

Minutes of SHARE Members Meeting held on Tuesday 26th January 2016 at The Parish Hall Golberdon commencing at 7.45pm.

Present: David (Chair) & Sue Skelton, Geoff Hardman, Alison Humphreys, Sharon Jackson, Astrid Fischer, Dennis Hicks, and Peter Tulloch (Secretary)

The purpose of the meeting was to offer all Members the chance to learn more about corporate governance as relevant in the responsible running of their new company, SHARE. (Part 2).

The expertise was provided by Paul Martin from KABIN.

Minutes

1. The Minutes of the Meeting (Corporate Governance Part 1) held on the 24th November 2015 were approved.
2. Paul Martin had emailed some documents to DS immediately prior to the meeting (draft Scheme of Delegation and draft Secondary Rules*) which SS kindly caught up with, copied, brought back to this meeting and distributed.
3. **Secondary Rules:**
 1. Board appoint the members of the management committee.
 2. Board can delegate to sub-committees.
4. **Directors and Officers Responsibilities** (draft doc):-
 1. Develop these roles and responsibilities into the Secondary Rules.
 2. Populate the 'Scheme of Delegation'.
 3. Develop an Equal Opportunities Policy.
5. **Share Offer document:-**
 1. Use anti 'carpet bagging' clause.
 2. Differentiate between Members and Associate Members.
 3. What happens if Members leave Parish ?
6. **Terms of Reference:-**
 1. See sample document prepared at this meeting being draft Terms of Reference for the Management Committee. To be checked.
 2. Basis of decision making at MCM's – after general discussion it was suggested that this should be by "Consensus – 1".
 3. MCM authority – "the day to day management of the Society"
7. The paperwork* issued by Paul Martin should be read and then reviewed prior to the next mentoring meeting to be held with PM.
8. Next Meeting (1st and 9th February proposed):-
 1. To check are we "**Investment Ready**" ?

Registered in England and Wales, Registration Number 7141

Email: share@south-hill.co.uk

Registered Office:

Trewoodloe Barn,
Trewoodloe,
Golberdon, Callington,
Cornwall, PL17 7NJ

Supported by:



2. Review of SHARE's draft "Business Plan", "Cashflow/Financial Modelling", "Share Offer" doc.
3. Draft Secondary Rules onto A4, if possible – i.e. keep short.
4. Prepare draft Organogram.
9. **Next Meeting** – DS to resolve the details with PM. It is likely to be mainly for those who attended this evening.

***Schedule of Documents emailed / printed for SHARE's use:-**

- Template for a schedule of financial delegation.
- Bath Community Energy Ltd – Secondary Rules re Shares.
- Anon - Organogram.
- Finance Sub-Group.
- Anon – Secondary Rules.
- Anon Co-op Limited.
- Finance Sub Group – Terms of Reference.

The meeting concluded at 10.50pm.

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(PT – 05.02.16)

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