

**MINUTES OF THE MEETING OF THE TRUSTEES OF WLHB
HELD ON FRIDAY 5th APRIL AT:
GIRLGUIDING HQ, 17-19 BUCKINGHAM PALACE ROAD, SW1**

WELCOME AND INTRODUCTION

Present:

Jane Ross (JR)
Kim Davies (KD)
Sally Floyd (SF)
Heather Jordan (HJ)
Dan Robinson (DR)
Christine Underhill (CU)

In Attendance:

Janet Tate (JT)
Margaret Peggie (MP)
Karen Monaghan (KM)

Introductions of Trustees and the Management team were made and a welcome was extended to the new Clerk.

1. APOLOGIES FOR ABSENCE

- 1.1. Apologies were received from Innes Milne. (IM)

2. APPOINTMENT OF TRUSTEES

- 2.1. Innes Milne was confirmed in her appointment as a Trustee.
2.2. The Trustees discussed the number of teacher and non-teacher Trustees, noting that more non-teacher Trustees are required to address the imbalance. Bob Jones was proposed and seconded. He would need to be co-opted until the AGM.

ACTIONS: MP to speak to Bob Jones.

KM to contact Alison Howard (AH) regarding Clerk's handover documents, including induction information for IM.

3. APPOINTMENT OF NEW CLERK AND COMPANY SECRETARY

- 3.1. KM was welcomed as the new Clerk to the Trustees/Company Secretary and gave a brief overview of her background. The Trustees and attendees reciprocated.

ACTIONS: KM to forward draft contract to DR for signature.

4. DECLARATIONS OF CONFLICT OF INTEREST

- 4.1. None noted.

5. MINUTES OF MEETING HELD ON 11 JANUARY 2019

- 5.1. Previously circulated. For approval and signature. The teacher Trustees were to meet to discuss comments on the previous minutes but unfortunately have not yet had the opportunity.

ACTIONS: Trustees to send their collective comments to KM for circulation and agreement prior to the next meeting, ready for signature on Friday 3rd May.

6. MATTERS ARISING FROM THE MINUTES

- 6.1. Appointment of the Vice Chair. Following the Trustees discussion on Item 7, SF was proposed as temporary Vice chair, and this was seconded and accepted.
- 6.2. EMD apportionment charge – carried over as time did not allow discussion.
- 6.3. AGM minutes. No comments received.

7. LETTER DATED 22 MARCH 2019 TO THE TRUSTEES

- 7.1. All attendees agreed that before addressing any other items on the agenda, a mutually respectful way of communicating clearly must be set in place.
- 7.2. Therefore the majority of the meeting was taken up with discussion on the recent issues and disagreements experienced by both the MT and the Trustee Board when communicating with each other. It is clear that individual members of both teams have felt that their thoughts on the strategic direction, Articles of Association and structure of both the charity and FLEXercise have often been in disagreement with those of their colleagues, or perhaps not addressed fully.
- 7.3. There was also discussion around the feeling towards the Trustees from the teacher community, whereby they have the perception that their commitment and input in delivering the aims of the organisation have not been acknowledged. While it is not possible to quantify or qualify all of these opinions, the Trustees accepted that they needed to acknowledge and address these concerns.
- 7.4. The Trustees agreed that their role is to work with the MT to be accountable for their strategy and management of the organisation. All agreed that the MT were responsible for drawing up a strategy and reviewing the current structure of the organisation. The MT would then present this to the Trustees for consideration in line with the Articles of Association to ensure the charitable objectives were being met, or to look at submitting a request to the Charity Commission to amend these if and when appropriate.
- 7.5. The Trustees agreed that they needed to present a united, consistent message to FLEXercise. The eventual outcome was that JR chose to resign as Chair of Trustees, but will remain on the board of Trustees.
- 7.6. DR was proposed as temporary Chair of Trustees, this was seconded and agreed.

ACTIONS: DR, SF and MP to draw up a statement for FLEXercise and EMD to inform them of changes to the Trustee Board.

8. FINANCIAL REPORT ON 2018/19

- 8.1. This item was reviewed and agreed as satisfactory.

9. BUDGETS 2019/20

- 9.1. The Trustees agreed that the consultants would be renewed on a 4 month contract to include the increase proposed in the budget. This would allow the Trustees to consider proposals put forward by the MT/LTA. It was confirmed and noted by the Trustees that the current contracts used for the consultants were legal for the requirements of the organisation.

ACTIONS: The MT to review consultant fees and to make a proposal on an appropriate scale to be presented to the Trustee board.

10. 2020 EVENT

- 10.1. The approval was noted by the Trustees.

11. NORTH WEST TRAINING PROJECT

- 11.1. Report noted. No further update received.

12. GOVERNANCE MATTERS

- 12.1. Trustees noted that most of the matters received under this item would be affected by future decisions on the way forward and so would be put on one side for the time being. In particular the Trustees noted receipt of the proposal received from Rosemary/Paul Barber and acknowledged the contents. The proposal will be addressed within the coming months by the Trustee Board.

ACTIONS:

1. KM to respond to the proposers and advise what the Trustees next steps are.
2. The possible structure of the organisation will follow from the future strategy which will be discussed at the next meeting. It is acknowledged that some work has already been prepared on these areas. This will then be proposed to the Trustees.
3. JR to introduce Ross Perriam from EMD to KM and DR in order for them to strike up communication and gain an understanding of the relationship between EMD and WLHB.
4. HJ and SF to draw up a membership questionnaire for teachers by Friday 12th April. To be circulated to the Trustees for agreement and presented at the Torquay event.
5. MP and Janice Gronow (JG) to brief teachers at the Torquay event on the latest developments resulting from today's meeting.
6. DR to prepare a statement on the outcome of the Trustees discussions relating to the communication issues, and circulate to the rest of the Trustees for thoughts. Once agreed, AH to circulate to all.
7. Trustees and MT to attend an extraordinary meeting on Friday 3rd May to develop discussion on the Strategic Review. KM to arrange booking the venue.
8. MP to lead on inviting consultants and liaise with JT, SF and HJ on distributing the current proposals.

13. REPORTS

- 13.1. Noted.

14. CORRESPONDENCE TO CHAIR

- 14.1. Noted.

15. ANY OTHER BUSINESS

- 15.1. Noted.
- 15.2. KD offered thanks on behalf of the Trustees for JR's work as Chair and for DR's direction during today's meeting, which was seconded by all.

16. DATES OF FUTURE MEETINGS

- 16.1. KM has details of a free meeting venue near Cannon Street. DR agreed to pursue this for future meetings from June.
- 16.2. Future meetings noted:

Friday 3rd May: Extraordinary meeting. Girlguiding Headquarters, 17-19 Buckingham Palace Road, London, SW1W 0PT

Friday 28 June: TPP Ltd, 4th Floor, Sherbourne House, 119 – 121 Cannon Street, London, EC4N 5AT

Friday 20th September: TPP Ltd, 4th Floor, Sherbourne House, 119 – 121 Cannon Street, London, EC4N 5AT

Saturday 2nd November: AGM