

BUCS ANNUAL GENERAL MEETING – MINUTES

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BUCS ANNUAL GENERAL MEETING – MINUTES

Item	Lead												
1. WELCOME	RJ												
<p>Russell James (RJ) opened the 2023 BUCS Annual General Meeting (AGM) at 1:58pm by welcoming all attendees. He added that the meeting was quorate as member representatives from more than 53 institutions were present.</p> <p>RJ explained that as Senior Independent Director and Acting Chair of the Board, he would be chairing the AGM.</p> <p>RJ thanked all for their attendance and outlined the purpose of the AGM.</p> <p>RJ explain the voting protocol and introduced Dave Fletcher (DF) as the Returning Officer.</p> <p>RJ noted that to pass resolutions 1, 3 and 4 are proposed as ordinary resolutions, therefore a simple majority is required. Resolutions 5 and 6 are proposed as special resolutions and therefore require a 75% of votes cast in favor to be passed.</p>													
2. APOLOGIES	RJ												
<p>Apologies were received from the following institutions:</p> <ul style="list-style-type: none"><input type="checkbox"/> University of Dundee<input type="checkbox"/> Cardiff Metropolitan University<input type="checkbox"/> Ian Lowe from Robert Gordon University													
3. MINUTES OF THE PREVIOUS MEETING(S)	RJ												
<p>RJ outlined Resolution 1 ‘to receive and approve that the minutes of the 2022 adjourned AGM held on 13 December 2022 and the continuation of the 2022 AGM held on 31 January 2023 be adopted a true record of the meetings’.</p> <p>The resolution was put to a vote of the member representatives.</p> <p>Following verification of the votes by DF, RJ noted that resolution 1 had been carried by ordinary resolution.</p> <table><tr><th></th><th>ABSTENTION</th><th>IN FAVOUR</th><th>AGAINST</th></tr><tr><td>VOTES CAST</td><td>1</td><td>85</td><td>0</td></tr><tr><td>% IN FAVOUR</td><td colspan="3">100%</td></tr></table>			ABSTENTION	IN FAVOUR	AGAINST	VOTES CAST	1	85	0	% IN FAVOUR	100%		
	ABSTENTION	IN FAVOUR	AGAINST										
VOTES CAST	1	85	0										
% IN FAVOUR	100%												
4. CHIEF EXECUTIVE OFFICER UPDATE	JC												
<p>Jo Coates (JC) presented an update to the meeting covering the period of Augst 2022 – July 2023. Within the presentation she highlighted the following matters:</p> <ul style="list-style-type: none"><input type="checkbox"/> JC thanked, members, volunteers, officials and partners for their support during the season which saw >100,000 participants engaging in BUCS sport.<input type="checkbox"/> JC noted that there were 25,764 fixtures (21,509 League and 4,255 Knockout) with a completion rate of 92.11% across the 2022-23 season													

- ❑ JC celebrated the success of the Conference finals, which had >3,800 students competing in 147 scheduled fixtures across 15 sports at 5 different member institutions.
- ❑ JC extended her thanks to the 340 volunteers who support the BUCS Sport Advisory Groups, Event Management Groups, League Management Committees, International Advisory Groups, National Competitions Group and Sport Review Implementation Group.
- ❑ JC noted the success at the European Universities Championships, highlighting that it had the highest medal tally and largest and broadest representation of British universities to date (11 gold, 9 silver and 15 bronze medals won by 15 different British universities).
- ❑ JC extended her thanks to the NGB's who work collaboratively with BUCS to help to improve the sporting student experience both at a participatory and performance level within the HE sector.
- ❑ JC noted 128 events were delivered, across 51 unique sports, over 200 days with 25,000 individuals participating in at least one event.
- ❑ JC noted the growth of UNiVersal Gym by 7 institutions, with a total of 83 institutions offering 105 facilities for UNiVersal Gym members to access.
- ❑ JC celebrated the success of the BUCS conference, which saw attendance from >500 members and the first Facilities and Operations forum with >100 attendees.

JC closed by reflecting on the success of BUCS delivering an unqualified financial audit and expressed confidence that BUCS will continue to maintain financial stability, whilst maintaining the provision of sport and giving students a first-class sporting experience.

5. ANNUAL REPORT AND ACCOUNTS

SW/DJ

Resolution 2 was to receive the Company's annual accounts for the financial year ended 31 July 2023 together with the directors' report and auditor's report on those accounts.

DJ presented the Company's annual accounts for the financial year ending 31 July 2023, together with the directors' report and auditor's report on those accounts. Within the presentation he highlighted the following matters:

- ❑ For the financial year ended 31 July 2023, BUCS made a small surplus of £153k (2.9% of income), mainly due to a positive shift in the USS pension provision, interest and dividends from investments, and savings due to staff turnover.
- ❑ BUCS are forecast to experience a small deficit for the 2024 financial year, partly due to the increase cost of the provision of services and a decrease in team entries.
- ❑ Member contributions represents ~3/4 of BUCS income, with ~25% comprising of affiliation fees.
- ❑ The annual report and accounts have been scrutinized by the Finance, Audit and Risk committee and approved by both the committee and the Board of Trustees.
- ❑ The statement of financial accounts (SOFA) is consolidated as it combines the Charity finances and BUCS trading.
- ❑ BUCS has unrestricted income, mainly from members and commercial partners and also designated funds from funders such as Sport England and National Governing Bodies.
- ❑ Member events run at a c£22k loss after staff costs have been considered.
- ❑ For the financial year ended 31 July 2023, BUCS total assets less current liabilities is £1.97m, £607k of which is free reserves.
- ❑ BUCS will be updating and proposing to Board for approval the reserves policy to ensure the minimum reserves threshold is reflective of organizational needs.

Simon Wilson (SW) was introduced as Chair of Finance, Audit and Risk committee. SW commended the work of the BUCS finance team in delivering an unqualified audit. SW noted the work that he will be supporting the team to do regarding reserves.

6. ARTICLES OF ASSOCIATION AND PROPOSED AMENDS

RJ

RJ explained that the proposed amends to the BUCS Articles of Association have been approved by the Board for proposal to AGM.

RJ explained BUCS governance compliance requirements with A Code for Sports Governance and The Charity Governance Code, noting the proposed article amends support BUCS compliance with these.

Resolution 5 was proposed as a special resolution and was that with effect from the conclusion of the AGM, the Articles of Association of BUCS be amended by:

Original Text
<p>1. <u>Defined Terms</u></p> <p>1. In these Articles, unless the context requires otherwise:</p> <p>"Nominations Committee" means the nominations committee for the Company established by the Board and which a majority of its committee members shall be Independent Directors. It shall be chaired by the Chair (except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by an Independent Director);</p>
New Text
<p>1. <u>Defined Terms</u></p> <p>1. In these Articles, unless the context requires otherwise:</p> <p>"Nominations Committee" means the nominations committee for the Company established by the Board and which a majority of its committee members shall be Independent Directors.</p>

Following verification of the votes by DF, RJ noted that resolution 5 had been **carried** by special resolution.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	0	87	0
% IN FAVOUR	100%		

Resolution 6 was proposed as a special resolution and was that with effect from the conclusion of the AGM, the Articles of Association of BUCS be amended by:

Original Text

21.5. Subject to Article 21.7, the Board shall procure that no director (whether already holding office at the date of adoption of these Articles or whether appointed, elected or co-opted subsequently) shall hold office for more than two terms of three years, unless:

21.5.1. a director is elected to the position of Chair, in which case they may hold office for three terms of three years; or

21.5.2. in exceptional circumstances, where there is a requirement for continuity of particular skills and experience on the Board, the Board may, at its sole discretion, extend the term of office of a director by one year.

New Text

21.5. Subject to Article 21.7, the Board shall procure that no director (whether already holding office at the date of adoption of these Articles or whether appointed, elected or co-opted subsequently) shall hold office for more than three terms of three years, unless:

21.5.1. in exceptional circumstances, where there is a requirement for continuity of particular skills and experience on the Board, the Board may, at its sole discretion, extend the term of office of a director by one year.

Following verification of the votes by DF, RJ noted that resolution 6 had been **carried** by special resolution.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	0	87	0
% IN FAVOUR	100%		

7. AFFILIATION FEES

DJ

Resolution 3 was to approve the affiliation fee calculation, including the application of appropriate RPI for the 2024/25 season.

DJ talked to the rationale for the proposed affiliation fees for the 2024/2025 season, including the use of RPI from January 2024 in the calculation.

Dissatisfaction with the resolution was raised by member representatives, noting a lack of consultation with members on affiliation fees and the model proposed. It was expressed that members would prefer options to vote on regarding affiliation fees for the upcoming year.

Following agreement from the BUCS executive and Board, two ordinary resolutions were proposed to Member representatives on affiliation fees.

1. Resolution 3 to approve the affiliation fee calculation, including the application of appropriate RPI for the 2024/25 season.
2. Ordinary resolution to approve the affiliation fee calculation, including the application of inflation of 6.1% for the 2024/25 season.

RJ opened the vote for member representatives.

24 member representatives abstained from the vote.

Following verification of the votes by DF, RJ noted that Resolution 3 to approve the affiliation fee calculation, including the application of appropriate RPI for the 2024/25 season had not been carried.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	24	9	46
% IN FAVOUR	16%		

Following verification of the votes by DF, RJ noted that the ordinary Resolution to approve the affiliation fee calculation, including the application of inflation of 6.1% for the 2024/25 season had been **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	24	48	15
% IN FAVOUR	76%		

8. BOARD TRUSTEE APPOINTMENTS

RJ

RJ explained that following the departure of the BUCS Board Chair, the Board agreed that he would Chair the Board meetings in his position as Senior Independent Director and also Chair the Governance and Nominations committee. RJ noted new Trustees were only appointed following recommendation from the Governance and Nominations Committee to the Board and approval by the Board with majority resolution.

Resolution 4 was to ratify the trustee appointments and tenure extensions since the 2022 AGM.

Resolution 4 to ratify the appointment of Carrie Stephenson to the Board of Trustees was put to the member representatives for vote.

Following verification of the votes by DF, RJ noted that resolution 4 ratify the appointment of Carrie Stephenson to the Board of Trustees was **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	0	86	0
% IN FAVOUR	100%		

Resolution 4 to ratify the appointment of Kathleen Russ to the Board of Trustees was put to the member representatives for vote.

Following verification of the votes by DF, RJ noted that resolution 4 ratify the appointment of Kathleen Russ to the Board of Trustees was **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	0	86	0
% IN FAVOUR	100%		

Resolution 4 to ratify the extension of Simon Wilson's tenure on the Board of Trustees for a further term of three years was put to the member representatives for vote.

Following verification of the votes by DF, RJ noted that resolution 4 ratify the extension of Simon Wilson's tenure on the Board of Trustees for a further term of three years was **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	0	86	0

% IN FAVOUR	100%
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RJ noted that following the approval of resolution 6, Resolution 4 to ratify the extension of Katy Storie's tenure on the Board of Trustees for a further term of three years was put to the member representatives for vote.

Following verification of the votes by DF, RJ noted that resolution 4 ratify the extension of Katy Storie's tenure on the Board of Trustees for a further term of three years was **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	1	86	0
% IN FAVOUR	100%		

RJ noted that as Chris Anthony's position on Board had not been ratified at the 2022 AGM this would be completed this year. Resolution 4 to ratify that an elected member position on the Board of Trustee serves as the Chair of Advisory Group and also ratify Chris Anthony to fulfil this position for his current term was put to the member representatives for vote.

Following verification of the votes by DF, RJ noted that resolution 4 ratify to ratify that an elected member position on the Board of Trustee serves as the Chair of Advisory Group and also ratify Chris Anthony to fulfil this position for his current term was **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	0	87	0
% IN FAVOUR	100%		

Cathy Gallagher (CG) chaired the final resolution under this item. CG explained that whilst ratification of appointed Board Trustee positions is not mandatory in line with the BUCS Articles of Association, it was felt appropriate to bring the appointment of RJ for ratification to align it to the standard practice which BUCS has exercised in previous years.

Resolution 4 to ratify the appointment of Russell James to the Board of Trustees was put to the member representatives for vote.

Following verification of the votes by DF, RJ noted that resolution 4 ratify the appointment of Russell James to the Board of Trustees was **carried**.

	ABSTENTION	IN FAVOUR	AGAINST
VOTES CAST	2	84	0
% IN FAVOUR	100%		

9. MEMBER QUESTIONS AND ANY OTHER BUSINESS

RJ

RJ noted that no other business has been submitted in advance of the meeting, giving members the opportunity to raise any in the meeting. No other matters of business were raised.

RJ thanked all members for their attendance.

The Annual General Meeting was closed by RJ at 3:47pm.