



Kensington and Chelsea Social Council's Annual General Meeting

Minutes of the 22 October 2019
10.00am to 11.05am

1. Welcome – CEO, KCSC

Angela Spence (Chief Executive Officer, KCSC) welcomed everyone to the meeting and for coming to hear about KCSC's past year and future plans. She drew attention to the Annual Report 2018/2019 a full copy of which was available on the organisation's website and few copies of which were available at the meeting. Also provided in the packs was a summary of last year's activities as well as the full copy of the Statement of Financial Accounts.

Angela outlined the programme for the meeting which would start with a summary of activities for the past year followed by the formal AGM.

2. KCSC's Work 2018-19

Angela Spence (AS) was pleased to announce that in 2020 it would be 60 years since the founding of Notting Hill Social Council and KCSC would be celebrating. She went on to outline activities over the preceding year followed by the role of the Social Council in bringing the voluntary sector together through a range of forums, providing a mechanism for discussion and feedback. Also work on the health agenda in partnership with the NHS in particular the social prescribing programme element of 'My Care My Way' for the over 65s, referring to the voluntary sector, and the Community Living Well Health programme for the delivery of mental health well-being services. Priorities for 2019/20 included continuing community development work, voluntary sector training and development and engaging new and emerging groups, particularly in the light of Grenfell. Policy shaping and improvements to the website will improve how information reaches stakeholders and create a two way dialogue. AS invited feedback on the work of KCSC as part of continuing improvement.

Joe Batty (JB) (Senior Community Development and Engagement Officer) outlined his work over the past year which included more than 170 meetings with statutory agencies and informal groups which he considered a privilege and he hoped to continue to be involved in trust building, particularly given the difficult times. JB stated that his aim was to inform statutory agencies of what was happening at ground level, putting forward ideas for change and for KCSC to remain an organisation that retains the trust of the community. He outlined his work with the Grenfell Network Group, a crossing cutting group, meeting regularly to put forward ideas for change and the e-bulletin issued every four to six weeks, updating on the progress of the Public Inquiry.

JB reported that in consultation with Michael Ashe (the Volunteer Centre) he had written a paper which aimed to influence the council's governance and new ways of working to give the community more control over some areas such as health and education. This paper did not have the desired impact and a new paper has been written in consultation with KCSC's Vice Chair Stephen Duckworth regarding the council's Charter for Public Participation and which includes comments from the Grenfell Network Group. This has now been submitted to the council, however the consultation remains open on the council's website and views are invited on the Charter.

JB advised that he was also involved in work to amplify the community's voice, in particular those living in North Kensington and he was engaging with Community

Organisers a group established to set up conversation cafes where ideas can come in and be fed back to the council.

The main thrust of JB's work for the year will be to continue working with organisations like Men's Shed and Bay 17, to gain the community's trust, give them a voice and in challenging times and help them to have a driving role in the recovery of the Borough.

Tom Richards (Head of Organisational Development) went on to outline the work of the team which had delivered 243 hours of developmental support across 210 separate one-to-one advice sessions supporting organisations with their monitoring and evaluation, finding funds, policy frameworks, marketing, promotion and planning. In addition the team had run 30 training and network events through the Reaching Potential programme attended by 239 staff and volunteers, including some on management and leadership and tendering for commissioning work. The team had also led KCSC's role in organising a Funders' Fair event in October in collaboration with our equivalents Sobus for Hammersmith and Fulham and One Westminster, hosting grant makers from around the country, offering workshops on grant making and fundraising, for which there was a 100% satisfaction rate.

For the next year, TR highlighted the growing level of demand for their work, with a 50% projected increase in the number of one to one advice and support sessions, while maintaining quality of service. The team had also delivered 36 training events and supported local organisations to secure funding £530,000 in funding which far exceeds the cost of the O&D service.

TR was pleased to announce that in 2020, the team will be working with the HR team in RBKC to provide HR and surgeries in particular for smaller organisations that do not have this infrastructure. TR concluded by extending thanks to all members of the team who had responded well to the increased demand levels and thanking all the organisations they had worked with and the opportunity to hear about their work. He concluded by inviting local organisations who so far had not worked with the OD, team to make contact.

3. **Annual General Meeting**

Welcome

Stephen Duckworth (Vice Chair) welcomed everyone to the Annual General Meeting and gave apologies on behalf of the Chair Michael Bach who was unable to attend, due to a recent operation. He advised that the Chair, Michael Bach, would be standing down after 17 years as a trustee and chair. SD thanked the Chair for all his work and offered to send him a letter of thanks for his dedicated service over the years.

Chair's address

(i) *Apologies for absence*

Apologies for absence were received from the following Board Members: Mark Anfilogoff, Michael Bach, Christine Bennett, Kevin Masters, Jamie Renton, Daisy Ryan and Angela Wilson

Board Members present:

Stephen Duckworth, Helen Cylwick, Annie Redmile,

Board Secretary present:
Angela Spence

In addition, apologies for absence were received from Karimah Bint-Dawoud (Karimah's Cuisina), Iain Cassidy (Open Age), Cate Latto (Royal Borough of Kensington and Chelsea), Lev Pedro (NCVO), Isabella Niven (ADAVA), Paddy Radcliffe (Epic CIC), Abdurahman Sayed (MCHC) and Anna Wall-Budden (Maggie's West London).

(ii) *Minutes of the last AGM*

The minutes of the last Annual General Meeting held on 15 November 2018 were approved.

The Vice-Chair Stephen Duckworth (SD) outlined the work of the Board of during 2018/19 with the senior management team at KCSC to strengthen the organisation's role within the community and referred to the governance review work with the Grenfell Network Group, which continues in 2019/20. The work now includes the Charter for Public Participation.

SD also referred to the surge in demand for the work of the Organisational Development Team and looked forward to seeing how the team would continue and help meet the needs of the sector. He recognised KCSC's key role in advocating for the retention of funding streams particularly for the youth sector which has been under review and will continue to retain oversight and lobby for change. SD referred to the on-going review of organisations held on the database in order to provide more clarity over categories of membership and benefits and over which organisations would be given more details over the coming weeks. The Vice-Chair concluded by thanking all stakeholders, funders, staff and trustees for their hard work and support over the past year.

Treasurer's Report

(i) *Presentation Annual Accounts*

In the absence of the Treasurer, Helen Cylwik drew attention to the Annual Report which included the account of income and expenditure for 2018/19. KCSC's income for 2018/19 stood at £960,645 a drop of approximately £300,000 from the previous year mainly due to the reduction in funding from the West London CCG (Clinical Commissioning Group) for the Voluntary Sector Programme which had substantially increased income in previous years. Income remained high due to investments by the CCG to deliver the VSP and to manage the Self Care programme. The total for 2018/19 was £1,228,293 with a brought forward balance of £219,401 resulting in a balance standing at £952,944.

During the year, £600,000 was given out to voluntary and community organisations through grants programmes mostly funded by the WLCCG. Total unrestricted funds was £370,143 of which £135,449 were designated funds. The remainder is kept as free reserves for KCSC to maintain five months operating costs if required. Helen Cylwik advised that of the designated funds, trustees have agreed for £2018/19 funds to be maintained for project support, for new computer hardware and website development should the need arise for additional support. HC extended thanks to funders and in particular WLCCG and Royal Borough of Kensington and Chelsea Corporate Grants, London Funders Trust including Trust for London, the Arts Council, City of Westminster Council and the Mayor's Office for Policing and Crime.

Helen Cylwik, concluded by saying that for 2019/20 KCSC wished to continue to bring in new funding to deliver more community and organisation development projects and deliver new programmes on increasing resident participation.

Helen Cylwik advised that the accounts had been audited by Goldwins Ltd and introduced the auditor Nabil Shahzad who was present at the meeting. The members then voted to adopt Goldwin's Ltd as auditors for 2019/20 which was unanimously agreed. (12 members plus trustees).

Helen Cylwik then invited questions from members on the accounts. Questions were raised on the Health Engagement funding and AS clarified funding had been received as a lump sum and would be carried over and spent over three years up until 2021. A question was raised on the increase from £6,000 to £11,000 for audit and compliance and AS agreed to issue an explanatory note.

Follow up explanatory note

Note 5 of the accounts showing an increase in audit and compliance in 2018-19 compared to 2017-18 is due to the increase in legal advice sought on bringing KCSC's Community Interest Company back into operation and making changes to its governance structure as part of our Health and Wellbeing VCS Transformation programme

On unrestricted funding a question was raised on the extent of confidence in the continuation of corporate grants for core funding. AS responded that from discussions with the council the message was clear that a review will take place however it is likely that funding for 2020-21 is secure.

The membership then voted to receive the Annual Accounts which was agreed unanimously (11/13).

Formal Business of the meeting

Resolution to amend the Articles of Association

The Vice Chair drew members' attention to the Articles of Association and to proposed resolutions for changes which had been circulated before the meeting. SD explained that the first proposal related to Clause 17 (2) of the Articles and for the quorum for Annual General Meetings to be increased from eight to 15:

“(2) A quorum is:

(a) Eight fifteen members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;”

The second proposal related to Retirement of directors Clause 32 to allow director to be able to serve two three year terms, and then a further term, in the interests of continuity.

“(32) An elected director can serve up to two consecutive terms of three years each, or under exceptional circumstances as determined by the members, three consecutive terms of three years each, after which they must cease to be a director for at least twelve consecutive months.

An elected director may not be re-appointed until the AGM of the year following this break from office.”

A question was raised on the fairness of Proxy Voting given that it assumes that members make up their minds on an issue prior to hearing a debate. AS clarified that while Proxy Voting was included in the Articles, it had never been used but agreed to report back.

The members agreed both proposals unanimously and AGREED:

RESOLUTION 1: Amendment to Articles of Association.

Special Resolution 1:

THAT with effect from the conclusion of the meeting the draft Articles of Association produced to the meeting and, for the purposes of identification, attached to this resolution, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

Special Resolution 2:

IT WAS NOTED that the new Articles of Association update the provisions relating to the term of office of the directors, amongst other things.

IT WAS FURTHER NOTED that as part of the process of review of the term of office of the directors that the chair of the directors has been in office for longer than is prescribed by the Articles but the said director has had the support of the membership and the directors and a replacement director is now being actively recruited.

IT WAS RESOLVED that notwithstanding any provision of the Articles of Association that all decisions of the directors shall not be affected by, and are hereby ratified, any period of office of the said trustee which is not prescribed by the Articles of Association and that all efforts are made to comply with the said Articles as soon as possible.

The Vice Chair advised that under the new terms of office, the current Chair Michael Bach would be standing down next year but retained pending the appointment of a replacement. It was noted that Jamie Renton was also intending to stand down. Advertising for a replacement chair and new trustees will be taking place. SB advised that the Treasurer has now been in office for nine years and so under the new rules, approval is being sought for him to continue for a further year.

This was put to the vote and agreed UNANIMOUSLY.

Elections to the Board of Trustees

Sylvia Nissim (Office Manager) advised that the elections would be conducted in accordance with the new amendments to the Articles for the appointment of a new trustee Ann Goodger.

The following trustee was nominated, seconded by the persons shown and elected unopposed:

Trustee
Ann Goodger

Proposer
Annie Redmile

Seconder
Michael Ashe

All other current Trustees would continue to serve on the KCSC board.

AS thanked Trustees and staff including volunteers for their time, commitment and hard work.