

Draft AGM 2022 minutes to go on website for members' advance information, but subject to formal acceptance at 2023 AGM

**Minutes of the 70th Annual General Virtual Meeting of the
Royal College of Speech and Language Therapists
held on 6 October 2022 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

Viki Baker – Country Representative for England South

Rosalind Kyle – Country Representative for Northern Ireland

Pauline Downie – Country Representative for Scotland

Janet Chambers – General Trustee

Frances Johnstone – General Trustee

Angela Shimada – General Trustee

Ann Whitehorn – General Trustee

Dr Rebecca Palmer – General Trustee (for Research and Development)

RCSLT staff who are members of RCSLT:

Kamini Gadhok MBE – Chief Executive Officer

Judith Broll – Director of Professional Development

Glenn Carter – Head of Scotland Office

Katie Chadd – Research Manager

Pippa Cotterill – Head of Wales Office

Nikki Gratton – Clinical Data & Digital Health Officer

Kathleen Graham – Project Co-ordinator

Michelle Humphrey – Head of Professional Development
Clinical Applications

Kathryn Moyse – Outcomes & Informatics Manager

Ruth Sedgewick – Head of Northern Ireland Office

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Other RCSLT Members present: 20 other RCSLT members with voting rights attended.

Introduction

The Chair, Mary Heritage, welcomed everyone to the 70th 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

1. NOTICE CONVENING THE MEETING

The Chair then read the Notice convening the meeting.

“Welcome to the 70th 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 22 September 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 of votes cast. We are going to have a test run of the online poll procedure in a moment.

No apologies for absence were received.

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:

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- Use the Q&A function to ask questions to the panellists. 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 November 2021)

The Minutes of the AGM held on 9 November 2021 had been circulated and were taken as read.

A motion to sign the Minutes as a correct record was proposed by Rosalind Kyle and seconded by Frances Johnstone.

The majority of members eligible to vote at the meeting or by proxy were in favour (93%) 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 (2021/22)

The Chair introduced the Trustees Annual Report 2021/22 which summarised the key achievements of the financial year ending 31 March 2022. This has been available on the RCSLT website since the beginning of September and was also sent in hard copy to those members who requested it.

The Chair presented highlights from the RCSLT Impact report for 2021/22 along with an infographic giving an overview of some of the top line numbers showing the RCSLT's reach and engagement across the year.

The **first ordinary resolution**, to consider and adopt the Trustees Annual Report for 2021/22, was proposed by Andrea Robinson and seconded by Janet Chambers.

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

4. PRESENTATION, CONSIDERATION AND ADOPTION OF ANNUAL ACCOUNTS AND AUDITORS REPORT (2021/22)

The Chair introduced Richard Cryer, the Honorary Treasurer, who gave a short presentation on the annual accounts and auditors report (2021/22). 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 six financial objectives and these are shown on the slide. All six of the objectives were met during the year ended 31 March 2022.

Income and Expenditure Account

The Honorary Treasurer reported on the Income and Expenditure Account for the financial year ended 31 March 2022.

Income totalled £5.1 million – this was £100,000 more than the previous year with growth in membership subscriptions and commercial trading activities. Expenditure decreased by £200,000 to £4.8 million with savings on IT development costs and licenses. This resulted in a surplus of £300,000 before investment gains. The net return on investments was a gain of £300,000. There was no change in the valuation of the RCSLT's offices at White Hart Yard. Overall the RCSLT's funds increased by £600,000.

Income

The majority of RCSLT's income is generated through membership fees, which account for 82% of total income. A further 12% of income comes from commercial trading activities, which include the sale of advertising space and royalties earned

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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 three focus areas in line with our charitable objects and the Strategic Plan along with expenditure on commercial trading activities and the costs of investment management. Staffing and other general costs are allocated towards these five main headings. Using this split, 44% of our expenditure - £2.1 million - goes towards focus area 'Quality Practice'. 19% of our expenditure - £0.9 million supports focus area "Innovative Organisation". A further 29% - just under £1.4 million, goes towards 'Active Influencing'. Expenditure related to commercial trading activities is just over £350,000, 7% of total expenditure. This is predominantly the cost of producing Bulletin. And finally £44,000, just 1% of total expenditure, was spent on Investment Management.

Balance Sheet

RCSLT has fixed assets of £4.5 million. This includes the building at White Hart Yard, IT equipment, capitalized software development costs and office furniture. Next we have £3.4 million of investments managed by external fund managers. Finally our net current assets, which comprise debtors and cash less creditors, have increased by £400,000 to £1.7 million. Overall net assets have increased by £600,000.

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 2021/22 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 2022 and they have given the RCSLT an unqualified audit report.

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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. We are planning to spend £861,000 in 2022/23 on projects. In addition we've created a separate Innovation Fund of £800,000 which is intended to support future projects for the benefit of members in line with the Five Year Vision. A Fixed Asset Fund of £1,400,000 has also been established and this represents amounts already invested in fixed assets used in the charity's work. The table here highlights the bigger planned projects. A full table is in the published accounts on our website.

Looking at some of the bigger projects, we will continue to invest in professional guidance for members with £152,000 set aside in 2022/23. Research and development continues to be an area of investment with £34,000 set aside. A further £64,000 is planned to be spent on developing learning solutions and products for members. £115,000 is set aside for the further development of the RCSLT Online Outcome Tool, better known as ROOT. £50,000 is planned to be spent on projects relating to the collection and use of data to support workforce transformation. Funds totalling £56,000 have been set aside to support the development of regional professional networks. Finally we continue to invest in our digital development, with £166,000 planned to be spent in 2022/23.

Membership Fees

Membership fees are the single largest long-term source of income we have. They accounted for 82% of total income in 2021/22. Looking forward, RCSLT aims to maintain the ongoing level of services offered to members, but it does recognise the challenges of inflation currently running at about 10% and the potential strain on the RCSLT's financial position should a return to lower inflation not occur as quickly as hoped. It is essential that RCSLT retains a robust financial position and continues to meet its financial objectives and KPIs.

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The Board of Trustees has therefore approved an average increase in membership fees of 3% for the year 2023/24.

For Practising Members, the increase equates to just an additional £9 per year. Membership fees for all categories will be published in Bulletin in January 2023.

In summary, the RCSLT is in sound financial health and we continue to prepare for and respond to the challenges presented by the less benign and uncertain economic times we face, meaning that we can continue working together to provide a voice for the profession and improve lives of service users."

The **second ordinary resolution**, to consider and adopt the annual accounts and auditors report for 2021/22, was proposed by Ann Whitehorn and seconded by Pauline Downie.

The majority of members eligible to vote at the meeting or by proxy were in favour (95%) and the resolution was carried.

5. APPOINTMENT OF AUDITORS AND FIXING OF REMUNERATION FOR 2022/23

The **third ordinary resolution**, to appoint Haysmacintyre LLP as RCSLT's auditors for 2022/23 and for the Board to fix their remuneration, 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 (88%) and the resolution was carried.

6. RATIFICATION OF APPOINTMENTS TO THE BOARD

The **fourth ordinary resolution**, to ratify the appointment of Irma Donaldson as Deputy Chair, was proposed by Janet Chambers and was seconded by Angela Shimada.

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

The **fifth ordinary resolution**, to ratify the appointment of Dharinee Hansjee as a General Trustee, was proposed by Lesley Cavalli and seconded by Viki Baker.

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The majority of members eligible to vote at the meeting or by proxy were in favour (95%) and the resolution was carried.

The **sixth ordinary resolution**, to ratify the appointment of Eve Baird as a General Trustee, was proposed by Viki Baker and seconded by Rosalind Kyle.

The majority of members eligible to vote at the meeting or by proxy were in favour (95%) and the resolution was carried.

The **seventh ordinary resolution**, to ratify the appointment of Angela Shimada as a General Trustee, was proposed by Pauline Downie and seconded by Frances Johnstone.

The majority of members eligible to vote at the meeting or by proxy were in favour (95%) and the resolution was carried.

The **eighth ordinary resolution**, to ratify the appointment of Frances Johnstone as a General Trustee, was proposed by Adrienne Cave and seconded by Jan Baerselmann.

The majority of members eligible to vote at the meeting or by proxy were in favour (93%) and the resolution was carried.

The **ninth ordinary resolution**, to ratify the appointment of Professor Marian Brady as a General Trustee (for Research and Development) was proposed by Janet Chambers and seconded by Angela Shimada.

The majority of members eligible to vote at the meeting or by proxy were in favour (95%) and the resolution was carried.

The **tenth ordinary resolution**, to ratify the appointment of Helen Robinson as Country Representative for England North was proposed by Viki Baker and seconded by Adrienne Cave.

The majority of members eligible to vote at the meeting or by proxy were in favour (83%) and the resolution was carried.

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The **eleventh ordinary resolution**, to ratify the appointment of Viki Baker as Country Representative for England South was proposed by Rosalind Kyle and seconded by Eve Baird.

The majority of members eligible to vote at the meeting or by proxy were in favour (95%) and the resolution was carried.

The **twelfth ordinary resolution**, to ratify the appointment of Pauline Downie as Country Representative for Scotland was proposed by Lesley Cavalli and seconded by Andrea Robinson.

The majority of members eligible to vote at the meeting or by proxy were in favour (90%) and the resolution was carried.

7. REPORT OF THE COMPOSITION OF THE BOARD OF TRUSTEES FOR 2022/23

The Chair presented a series of slides showing the composition of the Board for the period 2022/23:

Chair – Dr Sean Pert
Deputy Chair – Irma Donaldson
Honorary Treasurer (appointed, voting) – Richard Cryer
Lay Trustee (Digital) (appointed, voting) – John Humphrey
Lay Trustee (HR/Organisational Development) (appointed, voting) – Leasil Burrow
Country Representative for England North – Helen 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 – vacant
General Trustee for Research and Development Trustee – Professor Marian Brady
General Trustee – Eve Baird
General Trustee – Dharinee Hansjee
General Trustee – Frances Johnstone
General Trustee – Angela Shimada
General Trustee – Janet Chambers

The Chair reported that the following trustees will be finishing their term of office at the end of the AGM:

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- Dr Rebecca Palmer
- Ann Whitehorn
- Andrea Robinson
- Lesley Cavalli

In addition, the chair mentioned Lisa Chess who stood down from the Board earlier in the year.

The Chair thanked all the outgoing trustees and wished them good luck and best wishes for their futures.

8. INDUCTION OF CHAIR 2022/24

The Chair then took the opportunity to say a few words as she had reached the end of her tenure as Chair of the Board of Trustees for RCSLT. The text is reported below.

This is my final event as Chair of RCSLT and what a difference the past two years have been. So much of my term has taken place online. But more than that, it has been a ground-breaking era for RCSLT. As a professional body we have continued to promote Clinical Excellence, to connect and support and resource one another, to advocate for those whose voices aren't often heard in society -especially with those who hold power, and budgets.

Right back at the start of my term in early 2021 we held a mirror up to the RCSLT Board – in the form of a report from Kiki Maurey. She told us uncomfortable truths. The Board of RCSLT appears to its members as elitist, exclusive, old fashioned (fusty dusty, I think she said). Surely not us? Well yes, an uncomfortable message from our members. No wonder the Board membership had remained white and female and 'mature' for so long.

We acted fast – a 5-year vision, changes to the Memorandum and Articles, a new process of nomination and selections to replace elections, promoting diversity, a new Vision and a set of core Values that we hold one another to account for.

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And now – thanks to the incredible hard work of Kamini, Karen, Sean and many many others – we have an outcome. A new more diverse Board that we have ratified today.

It's the next chapter for RCSLT. It will bring in new blood and new ways of doing things. Responsibility for inclusion sits equally on the shoulders of every Board and committee member.

I'm very proud of what has been achieved and I am hugely grateful to the fantastic and generous and brave trustees who have walked this path with me.

There's another landmark approaching for RCSLT - Kamini has been our leader since 2000, and it would be remiss of me to let the last AGM pass without acknowledging her leadership and her grit over the last two years in particular. Those close to Kamini know how hard she works to lead her teams – and indeed the profession. Her sphere of concern reaches beyond SLTs and the people we serve – in this last period she has broken ground for the safety of health professionals in their rights to appropriate protection at work – and this will have impact way beyond the UK and the NHS.

We are making great progress in finding a successor - not a replacement - for Kamini, someone to lead RCSLT into the next chapter, whatever that brings. Final interviews took place this week and Sean will be sharing the news about the successful candidate very soon.

Now it is time for me to hand over the stewardship of RCSLT to Dr Sean Pert and Irma Donaldson, the incoming Chair and Deputy. I look forward to seeing the RCSLT continue to grow under their inspiring leadership. I wish them both every success for their years in office. Thank you to you both.

So finally, it gives me great pleasure to pass the chain of office to Sean. He has already demonstrated his leadership in relation to our equality and diversity ambitions, and shown his commitment as deputy chair. I know we as members, will be in safe hands.

Congratulations Sean”.

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The chair then passed the chain of office to Sean.

9. RESPONSE BY INCOMING CHAIR AND VOTE OF THANKS

The new chair, Dr Sean Pert, then responded to Mary's speech and gave a vote of thanks. The text of his speech is given below:

"I know, this in-person thing is very strange, isn't it? When you've seen people for such a long time on Zoom. Thank you, Mary, for those really kind words.

And I'd just like to pay tribute to Mary for what has probably been the strangest time in recent memory, holding together, grace under pressure, is the phrase that keeps popping into my mind, when I think of Mary and her leadership during this very strange time of the pandemic. It's been so lovely to meet the board and Mary herself in 3D, as it were. It's really odd to think that when I qualified, I wrote an article for the Bulletin, and I looked it up, and it's called 'a review of the internet'. Little did I know that I would be here, at the AGM, online, via the internet, this time, later. It's a real honour to take on the chair of the Royal College, as Mary said, it's an incredibly exciting time, and I have the great honour of having Kamini as the CEO as she moves on to her next stage and I'm really excited to finish off the hard work that she's keen to do, and to welcome a new CEO as Mary mentioned. So, thank you to all the trustees, both outgoing and incoming, it's going to be a really exciting time of change for the profession. But this is the best profession in the world, I have complete confidence in our members and our board, and Kamini and the staff, so I can't wait to get started, and thank you all very much indeed".

10. ANY OTHER BUSINESS

The Chair asked if there were any questions. No questions were asked.

It was noted that there was no further business.

11. CLOSE OF MEETING

The meeting was closed at 12:51.

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Appendix:

RCSLT Staff in attendance:

Derek Munn – Director of Policy & Public Affairs
Cara McDonald – Director of Engagement & Communications
Karen Willis – Director of Finance & Resources/Company Secretary
Jazmin Padhiar – Events & Engagement Manager
Hannah Wright -- Events & Engagement Assistant
Jonathan Bowles – Head of Corporate Services

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