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Ucisa

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Universities and Colleges Information Systems Association

(the "Company")

ANNUAL GENERAL MEETING - Minutes

The 4th annual general meeting (the "Meeting") of the Company and the 26th annual general meeting of the association was held at noon on 28 March 2019 in the Lomond Suite, EICC, The Exchange, Edinburgh EH3 8EE.

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

Apologies were received from the following members: Mike Cope and David Ford who was represented by David Gillard, as proxy at the Meeting.

- 2) The following Ordinary resolutions were put to the members:

- a) Minutes of the last annual general meeting, AGM 2018, proposed by Drew Cook, seconded by John Cartwright
Approved nem con
- b) Annual audited accounts and the Trustees Report for the year ended 31 December 2018, proposed by Richard Murphy, seconded by Peter O'Rourke, one abstention
Approved nem con
- 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 Peter O'Rourke, seconded by Heidi Fraser-Krauss
Approved new com (one abstention)
- d) To note the following resignations from the Board of Trustees
David Telford and Peter O'Rourke
Noted
- e) To appoint the following:
- i) Drew Cook, having consented to act, as Elected Trustee, as Chairman and as director of the Company, proposed by David Telford, seconded by John Cartwright
Approved nem con
- ii) Adrian Ellison, having consented to act, as Elected Trustee, as Vice Chairman and as director of the Company; proposed by Drew Cook, seconded by John Mayer
Approved nem con
- iii) Dean Phillips, having consented to act, as Elected Trustee, as Treasurer and as director of the Company, proposed by Adrian Ellison, seconded by Nathalie Czechowski
Approved nem con
- iv) Paul Butler, having consented to act, as Elected Trustee, as Honorary Secretary and as director of the Company, proposed by Drew Cook, seconded by Gareth McAleese
Approved nem con

- 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) Claire Priestley, having consented to act, as Elected Trustee, and as director of the Company. *Approved nem con*
 - ii) Liz Bailey, having consented to act, as Elected Trustee, and as director of the Company. *Approved nem con*
- g) Special Interest Groups (SIGs) – the following nominations were received for new appointments to the SIGs for the position of Chair of each SIG as noted below:
 - i) Corporate Information Systems Group (CISG) – Gareth McAleese
 - ii) Leadership Conference Committee (LCC)– Sally Bogg
 - iii) Project and Change Management Group (PCMG) – Sarah Cockrill and Sally Jorjani
 - iv) Support Services Group (SSG) – Alistair Reid-Pearson

3) Treasurer’s Report

- a) The Chair re-ordered the running order of proceedings by inviting the Treasurer to present the Treasurer’s report, 2018.

The Treasurer noted that 2018 was a productive year for ucisa in the journey of transformation which began in November 2017 with the launch of our 5-year Strategic Plan 2018-2022.

The Treasurer provided the background to the financial results for the year ended 2018 reminding the meeting that the strategic plan is being implemented through a programme of transformation in ucisa financed from reserves.

To this end, at AGM 2018 members approved a draw-down from reserves of £550,000 of which, a sum of £400,000 was utilised in 2018 for activities necessary to bring about the transformation required. In 2017, of the £250,000 approved for draw-down from reserves by the members only £155,000 was spent from reserves. The Treasurer referred to the analysis of expenditure on various activities noted in the audited accounts presented to the members.

The Treasurer confirmed that ucisa continues to be in good financial health as the Board takes a cautious approach to the utilisation of ucisa’s reserves. During the year, in addition to routine business as usual activities described in the report, progress was made on:

- i) Governance training for the Board
- ii) Documenting a Risk Summary
- iii) Defining a policy for Investment & Reserves
- iv) Production of collateral of benefit to members, e.g. the VLE Toolkit
- v) Delivering a new website for ucisa

The Board have, so far, prioritised expenditure on member facing activities and are mindful that going forward, investment is required in improving infrastructure to enable quality of delivery as well as compliance with legal obligations, in particular ‘Charity governance, finance and resilience’

Looking ahead – 2019

- vi) Recruitment campaign for a CEO launched
- vii) Completing the transformation
- viii) Investing in infrastructure to fulfil requirements of 'Charity governance, finance and resilience', i.e. back office systems, internal control processes, staff development

In compliance with charity governance, the Board is obliged to maintain adequate liquidity for financial resilience of ucisa. To this end the Board is committed to delivering a balanced budget for 2021 which will require a full review of expenditure in ucisa as well as a modest increase in subscription rates going forward. After a period of 10 years of static subscription rates, the value of subscription income for ucisa had fallen by some 45% in real terms, based on annual inflation figures from the ONS and that this was unsustainable. Members were requested to consider and approve a modest increase of 12.5% in subscriptions for 2020 as part of a phased approach with an anticipated further 12.5% increase necessary in 2021, in recognition of the fact that subscription fees had been held constant since 2009.

Questions were invited from members and answered prior to requesting their approval.

Motion to increase subscriptions by 12.5% to take effect for subscriptions payable in and from January 2020, proposed by David Telford, seconded by Heidi Fraser-Krauss

Approved nem con [3 abstentions]

The formal meeting closed at 12:20pm