

WALKERBURN PUBLIC HALL TRUST
Scottish Charity Number SCO20747
MINUTES (DRAFT) OF THE BOARD OF TRUSTEES MEETING HELD ON
MONDAY 19th December 2022

Present:

Trustees: Mrs E Fraser
Mr M Lhombreaud
Mr DG Machell
Mr G Thornton
Mrs L Thornton
Mrs C Tucker

A/Secretary: Mrs PS Purves

Chair Management Committee: Ms J Turner (after Item 9)

Treasurer: Mr M Wilcox (after Item 9)

ITEM 1: Introduction. The new Board of Trustees elected at the Public Hall AGM on 14th December 2022 were meeting for the first time and agreed that Mrs Purves would act as secretary until a secretary was appointed. Mrs Purves stated that she was unable to act as secretary other than in the current emergency whilst the Board cleared up the accounts from previous years and re-established trust in the management of the Hall. All agreed that it was desirable to appoint a secretary who was not a Trustee as quickly as possible and that each Trustee would try to find a suitable candidate. The first order of business for this meeting was to elect a new Chair. Mrs Tucker proposed Mr Machell. This was seconded by Mrs Fraser and passed unanimously. Mr Machell took the chair and thanked everyone for their confidence.

ITEM 2: Review of Governance Manual/Trustee Responsibilities. The A/Secretary handed round copies of the existing Governance Manual including the Financial Management Protocol and asked everyone to sign the Trustee's Certificate of Qualification. This was done. The Chair noted that the Manual should be considered a draft document since no action had been taken to update it since 2013 and the new Treasurer was determined to bring in stricter financial controls to ensure that the current problems could not occur again. The Chair said that all Trustees should read through the Manual carefully and make sure that they understood their responsibilities. He was ready to help everyone understand the very formal language of the Manual: it really was a matter of using their common sense in their approach to making sure that the Management Committee was acting properly and prudently. He stressed that Trustees would receive some training in their role during the next year.

ITEM 3: Finance and Audit Sub Committee. The Chair explained the requirement for a Finance and Audit Sub Committee and explained that this should consist of himself as Chair, the Treasurer and one other Trustee. George Thornton was proposed and elected.

ITEM 4: Trustees Interests. The Chair drew Trustees' attention to the section in the Manual outlining the requirement for Trustees to declare any interests. At first reading, it was agreed that Mrs Fraser in her capacity as Hall cleaner should declare an employment interest and everyone also agreed to make sure that they immediately declared any emerging interest.

ITEM 5: Meeting Dates. The Chair noted that the normal pattern for meetings would be a meeting to examine the accounts in April/May, the AGM along with the Management Committee in September and a meeting in December/January to make plans and cover any general issues. He thought that there might be a requirement for occasional extra meetings over the next few months as the Treasurer tries to clear the existing problems. He expected there to be a Special Public Meeting at the end of the year to seek public approval of the accounts for the last 3 years. However, most business could be done by email or telephone. He stressed that he wanted the trust to be transparent in its working and that minutes of meetings should be made public.

ITEM 6: Contact with the Office of the Scottish Charity Regulator (OSCR). The Chair explained that he felt that he and the Chair of the Management Committee would probably have to write a letter to OSCR explaining what was being done to sort out the Hall's problems. If Trustees agreed, he would start to work on this. All agreed that this was probably desirable but left the final decision to the Chair depending on what happened over the next few weeks.

ITEM 7: The Scottish Charitable Incorporated Organisation (SCIO). The Chair noted that the former Board of Trustees had expressed a wish to become an SCIO. In his opinion this made sense since most grant funders were already showing a preference for dealing with SCIOs rather than the Hall's type of Charity. He explained that an SCIO is a legal form unique to Scottish charities and is able to enter into contracts, employ staff, incur debts, own property, sue and be sued. It provides a high degree of protection against liability for everyone holding office. Unfortunately, because of all the irregularities in the Hall accounts and management, the Trust cannot apply immediately. However, the Chair felt that it would be worthwhile starting formal planning and he proposed that the Trustees co-opt Mr Ian Ireland to take a lead on this since Mr Ireland had already successfully seen the Development Trust through the change. All agreed.

ITEM 8: Concerns about FoodHugs. A number of concerns had been raised about the FoodHugs operation in the Hall and in particular about rental payments to cover costs to the Hall and interruptions to other users caused by noise from kitchen or stage. It was agreed that this should be left to the new Management Committee to examine since part of the problem lies in the lack of factual information.

ITEM 9: Report from Chair of Management Committee and Treasurer. The Chair quickly briefed Ms Turner and Mr Wilcox on decisions already taken by the Trustees. Ms Turner then explained that the new Management Committee had held a successful first meeting and had appointed Mr M Wilcox as Treasurer with Mrs D Rodgers to assist him. A new system for entry to the Hall had been devised to allow the Committee better control on usage. Key codes had been given to regular users. The Committee was determined to undertake a planned programme of improvements once the financial situation had been cleared up and it was possible to start applying for grant aid. There remained a huge difficulty for the committee in that there was no management or financial documentation available to them from the previous committee. She also pointed out that there had been several instances found already of poor management, eg there had been no electricity meter readings for 7 years leading to an electricity bill of £2000 to cover the deficit. Everything was having to be looked at from scratch and she asked Trustees to be patient since she was sure that there would be other problems found. Mr Wilcox explained that he was working with Mr A Hoggarth and the Independent Inspector to clarify a number of points on the accounts. Mr Hoggarth had been extremely frank and helpful but there was no denying that the only information available to him and to the Independent Examiner had been the bank statements. Mr Wilcox explained that this would have to be reported to OSCR but he hoped that the new financial controls would reassure the OSCR that everyone was serious about bring the Hall back into compliance. He went on to express a hope that the old Committee/Trustees would cease being obstructive and allow the financial handover to be completed with the bank. Signatures were required from Denise Hanks, Ruth and AJ Griffiths. If he did not get the signature before the end of the year then this would cause a lot of work but the end result would be the same: the new team would be in charge.

ITEM 10: Date of Next Meeting. The next scheduled meeting would normally be in April/May but Trustees should attend the Special Public Meeting scheduled for 30th December 2022 at 7pm in the Public Hall for the sole aim of clearing the last 3 years' accounts.