

ANNUAL GENERAL MEETING

Minutes of the meeting held at 10am on Wednesday 19 March 2025

At the Queen Elizabeth II Centre, London SW1P 3EE

48 delegates were present representing their member schools.

1. Minutes of the 2024 AGM

The minutes of the AGM 2024, circulated to members via email, were received.

2. To receive the Directors' Report for the year 2024

The Chairman, Mark Taylor, welcomed those present. He summarised the 2024 Directors' Report, observing that it had been another busy year for the Association.

The total number of Members at 31st December 2024 was 833; within that number were several groups of schools that shared one governing body.

A key aim had been to keep governors informed of issues relating to all aspects of governance. Delivered via 53 training webinars, including 14 run jointly with other Associations, as well as six training seminars. In total these had been attended by 2,691 governors, this was more than the previous year.

With the continuation of webinars, which included the opportunity to access recordings, the training programme had become more accessible to more governors with a wider, indeed unlimited, geographical reach. In addition, the Annual Conference last March, attracted 154 delegates representing 128 schools.

Training sessions and strategy days were also arranged on request for 47 school governing bodies, including requests for training from schools beyond the UK. Demand for Reviews of Governance was high, with 15 provided for member schools in 2024, including several conducted remotely.

Throughout 2024 AGBIS provided a steady flow of electronic updates and newsletters for members, to keep them abreast of the fast-changing situation as regards government guidance and a raft of unfolding issues in schools and the sector. The change of government, and subsequent announcement to impose VAT on school fees and remove mandatory business rates relief for charitable schools, caused significant challenge and turbulence during the summer and autumn terms. The Association also provided free termly AGBIS Briefings conducted in webinar style and taking the place of regional meetings. In 2024, free termly 'coffee and catch up' sessions were offered for Clerks, Chairs of Governors and for Governors, conducted in meeting style to allow members to network with peers and raise topical issues and questions for AGBIS to advise on.

The annual survey of the salaries and benefits of heads and bursars, which produced data on an historic, aggregated, anonymised basis, was undertaken in partnership with Baines Cutler Solutions and distributed free of charge to those schools which provided data.

The Association's manual "Guidelines for Governors" remained available electronically and was provided free of charge for all governors of AGBIS member schools. The document would be updated for publication in 2025, along with a new "Principles of Good Governance" document to support member schools without charitable status and schools based outside the UK.

The 2023 launch of services to support member schools with governor recruitment had been well received with 35 governor vacancies advertised successfully in 2024. Many schools took advantage of the AGBIS partnership with Nurole to receive discounted support for their board recruitment search. Following the success of the governor vacancies board AGBIS launched a clerk vacancy board in 2024 with two roles posted.

The AGBIS Governance Manual, one of the key documents for members, was revised in partnership with BDB Pitmans for September 2024.

Following an AGBIS Board review of services, and in response to member demand, AGBIS International was launched in September 2024. The AGBIS International team provided networking and training opportunities for our current member schools outside the UK and further international membership services would be developed in 2025.

The departure during the year of two members of staff had led to a restructuring of the roles within the organisation and a number of new appointments in the summer term. Peter Harris was recruited to the part-time role of Finance Manager, Jo Dockery to the full-time role of EA to the CEO and Programme Coordinator. The AGBIS staff grew in autumn 2024 to provide additional support to members and improve the services offered. Three new roles were recruited with Ginny Parkes recruited to the Director of Learning and Professional Development full-time role, Ginny had previously been Director of Finance and Operations at an Independent School and prior to which she worked for the Department for Education. Imogen Vanderpump joined the team as Head of Member Services; Imogen had been Operations Director at GSA before joining the AGBIS team. Alex Mitchell had been appointed on an independent consultancy basis to lead the AGBIS International and Consultancy work, Alex was a former Head and experienced Reporting Inspector with ISI for UK and overseas inspections.

The Association was very grateful to Board members for their contributions to discussions and decisions, for chairing seminars and webinars, conducting reviews and for the support they provided to the AGBIS team in 2024. Thanks also to all the other Associations and businesses who have supported events.

Looking ahead, there were still a number of significant challenges that faced the independent sector. Therefore, the need for good governance remained an absolute priority. It had not been an easy or unanimous decision, but the majority of the AGBIS Board voted to support the ISC's legal action and accordingly the AGBIS representatives on the ISC Board voted in favour. AGBIS's position as a charity complicated matters, therefore it would not fund the litigation, but with appropriate grant agreements in place, it did continue to provide financial support for the work of ISC that helped to advance AGBIS's objects.

AGBIS will continue to support members support members in meeting these challenges by providing quality information, prompt and helpful advice and guidance, and would undertake to extend its training and review programme to reach even more governors.

The Chair invited questions from members but there were none.

3. To receive and consider the audited accounts for the year to 31st December 2024

The Treasurer, Diana Robinson, introduced herself noting she had been a Bursar for 20 years and was currently Chair of Governors at Westbrook Hay School and Clerk to the Governing Body at Westminster School. She had been on the AGBIS Board since March 2023 and took over as Treasurer from Sarah Phillips in summer 2024. Diana thanked Sarah for her valuable support and guidance during the handover period noting her expertise and well considered thoughts would be missed by the Board, as she would retire from the Board at the AGM.

AGBIS was a not-for-profit membership organisation. Therefore, in pursuance of its objectives of advancement of education by support of governance, it was important for the members to know whether the Association was applying the money paid in membership subscriptions in the best interest of member schools and of the sector in general. Ensuring it was providing high quality services, supporting governance and also being careful to retain enough to continue with investment to increase the quality and breadth of services into the future and importantly, as had been seen, to provide agility in changing circumstances.

The Treasurer provided an overview of the last three years, commenting that it showed a healthy progression of continued growth following some leaner years during COVID. However, she noted that the figures from 2023 leading into 2024 were a little misleading and that trend was not expected to continue to that extent into 2025.

Looking at the contrast between 2024 and 2023, she noted that in 2023 a new method of calculating subscriptions had been introduced. The subscription was calculated directly from the declared pupil numbers up to a capped maximum, except for smaller schools which had a fixed low fee. Under this system members benefited from smooth changes as pupil numbers increased rather than a sharp rise as the numbers moved from one band to the next. In addition, increased knowledge about which schools were in which groups, meant the cost was properly spread amongst all members who were gaining benefit from AGBIS services. Following Board discussion, the fee for 2024 had been raised in line with deliberate targets, the Board wanted to achieve three things:

- To ensure the Association had sufficient reserves to be able to offer timely and up to date advice to schools, particularly on the impending economic and political changes. In 2024 many free briefings were available to members, from AGBIS staff and other experts to advise on the ever-changing political situation.
- To invest in staff. As the Chair had highlighted the changes in staffing. The point of this was to increase the number and quality of the services AGBIS could offer to member schools.
- To try to make sure the subscription was able to cover, inclusively, as many activities as possible, and for those that needed to be charged the cost could be kept to a minimum. In the current standard programme of events for 2025, of the 21 standard webinars offered 10 were completely free of charge and eight carried a charge of less than £90. In addition to these events there were also a range of other services provide by AGBIS

including resources on the website, updates, newsletters, vacancy board and adhoc advice available to any member from the very experienced AGBIS staff.

This strategy in 2024 had enabled the Board to keep the 2025 subscription down to a minimum. With the subscription fee for small schools being frozen and the per pupil fee being kept to an inflation rise only, whilst still being able to continue with the programme of development.

The seminar, training and review net income had dropped. AGBIS were aware that schools had been planning well in advance of the introduction of VAT and the withdrawal of business rates relief, looking at ways in which they could, if possible, absorb some of the VAT impact to reduce the impact on their parent bodies. Therefore, schools had to look at other costs, particularly discretionary costs, this meant there was less uptake of training and development during this period. The conference had been well attended in 2024, with a reduction in ticket price offered when booking more than one place.

The Treasurer reviewed the expenditure, commenting that, similar to schools, the highest expenditure line was for staffing at about 65% of expenditure. The staffing figure reflected a combination of some understaffing during the year, alongside the new and increased staff arrangement, as set out by the Chair during his input, which had been in place from the autumn term. The other key thing about expenditure noted was that the actual expenditure was quite considerably less than budget. With staff needing to prioritise member support during the challenging period, some expenditure had been deferred. The deferred expenditure included items such as improving the AGBIS website, updating the eLearning platform, rewriting of Guidelines for Governors and the creation of a new accredited development programme for Clerks (GPP) which was a very exciting move forward for AGBIS. The costs of the deferred expenditure would be carried into 2025.

Looking at the balance sheet, she noted that investments had been moved to Sarasin and Partners in 2023 with good levels of investment income and gains showing in 2024. The surplus in year had increased the value of the reserves.

She concluded by noting the planning that had taken place in 2023 had left the Association in a good position to cope with the challenges, unexpected events and extra work that had been required during 2024 to make sure members were kept as up to date as possible during a difficult time. She thanked members for their support and the AGBIS staff team for their work throughout the year.

The Treasurer invited questions from members but there were none.

4. Resolutions:

Ordinary resolutions:

4.1 To receive and consider the audited accounts for the year to 31st December 2023.

Adoption of the accounts was proposed by Matthew Dent, The Oratory School and seconded by John Read, The Portsmouth Grammar School. The resolution was passed unanimously.

4.2 To reappoint the auditors, haysmacintyre, and to authorise the AGBIS Directors to agree their remuneration.

The reappointment of haysmacintyre as auditor was proposed by Anthony Millard, Roedean School and seconded by Trevor Rowell, Royal Hospital School. The resolution was passed unanimously.

4. Elections to the Board

The Chairman informed members of changes to the Board. At this AGM Julie Cornell, Sarah Phillips and Mark Taylor (the Chair) would retire from the Board. He thanked Julie and Sarah noting they had been remarkable in their level of contribution and commitment to AGBIS throughout their term.

At the Board election held during the previous two months there had been two vacancies, and the following had been elected for their first term and were warmly congratulated: Monica Bhandari (St Helen's School, Northwood) and Meg Gardiner Boiling (Homefield Prep School).

5. AOB

None raised.