

NATIONAL GOVERNANCE ASSOCIATION
Minutes of the Annual General Meeting
Held on Thursday 20th November 2025 at 12.45pm

1. **Introduction**

- 1.1 The Chair of the Board of Trustees – Lawayne Jefferson –welcomed everyone to the meeting.

2. **Confirmation of quorum**

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

3. **Pre- AGM questions and answers**

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

4. **Election of scrutineers and tellers**

- 4.1 The Company Secretary confirmed Fema Tokura and Belinda McCarthy scrutineers and Rav Banger and Liz Athey as tellers.

Following submission of votes in advance it was,

Resolved to elect Fema Tokura and Belinda McCarthy as scrutineers and Rav Banger and Liz Athey as tellers *(41 votes in favour; 0 votes against; 1 abstentions)*

5. **Approval of the minutes of the Annual General Meeting held on 15 November 2024**

- 5.1 Having been circulated in advance of the meeting, the minutes of the Annual General Meeting held on 15 November 2024 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 15 November 2024 as a true record. *(37 votes in favour: 1 vote against; 4 abstention)*

6. **Amendment of NGA Articles of Association**

- 6.1 Having been circulated in advance, the Honorary Secretary confirmed the articles of association had been amended as follows:

- Gender- neutral language had been applied throughout.
- In addition, no person may be appointed or elected as a Director:
 - g. if they are an employee, officer, or trustee of an organisation whose objects or activities are materially adverse to the objects or activities of the Charity.
 - h. if they are a person who, in the reasonable opinion of the board, has a significant financial interest in, or derives material benefit from, a business or undertaking which competes with the Charity's activities or
 - i. Otherwise engaged in activities which the board reasonably considers would give rise to an irreconcilable conflict of loyalty or interest with the duties of a trustee of the Charity.
 - j. They will cease to be a Director if they become disqualified under the eligibility provisions above, or if at any time the board, acting in good faith resolves that they have developed a conflict of interest/loyalty that is serious and continuing such that it is not in the best interests of the Charity.
- Honorary members' term of office increased to a maximum of 4 years to bring this in line with trustee term of office.

Following submission of votes in advance it was,

Resolved to approve the changes to the Articles of Association *32 votes in favour; 0 vote against; 10 abstentions, with the requisite majority of 75% required being met.*

7. **Report of Activities**

- 7.1 The CEO presented the highlights from the annual report and achievements up to November 2025.
- 7.2 The CEO provided a summary breakdown of the team noting that 58% of staff govern, NGA aimed for a 1:4 ratio of the lowest paid to highest paid employee this was currently even better at 1:3 and there were also 9 regionally elected trustees on the board.
- 7.3 For members benefit, information, advice, and guidance was highlighted, website views were at 450,000 with 107,000 resources downloaded and 2,000 queries answered via the Gold Advice line. There had been 25 member events including 10 open access webinars with the total of 6,000 attendees overall. There were several new and updated resources available via the knowledge centre with 9 brand new Learning Link modules. Learning Link saw 7,000 new learners in 24-25 and 17,000 modules completed with 102,000 users representing 9,000 schools. 99% of governors and trustees would recommend NGA's new modules. Members should expect further development of the platform from April 26.
- 7.4 Consultancy had resulted in 70 external reviews of governance (ERGs), some of which were committed through DfE's RISE team. In total 132 consultancy assignments were completed.
- 7.5 The CEO drew members attention to policy and research having delivered four reports, and 2 briefing papers for the DfE. NGA were involved in 35 recurring working groups, round tables and stakeholder groups ensuring continued advocacy of members voices.
- 7.6 Governing Matters, saw over 50% of members now requested digital copies with 112,000 digital copies and 77,000 printed copies.
- 7.7 In continuing to ensure member voices were heard NGA ensured it had a diverse media profile, from key news articles and slots on BBC and Sky news.
- 7.8 Over 3,000 governors, trustees, local governance, and non-members took part in this year's Annual Governance Survey, this was a pivotal piece of work with budgeting, pupils with SEND and staff wellbeing amongst the top challenges for governors and trustees.
- 7.9 The CEO went on to highlight the Annual Membership Survey, where 1,395 members shared their views on the NGA membership experience, with 4 out of 5 satisfaction across all metrics. NGA were proud of the notable increase in satisfaction of representing member voice following identified and action agreed at the NGA board strategy day in February.
- 7.10 NGA Assist, NGA's AI tool had been launched, which was included in Gold and MAT membership, providing fast and accurate answers to all governance questions backed by NGA expertise.

- 7.11 The CEO asked for questions on the annual report and achievements 24-25.

There were no questions on the report.

The annual report would be made available to members post meeting.

8. **Announcement of Directors elected to the NGA Board**

Recognition for all our trustees.

- 8.1 The Chair went on to thank the hard work and commitment of the board of trustees and their dedication to the organisation and its members.

- 8.2 In sad news, the Chair reported that Jeff Quantrill regional trustee for the West Midlands had died in June following nearly 2 years of service, in this short time he had made a huge contribution as IT link trustee, providing input into NGA's new AI tool, risk reporting models and working with NGA on sourcing young trustees. Thanks were given to Jeff on behalf of the NGA and all its members.

- 8.3 The Chair announced the outcome of the election of directors to the NGA board:

- 8.4
- Lawayne Jefferson – South West
 - Simon Blackburn - West Midlands
 - Joanne Sanchez-Thompson – East Midlands
 - Cheryl Kuit – South East

- 8.5 The Chair welcomed trustees to the board and provided a brief update of their knowledge and experience. The Chair extended her thanks to James Tulley and Bobby Thandi.

9. **Receipt and Adoption of the Annual Report and Audited Accounts**

- 9.1 The Chair introduced the Honorary Treasurer – Bobby Thandi. The Treasurer presented the report of accounts for the year ending 31/03/2025

- 9.2 The end of year position 23/24 was reported as just below £607K, the reserves had increased to £903,813 in 24/25, above the reserves set at £391K.

- 9.3 The Treasurer reported income and expenditure noting that income had steadily increased due to an increase in memberships and Learning Link subscriptions, and funding from DfE for the Food Project of £91,586. Expenditure had decreased by 4.61% compared to 23-24 because of cost savings due to the office move and overheads. The in-year surplus was reported as £297,175.

- 9.4 The Treasurer highlighted membership figures by financial year and noted the membership income had increased year on year by 5/6%. Following extensive consultation with trusts on their governance needs, 2023/24 saw the introduction of a revised membership offer to MATs which had been well received, and even more successful than we predicted in further increasing the number of MATs in membership.

- 9.5 Members were provided with an update on income from professional development and projects noting the steady increase in income from training and consultancy.

- 9.6 Referring to expenditure, the Treasurer provided a general summary of costs incurred, confirming that the primary cost base was staffing with forty-three staff,

NGA paid all staff a real living wage and were given inflationary increases during this tax year, and therefore had a large impact on staffing costs. Members attention was drawn to the key expenditure graph highlighting payroll as the biggest expense though this had reduced, followed by rent and office expenses which had also decreased.

- 9.7 Members were provided with an update on Membership Subscriptions for 2025/26 noting that in line with the policy of increasing subscriptions annually to ensure that we can continue to be a sustainable organisation, the following increases from 01 January 2026 would be applied.
- 9.8 Individual to increase from £75 to £80
Standard GB to increase from £150 to £155
GOLD GB to increase from £300 to £315
Corporate to increase from £495 to £505
Local Associations to increase from £90 to £95
- 9.9 The Treasurer noted that all increases were around or below inflation wherever possible. Gold membership represented the largest increase of 5% due to holding prices in the previous year and adding access to the AI tool and forthcoming board management tools at no extra charge.
- 9.10 The Treasurer concluded that 2024/25 had been a very different year financially for NGA with small surplus budget approved by the board due to winning the DfE E-Learning tender, office move, membership growth, and PD growth. Overall, NGA was in a healthy financial position building up reserves to allow us to capitalise on the second stage of the planned technology and digital strategy.
- 9.11 The Treasurer asked for questions on the annual accounts, there were no questions from members.

10. **Receipt and adoption of the annual report and audited accounts**

- 10.1 The receipt and adoption of the report of the Directors and the audited accounts of the Company for the year ended 31 March 2025.

Following submission of votes in advance it was

Resolved to receive and adopt the Annual Report and Audited Accounts to 31/03/2025. *39 votes in favour; 0 votes against; 3 abstentions*)

10. **Appointment of the Auditors**

- 10.1 The Company Secretary confirmed it had been formally proposed that Felton's be appointed as Auditors and to authorise the company's' board of directors to negotiate and determine their fees.

Following submission of votes in advance it was

Resolved to appoint Felton's as Auditors. *(37 votes in favour; 0 votes against; 5 abstentions)*

- 10.2 The Chair thanked the CEO and the staff team for their hard work, members for their attendance and thanked her fellow trustees.

With no further comments or questions the closed the meeting at 1.15pm.