

**MINUTES OF MEETING OF 68<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WOMEN'S LEAGUE OF  
HEALTH AND BEAUTY  
HELD ON SATURDAY 24<sup>TH</sup> NOVEMBER 2018 AT 2.00PM AT THE WELLCOME FOUNDATION, 183 EUSTON ROAD,  
LONDON NW1**

**Chair:** Mrs Jane Ross  
**Board Members:** Mrs Serena Coulson  
Miss Kim Davies  
Mrs Sally Floyd  
Mrs Heather Jordan  
Miss Christine Pointer

**Clerk to the Trustees:** Mrs Alison Howard

**Apologies:** 5 apologies were noted

**Present:** There were 47 members present plus 681 proxy votes

The Chair welcomed everyone to the meeting

The Trustees introduced themselves to the meeting.

**1. NOTICE OF MEETING**

The Clerk to the Trustees read the Notice of Meeting.

**2. MINUTES OF THE AGM HELD ON 4 NOVEMBER 2017**

The Chair proposed the approval of the Minutes. The Minutes were approved unanimously.

**3. STATEMENT OF ACCOUNTS TO 31 MARCH 2018**

The Report and Financial Statement had been made available in advance of the meeting.

The Chair presented the WLHB accounts and her report.

She commented on the achievement of how far the organisation had come since the re-branding and that the strategic objective was to increase the number of members and teachers.

During the year Lynne Berry, Jane Duff and Lucy Santos had resigned as Trustees (the latter for health reasons) and she wished to record thanks for their considerable contributions to the organisation.

The income and expenditure and balance sheet pages of the accounts were available on screen for all to view. There had been an increase in expenditure over the previous year due to the re-branding work. The balance sheet showed £243k which meant that the organisation was in a strong financial position.

The Chair offered the opportunity to raise any questions on the accounts:

Angela Wright: wished to know the actual cost of the re-branding. The Clerk commented that this was hard to specifically calculate because there would still need to have been promotion even if there had been no re-brand. However, it was pointed out that in the accounts an amount of £28,311 was indicated as the cost of the re-brand.

Natalie Green: wished to know the cost of the Commercial Director and what she did that was different from that provided by Zephyr Creative (the re-branding partners), the FLeXercise consultants and EMD UK. In the accounts the fee for the Commercial Director was £10k, but her appointment continued into the 2018/19 FY and there would be a similar amount in accounts for that year; therefore, a total of £20k. Her work was that of a PR consultant and thus making contacts. She had achieved a double page spread in a magazine. It was known that often huge amounts had to be spent on PR to achieve any impact. The progress was monitored, and it was decided to stop the consultancy. It was noted that the proposal to have PR input was from the Management Team and having considered various aspects, the Trustees agreed the proposal of a Commercial Director.

The Chair drew the meeting's attention to the FLeXercise Operational accounts presentation and asked for any questions, none received. It was noted that this did not form part of the WLHB accounts.

There being no further questions Christine Pointer proposed that the Statement of Accounts and Financial Report for 2017/18 Financial Year be approved and adopted. Seconded by Serena Coulson.

Voting: 50 in attendance plus all proxy votes in favour; 4 against. The motion was carried.

#### 4. **ELECTION OF TRUSTEES**

The Chair explained that the correct procedure, according to the Articles of Association, had not been followed, due to human error, in respect of the two co-opted Trustees, Sally Floyd and Heather Jordan, who had been on the Board for the past 9 months. She proposed therefore that the meeting accept that although the Articles had not been exactly followed, the nominations for Sally Floyd and Heather Jordan should stand.

Voting: 53 in favour 1 Against. The motion was carried.

Before continuing to the election of the Trustees the following points were raised:

Robert Jones: All those nominated could be accepted onto the Board as there was sufficient room.

Paul Barber: expressed concerns about having the right balance and size of Board to include the teaching element and those from outside. He considered that 10 Trustees was excessive and that it was preposterous to have more external than internal trustees.

Heather Jordan: commented that there was not a fixed number for the trustees; 8 had been the norm in the past.

The Chair advised that the Articles of Association state between 6 and 10 trustees and all those nominated would bring knowledge and skills to the organisation. There were comments that it was a long-accepted practice that there was a 50:50 balance between teachers and non-teachers. However, it was pointed out that this had not always been the case in the past 5 years.

Tracy Levy: advised that Trustees should treat the assets of an organisation as if it were their own and felt that those who truly understood the assets were the teachers. With more outside than inside people there could be other ideas that were not appropriate. The requirements of the skills audit should obviously be met.

Susan Webster: enquired whether class members could be trustees as many members had appropriate relevant alternative skills. The ones to understand the organisation were the teachers and the class members; this was much more than just a business and there should be more internal than external personnel. The Clerk advised that the adverts for trustees appeared on the FLEXercise website, given to teachers for them to share with their members as well via external means. *(Post AGM comment – in fact all the existing Trustees are internal – either Teachers or class members)*

Kathy Kirk: enquired that if the correct procedure for co-opting Sally Floyd and Heather Jordan as trustees had not been carried through had the procedures been followed when Lucy Santos was co-opted and elected in at the last AGM. The Chair advised that the procedures had been followed. Kathy therefore queried why it was over looked on this occasion. The reason was that Lucy Santos had responded to an advert for a trustee and so the process was automatically invoked whereas Sally Floyd and Heather Jordan had been proposed by the Management Team to the Trustees and the proposal was agreed.

Christine Pointer: commented that one required the best board with a range of skills.

Jenny Dingley: commented that trustees do resign and retire and the need to keep the balance.

Rosemary Barber: commented that the concerns were on the balance aspects.

Kathy Kirk: asked for more information on Gill Whitelegg and Dan Robinson and the views of the panel that interviewed them. The Chair, Christine Pointer and Margaret Pegg, all of whom had been on the panel, added their recommendations to the information already circulated on these two standing for election.

Martin King: advised that the Articles of Association were being followed and if this was not acceptable then changes should be requested and consideration given to the Articles being changed in the future.

During the discussion the Chair advised the meeting of the duties of a trustee and the fact that whether they be a teacher or not they all had the same responsibilities to the Charity.

Although all nominees would be appointed to the Board each nominee was voted for individually and the in-favour votes counted. The numbers to be available on request.

**5. Date of next meeting**

The date of the next AGM would be fixed in due course for November 2019.

This concluded the formal part of the meeting.

## QUESTIONS AND ANSWER SESSION FOLLOWING THE WLHB AGM ON 24<sup>TH</sup> NOVEMBER 2018

1. Robert Jones: expressed concern regarding the branding and any impact the trustees could have on what happens in the field. When he was Chair there was an effort to consolidate the then branding and ensure every teacher used it, but teachers do their own thing. The Trustees needed to listen carefully to what was happening in the organisation.

The Chair responded that the Management Team had close contact with the teachers and the Board expected proposals to come forward from the Management Team on how to increase the number of teachers and thus the number of members.

The teachers were self-employed and there was a need to keep the teachers on board. The Management Team and the League Teachers' Association were keeping the teachers on board to improve and help them by giving encouragement and support.

2. Paul Barber queried whether the Trustees had thought about succession planning, having understudies to those in various positions and what the Trustees were doing to advance and encourage that. The Chair assured the meeting that the Trustees were concerned about succession planning and were willing to involve anyone wishing to contribute.
3. Isobel Higgins requested that, bearing in mind the end of the financial year was March, could the AGM be earlier in the year, even the beginning of November would be an advantage.
4. There being no further matters raised from the floor the Chair wished to express everyone's appreciation to Alison Howard who had been Clerk to the Trustees for nearly 9 years and was leaving the post. A presentation of flowers was given. There was a standing ovation.

Alison Howard thanked everyone for their support, friendship and advice over the years.

Richard Guy had been appointed as her successor and was in attendance at the meeting.

The meeting closed at 3.50pm and tea & coffee were available.