

# ELL Director's Meeting Minutes: Fri 23rd October at 2.30

Venue: Greenhouse at ELL

Present: Jo, Richard, Jane, Gemma, Poppy, Alex. Apologies from Patrick.

## Consultant Agreements

We discussed the consultant's agreements for Jo and directors agreed to sign these. Poppy asked whether there was enough money in the budget to cover Jo's expenses.

**Action** Jo, check remaining budget and inform directors.

## Becoming a CIO

We discussed ELL becoming a charitable incorporated organisation (CIO). Jane, Gemma and Poppy had done a lot of research prior to the meeting to research the legal form and all were happy that this form most matches what ELL currently is doing. We felt that the 'association' type of CIO (members have wider members who can vote) was more appropriate than the 'foundation' type of CIO (only the trustees could vote). We discussed whether trustees could be paid and found that they could, if they were providing specific services and if they were not involved in making decisions where they had a vested interest. Poppy said she would step down from being a director but was happy to be around while ELL transitions from being a Company Limited by Guarantee to being a CIO. Gemma emphasised that we should try to recruit new trustees, using the many contacts we've developed over time with volunteers, students and organisations.

**Action** - Jo to publicise and recruit more trustees. All to support this endeavour.

## CIO constitution

We discussed the model association CIO constitution.

Gemma left while we were going through the constitution document, adapting it as follows:

- Charitable objects we chose **both** b) The advancement of education and i) The advancement of environmental protection or improvement.
- 8. Liability of members to contribute to the assets of the CIO if it is wound up. We chose **option 1** - If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
- 12. Charity trustees (3) Number of charity trustees. We chose **Option 2**) There should be not less **five** and no more than **15** elected trustees. (4) First charity trustees of the CIO are Jo Homan, Gemma Harris, Jane Howson, Richard Vials and Alexander Sylvester.
- 13. Appointment of charity trustees - we chose **Option 1**, which is too long to type out. Key points are that everyone retires at the first AGM (but can get re-elected). At subsequent AGMs 1/3 retires and do this by rotation. You can only restand 3 times and then have to have a gap of 3 yrs, i.e. you could keep getting re-elected as a trustee for up to 10 yrs (1st yr then 3 lots of 3) before you have to have 3 yrs off!
- 19. Meetings and proceedings of charity trustees. (3) Procedure at meetings (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is **three** (not 2) charity trustees or the number nearest one third of the total number of charity trustees, whichever is greater. (i.e. if we had 15 trustees quorum would be 5.)

There were many standard clauses which are not included here but which were agreed on, but all directors should read and check the constitution. The constitution is a very long document which we'd need to share

with new trustees. Jane offered to grab the text from the PDF to make it editable so we can delete the notes column and make it shorter.

**Action** Jane to make the PDF editable

**Action** Jo to edit and circulate the constitution we agreed.

**Action** all to read the constitution

### Date of next meeting

Friday 27<sup>th</sup> November at 2pm.