



## Arts and Health South West 13th Annual General Meeting

Trinity Community Arts, Trinity Rd, Bristol BS2 0NW  
Friday 14th December 2018 at 12:00pm

### AGM Minutes

#### Attendees (14)

Alexandra Coulter (AC)  
Hannah Mumby (HM)  
Sarah Holmes (SH)  
Catherine West (CW)  
Sue Isherwood (SI)  
Bill Boa (BB)  
Gillian Taylor (GT)  
Louise Younie (LY)

Paul Dieppe (PD)  
Hayley Field (HF)  
Colin Bray (CB)  
Debbie Kinsey (DK)  
CJ Watkins (CJW)  
Christine Duff (CD)  
Sarah Cox (SC)

#### APOLOGIES:

Philippa Forsey, Kevin Elliston, Mary Chamberlain, Amanda Colbourne, Jane Willis, Mark Helyar, Maria Pasiecznik Parsons, Lucy Marder

SI introduces the agenda which is shown via a projector.

#### MINUTES OF LAST MEETING:

SI proposes the minutes of the 12th AGM as an accurate record: the members agree and SI signs these.

#### PRESENTATION OF THE ANNUAL REPORT

SI draws attendees' attention to the accounts and her Chair's Report which is also available on the AHSW website, in which she talks about the ethos of AHSW.

Highlights of 2017-18:

- CHW 2017 international conference for which thanks are extended to Trustees, including Gillian Taylor for press work and volunteers, and all staff.
- The Secretariat for the APPG inquiry into Arts, Health and Wellbeing and the launch of the inquiry's *Creative Health* report;
- Alternative Visions touring exhibition project - thanks to Hannah Mumby and Nell Farrally (evaluator) and all the artists who were part of it;
- Working on Art & Social Change Erasmus+ European project - thanks to Catherine West for dealing with something immensely complicated and making a community of practice for a very diverse community.

- We also secured continuing NPO status, and our bid to start a national SSO (the Culture Health and Wellbeing Alliance or CHWA) was approved and successful.

## **TREASURER'S REPORT**

Bill Boa (AHSW Trustee and Treasurer) introduces himself and presents his report. He is chief finance officer of the UK's biggest hospital.

He intended not to dwell long on the accounts, but provide a broad overview, and to talk a little about this year going forward:

- Looking at the accounts - the charity has continued to grow, and has had income of about £239,000 compared to £193,000 the year before.
- On the face of it we've spent more than we've earned, but this is very much a function of the International Conference, for which the income and expenditure come in at different times. The fund balances have reduced since last year reflecting the spend over 2 years.
- We are very careful with sustaining a reserve of about £11,000 in case anything goes wrong. It is sensible for us to guard against this. As a charity we work the funds we've had as hard as any organisation he's seen.
- Moving into this year/next year we continue to do well, keep reserves and see growth. The hardest part is sustaining the infrastructure to keep this work going, but it is going very well.

There are no questions.

Christine Duff Proposes that the report be accepted

Louise Younie seconds the acceptance of this report.

## **ELECTION OF TRUSTEES**

SI introduces the system of election and re-election. No one is due for re-election but 1 trustee, Amanda Colbourne is resigning due to her working circumstances changing.

At the moment AHSW has 3 spaces on the board, which we have kept free with the hope of diversifying our board membership further. Over the next year we will be attempting to broaden our base to reflect the diversity of the community we serve

Amanda Colbourne's resignation is formally accepted

## **APPOINTMENT OF AUDITORS**

BB and SI clarify that AHSW does not need fully audited accounts but we do have a formal examiner and it's good practice to review this on an annual basis. We currently have Edwards & Keeping Accountants based in Dorchester as our examiner, and would like to recommend continuing to use them. SI recommends this for at least a further year.

Gillian Taylor Proposes keeping Edwards & Keeping for a further year.

Paul Dieppe seconds this.

## **ANY OTHER BUSINESS**

### **Status of Members**

BB explains to those present that in our organisation the status of members is different, i.e. beyond merely a free membership to receive the newsletter, and that this dates back to our time as a paid organisation.

The Board thought that it was an appropriate moment to re-state the details of this to those present (this will be shared by email at a later date to members who could not be at the AGM).

BB has prepared a statement about this, as follows:

#### **Members Status According to Companies House: Statement**

Bill Boa, AHSW Treasurer

#### **Background**

AHSW is required to keep a register of members names and addresses. We are required to make this register available for inspection.

Members implicitly guarantee the liabilities of the Trust in the event that the Trust ceases to function but this liability is limited to 1 pound.

#### **What does this mean:**

The Charity has never been asked to disclose its register. We can not guarantee that this will never happen but the likelihood is very remote. We are required to disclose the name and address of members which is information maintained on the publicly available electoral roll.

As members will see the Charity operates with reserves to ensure that in the event that we cease to operate we will manage the closure of the Charity with no liabilities outstanding. It is very unlikely that the 1 pound guarantee will ever be requested.

Members appoint the Trustees of the Charity and if there is any sense that the Charity is not operating at the highest financial standards our founders, the charity commission and the professionally qualified accountant that we ensure is our Treasurer will intervene before liabilities arise.

While there can never be cast iron guarantees we do not foresee any circumstance in which the 1 pound liability guarantee will be requested and we think it very unlikely that a request to view our register of members will be received.

We discussed the issue of the liability 2 years ago and the Trustees felt it appropriate to reiterate this point at the AGM this year to ensure that members are fully aware of the obligations of membership. We will continue to do this each year. We also plan to reinforce this message through our website and membership application process.

#### **What we would like to discuss:**

The Trustees are happy to give some thought to changing the constitution of the Charity to remove the liability entirely and to limit the disclosure requirements for members. This will, however, significantly diminish the powers of the membership. It would be helpful for us to take some

soundings from members at the AGM to get a sense of preferences. This isn't a decision that can be taken without involving a significant majority of the members so this is simply a chance to discuss this with members present to assess whether there is any appetite to investigate such a change.

<https://www.russell-cooke.co.uk/charitygovernancemembership/>

BB goes on to clarify further that AHSW is a charity and company limited by guarantee, which brings with it a number of obligations.

As a company we are required to keep a register of members. This has to be available at a notified office, in theory any member of the public can ask to see our register, in practice no one ever has. Just to reiterate the fact we have to make this available.

Our members effectively "guarantee" the financial state of the charity to the tune of £1 each. 2 years ago we spoke about this and reduced it to £1. We can't change this as long as we are "limited by guarantee" - in practice our reserves of £11,000 and so it's almost inconceivable we would cease trading with liabilities so very unlikely we'd come around asking for the £1. Members therefore have a number of assurances including from our professional examination and BB's responsibility as Treasurer, that we don't get to this position. In the event there was a financial deterioration, there would be an intervention to secure members' guarantee.

If we wanted to move on, there is an option for the charity to change the way it is constituted, to no longer be limited by guarantee. Trustees have been debating this to limit financial exposure of members. If we do, it will change the relative control of members - members who guarantee have a much bigger say and control (e.g. electing trustees) than those who do not guarantee. We could reconstitute the charity in a different way to shift duties more to trustees than members, but it limits the guarantee element on members. BB states that this is not particularly something that the trustees think they would have to do, but they could do. In order to do that, the trustees would have to consult with all of the members. This is therefore not a decision for today, but it would be interesting to see from members today if it's something they'd want the AHSW trustees to look at. Is the £1 guarantee and holding of a members register an issue? We would also be able to change the way we list our members.

**Question: What constitutional form would be an option?**

BB responds: there are multiple ways of registering a charity, effectively there's a form that allows you to remove the obligation to register at Companies House and a form that allows you to effectively make the trustees the face of the organisation, and the form would also remove the guarantee, so effectively the charity would be its own guarantor. There's CIO that is a form we could consider. We are at a point where if members felt strongly we would explore options and put recommendations to the membership.

**Christine Duff: How would trustees be chosen and elected if there wasn't a membership?**

BB responds: this depends on the constitution of the organisation - the trustees could under some constitutions appoint alternative trustees. The voice of the membership is hugely important for charities such as ours. You can choose as trustees to go to your membership and ask for certain things to be ratified. As what was a fundamentally membership organisation, we would not want to lose the voice of the membership in our decision making.

AC adds that the trustees can be the legal "members" which is the voice of the CIO.

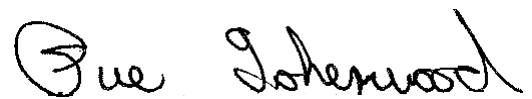
Christine Duff: I'm happy with the £1, my view is I like feeling I'm a member and I don't mind.

AC emphasises it's very important that our members know what they're signing up for in terms of GDPR - in terms of the £1 and that we retain your data.

HM will write a summary for the next newsletter and ask for more comments.

SI thanks members for attending

The AGM ended at 12:37pm.

A handwritten signature in black ink that reads "Sue Isherwood". The signature is written in a cursive style with a large initial 'S'.

Signed as a true record by Sue Isherwood (Chair of Arts and Health South West)

Date: **31/10/2019**