

Minutes of the Whitgiftian Association Annual General Meeting

Held at the Whitgift Sports Club, Croham Manor Road, at 7pm on Monday December 4th, 2017

In attendance: Dr Richard Bateman (President and Chair), Jonathan Bunn (Chairman WA), Lord David Freud (President-Elect), Pip Burley (Deputy Chair WA), Andrew Gayler (Treasurer WA), Richard Blundell, David Stranack, Ian Munroe, Chris Wrigglesworth, John Lindblom, Peter Warren, Jack Furtado, Chris Jenkins, Ian Wray, David Straw, Peter Ellis, Douglas Eland, Alan Longhurst, Alan Tun, James Goacher, Andrew Pickering, Dr Sam Barke, Peter Dunn, Nigel Bowthorpe, Ian Flanagan, Nick Somers, **Mark Collins**.

Welcome

WA President, Richard Bateman, welcomed everyone to the meeting and thanked them for attending on this rather dank December evening. He commented that he was particularly pleased to be holding this AGM at the Whitgift Sports Club which remained an outstanding facility in the area. He briefly reflected on his year as President of the WA, commenting that it had been a privilege to serve in the role and that he had greatly enjoyed the last twelve months. He thanked everyone for their support.

He also commented on the sad departure of Martin Dubois OW, who had died not long before this meeting following a long illness.

1 Apologies

Apologies for absence had been received from: Howard Bairstow, Stuart Dryden, Grant Eustace, John French, Piers Hubbard, Michael Luetchford, Patrick Marsden-Roberts, David Pearce, Nigel Pye, Graeme Slocombe, John Straw, Peter Wallis and Stuart Woodrow.

2 Minutes of the AGM held on 12 December 2016

The Chair asked if there were any queries relating to last year's minutes prior to asking the meeting to adopt them.

Peter Warren asked for the spelling of Keith Lawrie's name to be corrected in Item 10, page 8, para 5. He also queried the reference to a "representative of the WSC" - who was this at present? The Chair replied that this was Sam Barke.

Ian Wray queried the missing figures under Item 5, page 4, para 4. These should be added to the minutes.

The Chair asked for a proposer and seconder to adopt the Minutes. Proposed by Nick Somers, seconded by Pip Burley. All were in favour.

3 Matters arising

There were no further matters arising.

4 Chairman's Report

Jon Bunn said that the last year had been interesting as, after a long wait, the new Headmaster, Mr Christopher Ramsey, had finally taken up post in September. He had already met with Mr Ramsey, who had also attended the WA Vice Presidents' Dinner on October 26th. Early signs are encouraging and it would appear that he is very much committed to furthering and enhancing the relationship between the School and the WA. In fact, he has already arranged for the WA to have further assistance in the office in the shape of six hours a week at the School's expense. A further more detailed meeting is scheduled

early in January. Jon said that our job going forward is to make sure that the WA is increasingly relevant to OWs as well as current boys at the School. The WA Bursary Appeal has had a good year with approx £150,000 raised so far, including a number of wills and legacies. There have been several highly successful events and reunions held during the year, including most enjoyable dinners in Tiverton and Oxford as well as a magnificent Annual Dinner in May at the Royal College of Surgeons hosted by President, Richard Bateman. There are a number of events already planned for the New Year and beyond. The WA's affiliated clubs are thriving and he congratulated Sam Barke and the board of the Whitgift Sports Club for achieving a trading break-even for the first time in living memory. He thanked Richard Bateman for being an excellent President and his colleagues on the WA Committee for their help and support during his first year.

The adoption of the Chairman's Report was proposed and seconded. All were in favour.

5 Resolutions

The Chair referred to the two resolutions put before the meeting and asked the Treasurer to comment. Andrew Gayler explained that, as currently worded, the WA Constitution contains a number of flaws which are difficult to rectify as things stand since making any change to the Constitution requires a majority of all members of the WA. Resolution (a) therefore proposes a change of wording to Clause 9(b) in the Constitution as stated in the Agenda.

Furthermore, it was agreed at the last AGM that the WA no longer required its statements of accounts to be audited. Instead, it was agreed that an examination by an independent examiner would suffice. This requires the adoption of Resolution (b) which proposes the appropriate change of wording to Clause 7 of the Constitution.

The Chair asked for a proposer and seconder for these Resolutions to be adopted. Proposed by Peter Dunn, seconded by Richard Blundell. All were in favour.

6 Statement of Accounts for the Years ending August 2016 and 2017

The Treasurer outlined the reasons for there being two sets of accounts and reminded the meeting that the 2016 statement of accounts had not been adopted at the last AGM. As a consequence the 2016 and 2017 accounts were being presented this evening. Members had had a good opportunity to look at the accounts which had been posted on the website for the last fourteen days. The Chair invited any queries from the floor.

Andrew Pickering asked about the administrative cost recorded in the '17 accounts. Jon Bunn explained that this represented sums paid to Smarter Reach Ltd who handled the Association's digital marketing, production of the newsletter and other tasks which had been outsourced since the resignation of Vicky Burley following last year's AGM. David Stranack asked what the WA's intentions were to replace her in the office. In reply Jon Bunn referred back to his earlier remark about the School providing us with extra hours at their expense. It remained to be seen how the matter of further resources would pan out over the forthcoming months.

AP also questioned the fact that, according to the latest accounts, the WA appeared to be 'overdrawn'. The treasurer explained that this was due to the downward re-valuation of the Croham Road asset that had been overstated in previous year's accounts going back several years and required a significant adjustment to our general fund.

Ian Wray queried payment to of £15,000+ in favour of the WSC. The treasurer answered that this represented an interest-free loan to WSC to support its activities as outlined in Note

7 of the accounts. This loan had been referred to as a payment by the WA for 'corporate membership', i.e. to cover the costs of WA members having use of Croham Road and its facilities. Ian Wray commented that as the lease from the WA (via OWA Trustees Ltd) was rent-free, why should we pay for access? Chris Jenkins agreed saying that WA members already have the right to use the club. Sam Barke responded by saying that WA members enjoy further benefits over and above access to the club and its facilities in terms of bar discounts, etc, which puts them on par with sports club members. The treasurer said that we all want to support WSC and see it succeed. He had not recorded the amount as 'corporate membership' as he, too, was unhappy about that term being applied. The payment was not made in 2015, was paid in 2016 and had been agreed by the committee for 2017. He accepted that the position needed to be ratified further and said that a sub-committee was being established to go into a variety of matters relating to the relationship between the WA and WSC, including the provision for necessary capital expenditure for which a draft schedule of works had already been submitted by the WSC board. Richard Bateman in the chair said that the WA has a duty to future generations to leave the Whitgift Sports Club in the healthiest state we can.

Chris Wrigglesworth asked whether the OWAT/WSC lease was a full repairing lease. Jon Bunn replied that it was. Chris Jenkins asked why WSC had still not applied for CASC status which would save the company a significant sum in local rates. He said we are the only club in the locality which was not a CASC. Sam Barke replied that the WSC board had researched the matter thoroughly but had decided that the difficulties involved were not worth the potential savings. However, the idea was under constant review. Mark Collins said that he had been Financial Director of Croham Hurst Golf Club who had succeeded in applying for CASC status and had subsequently been dealing with the many demands and difficulties it entails. It is not as easy as you think and the directors of the Golf Club are now trying to extricate themselves. He warned not to apply for CASC 'with your eyes shut'. Sam Barke agreed. Peter Warren added that the decision not to apply for CASC had been taken some 4-5 years ago on the basis that once you were in you couldn't get out and little was known about the potential problems at that time - problems which may now be coming to light.

The Chair asked for the accounts to be adopted. Proposed by Ian Wray, seconded by Peter Dunn. All were in favour.

Andrew Gayler thanked Peter Dunn and Chris Jenkins for their assistance.

7 Election of President for the year 2018

The WA Main Committee had proposed Lord David Freud for election as President for the year 2018.

His election was proposed by Sam Barke and seconded by Peter Warren. All were in favour.

The Chair congratulated Lord Freud on his election and invited him to say a few words.

Lord Freud said that we all knew and valued the extraordinary and transformative work which the School does. We have to decide what the WA is for and how it can best help the School in its work. He went on to say that the date for his Annual Dinner was already in the diary (June 22nd, 2018) and that this would be held at the House of Lords. The Chair wished Lord Freud well in his Presidential year.

8 Election of Vice-Presidents

The Committee had proposed the re-election of the existing Vice Presidents and the election of: Nigel Bowthorpe, James Coates and Dominic Edwards as new Vice Presidents. Doug Eland

asked what a Vice President was and why do we have so many? Jon Bunn responded by saying that it is an honour to be elected and the hope is that all VPs would one day stand as President if invited. There is a good pipeline in place but we look for three or four to be elected each year to make up for those who 'drop off the other end'. Doug Eland asked how they were nominated. Jon Bunn replied that nominations are welcome from all members and that certain names emerge each year, normally as a result of outstanding service to the Association or in the wider world, wherever their careers have taken them.

Proposed by Alan Longhurst and seconded by Andrew Pickering. All were in favour.

9 Appointment of Elected Officers

The following are proposed to serve until the next AGM: *Chairman* Jonathan Bunn, *Deputy Chairman* Pip Burley, *Secretary* TBA, *Treasurer* Andrew Gayler.

Proposed by Peter Warren, seconded by Richard Blundell. All were in favour.

Jon Bunn mentioned that we had not had an Hon Sec since Chris Jenkins' resignation in January but was hopeful that this position would be filled before long.

10 Appointment of Remaining Elected Officers and Co-opted Members

The Committee proposed the following members to serve until the next AGM: Richard Blundell, Nick Somers and Yeboah Mensa-Dika. *Co-opted members*: David Stranack, Stuart Woodrow, and Peter Ellis (*School Representative*) and Sam Barke (*Whitgift Sports Club Representative*)

Proposed by Ian Wray, seconded by Jack Furtado. All were in favour.

The Chair mentioned that after many years service Ian Flanagan was standing down. He wished to record his thanks to Ian for the very valuable contribution he had made to the work of the WA.

11 Membership Categories and Subscriptions

The current categories and subs were listed on the Agenda and no changes are proposed. Andrew Gayler mentioned that current categories are not in line with the Constitution and that we need to give the Committee the power to adjust membership categories as considered necessary from time to time. He suggested we address this at the next AGM when, undoubtedly, there would be other changes to the Constitution required. Peter Warren asked that the Committee considers not raising subscription levels in the near future as many members of the 'older generation' might find this a discouragement. Jon Bunn said that this request would be fully considered at the next meeting of the committee in January.

Proposed by Chris Wrigglesworth, seconded by Ian Wray. One abstention.

12 Appointment of Independent Examiner

Andrew Gayler said that he does not wish to re-appoint Thornton Springer in this capacity and proposed Hayes Macintyre instead - who he admitted was his old firm. Hayes Macintyre had extensive experience in the independent schools sector and currently acted for the Foundation. In support of the Treasurer's proposal, Ian Flanagan said that he knew the firm well, they had an excellent reputation and we would learn much from such an association. In fact, he was surprised they were prepared to take it on. Andrew Gayler replied that they were happy to do so and had quoted him a fee of £750 per annum.

Proposed by Andrew Gayler, seconded by Ian Munroe. One abstention.

13 Any other business

David Straw, speaking in his capacity as a Director of OWA Trustees Ltd, raised his concern that there were no formal accounting arrangements between the WA, WAT and WSC. When President of the WA and subsequently as Treasurer, his brother John Straw had instituted a Monthly management accounting system which should be re-instated as a matter of urgency. Furthermore, he would propose that the single share in WSC currently held by WAT should be transferred to the OWA Trustees Ltd. This would make sense as the 'freehold' of Croham Road was already held by OWAT Ltd and the appointment of the OWAT directors was made by the WA. He suggested this be put to the meeting as a resolution.

Richard Bateman, in the Chair, responded by saying that whilst the suggestion was interesting, nevertheless it raised a number of issues, which would need thorough discussion prior to being implemented. He proposed that the matter be added to the agenda of the next WA Committee meeting in January. Chris Jenkins pressed for the proposal to be treated as a resolution to be put to members at this meeting. Jon Bunn pointed out that the Constitution required that all business brought before an AGM required 14 days notice.

John Lindblom, an ex-Chairman of OW Trustees Ltd - a post he had held for over thirty years - observed that monthly accounting appeared to have fallen by the wayside. Whilst accepting that volunteers' time was stretched, nevertheless, he supported David Straw's recommendation that such a system should be re-introduced ASAP. The Sports Club had changed and had been an 'open' club for some years and, therefore, was a more commercial business. The Chair responded by saying that all these thoughts and suggestions would be thoroughly discussed in committee.

Jack Furtado reported on the activities of The Veteran Rifles Club, the oldest of our affiliated societies. Amongst other things he referred to the retirement of Simon Lacey as Hon Sec after 5 years and welcomed Mark Collins in the role. He thanked the School for continuing to provide facilities on Tuesdays and Thursdays and also to Peter Morrison for voluntarily running the Club. Nevertheless, numbers are declining and it is hoped that Mr Ramsey will see fit to re-instate the role of a dedicated shooting coach which had been the case for decades prior to 1995. The Club will celebrate it's 150th anniversary in 29 years time.

Chris Jenkins read out an e-mail from Alan Cowing which he had discovered whilst working on subscription renewals. Mr Cowing had not renewed his membership of the WA following his 'forced' resignation as Chairman of WSC 'with no reason given'. Chris said that this seemed most regrettable from a member who had given so many years of service to the WA. The Chair said that there had been a number of public appreciations of Alan's outstanding contribution over the years, including references at the last AGM and in the Chairman's report. He had also invited him as his guest to the last Annual Dinner. Nevertheless, he would address the point again and consider taking some further appropriate action.

The Chair declared the meeting closed and invited all those present to join him in a glass of wine and some refreshments.