# **Previous ANNUAL GENERAL MEETING Minutes**

**Reachout With Arts In Mind**

**Tuesday 17th December 2019 10.30-11.30am**

**Reachout Studio**

1. **Chairperson’s Welcome & Introduction**

Craig Machan, Chairperson, introduced the agenda for the AGM and started proceedings with the Chairperson’s Report (attached). Craig also referred to the 2019 Annual Report which is available on the Reachout website - some printed copies were available for those attending. In the interests of the environment and reducing paper usage, the 2019 Annual Accounts are available to view online, and some copies of the AGM documentation were made available on the Directors’ table.

1. **Present & Apologies**

Present:

Craig Machan, Mary Herriot-Dunlop, Lesley Arthur, Carly Speirs, Kirsten Mooney, Jen Bradley, Anne Johnstone, Alice Matthews, Elvira Craigie, David Watt, Connor Whannel, Derek Lumsden, Katie Herdman, Callum Barker, Sam Hay, Bill Chassels, John Cameron, Scott Gibson, Agnes Baird, Graeme McCouat, Dion Innes, Sally Fisher, James Baker, Janette Harris, Douglas Sharp, Katherine Gerrard, Petra Weege, CarolAnn Wakely, Carol MacDonald, Shannon Gourlay, Nicola Wilson, Anne Grieve, Sean Megginson, Eva Willow, Helen Craig, PJ Kelly, Kelly Sagar, Liz Sagar, David Johnston

Apologies:

Sue Hunter, Ishbel Murdoch, Krissy Stewart, Margaret Paterson, June Harper, Emma Razi, Karen Young, Louise Orr, Sarah Littlewood, Kirsty Hall

1. **Previous Notes of AGM held on 23 November 2018**

No change to previous notes, recorded as a true record.

Proposed by: Craig Machan

Seconded by: Mary Herriot-Dunlop

1. **Matters Arising**

None

1. **Treasurers Report**

In the absence of a Treasurer on the Board, Carly Speirs read out the Treasurer’s Report and referred to copies of this report available on the Directors’ table, with reference to full Annual Accounts on the Reachout website. Carly raised the importance of finding alternative funding sources in addition to grant awards, such as membership fees, workshop fees, outreach programmes and venue hire. Carly also thanked the volunteers for their invaluable contribution over the year, 634 hours which equated to a gift in kind of £10,287.

1. **Membership Fees**

Craig Machan raised the issue of membership fees, which are currently set at £50 a year for annual membership, or £1 for a daily rate. Craig suggested the annual membership remain at £50 but the daily rate be increased to £1.50. There was discussion about this – Alice Matthews raised the point that paying £50 annual membership in January can be challenging for many of the Reachout members and asked if payment could be staggered or delayed until later in the year. Alice also mentioned that increasing the daily fee to £1.50 would prove difficult for some members and asked if we can do something that would be more inclusive as some members may not be able to attend if the daily rate is increased. Other members gave positive feedback that £1.50 represents very good value and supported the increase. The Board have agreed to discuss different payment models that would be fair to everyone, including member sponsorship, direct debits and instalment payments.

1. **Appointment of Accountant**

Our accountants will remain as:

French Duncan LLP

Chartered Accountants

Macfarlane Gray House

Castlecraig Business Park

Springbank Road

Stirling

FK7 7WT

1. **Nomination of Directors**

Reachout is a company limited by guarantee and is constituted by its memorandum and articles of association. Reachout’s current Board of Directors must step down annually to be re-instated/nominated. Nomination forms must be accompanied by a completed Director Application form. Personal statements are displayed on Reachout’s noticeboard for 1-2 weeks prior to the election of the Board. Reachout encourages members to apply for the position of directors. The board consists of Chair, Vice Chair, Treasurer and Secretary, a minimum of 4 board members and may co-opt additional members to a maximum of 10.

Nominations have been received from current directors: Craig Machan and Mary Herriot-Dunlop. A new nomination has been received from Alice Matthews. Craig asked attendees if anyone had any comments to make about these nominations. No comments were made, therefore the Directors’ applications were approved.

Craig said that should anyone be interested in becoming a Director of Reachout should speak to him or Lesley for more details. Blank nomination forms and the Directors handbook are available in the studio. New directors can join at any point during the year, not just at the AGM.

1. **Any Other Business**

Anne Johnstone raised the subject of member feedback which had taken place during the week of 21st November 2019. A wide selection of workshops had been suggested, and it was mentioned that members’ meetings will take place to get views and feedback on the garden, and what Reachout means to our members. The subject of fundraising ideas was also discussed – Anne said that it was important for our members to volunteer and help out at fundraising events (the recent Morrisons bag pack had to be cancelled as we didn’t have enough volunteers). Members had suggested, however, that they would like a day trip organised with any money raised from fundraising efforts. Anne thanked all those who had contributed to the Christmas craft sale which had also helped to create community and team spirit.

Carly Speirs raised the subject of the Memorandum and Articles which Reachout is required to follow. Two changes were discussed (see below), these were proposed by Petra Weege and seconded by Janette Harris.

17. No membership subscription shall be payable.

To be changed to the following –

17. Membership subscription or membership fees shall be payable.

54. A director shall automatically vacate office if –

(g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office

To be changed to the following –

54. A director shall automatically vacate office if –

(g) he/she is absent (without permission of the directors) from more than two consecutive meetings of the directors, and the directors resolve to remove him/her from office

# **Proposed New Staffing Structure**

As part of the ongoing plans associated with new projects it is necessary that we look at grades, job descriptions and salaries. This is necessary when we complete new funding applications because funders need to understand how we operate and how money we are applying for relates to the current and future staff levels.

Part of the plan is to simplify whilst acknowledging we need to pay competitive salaries to attract new but also retain individuals.

Another reason we have undertaken the review is to provide the opportunity for individuals to advance but also that we can build in resilience, i.e., cover in the event of extended absence.

The recommendations are as follows.

1. We have five grades reflected as **Director**, **Senior Manager**, **Manager**, **Worker** and **Assistant**.
2. The **Assistant** grade is the **“Real Living Wage”** or slightly above.
3. Salaries will be set at the Grades and reviewed annually and subject to an increase in line with Public Sector pay awards but subject to current funding.
4. The title of the senior officer of Chief Executive is removed and replaced with the title Director or agreed variant.
5. No one is at the Senior Manager grade and the post is, with expansion, if there is a need to appoint at this level.
6. Job descriptions will be reviewed and updated to reflect the current and planned projects.
7. All positions will be subject to level of experience, training, qualifications or both.

For the current staff, the above grades are reflected below in the table.

|  |  |  |  |
| --- | --- | --- | --- |
| **GRADE** | **EXISTING JOB TITLES** | **REVISED JOB TITLE IF APPLICABLE** | **INITIAL POST HOLDER** |
| **Director** | Chief Executive | Director | Lesley Arthur |
| **Senior Manager** |  |  |  |
| **Manager** | Finance and Governance Manager  Studio Manager |  | Carly Speirs  Kirsten Mooney |
| **Worker** | Creative Activities Project Worker |  | Jen Bradley |
| **Assistant** | Arts Resource Worker  Studio Assistant | Arts Resource Project Assistant  Studio Assistant | Anne Johnstone  George Farrow-Hawkins |

With new projects we are planning may result in two new posts, Outreach Creative Activities Project Worker and Garden Project Coordinator which would be graded at “Worker” grade. Also please note the Studio Assistant role is currently funded short term.

# **Financial Report**

**For the Year Ending 31 March 2020**

The financial statements of the charity for the year ending 31 March 2020 were prepared in accordance with accounting policies and standards and have been independently examined by accountants French Duncan. Full financial statements can be accessed online.

**Results in overview**

During this year, overall income of the charity was £144k (2019: £125k) with a net surplus of £7k (2019: deficit £19k) made up of:

* Income from grants was £134k, £12k more than in 2018/19 – the majority of grant income was from Creative Scotland, PCF and Big Lottery
* Expenses decreased in the year, from £145k in 2018/19 to £137k in year ending March 2020. This was driven by a £12k decrease in staff costs in 2019/20 as a result of a high turnover of staff during 2019, offset in part by higher rent as a result of the move to Lime Tree House

Total reserves stand at £352k (2019: £345k) comprised of:

* £134k restricted and £218k unrestricted funds
* Balance of free reserves of £89k (unrestricted funds of £218k less fixed assets of £9k less designated fund of £120k)
* Designated fund of £120k to support Reachout staff costs and overheads for one year, if required

**Reserves Policy**

Based on projections for the financial year ahead, it was agreed during 2020 that funds would be realigned between the designated and general unrestricted funds, to allow for forward planning in the event of a closure of the organisation. The project details of both revised funds are below –

|  |  |
| --- | --- |
| **Designated Fund** |  |
| Redundancy & Closure of Operations | £32,660 |
| Social Enterprise Startup Costs | £28,000 |
| Match Funding for Big Lottery Grant | £90,000 (£30,000 for 3 years) |
| **Total** | **£150,660** |

|  |  |
| --- | --- |
| **General Unrestricted Fund** |  |
| Emergency & Equipment Failure | £5,000 |
| Workload Changes & Staff Cover | £15,000 |
| Short Term Trading | £39,000 (3 months’ costs) |
| **Total** | **£59,000** |

The Reachout Reserves Policy is available on request.

**Income**

The charity’s total income for the year was £144k (2018: £125k), an increase of £19k on the previous financial year. This was primarily due to a grant from Creative Scotland of £43k, and increased income generated in the year from workshops, venue hire and membership fees. These increases were offset in part by a PCF grant of £30k in 2019/20, compared to £61k in 2018/19.

Of the £144k income for 2019/20, 94% was generated by grants – other sources of income included workshop fees, membership subscriptions, venue hire and donations. £2,217 was received in donations through the year, including £155 from Clackmannanshire Business Awards, and £500 from Waitrose as part of the Community Matters initiative.

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| |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Income Received** |  | | |  | |  | | **Year Ending March 2020** | | | **Year Ending March 2019** | | Big Lottery – Improving Lives | | | 61,487 | | 58,293 | | Creative Scotland | | | 42,823 | |  | | People & Communities Fund | | | 30,000 | | 61,000 | | Various Small Grants | | | 400 | | 3,396 | |  | | | **134,710** | | **122,689** | |  | | |  | |  | | Other Income | | | 9,280 | | 3,021 | | Total | | | **143,990** | | **125,710** | |

In the current financial year, 2020/21, grants have been awarded from the following –

Awards for All £10,000

NHS Health Promotion £500

CTSi Restart £300

Community Jobs Scotland £5,000

Clacks Business Support £10,000

William Syson Foundation £5,000

Big Lottery £215,179

**TOTAL £245,979**

**Expenditure**

Total resources spent was £137k (2019: £144k). This was a decrease of 5% (£7k) compared to the previous financial year. The majority of cost lines have remained at similar levels year on year, however salary costs decreased, reflecting the high staff turnover in 2019. This decrease was offset by an increase in rent as a result of the move to Lime Tree House. For a detailed breakdown of expenses, please refer to the annual accounts.

**Financial Position as at 31 March 2020**

The balance sheet shows total funds of £352k.

Full details of the reserve funds can be found in the financial accounts together with an analysis of movements in the year.

Please refer to the audited annual report for further details and breakdown of financials.

# **Nominations to Reachout Board of Directors 2021-22**

* Craig Machan
* Alice Matthews
* Graeme Samson
* Janne Parkinson

Full Director Application statements are available to view on request.

# **Director Nomination Form**

**REACHOUT WITH ARTS IN MIND 2021**

**Nomination for Election to Board of Director**

**The Structure of the Organisation**

Reachout is a company limited by guarantee and is constituted by its memo & articles. Reachout current board of Directors must step down annually to be re-instated/ nominated.

Nomination forms must be accompanied by a completed Director Application form.

Nominations to the board are read out at our AGM. Personal Statements are usually displayed in Reachout studio for approx 2 weeks prior to election of Reachout Board. This year statements can be viewed on Reachout website and via our member newsletter.

The board consists of Chair, Vice Chair, Treasurer, Secretary to a minimum of 3 board members and may co-opt additional members to a max of 10. The Directors delegate responsibility for the day to day operation and management to the Chief Executive Officer.

**Qualities and Experience you will have:**

As a Director you will be able to offer our organisation experience and expertise in one or more of the following areas of work:

* Creative Arts
* Good Governance
* Mental Health Awareness
* Finance
* Business Planning
* Campaign / Marketing
* Human Resources

We are keen to find dedicated individuals, who are willing to give the necessary time and effort to contribute to strategic planning, take part in events and support excellence in learning, development, delivery and training.

*Please complete and return the attached form to Reachout office or email to Carly at financialofficer@reachoutwithartsinmind.org.uk if you are interested in being nominated as a Director for Reachout at our forthcoming Annual General Meeting.*

**Reachout Director Form to be completed with Director Application Form**

**Person Nominated**

**Name:**

**Address:**

**Post code:**

**Signature:**

**Date:**

**Proposed By:**

**Name:**

**Address:**

**Postcode:**

**I am a member of Reachout with Arts in Mind**

**Signature: …………………………………………………………………………. Date: …………………………………….**

Please state what skills/experience you can bring to Reachout and why you want to be considered as a Reachout Director?

**SKILL Please Tick**

|  |  |  |  |
| --- | --- | --- | --- |
| Creative Arts |  | Campaign/marketing |  |
| Mental Health Awareness |  | Human Resources |  |
| Good Governance |  | Strategic Planning |  |
| Finance |  | Events & Support |  |
| Business Planning |  | Delivery & training |  |
| Other/Please state |  |  |  |

Print Name:………………………………….......................................

Signed.................by email.....................................................

Date:......................................................................................

**Please email to** [**financialofficer@reachoutwithartsinmind.org.uk**](mailto:financialofficer@reachoutwithartsinmind.org.uk) **or return to Reachout Office, Unit 27, Lime Tree House, North Castle Street, Alloa, FK10 1EX. Thank you**

**Please contact us if you would like to complete a Director’s Application form at the details above.**



**Unit 28 Lime Tree House, North Castle Street Alloa FK10 1EX**

**27th ANNUAL GENERAL MEETING**

**Friday 5th February**

**Held via zoom**

**10am - 12noon**

# **5th February 2020 AGM AGENDA**

1. **Chairpersons Welcome & Introduction**
2. **Present & Apologies**
3. **Previous Notes of A.G.M held on 17th Dec 2019**
4. **Matters Arising**
5. **Treasurers Report**
6. **Membership Fees**
7. **Social Enterprise**
8. **Reachout Restructure**
9. **Appointment of Accountant**
10. **Nomination of Directors**
11. **Any Other Business**

# **Members Feedback Poll**

If you are a Reachout member, and haven’t yet completed our Annual General Meeting Questionnaire (this was posted out along with latest newsletter) you can complete it by following this link:

<https://forms.office.com/Pages/ResponsePage.aspx?id=IFyQ90fiU0-MGl8rsfYq5O3K_hod1XBFhrxGd_xaXBJUMjVUWFZBTFlaVFY1SlJGVk84VDdCU1pLSi4u>

It should only take a few minutes and we really appreciate your feedback. Thank you!