

Monday 18 May 2020, 7.30pm – 9pm
ANNUAL MEMBERS' MEETING
Online meeting due to Covid-19 social distancing

1: Attendance and apologies

Present: Kumeri Bandara, Elise Benjamin (Booking Co-ordinator), Venina Bland (committee), Ruthi Brandt (committee), Jane Carlton Smith, Julian Coates (committee), Matt Dale (stallholder, committee candidate), Rachel Everett (stallholder), Frederik Ferner (outgoing committee chair), Tina Friedrich, Helen Hewlett, Ailsa Homfray, Kate Jury, Kathrin Luddecke (outgoing company secretary & membership administrator), Rune Lyngsoe (treasurer, committee from 3b), Gretchen Meddough, Andy Owen, Daniel Rings, Max Roberts, Alex Stevenson, David Vines.

Apologies: Jane Crawley, Martha Crockatt (committee), Henrike Lähnemann (volunteer), Antony Melville (volunteer), Supi Pennington (volunteer).

The society has 119 members at present, so the quorum stands at 12 members. The meeting started at 7.35pm while some technical issues were being addressed.

The volunteers on the management committee for the last year have been Venina Bland (resident), Ruthi Brandt (res), JulesCoates (res), Martha Crockatt (res), Frederik Ferner (res), Rune Lyngsoe (res), Will Mankelow (stallholder). Officers were: Frederik – chair, Rune – treasurer, Ruthi – vice-chair. Outside of committee we had Kat Luddecke – company secretary, membership administrator, Dave Homfray – H&S Officer, with Jules H&S rep on committee.

2: Minutes of the last Meeting

The Minutes of the last [Annual Members' followed by a Special Meeting](#) on 20 May 2019, had been circulated in advance, as well as soon after those meetings. **These were agreed as a correct record (nem.con., 3 abstentions).**

3: Reports for the period 1 January – 31 December 2019 and year to date

Note – the slides being presented on the day will be available to view online.

a) Chair's Report

The chair, Frederik Ferner, gave the report, including:

- in 2019 the committee met 6 times; finding dates for quorate meeting has been challenging and one meeting was not quorate so only informal discussions happened
- the biggest change maybe was with our veg stalls: Mark Stevenson (The Clays) had to step back from our market - it was getting a bit much for him. Welcome to Matt Dale on the new veg stall (Coleshill Organics)
- for 2020, huge thanks for everyone involved for making the market continue through Covid-19 lockdown – all committee members, all volunteers (regular and new) without whom we wouldn't be able to run the markets and also East Oxford Primary School for continued access (as far as possible)
- His time is limited, taken hard but necessary decision to step down – thanks to committee for supporting him as chair but decided not to stand again.

Jules Coates, as committee H&S rep working with our voluntary H&S officer, Dave Homfray, gave a Health & Safety report:

- No accidents recorded in our book since early 2018
- Elise Benjamin and he following process for outdoors stall safety, esp. with winds
- He is now drafting a guide for new managers on H&S
- For 2020, thanks to the new volunteers and Kat for managing them, and a fantastic effort by everyone on the committee to keep the market running safely.

No questions were asked on either report.

b) Booking Co-ordinator's Report

Elise Benjamin presented the report she had prepared as freelance co-ordinator about 2019:

- The number of new stall enquiries has been good with a reasonable number of new stalls (half of enquiries usually result in stalls)
- The market has been full every 3rd Saturday and some other Saturdays, which has meant expanding in to the playground (involves moving the veg stall and a couple of other stalls)
- Having full stall numbers means a bit of a financial cushion has built up
- Stall changes – full details are available on the presentation slides
- We looked into about 6 stalls as a replacement for the Clays but none worked out, and it is a great fit to have Coleshill Organics
- We have limits on numbers of savouries and sweets every week
- Only two traditional cake stalls now, Vicky Lauren and Shands
- Café was quite problematic last year – usually for family and health reasons, left us with gaps; luckily a few takeaway stalls stepped in to keep the café going until we found new traders
- When market was set up it was also to have non-food stalls, and we have quite an interesting mix now (though during Covid-19 lockdown these have not been allowed)
- Last year only one December market was a real bumper Christmas market, as timings were not favourable good but some non-food stalls joined for them but stayed on
- For the future, we should talk to potential local Christmas tree stalls beforehand about e.g. collecting at the market but ordering before
- Social media posts are reaching a wider audience, with more people and more stallholders liking and sharing; the boosted posts for Xmas markets have reached a wider local audience
- She loves using her collage app – any nice photos please email us, we always needs more!

Kate Jury asked about having a more regular fresh fish stall while the one in the Covered Market is in lockdown. Elise replied Bibury Trout are coming as often as they can (3 weeks out of 4), since other markets are mostly closed. If anyone knows of any other local fish farms please let us know.

Venina Bland asked about arrangements for coming out of lockdown. Elise has sent two emails to let stallholders know with plant stalls allowed now, so hopefully they will return. There is an area to the left of the school hall entrance to expand into but we need to manage the one way system.

Daniel Rings asked about North Aston Dairy who had not been for a while. Elise answered they had a couple of issues with calves that had arrived too late; they were meant to be coming back in May

but this now looks like June. They are still expected back. Since last year we have an arrangement with Crudges to bring some milk when NAD can't though not as much as they would bring.

c) Volunteer Co-ordinator Report

Kat Luddecke gave this report:

- We had 17 Saturday volunteers in 2019 who between them filled 84.5 shifts of 1.5hrs each (total donated 127 hours of time, for free – this would be over £1,000 on £8ph!)
- We had more unfilled shifts and fewer volunteers than past years – but since the Covid-19 crisis we've had a new set of volunteers joining or substituting others, which has been a lifesaver – you continue to surprise us!
- The members of the management committee are also all volunteers, equivalent to almost another £1,000 (with meetings and emails in between) – possibly more with key roles
- As company secretary (35.5h), membership admin (16.5h) and volunteer co-ordinator (20h) she spent a lot of time volunteering herself so is looking to resign from the former two posts – very happy to explain, there are full task descriptions with links to best practice and support, feel free to get in touch
- We are also indebted to others with different skills and interests who helped out, a big thank you to all – e.g. H&S, repairs, designing leaflets and posters, running membership stalls
- The market managers continued to be paid just a little (as freelancers).

No questions were asked.

d) Membership Report

Kathrin Luddecke gave this report as membership administrator. We've still got the same basic membership strategy, meaning we now follow a procedure for removing inactive members after two years' non-payment of the annual subs (as allowed for by our rules). The figures required by the Financial Conduct Authority (FCA) we need to report to are:

- **End of 2018:** 96 total (of which 56 paid up)
- Renewals during 2019: 49 paid up, 3 honorary members with fees waived = 52 total
- New during 2019: 13 (all paid up)
- Left in 2019: 4 active resignations, 12 not paid up for two years, 1 passed away = 17 total
- Leaves **end of 2019:** 92 total (of which 65 paid up)

No questions were asked.

e) Treasurer's Report

Rune Lyngsoe presented his report, offering apologies to other committee members for not always being on top of things over the last year. He had submitted all information required to the FCA and HMRC, however, so we are not expecting any fines. He had not had time to finalise the full balance sheet but presented the draft Profit & Loss accounts. These were positive for 2019, as we had made about 10% more from stall rentals despite not having more bumper Christmas markets. Other income came from cafés we ran when no traders were able to and members subs, so thank you.

On the expenses side, the hall/space rental to East Oxford Primary School has been going up. In 2018 we had received a discount while they refurbished the hall, but not in 2019 – in 2020 it may be reduced due to Covid-19 restrictions. This is a fixed fee and a main expense. Freelance payments have stayed fixed so are the same generally as in previous years. He noted the generosity of one of the market managers who often foregoes the payments, resulting in a donation of about £500 to the market. Other expenses had gone up as we bought a couple of new gazebos for outside stalls. We have made around £1,800 surplus, so should have £8k for a rainy day and are very well positioned to keep going for a while even in current circumstances.

Elise commented that in retrospect that we bought gazebos, with the Covid-19 outside-only markets; we also have borrowed a few that are just about useable. Ours have good weights, useful for bad weather.

Helen Hewlett made a suggestion about how to record the donations of the manager's fee.

The treasurer's report and P&L were agreed nem.con. though the treasurer, Rune, abstained.

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 a compulsory audit by a professional auditor and as our rules allow us to disapply the audit requirement, as well. The committee asked members to agree this again this year.

A professional audit costs a lot of money and is really not proportionate (which is why the FCA allows not having one for societies of our size). In the past we have had an independent person look through the accounts but not this year. The last time a lay audit of our books had been undertaken was in 2018. Last year Rune had been unable to fit this in, due to personal commitments.

ACTION: Rune to organise for an independent person to look through the 2019 accounts for a lay audit, ideally before they are submitted to the FCA by end July, but if necessary later. Members were asked to volunteer, or committee will approach someone.

Members were unanimous (with one abstention) in voting to agree the following:

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, ideally including members of all kinds stallholders, residents and non-residents (but residents have to be in the majority as set out in the 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, and appoint the company secretary.

Also Kat resigning – explained a bit more

Seven nominations received were as follows: Venina Bland (res/vol), Ruthi Brandt (res/vol), Julian Coates (res/vol), Martha Crockatt (res), Matt Dale (sta), Rune Lyngsoe (res/vol), William Mankelow (res/vol/sta).

Members unanimously elected them en block as members of the management committee until the next AMM. It is still possible to co-opt other members, as set out within the rules, e.g. to add expertise in particular areas (noting not more than one quarter may be persons co-opted). 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 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 Frederik Ferner, the outgoing chair of the committee who was not standing again for election – thank you so much. Frederik said he was not going away, would remain a market customer and thus able to answer questions.

Rachel Everett, one of our new stallholders (L'Altre Vie), expressed her thanks – she had been impressed by the market's superb organisation with social distancing, better than professionally organised ones she has been to. She said well done. Ruthi Brandt thanked her, noting we had put a lot of work into running the lockdown markets.

Elise Benjamin said she had received an email from Brian Levison, the market's first chair, saying he was proud that we've managed to keep open; he'll be back as soon as he can.

Venina Bland said we have been counting people in during lockdown as we have time to do it; we have had over 200 customers each week, showing we are still popular and there is community interest. Kat Luddecke mentioned we had occasionally done counts in the past, with highs of up to 600, with around 400 or so the most recent (which is not very recent). Elise Benjamin added there has been a lot of interest in getting signed up to our newsletter, and we seem to have had newer customers, including younger ones. Some had remarked they felt safer than in supermarkets. Hopefully numbers will be up post lockdown and new customers stay with us.

The Annual Members' Meeting closed around 8.45pm.