

Draft AGM 2019 minutes approved by Board of Trustees to go on website for members' advance information, but subject to formal approval at 2020 AGM

**Minutes of the 67th Annual General Meeting of the
Royal College of Speech and Language Therapists
held on 25 September 2019 at the East Midlands Conference Centre,
Beeston Lane, Nottingham NG7 2RJ**

Attendees:

In the Chair

Dr Della Money - Chair of the Board of Trustees

Board of Trustees:

Ms Mary Heritage – Deputy Chair and Chair of Professional Practice and Policy Committee
Mr Richard Fass – Honorary Treasurer
Ms Rosalind Kyle – Country Representative Northern Ireland
Mrs Christine Dowle – Country Representative for Wales
Dr Rebecca Palmer – Research Trustee
Ms Lesley Cavalli – General Trustee
Mrs Maggie Cooper – General Trustee
Mrs Ann Whitehorn – General Trustee
Ms Leasil Burrow – Lay Member for HR and Organisational Development

RCSLT staff who are members of RCSLT:

Ms Kamini Gadhok MBE – Chief Executive Officer
Mrs Alison Stroud – Head of Wales Office
Mr Amit Kulkarni – Research and Development Manager
Miss Kathryn Moyse – Outcome Measures Project Officer
Miss Katie Chadd – Research Assistant

Other RCSLT Members present: 230 other RCSLT members with voting rights attended

Introduction

The Chair read the Notice convening the meeting:

1. NOTICE CONVENING THE MEETING

A notice convening this, the 67th Annual General Meeting of the Royal College of Speech and Language Therapists was read by the Chair. The Chair introduced herself and stated that the calling notice for this meeting, together with the Agenda, the Trustees Report and Accounts, the Minutes of the last meeting and notes on the Resolutions on which voting would take place had been circulated to all Members of the RCSLT, either in hard copy or by notice in the Bulletin and on the RCSLT website. Links to the papers had also been tweeted out to try and make them more accessible to Members. Copies of the agenda were available on seats; in the interest of economy and the environment the rest of the papers were not printed out as they were made available electronically. Voting would be by a show of hands and passed by simple majority.

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Apologies for absence were received from Ms Helen Rae, Country Representative for England (North), Mrs Catherine Dunnet, Country Representative for Scotland, Professor Caroline Pickstone, General Trustee and John Humphrey, Lay Trustee Digital.

The Chair noted that there were more than 20 members eligible to vote present, and declared the meeting quorate.

2. ACCEPTANCE OF MINUTES OF AGM (4 October 2018)

The Minutes of the AGM held on 4 October 2018 had been circulated and were taken as read. A motion to sign the Minutes as a correct record was proposed by Morag Dorward, seconded by Janet Harrison and passed on a show of hands. The minutes were signed by the Chair at the conclusion of the AGM.

3. PRESENTATION, CONSIDERATION AND ADOPTION OF TRUSTEES ANNUAL REPORT (2018 – 2019)

The Chair introduced the Trustees Annual Report 2018/19 which summarised the key achievements of the financial year ending 31 March 2019. The full version of the Trustees Annual Report 2018/19 had been available on the RCSLT website since the beginning of September and had also been sent in hard copy to those members who had requested it.

A video was then shown highlighting the work undertaken by the RCSLT over the last year.

After watching the video the Chair asked if there were any questions from the floor. Professor Pam Enderby said how proud the video made her feel at being a member of the RCSLT.

The first resolution, to consider and adopt the Trustees Annual Report for 2018/19 was proposed by Rosalind Kyle, seconded by Ann Whitehorn and was passed by a show of hands.

4. PRESENTATION, CONSIDERATION AND ADOPTION OF ANNUAL ACCOUNTS AND AUDITORS REPORT (2018 – 2019)

Richard Fass, the Honorary Treasurer, introduced himself and then gave a short presentation on the annual accounts and auditors report (2018-2019), noting that the full financial statements had been on the website since the beginning of September.

As Trustees of the organisation, the Board is responsible for ensuring that the charity is solvent, well run and able to deliver its charitable objects.

The overall aim of the RCSLT's financial strategy is to maintain long-term financial viability in order to achieve the financial objectives in the strategic plan. In order to measure performance against this overall objective, the Board has approved seven financial objectives which were shown on a slide.

All of the objectives were met during the year ended 31 March 2019 with the exception of objective number 4 which is to generate an annual surplus of between 2% and 4% of turnover before any major capital investment. In the Annual Accounts, a planned net deficit after project expenditure of £245k was reported. This is equivalent to a deficit of 5% of turnover.

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However in the short-term the Board of Trustees may decide to approve a draw down on these reserves to finance larger projects. This was the case in 2018/19 with spend on a number of large projects including the RCSLT's Digital Strategy.

Income totalled £4.6m which is £100k more than last year with growth in membership subscriptions and commercial trading activities.

Expenditure also increased by £100k to £4.8m. This resulted in net outgoing resources of £200k, unchanged from last year.

The net return on investments was £100k and overall funds had decreased by £100k.

The majority of the RCSLT's income is generated through membership fees, which account for 81% of total income. A further 13% of income comes from commercial trading activities.

The expenditure falls within four main headings in line with our charitable objects. 52% of expenditure, almost £2.5m, goes towards 'Supporting High Quality Services to members to promote best outcomes for service users'.

A further 36%, nearly £1.8m, goes towards 'Influencing Policy and Information in Support of End Users'.

Expenditure related to commercial trading activities is just over £0.5m, 11% of total expenditure.

The balance sheet for RCSLT shows that there are fixed assets of £5.2m. This includes the building at White Hart Yard.

There is £3.1m of investments managed by external fund managers.

Overall Net Assets had decreased by £200k.

The trustees had concluded that RCSLT is in sound financial health and the auditors had no concerns to report.

With respect to the 2018/19 Accounts, the auditors, Haysmacintyre LLP, had concluded that the financial statements give a true and fair view of the state of RCSLT's finances as at 31 March 2019 and they had given the RCSLT an unqualified audit report.

Each year the Trustees review how much they plan to spend on projects to support members and service users either directly or indirectly. The RCSLT is planning to spend £779k in the current financial year on projects.

The Hon. Treasurer highlighted some of the bigger projects for 2019/20:

- £119k invested in professional guidance for members
- £66k for research and development
- £68k to be spent on developing learning solutions and products for members
- £34k on developing our work on inclusive communication and service user engagement
- £50k to provide Public Relations support and the development of the Communication Access Symbol

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- £31k for the further development of the RCSLT Online Outcome Tool, better known as ROOT
- £378k to be invested in our continued digital development

The Hon. Treasurer reported that the Board of Trustees had approved an average increase in membership fees of 3.0% for the year 2020/21; for Practising Members, this equates to an additional £8 per year.

He summarised by saying that the RCSLT is in sound financial health and that we can continue to work together to provide a voice for the profession and improve lives of our service users.

A member asked what ethical standards are adhered to before investments are made. The Hon. Treasurer responded by saying that RCSLT follows strict guidelines with regards to ensuring that all investments are made with ethical standards in mind.

A member asked whether the Board of Trustees has explored other opportunities of income streams. The Hon Treasurer said that the Board is continually looking for other income Possibilities.

There were no further questions.

The second resolution, to consider and adopt the annual accounts and auditors report for 2018/19, was proposed by Morag Dorward, seconded by Michaela Wright and was carried by a show of hands.

5. APPOINTMENT OF AUDITORS AND FIXING OF REMUNERATION FOR 2019/20

The third resolution, to appoint Haysmacintyre as RCSLT's auditors for 2019/20 and for the Board to fix their remuneration was proposed by Ann Whitehorn, seconded by Rosalind Kyle and carried by a show of hands.

6. RATIFICATION OF APPOINTMENTS TO BOARD OF TRUSTEES 2019/2020

The Chair reported on appointments to the Board of Trustees for 2019/20 and advised that the posts being vacated at this AGM or which were already vacant during the year had been advertised during the year. Helen Rae, Country Representative for England (North) had also since resigned from the Board.

In accordance with Article 40 the following was reported:

Dr Rebecca Palmer was reappointed (uncontested) as General Trustee for Research and Development.

Lesley Cavalli and Frances Johnstone were elected and Ann Whitehorn was re-elected (following member ballots) as General Trustees. In addition, Lesley Cavalli would become Chair of PPPC after this AGM.

The role of Country Representative for England was split into two roles, North and South regions during the year by amendment to the Bylaws. Viki Baker had been appointed (uncontested) to the England (South) role with effect from this AGM.

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Catherine Dunnet relinquished her role as Country Representative for Scotland at this AGM, and remains on the Board as a General Trustee. Catherine was thanked for her service as the Scotland Representative for over nearly 5 years.

Pauline Downie had been appointed (uncontested) to be the Country Representative for Scotland with effect from this AGM.

Maggie Cooper stepped down as General Trustee after three years on the Board; the Chair thanked Maggie for her service during that time.

And finally, as there remained a General Trustee vacancy, the Board had appointed Angela Shimada in accordance with Article 41.

The composition of the Board for the period 2019/20 was shown to the meeting on two slides. For the record, the composition of the new Board of Trustees is as follows:

Chair – Dr Della Money

Deputy Chair – Ms Mary Heritage

Hon Treasurer – Mr Richard Fass

Chair of PPPC – Ms Lesley Cavalli

Trustee for Research and Development – Dr Rebecca Palmer

Country Representative for Northern Ireland – Ms Rosalind Kyle

Country Representative for Wales – Mrs Christine Dowle

Country Representative for Scotland – Mrs Pauline Downie

Country Representative for England (North) – Vacant

Country Representative for England (South) – Ms Viki Baker

General Trustee – Mrs Ann Whitehorn

General Trustee – Mrs Catherine Dunnet

General Trustee – Ms Frances Johnstone

General Trustee – Professor Caroline Pickstone

General Trustee – Ms Angela Shimada

Lay member (co-opted – voting - digital) – Mr John Humphrey

Lay member (co-opted – voting – HR and OD) – Ms Leasil Burrow

One post remained vacant; the post of Country Representative for England (North) will be advertised in the November Bulletin.

7. ANY OTHER BUSINESS

The Chair asked if there were any questions from the floor.

A member asked for further information about the website and CPD diary development.

The CEO, Kamini Gadhok, said that the work currently being undertaken has been based on feedback from members following the launch of the first iteration of the new website last year. Improvements are being made to the CPD online diary and at present data from the historical old CPD diary is being exported to the new diary at the end of this month so there will be no need to use both sites once this is done. Work is also being done to improve the single sign in which was requested by members. Another area that is being enhanced is the navigation and

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search facility. The digital team are keen to co-produce with members so any feedback and suggestions are welcome. Work is also being done to develop the professional networks functionality and is being tested at the moment. The RCSLT is aware that it is on a journey with regards to the development of the website and this has not finished but it is important to get feedback from members.

There was no further business.

8. CLOSE OF MEETING

The meeting was closed at 13:06.

Appendix:

RCSLT Staff in attendance:

Mr Brian Gopsill – Director of Performance and Contracts / Company Secretary
Mr Derek Munn – Director of Policy and Partnerships
Mrs Karen Willis – Director of Finance and Membership
Ms Rachel Purkett – Director of Engagement and Communications
Mrs Josephine Olley – PR Manager
Ms Amelia Dale – Publications Officer
Mr Mark Singleton – Learning Officer
Ms Claire Moser – Policy Adviser
Mrs Berenice Napier – Policy Adviser
Ms Louise Borjes – Project Co-ordinator
Ms Jazmin Padhiar, Events Assistant
Ms Dilnaz Gorwala – Executive Assistant