ucisa,
Lumen House,
Library Avenue
Harwell,
Didcot
OXON, OX11 0SG

COMPANY NUMBER: 09349804

CHARITY NUMBER: 1161218

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

Minutes of the Annual General Meeting

The fifth Annual General Meeting (the **'Meeting'**) of the Company, and the 27th Annual General Meeting of the association, was held at 12:00 noon on Thursday 11 June 2020 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 University of East London who were represented by Drew Cook, 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.

2. The following Ordinary resolutions were put to the members:

    A. To approve the minutes of the 2019 Annual General Meeting of the Company held on 28 March 2019.

        Proposed by Claire Priestley, Seconded by Darren Tysoe
        Approved by majority (6 Abstentions)

    B. To receive and adopt the annual report of the Trustees and the accounts of the Company for the financial year ended 31 December 2019.

        The Chair introduced the Annual Report with a reminder of the goals within the strategic plan:

        - To be the expert voice in the use of digital technologies in education
        - To grow membership and engagement

- To offer further membership benefits
- To optimise the organisation to support effective strategy delivery

The chair reported that, since the last AGM, and directly related to the goal of optimising the ucisa organisation a significant amount of work has been completed.

The Board of Trustees set out to increase leadership capacity within the ucisa team by creating and recruiting to the new post of CEO and in May we welcomed Deborah Green to the ucisa team.

In mutual agreement with the University of Oxford, ucisa ended the service agreement that provided the majority of the ucisa team office staff and services. On behalf of the Board of Trustees, the Chair expressed thanks to the University of Oxford for their support over the years.

As a consequence of the ending of the service agreement with the University of Oxford, a new office in Harwell was set up, the transfer via a TUPE exercise of staff from the offices in the University of Oxford to the ucisa team was completed, and ucisa set up new ICT infrastructure.

The chair noted that this had all been achieved with no significant interruption to services during the transfer to the new offices.

Peter Tinson chose the transfer from the University of Oxford managed services agreement as the time he would stand down from the position of Executive Director.

Nina Robinson also chose to step down as Commercial and Finance Director at the end of the year having completed the objectives set to her by the trustees.

The Board of Trustees expressed thanks to both Peter and Nina for all their help and support.

In addition to this significant programme of administrative change, the chair reported that ucisa had also:
- launched the new ucisa website at the CISG/PCMG conference in November 2019
- continued to offer a wide-ranging programme of conferences and events, which had been enhanced with the addition of the study tour event in January at Teesside University, and the supplier day for corporate members
- maintained and continued to develop much closer working relationships with other sector organisations such as UUK, UCAS, Advance HE.

The chair advised that further detail of the work of the last year is within the annual report.

Commenting on more recent developments the chair observed that, since March 2020, the Covid 19 pandemic had been declared and the team had worked hard to move all events on-line to provide a full- service offer to the members. Noting that this was a tremendous feat, delivered in a very short period of time.

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, Seconded by Paul Butler

Approved nem con

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 2019.

Proposed by Paul Harness, Seconded by Garod Barker

Approved by majority (1 Abstention)

C. 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 Jason Oliver, Seconded by David Telford

Approved nem con

D. To note the resignations of Mr. Mike Cope and Mrs. Elizabeth Bailey as Trustees and Directors of the Company, both having ceased employment with member institutions.

Noted

E. To appoint the following:

i) Dean Phillips, having consented to act, as Elected Trustee, as Treasurer and as director of the Company.

Proposed by David Telford, University of Stirling, Seconded by Adrian Ellison, University of West London

Approved by majority (1 Abstention)

ii) Paul Butler, having consented to act, as Elected Trustee, as Honorary Secretary and as director of the Company.

Proposed by Gareth McAleese, Ulster University. Seconded by James Blair, University of Stirling

Approved by majority (1 Abstention)

F. 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:

i) Sarah Cockerill, Coventry University proposed by David Telford, University of Stirling, seconded by Nathalie Czechowski, University of South Wales, receiving 33 votes.
ii) Dr Paul Harness, Lancaster University proposed by Claire Priestley, City University of London, seconded by Heidi Fraser-Krauss, University of York, receiving 29 votes.

A total of 50 votes were cast and no ballot papers were spoilt.

G. 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:

Corporate Information Systems Group (CISG) Gareth McAleese, Ulster University	Proposed by James Smith, Birkbeck, University of London, seconded by James Blair, University of Stirling
Digital Capabilities Group (DCG) Kerry Pinny, University of Warwick	Proposed by Julie Adams, Staffordshire University, seconded by Elaine Swift, University of Worcester
Digital Education Group (DEG) Richard Goodman, Loughborough University	Proposed by Farzana Latif, University of Sheffield, seconded by Julie Voce, City, University of London
Enterprise Architecture (EA) – Community of Practice Lex Wilkinson, Sheffield Hallam University	Proposed by Stephane Pajon, Coventry University, seconded by Karl Walker, University of Exeter
HEIDS Brian Henderson, University of Aberdeen	Proposed by Jonathan Monk, University of Dundee, seconded by David Telford, University of Stirling
Infrastructure Group (IG) Mathew Flower, University of Wolverhampton	Proposed by Joanna Radley, University of Huddersfield, seconded by Guilherme De Sousa, Heriot-Watt University
Leadership Conference Committee (LCC) (Caretaker Chair) Claire Priestly, City University of London	Proposed by David Telford, University of Stirling, seconded by Drew Cook, University of Lincoln.
ucisa London Group Trevor Baxter, King's College London	Proposed by Darren Tysoe, Regents University, seconded by Nick Leake, Kings College, London.
Project and Change Management Group (PCMG) Sally Jorjani, Edinburgh Napier University	Proposed by David Telford, University of Stirling, seconded by Drew Cook, University of Lincoln
Software and Software Procurement Group (SSPG - a subgroup of IG) Tina Pask, University of London	Proposed by Mark Allinson, Edge Hill University, seconded by Robert Silk, University College London
Support Services Group (SSG) Joint chair - Lisa McDonald, University of Edinburgh	Proposed by Tim Ingham, University of Lincoln, seconded by Alistair Reid-Pearson, University of Huddersfield
Support Services Group (SSG) Joint Chair – Andy Scott, Durham University	Proposed by Henrik Brogger, Queen Mary University of London, seconded by Lisa McDonald, University of Edinburgh
Women in Tech (WiT) Lynne Newbitt, Loughborough University	Proposed by Vicky Wilkie, University of York, seconded by Carla Thornley, University of Oxford
Networking Group* David Hayling, University of Kent *members are asked to note the Networking Group are working with the Infrastructure Group to merge the two groups. David Hayling will remain chair of the Networking Group to completion of the merger.*	Proposed by Matthew Flower, University of Wolverhampton, seconded by Mark Franklin, University of Sheffield

Approved by majority (1 Abstention)

H. To receive the Treasurer's Report for the financial year ended 31 December 2019 and summary Budget for the current year ending 31 December 2020.

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

In 2019 ucisa delivered some significant elements of our approved Strategic Plan. In addition to those reported by the Chair highlights Drew include:

- The first phase of our new website went live

- Recruitment and successful appointment of our new CEO Deborah Green to provide additional leadership capacity

- It was mutually agreed that Oxford University could no longer provide the service levels required to deliver ucisa's ambitions to expand membership services and that the service contract should be ended

- Towards the end of 2019 staff transitioned to being directly employed by ucisa and our office moved to Lumen house

- We have also made significant improvements in governance and enhanced our reporting and controls

At the AGM in 2017 and 2018 members approved a budget (£800K) drawn down from reserves to support transformation and to date this activity had utilised £550,000. The programme of work progressing in 2020 will draw on the remaining approved budget.

Detail on expenditure is available in the published audited accounts and he was very happy to report that ucisa remains in good financial health.

The Board takes 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 as at 31st December 2019 were £1,572,761

In commenting on the Group Budget for 2020, the treasurer drew the meetings attention to the following:

At the 2019 AGM the membership approved a deficit budget and were made aware that the Trustees transformation strategy would require a further deficit budget for 2020 in order to deliver a balanced budget for 2021.

The meeting was advised that transformation progress had delivered financially ahead of schedule in several areas and the trustees now proposed is to deliver a balanced budget this year, although they are mindful of the current operational challenges and budget forecasting is under constant review.

Trustees have assessed the risks and current liabilities and continue to maintain levels of reserves to be able to withstand our contractual obligations, financial losses from cancelation of our conference events and the costs of operating the association for a period of approximately 12 months.

I. To approve the increase in subscription fees by 12.5% for 2021

The Treasurer advised that at the AGM last year the Trustees put forward a proposal to increase the subscription by 25% phased over two years - 12.5% this year and a further 12.5% in 2021.

The Trustees did this because they have a duty to maintain the solvency of the Company and Charity in the longer term. As has been set out in the notice calling the meeting, subscriptions had been static for some 10 years and the value of subscription income for ucisa had in consequence fallen by some 45% and that this was unsustainable.

The Treasurer acknowledged that proposing a subscription increase seemed trite in the context of the current extraordinary circumstances the sector was facing but emphasised this was important for ucisa's long term survival.

He explained that the 12.5% increase is very modest, providing the example that for a Jisc Band A, B or C institution, the highest level of subscription costs is £2,88 and therefore a 12.5% increase would add only £360 for 2021.

He stressed the Trustees' belief that ucisa continues to offer excellent value for money, reminding the meeting that membership is institutional with no limit on the number of staff that can have access to ucisa benefits.

He advised that, to offset this small increase and to support members further during these challenging times, Trustees have taken the decision to provide access to ucisa on-line events at no additional costs over and above their subscription.

The trustees therefore recommended the resolution to the members and asked that they support it.

The motion was then put to the meeting
 Proposed by Dean Phillips, Seconded by Darren Tysoe.

Approved nem con

3.   There being no further items of business, the formal meeting was closed.