



## Minutes of a Meeting of the Karten Network Board

10.30 on Thursday 17th February 2022

Remote Meeting – Microsoft Teams

### Directors Present:

Arwyn Jones (Chair)  
Robert Boyce  
David Finch  
Rohan Slaughter

### Others present:

Dawn Green  
Martin Pistorius  
Sal Cooke

### Apologies:

Joe Cash  
Paul Doyle  
Max Bianconi  
Vicky Myko

### Minutes:

Ines Meza-Mitcher

## 1. Apologies

- The apologies were noted as above.
- Vicky Myko has resigned due to ill-health with immediate effect; Directors thanked her in absence for all her work and resolved to send flowers and a card. **Post meeting note: Vicky Myko has been removed as a Director with Companies House.**
- It was noted that Joe Cash has moved to a different organisation which is not a Karten Centre, so it is unclear as of yet what impact that will have on his own availability.
- It was noted that for future TOR a quorum of trustees would need to be specified.

## **2. Declarations of Business Interests**

- There were no other declarations of interest.

## **3. Minutes of the last meeting**

- The minutes of the last meeting were approved as a true record of the meeting by those present.

## **4. Matters arising**

- All matters arising have either been completed or would be dealt with as part of the meeting.

## **Items for discussion/decision/approval**

### **5. KN Ltd governance update and next steps**

- DG and AJ gave an update on the next steps regarding conversion to charity. BDP Pitmans have confirmed that the Network can convert to a charity rather than a CIO, and retain our existing entity status without having to re-register with Companies House. Directors agreed to go ahead with this.
- RB questioned whether the mission and objectives have yet been discussed and agreed, and it was noted that this hadn't yet been done but would be picked up in due course. This would be done with legal advice given the importance of ensuring a distinction of the Network being a charity.
- There was some discussion around the difference in responsibility between being a trustee and being a director. It was noted that BDB Pitmans will do due diligence and check all current directors meet the criteria for trusteeship and are happy to continue as trustees. The CC3 document from the Charity Commission had been circulated to directors.
- It was confirmed that board training and support for the board would be arranged going forwards, including a skills audit which would inform any further board recruitment (which directors were happy with). Role descriptions would also be put in place and expectations made clear.
- It was also noted that Directors' indemnity insurance was in place and that this would be transferable to a trustee role.
- The issue of making the wider Network aware of the intentions regarding changing our status from a limited company to that of

a charity was discussed. It was agreed that they should be reassured that the Network's relationship with Centres will not change and that this should be explained before the change officially takes place. The information should be accessible and the advantages made clear.

- It was agreed once the new board set up was in place, this should be publicised on the website with clear indications of trustee skillsets and how these would be of benefit to the charity.
- DG brought up the issue that other organisations would need to be communicated with besides the Centres. **Action: a comms plan would be prepared to deal with the detail of this.**
- Directors were happy that the existing sub-group would continue to work on behalf of the board with BDP Pitmans on next steps. Pitmans would be re-engaged and a conversion plan made.

## **6. 2020-21 Accounts and audit**

- The accounts were approved and directors approved AJ to sign on behalf of directors. **Post meeting note: the accounts have been signed and submitted to Companies House.**
- DG raised the issue (brought up by the auditors in their management letter) that the finances as a charity were potentially more onerous and subject to more scrutiny than they had been previously as a limited company. This would need to be looked at.
- It was clarified that the budget approved by the Trust does not relate to Centre applications, but administrative costs (such as staff time). We would like to include a formal letter of agreement between the Network and the Trust, as recommended by the accountants.
- The letter of recommendations from the accountants was discussed and most areas would be progressed this year. There was a point on deferred income. There is an issue in that funding is released from the European Commission in tranches. We spend whatever we do in the year and unfortunately what isn't spent is then deferred to the next year.
- It was noted that, regarding the point about freelancers, we have checked via HMRC that the arrangements in place

between the Network and its freelancers is all above board.

**Action: it is recommended this is checked on an annual basis.**

- **Action: AJ will draft a response letter to Godfrey Wilson addressing their points, some of which would be the same as last year.**

## **7. Nuvoic project update**

- Typically the Nuvoic Team would join for this meeting, but they are currently at Portland College.
- The delivery of the project is on schedule in terms of meeting targets, deliverables, deadlines and all technical and financial reporting.
- The focus of the project has changed slightly to add an additional amount of work. Some of the testing is continuing but we are now working on recruitment for Project Ensemble.
- Both Nuvoic Technologists have been confirmed for an extension. They were initially appointed for a 12 month period and this has been extended until the end of February 2023.

ITEM FOR DISCUSSION IN JULY: Given the team we have, 6/7 months away from the end of Nuvoic, and just to explore and have board discussion about potential opportunities.

## **Items for information**

### **8. KN Ltd 2020-2021 and Nuvoic expenditure to date**

- This paper was taken as read and no comments or questions were raised.

### **9. 2021 Strategic and Operational Plan update**

- This paper was largely taken as read, although DG noted that the format was likely to change as we transition to a charity.
- The launching of Karten awards in parallel to the centenary year was discussed; this had been repeatedly delayed due to the pandemic. There had also been some discussion with trustees regarding lifetime achievement award with Trustees, but this hadn't progressed. **Action: IMM to add to Trust agenda in March.**
- The possibility of a Karten event "piggybacking" on the next TechAbility event was discussed.

## **10. Karten Network Development Co-ordinator update**

- This item was taken as read. DG was thanked for all her work.

## **11. Technology Adviser update**

- MP was thanked for his continued work behind the scenes.
- Directors were reminded that at the last meeting they had agreed investing in MP through Microsoft Certified Professional Training. It was noted that the paper MP provided had included some more information about this including a timeline.

## **12. Israel Karten Centres update and presentation from Migdal Or**

- Directors were shown a presentation from Migdal Or, which would be distributed with the minutes.  
<https://youtu.be/KpZnikNEP7s>
- DG was asked to pass on Directors' thanks to Migdal Or via Debbie Ben Tal.

## **13. Any other relevant business**

- The meeting in July was discussed and directors agreed that they would stick with a virtual meeting.
- **Action: it was agreed that one agenda item in July would be around the fact we are 6/7 months away from the end of the Nuvoic project, and potential next opportunities.**
- It was agreed that Directors could possibly explore meeting in person alongside the TechAbility conference in Birmingham, given they would all be there anyway.