



9th Annual General Meeting

Virtual meeting by ZOOM
28th January 2022 at 15:45

Draft Minutes

Attending:

N.B. All attendees had pre-registered with the Honorary Secretary.

(*) indicates an existing trustee (at beginning of meeting) voting as a member representative.

(**) indicates an existing trustee (not eligible to vote at the AGM).

Nigel Llewellyn (**NL**)** (Chair)
Trevor F. Emmett (**TE**)** (Honorary Secretary)
Carl Heron (**)

By Member Institution (and representative):

British Museum	Rebecca Stacey
Historic England	Jen Heathcote (JH)* (also Honorary Treasurer)
Historic Royal Palaces	Constantina Vlachou
Icon	Sara Crofts (SC)*
National Archives	Lora Angelova (LA)*
National Galleries Scotland	Ailsa Roberts (AR)
National Museums of Scotland	Chanté St. Claire Inglis (CSCI)
National Trust	Nancy Bell (NB)
University of Oxford	Daniel Bone
Tate Galleries	Bronwyn Ormsby (BO)*
University College London	May Cassar (MC)
University of Cambridge Museums	Jo Vine
Wellcome Library	Emma Duggan

There were, therefore, 13 eligible voting representatives at the meeting.

Apologies:

Cardiff University	David Watkinson
English Heritage Trust	Amber Xavier-Rowe
Historic Environment Scotland	Lyn Wilson
Natural History Museum	Alex Ball
West Dean College	David Howell

Also present:

Caroline Peach (**CP**), Preservation Matters Ltd

1. Welcome

The meeting started at 15:45.

The Chair (**NL**) welcomed everyone to the meeting to the meeting. The Honorary Secretary (**TE**) informed the meeting that the meeting was quorate (*i.e.* a minimum of 6 member representatives present). He also advised that, when invited, representatives should cast their vote using ZOOM's private chat facility directly to **TE**. Results would be announced as soon as the votes had been counted.

2. **NL** briefly reported on the Forum's activities during the year in question, noting particularly the Forum's positive involvement in the recent AHRC CapCo capital grants rounds and the successful establishment of the Forum's Member Council, enabling the number of trustees to be reduced. Though some aspects of the workings of the Member Council are still to be resolved, the Forum's new structure is working well. The Chair pointed out that there were three major issues to be addressed in the forthcoming year (1) increasing membership and possibly revamping the current membership structure (with concerns noted about the possible negative effects of personal membership), (2) increasing income generation over and above that from membership subscriptions and (3) commencing a strategic sector review with a view of replacing the current *Strategic Framework for Heritage Science* document which runs only until 2023.

NL took this opportunity to record his thanks to all members of the Board of Trustees, especially the retiring trustees (**LA** and **BO**) and the executive officers (**TE**, **JH** and **CP**) for their support and hard work during the previous year. He also thanked all the convenors of the Forum's Working Groups, the cornerstone of the Forum's activities.

3. Minutes of the 8th AGM held on 18th November 2020.

The minutes of the 8th AGM held on the 18th November 2020 had been circulated in advance. The minutes were proposed as a correct record by **TE**, seconded by **MC**. The minutes were **AGREED**, with 11 votes for and 2 abstentions. The agreed minutes were signed and dated (28th January 2020) by **NL**.

There were no matters arising.

4. **Ordinary resolution 1: To receive the Trustees' Annual Report**

NL briefly reviewed the year ending 31st March 2021, noting the difficulties imposed by the COVID 19 emergency – all meetings had, by necessity, been conducted virtually. He then invited questions in relation to the Annual Report. There were no questions and so the resolution to receive the Trustees' Annual Report to 31st March 2021 was proposed by LA, seconded by SC. There being 12 votes for and 1 abstention, the proposal to receive the Annual Report was **AGREED** by the meeting.

5. **Ordinary resolution 2: To receive the statement of Annual Accounts**

Brief verbal comments on the Annual Accounts were made by the Honorary Treasurer (JH). The current budget is actively reviewed by the Treasurer annually. Interim draft budgets were received and discussed at every Trustees meeting.

The resolution to approve the charity's Annual Accounts to 31 March 2021 was proposed by MC and seconded by BO. There being 12 votes for and 1 abstention, the proposal to receive the Annual Accounts was **AGREED** by the meeting.

6. **Ordinary resolution 3: To appoint Adam Gibson, Freya Horsfield and Boris Pretzel as trustees of the charity**

NL noted that two current trustees, Lora Angelova and Bronwyn Ormsby, are standing down. He thanked them for their service as trustees but noted they would continue their work with the Forum's Working Groups. These sentiments were positively endorsed by the meeting. After due process (which included advertisement and interviews), the Board of Trustees decided to recommend the addition of the following three persons to the Board of Trustees:

Adam Gibson
Freya Horsfield
Boris Pretzel

This recommendation was proposed by MC and seconded by NB. The recommendation was **accepted** (12 votes for, 1 abstention).

The Chair formally welcomed Adam, Freya and Boris to the Board of Trustees and looked forward to working with them in the coming years.

7. **Special resolution: Changes to the Charity's Constitution.**

The revisions to the Forum's governance structure, namely the reduction in the size of the Board of Trustees and the establishment of the Member Council, required modification to Clauses 12, 13 and 19 of the Forum's Constitution. The Chair asked the meeting's permission to consider the changes, which had been previously circulated, to be considered as one item. This permission was forthcoming. The CP gave a brief verbal report as to why the changes were necessary. The move to accept the changes was proposed by AR and seconded by CSCI. The changes were **accepted** (12 votes for, 1 abstention).

The new sections of the constitution are recorded in an appendix to these minutes.

8. Any other business.

The date of the next AGM will be notified in due course. (**Note:** as of 14 February 2022, a provisional date has been set for 7th December 2022, 15:45 – 16:00 (T.B.C.).

There was no other business and so the AGM closed at 16:15.

Appendix. New sections of the Constitution as accepted under Minute 7 above.

Clause 12 Charity Trustees Section 3: Number of charity trustees

Previous text:

(a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

Agreed replacement text:

(a) There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

Clause 13 Appointment of charity trustees

Previous text:

(2) At every subsequent annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(3) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot;

Agreed replacement text:

(2) At every subsequent general meeting of the members of the CIO, any trustees who have served a term of at least three years (with a year calculated as the period of time from one annual general meeting to the next) since last being appointed must retire from office but may, subject to clause 16 (Reappointment of charity trustees) be reappointed.

(continued on page 5...)

Clause 19. Meetings and proceedings of charity trustees (3) Procedure at meetings

Previous text:

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

Agreed replacement text:

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

***** End of Appendix *****

Signed on Behalf of the National Heritage Science Forum:

Date: