

**Draft AGM 2021 minutes to go on website for members' advance information,
but subject to formal approval at 2022 AGM**

**Minutes of the 69th Annual General Virtual Meeting of the
Royal College of Speech and Language Therapists
held on 9 November 2021 by Zoom webinar**

Attendees:

In the Chair Mary Heritage - Chair of the Board of Trustees

Board of Trustees: Dr Sean Pert – Deputy Chair
Richard Cryer – Honorary Treasurer
Andrea Robinson - Country Representative for England North
Rosalind Kyle – Country Representative for Northern Ireland
Pauline Downie – Country Representative for Scotland
Lisa Chess – Country Representative for Wales
Janet Chambers – General Trustee
Frances Johnstone – General Trustee
Ann Whitehorn – General Trustee

RCSLT staff who are members of RCSLT:

Kamini Gadhok MBE – Chief Executive Officer
Judith Broll – Director of Professional Development
Kathryn Moyse – Outcomes & Informatics Manager
Katie Chadd – Research Manager
Michelle Humphrey – Head of Professional Development
Programmes

Other RCSLT Members present: 36 other RCSLT members with voting rights attended

Introduction

The Chair, Mary Heritage, welcomed everyone to the 69th Annual General Meeting and introduced the panel:

Dr Sean Pert – Deputy Chair
Richard Cryer – Honorary Treasurer
Kamini Gadhok – Chief Executive Officer
Karen Willis – Company Secretary
Judith Broll - Director of Professional Development
Derek Munn – Director of Policy & Public Affairs
Rachel Purkett – Director of Engagement & Communications

1. NOTICE CONVENING THE MEETING

The Chair then read the Notice convening the meeting.

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“Welcome to the 69th Annual General Meeting of the Royal College of Speech and Language Therapists. For those of you who do not know me, I am Mary Heritage, Chair of the Board of Trustees. The calling notice for this meeting, together with the Agenda, explanatory notes and proxy voting forms were circulated to all Members of the RCSLT in the e-newsletter of 21 October and by letter where necessary. All Full Members are eligible to vote at this meeting. When we come to vote, ordinary resolutions are passed by a simple majority whilst the special resolutions will require a majority of 75% of the votes cast. We are going to have a test run of the online poll procedure in a moment”

It was noted that apologies for absence were received from Della Money, Viki Baker, Wendy Cohen, Angela Shimada, Lesley Cavalli and Dr Rebecca Palmer.

The Chair noted that there were more than 20 members on line who were eligible to vote so the meeting was declared quorate.

Members were then given the following housekeeping tips:

- Use the Q&A function to ask questions to the panellists. We will answer questions about the special resolutions as they come and we have allowed time for questions about the trustees annual report and the accounts at the end of the presentation
- Use the chat function for any technical difficulties – there are staff on hand to help
- Voting will be done via poll – a practice poll was undertaken
- You may leave and re-enter the event at any time with the same link
- If you have any additional needs, please feel free to send a private chat to the zoom administrator

2. ACCEPTANCE OF MINUTES OF AGM (9 December 2020)

The Minutes of the AGM held on 9 December 2020 had been circulated and were taken as read. A motion to sign the Minutes as a correct record was proposed by Andrea Robinson and seconded by Sue Roulstone.

More than 75% of the members eligible to vote at the meeting or by proxy were in favour (94%) and the resolution was carried.

The majority of members eligible to vote at the meeting or by proxy were in favour (100%) and the motion was carried.

The minutes will be signed by the Chair at the conclusion of the AGM.

3. PRESENTATION, CONSIDERATION AND ADOPTION OF TRUSTEES ANNUAL REPORT (2020/21)

The Chair introduced the Trustees Annual Report 2020/21 which summarised the key achievements of the financial year ending 31 March 2021. This has been available on the RCSLT website since the middle of September and was also sent in hard copy to those members who requested it.

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

Draft AGM 2021 minutes to go on website for members' advance information, but subject to formal approval at 2022 AGM

After watching the video the Chair reminded members to post any questions and explained that these would either be answered at the end of the meeting or put on the website after the agm.

The **first ordinary resolution**, to consider and adopt the Trustees Annual Report for 2020/21, was proposed by Pauline Downie and seconded by Andrea Cameron-Collier.

The majority of members eligible to vote at the meeting or by proxy were in favour (100%) and the resolution was carried.

4. PRESENTATION, CONSIDERATION AND ADOPTION OF ANNUAL ACCOUNTS AND AUDITORS REPORT (2020/21)

The Chair introduced Richard Cryer, the Honorary Treasurer, who gave a short presentation on the annual accounts and auditors report (FY2020/21). The text of his presentation follows.

Financial Objectives

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 objectives in its strategic plan. In order to measure performance against this overall objective, the Board has approved seven financial objectives and these are shown on the slide. Six of the objectives were met during the year ended 31 March 2021 but Objective No 3 was not met.

Our long term aim for Objective 3 is "To achieve a ratio of fixed costs to long term income of not greater than 0.95:1.00." We think it will take a number of years to reach this target and for 2020/21 the Board approved a temporary target of no more than 1.03:1.00. In the Annual Accounts we reported a ratio of 1.04:1.00, slightly above the temporary target. This is equivalent to additional spend of £70,000. Fixed costs in 2020/21 were higher than we expected due to one-off digital development costs and increased provisions for staff leave which was accrued but not taken due to the pandemic.

We have reviewed our spending plans for this year, 2021/22, and future years to ensure that this ratio returns to its target as soon as possible.

Income and Expenditure Account

The Honorary Treasurer reported on the Income and Expenditure Account for the financial year ended 31 March 2021.

Income totalled £5,000,000 – this was £200,000 more than the previous year with growth in membership subscriptions and commercial trading activities contributing to this increase. At the same time expenditure decreased by £600,000 to £5,000,000 with reduced spending on travel and meetings as well as savings on IT development costs and licenses. So therefore we actually achieved a break-even position before taking into account investment gains. The net return on investments was a gain of £400,000 reversing the loss in the previous year. A formal valuation of the RCSLT's offices at White Hart Yard resulted in the need to reduce the value by £100,000. Overall the RCSLT's funds increased by £300,000 by the end of the year.

Draft AGM 2021 minutes to go on website for members' advance information, but subject to formal approval at 2022 AGM

Income

The majority of RCSLT's income is generated through membership fees, which account for 82% of total income. A further 10% of income comes from commercial trading activities, which include the sale of advertising space and royalties earned on subscriptions to the International Journal. RCSLT also generates smaller amounts of income from other sources such as events and conferences, and investments.

Expenditure

Our expenditure falls under five focus areas in line with our charitable objects and the Strategic Plan. You may notice that we are reporting a new heading "Innovative Organisation". The focus area itself is not new and relates to our strategic objective to enhance our communication, engagement and support to members, including resilience. Costs relating to this focus area were previously allocated to Quality Practice and Active Influencing. Staffing and other general costs are allocated towards these five main headings. Using this split, 38% of our expenditure - £1.9 million - goes towards focus area 'Quality Practice'. 23% of our expenditure – £1.2 million supports focus area "Innovative Organisation". A further 29% - just under £1.5 million, goes towards 'Active Influencing'. Expenditure related to commercial trading activities is nearly £500,000, 9% of total expenditure. This is predominantly the cost of producing Bulletin and members' copies of the International Journal. And finally £39,000, just 1% of total expenditure, was spent on Investment Management costs.

Balance Sheet

RCSLT has fixed assets of £4.6 million. This includes the building at White Hart Yard, IT equipment, capitalized software development costs and office furniture. Next we have £3.2 million of investments managed by external fund managers. Finally our net current assets, which comprise debtors and cash less creditors, have increased by £500,000 to £1.2 million. Overall net assets have increased by £300,000.

Audit

Under company law the Trustees of RCSLT are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view of the state of the charity's affairs. In preparing the financial statements the Trustees are also responsible for assessing the RCSLT's ability to continue as a going concern. The Trustees have concluded that RCSLT is in sound financial health and the auditors have no concerns to report.

With respect to the FY2020/21 Accounts, the auditors, Haysmacintyre LLP, have concluded that the financial statements give a true and fair view of the state of RCSLT's finances as at 31 March 2021 and they have given the RCSLT an unqualified audit report.

Key Projects

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 £566,000 in the current financial year on projects. A table in the presentation highlights the bigger planned projects. A full table is in the published accounts on the RCSLT website.

Draft AGM 2021 minutes to go on website for members' advance information, but subject to formal approval at 2022 AGM

Looking at some of the bigger projects, the RCSLT will continue to invest in professional guidance for members with £99,000 set aside in FY2021/22. Research and development continues to be an area of investment with £47,000 set aside. A further £60,000 is planned to be spent on developing learning solutions and products for members. £50,000 is set aside for the further development of the RCSLT Online Outcome Tool, better known as ROOT. The RCSLT plans to spend a total of £24,000 on developing our work on inclusive communication and service user engagement. Furthermore, £22,000 has been set aside to provide Public Relations support and the development of the Communication Access Symbol. Finally, we continue to invest in the digital development, with £202,000 planned to be spent in FY2021/22.

Membership Fees

Membership fees are the single largest long-term source of income we have. They accounted for 82% of total income in 2020/21. Looking forward, RCSLT aims to maintain the ongoing level of services offered to members, but at the same time, like every other organisation is experiencing increased costs. It is essential that RCSLT retains a robust financial position and continues to meet its financial objectives and KPIs.

The Board of Trustees has therefore approved an average increase in membership fees of 2% for the year 2022/23.

For Practising Members, the increase equates to just an additional £6 per year. Membership fees for all categories will be published in Bulletin in January 2022.

In summary, the RCSLT is in sound financial health meaning that working together to provide a voice for the profession and improve lives of service users can continue."

The **second ordinary resolution**, to consider and adopt the annual accounts and auditors report for 2020/21, was proposed by Lisa Chess and seconded by Janet Chambers.

The majority of members eligible to vote at the meeting or by proxy were in favour (100%) and the resolution was carried.

5. APPOINTMENT OF AUDITORS AND FIXING OF REMUNERATION FOR 2021/22

The **third ordinary resolution**, to appoint Haysmacintyre LLP as RCSLT's auditors for 2021/22 and for the Board to fix their remuneration, was proposed by Frances Johnstone and seconded by Ann Whitehorn.

The majority of members eligible to vote at the meeting or by proxy were in favour (100%) and the resolution was carried.

6. RATIFICATION OF APPOINTMENT TO THE BOARD

The **fourth ordinary resolution**, to ratify the appointment to the Board of one General Trustee, Lesley Cavalli, for a further term of one year, was proposed by Ann Whitehorn and seconded by Andrea Robinson.

The majority of members eligible to vote at the meeting or by proxy were in favour (100%) and the resolution was carried.

**Draft AGM 2021 minutes to go on website for members' advance information,
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7. REPORT OF THE COMPOSITION OF THE BOARD OF TRUSTEES FOR 2021/22

The Chair presented a series of slides showing the composition of the Board for the period 2021/22:

Chair - Mary Heritage
Deputy Chair - Dr Sean Pert
Honorary Treasurer – Richard Cryer
General Trustee and Chair of Professional Practice and Policy Committee – Lesley Cavalli
Country Representative for England North - Andrea Robinson
Country Representative for England South – Viki Baker
Country Representative for Northern Ireland – Rosalind Kyle
Country Representative for Scotland – Pauline Downie
Country Representative for Wales – Lisa Chess
Research and Development Trustee – Dr Rebecca Palmer
General Trustee – Ann Whitehorn
General Trustee - Angela Shimada
General Trustee - Frances Johnstone
General Trustee – Janet Chambers
Lay Trustee (Digital) (appointed, voting) – John Humphrey
Lay Trustee (HR/Organisational Development) (appointed, voting) – Leasil Burrow

8. EXPLANATORY STATEMENT BY THE CHAIR

The Chair then made a statement regarding the proposed special resolutions: stating that the purpose of these special resolutions was to ask the members to approve some changes to the RCSLT's constitutional document, the Memorandum and Articles of Association and that these proposed changes were the result of discussions and decisions taken by the Board of Trustees. Members would be asked to vote upon Special Resolutions, and these would have to be passed by 75% of the members present and eligible to vote.

The Chair reminded members that full details of the proposed changes were provided as an appendix to the agenda and that a link to these had been put in the chat.

The Chair then explained that for each resolution she would read the background as provided with the agenda before allowing members the opportunity to ask questions through the chat before moving on to taking the resolution.

9. SPECIAL RESOLUTION 1 – AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Chair introduced the first special resolution by reading the text provided in the briefing notes supporting the Agenda. "In May 2020, following the murder of George Floyd in the US and the growing momentum of the Black Lives Matter movement, our members called on the RCSLT to take urgent action to tackle racism in our own profession. For too long, the profession – including the RCSLT's leadership – have not reflected the diversity of the communities we serve, with profound consequences for social justice and equity of services. In response, we embarked on a broad programme of work, with the aim of embedding anti-racism and diversity in the profession. As one part of this, we took a hard look at the RCSLT's governance and

Draft AGM 2021 minutes to go on website for members' advance information, but subject to formal approval at 2022 AGM

leadership. We commissioned an external review to identify issues and possible solutions. The review advised us to move away from our current approach to choosing trustees and committee members – election of each position – as this carries a risk of unconscious bias. What's more, the complexity of the process stops too many members from applying for roles. In reality, few RCSLT elections are contested and fewer than 10% of members vote.

Instead, we propose to create a Nominations Committee to take the lead on all Board and committee appointments. The Nominations Committee will be responsible to the Board for developing a pipeline of diverse and representative future leaders, advertising roles effectively, and ensuring that we have the right mix of skills at Board and committee level to take the RCSLT into the future.

New Trustees selected and approved by the Board would then be ratified by members at the next general meeting to confirm their appointments.

Having taken legal advice, changes to the Memorandum and Articles of Association are proposed to replace references to election with appointment, to remove references to ballots and to refer to the appointment of Trustees in accordance with the Bylaws. In October 2021 the Board approved the proposed changes to the Articles of Association."

The CEO read out a question from a member, Sue Roulstone, who had stated that she applauded the proposed revision of the appointments process in order to achieve diversity on the RCSLT's Board and committees. Sue asked for more detail about the composition and functioning of the new Nominations Committee. The CEO, Kamini Gadhok, explained that the Committee would be appointed by and accountable to the Board and would consist of no less than three and no more than six members including the Deputy Chair of RCSLT, as chair of the committee, one general trustee, one lay trustee and 3 full RCSLT members who are from a black, Asian, or minority ethnic background or are LGBTQ+ members or members with a disability. The committee will establish selection panels to support the process. The **first Special Resolution** to firstly amend Articles 1, 27, 42 (1), 42 (3), 43, 44, 45, 46, 47, 48, 49, 61 and 73 of the Articles of Association by replacing references to election with appointment, removing references to ballots and referring to the appointment of Trustees in accordance with the Bylaws; secondly to incorporate Articles 42 (6) and 42 (7) within Article 42 (1); and thirdly to delete Article 42 (10) was proposed by Rosalind Kyle and seconded by Irma Donaldson.

More than 75% of the members eligible to vote at the meeting or by proxy were in favour (96%) and the resolution was carried.

10. SPECIAL RESOLUTION 2 – AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Chair introduced the second special resolution by reading the text provided in the briefing notes supporting the Agenda. "The current RCSLT Memorandum and Articles make reference to the terms Extraordinary General Meeting (EGM) and extraordinary resolutions. From 1 October 2007, under the Companies Act 2006, the term "extraordinary general meeting" is no longer applicable and instead the term "general meeting" is used to describe a meeting of company members. A general meeting can be either a non-routine meeting of a company called for a specific purpose or an annual general meeting.

Draft AGM 2021 minutes to go on website for members' advance information, but subject to formal approval at 2022 AGM

Having taken legal advice, it is proposed to replace all references to EGM and extraordinary resolutions and make other associated changes. In October 2021 the Board approved the proposed changes to the Memorandum and Articles of Association."

The **second Special Resolution** to delete Article 18 and amend Articles 19, 22 and 23 of the Articles of Association by replacing references to Extraordinary General Meeting with General Meeting and making other associated changes including re-numbering all Articles from Article 19 onwards was proposed by Lisa Chess and seconded by Louisa Reeves.

More than 75% of the members eligible to vote at the meeting or by proxy were in favour (98%) and the resolution was carried.

11. SPECIAL RESOLUTION 3 – AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Chair introduced the third special resolution by reading the text provided in the briefing notes supporting the Agenda. "The current Memorandum and Articles of Association allow the Board to co-opt up to two non-voting members of the Board and three voting members of the Board. The articles did not specify how long these co-options would run for.

Having taken legal advice, changes to the Memorandum and Articles of Association are proposed to clarify the terms of office, so that co-options are for periods of up to twelve months, which may be renewed for further periods of up to twelve months. In October 2021 the Board approved the proposed changes to the Articles of Association."

The **third Special Resolution** to amend Articles 42 (6), 42 (7) and 52 of the Articles of Association by clarifying the terms of office for co-opted members of the Board was proposed by Janet Chambers and seconded by Frances Johnstone.

More than 75% of the members eligible to vote at the meeting or by proxy were in favour (98%) and the resolution was carried.

12. SPECIAL RESOLUTION 4 – AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Chair introduced the fourth special resolution by reading the text provided in the briefing notes supporting the Agenda. "The current RCLT Memorandum and Articles use gender specific terms throughout, eg his/her.

Having taken legal advice, it is proposed to replace all gender specific terms with gender neutral terms. In October 2021 the Board approved the proposed changes to the Memorandum and Articles of Association.

The **fourth Special Resolution** to amend clauses 5 and 11 of the Memorandum of Association and Articles 15, 16, 30, 31, 35, 39, 43, 53, 54, 57, 60, 70 and 71 of the Articles of Association by replacing gender specific terms with gender neutral terms was proposed by Andrea Cameron-Collier and seconded by Helen Stringer.

More than 75% of the members eligible to vote at the meeting or by proxy were in favour (94%) and the resolution was carried.

**Draft AGM 2021 minutes to go on website for members' advance information,
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13. ANY OTHER BUSINESS

The Chair asked if there were any questions. A question had been raised through the question and answer function asking for clarification on slide 13 which showed the balance sheet for RCSLT. This had been answered by the Director of Finance & Resources in writing explaining that the graphs on the left hand side show the position at 31/03/20 first and then 31/03/21 while the figures on the right hand side show the figures at 31/03/21 first and then 31/03/20.

It was noted that there was no further business.

14. CLOSE OF MEETING

The meeting was closed at 13:46.

Appendix:

RCSLT Staff in attendance:

Derek Munn – Director of Policy & Public Affairs
Rachel Purkett – Director of Engagement & Communications
Karen Willis – Director of Finance & Resources/Company Secretary
Kaleigh Maietta – Events & Member Engagement Manager
Jazmin Padhiar – Events & Engagement Officer
Rebecca Corderoy — Events & Engagement Officer
Astra Ward – Cross-Team Assistant