

BUCS ANNUAL GENERAL MEETING MINUTES



Date Wednesday 11 December 2024

Scheduled 13:45-15:45

Time

Location Stephenson Room, Holywell Park Conference Centre, Holywell Way, Loughborough University Science and Enterprise Park, Loughborough, LE11 3GR

Mentions

Amanda Broderick (AB)	Chair of the Board of Trustees
Will Roberts (WR)	BUCS CEO
Simon Wilson (SW)	BUCS Board Trustee
Adrian Van Schalkwyk (AVS)	BUCS Finance Manager
Rebecca Rolfe (RR)	BUCS Finance Officer
Carrie Stephenson (CS)	BUCS Board Trustee
Matty Walsh (MW)	University of Leeds
Philine Rouwers (PR)	University of Edinburgh
Paul Carney (PC)	Canterbury Christ Church University
Stuart Wade (SW)	University of Liverpool
Adrian Ibbetson (AI)	University of Central Lancashire

Item
1. Welcome AB welcomed everyone to the AGM and noted that representation from one third of member institutions is needed for quoracy. It was confirmed there was representation from 51% of members, therefore the meeting was commenced at 14:04. AB thanked members for their attendance and outlined the purpose of an AGM, noting the essential business functions contained within the agenda. AB reflected on her time with BUCS since being appointed to the Board, noting the importance of ensuring BUCS continues to work to ensure that the offering reflects the changing sport needs and the needs of an increasingly diverse population. AB also highlighted that BUCS needs to build greater connectivity both in terms of performance sport collaboration and in sport participation of all forms. AB highlighted that more work needs to be done as a collective to better articulate the role and value of sport within a whole university approach to health and well-being. AB noted the significant impact that revising the Articles of Association will have in allowing BUCS to embed governance best practice and achieve compliance with the Charity Governance Code and A Code for Sports Governance, a key milestone in ensuring BUCS professional infrastructure is fit to take the programme of work to the top tables in the Higher Education sector and beyond into the sport eco-system.
2. Apologies No apologies were noted.
3. Minutes of the Annual General Meeting held on 12 December and matters arising. AB noted that the minutes of the 2023 AGM held on 12 December 2023 have been made available for comment and review on the BUCS website since the meeting last year and were circulated with the papers for the meeting

AB proposed resolution 1 which was to receive and approve that that the minutes of the 2023 AGM held on 12 December 2023 can be adopted as a true record of the meeting. Member representatives were asked to indicate their desired vote.

4. Chief Executive Officer Update

WR provided an update on the work of BUCS during the period of August 2023 to July 2024. WR noted the significant number of visits to members since starting in post and the value that he had gained from these conversations, noting the geographical spread and range of institutions. WR highlighted conversations on the Articles of Association and BUCS purpose, reinforcing the three main strands of BUCS purpose as competition, advocacy and active participation.

WR talked to the successes of the competition programme, the student CPD programmes, non-sporting programmes and recreational football during the last year, all of which support BUCS in working to deliver exceptional student sporting experiences that inspire, develop and unite.

WR extended his thanks to the Competitions and Performance team for the work undertaken to complete the competitions landscape review, noting the significant impact to BUCS delivery which this will have.

WR highlighted the importance of data and insight from BUCS members, student participants, and staff in informing the decision making and future direction of BUCS.

WR celebrated the success of members and the students representing them on the international stage at the Paris Olympics and also commended the work of student ambassadors in helping to drive awareness and understanding of BUCS brand and the impact that this has had with the successful launch of the AHDB partnership.

5. Annual Report and Accounts

AB noted that resolution 2 is to receive the Company's annual accounts for the financial year ended 31 July 2024 together with the directors' report and auditor's report on those accounts. No vote was required on this resolution.

WR talked to the consolidated annual accounts highlighting the sources of income and expenditure, the summary of movement between FY23 and FY24, as well as the following key points:

- BUCS finished FY24 with a deficit of £29k against a forecasted deficit of £101k
- The Board increased the free reserves target from £300k to £550k
- At the end of FY24, BUCS has free reserves totalling £563k, however it was noted that this is due to decline in FY25 due to the amortisation of capital expenditure
- BUCS has fixed assets of ~£1.3m, a large majority of which rests with the leasehold of the headquarters building in Southwark, London.

WR noted that BUCS investments are managed through the CCLA Charitable Investment Fund which has allowed BUCS to manage its investments to the benefit of BUCS, protecting us against the potential damage of inflation and exploring with the fund managers the ethical implications of our investments.

WR handed to SW who thanked WR for the comprehensive run through of the figures. SW extended his thanks on behalf of the Finance, Audit and Risk Committee to WR, AVS and RR. SW also noted his thanks to the auditors. SW noted that the good performance of BUCS at audit.

SW reinforced that BUCS is a stable financial organisation and noted the provisions in place that promote security in BUCS' financial performance.

6. Board Trustee Ratification

AB noted that ratification for appointed positions on the Board is not mandatory in line with the Articles of Association, however explained that to align with standard practice which BUCS has exercised in previous years, her appointment would be put to a vote of member representatives for ratification.

AB handed over to CS as Chair of the Governance and Nominations Committee, who outlined the process by which AB was appointed, noting the rigorous interview process in conjunction with respected global executive research firm Perrett Laver, which led to a recommendation being made by the Governance and Nominations Committee to the Board. CS highlighted AB's wealth of experience which is of significant benefit to the Board.

CS noted that resolution 3 was to ratify the appointment of Professor Amanda Broderick as Chair of the Board of Trustees and asked member representatives to indicate their desired vote on the resolution.

7. Annual Subscription Fee Ratification

AB introduced WR who outlined the Board approved decision to use CPIH to determine inflation rather than RPI, given its status as the recognised national statistic. The rate to be used will be the rate published by the ONS at the date of the AGM, meaning that members will know the rate at the point of the meeting at which it is decided. It was highlighted that CPIH which is proposed to be applied is 3.2%, lower than current RPI.

8. Annual Subscription Fee Ratification

WR handed to FD who summarised how the subscription fee is currently calculated and talked to the work of the subscription fee working group, extending her thanks to the group and to the BUCS executive for their support in the review process.

FD noted the consideration of the impact on the different stakeholders when exploring different calculation models. FD noted that the principles led approach which was adopted allowed for careful consideration and debate.

FD highlighted the breadth of subscription fee payments across the membership, explaining that the aim was to find a method that had the smallest impact on the largest number of members.

FD talked to the proposed calculus, explaining the different components which will be included in the calculation. FD clarified that the HESA figures, although still included at a smaller percentage, would not include students at campuses abroad.

FD talked to the impact of the introduction of the subscription fee calculation. FD thanked WR for the work he has done to meet with members to discuss the impact of the subscriptions.

MW questioned the difference between competitors and participants in the calculus. WR recognised the utilisation of the BUCS digital system to gather this data and noted that students who register for teams on the system, but do not take part in BUCS competitions, will not be included.

PR questioned if there was a chart breakdown of the new subscription ranges. FD drew attention to this information in the presentation.

PC questioned if the proposed calculus delivers the required subscription income for BUCS. It was confirmed that it does.

SW questioned if a flat fee had been considered by the working group. FD noted it had been considered, however there was not appetite for this within the group due to the significant negative impact on a large number of smaller institutions.

AI extended his thanks to FD and WR and the BUCS executive for their effort and work on this.

AB noted resolution 4 is to approve the application of an increase of CPIH as of 20 November 2024 to subscription fees for FY25 and asked member representatives to indicate their vote.

AB noted that resolution 5 is to approve the revised annual subscription fee calculus for introduction in FY26 and asked member representatives to indicate their vote.

It was noted the current model will be used for subscriptions in 2025, with the application of CPIH at 3.2% if approved, with the new calculus being introduced if approved in 2026.

9. Articles of Association Revisions

AB noted that resolution 6 is a special resolution to reform the Articles of Association.

AB explained that the member consultation process had been both positive and engaging and is an example of good practice. AB highlighted that good governance is critical to the effectiveness and credibility of BUCS, noting the core rationale of the Articles of Association evolution is to ensure that BUCS are compliant with both the Charity Governance Code and the UK Code for Sports Governance and implements best practice where possible to do so.

AB explained the significant consultation that had been undertaken, including focus groups, survey consultation and discussion at multiple member-led groups. It was noted that having the voice of membership throughout the process has been incredibly valuable and AB extended her thanks to all those who engaged.

It was noted that material changes to the Articles of Association proposed for approval cannot be made, however non-substantive corrections for grammar and clarification can be made in accordance with article 45.2. The proposed non-substantive corrections were highlighted to the members. AB proposed the ordinary resolution to approve the non-substantive correction to the Articles of Association's special resolution. FD seconded the motion as a member representative and members were asked to motion for the ordinary resolution to correct the non-substantive and grammatical errors in the special resolution, with the floor open for questions on the motion. AB asked for a vote of the member representatives by show of hands. The resolution to approve the non-substantive correction to the Articles of Association's special resolution was APPROVED by ordinary resolution.

WR explained the proposed changes to the Articles of Association, outlining the changes and the rationale for change.

AB noted that resolution 6 is to reform the Articles of Association and highlighted that this is a special resolution requiring approval from 75% of votes cast. AB invited member representatives to indicate their vote.

Break (15 mins)

A break was taken in which member representatives submitted their votes. Votes were counted by BUCS Head of Governance and Compliance and Company Secretary and BUCS Governance Manager.

10. Member questions and any other business

Following a counting of the votes, the following results were announced:

- Resolution 1: to receive and approve that the minutes of the 2023 AGM held on 12 December 2023 can be adopted as a true record of the meeting was APPROVED by ordinary resolution (99% of votes cast for the resolution).
- Resolution 3: to ratify the appointment of Amanda Broderick as Chair of the Board of Trustees was APPROVED by ordinary resolution (99% of votes cast for the resolution).
- Resolution 4: to approve the application of an increase of CPIH as of 20 November 2024 to subscription fees for FY25 was APPROVED by ordinary resolution (95% of votes cast for the resolution).
- Resolution 5: to approve the revised annual subscription fee calculus for introduction in FY26 was APPROVED by ordinary resolution (86% of votes cast for the resolution).

- Resolution 6: to reform the Articles of Association was **REJECTED** by special resolution (54% of votes cast for the resolution).

WR noted that BUCS Conference will be hosted at the University of Hull between 15-17 July 2025.

Thanks was extended to all attendees for their conversations and contributions.

The AGM was declared closed at 16:14.