

## Notes of the Annual Members' Meeting for FY 2017

Wednesday 23 May 2018, 7.30pm – 9pm INQUORATE MEETING: Notes for Information Only  
Old Music Hall, 106–108 Cowley Road, OX4 1JE

### 1: Attendance and apologies

Present: Elise Benjamin (Booking Co-ordinator), Venina Bland (newly co-opted committee), Ruthi Brandt, Julian Coates (committee), Frederik Ferner (chair), Tina Friedrich (committee), Kathrin Luddecke (company secretary, committee – retiring), Rune Lyngsoe (treasurer, committee), Sue Rowe, Annette Shaw.

In attendance: William Mankelow (stallholder – joined as a member after the meeting).

Apologies: Martha Crockatt (committee candidate), Hannah Fenton (committee – retiring), Ingrid Gaitet (committee – retiring), Rupert Griffin (committee – retiring), Jill Haas, Helen Hewlett, Ailsa Homfray, Dave Homfray (H&S Officer), Brian Levison (honorary committee member), Stuart Mabbutt, Ian Paxton (committee), Sue Pennington, Craig Simmons (honorary committee member).

The society has 123 members at present, so the quorum stands at 12 members. The meeting started slightly delayed at 7.54pm with introductions. No quorum was present at 7.30pm, the advertised starting time, nor was it reached within half an hour by 8pm.

ACTION: The formal Annual Members' Meeting will be adjourned to Wednesday week, in accordance with rule 4.12 in particular. Members to be notified of the new time and place by email.

It was noted that a new membership strategy to be discussed by new committee proposes a way of dealing with members who join but do not actively resign, so in a way artificially inflating numbers until that new strategy is discussed and agreed.

The chair, Frederik Ferner, took those present through the main reports by officers as not many were confident they would be able to make the meeting next week, so giving a chance to inform everyone now and give them a chance to have their say.

### 2: Minutes of the last Meeting

The [Minutes of the last Annual Members' Meeting](#) on 15 May 2017 were not considered.

### 3: Reports for the period 1 January 2017 – 31 December 2017

#### a) Chair's Report

Frederik gave the report, including:

- Overall steady business (stalls and customers)
- August markets outside only (school floor replacement)
- Committee met 8 times during 2017 (not always fully quorate)
- Treasurer changed mid-year: thanks to Hannah for her work until June, thanks to Rune for stepping up at short notice
- Finding Managers to oversee individual markets was (and is) challenging
- New leaflets designed (Shad), printed (Kat) and distributed (Jules, Elise and others)

## Notes of the Annual Members' Meeting for FY 2017

- Health & Safety Working Group, led by Dave and Jules, produced a H&S policy for the market – Jules explained this and how it all works; he noted the market was generally a safe place with just one minor accident and that stallholders have responsibilities too.

Frederik thanked the volunteer management committee, including special thanks to Kat and Ingrid who had confirmed they were stepping down.

Ruthi asked about reasons for the better performance of EOFCM compared to other community markets, e.g. Wolvercote (which closed down as a regular market and is now being held in the community pub). The environment was more challenging for markets and retail over all. It was felt we might be lucky in terms of our catchment area, so stallholders were still doing better at ours. We are a well-known market with some key stalls including SESI, bread, North Aston – which also cause queues. Leafletting was important too, in particular in a very transient area.

Marketing was discussed further, noting we had a marketing strategy but it needed someone to take a lead on making more of it happen. Venina stumbled across the market having done her shopping at the main supermarket on Cowley Road. Elise thought social media ads, esp. Facebook, worked very well in reaching people.

Will asked about what is done when the hall is full of queues and it can be unclear who's in which queues; it's about access to other stalls and also whether there are H&S issues. It was noted this had been an ongoing issue, including the narrow access between Habib and SESI – queues tend to be an issue more at the beginning of the market. Elise said e.g. moving North Aston outside had a negative impact on inside stallholders, so they were sited inside but close to the door for access reasons. Some people suggested using a numbering systems for stalls other than SESI, but this could also lead to confusion and may not be required for stalls with quicker processing times. We could e.g. ask SESI to put up a sign to say 'get a cuppa while waiting' and perhaps see if managers can also manage this more actively, depending on their other commitments.

**ACTION:** The issue of (maximum?) hall capacity is to be taken back to Dave Homfray and the H&S group which is to meet soon.

Annette asked about use of the front playground; Tina answered there was no clearly marked second exit so causing concerns about using it regularly. Jules asked some stallholders who felt customers are put off from going into the playground too. It is a big area which can look empty unless very full. For some stalls, being outside can cause problems – e.g. too hot or rain on produce.

### b) Booking Co-ordinator's Report

Elise Benjamin had taken on the role in November 2016 and gave a report about her first full year in post, focusing on promotion and special markets such as August and Christmas.

### c) Volunteer Co-ordinator Report

Kat Luddecke gave this report, with highlights including (details available):

## Notes of the Annual Members' Meeting for FY 2017

- 20 volunteers this year who between them filled 86 shifts of 1.5hrs each (total donated 129 hours of time, for free – would be around £1k on minimum wage!); this was more volunteers than the previous year and more like the years before
- the members of the management committee are also all volunteers who gave their time, worth around another £1k
- we are also indebted to others with different skills and interests who helped out – e.g. repairing equipment, H&S, leaflet design and distribution, membership admin as well as the volunteer co-ordinator itself etc., a big thank you to all
- The market managers continued to be paid (as freelancers) this year, as it had been very difficult to cover this with volunteers.

Kat would still like to pass this role on to a new person, as she had been doing it for some years.

### d) Membership Report

Kathrin Luddecke gave this report, having taken on membership administration from Helen Hewlett last year, with highlights including:

- At end of 2016, we had 54 members who had paid the annual sub that year, though 99 who had joined since the society was set up in 2013 (exc. those who joined and resigned)
- Members ceased during 2017 – 3 (plus 2 before)
- Members 2017 annual subs paid (inc. after lapse) – 40 renewals
- Members admitted during 2017 (new) – 22
- Members at end of year (2017 subs paid) – 62; all (with share capital) – 116.

For 2017, a basic membership strategy remained in place, kindly drafted by Helen Hewlett. One membership social with the market committee had been organised, with an open invitation to join them at an East Oxford pub. This was partially in response to the suggestion of membership consultations made at the last AMM. Otherwise the committee had not found time and not had capacity to consider doing more. This evening was very sociable and quite well attended, by about 12 or so people, with some sending apologies.

For 2018, Kat has drafted a revised version of the strategy to be discussed by the new committee. This was taking into account the new GDPR as well, and how to agree a process by which members who had not responded to requests to renew their membership by paying the annual subs for some years could be removed from the register.

### e) Treasurer's Report

Rune Lyngsoe presented his report:

- [The Profit & Loss and then Balance Sheet](#) for the year from Jan.–Dec. 2017 – Martin Stott, one of our members, had kindly agreed to act as lay auditor and critical friend and been very useful in interrogating the accounts
- [A report to go with the financial figures for 2016.](#)

As part of his reports, Rune also noted:

## Notes of the Annual Members' Meeting for FY 2017

- P&L: Highlighted key differences from 2016 – e.g. 10-year anniversary and Midcounties grant, but we're still selling the mugs we got then which gives us additional income; cancellations need to be looked at more actively to collect fees; they were fewer stalls in August but also no school rental for three weeks; the school tried to hike up rental which we negotiated down; we are now paying market managers (which started in 2016)
- Balance sheet: assets look higher but so do creditors as it took time for the bank account to be transferred to Rune and delayed e.g. payment of hall rental and we still owe Hannah (ex-treasurer) for the Christmas bonus payments she had made before.

### 4: Election of Management Committee Members and Officers

The market is run by a committee of volunteers, as set out in our rules. We are always looking for new people willing to play a more active role in this way. Members had been asked to express an interest in standing for the committee. The new committee will agree who will take on specific positions required by the rules, such as Chair, Vice Chair, Treasurer. The aim is for the committee to reflect the balance between different kinds of members, e.g. stallholders, residents and non-residents.

While no vote could be taken, the nominations to date were noted and additional ones received:

**Venina Bland (res), Julian Coates (res), Martha Crockatt (res), Frederik Ferner (res), Tina Friedrich (res), Rune Lyngsoe (res), Ian Paxton (non-res sta), Annette Shaw.**

### 5: AOB

There was no AOB.

The meeting closed at 9.00pm.

## Notes of the Annual Members' Meeting for FY 2017

Wednesday 30 May 2018, 7.30pm – 9pm ADJOURNED MEETING: Official meeting  
12 Cavell Road, Oxford ([Presentations available](#))

### 1: Attendance and apologies

Present: Julian Coates (committee), Clare Crombie, Tina Friedrich (committee), Kathrin Luddecke (company secretary, committee – retiring).

Apologies: Elise Benjamin (Booking Co-ordinator), Jane Carlton Smith, Martha Crockatt (committee candidate), Frederik Ferner (chair), Ailsa Homfray, Dave Homfray (H&S Officer), Rune Lyngsoe (treasurer, committee), Anne MacIntosh, Ian Paxton (committee).

The meeting was not quorate; having waited for half an hour until after the advertised starting time, the AMM was held from 8pm with the four as present as the quorum (as set out in rule 4.12).

### 2: Minutes of the last Meeting

Kat took members through the [Minutes of the last Annual Members' Meeting](#) on 15 May 2017. Tina proposed that the minutes were agreed as a correct record, Jules seconded this.

**These were agreed as a correct record (nem.con.).**

### 3: Reports for the period 1 January 2017 – 31 December 2017

#### a) Chair's Report

Tina gave Frederik's report, including:

- Overall steady business (stalls and customers)
- August markets outside only (school floor replacement)
- Committee met 8 times during 2017 (not always fully quorate)
- Treasurer changed mid-year: thanks to Hannah for her work until June, thanks to Rune for stepping up at short notice
- Finding Managers to oversee individual markets was (and is) challenging
- New leaflets designed (Shad), printed (Kat) and distributed (Jules and others)
- Health & Safety Working Group, led by Dave and Jules, produced a H&S policy for the market – Jules explained this and how it all works; he is looking at market manager's reports and checking them for H&S issues; a meeting is to take place to check on the action list.

#### b) Booking Co-ordinator's Report

Elise's report was given by Tina, including:

- First full year as Booking Co-Ordinator
- Summer markets outside: hall floor replaced, stallholders lent us gazebos
- Consider making outdoor summer markets a regular feature (though noted taking much more effort to set up and depends a lot on having good weather)
- Taken loads of new photos of individual stalls and general market shots

## Notes of the Annual Members' Meeting for FY 2017

- Social Media - encouraging stallholders to send info for additional social media
  - Stallholders old & new
  - New flyers (designed by volunteer Shad to brief by Kat who organised printing too; Jules, Elise and others got it out)
  - Changed layout of Farmers' Market stall
  - Marketing opportunities – Common People, Tandem Festival, local filmmaker
  - Pumpkin Festival & Halloween
  - December: Christmas Markets:
    - Slots booked with local musicians
    - Stallholders lent us their gazebos
    - Produced several images to use in social media, school newsletter, and in emails to stallholders
    - Lost regular Xmas tree stall but found Poet Tree instead.
- c) Volunteer Co-ordinator Report

Kat Luddecke gave this report, with highlights including (details available):

- 20 volunteers this year who between them filled 86 shifts of 1.5hrs each (total donated 129 hours of time, for free – would be around £1k on minimum wage!); this was more volunteers than the previous year and more like the years before
- the members of the management committee are also all volunteers who gave their time, worth around another £1k
- we are also indebted to others with different skills and interests who helped out – e.g. repairing equipment, H&S, leaflet design and distribution, membership admin as well as the volunteer co-ordinator itself etc., a big thank you to all
- The market managers continued to be paid (as freelancers) this year, as it had been very difficult to cover this with volunteers.

Tina gave a bit of background about promotion some years back when we put up more posters around both universities. They started wanting to charge so this has not continued, though we have tried to advertise volunteering through the volunteer hubs to the extent we could resource it.

Kat would still like to pass this role on to a new person, as she had been doing it for some years.

d) Membership Report

Kathrin Luddecke gave this report, having taken on membership administration from Helen Hewlett last year, with highlights including:

- At end of 2016, we had 54 members who had paid the annual sub that year, though 99 who had joined since the society was set up in 2013 (exc. those who joined and resigned)
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For 2017, a basic membership strategy remained in place, kindly drafted by Helen Hewlett. One membership social with the market committee had been organised, with an open invitation to join them at an East Oxford pub. This was partially in response to the suggestion of membership consultations made at the last AMM. Otherwise the committee had not found time and not had capacity to consider doing more. This evening was very sociable and quite well attended, by about 12 or so people, with some sending apologies.

For 2018, Kat has drafted a revised version of the strategy to be discussed by the new committee. This was taking into account the new GDPR as well, and how to agree a process by which members who had not responded to requests to renew their membership by paying the annual subs for some years could be removed from the register.

It was noted that perhaps having an AMM on Saturdays after the market might be an idea to be explored. But it would have to start 2pm earliest to give time for stallholders to take down and the hall to be cleaned; cost might also be an issue. A query was if evenings were not a good idea.

### e) Treasurer's Report

Members presented considered Rune's report which he had prepared the week before:

- [The Profit & Loss and then Balance Sheet](#) for the year from Jan.–Dec. 2017 – Martin Stott, one of our members, had kindly agreed to act as lay auditor and critical friend and been very useful in interrogating the accounts
- [A report to go with the financial figures for 2016.](#)

As part of his reports, Rune also had highlighted:

- P&L: Highlighted key differences from 2016 – e.g. 10-year anniversary and Midcounties grant, but we're still selling the mugs we got then which gives us additional income; cancellations need to be looked at more actively to collect fees; they were fewer stalls in August but also no school rental for three weeks; the school tried to hike up rental which we negotiated down; we are now paying market managers (which started in 2016)
- Balance sheet: assets look higher but so do creditors as it took time for the bank account to be transferred to Rune and delayed e.g. payment of hall rental and we still owe Hannah (ex-treasurer) for the Christmas bonus payments she had made before.

Tina noted that the market had usually been just about breaking even; this was the second year with a small loss. The next committee meeting will have to look at actuals for 2018 against budgets.

The Society is allowed not to appoint a professional auditor, if members so agree, as turnover is below the threshold set by the FCA for compulsory audit by a professional auditor and our rules allow us to disapply the audit requirement. The committee asked members to agree this again this year, on the understanding that an independent lay person will be asked to undertake an audit of the annual accounts (as Martin Stott had done for 2017, as a 'critical friend').

**Proposed by Tina, seconded by Jules, Members were unanimous in voting to agree the following:**

## Notes of the Annual Members' Meeting for FY 2017

The members exercise their power to decide not to appoint an Auditor to audit its Annual Accounts, as a result of the provisions of the Deregulation (Industrial and Provident Societies) Order 1996 and the Co-operative and Community Benefit Societies Act 2014 (part 7 sets out the requirements for accounts, audits and annual returns, in particular Section 84 which gives societies the power to disapply the audit requirement).

### 4: Election of Management Committee Members and Officers

The market is run by a committee of volunteers, as set out in our rules. We are always looking for new people willing to play a more active role in this way. Members had been asked to express an interest in standing for the committee. The new Committee will agree who will take on specific positions required by the rules, such as Chair, Vice Chair, Treasurer. The aim is for the committee to reflect the balance between different kinds of members, e.g. stallholders, residents, non-residents.

**Eight nominations received were as follows: Venina Bland (res/vol), Julian Coates (res/vol), Martha Crockatt (res), Frederik Ferner (res/vol), Tina Friedrich (res), Rune Lyngsoe (res/vol), Ian Paxton (non-res sta), Annette Shaw (res).**

**These were proposed by Jules and seconded by Clare; members were unanimous in electing them as members of the management committee until the next AMM.** It is still possible to co-opt other members, within the rules (i.e. up to 2 more), e.g. to add expertise in particular areas. It was also checked that the proposed committee will be okay in light of the requirements set out in rule 5 about the Composition of the Management Committee, including:

- Not less than 6 and not more than 15 persons (the quorum is five)
- Not more than one quarter may be persons co-opted by the Management Committee
- The numbers of non-resident members shall not exceed the number of Resident members.

The meeting expressed its appreciation of the work over many years put in by members of the 2016/17 committee who were not standing again for election – thank you so much, including:

- Kat Luddecke – retiring after some years, though remaining on board as company secretary and membership secretary, as well as volunteer co-ordinator
- Ingrid Gaitet – retiring after some years too, having suggested and pulled together guidelines for the market café as well as stepping in as a manager when needed.

### 5: AOB

Tina noted that when we registered under the old Industrial & Provident Societies Act not as a bona fide co-operative (for the benefit of the members) but as a 'society for community benefit'. Since the Co-operative and Community Benefit Societies Act 2104, we are no longer allowed to call ourselves that as not registered under that new Act but simply a 'register society'. Our objects remain to benefit the wider community of East Oxford, as set out in the rules, regardless.

**ACTION:** Tina, Kat to check and update the website, letterhead etc. accordingly.

The meeting closed at 8.45pm.