



## SoCo Music Project

### Minutes of the Meeting of the Board of Directors and Management Team

28<sup>th</sup> May 2020, 17:00, Online (ZOOM)

**Apologies:** - Marie Negus (MN) – Development Manager

**Present:**

Matt Salvage (MS) (Chair)  
Christina Bush (CB)  
Bill (Sukanta) Acharjee (BA)  
Mac (David) Ince (MI)  
Rob Kurn (RK)  
Stu Elbrow (SE)  
Mark Scott (MSc)

External Presentation from The Social Investment Consultancy (TSIC):

Auréliane Fröhlich (AF)  
Bonnie Chiu (BC)



### Discussion items

#### 1. Review of minutes of previous directors meeting for accuracy MS

The directors agreed that the minutes were an accurate record of the agenda.

Action agreed	Responsibility for action
No action required.	N/A

#### 2. Presentation from The Social Investment Consultancy on Capacity Building, Evaluation Frameworks and Theory of Change (TOC) programme AF & BC

**AF** and **BC** Introduced themselves and detailed their experience in evaluation and impact measurement, especially in arts and criminal justice.

Introduced the project plan and main milestones/phases: Audit and Theory of Change; Impact evaluation framework and data collection tools development; Data collection; Data analysis and reporting; Social investment strategy. They will be working with the SoCo team so they are able to carry out impact evaluation, improve the (SoCo) business model and find a path to social investment.

TOC, is a logical framework that will allow SoCo to explain to stakeholders how we are creating change, and use internally to measure and track impact. **AF** Presented Theory of Change and asked for comments. **CB** very pleased to read TOC, feels confident we can now demonstrate clearly the impact that SoCo has. **BA** asked if there should be clearer metrics of how we measure outcomes, **AF**

highlighted that the TOC is a starting point and indicators will be included in the evaluation framework. **RK** agreed that it articulates well what SoCo is trying to achieve. **MS** pointed out through accompanying narrative we can provide more detail, and that the TOC provides a succinct picture, while also showing progression for participants.

**AF** talked through Board Support and highlighted opportunities for members of the board to be part of the rest of the process, including: Communications; Monitoring and Evaluation; Organisational Development, Business Development and Finance/Accounting. **MS** thanked the board for completing the skills audit and said there would be opportunities for board members to be involved in the process with TSIC as the project continues.

Action agreed	Responsibility for action
Any thoughts/comments on TOC to be sent to Matt/Marie.	All

### 3. Update on projects and funding MS & MSc

Since last board meeting SoCo has been successful in applications to Clothworkers Foundation (CF), Arts Council England (ACE), PRS Foundation (PRSF) and Hampshire & Isle of Wight Community Foundation (HIWCF).

- CF (£5K) is for capital and will be used to update some of the IT within the organisation and purchase some digital music and recording equipment.
- ACE (£29K) split between 3 elements: Core funding to support management team with charity transition and organisational development; Delivery, including online sessions, resource development and platform creation; CHAOS Network, recruiting for an 2 day per week role to administer the network and create web platform (this levers in further £3.5K from Southampton City Council). CB recommended checking out Might Networks as a platform.
- PRSF (£10K) to support 10 local artists to record and release music, a continuation of our previous ACE funds for the Urban Music Development Unit.
- HIWCF (£6K) working with Together UK and SCiA for 3 months of online sessions with Adults with Mental Health challenges and working with Care Home residents.

**MS** highlighted that there is a lot of funding opportunities out there, and that to avoid stretching capacity to deliver, any future funds applied for will incorporate capacity building to ensure we are not over stretched, and we are growing the organisation as the funding comes in.

Existing projects:

- Youth Music funded "Future Sounds" is coming to an end, we are currently writing the evaluation report, and new Youth Music Fund B project 'Changing Tracks" will start (**MN** talked through the project at the last board meeting)
- Still delivering Play and Youth Services (Southampton City Council Contract) that pays for 3 music sessions per week. Currently being delivered online, both one to one and group sessions
- Community Learning programme (Southampton City Council Contract) including sessions with adults in recovery from substance misuse. Dropped to 2 online sessions per week from 5 sessions per week before lockdown. New courses starting soon for adults with mental health challenges in secure units.
- City of Culture bid on the horizon. Claire Whitiker (Bid Director) has a background in music and is keen to support SoCo's engagement in the bid. **MS** putting some time into supporting the bid as it could prove beneficial for SoCo in the long run. Also, **MS** talked about the NST building which is potentially available after NST went into administration, and the potential for some partnership development to use that space.

**MI** asked how current situation compared to this time last year financially as SoCo had seen some success with funding. **MS** said that it's fairly normal, that funds are made up from projects grants and project income, and can provide management accounts showing the breakdown of grants/earned income etc. Last financial year saw a 40% rise in SoCo's income. Covid-19 funds have allowed us to access funds that may have not previously been available, but we're are not necessarily ahead of where we would expect to be. ACE funding could be significant as it opens up future funding from them. Becoming a charity will also make a difference as we would be able to access more trust and foundation funding, and have clearer messaging to make selective approaches to corporations and individuals.

Of Action agreed	Responsibility for action
Check out Mighty Networks for a solution for CHAOS platform	<b>MS</b> (CB to demo)

#### 4. Charity transition and adoption of new Articles of Association

**MS** explained that **RK**, **CB**, **SE** and **MI** had now been formally added to the board of Directors and registered with Companies House. As part of the charity transition process SoCo needs to adopt new governing documents, changing the current combined Articles of Association and Memorandum of Association to a new separate Articles of Association and Memorandum of Association. Documents were circulated for review before meeting. All directors voted unanimously to pass the motion to adopt new Articles of Association and Memorandum of Association, and to digitally sign the resolution. **MS** also announced that he would be stepping down as a director but asked if the rest of the board are in agreement that he will continue his role within the management team and lead SoCo through the transition to charity and beyond. This was agreed by all directors. **MS** to submit new governing documents to Companies House.

**SE** asked if any action was required for directors to move from Non-Executive Directors to Charity Trustees, **MS** explained that they will remain directors in the eyes of Companies House, but be considered Trustees by the Charity Commission as SoCo will become a Charitable Company. **RK** pointed out that a future action could be to transition to CIO (Charitable Incorporated Organisation) to avoid dual reporting to Companies House and Charity Commission.

Action agreed	Responsibility for action
Submission of new Articles of Association and Memorandum of Association and related documents to Companies House	<b>MS</b>

#### 5. Financial Update

**MS** shared the management accounts for 20/21, they do not provide much information as we are only one month in to the financial year. **MS** said they provide an overview of income and expenditure and if anyone is interested in more detail, he can have a separate meeting to explain figures.

**MS** shared the cashflow forecast for the next 12 months highlighting the income and expenditure elements, that all figures were currently confirmed and did not include speculative funds. **MS** will be altering the cashflow forecasting slightly to be more representative of projects rather than people, and asked to have some time with **SE** to go through this.

**MS** highlighted that Income and Expenditure loaded toward start of the year but both decrease as year goes on. Expect more funding to come in but demonstrates solvency. **RK** raised a future conversation should be had around reserves policy

**RK** asked what the current split was between employed staff and freelance staff, and what amount of risk SoCo is carrying in regard to PAYE employees and HR processes that are in place. **MS** explained that there is a mixed model of PAYE and Freelance mostly due to project funding and requirements. Aspiration is to have more permanent staff which is made possible by core funding.

Action agreed	Responsibility for action
<b>MS</b> and <b>SE</b> to arrange a time to go through financial forecasting processes	<b>MS</b> and <b>SE</b>
<b>MS</b> and <b>RK</b> to have a conversation about HR processes and PAYE staffing	<b>MS</b> and <b>RK</b>

#### 11. Any other business

There was no other business raised.

#### 12. Date of next meeting

The next date will be Wednesday 1<sup>st</sup> July at 5.30pm

MINUTES SIGNED AS AN ACCURATE REPRESENTATION OF THE MEETING



MATT SALVAGE

ACTING CHAIR

DATE: 5/6/20

