

THE ROYAL SOCIETY FOR THE ENCOURAGEMENT OF ARTS, MANUFACTURES AND COMMERCE

255th Annual General Meeting minutes

Wednesday 7th October 2009

Gerry Acher, Chairman of the Trustee Board opened the 255th Annual General Meeting held at the Society's house and welcomed everyone present.

1. Apologies

Pamela Taylor; David McCoy; Susan Steele; David Young

2. Minutes of the 254th Annual General Meeting

The minutes from the 254th Annual General Meeting held on Tuesday 7th October 2008 were confirmed as a true record.

3. Matters arising

Donnachadh McCarthy, FRSA asked at the 254th General Meeting if the RSA would consider conducting an Environmental Audit, the matter was raised for response again. Stephen King informed members that the RSA has not conducted an Environmental Audit this year and that it will consider doing so over the next year.

4. Presentation of the Annual report from the Board of Trustees

The Chairman opened proceedings by introducing the panel to the members present. Stephen King, Chief Operating Officer, RSA, Matthew Taylor, Chief Executive, RSA, Luke Johnson, currently Deputy Chair moving to Chairman with the concurrence of this AGM and Philip Goldenberg, Treasurer.

The Chairman updated members of the continued changes within the RSA. Despite the current economic situation the outcomes have been good. Of course, the RSA have faced many challenges this year but have managed to move forward even with the downturn, which is a credit to the RSA team.

The RSA Governance has had significant changes proposed and adopted throughout the latter part of the year. The Advisory Council has been revisited and a new Fellowship Council has been proposed. The Council's remit is to become an active body to empower Fellowship.

The Academy has had a successful year, all timelines and budgets were adhered to and the renovations went ahead without delay. The Academy has seen an improvement in overall standards using the Opening Minds curriculum and the non attendance rate has reduced considerably. The House has had a good level of activity and Fellowship numbers have increased which is attributable to the fantastic teams at the RSA who always manage to deliver results.

The Chairman concluded that overall, this year has seen a pleasing result. More work will ensue regarding the rebranding exercise currently in consulting stages. The Projects portfolio is sure to develop under Luke's chairmanship and another exciting year lies ahead for the RSA.

The Chairman thanked all the Trustees for their continued dedication and support for the RSA and invited Matthew Taylor, Chief Executive to say a few words.

Matthew Taylor reiterated some points made by the Chairman, he informed the members that the Fellowship rate is good, which is due to effective recruitment made by the department. He has

received overwhelmingly positive feedback relating to the lecture programme and Journals produced. The lecture programme in particular has been going from strength to strength with presentations from leading public figures i.e. Tony Blair and David Cameron. The videos and podcasts on the website are downloaded on average 118,000 times per month.

Matthew Taylor updated members on the programme of projects. Projects have had a good year, the Tomorrow's Investor project has been endorsed by all 3 Parties, the Drug Commission is at the 2nd stage of research and the Connected Communities, which is looking at bridging the gap between individuals and organisations' is off to an excellent start.

Matthew Taylor concluded that the RSA Strategy is as follows; the House is to continue to be a huge source of income for the RSA but will adopt the values of the RSA. Within the Projects portfolio the aim is to raise the profile of research and to ensure that all ideas go to the central idea. External Affairs will remain a platform for ideas and the RSA will make sure all speakers are related to the RSA's strategy. Fellowship will guide the new Fellowship Council to help support them in their ideas and initiatives making the RSA an organisation for the 21st century.

5. Presentation and consideration of the Financial Statements for the 255th Session

Philip Goldenberg, Treasurer presented the Financial Statements for the year ended 31st March 2009. He informed members that the summarised information was included on pages 33-45 of the Trustees' Annual report, which was handed to all delegates on arrival and has been available for review on the website for some time.

He informed members that over the last three years, a deficit on the core business of £700k became first a surplus of the same amount, and this year a surplus of £600k. Expenses have been well controlled this year and are £200k less than last year. As a result of the economic downturn our overall income has decreased from £9m to £8.7m.

Philip Goldenberg continued to comment on the three non-core items; in 2007/8 the contribution to fund the RSA Academy, offloading our pension scheme liabilities and unrealised investment losses tipped a surplus on our core business of £700k into a deficit of £600k. This year's investment loss, to 31 March 2009, was £1.9m, (although the portfolio has since regained £1.5m of the loss). The portfolio is managed by Cazenove Capital Management. Philip informed the members that whilst their performance has been entirely acceptable, as a matter of good process, the RSA are currently inviting bids for the portfolio management from six set of managers, including Cazenove.

On the basis of five months' management accounts, our preliminary forecast for the current year is for a reduced surplus on that core business of £200k, and that is after revising down our expectations for the House given the continuing downturn and anticipated slow pace of recovery.

Philip Goldenberg thanked Pamela Taylor, Treasurer, who stepped down from her position on the Trustee Board and as Chair of the AR&G Committee today. He thanked her for her tremendous work with the society. He also extended his thanks to Jennie Mills and Peter Wyman, the two external members of the AR&G Committee, for their wise and invaluable counsel in this very important area. He also thanked Stephen King and David Hampton for all the work they have done to improve and sharpen the Society's financial management.

Questions

1. Please define Tangible Fixed Assets? I think it understates the value of the House and Antiques the RSA are in possession of?

Dr Richard Melville Ballerand, FRSA

This matter was settled after a discussion which continued after the AGM. The RSA have taken guidance in this field from haysmcintyre.

2. Staffing costs seem to have increased in the area of employees earning over £50K – Are we in danger of becoming top heavy?

Lopa Patel, FRSA

For most of last year we were operating under-complement so the comparisons can be misleading. Within the last financial year the following executive roles were filled: Chief Operating Officer, Director of Fellowship, Director of External Affairs and Development Director.

3. Have the RSA considered producing merchandise to contribute to the overall funding of the Society?

Yvonne Craig, FRSA

Previous attempts have been made and weren't necessarily successful – despite the great designers we commissioned. Having said that is not something we wouldn't consider again.

4. As the regions are expanding and having more events, for example the South Central region has gone from having 9 events a year to 50 – could the RSA Head Office support us more with literature and banners etc?

Greg Slay, FRSA

We have increased our resources and have expanded the Fellowship networks support to a team of 5. We have discussed, pending sign off, allocating a small amount of money next year to help support regional initiatives and to have a more activity based funding model whereas at present money is allocated depending on the number of Fellows within that region.

It is important that all funding, however, does go towards charitable activities and to Fellowship initiatives that are making a difference to that region.

5. How many people here are from outside of London? In future can I suggest maybe keeping a register? Also, although I appreciate the work being done within 'regions' I'd like to work with other people outside of my region. I do think it is a shame that the RSA is still London-centric.

Hilary Burrage, FRSA

We would like to encourage people to work within communities of interest and communities of expertise. We also lend our name to various events that happen outside of London, for example: The Birmingham Book Festival, the RSA Academy and we constantly seek to engage Fellows around the country to get involved in these events and we do hope that over the next year we have more and more initiatives like these that the RSA can support. More and more of the RSA projects research takes place outside London for example our drugs project research is taking place in West Sussex and again we try to engage Fellows as much as we can.

All questions were answered by Matthew Taylor, Chief Executive Stephen King, COO, Philip Goldenberg, Treasurer and Gerry Acher, Chairman

6. To approve the resolution that the Society's existing Bye-laws should be replaced in their entirety by the new Bye-laws presented to this meeting and signed for identification by the Chair thereof ('the new Bye-laws'); and that the Board of the Society shall be made up of the persons falling within Bye-law 5.2 of the new Bye-laws, including Fellows previously elected and not due to retire, provided that at the 2009 AGM there will be no additional Fellows elected to the Board.

The Society received 117 proxy votes, 108 voted to approve the Bye-laws changes, 1 disapproval and 9 Fellows appointed Luke Johnson as their proxy.

Every member present voted to approve the new Bye-laws, which were consequently signed for identification by the Chair.

7. Consideration of the election of Luke Johnson as Chair.

The members present voted in favour of the election of Luke Johnson as Chair. Gerry Acher presented the Chairman's Badge to Luke Johnson.

Luke Johnson presented an honorary Life Fellowship award to Gerry Acher to recognise his important work with the RSA.

8. Consideration of the election of Richard Best as Treasurer.

The members present voted in favour of the election of Richard Best as Treasurer. Richard Best will also chair the AR&G Committee.

9. To note the co-option of Stephen Lambert and Hanif Virji as Trustees.

The members present were asked to note the co-option of Stephen Lambert and Hanif Virji. This did not require the concurrence of the AGM.

10. AOB.

There being no further business, the Chairman thanked all present for their attendance, declared the meeting closed and invited those present to Luke Johnson's first inaugural Lecture on "The Importance of Invention".