

**Draft AGM 2023 minutes to go on website for members' advance information,  
but subject to formal acceptance at 2024 AGM**

**Minutes of the 71<sup>st</sup> Annual General Virtual Meeting of the  
Royal College of Speech and Language Therapists  
held on 8 November 2023 by webinar**

**Attendees:**

**In the Chair**

**Dr Sean Pert** - Chair of the Board of Trustees

**Board of Trustees:**

Ms Irma Donaldson – Deputy Chair  
Viki Baker – Country Representative for England South  
Rosalind Kyle – Country Representative for Northern Ireland  
Janet Chambers – General Trustee  
Dharinee Hansjee – General Trustee  
Frances Johnstone – General Trustee

**RCSLT staff who are members of RCSLT:**

Caroline Bagnall – Research Manager  
Judith Broll – Director of Professional Development  
Glenn Carter – Head of Scotland Office  
Pippa Cotterill – Head of Wales Office  
Kathleen Graham – Senior Project Manager  
Gemma Jones – Project Assistant  
Sarah Lambert – Research & Outcomes Officer  
Kathryn Moyse – Outcomes & Informatics Manager  
Alison Ramsay – CEN Development Manager  
Ruth Sedgewick – Head of Northern Ireland Office

**Other RCSLT Members present:** 13 other RCSLT members with voting rights attended.

**Introduction**

The Chair, Dr Sean Pert, welcomed everyone to the 71<sup>st</sup> Annual General Meeting and introduced the panel:

Irma Donaldson – Deputy Chair  
Ann Whitehorn – Chair of Finance & Resources Committee  
Steve Jamieson – Chief Executive Officer  
Karen Willis – Company Secretary

**1. NOTICE CONVENING THE MEETING**

The Chair then read the Notice convening the meeting.

“Welcome to the 71<sup>st</sup> Annual General Meeting of the Royal College of Speech and Language Therapists. For those of you who do not know me, I am Dr Sean Pert, Chair of the Board of Trustees. The calling notice for this meeting, together with the Agenda, explanatory notes and

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proxy voting forms were circulated to all Members of the RCSLT in the e-newsletter of 19 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 of votes cast. Special resolutions require a majority of 75% eligible to vote and present in this meeting. We are going to have a test run of the online poll procedure in a moment.

Apologies for absence were received from Jan Baerselmann.

The Chair noted that there were more than 20 members on line or in person 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 resolution when we come to that resolution. We have allowed time for questions about the trustees annual report and the accounts at the end of the presentation.
- Chat function – please give your full name and membership numbers
- Use the chat function for any technical difficulties – there are staff on hand to help
- All 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 (6 October 2022)**

The Minutes of the AGM held on 6 October 2022 had been circulated and were taken as read.

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

A 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 (2022/23)**

The Chair introduced the Trustees Annual Report 2022/23 which summarised the key achievements of the financial year ending 31 March 2023. This has been available on the RCSLT website since the beginning of October and was also sent in hard copy to those members who requested it.

The Chair presented highlights from the Trustees Annual Report for 2022/23 giving an overview of achievements in line with the eight focus areas set out in the Strategic Vision for 2022-2027.

The **first ordinary resolution**, to consider and adopt the Trustees Annual Report for 2022/23, was proposed by Rosalind Kyle and seconded by Alison Ramsay.

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A 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 (2022/23)**

The Chair introduced Ann Whitehorn, Chair of the Finance & Resources Committee, who gave a short presentation on the annual accounts and auditors report (2022/23). The text of her 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 the strategic plan. In order to measure performance against this overall objective, the Board has approved six financial objectives which are shown on the slide. Four of these objectives were met during the year ended 31 March 2023 while the board approved that two of these objectives could be waived in 2022/23. As part of the development of the new Five Year Vision for 2022-2027 the Board has reviewed its financial objectives and regularly reviews its spending plans to ensure that its financial objectives will be met.

#### **Income and Expenditure Account**

The Chair of the Finance & Resources Committee reported on the Income and Expenditure Account for the financial year ended 31 March 2023.

Income totalled £5.6 million – this was £500,000 more than last year with growth in membership subscriptions and commercial trading activities. Expenditure increased by £1.1 million to £5.9 million with increased spend on the development of professional guidance. This resulted in a deficit of £300,000 before investment gains. The net return on investments was a loss of £100,000.

No formal valuation of the RCSLT's offices at White Hart Yard was carried out and the trustees have confirmed that the valuation at 31 March 2022 remains appropriate to use in the accounts

Overall funds have decreased by £400,000.

#### **Income**

The majority of RCSLT's income is generated through membership fees, which account for 80% of total income.

A further 12% 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 receives smaller amounts of income from other sources such as events and conferences, investments, grants, and legacies and donations.

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### **Expenditure**

Our expenditure falls under three focus areas in line with our charitable objects and our Strategic Plan, along with expenditure on commercial trading activities and investment management costs. Staffing and other general costs are allocated towards these five main headings. Using this split, 47% of our expenditure - £2.8 million - goes towards focus area 'Quality Practice'. 17% of our expenditure – just over £1 million supports focus area "Innovative Organisation" A further 29% - £1.7 million, goes towards 'Active Influencing'. Expenditure related to commercial trading activities is just over £370,000, 6% of total expenditure. This is predominantly the cost of producing Bulletin. And finally £19,000, just under 1% of total expenditure, was spent on Investment Management costs.

### **Balance Sheet**

I would now like to talk to you about the balance sheet for RCSLT. First of all we have 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 £3.3 million of investments managed by external fund managers. Finally our net current assets, which comprise debtors and cash less creditors, have decreased by £300,000 to £1.5 million. Overall Net Assets have decreased by £400,000.

### **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 2022/23 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 2023 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. We are planning to spend £664,000 in 2023/24 on projects. We still hold £675,000 in the Innovation Fund to support future projects for the benefit of members in line with the Five Year Vision. A Fixed Asset Fund of £1,300,000 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 £68,000 set aside in 2023/24. Research and development continues to be an area of investment with £28,000 set aside. Funds totalling £49,000 have been set aside to support the development of clinical excellence networks. £43,000 is planned to be spent on projects relating to the collection and use of data to support workforce planning.

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£92,000 is set aside to support projects relating to outcome measures and health informatics, including the further development of the RCSLT Online Outcome Tool, better known as ROOT. Finally we continue to invest in our digital development, with £207,000 planned to be spent in 2023/24.

### **Membership Fees**

Membership fees are the single largest long-term source of income we have. They accounted for 80% of total income in 2022/23. Looking forward, RCSLT aims to maintain the ongoing level of services offered to members, but recognises the challenges of inflation. The RPI for the twelve months up to September is just under 9%. RCSLT recognises 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.

The Board of Trustees has therefore approved an average increase in membership fees of 4% for the year 2024/25.

For Practising Members, the increase equates to an additional £12 per year. Membership fees for all categories will be published in Bulletin in January 2024.

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 2022/23, was proposed by Judith Broll and seconded by Frances Johnstone.

A 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 2023/24**

The **third ordinary resolution**, to appoint Haysmacintyre LLP as RCSLT's auditors for 2023/24 and for the Board to fix their remuneration, was proposed by Glenn Carter and seconded by Rosalind Kyle.

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 APPOINTMENTS TO THE BOARD**

The Chair summarised the work undertaken by the Nominations Committee in selecting new Board members. In July the Board approved the recommendations made by the Nominations Committee and members in this general meeting were asked to ratify the appointment of the four new Trustees and the re-appointment of one existing trustee for a further term of one year. The biographies of these Trustees were posted on the website along with the papers for the AGM.

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Each ratification was taken as a separate resolution.

The **fourth ordinary resolution**, to ratify the appointment of Jemma Haines as General Trustee, was proposed by Ruth Sedgewick and was seconded by Irma Donaldson.

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

The **fifth ordinary resolution**, to ratify the appointment of Lauren Edwards as Country Representative for Wales, was proposed by Jemma Haines and seconded by Philippa Cotterill.

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

The **sixth ordinary resolution**, to ratify the appointment of Ruth Crampton as Country Representative for Northern Ireland, was proposed by Kathleen Graham and seconded by Dharinee Hansjee.

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

The **seventh ordinary resolution**, to ratify the appointment of Sundeep Sidhu as Lay Trustee (Digital), was proposed by Irma Donaldson and seconded by Dharinee Hansjee.

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

The **eighth ordinary resolution**, to ratify the re-appointment of Leasil Burrow Lay Trustee (HR/OD) until AGM 2024, was proposed by Victoria Baker and seconded by Philippa Cotterill.

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

## **7. REPORT OF THE COMPOSITION OF THE BOARD OF TRUSTEES FOR 2023/24**

The Chair presented a series of slides showing the composition of the Board for the period 2023/24:

Chair – Dr Sean Pert

Deputy Chair – Irma Donaldson

Lay Trustee (Digital) (appointed, voting) – Sundeep Sidhu

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 – Ruth Crampton

Country Representative for Scotland – Pauline Downie

Country Representative for Wales – Lauren Edwards

General Trustee for Research and Development – Professor Marian Brady

General Trustee – Eve Baird

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General Trustee – Dharinee Hansjee  
General Trustee – Frances Johnstone  
General Trustee – Angela Shimada  
General Trustee – Jemma Haines

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

- Rosalind Kyle
- Janet Chambers
- John Humphrey

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

## **8. SPECIAL RESOLUTION**

The Chair explained that in Autumn 2022 the Board commissioned an external review of its governance structure to ensure that this remained fit for purpose. A task and finish working group was established to review the findings and report back to the Board with recommendations. The working group recommended changes to the role of Honorary Treasurer including changing the title to Chair of the Finance & Resources Committee.

Having taken legal advice, in July 2023 the Board approved the proposed changes to the Articles of Association.

A **special resolution**, to amend articles 41 (1) (C ) and 42 (2) (5) of the Articles of Association by replacing references to Honorary Treasurer with Chair of the Finance & Resources Committee was proposed by Judith Broll and seconded by Jemma Haines.

More than 75% of members eligible to vote at the meeting or by proxy were in favour (100%) and the resolution was carried.

## **9. ANY OTHER BUSINESS**

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

It was noted that there was no further business.

## **10. CLOSE OF MEETING**

The Chair thanked members for attending the meeting.

The meeting was closed at 12:44.

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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  
Jonathan Bowles – Head of Corporate Services  
Clara Morrish – Membership & Marketing Manager  
Jazmin Padhiar – Events & Engagement Manager  
Justyna Szeller – Events & Engagement Officer  
Hannah Wright — Events & Engagement Assistant

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