KASBAH – Supporting Disabled People Towards Independence

**Charity No: 1123362**

**Annual General Meeting on Thursday 15 September 2022, 12 noon**

**Held at**

**Princess Christian’s Farm, Ridings Lane, Hildenborough, Tonbridge, TN11 9LN**

Present:

Jim Mawby (Chair), Stephen Field (Treasurer), Harry Rayner (Local Councillor for Malling West), Emma Carver (Chief Executive Officer/Company Secretary)

KASBAH Members: Katie Austen, Mark Axford, Hannah Baily, Georgina Bailey, Lexi Baldwin, Geoff Basford, Simon Bindra, Martin Coley, Kane Creasy, Thomas Cross, Thomas Hart, Rosie Hely Hutchinson, Rachel Hopkins, Nick Long, Theepan Logendran, Victoria Malone, Tom Mays, Zoe O’Donnell, Alistair Paterson, Catriona Paterson, David Pritchard, Pauline Pritchard, Lain Reynolds, Jake, Ross, Abigail Ryan, James Seal, Jade Softley, Sam Stone, Dan Storey, Andy Storey, Sophies Walsh, Susannah Watson, Russell West, Amber Wild, Brandon Winchester, Gemma Vidler, Ru Maneya, Natalie McCluskuy, Gaby Ward, Daisy Tate Wells, Amy Copping, Pam Basford

KASBAH Guests: Clare Allen, Emma Jones, Abbi Caliandro – (prospective Trustee), Josh Epstein- (Oaks Specialist College), Jon Healey (Lindeyer Francis Ferguson), Chris Newman (NCRW) Sam Payne (Lindeyer Francis Ferguson), Jamie Rhodes (MENCAP’s), Stephen Saxby (Disability Assist), Tracy Simmonds (Oaks Specialist College) Christine Smith, Sky Oaks, Louis Payne, Felicity Mayers, Tazmine Softley, Marshall Bourne, Stephanie Hobin, Lucinda Pedley (GCHA) Stuart White (GCHA), Lawrence Yeboah, Tracy Hopcrof, Kim Stone

KASBAH Staff: Sophie Aiken, Julie Appleby, Natasha Bremer, Ella Budd, Arron Carver, Phoebe Carver, Chris Evenden, Karen Heath, Sarah Henaghan, Annabelle Hulse, Bamini Logendran Victoria Norris, Sahfia Philpot, Katie Porter, Liz Read, Graham Shaw, Linda Shaw, Ross Simmons, Donna Stockton, Andy Storey, Dawn Varley, Deborah Goldsmith, Charlie Packer, Kathyrn Westcott, Linda Nyamutsahuni, Marie Worrell, Ashley Rehman, Stacey White, Anna Saunders, Janine Lozada, Chantel Robinson, Yvonne McCuish

1. Opening Address – Jim Mawby (Chair)

The Chair welcomed everyone to the 56th Annual General Meeting of KASBAH. He stated it was great to see so many of you have taken the time to come and join us here today.

This year we are delighted to be able to hold our meeting here at the KASBAH farm and I hope you have the opportunity to look around and meet the animals and staff team. We have some great workshops planned this afternoon; tortoise bathing, pony washing, pig, and chicken feeding to name a few so please do get involved. We shall try not to keep you too long so that you can enjoy the activities.

The chair asked to please bear with me as I read from these papers as I need to make sure I complete all the formal business of this meeting. This meeting is to ensure that last year’s performance both in activities and finance is approved by you, the KASBAH members.

The Chair welcomed all and introduced Emma Carver (Chief Executive Officer) to do the Housekeeping

The staff were asked to raise hands to show the audience who are staff should there be an emergency.

1. Chair’s Welcome – Jim Mawby (Chair)

Thank you, we will now start the formal part of the meeting

I would like to take this opportunity to thank Emma and the KASBAH staff, trustees and volunteers for their hard work and commitment throughout an extremely busy year. We would not have gotten to this strong place without the team support and work ethic which is apparent throughout the organisation, which is a real credit to all involved. Taking on the management and running of Princess Christian’s Farm has been a significant challenge and achievement as well as the continued support and development of the other KASBAH projects.

I would also like to thank the Trustees who are standing down this year; Christine and Jason have given their time and enthusiasm to KASBAH for many years and have always been pro-active in their support.

 The Chair introduced the top table:

Emma Carver - Chief Executive Officer

Stephen Field –Treasurer

Harry Rayner - Local Councillor for Malling West – (Guest)

I would also like to introduce you to the other Trustees/Directors of KASBAH that are here today, please stand up to make yourself known to the audience.

Abbi Caliandro – prospective Trustee

We do use the terms; Trustee and Director and it is for the same function, Trustee is a term used for Charities and Director is a term used for Company regulation, as KASBAH is both a Charity and a Limited Company, we reference both terms.

I would also like to welcome some other guests of KASBAH this morning;

Stephen Saxby from Disability Assist (a KASBAH charity partner)

Jon Healey and Sam Payne from Lindeyer Francis Ferguson

Josh Epstein and Tracy Simmonds from the Oaks Specialist College

Jamie Rhodes from MENCAP’s Community Support Team

Chris Newman from NCRW (National Centre for Reptile Welfare)

The Chair handed over to Emma Carver to read out the list of apologies.

1. Apologies for Absence – Emma Carver (Chief Executive Officer/Company Secretary)

Emma to state we have received 39 apologies, including apologies from: apologies including apologies from Board Members: Charissa Baldock (Trustee), Sara Cross (Trustee)

Jason Owen (Trustee), Christine Taylor (Trustee), Karen Richardson (prospective Board member), Mark Walker – Director of SEN and Disabilities from Kent County Council, Guy Offord- Contract Manager from Kent County Council

The full list of apologies is available to view on the table where you signed in.

Apologies: Ross Briffit, Karen Brosnahan, Jane Candler, Matthew Dennis, Nicola Devine, Eunice Doswell, Sophie Fournel, Vanessa Frazier, Carly Gadd, Lauren Gee, Jodie Heneghan, Kerry Lyle, Richard Lyle, Michael McDermot, Brenda Mills, Peter Mynehan, Richard O’Leary, Jason Owen, Robert Shanahan, Jo Stringer, Christine Taylor, Stephanie Thorpe, Beth Walker, Paul Williams

The Chair stated Items 4, 7, 10 & 11 would all require a vote, each KASBAH member had one voting right, and if they were a parent, one parent could vote in addition to the person with the disability. Each person with a voting right had been issued with a voting card, so please hold this card up when asked to vote, there were three options; in favour, against, abstain. Anyone who felt they should have had a voting card but had not received one was asked to raise their hands.

The Chair reminded staff that they are only eligible to vote if they are a Member of KASBAH in their own right or if they are a parent/Carer of a registered KASBAH member.

The next item will require voting on.

1. Minutes of Annual General Meeting 2021– Jim Mawby (Chair)

The Chair asked if everyone that is able to vote have a copy of the AGM Minutes 2021 in their packs as they now need to be adopted, in other words agreed as a true record. You can also view or download the Minutes from the KASBAH website – [www.kasbah.org.uk](http://www.kasbah.org.uk) at a later date.

The Chair asked for a Proposer and Seconder for the adoption of the AGM Minutes 2021:

Proposed by Natalie McClusky

Seconded by Pam Basford

A vote was then taken on the adoption of the AGM Minutes 2021

Votes For: 39 plus 15 postal/proxy – 54 in total

Votes Against: 1 plus 0 postal/proxy – 1 in total

Abstentions: 0 plus 0 postal/proxy – 0 in total

AGM Minutes 2021 were adopted.

1. Matters Arising – Jim Mawby (Chair)

The Chair asked if there were any matters arising – none were raised.

1. Presentation of the Annual Review 2021-22 – Jim Mawby (Chair)

The Chair asked if everyone could take the time to read the Annual Review, it is a great document to see what we achieved in 2021-22. If you wished to discuss the Annual Review further please talk to any of the Board members or KASBAH staff team after this meeting.

1. Presentation of Annual Accounts 2021-2022 & Financial Report – Stephen Field (Treasurer)

The Treasurer stated that it was good to see so many old friends as well and new, he thanked everyone all for the great turn out today. He said he was presenting the Annual Accounts for 2021-22 which includes the Trustee Report for this period. He asked everyone to check they have a copy of the Audited Accounts 2021-22 in their AGM pack as it needs to be voted on for approval.

The Treasurer stated we have invested wisely within our housing projects, activities and our wonderful staff.

KASBAH continues to develop its robust financial management systems and is pleased to confirm that the charitable organisation has maintained its strong financial position, despite the uncertainty the farm had the potential to add. There is an on-going need for effective cash flow as the majority of KASBAH’s reserves remain tied up in the properties. We have worked hard as an organisation to be in a safe financial position at year end which we are pleased to confirm has been achieved. We will continue to be extra vigilant to maintain this position. Taking on the farm and investing wisely has been both a positive and fantastic move for us but we will need to continue to be extra careful, which he is happy to say is something that we discuss on a regular basis.

Our budgeting assumptions have continued to be on the conservative side (as is appropriate in the general economic situation) and we have still been able to generate a surplus. The audited accounts show a surplus of **£513,908, this includes £440,000 allocated by Kent County Council to bring the health and safety of the farm up to minimum standards and to purchase essential farm equipment, this means a true surplus of £73,908.** KASBAHgenerated a turnover **of £2,320,465** as a result of continuing attention to management of expenditure and maintenance of KASBAH’s income

streams. This figure does also include the farm health and safety funding too.

The Treasurer asked if there were any questions on the accounts – none were raised.

The Treasurer then handed the meeting back to the Chair.

The Chair asked for a Proposer and Seconder to approve the Annual Accounts 2020-21

Proposed by Daniel Storey

Seconded by Natalie McClusky

A vote was then taken on the approval of the Annual Accounts 2021-22

Votes For: 39 plus 15 postal/proxy – 54 in total

Votes Against: 1 plus 0 postal/proxy – 0 in total

Abstentions: 0 plus 0 postal/proxy – 0 in total

The Annual Accounts for 2021-22 were approved.

1. Chief Executive Officer’s Report – Emma Carver (Chief Executive Officer/Company Secretary)

Chief Executive Officer stated it was an opportunity to talk about the achievements and developments in KASBAH during 2021/22. she thinks you will all agree we have been busy, and we have taken on one of our biggest challenges, but it has also been extremely rewarding.

The Chief Executive Officer said she can honestly say she has enjoyed every minute at the farm; she is very proud of our many achievements but most of all about how you all; staff and service users have welcomed us in and worked with us to get so much done in such a small amount of time. She said a huge thank you to everyone and the KASBAH sites for the overwhelming support, belief and push to make our aspirations of having a working farm a reality.

We have not stopped there; we have continued to develop the staff team with three new Studio 3 trainers being Sarah, Karen and Emma alongside Chris, this has made keeping the full staff team up to date with our low arousal and positive behaviour support approach much more effective. We are very pleased to report we have been nominated for the second time for the Gold Employer of the Year Award by Investors in People, we hope to hear back on our entry soon.

KASBAH also assisted Disability Assist (our charity partner) in the information, advice and guidance tender as the year ended. We are very happy to still be able to support our core membership with general advice, support, and information in our new partnership.

The Chief Executive Officer then handed the meeting back to the Chair.

1. KASBAH’s Five Year Vision – Jim Mawby (Chair)

The Chair said there are copies of the current Five-Year Vision available for you to view on the back table and it is also available to view/download on the KASBAH website.

Please take the time to review the document and if you have any questions regarding the Five-Year Vision, please talk to myself, Emma or any of the other Board members present after this meeting.

The item is for the election of Board Directors, I will pass the meeting over to our Guest Harry Rayner (Local Councillor for Malling West) who will conduct this part of the meeting.

As the next item is for the election of Board Directors, the Chair stated that he will pass the meeting over to Guest Harry Rayner (Local Councillor for Malling West) to conduct the Election of Directors.

1. Election of Directors – Harry Rayner (Local Councillor for Malling West):

Guest, Harry Rayner said thank you for the invite today, its is a pleasure to be here and to see so many of you this afternoon. I have worked with Emma being involved and facilitating the transfer of this wonderful resource that you have here in the farm, I can see that the management go above and beyond to ensure that this resource is used wisely and effectively. Well working through the transfer Emma was on holiday, we struggled to get a date where we could all get together to discuss the transfer, Emma abandon her family on holiday to come back to be part of the meeting. It shows the dedication that has done into the successful transfer of the farm.

We are now going to vote on the election of Directors and in accordance with KASBAH's Articles of Association, the following Directors are standing down:

Christine Taylor (Acting Chair)

Jason Owen (Trustee)

Both Christine and Jason have not put their names forward for re-election and on behalf of the organisation, we would like to thank them both for their many years’ service and support given to KASBAH and wish them both well for the future.

Jim Mawby was co-opted onto the Board on 14 December 2021 and in January 2022 took on the role as Chair. Jim has put his name forward for election.

10.1 - Harry Rayner asked for a Proposer and Seconder for the election of Jim Mawby.

Proposed by Katie Austen

Seconded by Suzannah Watson

A vote was then taken for the election of Director, Jim Mawby

Votes For: 40 plus 15 postal/proxy –55 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 0 plus 0 postal/proxy – 0 in total

10.2 Karen Richardson has been invited to join the Board and has put her name forward for election and this will require voting on. Please see Karen’s profile on the AGM Agenda.

Harry Rayner asked for a Proposer and Seconder for the election of Karen Richardson.

Proposed by Teepan Logandran

Seconded by Claire Allen

Votes For: 30 plus 15 postal/proxy –45 in total

Votes Against: 1 plus 0 postal/proxy – 1 in total

Abstentions: 1 plus 0 postal/proxy – 1 in total

10.3 Abbi Caliandro has been invited to join the Board and has put their name forward for election and this will require voting on. Please see Abi’s profile on the AGM Agenda.

Proposed by Rosie Hely Hutchinson

Seconded by David Mills

Votes For: 30 plus 15 postal/proxy –45 in total

Votes Against: 3 plus 0 postal/proxy – 3 in total

Abstentions: 1 plus 0 postal/proxy – 1 in total

10.4 Harry Rayner stated the election of the remaining Board of Directors is done en bloc and asked for a Proposer and Seconder.

Proposed by Pam Basford

Seconded by Ru Maneya

A vote was then taken for the election of Directors en bloc (10.4)

Votes For: 39 plus 15 postal/proxy –54 in total

Votes Against: 0 plus 0 postal/proxy – 0 in total

Abstentions: 6 plus 0 postal/proxy – 6 in total

Harry Rayner stated the KASBAH Board of Directors are as follows:

Directors of the Board of KASBAH:

* Jim Mawby
* Stephen Field
* Charissa Baldock
* Sara Cross
* Karen Richardson
* Abbi Caliandro

Harry Rayner thanked the chair and passed the meeting back to the Chair.

The Chair thanked Harry and asked if anyone is interested in becoming a Director, please come and talk to me after the meeting.

The Chair handed the meeting over to Stephen Field (Treasurer) to explain the next item on the agenda.

1. Appointment of Auditors – Stephen Field (Treasurer)

KASBAH has had another positive year with our Auditors who are Lindeyer Francis Ferguson Ltd of North House, 198 High Street, Tonbridge, Kent and we recommend that they are appointed as our Auditors for a further year.

The Treasurer asked for a Proposer and Seconder to appoint the Auditors:

Proposed by Sam Stone

Seconded by Martin Coley

A vote was then taken for the Appointment of Auditors

Votes For: 38 plus 15 postal/proxy – 53 in total

Votes Against: 0 plus 0 postal/proxy – 1 in total

Abstentions: 0 plus 0 postal/proxy – 0 n total

Auditors - Lindeyer Francis Ferguson were appointed.

The Treasurer handed the meeting back to the Chair.

1. Any Other Business – Jim Mawby (Chair)

The Chair asked if there was any other business to be raised – none was raised.

1. Closing Address – Jim Mawby (Chair)

The Chair stated that he will now formally close the meeting. He asked before you leave to spend a few minutes now to complete the feedback form that is in your pack. Once you have filled this in, please hand over to Sophie, Sarah, Donna or Julie who will collect them from you.

Please now stay and enjoy some refreshments and farm activities with us.

End of Meeting.