

WOMEN'S BREAKOUT OPTION PAPER JANUARY 2017

Required annual budget

£120,000 p.a.

Funding situation as at 1st January 2017.

Secured:

- Porticus - £50,000 one-year grant (re-applying)
- Allen Lane £15,000 over two years - September 2016 – August 2018 (for Rebecca)
- Awards for All - £8,000 to include a small contribution to Rebecca's salary.

Applications in preparation:

- Experts by Experience – funding to be sought. Lottery, Oak Foundation.
- CBOF – amount still to be calculated and unlikely to reach us until March 2017. But somewhere in the region of £15,000.
- Tech4Good – with Women in Prison, £9,000 to include a small contribution to Rebecca's salary
- The Rayne Foundation
- Porticus

OPTION

It is clear that Women's Breakout has a place in the women's justice system but is not a going concern with its present funding situation and in its existing format. However, WB, as a brand, should be preserved and protected and the best way to do this is to find a suitable partner to merge with to give it sustainability and a chance to grow and look at alternative ways to support the development of the SIB. Therefore:

- (i) At January Board meeting we need to agree that we should start negotiations regarding merger (with the funding which is available at present which makes us more attractive).
- (ii) We need to identify an organisation that could take over from us (probably not the SIB) e.g. Changing Lives, Lancashire Women's Centre, Clinks or possibly Women's Resource Centre. Jim is happy to help us set this up.
- (iii) This organisation would be responsible for the Experts by Experience project. The SIB could become a separate entity. Please refer to Jackie's minutes of our last meeting. (Jim would help with this)
- (iv) **Progress on merger discussions:**

Jackie and I are meeting with Anne Fox from Clinks on Monday 9th January so before the board meeting.

NB: Jackie and I met with Anne this morning – very positive discussion. Will feedback at meeting.

Sarah Swindley is interested in discussing this further with us.

Laura and Steve have discussed the offer made by Jackie re. WB merging into CL and have responded:

“Your email was great in setting out all the issues for Stephen and the Board to consider this, and they have given really thorough consideration. However, their view is that Women’s Breakout would be much more influential if we merged with another Infrastructure organisation. We are concerned that being part of CL would compromise the legitimacy within the sector as we would be competing at times against other members and there may be conflicts of interest. I am sorry that this is the decision as I know you were keen to pursue organisations like ourselves, but I would imagine that some of the infrastructure organisations would be extremely keen given the reputation and impact of Women’s Breakout.”

(v) Response from Revolving Doors re the funding for experts by experience

‘I think we will be too pushed to develop this within your understandably urgent deadlines and so, regrettably, I think we will need to let this opportunity pass. We have struggled with the decision, partly because Paula spoke so highly about the previous project and, with different timings, we would have been interested in pursuing. However, we have another opportunity that both Paula and Katy need to concentrate on over the next month and I realistically cannot see how we will have capacity to pursue both. I am sorry – it was “right up our street”. Hope to see you soon and let’s keep seeing if there is a project where the timings work out.’

WHAT NEXT?

Things which require our immediate consideration:

- Thorough analysis/assessment of any potential partners we might think are possible. (who to do this???)
- A clear case why we are considering taking this course of action, e.g. financial imperative, sustainability.
- Timeline – we would need to decide now to make the most of the funding we have.
- National versus regional organisation
- Process – consultation with our members.

Articles of Association – pertinent points

- The Board of Trustees may call a general meeting whenever they wish.
- A general meeting must be called by giving at least 14 Clear Days’ notice in Writing. These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice.
- Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. Representatives of four member organisations or 10% of member organisations

present in person or by proxy, whichever is greater and subject to a minimum of four, shall constitute a quorum.

- A general meeting may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.
- The institution or institutions will be chosen by the members of the Board of Trustees at or before the time when the Charity is wound-up or dissolved.

Other issues

- Staff
- Membership Rights (60 members)
- Pension situation
- Assets and liabilities
- The SIB
- Experts by Experience
- Funders
- Role of governance and future role of board

What help we might need

It is essential that we have a very clear criteria re. the path forward and reasons behind it and gain full board approval.

In December I met with Hilary Barnard. He was recommended to me by the Chair of the Association of Chairs and has a great deal of experience in the field of mergers and new partnerships.

Hilary very happy to help and support. Daily rate £650 plus VAT. And of course there will be stuff we can do ourselves. He also has a female colleague if we would prefer.

Hilary also happy to talk to Jackie (and other potential partners, e.g. Anne Fox at Clinks).

Areas where he can help:

- Heads of Agreement confirming in principle agreement and process
- Facilitation of meetings with merger partner
- Governance issues, including merger route, dealing with the Charity Commission and managing the process to merger
- Staffing issues, including internal consultation and TUPE
- Communications with stakeholders
- Due Diligence
- Transfer of Assets

In previous assignments, he has sometimes acted as trusted adviser to both merger parties. He thinks that Clinks's instinct, for example, will be to deal with their side of the merger process internally, so it is more likely that Hilary would be supporting Women's Breakout.

He would probably have a different list to suggest if the merger was with another organisation.

Once we have met at our board meeting, Hilary is happy to put forward a more specific proposal.

Funding

We should contact Esmee Fairbairn Foundation and Lloyds TSB both who fund this sort of situation. Also possible help from Porticus? And Barrow Cadbury offered some potential support for any transition to another organisation (as per meeting Jess, Grace and I had with Debbie Pippard last year).

Roma Hooper
Chair

9th January, 2017.