Draft AGM 2024 minutes for members' advance information, but subject to formal acceptance at 2025 AGM

Minutes of the 72nd Annual General Meeting of the Royal College of Speech and Language Therapists held on 9 October 2024 in person and by webinar

Attendees:

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

Board of Trustees:
Irma Donaldson – Deputy Chair
Viki Baker – Country Representative for England South
Ruth Crampton – Country Representative for Northern Ireland
Jemma Haines – General Trustee
Dharinee Hansjee – General Trustee
Frances Johnstone – General Trustee
Eve Baird – General Trustee

RCSLT staff who are members of RCSLT:

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 Officer
Ruth Sedgewick – Head of Northern Ireland Office

Other RCSLT Members present: 7 other RCSLT members with voting rights attended.

Apologies received from: Lauren Edwards, Pam Enderby.

Introduction

The Chair, Dr Sean Pert, welcomed everyone to the 72nd 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 72nd 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 proxy voting forms were circulated to all Members of the RCSLT in the e-newsletter of 29 August 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.

The Chair noted that there were more than 20 members online 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 2023)

The Minutes of the AGM held on 6 October 2023 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 Jemma Haines.

A majority of members eligible to vote at the meeting or by proxy were in favour (96%) 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 (2023/24)

The Chair introduced the Trustees Annual Report 2023/24 which summarised the key achievements of the financial year ending 31 March 2024. 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 2023/24 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 2023/24, was proposed by Ruth Sedgwick and seconded by Ruth Crampton.

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

4. PRESENTATION, CONSIDERATION AND ADOPTION OF ANNUAL ACCOUNTS AND AUDITORS REPORT (2023/24)

The Chair introduced Ann Whitehorn, Chair of the Finance & Resources Committee, who gave a short presentation on the annual accounts and auditors report (2023/24). 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 2024 while the board approved that two of these objectives could be waived in 2023/24. 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 2024.

Income totalled £5.8 million – this was £200,000 more than last year with growth in membership subscriptions and commercial trading activities. Expenditure increased by £300,00 to £6.2 million with increased spend on the development of professional guidance. This resulted in a deficit of £400,000 before investment gains. The net return on investments was a gain of £300,000.

A 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 2023 has fallen by £600,000.

Overall funds have decreased by £700,000.

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

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 - £2.9 million - goes towards focus area 'Quality Practice'. 17% of our expenditure – just over £1 million supports focus area "Innovative Organisation" A further 30% - £1.8 million, goes towards 'Active Influencing'. Expenditure related to commercial trading activities is just over £390,000, 6% of total expenditure. This is predominantly the cost of producing Bulletin. And finally, £2,000 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 £3.8 million. This includes the building at White Hart Yard, IT equipment, capitalized software development costs and office furniture. Next, we have £3.6 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 £1.1 million. Overall Net Assets have decreased by £700,000.

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 2023/24 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 2024 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 £503,000 in 2024/25 on projects. We still hold £561,000 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 £56,000 set aside in 2024/25. Research and development continues to be an area of investment with £37,000 set aside. Funds totalling £57,000 have been set aside to support the development of clinical excellence networks. £36,000 is planned to be spent on projects relating to the collection and use of data to support workforce planning.

£77,000 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 £134,000 planned to be spent in 2024/25.

Membership Fees

Membership fees are the single largest long-term source of income we have. They accounted for 82% of total income in 2023/24. 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 August was 3.5%.

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 3.5% for the year 2025/26.

For Practising Members, the increase equates to an additional £11 per year. Membership fees for all categories will be published in Bulletin in January 2025.

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 2023/24, was proposed by Frances Johnstone and seconded by Dharinee Hansjee.

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

5. APPOINTMENT OF AUDITORS AND FIXING OF REMUNERATION FOR 2024/25

The **third ordinary resolution**, to appoint Haysmacintyre LLP as RCSLT's auditors for 2024/25 and for the Board to fix their remuneration, was proposed by Judith Broll and seconded by Pippa Cotterill.

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 two new Trustees. The biographies of these Trustees were posted on the website along with the papers for the AGM.

Each ratification was taken as a separate resolution.

The **fourth ordinary resolution**, to ratify the appointment of Eve Baird as Deputy Chair (and Chair Designate) of the Board of Trustees, was proposed by Ruth Sedgewick and was seconded by Viki Baker.

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 Rebecca Sheeran Chair of the FRC and Lay Trustee, was proposed by Dharinee Hansjee 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 Anna Costello as Lay Trustee for HR/ Organisational Development, was proposed by Judith Broll and seconded by Ruth Crampton.

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

7. REPORT OF THE COMPOSITION OF THE BOARD OF TRUSTEES FOR 2024/25

The Chair presented a series of slides showing the composition of the Board for the period 2024/25:

Chair – Irma Donaldson
Deputy Chair – Eve Baird
Lay Trustee (Digital) – Sundeep Sidhu
Lay Trustee (and Chair of FRC) – Rebecca Sheeran
Lay Trustee (HR/Organisational Development) – Anna Costello
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 – 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:

- Dr Sean Pert
- Leasil Burrow

8. INDUCTION OF CHAIR FOR 24/26

The outgoing Chair offered their congratulations to Irma Donaldson as incoming Chair of the Board of Trustees and the ceremonial chain of office was passed to the new Chair.

9. RESPONSE BY INCOMING CHAIR

The new Chair thanked the outgoing trustees and wished them good luck and best wishes for their futures. The new Chair also noted the significant contributions the outgoing Chair played to the development of the RCSLT during their tenure, in

particular to the increasing diversity within the charity and for their commitment to SLTs and student SLTs in particular.

10. ANY OTHER BUSINESS

It was noted that there was no further business.

11. Q&A with Irma Donaldson, Chair 2024/26

Steve Jamieson presented the new Chair with questions regarding their role as Chair and what they will be bringing to the charity in this position. The new Chair emphasised the wish to build on the work of previous Chairs, and to continue increasing the numbers of members all across the UK. The Chair encouraged all SLTs to consider applying for roles with either the RCSLT's Board or its committees as means of enhancing their leadership skills and making a positive contribution to the strategic direction of the organisation. The new Chair also pointed out the importance of diversity in our membership and the support on offer to all our members. Lastly, the new Chair pointed out the positive impact of SLTs on people's lives and the wish to make a positive impact on their work.

12. CLOSE OF MEETING

The Chair thanked members for attending the meeting.

The meeting was closed at 12:47.

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Appendix:

RCSLT Staff in attendance:

Steve Jamieson – Chief Executive Officer
Derek Munn – Director of Policy & Public Affairs
Cara McDonagh – Director of Engagement & Communications
Karen Willis – Director of Finance & Resources/Company Secretary
Niall Larkin – Governance Adviser (minutes)
Jonathan Bowles – Head of Corporate Services
Jazmin Padhiar – Events & Engagement Manager
Justyna Szeller – Events & Engagement Officer
Hannah Wright –– Events & Engagement Assistant

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