

Minutes of the Annual General Meeting of the National Governors' Association Held on Saturday 14 November 2015 at Etc Venues, 155 Bishopgate, Liverpool St, London, EC2M 3YD

The AGM opened at 3.35pm

1. Apologies

1.1. No apologies had been received.

2. Proxies

2.1. No proxies had been received.

3. Quorum

3.1. The AGM was declared quorate.

Members agreed to this proposal

4. Time Limit on speeches

4.1. The chair, Ian Courtney (IC), set a time limit of 3 minutes on speeches.

5. Scrutineers and Tellers

5.1. The following were proposed as scrutineers and tellers

- Tellers: Mark Gardner and Rani Kaur (NGA staff)
- Scrutineers: Niki Gandham and Fay Holland (NGA Staff)

Agreed Nem con

6. Approval of the minutes of the AGM held on 15 November 2014

6.1. The Chair drew attention to typing error in paragraph 10.2.

6.2. Subject to the correction noted above, the minutes of the 15 November 2014 were approved.

7. Report of Activities

7.1. The chair asked Emma Knights (NGA Chief executive) (EK) to highlight the key points from the Annual Report.

7.2. EK reported on the Membership Survey noting that: the scores for the core aspects of membership: the magazine, e-newsletter were slightly up on the previous years. The scores for representing members' views and value for money also went up; although NGA was not going to take the latter as a reason for significantly increasing membership fees.

7.3. In terms of issues for members, school funding was a big concern for members. Gillian Allcroft (NGA's Deputy chief executive) sat on the Department for Education's (DfE) School and Academy Funding Group where funding policy was discussed. In addition, NGA had met DfE officials separately to discuss funding issues.

7.4. EK noted that staff recruitment was now in the top two issues for members, but until recently it was not something NGA had been very proactive about. She reported that it was now firmly under consideration and NGA will work with others to seek solutions.

7.5. EK said that the AGM was the one time she was able to say a public thank you to her board of trustees and her staff. She thanked the whole staff team for its work over the year, but particularly noted the work of Clare Collins in setting up the consultancy service.

7.6. A question was raised as to why the figures in relation to the number of email addresses the organization held didn't appear to tally with the reported number of schools in membership (1 in 4). EK explained that not every school in membership registered all their governors. She made a plea to members to ask their clerks to ensure governing boards were accessing all the membership benefits.

7.7. She also noted that the balance between standard membership and gold membership was changing and the organisation continued to grow. Trustees had debated whether to publish numbers, there were commercial sensitivities so had previously determined not to, but would reconsider.

AP1: Trustees to consider whether full membership numbers should be published.

7.8. A second question was asked about the request for Gold local association membership from the previous year. EK said that this had been considered in some detail, but it had been rejected because: it didn't make sense on sustainability grounds; if it had been introduced gold membership would have been subsidising association membership. In response members pointed out that Multi-academy trusts were in the same position. EK agreed that this was currently an anomaly and was to be discussed at the trustees' strategy day in January. She also noted that the trust board of a MAT would join as corporate members and, therefore, were not entitled to advice under the terms of the membership.

7.9. Finally a question was asked about the publication of the report of activities as it hadn't been available in advance on the website. EK noted that the report of activities was an additional document which NGA prepared for its members to take account of the fact that the AGM was held in November whereas the annual accounts, with the statutory annual report of trustees was only up to March. The statutory documents had been published on the website in advance of the meeting.

8. Elections:

8.1. The Chair asked Gillian Allcroft (Company Secretary) (GA) to announce the results of the elections. The following were elected:

- John Collings
- Ian Courtney
- Duncan Haworth

9. Presentation of the Accounts

9.1. Brent Fitzpatrick (NGA Treasurer) (BF) presented the accounts.

9.2. He thanked the both the NGA staff team and board of trustees for their work over the year.

9.3. He highlighted the following points:

- NGA income continued to go up which was a feature of the rising membership –
- the NGA had invested in new office space and additional staff (see 9.4)
- NGA continued to carry a surplus, largely because membership income continued to grow
- He noted that there was a requirement to retain some reserves for specific purposes and the trustees discussed and determined the appropriate level (within legal specifications) on an annual basis.

9.4. BF noted in particular the appointment of the new head of training and development and Paul Aber explained his role and NGA's proposals from the floor. Members were asked to contact Paul if they had any suggestions as to specific things NGA should offer.

AP2 Members to contact Paul Aber with suggestions as to training NGA should offer.

9.5. BF said that the trustees received regular, good quality information about the finances of the organization, courtesy of NGA's Finance Officer, Lisa Richards. In addition, we would be having another attempt to recruit a Business Development Manager in the next few months.

9.6. It was suggested from the floor that it would have been helpful to have the pages from the accounts which explained the notes as well as the figures.

9.7. Brian Patterson (Association Member, Dudley) seconded by Stephen Adamson (Individual member) proposed that the accounts be approved.

The accounts were approved nem con.

10. Appointment of Auditors

10.1. IC reported that JW Hinks had yet again carried out an extremely thorough audit and consequently NGA was proposing to retain them for a further year.

10.2. Ian Courtney (NGA chair) proposed that the JW Hinks be approved as auditors – seconded by Duncan Haworth (Governing body member).

Approved nem con.

11. Subscriptions

11.1. The Treasurer noted that the subscription proposals had been included in the AGM notice and were on the slide and that increases were either in line with inflation or no increase. He asked if members had any questions.

11.2. A question was raised as to why for the second year running no changes were being made to Gold membership. EK noted that the subscriptions had been looked at carefully and in particular which memberships were getting value for money. Decisions about which rates to increase had been based on that. The trustees had also debated whether to increase any fees, but had decided that it was better to increase in small increments than hold steady for several years and then have to make a big jump.

11.3. A question was also raised about why a local association could pay £450 for 15 memberships but then had to pay £975 for 16 or more. EK noted that a line had to be drawn

somewhere and that was where it fell. She also pointed out that in 2014-15 the cap for local associations had been considerably reduced.

11.4. Pat Lopez (Association Member, Plymouth) proposed and Sue Jiggins (Association Member, Wiltshire) seconded the proposal that the following subscriptions be approved from 1 April 2016.

- Individual Subscriptions to increase to £39
- Governing Body Subscriptions to increase to £79
- Local Associations –
 - £4 per school with a cap of £585 for those who opt to register only 15 or fewer members of the executive
 - £5.85 per school with a cap of £975 for those who want to register 16-25 individuals on their association membership.

No changes to be made to:

- Governing Body Gold Subscriptions to remain at £260
- Corporate Subscriptions to remain at £288

The subscriptions were approved nem con.

12. NGA Close

12.1. IC thanked the members for attending and wished them a safe journey home.

The AGM closed at 4.15pm