**COMPANY NUMBER:** 09349804

**CHARITY NUMBER:** 1161218

**UNIVERSITIES AND COLLEGES INFORMATION SYSTEMS ASSOCIATION LIMITED (**the **“Company”)**

**Minutes of the Annual General Meeting**

The sixth Annual General Meeting (the **'Meeting'**) of the Company, and the 28th Annual General Meeting of the association, was held at 12:00 noon on Thursday 10 June 2021 online via MS Teams.

1. The Chair welcomed the members and summarised the purpose of the Meeting as stated in the notice and the agenda of the Meeting.

A quorum was declared

Apologies were received from the following members: Durham University, Ulster University and University College London, who were represented by Drew Cook, UCISA Chair as proxy at the Meeting.

The chair explained the voting procedure via MS Teams forms and the fact that in the event of multiple representatives from a single institution submitting voting forms, only one vote per institution (that of the senior representative) would be counted.

1. The following Ordinary resolutions were put to the members:
2. To approve the minutes of the 2020 Annual General Meeting of the Company held on 11 June 2020.

*Proposed by John Sotillo, University of Kent, Seconded by John Maher University of the Highlands, and Islands*

*Approved by majority* *(3* *Abstentions*)

1. To receive and adopt the annual report of the Trustees and the accounts of the Company for the financial year ended 31 December 2020.

The chair reported that, during the year Garrod Barker resigned as a Trustee as he ceased employment with a member institution. The Trustees would like to record their thanks for Garrod’s contribution to UCISA.

Also, during the year 2 long-standing members of staff, Anna Mathews, and Laura Adams, left UCISA. The trustees would like to record their thanks to both Laura and Anna for their many years of service to UCISA.

Two new members of the UCISA team joined last year, Richard Stone, who many of you will have met when attending on-line events. Also, Catherine Tack joined us as Finance and Operations Manager.

Whilst not within the report year we also welcomed earlier this year Lynne Newbitt as Membership Services Development Manager, and Caroline O’Shea as Executive Support Officer to the UCISA team.

The chair commented that when we met at the last AGM, we had already experienced a few months of lockdown and remote working and teaching. UCISA’s role throughout the year has been to support our members and provide resources, practical guidance, briefings, and events that helped members achieve all that was asked of them. UCISA also had to respond to the pandemic and following the decision to cancel last year’s leadership conference the UCISA team and Groups very quickly developed a programme of on-line conferences, webinars, peer-to peer CPD, study tours and round table events covering a broad range of topics to address the challenges facing the education sector. This has also contributed to a growing bank of resources available to UCISA members. The opportunities for all staff of UCISA member organisations to engage in events has increased significantly. In 2019 UCISA hosted 16 events with a total of 1,177 delegates. In 2020 the number of events more than quadrupled with 65 on-line events reaching 3.5 times more members with 4,223 delegates. We are projecting even more events during 2021 with up to 70 events and already 3,388 delegates having attended events between January and May. All of this has been provided to UCISA members at no additional cost beyond the membership fee.

The chair commented that members would have seen the increased level of representation activity working with suppliers to support UCISA institutional members to meet the challenges and opportunities presented by the pandemic environment. There has also been an increased the level of collaborative work with sibling organisations within the UK and internationally. The most recent example of this being the collaboration between CAUDIT and UCISA on the HE Reference models which builds on the work of the capability model first published in 2018.

UCISA continues to be a thriving organisation making very good progress against the 5-year strategic plan. The structural and administrative changes made during 2019 as part of goal 4 of the strategic plan have directly contributed to our ability to rapidly respond to events last year enabling us to offer unique opportunities for members to Connect, Share expertise and Transform digital approaches, as well as enhancing UCISA’s ability to work with digital suppliers to HE and FE in highlighting product needs.

The trustees are pleased to report that UCISA maintained full business and service continuity throughout the year and would like to record their thanks to the UCISA staff team for their hard work and dedication in bringing this about.

The chair proposed that the thanks of the UCISA membership for the work of the UCISA team, the groups, the board of USL and the board of trustees was formally recorded.

 Proposed by Drew Cook, *University of Lincoln and UCISA Chair* Seconded by James Morris, University of Dundee

  *Approved by majority (1 against, 0 abstentions)*

The chair then formally put the resolution to the meeting:

To receive and adopt the annual report of the Trustees and the accounts of the Company for the financial year ended 31 December 2020.

*Proposed by Jason Oliver, University of Sussex, Seconded by Emma Woodcock, York St John*

*Approved nem con*

1. To re-appoint Wenn Townsend the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid, and to authorise the directors to fix their remuneration.

*Proposed by Dean Phillips, University of Aberdeen and Treasurer, Seconded by Sarah Cockrill, Coventry University and Elected Trustee*

*Approved by majority (1 Against, 2 Abstentions)*

1. To note the resignations of Mr. Garrod Barker as a Co-opted Trustee and Director of the Company, and Ms. Claire Priestley as an elected Trustee and subsequent appointment as a co-opted Trustee and Director of the Company

*Noted*

1. To appoint the following:

Adrian Ellison, having consented to act, as Elected Trustee, as Chair and as director of the Company.

*Proposed by Drew Cook, University of Lincoln and UCISA Chair, Seconded by Sarah Cockrill, Coventry University and Elected Trustee.*

*Approved by majority (1 Abstention)*

Paul Harness, having consented to act, as Elected Trustee, as Vice Chair and as director of the Company.

*Proposed by Drew Cook, University of Lincoln and UCISA Chair, Seconded by Adrian Ellison, University of West London and UCISA Vice- Chair.*

*Approved by majority (1 Abstention)*

1. Nominations received for the two vacancies amongst the Elected Trustees to elect individuals as directors, were subject to a poll vote by the members and, having consented to act, the candidates named below were appointed to the role of Elected Trustees:
2. Emma Woodcock, York St John University

*Proposed by Stephen Dobson, York St John, seconded by Dave Thornley, Sheffield Hallam University*, receiving 25 votes.

1. James Smith, Birkbeck, University of London.

*Proposed by Paul Butler, University of Greenwich, seconded by Adrian Ellison, University of West London* receiving 17 votes.

A total of 41 institutions cast votes, and no ballot papers were spoiled.

1. In accordance with the Articles of Association of the Company: To accept the nominations of the Special Interest Group Committees and appoint the Chairs of the Special Interest Groups of the Charity as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **Group** | **Chair** | **Proposer** | **Seconder** |
| Corporate Information Systems Group (CISG) | Gareth McAleese, Ulster University | James Smith, Birkbeck, University of London | James Blair, University of Stirling |
| Digital Capabilities Group (DCG) | Kerry Pinny, University of Warwick | Julie Adams, Staffordshire University | Elaine Swift, University of Worcester |
| Digital Education Group (DEG) | Richard Goodman, Loughborough University | Farzana Latif, University of Sheffield | Julie Voce, City, University of London |
| Digital Infrastructure Group (DIG) | Mathew Flower, University of Wolverhampton | Joanna Radley, University of Huddersfield | Guilherme De Sousa, Heriot-Watt University |
| Enterprise Architecture (EA) | Lex Wilkinson, Sheffield Hallam University | Stephane Pajon, Coventry University | Karl Walker, University of Exeter |
| Enterprise Architecture (EA) | Stephane Pajon, Coventry University | Lex Wilkinson, Sheffield Hallam University | Karl Walker, University of Exeter |
| HEIDS | Brian Henderson, University of Aberdeen | Jonathan Monk, University of Dundee | David Telford, University of Stirling |
| UCISA London Group  | Trevor Baxter, King’s College London | Darren Tysoe, Global Banking School | Nick Leake, King’s College, London. |
| Project and Change Management Group (PCMG) | Sally Jorjani, University of Stirling | David Telford, University of Stirling | Drew Cook, University of Lincoln |
| Security Group | Acting Chair – David Thornley | Drew Cook, University of Lincoln | Timothy Ingham, University of Lincoln |
| Software Procurement Group (S&PG) | Tina Pask,  | Mark Allinson, Edge Hill University | Robert Silk, University College London |
| Support Services Group (SSG) | Andy Scott, Durham UniversityJo Mortimer, University of Reading | Henrik Brogger, Queen Mary University of London | Lisa McDonald, University of Edinburgh |
| Women in Tech (WiT) | Christi Hopkinson, University of the West of England | Carla Thornley, University of Oxford | Tatiana Hepplewhite, Leeds Beckett University |

The chair noted that since sending the calling notice Carla Thornley had stepped down as joint chair of the Women in Tech Committee and Christi Hopkinson would be the sole chair. In addition, Jo Mortimer, will act as joint Chair of the Support Services Group alongside Andy Scott.

*Approved nem con*

1. To receive the Treasurer’s Report for the financial year ended 31 December 2020, summary Budget for the current year ending 31 December 2021 and summary budget for the financial year ending 31 December 2022.

The chair invited the Treasurer, Dean Phillips, to address the meeting who reported that:

2020 was a difficult year for us all with UCISA quickly adapting and settling into a new way of operating to support our sector challenges. Throughout the year we continued to invest and deliver the implementation of the 5-year strategic plan, with a small sum of the approved reserves budget going towards completing planned transformation activity.

Despite initial financial concerns around contracts and income the UCISA team led by Deborah Green, worked tirelessly to mitigate any negative impact, and conversely delivered an unbudgeted surplus for the year. The improved financial systems and controls along with regular reforecasts allowed us to agile in our approach to a constantly changing landscape.

The treasurer drew attention to some significant highlights:

* All cancellation costs for postponed or cancelled events were negotiated to zero.
* Exiting our previous contracted service in Oxford has delivered an 18% saving.
* Recruitment and restructuring of staff delivered increased efficiency of UCISA operations.
* Moving to free online events, increased the number of relevant events, expanding our reach and engagement with the membership, which has impacted with a significant increase in attendance numbers.
* Starting the membership renewal process for 2021 earlier enabled the team to deliver appropriate cash reserves and they have continued to improve renewal and recoverability of debtors.
* Planned membership subscription increases for 2022 take account of our financial efficiency.

At the 2019 AGM a deficit budget was approved. At that meeting it was highlighted that the Trustees transformation strategy would require a further deficit budget for 2020 to deliver balanced budgets thereafter. Despite the challenges faced in 2020 a surplus was delivered, and the Treasurer was pleased to report we are still on plan deliver a balanced budget for 2021.

The Board continue to take a cautious approach to the utilisation of UCISA’s reserves, prioritising expenditure on member facing activities and investment in resources to enable quality of delivery as well as compliance with legal obligations, in particular ‘Charity governance, finance and resilience’.

Free reserves available to UCISA at 31st December 2020 totalled £1,750,552.

The treasurer was happy to summarise that UCISA remains in good financial health and more detail can be accessed in our published audited accounts.

The treasurer commented that we have come a long way in our financial management in recent years and are now able to budget with greater certainty and are forecasting a 2022 budget to deliver a small surplus. He however noted the challenges that 2022 will give us financially as we move to a ‘hybrid model’ of events. We will continue to closely monitor and adapt this budget throughout 2021 to take account of our membership challenges, our environment, and our contractual obligations for venues.

The treasurer advised, to provide for a good financial future UCISA has assessed the risks and current liabilities and continue to maintain levels of reserves to be able to withstand our contractual obligations and the costs of operating the association for a period of approximately 12 months.

The following assumptions were highlighted in the presented 2022 Budget:

* Subscriptions proposed to be increased by 2%, based on actual results (Mar 21) for 2021 subscriptions that were renewed.
* Virtual events will continue alongside our full programme of face-to-face conferences and have been included in the budget.
* Event budgets have now a contingency of 5 – 10% depending on the size of event.
* The budget for surveys is within the draft presented but will be reviewed to ensure membership value justifies the expenditure.
* Investment in staff restructuring and resourcing to support the delivery of increased online and virtual events is included.
* A Health and Safety budget is assigned to ensure we meet best practice in all UCISA operations.
* All other ongoing costs have undergone a complete review.
1. To approve the increase in subscription fees by 2.0% for 2022

The treasurer advised the meeting that the motion reflected the discussion at the 2019 AGM, where a phased approach to increased subscription fees was approved. This took account of fees being held constant for 10 years and that this was unstainable. It was agreed at the time we would look to ensure the value of subscription income was maintained in line with inflation and I am proposing a modest increase of 2% for 2022.

The motion was then put to the meeting

 *Proposed by Dean Phillips, University of Aberdeen and Treasurer, Seconded by John Sotillo, University of Kent*

*Approved by majority (3 Against, 1 Abstention)*

1. Any other business
*There were no further items of business*
2. Outgoing Chair’s address

 The Chair, Drew Cook addressed the meeting. He commented that he was first elected as a trustee in 2015 when John Cartwright was Chair of UCISA. John joined the University of Liverpool in 2009 after a successful career outside the sector including working at Siemens for 20 years. John was elected as a Trustee to the then UCISA Executive Committee as vice chair in 2011. He was then elected chair in 2013 and stepped down from the committee at the 2016 AGM. After 40 years’ service in the IT sector, John has chosen to retire earlier this year. During John’s time as chair of UCISA he steered the organisation through a significant period of change which culminated in the creation of the CCLG, and UCISA service ltd. Drew was personally grateful to John for his support and coaching during his first year on the UCISA executive committee. John is highly respected in the sector and his experience, guidance and support will be greatly missed by all. On behalf of the board of trustees Drew was pleased to be able to confer on John honorary lifetime membership of UCISA. The chair asked the meeting to join him in thanking John for his service to UCISA and the sector and congratulating John on his retirement.

John Cartwright was presented with a certificate of Honorary membership.

John Cartwright expressed his gratitude at being presented with the honorary membership. He commented that it was his pleasure to serve the membership and enjoyed seeing the aspirations developed in previous years being realised in such a professional way by the membership of today.

The chair, continued commenting, that at the end of the AGM he would be standing down after his 2-year term as Chair of the Board of Trustees of UCISA. He became a UCISA trustee in 2015 just after a tremendous piece of work by John Cartwright and colleagues to restructure UCISA and form the CCLG and USL. This had been the biggest single change UCISA had experienced since it was formed. In 2016 and 2017 a wide ranging and extensive engagement exercise was undertaken, with the UCISA membership and a range of other stakeholders across the sector. This revealed a stark view of UCISA that highlighted a stagnating organisation that was at risk of losing the support of members and ultimately becoming irrelevant. This was a watershed moment that led to the creation of the UCISA strategy and the 4 strategic goals which was launched at the end of 2017 to cover the following 5 years through to 2022. At this point in time UCISA had enjoyed a fruitful partnership with the University of Oxford who hosted the organisation and through a managed services arrangement employed the staff and provided the infrastructure.

The Board of Trustees at that time recognised that there was a lot of work to be done to deliver the strategy and over the subsequent 2 years many colleagues put in a tremendous amount of effort to transform UCISA, becoming a self-sufficient organisation, employing all its staff, creating, and recruiting to the new role of Chief Executive, setting up the office and IT infrastructure to support the new organisation, and implementing a new website.

The chair observed that the level of work and commitment required from those involved at that time should not be underestimated. By the end of 2019 much of the transformation had been completed, looking forward to 2020 as a year of growth to focus on delivery of the remaining elements of the UCISA strategy. 2020 then brought about a change none could have expected, which led to the further transformation of the UCISA operating model and the acceleration of activities, moving everything online and developed more ways of engaging with members, vendors and increased the voice of the membership within the sector.

The chair expressed how proud he was to have had the opportunity to work as a trustee of UCISA during this time, the collaboration and sharing that exists within the UCISA membership is fantastic. UCISA is the membership and would not be what it is today without all of us, the chair expressed his thanks to all. He also appreciative of the support he received from Team UCISA, Nik Cutler, Catherine Tack, Sian Thomas, Brid Field, Richard Stone, Caroline O’Shea, Lynne Newbitt, and in particular Deborah Green, who has put in massive amounts of effort to make sure UCISA has achieved what it has done over the last 2 years and providing the chair with a tremendous amount of support. All the team have worked tirelessly through the last few years to ensure that UCISA continues to deliver, develop, and thrive. Drew commented that it had been a pleasure to work with all, and he gave his personal thanks to Deborah and the team for making this job much easier.

The chair highlighted the work of his fellow trustees, colleagues within the group committees, the communities of practice and the working groups who in addition to their day jobs do so much for the UCISA community. He particularly thanked Adrian Ellison, Paul Butler and Dean Phillips who have steered UCISA through some very challenging years, he appreciated the support they provided and commented that along with the new board of trustees the governance of UCISA is in good hands.

The last 18 months have highlighted that change can happen incredibly rapidly, but also that these events have demonstrated the incredible value that our profession brings to the institutions and the sector, whether that be to enable new models of teaching, learning, and working, or to defend institutions against cyber-attack.

What is less positive from the last 2 years are the increased levels of intolerance and bigotry, ranging from race, gender and even health workers, all the way to the general conspiracy theories about the pandemic and vaccines. The intolerance and bigotry have always been there but seem to have been magnified across society by so called celebrities, politicians, and anyone who wants to make a name for themselves.

This means that we all need to do more to ensure equality, diversity and inclusion are built in into everything we do, EDI needs to be our DNA. If there is only one thing you take away from what I have said today, please make sure that it is to play your part in battling intolerance and bigotry.

The Chair welcomed keynote speaker Nicky Moffat to the meeting who gave members an inspiring presentation on leadership "Leadership is everyone's business."

1. Incoming Chair’s address –

The address by the new Chair was deferred to another date because of illness.

The secretary Paul Butler addressed the meeting. In the absence of Adrian Ellison, he thanked Drew Cook on behalf of the UCISA Board of Trustees. Paul commented that Drew had been a fantastic chair, steering UCISA through a challenging period, and leading through unprecedented times. The Board appreciated his calm and supportive style, and it was a pleasure to serve under him. On behalf of the UCISA Board of Trustees, the Secretary wished Drew the very best for the future.

The meeting was closed at 13.47