

NATIONAL GOVERNANCE ASSOCIATION
Minutes of the Annual General Meeting
Held on Friday 17 November 2023 at 12.30pm
Virtually via ZOOM

1. Introduction

- 1.1 The Chair of the Board of Trustees – Lynn Howard –welcomed everyone to the meeting, thanking those who had stayed on from the annual address and those joining solely for the AGM noting the opportunity to hear more about what the NGA has achieved over the last 12 months and report newly elected trustees to the board.

2. Confirmation of virtual meetings proceedings

- 2.1 The Company Secretary confirmed that the AGM was being held in line with the provision for electronic AGMs, the scope of which could be found in the articles of association which were shared on the screen for members benefit.
- 2.2 All voting had taken place in advance of the AGM and there would be no live voting. The outcome of the votes would be announced throughout the meeting.
- 2.3 The Company Secretary went on to advise that there would be opportunities for questions, members were asked to use the chat function at designated points through the AGM.

3. Confirmation of quorum

- 3.1 The Company Secretary advised that the quorum requirement of 40 members had been met.

4. Time limit on speeches

- 4.1 The Chair confirmed that the time limit set on speeches was three minutes.

5. Pre-AGM questions and answers

- 5.1 The Company Secretary confirmed there were no questions submitted in advance by members.

6. Election of scrutineers and tellers

- 6.1 The Chair confirmed Heidi Copland and Liz Adeniregun as scrutineers and Belinda McCarthy and Thomas Bowen as tellers.

Following submission of votes in advance it was,
Resolved to elect Heidi Copland and Liz Adeniregun as scrutineers and Belinda McCarthy and Thomas Bowen as tellers (*47 votes in favour; 0 votes against; 0 abstentions*)

7. Approval of the minutes of the Annual General Meeting held on 12 November 2022

- 7.1 Having been circulated in advance of the meeting, the minutes of the Annual General Meeting held on 12 November 2022 were confirmed as a true record.

Following submission of votes in advance it was,
Resolved to approve the minutes of the Annual General Meeting held 12 November 2022 as a true record. (*44 votes in favour; 0 votes against; 3 abstention*)

8. Report of Activities

- 8.1 The CEO presented the report of activities and achievements up to November 2023, advising that the report would be available to view on the NGA website.

- 8.2 Members were provided with a brief overview of NGA's charitable mission, information, advice and guidance, professional development, with several influencing and representation activities highlighted.
- 8.3 The CEO referred to the membership and professional development in numbers and reported that 72% of all schools had some form of NGA membership this reach extended when you included training and consultancy work. In addition, the CEO reported on member feedback both positive and where members had expressed frustrations noting the NGAs continual desire to improve with the new virtual world impacting in person engagement it was important that lines of communication remained open. The CEO went on to thank the staff team for their hard work and commitment.
- 8.4 The CEO drew members attention to the policy and research reports and highlighted NGAs new branding which had been well received.
- 8.5 Learning Link was highlighted, with the team making great efforts to ensure that those who purchase Learning Link use it, noting an increase of 32% usage with 15,372 new users. Learning Link as a package was really good value, with the NGA now the leading provider of e learning for schools and trusts.
- 8.6 The CEO reported on NGA consultancy noting the great work of the National Leaders of Governance which was curtailed by the DfE due to budgetary constraints. However, work continues and the learning from this piece was not forgotten.
- 8.7 Membership Survey, members were thanked for their contribution to the survey which has seen an increase in returns this year, scoring was 0-5 with the aim to achieve at least 4 in all areas, value for money fell slightly short at 3.9 but 54% of respondents scored 4 out of 5 for value for money.
- 8.8 3.8 out of 5, for voice on the national stage, there were a number of services that achieve 4 out of 5 which is very positive. 89% agreed that membership had a positive impact on the board.
- 8.9 With 62% in agreement that NGA has established a notable influence across the education sector.
- 8.10 The CEO asked for questions on the Achievement report.
- 8.12 A member asked when looking at moving forward, how can we link in with other organisations, as a chair of an NCOGs region it would be great to have better links, the CEO advised that the regional team and contacts are the first people to go to, we get valuable information from the regional team whether it be about resource need or more ways about getting involved locally. Members were advised that if they had a regional role to contact the regional team for support.
9. **Announcement of Directors elected to the NGA Board**
- 9.1 The Chair stated that it was a huge honour to be on the board of trustees, and a privilege to work with Emma Knights, Emma Balchin and the wider staff team who were made up of wonderful and committed individuals. The Chair went on to thank her fellow trustees for the support and indeed challenge, as a board we have not been afraid to offer challenge and to challenge each other's thinking.

- 9.2 The Chair and Company Secretary confirmed that nominations had been sought in four regions – North East, London, North West and the West Midlands and reported the following:
- 9.3 North East: with one nomination received, Janice Light elected unopposed.
London: with five nominations received, resulting in a three-way tie, with the withdrawal of one candidate, Anthony Langan elected by lot.
North West: with five nominations received, Michelle Foster elected by ballot
West Midlands: with three nominations, Jeff Quantrill elected by ballot.
- 9.4 The Chair welcomed the new trustees to the board.
10. **Receipt and Adoption of the Annual Report and Audited Accounts**
- 10.1 The Chair introduced the Honorary Treasurer – Bobby Thandi. The Treasurer presented the report of accounts for the year ending 31/03/2023.
- 10.2 The end of year position 2023 was reported as just below £500,000, comparison to the previous two years was highlighted noting the year end position in 2022 of £842,000 which had allowed for significant investment in NGA's website which would go some way help to future proof the NGA.
- 10.3 The Treasurer reported income and expenditure noting that income had slightly increased, and expenditure had significantly increased due to investments.
- 10.4 The Treasurer highlighted membership figures by financial year and noted the steady growth in membership income which is a positive position for maintaining and growing our influence across the sector. Strong growth in standard, and growth gold and MAT membership.
- 10.5 Members were provided with an update on income from professional development and projects.
- 10.6 Referring to expenditure, the Treasurer provided a general summary of costs incurred, confirming that the primary cost base was staffing with forty-nine staff, rent and rates. NGA paid all staff a real living wage and aimed to provide inflationary increases, inflation had jumped significantly and therefore had a large impact on staffing costs. NGA had also required more temporary staff in this tax year to fill gaps due to a strong job market. when affordable. Members were advised that expenditure on the new website project management and new branding.
- 10.7 The Treasurer highlighted investments in 22/23 and reported that as reserves were met, additional funds were earmarked for investment in services to members, the trustees set a deficit budget for 23/24 to include the completion of the website and new brand. It was reiterated that reserves were met and were in line with reserves policy, NGA were in a secure and stable financial position.
- 10.8 Members were provided with an update on Membership Subscriptions for 2023/24, noting that in line with our policy of increasing subscriptions annually to ensure that we can continue to be a sustainable organisation, the following increases from January 2024.
- 10.9 Individual to increase from £59 to £70
Standard GB to increase from £119 to £140

GOLD GB to increase from £298 to £300
Corporate to increase from £348 to £450
Local Associations to increase from £82 to 90

- 10.10 The Treasurer concluded that 2022/23 had been a particularly good year for NGA, as many services continued to grow and online events and webinars became more embedded, in a changeable year the organisation had continued to see growth in membership and the e-learning service had seen further growth as NGA continued to broaden the offer of online learning for governors, trustees and governance professionals.
- 10.11 The Treasurer asked for questions on the annual accounts, there were no questions from members.

Following submission of votes in advance it was
Resolved to receive and adopt the Annual Report and Audited Accounts to 31/03/2023. *47 votes in favour; 0 votes against; 0 abstentions*)

11. **Appointment of the Auditors**

- 11.1 The Company Secretary reminded members that Locke Williams had been appointed in the previous year and reported that the service provided had proved to be very thorough. It had been formally proposed that Locke Williams be re-appointed as Auditors and to authorise the company Company's' board of directors to negotiate and determine their fees.

Following submission of votes in advance it was
Resolved to appoint Locke Williams as Auditors. *(46 votes in favour; 0 votes against; 0 abstentions, no vote completed 1)*

12. **Changes to Articles of Association**

- 12.1 The Chair welcomed the Honorary Secretary Anthea Keena to present the proposed changes to the Articles of Association.
- 12.2 The Honorary Secretary presented the proposed changes noting that Article 41 Board of Directors has been updated to reflect trustees desire that as a membership organisation it is right and proper that all elected trustees hold and maintain NGA membership of any category for their term of office. The proposed changes were shared on the screen for members benefit and the articles of association with highlighted changes had been made available to members in advance of the meeting.
- 12.3 There were no comments or questions from members.

Following submission of votes in advance it was
Resolved to approve the changes to the Articles of Association as presented. *47 votes in favour; 0 vote against; 0 abstentions overall, with the requisite majority of 75% required being met.*

13. Any other business

- 13.1 There were no further items of business.
- 13.2 The Chair thanked members for their attendance and thanked her fellow trustees for their presentations. The Chair wished members all the best with governing in your schools and trusts and asked that they keep in touch with NGA so that we

know what issues you are facing and how we can support you. With no further comments or questions the closed the meeting at 1.00pm.