

COMPANY NO: 6347304

CHARITY NO: 1121988

CITIZENS ADVICE SUNDERLAND

TRUSTEE BOARD MEETING MINUTES

The following Minutes are agreed as a true record of the Directors' Meeting held on 23 August 2018.

Chairman's Signature:

Venue: The Holiday Inn, Washington NE37 1LB

Date and Time: Thursday, 23 August, 5.30 – 9.00 pm

Attending Directors: Chris Graham, Chairman
Nick Robson, Vice Chair
Malcolm Hook, Trustee
David Reed, Trustee
Adrian Holland, Trustee

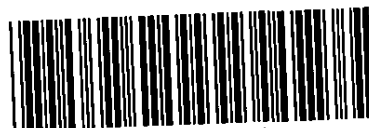
Non Voting Attendees: Denise Irving, Chief Officer
Hannah Finney, Volunteer Development Coordinator
Dave Wood, potential trustee

1. ATTENDING APOLOGIES AND DECLARATIONS OF INTEREST

Apologies were received from Tony Taylor, Susan White, Peter Wilson, John Robson, Agatha Kanyangu and John Hicks. There were no declarations of interest.

2. NEW TRUSTEES/DIRECTORS

Chris welcomed Dave Wood to the meeting and introduced him as a potential new Board Member. Chris, Nick and Denise had previously met with Dave for an informal meeting and had felt that he had the relevant skills and experience to make an excellent trustee.



6. PROPOSED CHANGES TO THE ARTICLES OF ASSOCIATION

Chris requested the Board to consider item 6 on the agenda before moving on to other business given the need to address two important issues connected with the Articles of Association.

6.1 Article 42

Currently Article 42 set out limitations on the minimum and maximum number of trustees permitted. In particular, the maximum number is set at nine. With Dave Wood being appointed to the Board, this limit would be exceeded and it was therefore a necessity to amend Article 42 to increase this limit.

Given that a number of additional appointments was likely in the near future the trustees considered that the upper limit set out in Article 42 be increased to 15 thereby providing sufficient flexibility for the Board to make further appointments without having to revisit the Article 42 limitations in early course. It was agreed that the minimum number should remain at 3.

Action. The Board unanimously resolved to amend Article 42 with immediate effect to provide that the maximum number of trustees shall be 15 and that the amendment should be registered with Companies House as required.

When: ASAP

6.2 Article 78

The matter of alternatives to face to face meetings had been raised at earlier meeting as Chris had indicated that he felt that the Board ought to have greater flexibility in how they were able to hold meetings and thus minimise the possibility of quorum not being able to be achieved. Chris reported to the Board that the matter was governed by Article 78 which permitted alternatives to face to face meetings provided that all participants could communicate simultaneously with one another.

After discussion it was agreed by the Board that while face to face meetings were desirable in normal circumstances they should have the maximum permitted flexibility to use alternative means should circumstances require.