



## Board of Trustees Meeting

**WEDNESDAY 10 JANUARY 2024 10AM**  
**Office, 15a Clifford Street**

### **MINUTES**

#### **1. Welcome and apologies for absence**

##### **1.1 Present:**

Chair	David Maughan Brown (DMB)
Secretary	Karen Sawyer (KSa)
Treasurer	Kathryn Surtees (KSu)
Equipment Manager	Quinn Smith (QS)
Groups Coordinator	Samantha Triggs (ST)
Membership Secretary	Brian Parkin (BP)
Asst Membership Sect	Mo Sandland (MS)
Talks Secretary	Liz Swinbank (LS)

Minutes Michael Wajdner

#### **2. Confirmation of approval of previous meeting**

The minutes and actions of the November 2023 Trustees meeting were confirmed as approved.

#### **3. Board of Trustee Actions not on the agenda**

See separate Action List.

### **STANDING AGENDA ITEMS**

#### **4. Chair's Report**

- 4.1. Meetings with the Friends regarding the renewal of our lease have been productive, both sides agreeing in principle to a new 10-year lease to begin when the current one ends in 2025. Particular details on the practical level are to be fleshed out in due course.
- 4.2. DMB announced that this would effectively be his last Trustee meeting as he will be away from York in March and stands down as Chair after the AGM.
- 4.3. A word of appreciation was expressed for the papers drawn up by KSa and KSu in pursuit of compliance within corporate legislation.

#### **5. Feedback from the Operational Team**

- 5.1. The new season of Saturday Talks was discussed, Saturday 13 January being the first where payments for Zoom will be available and monitored.

5.2. Paper copies of the NewsMail and their associated costs against take-up were discussed. A suggestion from that the Editors, Sue & Nick Thompson (S&NT), that they could print copies in the Office was made. It was agreed that a few copies should be made for proof checking before approving this.

**ACTION:** S&NT to produce a few draft copies for approval before proceeding further.

5.3. Use of Google Docs. It is anticipated that Shirley Saunders will oversee training and use of the Google drive.

5.4. The Beacon Demo 22 details had been shared.

5.5. It was suggested that the New Members Handbook be introduced

**ACTION:** MS to lead the development of a New Members Handbook once the focus group presents its findings.

5.5. Cash collections and financial recording. See Item 16.2.1, risks.

5.6. Public Relations. There was a discussion about the development of a strategy for public relations. It was agreed that the Board of Trustees would lead on this once the Communications Team were in post.

## 6. Finance

### 6.1. Financial Position

6.1.1. Budgets are on course for an adverse of £4k, not the £9k initially forecast. Greater than expected monies from Riviera Travel being the main reason; up from an anticipated £800 to £3,500.

6.1.2. There has been no expenditure from the Publicity budget; it is anticipated that this would commence when the new Communications team was in place.

6.1.3. Course and Training budgets are still available. ST will investigate appropriate opportunities.

### 6.2. FMH Lease

Terms for the new lease have been put forward by FMH. Rental had been offered at £24k for 2025 with annual increases to rise by inflation. A set term of 10 years would come with an 18 month notice of termination for both sides. It was proposed and **AGREED** that the offer should be accepted.

### 6.3. Membership Pricing

6.3.1. It was proposed and **AGREED** that the membership fee should rise from £15 to £17.50 per annum, plus TAT magazine price where applicable.

6.3.2. It was proposed and **AGREED** that room rental costs for the u3a Centre should increase from £2 to £2.50 per person per session. This would be effective from the new financial year (1 August 2024).

6.3.3. It was proposed and **AGREED** that the current “special” offer of £5 for a 3-month introductory membership should be replaced with an offer for new members to join in May for £17.50 and have 15 months for the price of 12.

#### 6.4. Refreshment Costs

It was proposed and **AGREED** that volunteers should not be expected to pay for refreshments when on York u3a duties. Cost to be borne by York u3a.

#### 6.5. Financial Policies

6.5.1. Reserves Policy: a document, that demonstrates an awareness of responsibility by the Trustees for the maintenance of essential services and the reserves required should York u3a fail was presented for approval. It identifies the amount needed to cover the 18 months’ notice required by the lease agreement, along with the associated winding up costs and losses accrued by other factors. KSu recommends that £95k should be held in reserves; £36k for the lease, £8.5k for costs and £50k for losses. It was suggested that members should be appraised of these figures and reasons – especially considering the planned successive increase in membership fees. The policy was **APPROVED**.

6.5.2. Expenses Policy: a document to promote the concept that “no volunteer should be out of pocket” on York u3a business, was presented for approval. It will contain an expenses claim form. A question was raised about those who do not want to claim expenses. It was confirmed that they can donate the claimed expenses back to York u3a. The policy was **APPROVED**, effective from 1 January 2024.

6.5.3. Internal Financial Controls Policy: a document, to demonstrate financial control and probity throughout York u3a, was presented for approval. The policy was **APPROVED**.

### 7. **Governance**

#### 7.1. Scheme of Delegation.

An updated document had been circulated by KSa prior to the meeting. This now included a complete reference to the voting requirements for changes to the Constitution. The changes were **APPROVED**.

#### 7.2. Proposed Amendments to the Constitution.

7.2.1. With a view to making the Constitution reflect the new management structures, KSa took the meeting through the proposed changes. Re-ordered clauses, re-phrased or replaced passages were highlighted throughout.

7.2.2. Particular attention was given to the question of Officers and Trustees in Para 9 clause 2 and Para 9 clause 8, namely the minimum number of Officers, which

offices and maximum length of service. KSa explained that the Third Age Trust had agreed a change to the Officer roles and she proposed that we reflect that in the York u3a Constitution to enable more flexibility when recruiting. Proposal (i) for the Officers, and (ii) that they be Chair, Treasurer and one other be adopted. The proposal was **AGREED**

7.2.3. The following proposals were also considered and agreed

Para 8.1 clause 4a:

- “Annual membership of other fees are unpaid for 8 weeks after the due date” to be removed as this was covered under clause 3.

Para 9 clause 8:

- “No-one may hold any specific officer position or be an ordinary trustee for a continuous period in excess of 6 years without an interval of at least 1 year between the periods of service.” This clause has been removed by the u3a but it was agreed that this change would not be adopted.

Para 9.8 clause 1:

- “The trustees may delegate any of their powers or functions to a sub-committee of two or more trustees but the terms of any such delegation must be recorded in Terms of Reference which must be approved by the Board of Trustees. Approval must be recorded in the Board of Trustees meeting minutes. Such a sub-committee may have additional members who are also not trustees.” This clause has been altered to reflect that terms of delegation are not recorded in the minutes but in Terms of Reference.

Para 9.8 clause 2:

- A paragraph to reflect changes to the governance and operating structure has been added. “The trustees may also delegate operational functions to an operational team. The terms of any such delegation must be recorded in the Scheme of Delegation which must be approved by the Board of Trustees. Approval must be recorded in the Board of Trustees meeting minutes.

Para 10 clause 2(b):

- Clause 2(b) amended from one fiftieth to 2% for easier calculation.

7.2.4 A question was also raised about para 9.1, which outlines the working practice for the appointment of Trustees. KSa agreed to follow this up further.

7.3. AGM.

7.3.1. Plan update: all proceeding. All Trustees to stand for re-election apart from BP and DMB.

7.3.2. Proxy voting: a new Proxy Voting form was presented for approval. It was suggested that the proxy form should be amended to include the option to choose either Chair or another Member to cast the vote. The form was **APPROVED** subject to the suggested amendments being made.

7.3.3. Trustee Annual Report (TAR): the Charity Commission required submission was presented for approval. The TAR was **APPROVED**

#### 7.4. Policies.

7.4.1. Environmental Policy: a document which aims to recognize York u3a's commitment to minimising their environmental impact, along with a monitoring tool was presented for approval. The policy focuses on encouraging avoidance of waste. It was explained that the Travel Team had been asked to consider how they could introduce changes that supported the aims of the policy. They had agreed to consider these with a view to including these when the policy is next reviewed. The policy and monitoring tool were **APPROVED**.

#### 7.5. Role Descriptions

The following role descriptions, circulated prior to the meeting were approved:

- 7.5.1. Graphic Designer
- 7.5.2. Groups Administrator
- 7.5.3. Groups Coordinator
- 7.5.4. NewsMail Editor

### 8. **Future Strategy**

#### 8.1. Appointments Sub-committee

8.1.1. DMB informed the Board that the following appointments have been made;  
Shirley Saunders, IT project working  
Richard Platford, Publicity Manager  
Phil Walters, Web Administrator  
It was anticipated that an appointment to the Groups Administrator role would soon be made.

#### 8.2. Annual Health Check Focus Group See Action 64.

#### 8.3. Membership, Recruitment and Retention Strategy

This would be taken forward after the Focus Group had met.

#### 8.4. Branding Strategy

Deferred until the Communications Team are in place.

### 9. **Membership, Recruitment and Retention**

9.1. Report circulated showing that we now have 1640 members. Fees and suggestions covered at previously in Para 6.3.

## **10. Communications**

### **10.1. Communication Survey**

Following a survey (carried out in November 2023) a Pie chart was shared which broke down the results. 436 (30%) responses were received from the 1509 emails sent out. The Focus Group is to discuss the implications.

### **10.2. Website Query Form.**

A Pie chart was produced from queries submitted on the website form since April 2023. The breakdown showed that 73 enquiries had been submitted over a nine-month period. Most of these were related to the Interest Groups.

## **11. Interest Groups (ST)**

### **11.1. Groups Update**

The Groups report, which provides details and statistics, was received.

### **11.2. Walking Groups vlogs**

The summer u3a Festival 24 will use videos to promote activities available to prospective members. It was suggested that Video Logs (vlogs) of walks undertaken by u3a York walking groups should be encouraged and available on the website.

**ACTION:** BP to discuss with the Operational Team.

## **12. Events & Volunteering (LS)**

### **12.1. Saturday Talks**

The Saturday Talks report was received.

### **12.2. Saturday Socials**

Nothing to report currently.

## **13. Equipment and Technology**

13.1. An application for charity status rates for the use of Microsoft applications has been initiated, however an issue had arisen around which email address is registered with the Charity Commission. KSa confirmed the Secretary email address is registered with the Charity Commission and she would send a confirmation email to this effect.

**ACTION:** KSa to email to Microsoft Non-Profit.

## **14. National and Regional Updates**

Nothing to report.

## 15. Third Party Promotions and Advertising Requests

No request received.

## 16. Risk

### 16.1. Risk Register.

The Risk Register had been shared prior to the meeting. Each area of risk is assessed on likelihood and severity. KSa asked the Board of Trustees to review the risks identified and confirm their agreement. KSa also asked that any additional controls to mitigate the risks were known by members of the Board they should inform her so the risks could be updated. It was acknowledged that, following the sign off of the lease, approval of policies, and their implementation, many of the risks should reduce.

**ACTION:** Trustees to review the Risk Register and inform KSa of any amendments.

### 16.2. Risks identified during this meeting.

16.2.1. KSu stressed that all groups accounting needed to be brought in line with agreed financial controls, and said that Trustees have the support and mechanism to ensure compliance and would be held accountable if things went wrong.

**ACTION:** DMB & ST to meet the relevant Group Leaders to encourage compliance.

## ADDITIONAL AGENDA ITEMS

## 17. U3a Festival 24 (KS)

KSa informed the Board that planning is progressing well.

## 18. Any Other Business

### 18.1. Copyright

Following the recent case of a local u3a falling foul of copyright rules, York u3a is to highlight the matter to Operational Team members and Group Leaders. A copy of infringement guidelines has been posted in the office by the photocopier and the New Members Handbook will contain details as well.

18.2. Being, effectively, the last Board of Trustees meeting that DMB will chair after more than five years in the post, a word of thanks was extended for the leadership demonstrated throughout. The lockdown period having been a particular challenge.

## 19. Next Meeting:

Board of Trustees: Wednesday 13 March 2024 at 10am.

Operational Team: Wednesday 14 February 2024 at 10am

Board of Trustees Action Record  
Wednesday 10 January 2024

Meeting Date	Minutes Ref	Ref	Action	Responsibility	Progress Report	Date Completed
12/04/23	8	18	Activity Development Working Party:  BP to share the members survey with committee members, for comment prior to circulation.	BP	10/05/23 Ongoing, nothing further until STR returns 14/06/23 – Ongoing. Need input/feedback from SAT. 09/08/23 – Ongoing. BP and SAT to review what questions to put to membership. What do members want? Do we provide the right products? Also, use Open Day as a forum for feedback. 13/09/23 – No further meetings have been held. BP will arrange a meeting to take this forward. 11/10/23 – A draft survey has been shared however, the strategy on the frequency and content of surveys needs to be agreed. 08/11/23 – BP not at the meeting, no update. 10/01/24 – KSa suggested that the establishment of a Focus Group replaced this. It was AGREED that the action could be closed.	January 24
10/05/23	4.1 / 4.2	29	Lease and use of rooms:  To meet with the Friends and: 1) Review the policy on forward booking of u3a rooms 2) Discuss lease	DMB / RB	14/06/23 – Pending. Awaiting Friends to table this issue for discussion. DMB agreed to re-visit asap. 09/08/23 – The Friends have agreed to book rooms no longer than 2 weeks in advance. 09/08/23 – Ongoing. Positive meeting held with The Friends on 24/07. Waiting for feedback from the Friargate Business Group. 13/09/23 – A further meeting is planned for Monday 18 <sup>th</sup> September. 11/10/23 – Ongoing: positive meeting held with Friends; a 10 years lease renewal seems likely / affordable. 08/11/23 – Ongoing. Discussions still taking place. 14/01/24 – See agenda item 6.2	

**Board of Trustees Action Record**  
Wednesday 10 January 2024

Meeting Date	Minutes Ref	Ref	Action	Responsibility	Progress Report	Date Completed
14/06/23	7.3	39	Promotional Posters:  To print posters for notice boards in the office, placements in libraries and distribution at the Saturday Talks.	ND	09/08/23 – Ongoing. Task transferred from BP to ND. 13/09/23 – Ongoing. The method for how this can be done needs to be looked at i.e. do we have members covering a locality or all libraries etc. 11/10/23 – Ongoing. See Oct minutes for update. 08/11/23 – Ongoing. 10/01/24 - Closed Focus Group to take up branding	January 24
14/06/23	14	44	Google training:  To develop a presentation on how Committee members / Group Leaders can benefit from using Google docs / Google Drive.	BP	09/08/23 – Ongoing. 13/09/23 – Ongoing 11/10/23 – Ongoing 08/11/23 - Ongoing 10/01/24 – KSa, BP to meet Shirley Saunders (SS)	
09/08/23	11.2	49	Environmental strategy / policy:  KSa and KSu to set up a working group in order to initiate the task of developing an Environmental & Sustainability strategy / policy.	KSa	13/09/23 – Ongoing. 11/10/23 – Ongoing. See Oct minutes for update. 08/11/23 – Ongoing. See Nov minutes for update. 10/01/24 – Environmental Policy on the agenda (item 7.4.1) and approved.	January 24
09/08/23	12	52	Beacon:  BP to look at alternative membership systems, including that used by Sheffield u3a.	BP	13/09/23 – BP requested Committee members to consider the functionality requirements of a new system to help with identifying a new database. 11/10/23 – Ongoing. Information on alternative systems shared with committee members. BP seeking further input / feedback from committee members. 08/11/23 – BP not at the meeting, no update. 10/01/24 – BP to meet with SS	
13/09/23	7.1.5	56	Promotion of u3a Benefits:  ND to look at how to promote the benefits provided to members by the u3a.	ND RP	11/10/23 – Ongoing. See Oct report for update. 08/11/23 – No update. 10/01/24 – Richard Platford (PR Manager) to pick up this action.	

Board of Trustees Action Record  
Wednesday 10 January 2024

Meeting Date	Minutes Ref	Ref	Action	Responsibility	Progress Report	Date Completed
11/10/23	6.3	64	Annual Health Check  To send out an email asking whether they would be interested in becoming part of a Focus Group to address any actions arising out of the Annual Health Check.	BP	08/11/23 – BP not at the meeting. No update. 10/01/24 – Emails sent out and KSa / BP to set up a Focus Group. Over 30 members are interested in attending.	January 24
08/11/23	6.4	68	Group Accounting  Implement proposal for new Group Accounting process (KSu, STS)	KSu / STS	10/01/24 – Proposal approved	January 24
08/11/23	8.4	69	Membership Strategy  Set up a workshop to develop a Membership Recruitment and Retention Strategy	KSa	10/01/24 – This will follow on from the first meeting of the Focus Group where members will be asked to get involved.	
08/11/23	15.1	70	<b>Risk Register</b>  Implement a Risk Register	KSa	10/01/24 – Risk Register implemented and on the agenda (item 16.1)	January 24
10/01/24	5.2.	24.1	NewsMail  To produce a few draft self-printed copies for approval before proceeding further.	S&NT		
10/01/24	5.4.	24.2	New Members Handbook  MS to lead the development of a New Members Handbook once the focus group presents its findings.	MS		
10/01/24	11.2.	24.3	Walking Groups  Discuss the use of Vlogs with the Operational Team	BP		
10/01/24	13.1	24.4	Microsoft for Charities  Email Microsoft Non-Profit confirming Secretary email address	KSa		

Board of Trustees Action Record  
Wednesday 10 January 2024

Meeting Date	Minutes Ref	Ref	Action	Responsibility	Progress Report	Date Completed
10/01/24	16.1	24.5	Risk Register Trustees to review the Risk Register and inform KSa of any amendments.	Trustees		
10/01/24	16.2.2.	24.6	Groups Accounting To meet the relevant Group Leaders to encourage compliance.	DMB & ST		