

## **ANNUAL GENERAL MEETING**

**Minutes of the meeting held at 10:00 on 11 March 2020**

**The Mountbatten Suite**

**Queen Elizabeth II Centre, Westminster, London.**

232 delegates were present representing 150 schools.

### **1. Minutes of the 2019 AGM**

The minutes of the AGM 2019, agreed by the AGBIS Board and published on the website, were received.

### **2. To receive the Directors' Report for the year 2019.**

The Chairman, Mark Taylor, welcomed those present. He summarised the 2019 Directors' Report observing that it had been another busy year for the Association.

He informed members that the AGBIS Board and Executive reviewed and agreed the strategy and future plans at an away day on 5<sup>th</sup> September 2019. The strategy was to pursue its objectives and provide public benefit, 12 of the key future plans were listed in the Directors report which had been circulated to all Member schools.

The total number of Members at 31<sup>st</sup> September 2019 was 801, within that number were several groups of schools.

A key aim had been to keep governors informed of issues relating to all aspects of governance, 21 training seminars had been held last year, including four jointly run with other associations. In total these had been attended by well over 1,000 governors. Six such events had been held outside London and an additional three free regional events has been arranged, the latter attracting a further 137 delegates. Particular thanks were given to Bickley Park school that hosted a regional meeting last year. In addition, the Annual Conference in March 2019 had attracted 298 delegates representing 206 schools.

Training session and strategy days were also arranged on request for 44 school governing bodies, including requests for training from schools beyond Great Britain. Demand for Reviews of Governance remained strong with 11 provided for member schools in 2019.

Work begun in 2019 to upgrade the website, which would be finalised in 2020.

The annual survey on salaries and terms of employment of Heads' and Bursars' which produces data on a historic aggregated anonymous basis, was undertaken in house and distributed free of charge to those schools which provided the data.

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### **Association of Governing Bodies of Independent Schools**

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The Association's manual "Guidelines for Governors" was updated in 2019 and 12 copies were sent to each member school. The publication remains available electronically and additional copies are provided for a small charge to member schools.

In August the Chief Executive submitted on behalf of AGBIS a written witness statement in relation to the role of governors in safeguarding in independent schools, to the Independent Inquiry into Child Sexual Abuse (IICSA), this was at the request of the Inquiry's solicitors.

On the staffing front at the beginning of the year Ann Bell, previously PA to a primary school Head in Hertfordshire, joined the team as PA and Office Support. In January a recruitment process took place for an Events and Marketing Manager to replace Gillian Dobson, the Administration Manager, who retired in March 2019. Katie Hopkinson, who previously worked for the University of Hertfordshire, joined AGBIS in this role in March 2019. In the autumn term Cheryl Connelly, former Bursar at Edgeborough, replaced Andy Robinson as the Director of Training. Andy Robinson moved into a part time role as the Association's first Regional Officer from September 2019.

The Chairman expressed his gratitude to Board members for their contributions to discussions and decisions, for chairing seminars, conducting reviews and for the support they provided to the AGBIS team throughout 2019. He also thanked the other Associations and businesses who had supported AGBIS events.

Looking ahead, there remained a number of significant challenges facing the independent sector, including its relationship with the maintained sector, its charitable status, ever growing regulatory requirements and the capacity of many schools to continue to do well in an increasingly difficult economic climate. Therefore, the need for good governance remains a priority. AGBIS will continue to support members in meeting these challenges by providing quality information, prompt and helpful advice and guidance, and will undertake to extend its training and review programme to reach even more governors.

The Chair invited questions from members but there were none.

### **3. Finance**

#### **3.1 To receive and consider the audited accounts for the year to 31<sup>st</sup> December 2019**

Copies of the Directors' Report and Accounts for 2019 had been distributed ahead of the AGM. The Honorary Treasurer, Sarah Phillips, summarised the accounts which had been approved by the Board at its meeting in March.

The Treasurer began the review of the AGBIS 2019 accounts by reviewing the balance sheet. She noted that the balance sheet was strong with a good level of reserves. Investments were currently held in a tracking fund operated by the Charities Aid Foundation (CAF) but an investments strategy review is in progress and a policy would be finalised and implemented later that year. Risk was an area the Finance Committee and Board as a whole considers regularly. AGBIS has a good system of financial controls, appropriate to a small office, and the annual audit went very well with no areas of concern identified. For several years free reserves had been greater than the level needed for ongoing security of the Association. Budgets for 2018 and 2019 were set at a deficit allowing

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additional expenditure to enable some development, primarily enhancements in staffing. The expectation was that the additional expenditure would lead to increased income in future periods and return AGBIS to annual surpluses but there would be two to three years where reserves would be used to enable the growth. The actual results were that surpluses were achieved in both periods. In 2018 income increased significantly and compensated for the increase in costs. In 2019 income fell back but only to the point of a break even result. Over the two years the investment value rose and fell in equal amounts returning to the December 2017 value.

Looking at the significant changes year on year subscription fees were increased slightly in 2019 and further schools were admitted to membership, leading to an increase in subscription income. In 2018 there was an unusually high take up of Reviews of Governance, in 2019 this number reduced possibly due to governing bodies focusing on the Teacher's Pension Scheme (TPS) issue. Seminar income had remained strong. Last year was the first year the AGM and Annual Conference had been held at the QEII Centre, it was a step up in size leading to increased costs but also to increased opportunities for additional income from participants and sponsors. Ultimately the additional income exceeded the additional costs, giving a good result for the Association. Many thanks to all the sponsors for their support.

Over the past two years staff costs had increased by £111k allowing enhancement of the team in a number of places. As the Chairman mentioned our most recent arrival was Cheryl Connelly, taking over from Andy Robinson as Director of Training, happily Andy had remained as part of the team in a part time capacity in the new role of Regional Officer. Still to come was the appointment of further Regional Officers to mirror Andy, the work carried out by these officers would be largely linked to income generating events so their work will improve the support provided by AGBIS without a significant increase in cost. Many thanks to all the staff for their hard work and enthusiasm over the year.

To enhance the service to members of AGBIS, AGBIS needs to get the right information to the right people in the best possible way. This requires improvements in the way information is made available and targeting of the right people in the member schools. Having succeeded in expanding the capacity of the organisation without depleting the reserves, AGBIS is in a position to make significant investment in the website and data management systems and this was in progress.

The strategy day in September, which the Chairman had mentioned, revealed huge pride in the support of good governance already given by AGBIS and a strong desire to extend it, both in the way it was provided and the audience it reaches. Beyond the new website there were many other ideas about ways in which this could be done, and the Board would be working to take that forward in the same measured way which enabled growth while preserving the financial security of the Association.

The Treasurer invited questions from members but there were none.

Adoption of the accounts was proposed by Simon Cartmell, Haberdashers' Aske's Schools, seconded by Nimble Thompson, Aysgarth School, and agreed unanimously.

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### **3.2. To reappoint the auditors, haysmacintyre, and to authorise the Directors to agree their remuneration**

The reappointment of haysmacintyre as Auditor was proposed by Alison While, Queen's College, seconded by Matthew Cawthorn, St Albans School, and agreed unanimously.

### **4. Elections to the Board.**

The Chairman informed members of changes to the Board. At this AGM Yvonne Burne, Deborah Knight, Nigel Richardson and Paul Voller would retire having concluded their second three-year period of office. Tanya Castell had stepped down earlier in the year. The Chairman noted that they had been remarkable in their support and what they had done for AGBIS and thanked them for their contributions.

At the Board election held during the previous two months there had been six vacancies and 11 candidates had stood for election. David Levin had been re-elected and the following had been elected for their first term and were congratulated warmly: Margot Chaundler, The Haberdashers' Aske's Elstree Schools; Susan King, Queen Margaret's School in York; Gillian Winter, Bury Grammar Schools; Nigel Taylor, Marlborough House School; and Susan Ross, Francis Holland Schools Trust.

### **5. AOB**

None raised.

The meeting closed at 10.18am.