



ANNUAL GENERAL MEETING

Minutes of the meeting held at 10am on Monday 20 March 2023

At the Queen Elizabeth II Centre, London SW1P 3EE

78 delegates were present representing their member schools.

1. Minutes of the 2022 AGM

The minutes of the AGM 2022, circulated to members via email, were received.

2. To receive the Directors' Report for the year 2022

The Chairman, Mark Taylor, welcomed those present. He summarised the 2022 Directors' Report, observing that it had been another busy year for the Association.

The total number of Members at 31st December 2022 was 798; within that number were several groups of schools that shared one governing body.

A key aim had been to keep governors informed of issues relating to all aspects of governance. Delivered via 12 training seminars and 46 training webinars, including 15 run jointly with other Associations. In total these had been attended by 2,171 governors.

With the introduction of webinars, which included the opportunity to access recordings, the training programme had become more accessible to more governors with a wider, indeed unlimited, geographical reach. In addition, the Annual Conference last March, held virtually attracted 222 delegates representing 155 schools.

Training sessions and strategy days were also arranged on request for 48 school governing bodies, including requests for training from schools beyond the UK. Demand for Reviews of Governance was high, with 24 provided for member schools in 2022, including several conducted remotely.

Throughout 2022 AGBIS provided a steady flow of electronic updates and newsletters for members, to keep them abreast of the fast-changing situation as regards government guidance and a raft of unfolding issues in schools, including Teachers' Pension costs, public examinations, and the responses to and impacts of Everyone's Invited and the subsequent Ofsted Review. The Association also provided free termly AGBIS Briefings conducted in webinar style and taking the place of regional meetings. AGBIS also hosted a free webinar briefing for schools in Scotland in partnership with SCIS.

The annual survey of the salaries and benefits of heads and bursars, which produced data on an historic, aggregated, anonymised basis, was undertaken in partnership with Baines Cutler Solutions and distributed free of charge to those schools which provided data.

The Association's manual "Guidelines for Governors" remained available electronically and was provided free of charge for all governors of AGBIS member schools.

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As part of the ISC EDI group, both myself and Cheryl, the Director of Training, continued to take the lead on developing resources to support the sector in this critical area. AGBIS, in partnership with Farrer and Co. updated the document 'Towards an Equality Diversity and Inclusion Strategy' a resource for governors of independent schools. The publication was produced to support governors in understanding equality diversity and inclusion and helping them embed fairer and more equal cultures within their school community. He was delighted this publication had been made available to not just the independent sector but also to colleagues in the state sector, at nil cost.

In Summer 2022 a review of staffing structures and future needs was undertaken, following Katie Hopkinson, the Events and Marketing Manager, leaving AGBIS. Two new roles were developed and filled: Lauren Eveleigh took up the position of Membership Engagement and Communications Officer and Susan Harris was recruited to fill the post of Training and Events Officer. After seven years of outstanding service as Director of Training and the Regional Officer, Andy Robinson, would retire from AGBIS on 24 March 2024.

The Association was very grateful to Board members for their contributions to discussions and decisions, for chairing seminars and webinars, conducting reviews, and for the support they provided to the AGBIS team in 2022. Thanks also to all the other Associations and businesses who have supported events.

Looking ahead, we still have a number of significant challenges that face the independent sector, including its relationship with the maintained sector, its charitable status, ever growing regulatory requirements, and the capacity of many schools to continue to do well in an increasingly difficult economic climate. Therefore, the need for good governance remained an absolute priority. AGBIS would continue to support members in meeting these challenges by providing quality information, prompt and helpful advice and guidance, and would undertake to extend its training and review programme to reach even more governors.

The Chair invited questions from members but there were none.

3. To receive and consider the audited accounts for the year to 31st December 2022

Copies of the Directors' Report and Accounts for 2022 had been distributed ahead of the AGM. The Honorary Treasurer, Sarah Phillips, summarised the accounts which had been approved by the Board at its meeting in March.

The Treasurer commented that members had now heard about the many things that occupied AGBIS since the last AGM, it was time to look at what that meant for the finances. Copies of the Directors' Report and Accounts for 2022 had been distributed ahead of the AGM. The Honorary Treasurer, Sarah Phillips, summarised the accounts which had been approved by the Board at its meeting in March. She noted that if any member wanted to talk through the Accounts in more detail, she would be available throughout the day or email her via AGBIS and she would be happy to arrange to speak with them.

Looking at the financial results over the last three years, the operating surplus had recovered in 2021 and remained steady in 2022. The aim was to achieve a surplus of approximately 5% of income.

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This would have been achieved in 2022 if it had not been for some costs arising from the structural review mentioned by the Chair. AGBIS was a not-for-profit organisation, all surpluses were reinvested in the operations.

Looking at investments, there was a small decrease in value over the year, which was broadly in line with the UK market. She had mentioned the previous year that the decision had been taken to transfer the investment funds to the management of Sarasin and Partners investment managers. The paperwork involved in liquidating the investment at CAF bank proved to be very time consuming, but the transfer was now in progress.

Looking at the figures in more detail. For 2021 the budget setting took place during the first wave of the pandemic. So subscription changes had been kept low, particularly for schools with fewer than 400 pupils, schools with fewer than 200 pupils did not have any increase at all. For 2022 there were slightly larger increases, these emphasised a flaw in the banded system; where a subscription could increase significantly when higher pupil numbers took a school from one subscription band to the next. For 2023, a new method of calculation had been introduced, where the subscription was calculated directly from the declared pupil numbers. Under this system charges changed smoothly as pupil numbers increased and she hoped members would find this a better solution.

Looking at pupil numbers, despite operating conditions leading to school mergers and closures, there was still a small net increase in membership over the year.

As the Chair had mentioned, interest in AGBIS advice, training and reviews had remained very high. In person seminars were reintroduced, which undoubtedly gave a more immersive experience. However, the convenience of webinars was also very attractive, and webinars allowed access for a larger number of people from a wider range of geographical locations. The team had been balancing these two approaches, and moving between them, as appropriate to the topic and the demand. Training sessions and strategy days for governing bodies had another strong year. Demand for reviews for governance had been very high with 24 carried out in comparison with 17 in the previous year, she noted the impact on income could be seen within the accounts. Providing this quantity and quality of services placed significant demand on the AGBIS staff, so the team were supplemented from a pool of additional experts, expanding this pool was an ongoing task.

The AGM and Conference had been held back in person last year, which was a significant moment for many attending. For some however, this type of event was a bridge too far and numbers had been lower than could have been accommodated. Happily, this did not impact the atmosphere on the day.

All organisations should manage their finances carefully, but this was particularly vital for relatively small organisations with big ideas. The AGBIS staff and Board were constantly imagining new things that could be done to give members even more value from their membership. This demanded a focus on getting the most from the resources available and being clear about priorities. There could be a tendency to keep increasing activity and assuming that existing staffing would cope, and with staff as dedicated as the staff at AGBIS this was true for a while, but not forever. A year ago, the Board had already formed a Strategy Working Group to respond to increased demand and multiple

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initiatives. The outcome for staffing had been interesting, not an increase in staffing levels, but a greater understanding of people's strengths and how those fitted together better as a team. This had led to some staffing changes and overall, a different operational structure. In line with normal practice, staff remuneration was reviewed during the year and increases in salaries were agreed. There was also an agreement to move the review date to the 31st December in the future, which would help with budgeting and cost control.

The Treasurer presented the balance sheet, noting the transfer of investments from CAF bank to Sarasin and Partners was almost complete, dealings with Sarasin and Partners so far had been very positive and she was glad to have them as AGBIS advisors going forward. The impact of the depreciation of the new website, implemented two years ago, coupled with the surplus meant and increase in net current assets and in free reserves. Now some enhancement of the website was being considered and this would provide further support to members in the recruitment of new governors.

Overall, AGBIS had a successful 2022 and was in a good position to develop in 2023. AGBIS was constantly seeking to identify the current needs of members and to respond to them. This was seen in the regular member surveys which fed into the annual Board Strategy Days, also in the feedback requests following events and the monitoring of enquiries received. These enabled the team to keep webinars and seminars relevant. The Treasurer noted she looked forward to supporting this work throughout the year, which would be her final year as Treasurer.

The Treasurer invited questions from members but there were none.

4. Resolutions:

Ordinary resolutions:

4.1 To receive and consider the audited accounts for the year to 31st December 2021.

Adoption of the accounts was proposed by Julie Cornell, St George's School Windsor Castle and seconded by Diana Robinson, Westbrook Hay Preparatory School. The resolution was passed unanimously.

4.2 To reappoint the auditors, haysmacintyre, and to authorise the AGBIS Directors to agree their remuneration.

The reappointment of haysmacintyre as auditor was proposed by Irfan Latif, Greenfield School and seconded by Judith Fenn, Methodist Independent Schools Trust. The resolution was passed unanimously.

4. Elections to the Board

The Chairman informed members of changes to the Board. At this AGM Charles Barwell, Sue Ross and Sam Coutinho retire/step down from the Board. The Chair noted that they had been

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remarkable in their support and in what they had done for AGBIS, in some quite challenging times, and thanked them for their contributions.

At the Board election held during the previous two months there had been five vacancies. Julie Cornell (St George's School, Windsor Castle) been re-elected, and the following had been elected for their first term and were warmly congratulated: Sue Honeywill (Haberdashers' Monmouth Schools); Diana Robinson (Westbrook Hay Preparatory School); and David Stanton (Westminster School).

5. AOB

None raised.

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