

Arthur Hill – Save Our Swimming Community Interest Company

Minutes of the meeting of the Board of Directors First meeting, 15 February 2017

Present: Chris Beales (Chair), Peter Burt (minutes), Stewart Johnston, Marjan Kuyken, Phil Vaughan.
Apologies: Sarah Gardner, Nicola Gordelier, Marlon Minty.
In attendance: Tom Lake, Gerard Stewart.

1. Appointment of Chair

It was agreed that meetings would be chaired by Directors on a rotating basis. Directors who do not wish to chair a meeting need not do so. This arrangement will be reviewed after one complete rotation of Directors.

It was agreed that company members and Arthur Hill working group members who wished to attend meetings would be welcome to do so. If necessary meetings of the Board of Directors and the Arthur Hill working group could take place on the same occasion, but separate agendas should be prepared for each meeting.

All Directors and working group members should sign a declaration of confidentiality in accordance with the draft confidentiality and data protection policy.

2. Conflicts of interest (standing agenda item)

Conflicts of interest which related to any item of business on a meeting agenda should be declared at the beginning of each meeting. No conflicts of interest were declared in relation to the agenda for this meeting.

In accordance with the draft conflicts of interest policy, Directors were asked to provide a declaration of interest for the company records. Declarations of interest are to be reviewed annually. The Company Secretary should be advised of any new interests which emerge over the course of the year.

3. Health and safety (standing agenda item)

It was agreed that any accidents that may have happened should be reported to the Board at each meeting to ensure that remedial action has been taken and lessons learnt.

A risk register will be prepared in due course as part of the process of preparing a business plan for the company.

Peter Burt has agreed to take on the role of Director responsible for health and safety arrangements, and Stewart Johnston has agreed to act as a health and safety officer for the company. Directors were reminded that they are all responsible for ensuring that the company complies with health and safety legislation.

The Company Secretary was asked to report on insurance arrangements at the next meeting. At the current time the company is operating at a minimum level and has no insurance.

All Directors were advised to take forthcoming opportunities to participate in training on health and safety matters (next available course organised by Reading Voluntary Action on Thursday 23 February).

4. Safeguarding (standing agenda item)

Marlon Minty has agreed to take on the role of Director responsible for safeguarding matters.

Directors were advised to take forthcoming opportunities to participate in training on safeguarding (next available course organised by Reading Voluntary Action on 8 June).

5. Company policies

Draft company policies on the following areas were presented:

- Health and Safety
- Safeguarding
- Equal Opportunities
- Corporate Social Responsibility
- Conflicts of Interest
- Financial procedures and delegated decisions (interim) (including expenses and Directors remuneration).
- Volunteers
- Employment
- Confidentiality and data protection.

It was agreed that all the policies should be adopted and that they should be published on the company website.

It was agreed that these policies would be subject to review by no later than January 2018. A working group comprising of Marjan and Peter, with others to be co-opted as necessary, is to review and improve policy on an ongoing basis over the year ahead.

Specific points to be addressed in due course by the review group:

- Ensure that contractors are briefed on and comply with standards on health and safety.
- Ensure that equal opportunities policies addresses access issues in relation to the limitations of the building.
- Likewise, ensure that corporate social responsibility policies reflect any constraints imposed by the age of the pool and the time available to do any work.
- Ensure that data protection policies have considered the need for encryption of personal data and the need to keep paper copies under lock and key.

In due course a range of policies relating to employment would need to be adopted. Stewart advised that the Warehouse Centre could help with this.

6. Bank account

The following resolution was adopted:

The Directors agreed to open a Community Current account with Metro Bank in the name of Arthur Hill – Save Our Swimming CIC.

The key officials are:

Chair – Chris Beales (15 February 2017)

Company Secretary – Peter Burt

Treasurer – Peter Burt

Signatories to the account will be:

Peter Burt

Chris Beales

Nicola Gordelier

Marjan Kuyen

Signing rules will be:

For any sum up to and including five thousand pounds (£5000): two signatures required.

For any sum above five thousand pounds (£5000): three signatures required.

Stewart advised that cash could be kept in the safe at the Warehouse Centre.

7. Financial report (standing agenda item)

The accounts for the year 2016 for the non-incorporated organisation which eventually became Arthur Hill – Save Our Swimming CIC were approved.

Peter declared that Duncan Barnet, who had examined the accounts independently, was a business acquaintance of his. Marjan advised that Charlie Chan might be willing to look over future accounts as an Independent Examiner.

8. Directors training

Chris agreed to set up a training calendar on the company's Trello project plan, and Directors were advised to sign up to the Reading Voluntary Action Trustee Network to be kept informed of training opportunities and developments in good governance.

9. Community Right to Challenge Bid

It was agreed that a Community Right to Challenge Bid to operate Arthur Hill Pool would be submitted by the company to Reading Borough Council, as far as was possible within the Council's requested deadline.

10. Company Secretary's report (standing item)

The Company Secretary reported that the company had been registered for corporation tax with HM Revenue and Customs and as a data holder with the Information Commissioner's Office.

The company had become a member of Reading Voluntary Action. It was agreed that the company would seek accreditation for its governance arrangements under RVA's 'Safe and Sound' scheme.

It was agreed that the Company Secretary would prepare a brief Director induction pack to inform potential new Directors of their responsibilities.

Our first return to Companies House is due in September 2018. The Company Secretary was asked to clarify requirements for submission of a 'Confirmation Statement' to Companies House. [Post meeting note: annual returns are now called confirmation statements by Companies House, so we do not have to submit one until 2018].

11. Complaints (standing item)

The draft complaints procedure was presented and adopted.

A critical article had appeared on the GetReading website in relation to the fact that Reading Borough Council was required to spend money on maintaining Arthur Hill Pool even though the pool is no longer in public use. It was agreed that the company would make no response to this, but individuals could comment on the article if they wished.

12. Members annual general meeting, 2 March 2017

It was agreed that a members meeting would be organised on 2 March 2017. A working group has been set up to organise this. Formal business to be conducted at the meeting should include:

- Explanation of the role of members
- Presentation of accounts
- Appointment of new Directors – Gerard agreed to join the Board as a Director.
- Update on Community Right to Challenge bid.

13. Any other business

Volunteers:

The advertisement for volunteers to assist with company work had attracted a number of applicants. Gerard, Phil, and Marjan agreed to help with informal interviews. Everyone was asked to flag up tasks that could be undertaken by volunteers.

14. Date of next meeting

It was agreed that the next meeting would take place on Wednesday 12 April, subject to the date being convenient to Directors who had been unable to attend this meeting.

The next Arthur Hill working group meeting will take place on Wednesday 22 February – Peter to confirm whether Nikki is able to host the meeting.