



WHITGIFTIAN ASSOCIATION

Minutes of Annual General Meeting held in the Old Library, Whitgift School on 12th December 2015 at 11am

In attendance: Keith Lindblom (President, in the Chair), Pip Burley (Chairman), Graham Tope (President Elect), Jack Furtado, John Straw, John Lindblom, Andrew Gayler, Ian Munro, Peter Warren, Martin Ashby, Nick Somers, Sam Barke, Grant Eustace, Chris Jenkins, Ian Flanagan, Richard Blundell, Jonathan Bunn, Stuart Woodrow, Alan Cowing, Vicky Burley (minute-taker)

Welcome

The President, Sir Keith Lindblom (KL) welcomed everybody to the 2015 AGM and thanked all present for their support during his presidential year.

1. Apologies for Absence

- 1.1. Apologies for absence were received from: Mark Endersby (Treasurer), Keith Hopkins, Patrick Marsland-Roberts, Brian Lay, Antony Owers, John Jacobsen, Ian Watson, Chris Wrigglesworth, Mike Spanswick, Dick Felix, David Stranack, Martin Rathbone, Anthony Westnedge, Neil Lindblom.

2. To confirm the Minutes of the Annual General Meeting held on Dec 13th, 2014.

- 2.1. The minutes of last year's meeting on 13th December 2014 were approved as a true record of that meeting. Ian Flanagan proposed. Andrew Gayler seconded.

3. To consider matters arising

- 3.1. There were no matters arising.

4. To receive and adopt the Chairman's report

- 4.1. The Chairman's report had been prepared by Pip Burley (PB) and previously circulated to members.
- 4.2. KL said it's a very thorough and clear representation of what the Association has been doing and is looking to do in next 12 months. PB noted, in general terms, that it's been a very good year; the details are in the report. The main change has been movement on the fundraising front, which the WA now needs to 'get into'. PB summarised that we have been asked by the School's Admissions Department to pursue fundraising for bursaries. Between Simon Beck, Valerie Baxter and Vicky Burley, a new employee will be recruited who will be working for the WA, paid for by the Foundation, starting in Spring 2016. PB stated that since fundraising will definitely happen at some point in the future our choice is whether or not we, as the WA, have a voice at the table.
- 4.3. Jonathan Bunn (JB) asked about the starting date for the bursary appeal and target. PB reiterated a target of £250,000, starting in January. We're raising money and spending money, there is not a view to build up a capital fund.
- 4.4. Vicky Burley (VB) reported membership figures.
- 4.5. KL mentioned mentoring and assisting with careers advice. We are beginning to get going on mentoring. Nick Somers (NS) and Sam Barke (SB) have kindly put themselves forward to spearhead that project. It's a very important project to help young Whitgiftians. We need a scheme of mentorship for all boys leaving school who want that help; not only in the early years, post-School

but also later on, as well. It's a way to strengthen the Association. The more we do that, the more active the younger membership will be.

- 4.6. NS added that we'd like to work closely with the Careers Department so they can be our conduit, as well as using online tools such as LinkedIn.
- 4.7. KL reported that PB is a "tower of strength". The successes of the WA are the results of the hard work of a small amount of people. PB has been a huge help throughout KL's Presidency and he'd like to pay tribute to that. KL also added his thanks to VB.
- 4.8. PB reciprocated with a tribute to KL. PB took the opportunity to thank KL for being a really good President and to congratulate him on a great year. He's fitted in his responsibilities, obligations and inclinations into his own very busy schedule, which is now even busier since he's been sworn in as Lord Justice of Appeal.
- 4.9. The report stands as an accurate record of the activities of the WA. Proposed by JB. Seconded by SB.

5. To receive and adopt the Statement of Accounts for the year ended 31st August 2015

- 5.1. PB explained why the Treasurer was unable to attend and stated that the Accounts paint a good picture and there is nothing, in any way, suggesting a crisis or a cause for alarm. Any questions can be proposed to PB who will endeavour to answer or put them to Mark Endersby (ME).
- 5.2. John Straw (JS) would like to propose the accounts are adopted. He's been through them with a toothcomb and congratulates the Committee and Treasurer for having produced a very readable set of accounts, with nothing wrong with them at all!
- 5.3. JB asked about the membership numbers going up but membership subscriptions going down.
- 5.4. AG asked about the archive fund – the "Freddy Percy" – fund. Is there a plan for it? PB said he understood it's there in the event that there's something we want, as a Committee, to purchase. Nigel Platts manages it. He has his eyes on another painting to purchase very soon. AG confirmed the money originally came from anonymous donors.
- 5.5. NS asked about the property in Spencer Road. If we compare income to expenditure, it seems not worth having. PB replied that there had been a number of recent costs (replacement cooker, etc.) and that the property is generally run down. The question about whether or not it's worth having is particularly relevant. We have historically used the value of the flat to underwrite the AMS scheme. If the WA fell 'flat on its face', we'd have an obligation to return AMS money to the parents who had already paid into it. The complicating factor that might encourage us to sell, is the stance that Croydon Council have recently taken towards landlords and tenants: They've introduced legislation throughout the entire Borough whereby every Landlord must register and have a person nominated who is constantly 'on call' should the tenant require some immediate service. That's not realistic for the WA.
- 5.6. AG asked how many years remain unexpired on the lease. Alan Cowing (AC) believes it was extended relatively recently.
- 5.7. Chris Jenkins (CJ) asked if a review has been carried out this year of the AMS. VB informed those present that it was underway.
- 5.8. CJ asked about note 9 to the Accounts. PB believes this will be undertaken by ME himself. CJ asked if a fee structure has been agreed with the Accountants by the Main Committee? IF believes the Committee has agreed. PB stated we've approved the use of a firm of accountants. CJ concerned about potential rising costs.
- 5.9. AG said in response to CJ that he agrees with what he's said. He thinks it is wrong to use a firm of chartered accountants for its book-keeping services. He further thinks it's an unnecessary cost to

carry out a review, which is not that difficult and could be done by members of the WA who are appropriately qualified. AG offered his services for either book-keeping, accounts or review.

- 5.10. PB said that there's no suggestion that ME is intending to use the firm to do the review. He's intending to do that himself and will be glad of AG's assistance.
- 5.11. CJ asked to raise a point, which applies to WSC, but since they don't have an AGM, it can only be raised in this forum, which is relevant because the WA is funding WSC. Members may not know that at the moment WSC gets an 80% discount on the business rates charged by Croydon Council. That's a discretionary amount and we've been told that it will cease at the end of this financial year. It's worth about £8,000 per year. The way around it is for the WSC to become a CASC (Community Amateur Sports Club), which requires the LA to give the discount. Croham Hurst Golf Club and Midwives, just to name two, have converted to CASC. CJ thinks the same should be done. That means opening up WSC much more than it is at the moment. CJ would strongly urge the Main Committee of the WA to go that route and not worry about opening up.
- 5.12. PB answered that this really is a matter for WSC, which is a limited company. AC and the sports club board are looking very carefully at the CASC situation. The WA may make a recommendation to WSC on this matter. The WA and WSC are trying to maintain a relationship that is based on the culture that existed before the separation. The amount of the subsidy is happily coming down. The day may come when the WA may withdraw that support but in the meantime, it behoves the WA to continue and for WSC to make their own decisions.
- 5.13. AC thinks it's a good idea to give people some knowledge that they may not possess. When we divided the two organisations, we looked very carefully of the constitution of the Sports Club, because we talked about CASC then, which has to be applied for via HMRC. One of the requirements of any CASC membership clubs is that you have an AGM at which all members have a vote. Whilst that sounds plausible, if you look at the structure of WSC, you may not want to risk a situation whereby a group of members could 'gang together' to force a vote on something that wasn't in the general interest of all the other members or, in our case, wasn't in the interests of the WA.
- 5.14. AC further reported that the trading deficit is vastly reduced, from £60,000 to £19,300, in three and a half years. Due a number of factors, including the loss of a let, we're now looking at a backward step to a deficit of around £30,000.
- 5.15. AC reported that the Old Mid-Whits have taken the bar operation out of the main Sports Club operation. So the Sports Club is CASC registered but all the bar revenue goes to a separate limited company. This is an interesting model to explore.
- 5.16. NS asked about Item 2 on the Accounts, regarding the loan to Whitgift Foundation. Should the priority not be to clear the Loan to save the 7% interest? AC and CJ confirmed there's only two years left.
- 5.17. JS proposed adoption of statement of the accounts. JL seconded.
- 5.18. *CJ left the meeting.*

6. To elect the President for the year commencing January 1st, 2016. The Committee proposes that Lord Graham Tope be elected.

- 6.1. KL said he is delighted that Lord Graham Tope (GT) has agreed to take on the role next year. He needs no introduction! He has and continues to have a stellar career in politics, over many years. He is one of our most distinguished Old Whitgiftians, and is also a delightful person. He will be an admirable President.
- 6.2. Proposed by Ian Munroe (IM). Seconded by NS. All in favour.

- 6.3. GT thanked everybody for the honour and wishes that all elections were as easy as this one! He will do his best to meet the high standards set by his predecessors.
- 7. To elect Vice Presidents for the period until the next AGM. The Committee proposes that (i) the existing Vice Presidents be re-elected and that (ii) Sam Barke be elected.**
- 7.1. IF proposed the recommendation of the Committee. IM seconded.
- 7.2. PB spoke in favour of SB who does an enormous amount. He's very valued and puts time in a number of different areas of the WSC as well as the WA. KL also heartily endorses the recommendation, believing SB is a tower of strength, does a huge amount for the WA and we should undoubtedly elect him as VP.
- 7.3. AG proposed. JS seconded.
- 8. To elect the Chairman for the period until the next AGM. The Committee proposes that Philip Burley be re-elected.**
- 8.1. KL said that, of course, PB should continue if he is prepared to do so!
- 8.2. AG proposed. NS seconded.
- 8.3. PB stated he doesn't intend to go on for very much longer but will endeavour to keep going until such time as the new Headmaster is in place, to "see it through".
- 9. To elect the Deputy Chairman for the period until the next AGM. The Committee proposes that Nick Somers be re-elected.**
- 9.1. KL stated that NS does a tremendous amount of work for the Association for which we are all very grateful.
- 9.2. AG proposed. JL seconded.
- 10. To elect the remaining officers and other members of the Main Committee for the period until the next AGM. The Committee proposes that the following be re-elected and elected: Hon Sec - Ms Vicky Burley; Hon Treasurer - Mark Endersby; Elected Members - Richard Blundell, Keith Hopkins, Sam Barke, Jonathan Bunn, David Stranack, Stuart Woodrow; OW Trustees Ltd nominated member (not to be elected)- Ian Flanagan; Whitgift Sports Club nominated member (not to be elected) - Alan Cowing**
- 10.1. AG proposed. PE seconded.
- 10.2. PB added that we've been waiting for the moment to invite the new Second Master, Peter Ellis (OW) to the Committee. It was decided at the last Main Committee meeting that we would invite him. Accordingly, PB asked him if he'd come onto the Committee, to which he replied that he'd be "honoured" to do so.
- 10.3. PB asked if we could, in this instance, add Peter Ellis onto this list. AG suggested he should be "co-opted" rather than elected.
- 10.4. RB proposed. AG seconded.
- 10.5. JB and SB left the meeting.
- 11. To elect the directors of OW Trustees Ltd for the period until the next AGM. The Committee proposes that Chris Jenkins, David Straw, Nick Flood, Mike Irwin, Richard Blundell, Ian Flanagan and Jonathan Bunn be re-elected.**
- 11.1. AG proposed. MW seconded.

12. To elect a member of the WA Main Committee to sit on the Committee of the Whitgiftian Benevolent Society. The Committee proposes that Nick Somers be re-elected.

12.1. AG proposed. JS seconded.

13. To approve the Trustees of the Whitgiftian Association Trust Ltd. The proposed Trustees are: Ian Flanagan (Chairman), Mark Endersby (Company Secretary), Alan Cowing, Pip Burley, Nick Somers, Stuart Woodrow, Jonathan Bunn and David Stranack.

13.1. Peter Warren (PW) suggested that no. 13 is needs to be ratified by the existing WAT trustees as WAT Ltd is an independent company. PW suggests that this meeting pauses for a moment and allows an AGM of WAT Ltd to be conducted. PW offered, as a Director, to be a Chairman of that meeting.

WAT Ltd AGM

KL asked if notice needed to be given, but notice can be reduced if all members agree.

The proposal is that Ian Flanagan (Chairman), Mark Endersby, Alan Cowing, Pip Burley, Nick Somers, Stuart Woodrow, Jonathan Bunn and David Stranack are approved as Trustees for the following year.

Approved.

Meeting concluded.

13.2. KL resumed the WA AGM. That being the decision of WAT Ltd, does this Committee note and endorse that decision? This meeting notes the decision of the Trustees of the WAT Ltd at its AGM on 12th December 2015.

13.3. Proposed by AG. Seconded by PW.

13.4. IF thanked PW and CJ, on behalf of all Old Whitgiftians, for the enormous amount of work that went into creating this very important addition to our organisation. It is their initiative that we are indebted to.

13.5. PB added that we've just had approval from an organisation in the USA that allows OWs to make tax-efficient donations to WAT.

14. To approve Membership Categories & Subscriptions

14.1. JF proposed. AG seconded.

15. Any other business

15.1. AG asked if Thornton Springer LLP should be approved as reporting accountants.

15.2. Proposed by AG. Seconded by IM.

15.3. JS asked if we have to appoint auditors? PB said we're not obliged, legally, to have an audit although our constitution does say that we will. He will attend to this anomaly.

15.4. AC was concerned that this is a poor turnout at the AGM. If you took away those that are over 70, he doubts a *quorum* would be in attendance today. We are not adding 'from the bottom'. Something suggests we're not appealing to younger members of the Association. We've got to find a way of re-energising.

- 15.5. KL mentioned that it's important to reflect on what we can do pro-actively with the younger OWs. The Association will only grow and prosper if individuals are "energised". That can only happen through our encouragement. That's why projects like the mentoring are very important for the Association, not just the young people who are helped by mentors. They are the means by which the Association can do something to energise itself. We can only do it by action, not by reflection or discussion.
- 15.6. AC asked NS the age profile of those he'd be working with on mentoring. The boys would be 16+. Age profile of "Drinks in the City" event is 20s to 50, but mainly 30 and 40 year olds. To link back to WBS, there is one new Trustee in his 30s, one who is 22 who is very keen (but is away at Exeter Uni) and another who is 44 who wants to join as well. All three of those young men would be exactly the type we want to bring onto the WA Committee.
- 15.7. PB suggested we question whether we have an AGM on a Saturday morning. Younger people are reluctant to leave family commitments on the weekend. PB suggested we arrange next year's meeting for an evening. NS also mentioned December is probably the worst month.
- 15.8. PB stated there's a small window between August and December to prepare the accounts and have the meeting.
- 15.9. PB mentioned that one of the things we've lacked in recent years is a "champion" at the School, as Freddie Percy used to be. We are hoping that we may yet again have a champion at the School, because there is no substitute for that.
- 15.10. Jack Furtado (JF) gave a brief update on OW Veterans Rifles Club. Two teams of 5 were fielded for Small Bore Surrey League competitions (just one team last year). A number of parents and boys have come to evenings, which have resulted in 6 new members:- 2 boys and their parents. Graham Clark's continued efforts meant three teams competed in Full Bore Schools Vets Competition at Bisley. 8 school boys competed. Sincere thanks to Alan Hunter who continues to contribute to the WA Newsletters. Peter Morrison, the School Master, has been rewarded, as have the boys concerned, in winning their first Small Bore competition, but sadly this was not reflected in the news from Haling Park. Next year, OWRVC celebrates 120th anniversary of OWVRC having been formed in 1896. As the 2nd oldest Old Boys club within the WA, we look forward to new members joining and a dinner at Croham Road in Autumn 2016.
- 15.11. JS asked if a letter of thanks should be sent to Jim Mon for his efforts. PB agreed that either he or KL should write to him.

KL thanked all members of the WA for their kindness and support during his Presidential year, which he has thoroughly enjoyed. PB thanked the Chair.

- End of meeting -