



# Annual General Meeting Minutes

**27 March 2012 – University of York  
Chair – Paul Cross (PC)**

A copy of the presentation and papers can be found at [http://www.eauc.org.uk/eauc\\_governance](http://www.eauc.org.uk/eauc_governance).

## **1. Welcome and Apologies**

The Chair welcomed Members to the AGM and outlined the improvements made to the format of the AGM to improve transparency and clarity. Each table has a member of the Board, a Member Advisory Council representative and a staff member where possible, ensuring the links between the groups are closer together. The second change made is to use the services of Electoral Reform Services who are the UK's leading independent ballot supervisor and expert in the administration of electronic voting. They provide a very reasonably priced service (£500) to the charity sector for this purpose. In order to ensure the voting is undertaken transparently and fairly there is a scrutiner from ERS. ERS registered all those physically present and assigned voting cards for those eligible to vote – i.e. one representative from an Educational Member and verify if they have already cast a vote online. Only those with voting cards will be counted and added to the online votes. ERS will then combine the votes and confirm the results which will be announced at the end of the meeting.

Apologies received from Helen Manns, Northumbria University; Katrina Henderson, Cardiff University; Andrew Walker, Aberystwyth University; Richard Maxwell, Bristol Old Vic Theatre School; Roger Bond, University of East Anglia.

Any other business was to be raised prior to the meeting and none has been raised. In light of the recent communications regarding changes to Membership the Chair took the opportunity to amend the agenda slightly to ensure there is space and opportunity for discussion on this matter and therefore item 5 on the 5 year strategy discussion will not be covered. Other avenues for Member involvement in the 5 year strategy through the MAC, Communities of Practice and Regional groups will be used.

## **2. Approval of Minutes of 2011 AGM**

The minutes were approved.

## **3. Resolution Paper AGM12-01 – Election of Board Members who will act as Company Directors and Charity Trustees**

As well as fulfilling a governance and oversight role, EAUC's trustees agree the strategy and priorities of the association. Due to two trustees (Paul Cross and Neil Smith) stepping down as of today there are two vacancies to fill on the Board of Trustees. The Board undertake a skills gap analysis of what is required to ensure the Board remains a balanced strategic group with relevant experience to bring to the governance of the organisation. The Board are particularly looking for the following skills and specifically look for out of sector experience as we value a broader perspective this brings: The Board are looking for director and senior management level ideally with previous board experience and specifically looking for Strategic or

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Policy expertise, a Sustainability professional or a Human Resources professional. Further details of this process are included in the AGM papers for information.

The Board asked for nominations in January and received 3 applications. The Board has agreed that a recommendation to the Membership is not required on this occasion. We have asked all key contacts or the appointed representative for Member institutions to vote online using the ERS secure site for the past two weeks. Voting closed on Friday 23<sup>rd</sup> March and will be added to the physical vote today. Only those who have been issued with a voting card are eligible to vote and will be counted. PC asked those eligible to complete their polling card and ERS collected them. The voting results will be announced at the end of the meeting once all votes have been verified which is being undertaken by Adrian Wilkins, the scrutiniser from ERS. The two with the highest majority will be appointed as of today as trustees. No questions were raised.

#### 4. Review of the Year

PC handed over to Iain Patton (IP), CEO to go through the Annual Trustee Report. IP highlighted the activities of the year which included:

- Establishing the Member Advisory Council;
- Community of Practices in Carbon Intensive Research Universities and Colleges and Promoting Positive Attitudes with a Green ICT being launched soon; Over 1300 Members are active in these groups;
- Developing regional groups in Scotland, Wales, South East and South Coast and new Midlands groups coming soon;
- Developing webinar training and e-based learning with more to come;
- Launching Learning in Future Environments (LiFE) with 17 institutions signed up to date and launched in Australasia in February;
- 100% sign up to Universities and Colleges Climate Commitment in Scotland (UCCCfS)
- Completed projects – Green Impact which is growing strong under the NUS and Suste-Tech which the legacy will be the Green ICT Community of Practice
- LSIS work included 4 cohorts of the Leaders of the Future programme which uses Members to develop the programme and highlight their skills and experiences
- International – with a collaboration of organisations from Australasia, France, USA, China, Korea, Spain and Africa contributing to the consultation on Rio which makes Members voices bigger and louder.
- Green Gown Awards – continuing to grow and the learning from the Awards needs to be developed
- Company Membership – Corporate Relationship Manager, Iain Boyd, started in the summer and we vet and approve all companies to ensure we work together to benefit Educational and Company Members to share expertise, knowledge and resources.
- Advocacy and consultations – Members are represented on the majority of every board or group that exists within the sector relating to sustainability, providing a greater voice for Members. We need the help of Members to feed into consultations to show a more powerful voice as the EAUC is known as being representative of the sector.

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IP handed over to Neil Scott (NS), Chief Finance Officer at University of Hull and Treasurer to provide an overview of the Annual Accounts. NS highlighted the following areas:

- 2011 accounts are our 8<sup>th</sup> year of audited accounts
- In 2011 we made a loss of £90k. Income was £116k lower than expected and this was balanced with a reduced expenditure by £89k. Reasons for the loss included a 3 year adjustment on VAT liability of £55k, poor CPD attendance and less than projected from the corporate sector.
- 2012 budget setting process was highlighted and the critical need to ensure we have sustainable finances. We continue to diversify our income through Membership, conference, CPD, consultancy and corporate sponsorship. The Audit Sub-Committee (chaired by the Treasurer) reviewed the current finances and the risks and researched into options which were presented to the Audit Sub-Committee and a proposal presented to the Board which was approved. The Board consulted the MAC on the communication of the changes.
- It is critical to be financially sustainable long term. The EAUC run a tight ship and we have to ensure income meets expenditure as a minimum. The Audit Sub-Committee looked into the options of a fee increase of £650 but this still made a loss.
- We are a charity and any surplus goes back into the charity to benefit Members. If we continue to make a loss we will have to close down. Membership income accounts for less than one third of income. Structural changes such as mergers in the sector also provide more pressure on our budgets which we have to account for.

## 5. Future Plans

IP highlighted the future plans for the EAUC which included:

- More Community of Practice groups such as Green ICT, Waste, Procurement, Energy and Leadership
- More Regional groups
- Online CPD – with a new e-learning package being launched soon which will be free to Members for induction and green champion training.
- Sustainability Exchange – a collaboration of all UK sector bodies committed to bring resources on sustainability together which crosses over into leaders, estates, finance and students. We are looking for volunteers for testing and will be involving the MAC.
- International work and working together for a global reporting mechanism
- Growing the dissemination of the Green Gown Awards
- Leadership – we are starting to get noticed by leaders but there is a long way to go
- Linking all of the EAUC activities through the four frameworks of
  - Partnership and Engagement
  - Leadership and Governance
  - Learning, Teaching and Research
  - Estates and Operations
- Fifth framework is the skills required to achieve these. Membership and supporting Members is at the heart of all we do.
- 5 year strategy – we will be talking to Members and stakeholders and how we can respond to your career and professional needs
- Background – We took a big step in 2005 and kept Member fees down as we needed to prove ourselves and for the right reasons. The recession came and it was a sensitive time to raise fees so we subsidised fees through project funding and corporate income. Yet this is a high risk approach and we

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are here for the long run and need to be financially sustainable. The Board are made of Members and are elected by Members. The Board made the long hard decision for a viable future.

- Membership survey showed that the one membership for all model was preferred yet this brings costs.
- Value – we have been undervaluing Membership for too long and we accept criticism on the lack of consultation and admit we could have done this better. The Board looked at the data, needed to implement risk mitigation and came to this bold decision so we are here for the long term.

The floor was open to questions and comments. Below is a summary of these:

Steve Marsden, University Campus Suffolk – How can we be confident of the finances in the future and can you be more transparent? NS responded – The Board is reacting to rapidly changing environment. We are reacting to changes so we can support Members and need to take this action. The Board undertake close monitoring of finances and the diversification of income shows a low risk approach. This ensures we are financially sustainable in the long term.

Nick Hillard, University of Warwick – If making a loss why not making cuts? Could we get support from other sector bodies such as UUK, AUDE, BUFDG? NS responded - Expenditure was reduced by £89k in 2011. The alternative is to make more cuts which would result in cuts to services which was not considered an option.

Mark Warner, Leeds Metropolitan University – Other organisations are looking into amalgamating under one body for one fee. The last time Member fees were increased institutions were not in the same position of reduced budgets – what guarantee that we will not ask Members to bail out. Staffing costs are over ambitious and other organisations run on less staff. Need a slighter increase. IP responded – we have 6.8 full time equivalent staff, other staff are project funded. One option was to reduce staff but we would still need to increase fees with a reduced service which was not considered viable.

Peter Smith, Borders College – What is the budget for next year and how does this affect the surplus and reserves? How does the Corporate Relationship Manager investment match to the income generation? Potential cost reduction.

Helen Cutts, Wigan and Leigh College – How can you encourage colleges to join at that rate?

David Somervell, University of Edinburgh – At the MAC meeting asked for resources to be open access to all. Can we ask the Board to consider the levels for FE colleges. It is good value for Edinburgh but is harder for smaller institutions. Do not come back with fait accompli. IP responded that better Resource access was built into the forthcoming Sustainability Exchange plan.

Victoria Hands, Kingston University (Member of LUEG and MAC) – Need more transparency. Hard for smaller colleges and need to see financial strategy. Need to show business case to managers. NS responded – The rise gets us to breakeven in 2012 and Membership still is only 50% of all income generated.

Esin Esat, Bedford College – request for additional band for small colleges. Di Dale responded confirming the comments regarding colleges were valid.

The Board will consider and reflect on these comments and feedback will be given to Members.

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## 6. Vote Results

Robert Bellfield (RB), Principal of Craven College was announced as the new Chair of the Board. RB thanked Paul Cross and Neil Smith for their time on the Board as Trustees. RB announced the results of the voting as:

<b>Candidate</b>	<b>Votes cast for</b>
Roger Bond	49
Marie May	60
Richard Maxwell	38

Therefore Roger Bond and Marie May will be elected as Trustees and Directors as of today.

## 7. Close

RB thanked all for attending and if any further questions or comments the Board are available after the meeting and during the coffee break and please do engage with them and the MAC.

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