

**MINUTES OF THE MEETING OF THE TRUSTEES OF WLHB HELD ON FRIDAY 21 SEPTEMBER 2018 AT S+RA,
BURWOOD HOUSE, CAXTON STREET, LONDON SW1 AT 11.00am**

Present: Jane Ross - Chair
Serena Coulson
Kim Davies
Sally Floyd
Heather Jordan
Christine Pointer

In Attendance: Margaret Peggie – Chair Management Team; Chair Events Team
Janet Tate – Chair, League Teachers’ Association
Alison Howard – Clerk

ACTION

1. A welcome was extended to Janet Tate who was invited to give a resume of the work of the League Teachers’ Association.

The LTA is the independent voice of the teachers. The committee was elected by the members with one committee member standing down each year; the maximum time on the committee is 7 years. The committee meets several times a year, generally by conference call, they confer with the Management Team and Teachers & Members Co-ordinator; the chair is invited to the Management Team meeting. They organise the LTA CPD course, which for many of the past years has been at Lilleshall, look after the pastoral side, make long service awards, administer the crisis fund, support, assist and report to teachers.

From questions it was noted that the membership was £15 per year, with the first year of membership free; membership was voluntary but 90% of teachers joined (i.e. 128 currently are members). The crisis fund had been inherited, it was money raised at the time of the 3-day week to aid teachers who had loss of income due to hall closures etc. There was no ongoing raising of the funds and demands upon it were rare; the fund currently stood at circa £8k.

At the end of Item 1 the formal Board meeting commenced.

There were no conflicts of interest declared for this meeting.

2. MINUTES OF MEETING HELD ON 8 JUNE 2018

The minutes were approved and signed as a correct record.

3. MATTERS ARISING

3.1 Opening of account with Charity Bank

This had now been completed

3.2 CIMSPA

FLEXercise was now an Employer Partner and also a Skills Development Partner. Some teachers were applying for individual membership.

3.3 Retention of members

It had previously been noted that the drop off rate of members after the first or second year was 40% and AH advised that she had mentioned this in her report, as TMC, to teachers for the LTA AGM. On further discussion and consideration, it was noted that in many cases this meant only one or two members per teacher in a year which was quite reasonable and to be expected. This should not therefore be of great concern.

4. FINANCE REPORTS

4.1 Financial Report and Accounts for 2017/18 FY

These had been prepared by the accountants and circulated previously to the Trustees for comments. Any queries had been followed up.

Understanding was required on the figure for Membership Fees, and although the Clerk had received an explanation of how the figure was reached, further investigation was required. It was noted, that in spite of the amount not tallying with that known to have been passed from FLEXercise Operational (EMD UK) as the portion of the class membership fees and teacher

affiliations collected on behalf of WLHB Charity, there was still an increase on the previous year. This was because in 2016/17 £1.50 per head from the class membership fee was collected and in 2017/18 £2.50. An explanation of this would be included in the Achievements and Performance section.

A note would be added to the Chair's Report that was available with the accounts to advise the number of teachers trained.

At the AGM there would be an explanation of the increase in other costs over the previous year, which equated to the fee for Harris Hill regarding the appointment of the Commercial Director.

The Financial Report and Accounts for 2017/18 were approved and signed subject to: i) the reason for the increase in membership fees being included in the Achievements and Performance description, and ii) receiving a satisfactory understanding of how the figure for membership fees had been calculated.

AH
30/9/18

4.2 FLEXercise Operational income and expenditure 2017/18

AH had prepared a paper to be available to all with the publication of the WLHB Annual Report and Accounts to show use of the FLEXercise Operational money. Such a report was regularly requested by those attending the AGM. The paper was approved.

AH
31/10/18

4.3 Overall financial situation for 2018/19 as at September 2018

The paper had been circulated and the overall situation (covering WLHB Charity and FLEXercise Operational) was noted.

5. FINANCE GROUP MEETING 25 JULY 2018

The notes of the meeting had been circulated.

5.1 Financial Strategy

A financial strategy had been prepared and circulated. The meeting was not in a position to approve the strategy because there was insufficient information showing the cash flow plan for the next three years.

Additionally, the aim for an increase of 1,800 members in the next three years was felt by some not to be achievable. The Management Team, in conjunction with Training Team, was asked to recommend a realistic increase in membership. With that information the cash flow plan would be prepared.

Mgmt
Tm
10/11/18

5.2 Reduction for amount in reserves policy

Currently this was £100k, an amount set when the organisation had its own office in Sunningdale. The Finance Group recommended that this amount should be reduced to £30k (being sufficient to cover a 3-month winding up). Bearing in mind the above further information was required. The £100k would remain for the current financial year.

Mgmt
Tm/Fin
Gp
Jan 2019

5.3 Financial Procedures

These had been reviewed by the Finance Group particularly in respect of the financial limits requiring comparative costs/quotes/formal tenders. The updated version was approved.

6. COMMUNICATION

6.1 Between Trustees/Management Team/Teachers

Discussion ensued on the matter of communication between the Trustees, Management Team and the teaching body. There were difficulties in understanding the problems which much of the time related to perception. There are teachers on the Trustee Board and the Management Team is comprised of teachers and thus there was communication. It was noted that the Teacher Trustees were on the Board as Trustees and not teacher representatives, though their teaching experience was a skill, along with others, that they brought to the table. However, it was accepted that while a report from the Trustees was included in Update, in general it would be expected that communication should be from the Management Team to the teachers. It was evident that greater clarification was required as to matters and amount of information that could be disseminated down and if necessary the Chair of Management Team attending the Trustee meetings would ask for specific guidance.

It was agreed that the Trustee Minutes, once approved, would be available on the website.

Clerk

The Trustees wholeheartedly accepted the value of the Teachers and that there was a need for lines of communication from Teachers to the Trustees so that everyone felt able to contribute and influence the future of the organisation.

The agreed avenues of communication would be assessed at each meeting

**Future
Mtgs**

6.2 Resolution from LTA AGM

The following had been received:

“That the entitlement for a representative from the League Teachers’ Association committee to attend WLHB trustee meetings is reinstated in order to improve communication between the trustees and the teacher body”.

The Trustees were pleased to accept this request as it would provide an additional way for Teachers and Trustees to communicate.

7. LICENCE AGREEMENT WITH EMD UK

The Chair had enquired of Ross Perriam (CEO EMD UK) the basis of the charge made to FLEXercise for staff and non-staff costs. He advised that it related to the time spent on FLEXercise activity by EMD UK. *(This information was given under matters arising)*

The Management Team had reviewed the EMD UK Work Programme and divided it into that done by EMD UK staff and that by FLEXercise consultants. Ross Perriam had already advised that EMD UK did little in the way of marketing of FLEXercise.

The current charge made by EMD UK to FLEXercise was circa £40k. It was agreed that the Work Programme as set out by Management Team would be passed to Ross Perriam with a request that the charge to FLEXercise be reduced. This could be negotiable, but a meaningful reduction was expected.

**AH
30/9/18**

8. EMPLOYMENT OF FLEXercise CONSULTANTS

The Management Team felt that consultants should be employed by WLHB Charity and not EMD UK. This proposal was agreed by Management Team in December 2017 at the time of preparing the 2018/19 budgets it was not accepted by the Trustees in January 2018 but was to be brought forward again before the budgets were considered for 2019/20.

It was noted that this matter affected the FLEXercise trainers as well as the Consultants

The meeting felt it was not appropriate to take this forward at this stage as it related to item 7. There should be a 2-stage approach with item 7 being addressed first and then the matter of the consultants and trainers considered in due course.

**Future
Mtg**

9. SUMMARY OF ACHIEVEMENTS REPORT FROM THE COMMERCIAL DIRECTOR

Yvonne Wilcox had supplied a written report which had been circulated in advance advising of her work during the total of 22 days of consultancy.

The Chair enquired whether the unfinished items were being picked up. MP advised they had been referred to members of the Management Team for further work.

Within the report were the member benefits that had been negotiated. The Management Team were asked to review these items and indicate those which would be beneficial to the organisation. Any adopted would indicate that the organisation endorsed the items. The future recommendation by the Management Team would be brought to the Trustees for consideration.

**Mgmt
Tm
19/11/18**

10. WORKING PARTY LOOKING AT ALTERNATIVE WAYS OF ORGANISING WLHB/FLEXercise

The paper prepared by the Working Party was discussed. A number of the statements made in the paper were questioned as to their accuracy or relevance.

On the issue of appropriate governance, confirmation was given that, if the change was to a CIC, the board of a CIC would include 1 or 2 people as external scrutineers with the rest directly involved with the organisation.

Some of the meeting considered that there were no advantages in changing from a Charity to a CIC.

The following resolutions were put to the vote:

1. To accept the recommendations of the Working Party and allow it to continue working to

conduct further research on a change to a CIC, produce a business plan and details of how the CIC would be brought into operation; also, to have full discussions with the teachers.

Voting 2 in favour; 4 against – the motion was not carried.

2. To continue as a charity and put on hold the proposals from the Working Party for 9 months (June 2019) to assess the proposed improvement in communication

Voting 2 in favour; 4 against – the motion was not carried.

3. To continue as a charity and put on hold the proposals from the Working Party for 6 months (April 2019) to assess the proposed improvement in communication

Voting 4 in favour; 1 against; 1 abstention – the motion was carried.

The teachers would need a report on progress since they had been advised that the proposal from the Working Party was being presented to the Trustees at the current meeting.

Trustee
Mtg
April
2019

Chair
WLHB/W
P/ Mgmt
Tm

11. NORTH WEST TRAINING PROJECT

Tenders were sought from 5 different businesses plus an updated tender from Zephyr Creative. The only one forthcoming was from Zephyr. The Management Team recommended that the Stage 1 Option 1 (which was a research package) at a total cost of £16,026 be accepted. It was noted that the information gained from the research in the North West region could be applied nationally and therefore aid with the targeting of finding people to train and setting up courses in other areas. There would be a Stage 2 which would be better defined following from the results of Stage 1.

The expenditure of £16,026 for Stage 1, Option 1 was agreed.

12. APPOINTMENT OF NEW TRUSTEES

Adverts had been placed for two new trustees and full details and application form were available from the website. Closing date 7 October 2018. All applications were being received by the Chair.

JR, CP and MP agreed to be on the interview panel, with interviews taking place in October, no date or venue were fixed.

For nomination and voting at the AGM details, including a short CV, would need to be available by 31 October 2018 at the latest; alternatively, anyone agreed could be co-opted after 24 November and be voted onto the Board at the AGM in 2019.

JR/CP/
MP

13. APPOINTMENT OF NEW CLERK TO THE TRUSTEES AND COMPANY SECRETARY

The current Clerk and Company Secretary had resigned and with the 3 months' notice required would cease to be in post after 30 November 2018.

The Chair asked that the huge appreciation of AH for her work be noted.

AH had provided her current work specification along with a revised one. The latter removed the financial work since that was within the remit of Management Team. With two amendments and the agreement of a fee £3k, the revised work specification was approved.

The post would be advertised similarly to that for new Trustees (except for CIMSPA) and also with the Society of Local Council Clerks.

AH
30/9/18

14. REPORT ON INCREASING PARTICIPATION/CLASS MEMBERSHIP

This matter was in abeyance until a decision had been made regarding the way forward on the structure of the organisation.

14. REPORTS

Reports had been received from Training Manager, Marketing & Development Co-ordinator and Teachers' & Members' Co-ordinator which had been circulated and taken as read.

14.1 Marketing & Development

The composition of Gail for Gails Gossip had been queried, was she meant to reflect any of our current members or was she someone one hoped to attract to the organisation. It was noted

MP

that not all of her personality would be revealed at once. MP to enquire of Sarah Price.

30/9/18

15. 2018 AGM

This had been arranged for Saturday 24 November 2018 at the Wellcome Foundation at 2.00pm.

18. CORRESPONDENCE TO THE CHAIR

None had been received

20. DATE OF NEXT MEETINGS

24 November 2018 @ The Space Centre, 94 Judd Street Kings Cross London WC1H 9NT – 10.00-12.30 (HJ and SF advised they would have to stay in London on Friday 23 November in order to attend the meeting)

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