

## DRAFT MINUTES

### Annual General Meeting of the Ipswich Gilbert & Sullivan Society - 12 June 2023

**Trustees present:**

**Acting Chair** - Kate Hayhow (KH), David Hayhow (DH), Sara Bucknall (SB), Gwen Haxell (GH), Debbie Rogers (DR), Becca Kirby (BK)

**Start:** 7:30pm

**Close:** 10.04pm

***Note:** order of minutes reflect sequence of discussions - some agenda items were swapped due to flow of questions from members and allowing for break during meeting.*

**1. Apologies for absence:**

David Brunning	Paul Jennings
Louise Cockerill	Greta Kerridge
Ruth Ellis	Pauline Proctor
Angela Fleming-Brown	Stephen Pugh
Mary Hardon	Michael Ross
Sarah Howe	

**2. Minutes of the AGM held on 20 June 2022 - presented by DH**

**a) To approve minutes as true record**

DH summarised minutes from last meeting highlighting aspects. He confirmed that the report for the Charities Commission has been prepared and for point of clarity he informed members that in last AGM minutes it was stated that the Society required a minimum of 7 Trustees. DH confirmed that this figure is in fact 6 and that there may be a maximum of 12. DH stated that Society would ideally like to increase number of Trustees to 8, as previously held, as help was needed to support with workload. Other Trustees joined in asking for more people to come forward and to ask for more information if interested.

[Minutes were approved by Joan Parrish and seconded by Mareth Bassett.](#)

**b) To consider any matters arising therefrom**

No additional items were raised regarding previous minutes however GH did recommend that AGM minutes should be issued to members within 3 months of AGM date as opposed to waiting until next year, thus enabling members to recall more easily what was discussed. SB stated that she would be preparing minutes and would ensure that this occurred.

**3. To adopt the annual statement of accounts - presented by GH**

**4. Financial review - presented by GH**

**Note:** due to order of presentation of information by GH, questions from members and responses provided on items 3 & 4, minutes have been combined to reflect sequence of discussions:

GH provided a summary and presented her review. Key points raised by Treasurer were:

- Whilst membership was lower than in previous years we have not lost our ambition to produce high quality shows.
- GH explained that because we have moved the date that concert subscriptions are due from April to this January it has had the result of inflating income for 2022/23 year and so next year there will be a comparative reduction.
- GH apologised that she had not submitted a claim for gift aid last year due to ill health. Mark Ellis (ME) stated that one of the reasons why the Society chose to be a CIO (Charitable Incorporated Organisation) was so that we could claim gift aid so he asked GH to do so in respect of the previous year's subscriptions. KH asked if this could be done retrospectively and GH confirmed that it could and that she would reclaim.
- In terms of costs and low membership GH said that one option would be to review membership costs and highlighted that based on current numbers of rehearsals each one roughly costs members just of £2 per session and so represents very good value for money compared with other similar organisations and hobbies.
- GH explained that overall our concert model is loss making when comparing income with costs, notwithstanding Sue Wightman's (SW) point that last year we only performed two paid concerts whereas this year it would be 7, of which 6 are chargeable to organisers.
- Further discussion on concerts, and specifically the model, was had later under item 6. GH reminded members that our current constitution does state that we raise money for other charities and so this would need to be considered against any changes.
- Assuming we kept the number of rehearsals the same GH said that we can't save any more money on each one as we are already paying below market rate (based on Trustee research with similar organisations in Aldeburgh, Southend and Ipswich areas) for both Musical Director and Accompanist. In response ME queried and asked if this was the case based on his research on 'Making Music' website where rate information is available, collated from across other organisations. ME stated that the average remuneration for an MD for a Show on Making Music website was £3100. GH confirmed to ME that we have paid our MD £4500 over 2022/23 year in respect of show **and** concert fees & honorarium.

Peter Meredith (PM) asked a question regarding what we charge for concerts and the profit made, questioning if we could look to charge more than the current £300 fee - note, the profit per concert after deduction of fees for MD & Accompanist is approximately £166. This resulted in discussion as to whether we can charge more. SB and SW agreed that based on current quality of performances we didn't consider that we could charge more. Trustees explained that with the concert season to date there have been some really financially successful concerts for some organisers with sell-outs (e.g. Diss) compared to others, such as Bramford, where attendance was low and we still await payment of our fee. Due to such differences it would be hard to raise fees unless higher/increased profitability for organiser was likely. BK confirmed that our first concert raised £1600 net for the organisers after all costs, including ours, were deducted. Based on PM's comments SB did say that an option could be to charge a % of profits however we could win and lose compared to our current model, however it is still an option and Trustees would consider.

Fred James (FJ) asked how many members we had who were paying subscriptions to which GH provided an approximate figure.

*Since the AGM GH has confirmed the following; in 2022-23 we had a total of 32 members, 5 concert only, 12 show only, 15 for both. In 2023-24 we had a total of 30 members, 9 concert only, 6 show only and 15 for both. Membership does vary from year to year.*

ME asked about the IAA (Ipswich Arts Association) and NODA charges and queried why these had increased from £25 to £400 according to the accounts. An action was taken to provide an explanation in relation to this point for inclusion in the draft minutes.

*Response from GH provided after meeting is below:*

*There are several reasons for the apparent jump between NODA and IAA costs in 2022-23 accounts and 2021-2022 accounts.*

- The total shown under this heading was £391, of which £25 was IAA and £366 for NODA*
- The IAA subscription of £25 remains unchanged for the last few years, and this amount is included in accounts for both 2022-23 and 2021-22.*
- The NODA breakdown is £72 NODA subscription for the period, and £294 for the NODA presentation lunch tickets.*
- The NODA presentation lunch tickets ( 7 @ £42 each) were initially paid for (at previous Chairperson's request) from the Ipswich G&S account with the expectation that the cost would be recovered from the attendees. Only £84 was recovered by end of March 2023 and shown in the income section of the accounts balance sheet under NODA. The remaining £210 was recovered in April 2023 and is now in the 2023-24 account under NODA income. On reflection this would have been clearer if the accounts differentiated between subscriptions and the NODA presentation.*
- Of this then, NODA subs paid in April were just £72. (An explanation on the methodology of how this was worked out is below. The account for the previous year (2021-22 ) does not include any NODA subs because the subscription for 2021-22 was paid in the March 2021, and appears in the 2020-21 account.*

*Methodology for NODA subscription charges: each year the NODA subscription is based on the gross ticket revenue for the previous year. It is now paid in April but it used to be paid during the previous year, i.e. in the same accounting year as the show.*

- In February 2022 GH submitted our return to say no gross ticket revenue in April 2021 to March 2022 as we did not perform a show. GH was told by NODA we needed to pay the minimum band A amount of £72 for the year 2022-23. This was paid in April 2022 and shown in the 2022-23 account.*
- In February 2021 GH submitted our return to say no gross ticket revenue in April 2020 to March 2021 as we did not perform a show. NODA said we needed to pay band A rate of £72 for the year 2021-22, but this was paid early, i.e in March 2021. This meant that the account for 2021-22 did not include any payment to NODA, and the payment of £72 appeared in the 2020-21 account.*
- In February 2020 a return was submitted based on the show 2019, and a payment of £163 was paid in December 2019, and appeared in the 2019-20 account.*
- Any gross ticket revenue we take for this year's show (Nov 23) will be used to calculate the NODA subscription for 2024-25 and if we make a profit our subscription could be £185 which we will pay in April 2024.*

ME queried information regarding raffle income as in accounts it was listed as £0 however he was aware that tickets had been sold. BK summarised what had occurred regarding the show raffle, explaining that Trustees had decided not to hold one for The Mikado as due to lack of resource to organise and man at the theatre. There was a view that unless it would be done properly then it should not be done at all. However the previous Chairman had taken it upon them-self to still try and

organise something on the first night of the show using an online solution. Prizes had been donated by Trustees and members. GH had not been involved with raffle arrangements so was unable to provide any more information. Trustees agreed that more information was required in order to explain the raffle income and costs and to that end GH would investigate and report back. This would be reported back at next Trustees meeting and reported back to members in AGM or meeting minutes. SB thanked Rob Rogers for his support with helping to sell and promote the raffle during the interval and between his orchestra role.

*Since the AGM GH has provided a further explanation and update post meeting on the raffle question: having discussed the draw reporting issue on the accounts with the former Chairman, the figure of zero income and expenditure is correct. There was no cost to the Society as all draw prizes were donated. No income had been realised at the time of preparing the accounts as payments were made to the online 3rd party system and this income has not been released to the Society during the 2022-2023 accounting period. Therefore the zero income and expenditure on the draw as shown on the accounts spreadsheet for 2022-23 was correct. Since then GH has arranged for the income to be released by the third party, Raffall, and £69.30 has been paid into the account on 19th June 2023. This will appear in the accounts for 2023-2024. This figure represents income of £77 (77 tickets sold at £1 each) less the commission of £7.70 (10%) taken by Raffall for providing the platform to manage the draw.*

Patrons and income was discussed and GH had explained earlier in her report that she had taken on this work to act as Patron Secretary when the previous post holder resigned without notice. Whilst GH was fulfilling this role at present Trustees still needed someone to step forward and support. SB thanked GH for stepping in at the last minute to do this.

This led to discussions as to whether the Society looks to grow its number of patrons or manage existing numbers, acknowledging the valuable additional income that they kindly provide. GH explained that we would need help to promote and in previous years we had presence at each concert when a former member's spouse kindly helped promote and gather names of those interested. Lucy Pakes (LP) raised the importance of maintaining that contact with Patrons and explained that some had had little or no contact during the last year to know what events were on.

A question was asked by a member regarding how much Patrons pay, how it works and what they get in return. GH summarised the income from them and benefits, whilst small, that they receive.

*Note - since the AGM the Acting Chair, KH, has kindly taken on the role of Patron Secretary.*

LP asked about decision to drop the first night of the show week's performances. GH and SB explained that the cost to hire the theatre on show night (due to paying for theatre staff to be in attendance) is greater than for a rehearsal. So cost modelling was done to see if there would be benefit in having ticket sales over 5 performances as opposed to 6. This assumes that audience who would normally attend on a Tuesday would book on another night as shows have not been sold out. Also there was potential saving in having the orchestra for one less rehearsal. However after discussion it was acknowledged that the fees for our orchestra are low compared to other societies (according to our research) and instead it was agreed to pay the orchestra their existing fee however for one less performance, thus resulting in an increase in their fee for the show.

PM suggested that we look at placing some of our funds into a savings account paying a greater rate of interest and GH said that she will investigate.

Claire Shadbolt (CS) asked about whether we could obtain sponsorship for a front of house banner during show week. SB said that she would investigate as part of sponsorship work.

ME queried the date of the insurance renewal of the 31/10/23, in light of the show week now moving in to 1st week of November, and in response GH confirmed that that was not an issue according to the insurers and that cover would be available for the period of the show.

*Further update on this provided by GH after meeting - GH had discussed with the insurers the issue with show going over 2 separate (renewal) years. They confirmed that so long as we continue with the insurance in 2023 to 2024 our cover is for the whole period from 29 Oct to 4 November, with no extra charge. We have had to increase our cover for property because the set is more valuable than we had previously been insured for.*

Approval of accounts was sought and Lucy Pakes approved and this motion was seconded by Claire Shadbolt. There was also a vote to approve and all those in attendance, with exception of two abstentions, approved the accounts.

Mareth Bassett (MB) raised suggestion of match-funding whereby if the Society contributes £x amount towards expenditure for one of its projects and then a business matches this. SB explained that she had come across this with personal fundraising activity via an employer but not on a charity basis however would investigate.

SB provided update on her fund-raising applications and attempts - this included 3 formal grant applications to Edward Cadbury Trust, National Lottery Heritage Fund and Suffolk Community Foundation. All 3 were unsuccessful and SB considers that this could be due to our level of funds in bank and no specific project in mind. We are in effect looking for funding to bridge losses that we make each year. If we were to have a one-off different project this may be more successful however our other challenge is to demonstrate how much it benefits the community. An observation made is the level of boxes of criteria that the applications need to fulfil if they are to stand a greater chance of success.

In addition to these SB had also sought funding from District and County Council from the councillors' budgets however were informed that this is not something that they wanted to support. SB explained that the support that is available from Waitrose and Tesco was not successful - we did not meet Tesco's criteria and Waitrose requested a letter to be submitted to our local shop and this was done. Despite 3 visits to Waitrose to chase for a response none has been received to date.

**Due to how discussions progressed we moved directly onto agenda item 6.**

## **6. Concert programme for 2024**

### **Concert model**

Discussion on concerts took place and SW said that 8 was too many this season. Also SW commented that she hasn't belonged to an organisation before where they had this hybrid model of shows and charity concerts. In view of the need to increase profits SW suggested a staged concert, across 2 or 3 consecutive nights, of a show, possibly based on a Victorian parlour room type of set-up. SW commented that there would be a saving on fees for her and accompanist with fewer performance nights over the concert season as opposed to e.g. 8 concerts as we had this year. ME suggested a semi-staged performance of a musical.

In order to gauge appetite from members a non-binding show of hands was asked for in response to idea of not continuing with our existing concert model and instead doing a condensed stage performance over consecutive nights, with content to be agreed. The idea was positively received and consensus was that we should pursue this. ME suggested an Extraordinary General Meeting in September to firm up this change in direction for the Society. Joan Parish (JP) stated that we needed

to be mindful of performing rights when we choose repertoire for these concerts. The Trustees in conjunction with the MD will therefore consider options and format.

View was that we would still consider keeping our annual booking for the Felixstowe concert for the Rotary Club as this has been a regular booking for many years.

MB asked if we will continue with Ipswich Music as a way to promote the Society and Trustees confirmed that we would.

BK suggested that we could look to work with local charities when we perform concerts in order to maintain the 'fundraising for others' element of our constitution. BK gave the example of a recent performance of a play in Woodbridge where a collection was made each night to raise funds for a cause.

## **Membership**

Regarding increasing membership SW said that if everyone could introduce just one new member then we would double our membership, and SW also commented that she had introduced several new members to the Society. A greater push was needed on this and SB confirmed that we have added it as a specific agenda item for July's Trustee's meeting.

On membership, MB suggested a workshop idea and also possibly a Come and Sing, as we have done in the past. SB said that we could use our same venue that we use for rehearsals if we wanted to keep costs down and JP agreed that this was a good idea.

Clive Bradley (CB) raised idea of us performing at Suffolk One in their auditorium and also Woodbridge School in an attempt to increase awareness of the Society and potentially get new members. There may be the possibility of us working together on joint projects. MB also mentioned Thomas Mills School in Framlingham as an option too. The Trustees agreed that this would be an idea for us to pursue.

CB asked if our repertoire should be changed from SATB voice parts to SAB as more choirs are moving to this model due to problem of lack of tenors.

**In change to order due to need for a break items 8 and 5 were swapped.**

## **8. Election of Trustees**

DH explained which Trustees had retired and who were up for re-election. KH wanted to minute her thanks on behalf of the Society to Louise Cockerill for all of her hard work over the years on marketing and publicity activity.

FJ discussed the number of Trustees due for re-election this year and the risk we have with all or the majority being due at the same time. To reduce this risk in previous years half of the Trustees would be due to retire at any one time. Whilst this was sensible DH explained that we were in this position due to the timing of previous changes in Trustee composition.

FJ referenced point 13.1 of the constitution, i.e. that at the AGM half the trustees must retire, those retiring are co-opted trustees and those who have served for longest. All the trustees who have equal "seniority" as the longest serving must retire at the same time.

DH read out nominations for DR, GW, SB, BK and KH and all were approved by all members with exception of one abstention against each vote.

<b>Trustee</b>	<b>Proposer</b>	<b>Seconder</b>
Becca Kirby	David Hayhow	Kate Hayhow
Kate Hayhow	Gwen Haxell	Debbie Rogers
Debbie Rogers	David Hayhow	Kate Hayhow
Gwen Haxell	David Hayhow	Kate Hayhow
Sara Bucknall	David Hayhow	Kate Hayhow

## **BREAK**

### **5. To Adopt the Annual Trustees Report**

DH presented the annual report and explained that this would then be submitted to the Charities Commission. DH summarised key aspects, pulling out objectives and activities over the last year.

The topic of the show dates for 2023 was discussed and specifically the confusion over the week. DH gave background to the misunderstanding and fact that we normally have the second week of half-term and SB said the learning here is that we should not assume when this is and always state dates required.

In respect of the Charities Commission report, an earlier identified error in the financial information detailed had not been corrected on the version circulated to members. It was agreed that the report needed correcting, spellchecked and reviewed again by Trustees before submission.

ME asked whether the Society had any safeguarding policies. In response SB confirmed that we did and that all current policies would be attached with the AGM minutes and then moving forward with all future AGM papers.

### **7. Selection of show for 2024**

Three suggestions were tabled for consideration:

- Iolanthe
- Patience
- Yeoman of the Guard

James Hayward (JH) and SW would like to perform Yeoman. ME raised concerns over lack of male chorus available at present to perform this. The need for marketing was mentioned to both promote show but also to importantly increase membership. In terms of recruitment SW said that she can't really see any evidence that we are attempting to do this and explained how she had personally taken flyers to events by other groups that she attended in order to promote the Society. This then linked to the point that had been made earlier about Suffolk One and promotion work.

LP suggested a two-year show plan and could we do Yeoman in 2025 thus giving us time to make people aware and potentially increase membership in the meantime.

CB said that he had been promoting the Society at Ipswich Arts events but also explained that there wouldn't be a chance of getting members from Ipswich Choral Society as it's their 200th Anniversary in 2024 so members would be occupied with their busy calendar of events.

A non-binding expression of interest from the membership was sought regarding the show plan and based on a vote the view was to perform Iolanthe in 2024 and Yeoman in 2025.

## **9. To consider any proposals received**

None received.

## **10. Any other business**

ME raised his concerns regarding governance matters. These were:

- Absence of minutes being taken for 2023 meetings to date and latter part of 2022.
- Fact that calling notice for the AGM was not issued to members in the required 14 days, instead with only 7 days being provided.
- Lack of transparency and concerns over decision making by trustees with some decisions not being known by members or even some trustees.
- His personal experience and concerns over how the trustees addressed and reacted to a recent issue, resulting in him feeling that we didn't consider the welfare or care for our members.

In response SB assured those present that minutes had been taken however had not been issued for the period in question due to delays in approval due to amendments. To remedy this all those minutes concerned would be issued to members in bulk after the AGM. Moving forward SB explained that she is preparing the minutes and that these would be issued in a timely manner following approval at each subsequent trustee meeting.

*(Note - since the AGM previous minutes available were issued in bulk by the Membership Secretary on 24/07/23).*

With regard to the AGM notice DH considered that adequate notice had been given based on earlier communication of the AGM. However once it was identified that the earlier notice was not formal KH agreed that the 14 day notice period would be provided in 2024.

In terms of decisions being made outside of the trustee group SB reiterated the decision regarding the raffle, and the fact that this had been made without agreement of other trustees, however if there were other examples please could ME, and others, bring them to our attention.

With regard to member welfare SB took opportunity to publicly repeat her apology to ME regarding a recent matter in terms of how it was handled and how he felt. SB also explained that a lot of work goes on behind the scenes between trustees to consider welfare of our members, with us reaching out individually to others. However this recent incident may have highlighted shortcomings in our welfare practices, such as identification and then handling of problems. To that end SB asked ME if he would help us bridge this gap by rejoining as a trustee with a focus on welfare of our members. ME thanked SB for her *(repeated)* apology and said that he would consider this request.

To close, the Trustees summarised some anonymous feedback received from some members before the meeting. Some of these were similar to points already discussed during the meeting however to ensure that they are captured and given due consideration they would be reviewed at the next trustees' meeting.

**Meeting closed at 10:04pm**

**Minutes and actions - prepared by SB.**



### **Actions (to be added to decisions and action tracker by SB)**

Action 1 - GH to claim gift aid in respect of subscriptions for financial year 2022/23 as well as future years, as has been the case before now.

Action 2 - GH will investigate savings accounts available to the Society paying more interest.

Action 3 - SB to investigate possible sponsorship for the show in return for a banner being displayed in foyer during show week.

Action 4 - SB to investigate matching funding idea with local businesses towards our expenditure for our show, concerts or future projects.

Action 5 - BK look to see what charities we could fundraise for as part of our performances where we are looking to raise funds on our behalf as well. Perhaps look to tie in with match funding and sponsorship work to encourage businesses to support us.

Action 6 - Trustees to change concert model for next year and instead look to perform other material perhaps with experts or concert version of a show. Dates, venues, content and availability of MD etc will need to be sought, plus content and availability of members confirmed. **Will we need an EGM to formalise this decision?**

Action 7 - Trustees to investigate collaboration with local schools and also potentially using their venues for performances to increase awareness of Society and potentially membership. Suffolk One, Woodbridge School, Thomas Mills suggested.

Action 8 - Trustees' report to be corrected before submission to Charities Commission.

Action 9 - SB to attach approved policies to AGM minutes and moving forward these should accompany future AGM documentation information. The current policies are:

- Data Protection
- Equal Opportunities
- Health & Safety
- Safeguarding

Action 10 - Chair of Trustees to ensure that required notice of AGM is providing for 2024 and subsequent years.

Action 11 - Trustees to bring any additional comments, submitted by members and not covered at AGM, to next meeting for consideration.