

Notes of the Annual & Special Members' Meetings (for FY 2018)

Monday 20 May 2019, 7.30pm – 8.45pm

ANNUAL MEMBERS' MEETING

Old Music Hall, 106–108 Cowley Road, OX4 1JE

1: Attendance and apologies

Present: Ruthi Brandt (committee candidate), Martha Crockatt (committee candidate), Frederik Ferner (chair), Tina Friedrich (retiring from committee), Ailsa Homfray, Kathrin Luddecke (company secretary), Rune Lyngsoe (treasurer, committee), William Mankelow (volunteer, stallholder – committee candidate), Emma Plugge (volunteer), Claire Very - NBC (stallholder).

Apologies: Venina Bland (committee), Elise Benjamin (Booking Co-ordinator), Julian Coates (committee), Helen Hewlett, Dave Homfray (H&S Officer), Anne Mackintosh (volunteer), Ian Paxton (retiring from committee), Annette Shaw (retiring from committee).

The society has 90 members at present, so the quorum stands at 9 members. The meeting started at 7.40pm with introductions. Frederik Ferner, our chair, noted this was a meeting for all types of members. He explained who had been on the committee the last year; we had only 8 members and one off for health reasons for the last half year, so it had been difficult to hold quorate meetings.

2: Minutes of the last Meeting

The [Minutes of the last Annual Members' Meeting](#) on 23 May 2018, adjourned to 30 May, had been circulated in advance, as well as soon after those meetings. Ruthi proposed that the minutes were agreed as a correct record, Tina seconded this. **These were agreed as a correct record (nem.con.).**

3: Reports for the period 1 January – 31 December 2018 and year to date

Note – the slides being presented on the day are [available to view online](#).

a) **Chair's Report**

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

- in 2018 the committee met 6 times, plus a couple of times since then – trying to meet every 6-8 weeks, though finding dates for quorate meeting has been challenging
- finding Managers to oversee individual markets was (and is) challenging – thanks to Jules for taking on a large number of shifts
- for the first time ever, one of our Saturday markets was cancelled in March due to snow and ice – we only found out that the school would be closed late on Friday afternoon
- this prompted us to prioritize improving our communications with the school comms, so Frederik is in contact both with their Business Manager and also Head, for example recently about the café redecoration, and we are on their 'early morning' comms list
- small layout changes to address accessibility issues have been introduced, for example the revised layout of the SESI stall, prompted by conversation with a customer with visibility issues – glad we received positive feedback
- steady number of stallholders, maybe increasing number of customers.

Notes of the Annual & Special Members' Meetings (for FY 2018)

Jules, as committee H&S rep working with our voluntary H&S officer, Dave Homfray, had sent a Health & Safety report which was shared with Members: "The market isn't an unsafe place. Customers, stall holders and volunteers behave in a reasonable and predictable way when at the market. Our need is to ensure that we aren't complacent and don't have accidents. To that end we have a couple of projects in mind at present:

- 1/ to better understand and control vehicle movements in the playground during the market
- 2/ to produce a tick box Risk Assessment form for managers to complete at each market which is to be done at the annual Safety Pack review in July.

A positive improvement during 2018 has been better communication with the school through our chairman, Frederik, and their manager Shefali."

b) Booking Co-ordinator's Report

Elise had sent her apologies as she was required elsewhere in her capacity as a candidate for the upcoming European parliamentary elections, the chair presented the report she had prepared – this included some points about the current year (2019):

- The number of **new stall enquiries** has gone up again; The market is now so full every 3rd Saturday that it will be expanding in to the side area behind the Children's Centre
- The veg stall **queue** is so long that the stall till has been moved to the other end to stop the queue from blocking other stalls; SESI have brought in a separate 'small number of items' till to cut down on waiting times on busy days
- The **cake stall slot** is now full every week; We have two additional stalls selling one type of cake – Transylvanian Cake (chimney cake) and Tuga Pastries (Portuguese tarts) – which means we can have more than one cake stall on those Saturdays
- **New stalls over the last year:** Bodmash, Celia's Bakery, Clear Space for Me, Cranston Pickles, Culture Blend Products, Crust Bakes, Punam's Printing Blocks, Linden Chocolate Lab, Littlemore Candle Co, Mighty Pie Co, Once Upon a Rag Doll, Pizza Boys Bicester, Pull the Plastic, Salt Pig Co, Shakti Kitchen, Spurtle & Spoon, Tamden Festival, Team Tea, Transylvanian Cake, Tuga Pastries, Vicky Lauren Deserts, Wild4Seeds
- **Café:** Several cafés have had to withdraw due to family illness; This has left the market without a café on a few occasions; Market Committee and Manager ran successful tea and cake stall as a pop up café which worked well as a last minute fill in
- **Social media** posts have been increased with at least 10 in the few days before the market
- More people are liking and sharing; Boosted posts for special events – Pumpkin Festival, Xmas markets – have reached a wider audience; What next? Set up an Instagram account
- **Christmas Markets:** The dates of each Saturday in December made it difficult to book bigger markets at the start and end of the month
- Only one market was big enough to move in to the playground – the rest were normal size
- Biggest market was on a windy day so stalls were spread out against walls, railings, or trees, which made the market look a bit

Claire asked about potentially having a number system for the veg stall; Frederik explained that committee had repeatedly had long discussions about this; with the new veg stall we will have

Notes of the Annual & Special Members' Meetings (for FY 2018)

more discussions. Martha agreed; it might be best to try out different layouts after a market. Ailsa thought that tills and filling baskets might need to be separated, so as to speed things up.

Ruthi asked about Christmas – the general feeling was that there were more additional Christmas events nowadays; including the crafts stalls in Broad Street throughout December and also at local pubs and other places. Claire said this was the case around Witney too.

c) Volunteer Co-ordinator Report

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

- 24 Saturday volunteers in 2018 who between them filled 95 shifts of 1.5hrs each (total donated 142.5 hours of time, for free – this would be around £1,140 on £8ph!); this was similar numbers as usual
- the members of the management committee are also all volunteers, equivalent to £720
- 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
- the market managers continued to be paid just a little (as freelancers).

It was noted some stalls give a small discount to volunteers. Claire said she'd be happy to offer a 10% discount for volunteers if they could e.g. show a card to identify themselves to the person running the stall; Emma suggested a 'queue-jumping' card might be a very useful, esp. for the late volunteer as they have no time to shop if they can't arrive before their shift at noon.

ACTION: New committee to investigate and put system into place if feasible / useful.

Kat is still looking 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 as membership administrator. Committee agreed an updated basic membership strategy drafted by Kat, partly prompted by GDPR as well as the inqurate AMM last year (as we had many inactive members still on the register which made the quorum really high) - in particular, we now have 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 FCA are:

- **End of 2017:** 116 total (of which 62 paid up)
- Renewals during 2018: 39 paid up, 2 honorary members with fees waived = 41 total
- New during 2018: 15 (all paid up)
- Left in 2018: 5 active resignations, 30 not paid up for two years = 35 total
- Leaves **end of 2018:** 96 total (of which 56 paid up)

Ruthi asked who the honorary members were; Kat said it was Brian Levison and Jill Haas, founders, as well as Craig Simmons who does pay the annual subs though he doesn't have to.

e) Treasurer's Report

Rune Lyngsoe presented [his report](#), bringing printed copies for members. Key points included:

Notes of the Annual & Special Members' Meetings (for FY 2018)

- The 2018 financial year has seen a continued move towards a more stable number of stall holders, with less seasonal variation than in 2017. On the downside, this can also be said to be true for the December markets, where there was a smaller boost than last year.
- After the market had begun to run at a loss, eating into the buffer that has been built over the years, stall fees were increased by a bit more than 10% in March, which has brought the market back into making a slight profit.
- By far the largest source of income for the market is the stall rentals collected, accounting for more than 95% of income which is as one would expect.
- On the expense side, hall rental, coordinator's fee, and staff costs on the day (manager, set up/take down, cleaning, and volunteers) account for most of the expenses, in that order.

A few questions came up and were answered, including:

- Where the donations came from (Martha asked): from the Kickstarter ran by Stuart Mabutt, Wildman Environmental, and William, who donated contributions raised once it became clear they wouldn't be able to make their target – this was much appreciated
- Managers' fee expenses gone down as some managers kindly don't take the full fee on offer
- Cancellation fees (Kat asked): these were mentioned in the report but not shown in the accounts; presumably they ought to be shown as bad debt or as owed to market (committee deciding which of the two) – Rune and Frederik explained the current system; there were various problems with this as there had been with the one used before; Emma asked whether stall fees could be paid when booking, which led Ailsa to suggest introducing a 'deposit', i.e. asking for stalls to pay for one market in advance (Claire said this was the practice at some markets where NBC are selling).

ACTION: New committee to investigate and put new stall fee system into place if helpful.

ACTION: Committee also to agree explicitly when unpaid cancellation fees are to be written off (cancellation financial policy). And next set of accounts ideally ought to report cancellation fees, whether paid or not, more accurately.

The treasurer's report and accounts were proposed to members for agreement by Tina, seconded by Martha; they 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 our rules allow us to disapply the audit requirement, as well. The committee asked members to agree this again this year.

Ruthi asked about this; it was explained that 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). Frederik explained that in the past we have had an independent person look through the accounts but not this year. Ailsa asked if a member could be asked to do this on voluntary basis, in retrospect. Martha might be able to find someone (not a committee member).

ACTION: Martha, and others if needed, to see if an independent person could look through the 2018 accounts for a lay audit.

Notes of the Annual & Special Members' Meetings (for FY 2018)

Proposed by Frederik, seconded by Kat, Members were unanimous 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. 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 – though residents have to be in the majority as set out in the rules.

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

Members agreed to vote on all candidates en block. The seven were proposed by Frederik and seconded by Tina; members unanimously elected them 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). 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 currently is five)
- the numbers of non-resident members shall not exceed the number of Resident members.

Discussion included stallholders who might be able and willing to join the committee; we have had some new ones whom we may be able to approach.

ACTION: New committee to see if any people, inc. stallholders, could be co-opted.

The meeting expressed its appreciation of the work over many years put in by members of the 2018/19 committee who were not standing again for election – thank you so much, including:

- Tina Friedrich
- Ian Paxton
- Annette Shaw.

The Annual Members' Meeting closed at 8.52pm.

Notes of the Annual & Special Members' Meetings (for FY 2018)

Monday 20 May 2019, 8.45pm – 9pm

SPECIAL MEMBERS' MEETING

Old Music Hall, 106–108 Cowley Road, OX4 1JE

Tina explained that any Rules Change needs to go through a Special, not an Annual Members' Meeting. This is why we a Special Members' Meeting had been called to follow onto the Annual one.

1: Attendance and apologies

Present: Ruthi Brandt (committee candidate), Martha Crockatt (committee candidate), Frederik Ferner (chair), Tina Friedrich (retiring from committee), Ailsa Homfray, Kathrin Luddecke (company secretary), Rune Lyngsoe (treasurer, committee), William Mankelow (volunteer, stallholder – committee candidate), Emma Plugge (volunteer), Claire Very - NBC (stallholder).

In attendance:

Apologies: Venina Bland (committee), Elise Benjamin (Booking Co-ordinator), Julian Coates (committee), Helen Hewlett, Dave Homfray (H&S Officer), Anne Mackintosh (volunteer), Ian Paxton (retiring from committee), Annette Shaw (retiring from committee).

2: Proposed Rules change

Frederik set out that, as some years have passed since we started using model rules provided by the Plunkett Foundation, the Committee thought it would be good to update them, in line with the now revised model rules. Kat as company secretary had gone through and prepared an annotated version showing proposed changes, which had been been circulated in advance and on our website.

The chair, Frederik Ferner, then took members through the proposed changes as shown.

Kat proposed that Members vote on all changes except to rule 5.15 en bloc; this was seconded by Tina seconded. Members voted unanimously in favour of all these rule changes except 5.15.

The proposed change to article 5.15 was discussed, inc. the following points:

- the rules specify no less than 6 committee members
- the current quorum for committee meetings is 5; this was requested by those registering the market as a (community benefit) society, rather than the 3 in the model rules
- Frederik said it was difficult to have quorate committee meetings, as noted in the AMM
- Kat referred to rules 5.15 to 5.19, in particular that it is possible to have committee members taking part in meetings remotely – Rune pointed out that the option to agree decisions outside of meetings (5.18) requires all committee members to agree (difficult)
- Martha thought lowering the quorum would be a disincentive to attend meetings
- Ruthi suggested it was an incentive to get more people on the committee too
- Will noted he'd not been sure about volunteering as a committee member as he did not know what kind of commitment would be involved

Notes of the Annual & Special Members' Meetings (for FY 2018)

- Ailsa said that when she was on committee she put meetings in the diary in advance and tried to attend them if at all possible – Martha is planning to schedule meetings in advance, to make it easier for people to schedule them in.

ACTION: Future committee to set regular meeting dates in advance again.

Tina then proposed changing rule 5.15 to: 'Fifty percent of the standing management committee shall comprise a quorum.' Rune seconded this. Members voted unanimously in favour of this new wording for rule 5.15.

It was noted that the rule changes will only come into force once agreed by the FCA, our regulator.

3: AOB

The Special Members' Meeting closed at 9.14pm.

DRAFT