

The Environmental Association for Universities and Colleges (EAUC)

Annual General Meeting

12th April 2011
University of York
Chair – Paul Cross, Chair of the Board



Minutes

The Chair introduced the Board and their responsibilities: Paul Cross as Chair of the Board and sits on the People & Performance Sub-Committee as well as the HEFCE SD Group and the AUDE SD Group; Neil Scott as Treasurer and Chair of the Audit Sub-Committee; Neil Smith sits on the HEEAF group; Fraser Lovie as Chair of the Scotland Branch and sits on the People & Performance Sub-Committee; Harriet Sjerps-Jones as Chair of the Membership Advisory Council and sits on the People & Performance Sub-Committee; Diane Dale as a Board member; Georgiana Weatherill as Chair of the People & Performance Sub-Committee & sits on the Audit Sub-Committee; Robert Bellfield sits on the Audit Sub-Committee; Helen Manns sits on the Audit Sub-Committee and Fiona Goodwin is the Company Secretary. The Chair confirmed that the Board meet four times a year and meet via video conference were possible.

1. Apologies

Apologies were noted from Lee Probert (Hull College).

2. Minutes of 2010 AGM

The minutes were approved.

3. Matters Arising

There were no matters arising.

4. 2010 Annual Report / Report of the Trustees and Financial Statements

The Chair presented the Trustee Report and Financial Statement. A copy of the Trustee Report and Financial Statements can be found on the EAUC website at:

http://www.eauc.org.uk/eauc_governance.

Highlights of the Annual Report were the new Vision, Mission and Values of the organisation. The Chair commented that the values are to help guide the Board to make decisions. It was noted how wide the breadth of membership is and how this highlights that sustainability is being embedded within the sector.

The Chair confirmed that there were currently no vacancies on the Board and confirmed that in future all applications received will go to vote by Members. The Member Advisory Council (MAC) will help with clarifying this process.

The Chair highlighted the increase in membership and particularly the growth in Further Education. The value of membership was also noted with increased value as contacts within member institutions continues to grow. Other highlights noted were:

- Working with Staffordshire University on the Sustainability Exchange project funded by HEFCE LGM Grant
- Improvements within our Member communications such as earth and enews

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- Continuing Professional Development (CPD) and how we are looking at future developments into virtual options
- Working more closely with strategic partners
- International partnerships with ACTS and AASHE

The Treasurer, Neil Scott, presented the Financial Statements. It was noted that a small loss was made in the year. The increase in income was largely due to restricted funded projects. NSc noted that the Board takes prudence with the surplus and confirmed the reserves are approximately £45,000 and therefore the surplus exceeds this. NSc confirmed that the Audit Sub-Committee produces a risk register and monthly reports to show financial cashflow to ensure probity and good financial management.

5. Changes to Articles – Special Resolution Paper AGM11-01

The Chair outlined the Special Resolution Papers. The Chair confirmed that the changes went through an extensive Member consultation prior to the AGM. The voting guidelines were presented on screen and the Chair confirmed that 75% of votes were required to pass the changes.

Vote 1: Change of Definition

It was voted to accept the new definition to include the Learning & Skills Sector. The voting results were:

- | | |
|-----------------------|-------------|
| • In favour | 29 |
| • Against | 0 |
| • Overall % in favour | 100% |
| • Result | Carried |

Vote 2: Inclusion of CEO as Trustee

A question was raised on measures of dealing with conflict of interests. The Chair confirmed that the CEO would leave the meeting when such issues discussed and does not have a vote on such issues. It was also confirmed that the CEO is not allowed to sit on the Audit or People & Performance Sub-Committees. The Chair confirmed that any conflict of interest is to be declared by any Trustee and the minutes of Board meetings are available on the EAUC website. It was confirmed that the CEO could not be Chair of the Board as the role of the Chair of the Board is to line manage the CEO. Voting results: 29 in Favour, 2 against. There were questions on who was allowed to vote and who was counted. FG collated all attendance sheets and confirmed that only one Educational Member per institution was allowed to vote and that any Company Members or Strategic Partners were not included in the vote. Following the vote there was confusion over abstentions (of which there were 9). The Chair called that the vote did not carry as abstentions were included in the calculation of the percentage of votes (72.5% in favour).

POST MEETING AMENDMENT

To ensure we are clear and robust in our dealings at the AGM, we have sought legal advice on the matter from our lawyers, Anthony Collins Solicitors LLP. They have advised us that an abstention should be counted as neither a vote 'for' nor 'against' a proposal and therefore any abstentions are **not** to be included in the count of votes. With this clarification we regret to inform you that an incorrect vote was recorded at the AGM.

This means that the outcome of vote number 2, the proposal to include the Chief Executive of the EAUC as a member of the EAUC Board, will be changed. This was incorrectly recorded as a 'no vote' as the abstentions were included incorrectly into the overall percentage.

To confirm, the results for vote number 2 are as follows:

- In favour 29
- Against 2
- Overall % in favour **93.5%**
- Result Carried

Vote 3: Inclusion of up to 3 out of sector Trustees

There were concerns raised on the selection criteria. The Chair confirmed that it would be a public request for applications and all votes would go to Members and the Board may recommend against skills gap analysis on the Board. Concerns on the balance of the Board that 3 out of the 9 Trustees could be out of sector was too much. It was suggested that such people could attend in an advisory capacity. The voting results were:

- In favour 22
- Against 9
- Overall % in favour **70.96%**
- Result Not Carried

Vote 4: Inclusion of Functions of the Board & Chair & Regional groups

Voting results were:

- In favour 40
- Against 0
- Overall % in favour **100%**
- Result Carried

Vote 5: All other changes as required by Company Law and best practice

Voting results were:

- In favour 42
- Against 0
- Overall % in favour **100%**
- Result Carried

6. EAUC – Future Thinking & Launch of Membership Advisory Council

Iain Patton, CEO, presented the future thinking of the organisation and highlighted lobbying on behalf of Members as a focus. Harriet Sjerps-Jones, Chair of the Membership Advisory Council (MAC), launched the MAC and directed Members to further information at the end of the AGM and encouraged all to sign up in the Exhibition Centre to register their interest.

7. Next AGM & Conference

The dates and venue are yet to be confirmed and Members will be notified as soon as they are.

8. Any Other Business

It was asked which bank the EAUC use and what interest rate they achieve. FG confirmed that the EAUC use the Co-operative Bank and will confirm the interest rate.

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POST MEETING NOTE

The interest rate on the current account is 0.25% and on the 14 day account is 0.15%.

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