Bexley again to discuss our involvement in the Eco Festival. Strategically for us it could be very useful as Peabody will be there.
- Bexley have erected banners at the HWRC and on a busy roundabout in town! We just need a photo of the roundabout!
- Newcastle-under-Lyme group has been set up at the request of the council. They are also interested in sponsoring us.
- Oxfordshire County Council contacted us to find out if we could help them reuse 500 screens and monitors. Cat got on the case with some excellent results.
- I met Manchester City Council - sent them information and await a reply.
- Data drops for Jan-March completed and sent to sponsoring councils.
- Cat and I met to discuss Cat contacting her local councils and using her contacts to get them on board. She will be speaking to Lewes District Council after meeting them at a local event and who want to look at livery.
- The House of Upcycling is still keen to work with us, discussions are continuing.
- In Kent - the senior officer from Folkestone-Hythe Council asked whether Kent County Council could look into working with Freegle to reduce waste sent them our slides. The KCC Director at the meeting said that KCC is recruiting a new Director who will have the environment and waste within his remit. They said that they'd raise the issue with him when he begins and would have the slides ready for him when he starts. KCC would be a big win for us as they do a lot of work on waste prevention.
- LB Sutton agreed to help write a case study, sent photos and an update of the work we did with them.
- Via Dee, the officer at Croydon has a contact with Veolia in Lambeth, they are keen to talk to us about working together. I am trying to arrange a meeting.
- We arranged for Cat to chair a session fo Essex County Council's BLUEPRINT project conference - "Fostering a reuse and repair culture" session from 14:00-15:20 on Tuesday 10 May.
- Norfolk County Council have requested to sponsor all groups in their county for the forthcoming year.

- Edward and I will be working on a possible CRM in the coming weeks to find out if an off the shelf product will give us what we need for councils.
- Edward, Anna and I met to discuss moving forward with councils work and have arranged a planning day for June.

#8 Volunteers Update (EH)

We were saddened to hear of the death of Lindsay Walker, a long-term volunteer on Buxton, Matlock and others. Edward wrote to her partner on behalf of Freegle.

#9 Media Update (CF)

CF To add detail

#10 Development Update (Jacky)

We have covered the following topics since the last report for the Board's April meeting.

Task 116:Freegle Volunteer Agreement - This discussion ended with the revised document now named Our Aims and put on the wiki.

Task 125:Contacting Groups Procedure/Confirmation of Affiliation - Two documents were reviewed following completion of Task 116 above. Polls unanimously agreed recommending to the Board adoption of revised Contacting Groups Procedure and Freegle Central Membership. Following Board agreement, the wiki was amended.

Task 124: Complaints Procedure - This was reviewed and a revised document produced and polled on. The poll was unanimous in favour and approved by the Board. This will simplify the process and give the Ombudsmen authority to make final decisions on complaints.

Jacky
Development Coordinator

#11 AOB

Should we chase
https://movementforgood.com/index.php?cname=Freegle%20Limited&ct=environment_and_climate?

DATE OF NEXT MEETING
June 8th

2022 Dates
~~January , Saturday 22nd (in person)~~ - delayed due to lockdown/COVID
(all Wednesdays @6pm)

- ~~January 19th - note - extra date added as face to face delayed due to lockdown~~
- ~~February 9th~~
- ~~March 9th~~
- ~~April 13th~~
- ~~May 11th~~
- June 8th - replace it with an in person meeting?
- July 13th (moved from Jul 6th)
- August 10th
- September - Break (to allow prep for AGM and Edward to go for a walk)
- October 12th
- November 9th
- December - Break?

MINUTES OF MEETING

Meeting Attendees

- Andy Ludlow, Ruth Willmore, Craig Hilton, Jen Williams, Mike Paterson, Dee Moss
- Edward (joined after #4A and #4B complete)

APOLOGIES FOR ABSENCE

- {none}

NO SHOWS

- Cat Fletcher, David Greenfield

Meeting Business

#4 Matters arising

Discussed at the start of the meeting, without Cat or Edward present, as they had a conflict of interest.

a) Pay Review

- The Board voted and agreed to align from this year on 100% of our “low” benchmark
- The Board voted and agreed to extend contracts beyond the usual 12 months where necessary, to align start dates of contract to start/end of June. This will make management easier/consistent in the future.

b) Contract with EH for IT Dev + Support

- The board voted and agreed to renew this contract, aligned with pay review terms (end date + payment)

c) Contract with CF for Media Services (CH)

- The board voted and agreed to renew this contract, aligned with pay review terms (end date + payment

e) Contract with CC for IT (Mobile + Discourse) (CH)

- The board voted and agreed to renew this contract, aligned with pay review terms (end date + payment

Indemnity Insurance

- Discussion on should Freegle expect our contractors to have indemnity insurance between Freegle and its contractors.
- EH confirmed he has a standard policy
- Mike agreed to review to consider if there was something Freegle should do (Action 220511.08 raised)

- Also discussed liability between Freegle and other parties. Again, Mike agreed to consider this (Action 220511.09 raised)

#1 APPROVAL OF MINUTES

Previous minutes: April 13th 2022 were agreed as being a true account of the meeting

#2 Declarations of Interest

No changes

#3 Actions

See updates in
https://docs.google.com/spreadsheets/d/1rekWOVj9ryGx5hLHC2olMQOt7JfzanWbzkEmixJUizY/edit?usp=sharing

Actions Closed:

- 211110.03
- 211110.11
- 220309.01
- 220309.03
- 220309.04
- 220309.06
- 220413.01

Actions Raised during Discussion:

- 220511.01
- 220511.02
- 220511.04
- 220511.05
- 220511.06

#4 Matters arising

D) Addressing the Financial Deficit (All)

- Discussed. Agreed a good topic for face to face, but would also benefit from preparatory work. Action 220511.06 raised to do some preparatory work.

F) Expenses (CH)

- The Board voted and agreed payment of expenses as specified in 4F. Andy abstained, as he had a conflict of interest.

#5 CTO Update

Update as per report.

#6 Finance Update

Update as per report.

#7 Councils Update
EH planning face-to-face meeting to progress/discuss.
Also planning to setup a CRM solution.

#8 Volunteers Update
The board expressed sympathy at the death of Lyndsay.

#9 Media Update
No update - CH agreed to stress the importance of board updates as part of the contract renewal (see 4C)

#10 Development Update
Update as per report.
The board are reminded to vote on polls in a timely manner.

#11 AOB
Discussion on Movement for Good Awards
- Whilst this is an option, EH felt that Paypal would be a better use of our resources if they were having a contest this year. Action 220511.07 raised to check if paypal are doing a charity contest.

Discussion on In Person Meeting
- Suggestion that we have an in-person meeting in July
- 3rd July is tentative date
- Action on all to check if that is feasible - for discussion on the board discussion group