



DRAFT

Civic Voice 2018 Annual General Meeting

The Rep Theatre, Birmingham, Centenary Square

9am-9.30am October 20th, 2018

DRAFT MINUTES

The AGM was attended by 98 people and 48 civic societies

1. Welcome

Joan Humble, Chair of Civic Voice welcomed everyone to Birmingham.

Joan welcomed delegates and thanked Birmingham Civic Society for the generosity everyone had provided in welcoming civic society delegates. She said she hoped the second day would be as equally as successful.

2. Apologies

Apologies were received from Doncaster Civic Trust, Hartlepool Civic Society, The Chelsea Society, London Forum of Amenity Civic Societies, Wimborne Civic Society, Scarborough Civic Society, Tynemouth Village Association. Laura Sandys, Baroness Andrews and Sir Terry Farrell

3. Minutes of 2017 AGM, Wakefield Cedar Court Hotel, Birmingham

The minutes were proposed by the **Chester Civic Trust** and seconded by **Hunstanton Civic Society**.

4. The Ratification by the AGM of;

a. Chair for Civic Voice for 2018-2019

The appointment of Joan Humble as Chair was proposed by **Sheffield Civic Trust** and seconded by **Southgate & District Civic Trust**.

Joan Humble said she was pleased to continue to be Civic Voice's Chair.

b. Treasurer for Civic Voice for 2018-2019

The Treasurer's ratification as Treasurer was proposed by **Chester Civic Trust** and seconded by **Manchester Civic Society**.

Martin Gunson said he was pleased to continue to be Civic Voice's treasurer.

5. Ratification of Annual report and accounts 2017-2018

Joan Humble presented the Annual Report and Accounts for 2017-2018 and explained that a few changes were still to be finalised by our accountants but would be submitted to the Charity Commission ahead of the February 2019 deadline.

Blackpool Civic Trust proposed and the **Southgate and District Civic Trust** seconded ratification of the trustees' report and accounts for 2017-2018

6. Ratification of annual accounts 2017-2018



Martin Gunson (Treasurer) introduced the 2017-2018 financial accounts by stating that Civic Voice had implemented several changes since his appointment to try and give the organisation greater resilience. This included creating a new Finance Committee, simplifying the financial reports to the Civic Voice board and appointing new independent examiners.

Martin also presented a summary report (available to all delegates) for the next three years which showed the importance of external grant funding will play in the growth of Civic Voice. He emphasised the importance of civic societies to continue to support Civic Voice if the members wanted a national organisation campaigning on its behalf.

Martin explained that he would be happy to discuss any detailed question after the meeting as none were submitted ahead of the AGM. He finished by thanking the Civic Voice staff for their efforts and said staff and the board worked together as a team.

The accounts were proposed by Martin Gunson **Lytham St Annes Civic Society** and seconded by the **Sheffield Civic Trust**.

7. Appointment of Messrs McMillan and Co LLP Chartered Accountants as independent examiners for 2018-2019

Messrs McMillan & Co were proposed by Martin Gunson (**Lytham St Annes Civic Society**) and seconded by the **Chester Civic Trust**.

8. Civic Voice Board elections 2018 – 2021

Joan Humble announced the results of the ballot for trustees to join the Board and welcomed Margaret Collier (Epsom Protection Society) Helen Kidman (Ilkley Civic Society) and Si Cunningham (Bradford Civic Society) to the Board and thanked all those who had participated in the election.

The Chair thanked all civic society members who stood for election and said it was a positive sign that each year we have an election and she looked forward to even more members putting themselves forward to support Civic Voice in 2019. She said that a number of reviews and groups will be formed, and we will be looking for expertise from within the Civic Voice membership to support these reviews.

9. Civic Voice Constitution Changes

Joan Humble introduced a paper circulated with the AGM notice about changes to the Civic Voice constitution. The Charity Commission recently issued new guidelines for the governance of Registered Charities such as Civic Voice. This has led the Governance Committee (Joan Humble, Phil Douce and David Evans) to examine our Articles of Association (in effect our constitution) to ensure that they conform with the recommendations.

It became clear that some of the provisions in the Articles were only relevant during the initial setting up of the charity and are no longer needed. The Board were therefore proposing to remove these provisions through the proposed amendments to Articles 19.2, 38.3, 38.4 and 40.3.

The Charity Commission recommend that Trustees of a charity (i.e. the Board Members) should normally serve for a maximum of nine years.



Currently, Civic Voice Trustees are elected for a three-year term and may only serve a maximum of two such terms consecutively (except for the treasurer who may serve three). A three-year term limits the time available for new members to become familiar with the complexity of Civic Voice's operations and the requirements of the role. The six-year maximum seems unduly restrictive in the light of the Charity Commission recommendations and can lead to the loss of experienced Trustees from the board. This becomes problematic particularly in the case of the Chairman. It is desirable for continuity that the Chairman should serve for at least three years (unless there is a compelling reason for his/her removal), so current arrangements make the most experienced Trustees effectively ineligible to become Chairman, which seems inappropriate.

The Board are therefore proposing **to amend Articles 40.1 and 40.2** so that Trustees may serve a maximum of two consecutive terms of four years. These amendments would also bring the position of the Chairman into line with that of the Treasurer by allowing a sitting Chairman to stand for a third term as a Trustee, the term of office to end if they cease to be Chairman.

The amendments to Articles 43.2 and 43.3 are to bring the position of co-opted Trustees onto the same basis.

For the avoidance of doubt, the proposed changes would not affect the current terms of office of any existing Trustees or of those who will be elected at this AGM. They would only take effect for Trustees elected (or re-elected) at the 2019 AGM or subsequently.

Joan Humble (**Blackpool Civic Trust**) proposed the changes on behalf of the board and they were seconded by David Evans (**Chester Civic Trust**). The changes were supported unanimously by the membership.

10. Any other business.

There was no further AGM business and no questions were submitted in advance of the 14-day deadlines, as set out in the Civic Voice Articles of Association.

The AGM finished at 9.24am.