

# MINUTES OF BOARD MEETING



**Meeting Title** OutdoorLads Board Meeting  
**Location:** Online  
**Date and Time** Monday 24<sup>th</sup> October 2022 6.30pm

## Attendees

DMH Danny McKeown-Henshall (Vice-Chair)

SA Steven Allan

SH Simon Hawthorn

DB Dave Banks

FB Fergus Brunning

JP Joey Payne

EG Emma Green

RO Richard Overton

WLA William Llorel-Antoine

CK Chris Keivit

LR Liam Russell (secretary/ staff)

YGR Yvonne Goldsmith-Rybka (staff)

## 22/29 Welcome & Apologies

Danny McKeown-Henshall chaired this meeting and there were no apologies as all trustees were in attendance.

## 22/30 Approval of Previous Meeting Notes, Actions & Matters Arising

LR to confirm with Clwb Rygbi Nant Conwy the status of BIG Spring Camp 2023. **LR**

Quarterly and monthly membership payments still to be investigated and budgeted for. **All**

## 22/31 Declarations of Conflict of Interest

There were no other conflicts of interest to declare aside from those regular, LR asked trustees for any declaration forms back that have not been completed yet. **All**

## 22/32 Election of Chair, Vice Chair & Treasurer

DMH had previously emailed all trustees the process of the elections, and after their short intros the following were elected:

Treasurer: Dave Banks (all in favour)

Chair: William Llorel-Antoine (all in favour)

There were two trustees that put themselves forward for Vice Chair – Emma Green and Simon Hawthorn, who were asked to leave the meeting for voting. There were 4 votes for EG, 3 votes to SH and 1 abstaining (the candidates cannot vote hence why only 8 votes accounted for here.)

Emma Green was voted in as Vice Chair – both trustees re-joined the meeting.

Secretary: Liam Russell was re-standing for this position with all in favour.

## **22/33 Nomination of Bank Account Signatories**

There is a need for new signatories on bank accounts, DB was suggested as the new Treasurer, and WLA as Chair. Both need to be readily available to authorise payments when necessary. All in agreement that they, along with Liam Russell, be the new signatories on savings accounts with Aldermore, Nationwide, and Monmouthshire Building Society, as well as our Virgin Money current account.

**LR**

All previous signatories need removing (except LR)

LR read the declaration that is required by Virgin Money for the board to agree when appointing new signatories / corporate administrators, and to which the board unanimously agreed, as follows:

“We confirm that a meeting has taken place where the Trustees passed the following resolution and that this Resolution has been recorded in the minute book.

It was resolved that the Bank (Virgin Money) be appointed as bankers for the Business and that a bank account or accounts be opened and further accounts opened as we may request from time to time, in the name of the Business with the Bank. We acknowledge that the account(s) shall be subject to the relevant Terms and Conditions published by the Bank, and we agree to be bound by these Terms and Conditions.

In all cases:

I/we confirm that the Bank is authorised to:

Honour and comply with all cheques drawn by the Business or on the Business' behalf and debit such cheques to the account(s);

(ii) Honour and comply with all instructions for withdrawal from the account (s) (however made);

(iii) Honour all transactions effected by the use of cards issued to the Business or their representative(s) (insofar as debits to any type of account(s) may be authorised by these means);

Even where the honouring of such cheques, instructions or transactions by the Bank should have the effect of creating or increasing, an overdraft on the said account(s) from time to time;

I/we acknowledge that any such overdraft and all interest charges or expenses payable in respect of the account(s), shall be the

responsibility of the Business, except where the Business is a partnership, trust, unincorporated association or pension trust. If the Business is a partnership, trust, unincorporated association or pension trust, each partner, trustee and each member of the unincorporated association shall be jointly and severally liable for any such overdraft and all interest charges or expenses payable in respect of the account(s), and each partner, trustee and each member of the unincorporated association agrees that the joint and several liability in respect of the Business account(s) shall not cease until that partner, trustee or member has received the written consent of the Bank to such liability ceasing. In the case of a pension trust only, in the absence of fraud or negligence on the part of the trustees, the liability of the trustees shall not be personal and shall be limited to the extent of the assets of the pension scheme;

(iv) Collect for credit to the account(s), all instruments endorsed on behalf of the Business; provided such cheques, instructions or endorsements are signed, made or endorsed by my/our Authorised Signatories specified in Section B of this Business Customer Mandate and in accordance with the signing instruction detailed in Section B overleaf

(v) Act on any other instructions the Bank receive in accordance with the terms and conditions applicable to the account(s), including, if relevant, instructions received by email;

(vi) Accept and comply with all instructions to add or remove Authorised Signatories that are given in accordance with the signing instruction detailed in Section B overleaf;

(vii) Process personal data of each of any Authorised Signatories, directors, company secretary, shareholders, partners, members, committee members, trustees, controllers, beneficial owners in the manner set out in the 'How We Use Your Personal Information' statement contained within the Bank's Privacy Notice. I/We confirm that all individuals whose information has been provided within this mandate have been notified that their information will be used for such searches and checks as set out in the Privacy Notice and that they have read the statement and been made aware that this is available to view on the Bank's website and in the copy provided by the Bank;

(viii) Undertake any searches and checks as necessary to validate identities and addresses of Authorised Signatories, directors, company secretary, shareholders, partners, members, committee members, trustees, Controllers, Beneficial owners (as applicable);

(ix) Search the records of one or more licensed credit reference agencies to obtain information on the Business and on any of the individuals identified in clause (viii) above in order to assess: (i) any application that the Business may make for credit products, (ii) any request by the Business for an increase to any existing credit product (iii) the suitability of the Business for, or to provide it with, credit products and services;

(x) Accept registration of the Business's account(s) under the Bank's Telephone and/or Internet Banking service(s);

It must be understood that any financial transactions undertaken will be on the sole authority of the person using the Telephone and/or Internet Banking service(s), notwithstanding the signing authority contained in this mandate.

I/we confirm that prior to using the Telephone Banking service I/we will be required to read and accept the terms and conditions for that service issued with the Welcome Pack.

I/we confirm that if I/we use the Internet Banking service, I/we will be required to read the appropriate terms and conditions on-line.”

## **22/34 Financial Update**

Dave Banks showed the quarterly summary reports showing membership totals are slightly down on last quarter but still quite constant. Members that joined in the last year are actually the biggest group leaving us. Not as many members as had been anticipated left after the AGM.

Paid events are generally proving successful but most income is generated from the BIG Events with a slight drop off on other paid events.

Income & Expenditure is currently showing a YTD loss of £33k. WE need to review how VAT reporting and expenses are accounted for and there are corrections to be made following advice from John Toon (Accountant)

Less money than anticipated is currently being invested in training and this is being looked at in future budget allocations.

LR Board Report – paid events are selling well with only two main hostels not yet sold out, Xmas programme is now pretty much full and 2023 events are now going live. LR working with regional co-ordinators to agree 2023 hostels and camps programme.

Halloween 2023 needs confirming as YHA Ironbridge we used for this year has a smaller capacity.

## **22/35 EGM Update**

A response has been sent to the member requested an EGM and notifying him that 147 full members are required to have requested such. We await to hear a response in due course.

## **22/36 OPS Meeting Update**

Emma Green summarised – LR and EG are overseeing the regional co-ordinators whilst there is no dedicated trustee in this role. LR is liaising with them on the new expenses policy which is being drafted for review by the board. **LR**

Need to also look at the Leader Application database and have a cleanse of this process also. Office staff are working with RC's on this. **LR**

With the cost of living crisis and rising inflation can our membership price be put on hold or even decreased? SH looking into options. **SH**

Former trustee Neil Sharpe had put forward some fundraising ideas including use of the ebay charity scheme, which was agreed.

## **22/37 Vision, Mission, Values Update**

RO said there is little further update here until the new board is fully in place. At the face to face in November next steps to discuss will include planning more engagement sessions with members and leaders in order to get things right.

A full audit needs to take place in order to cost the rebrand of branded merchandise.

EG stressed that timing is key.

All in agreement that there is still confusion on our evolution and what we may look like in the future, therefore a member update needs to happen clarifying our position – a video with supporting text to be put together emphasising our future is in the hands of our members as to where we go from here. WLA asked that this be put on the agenda for November meeting as we can't finalise a complete strategy without more engagement.

**ALL**

Trustees to start thinking of other charities we can approach and look to other groups that have expanded similarly – there will be insurance issues to address for any joint events.

**ALL**

## **22/38 Any Other Business**

None

**The Meeting closed at 8.15pm**

### **Provisional Proposed Dates of 2022-23 Board Meetings**

5/6 Nov 2022 – Face to Face Board Meeting/Strategy Recoup

Dec 2022 – Teleconference

Feb 2023 – In Person (Manchester)

April 2023 – Teleconference

June 2023 – In Person (London)

August 2023 – Teleconference

September 2023 -AGM

#### **Actions**

BIG Spring Camp/ Halloween Venues LR

Quarterly/ Monthly Membership Payment Options and Price Membership ALL

Bank Account Signatories LR

New Expenses Policy LR

Leader Application Process LR

Member Update Video & Text ALL