160th Annual General Meeting of the Institute

Held online on Tuesday 14th May 2024 at 18:00

MINUTES

Chair: President, Robyn Soma
Minutes: Sam Tomas

In attendance:

Full Council (Emma Barker, Natasha Lloyd, Katie Dobiesz, Paula McCreary, Robyn Soma and Mary Tassell), Chief Executive James Wiltshire, plus members of the Institute as detailed at the end of the minutes.

1. **Presidential address:** was made by the Institute's President, Robyn Soma

2. **Formal opening of the AGM:** The chair formally opened the meeting

3. **Appointment of scrutineers:**

   James Wiltshire & Sam Tomas appointed.

   Proposer – Mary Tassell
   Seconder – Phil Deakin

   82% of attendees voted with 100% approval.

4. **Apologies for absence:** None received.

5. **Obituaries:** These were noted as Kerry Hackett, John Etherington and Christopher Robbins. A period of silence was observed.

Ordinary Business

6. **Minutes of the 159th Annual General Meeting held on 9th May 2023 online.** These minutes had previously been circulated. Those present recorded them as a true record.

   Proposer – Katie Dobiesz
   Seconder – Nicole Treacy

   70% of attendees votes with 100% approval.

7. **Matters arising from the minutes (previously circulated).**

   Laura Stannard asked about Point 9, employees contracted hours.

James Wiltshire then provided a breakdown.

8. **Annual Report (as circulated).**

Frances Watkins enquired about the number of retired Members – currently 52.

Katherine Bellchambers-Wilson asked for an update on Twinings. Robyn Soma gave an update that the partnership agreement was now signed, and although the packaging project has been delayed, we are working on other projects together.

Elena Renier commented that the AGM format does restrict the ability to discuss matters more widely.

Desiree Shelley asked whether the Institute is discarding our history to embrace the future. Robyn Soma responded although we must continue to evolve, our history and traditions are very important, and the two are not mutually exclusive.

The report was approved by voting under Ordinary Business 1.

9. **Adoption of Financial Accounts (previously circulated).**

A question from Peter Neumann about the levels of bank charges detailed. Robyn Soma explained that this comes from transaction costs for taking payments, and charges to send money to overseas accounts.

Peter Neumann also asked about the levels of software expense. Robyn Soma explained that this includes all of our website hosting, maintenance and development, as well as all of the other systems which we use. In January we undertook and audit of these systems and have reduced and renegotiated subscriptions to bring this cost down considerably this year.

Laura Stannard stated that she believed it is a legal requirement to put accounts to Members – Robyn Soma confirmed legal situation outline by the Institute's solicitors that there is no legal basis behind the motion to adopt the accounts, in company law or the Institute's Memorandum and Articles of association. There was associated further discussion.

There were comments about whether we can adopt draft accounts. Robyn Soma explained that all accounts are draft until signed by the Directors.

Katherine Bellchambers-Wilson asked how we hope to pay people to contribute to the Institute if we are making a loss. Robyn Soma explained that this year has had an operational loss and a carried over loss, and the projection was to return to profit this year.

Frances Watkins asked about PoP Mag and Festival finances. Robyn Soma stated that the magazine costs c£2k per issue to print, and £1.5k to pack and post, and that there are currently 75 non-member subscribers, and 93 single issue purchases, generating almost £3k in income. For the festival PoP 23 cost c£15k more than in 2022, but generated £30k more in income. This reduced the loss from £20k to £5k, and PoP 24 is expected to generate a profit.

Katherine Bellchambers-Wilson raised the point that the Accounts list the Institute as limited by share allocation, which is incorrect. Robyn Soma confirmed this would be updated.

Schia Mitchell Sinclair asked about the roles of current staff which Robyn outlined.

The Accounts were approved by voting under Ordinary Business 2.

10. **Election of Accountant 2023**

Council proposed that we appoint Sidaways Ltd in Exeter as outlined in the supporting paper. This was approved by voting under Ordinary Business 3.

11. **Election of Directors to Council:** (as circulated)

Vice President – Emma Barker

Honorary Treasurer – Natasha Lloyd

Director – Paula McCreary(Re-election)

This was approved by voting under Ordinary Business 4, 5 and 6,

The lack of Declarations of Interest was raised by Alison Denham, along with Laura Stannard and Katherine Bellchambers-Wilson. Robyn Soma noted that as all candidates were for re-election their interests were registered on the website, but accepted that these should be on the AGM platform in future.

Emma Barker, Natasha Llloyd and Paula McCreary did short summaries to the meeting.

The candidates were elected by voting under Ordinary Business 4,5 and 6.

12. **Special Resolution 1**

Robyn Soma outlined the resolution, and this was approved by voting under Special Resolution 1.

13. **Special Resolution 2**

Robyn Soma outlined the resolution.

Schia Mitchell Sinclair asked if there was any legal responsibility for the Honorary Treasurer role – there is not.

Melinda McDougall asked if a Finance Lead would be appointed. Robyn Soma answered that this was the intention of the current Council, but there is flexibility for future Councils to manage finances as they see fit.
There were lots of comments that the proposal makes sense but may need more detail. Robyn Soma answered that it was important to keep flexibility and allow mechanisms to be refreshed.
Katherine Bellchambers-Wilson asked if the resolution could be brought back to the AGM next year. Robyn Soma responded that she was confident the Membership could vote on it this year, but that dependent on this result it could lead to other motions next year.

This was approved by voting under Special Resolution 2.

14. **Special Resolution 3**

Robyn Soma outlined the resolution,

Schia Mitchell Sinclair asked what roles the Honorary General Secretary and the office team picked up, and Robyn Soma outlined this.

Laura Stannard and Desiree Shelley stated that the Institute does not have a formal company secretary, and this has not been legally required since the Companies Act 2006

This was approved by voting under Special Resolution 3.

15. **Reminder to vote on Ordinary Business and Special Resolutions as presented.**

Voting would remain open for ten minutes after meeting closes.

16. **Other Essential Business**

Robyn Soma reminded Members to read and act on the email encouraging them to get involved.

Paula McCreary highlighted the free mentor training in for Members on 23 May and at PoP.

Thanks were given to the retiring Council Members for their contributions, and the head office team for supporting the meeting.

A vote of thanks and recognition to the office team and all on Council was proposed by Katherine Bellchambers-Wilson, seconded Mary Tassell and Phil Deakin

End of Business at 20:04

Members attending:

Alison Denham
Andrea Cooper
Belinda Bradbury
bendle
Bergitte McGovern
Carol Thorogood
Caroline Stuart
Caroline Drew
Caroline Quayle

Catharine Huet
Danielle Kay
Delphine Sayre
Desiree Shelley
Elena Renier
Frances Hambly
Frances Watkins
Hananja Brice
Hannah Sylvester
Helen Kearney
Julian Barker
Julianna W
Kate Parker
Katherine Bellchambers-Wilson
Laura Stannard
Melinda McDougall
Michaela Böttner
Nicole Treacy
Nikki Darrell
Nikki Hawkes
Paul Hambly
Peter Neumann
Phil Deakin
Rosemary Westlake
Sarah Cowman
Schia Mitchell Sinclair
Sue Bottomley
Vasanti Limbani
Virginia Irvine-Fortescue
Vivian Craig
Wendy Griffin