ANNUAL GENERAL MEETING (AGM) 2023 MINUTES

Meeting Date	Thursday 6th July 2023 | 15:00-17:00
Meeting Location	Zoom
Date of the Next Meeting	TBC - 2023

COUNCIL MEMBERS PRESENT (VOTING MEMBERS)
☒ Ian Potter (IP) – Chair ☒ Deb Outhwaite (DO) – Vice-Chair ☒ Fiona Creaby (FC) – Treasurer ☒ Caitlin Donnelly (CD) – Secretary ☒ Bethany Kelly (BK) – Council Member ☒ Steve Courtney (SCO) – Council Member ☒ Suzanne Culshaw (SCU) – Council Member ☒ Tony Bush (TB) – EMAL Editor (Non-Voting Council Member) ☒ Paul Armstrong (PA) – MiE Editor (Non-Voting Council Member) ☒ Catherine Simon (CS) – Council Governance Support (Non-Voting Council Member)

OTHERS IN ATTENDANCE (PEOPLE PRESENT UNABLE TO VOTE)
1. Ryan Beasley (RB) – Executive Officer & Minute Taker

APOLOGIES SENT
NONE

01.01 - Chair's Welcome and Declaration of Interest

IP welcomed members to the AGM. IP stated that if there are any declarations of interest, members should let him know when the item arises on the agenda.

RB announced that the meeting was quorate.

01.02 - Minutes of the Last Meeting

IP summarised the minutes from the last meeting at the 2022 AGM.

APPROVAL: The membership approved the minutes from the previous meeting.

01.03 - Matter Arising from the Last Meeting

None.

01.04 - Chair's Report

IP gave his final report as Chair and gave thanks to all who gave support to BELMAS and to Council colleagues.

IP thanked RB for his work since being appointed as Executive Officer and looked forward to the changes he has made to ensure the conference in Belfast is sustainable and offers a fantastic member experience.

Journals have been going from strength to strength which will be updated by the Editor-in-Chiefs at the AGM and noted that membership had been increasing, which was really pleasing.

IP was pleased with the efforts of all towards the sustainability of the Organisation in what will be a difficult economic period in the UK and around the globe.

The result of the election to council will be announced in the AGM, and IP thanked those outgoing members for all their work, and wishes DO luck in assuming the role of Chair of BELMAS once his term of office finishes in September.

01.05 - Honorary Treasurer's Report

FC gave an update on the report that had been circulated to the members, stating that it had been a really challenging but progressive year that has seen the organisation resolve issues relating to its financial governance.

Highlights included:

- The audit reports that BELMAS ended the 2022 financial year with funds of £402,716, despite a deficit of £82,514 for the 2022 financial year as a result of the loss incurred from the 2022 Conference in Liverpool, and the fine from HMRC in relation to the VAT registration. This position is above our reserves policy, which is set at 12 months operating cost, with the Board continuing to monitor reserves against the newly implemented Risk Register and BELMAS agreed strategy objectives.

- The 2023 conference has been restructured into a more sustainable model and is set to breakeven.

- The fine incurred by HMRC for late VAT registration had been negotiated down from £87,000 to £24,000.

- BELMAS encountered interruptions to cash flow via access issues to our bank accounts for periods across Summer and Autumn 2022 due to recent changes to the anti-money laundering legislation with a complaint made by BELMAS to the financial ombudsman which was upheld. BELMAS we do not anticipate further interruptions to our cash flow and continue to monitor this closely through cashflow reporting.

- Journals had initially been expected to reduce in income as a result of the rise in open-access publications, but had instead performed extremely well, with thanks to the hard work of the editorial boards and Sage publications.

QUESTION FROM THE MEMBERSHIP: Can we know more context about the significant loss to the annual conference?

FC stated that historically, BELMAS had agreed to subsidise it's conference by between around £10,000 from the high performance in relation to income of its journals. Following the pandemic and cost of living increases, this became unsustainable. Other aspects of the loss included:

- Lack of detailed planning and financial control as a single project in relation to ticket costs and sales vs expenditure.
- The offer of full hybrid options reducing the in-person sales, but benefitting less than 10 people online at a cost of nearly £20,000.

- Issues with reimbursement of tickets due to VISAs not being accepted and a late deadline for registration of presenters against the backdrop of the Commonwealth Games and as a result increased processing times for VISAs.
- The extensive cost of using an event management company to support the conference.

All of these issues have been addressed in the planning for the 2023 Conference.

01.06 - Audited Accounts Ending December 2022

BELMAS financial statements for the year 1st January 2022 to 31st December 2022 were complied by our appointed auditor Hawsons Chartered Accountants and were available in advance of the AGM for review. The auditor is of the opinion that BELMAS financial statements give a true and fair reflection of the state of our financial affairs and are in accordance with relevant accounting practice and charity legislation.

- Income: 333,720
- Expenditure: 416,234
- Net movement: (82,514)
- Funds brought forward (from 2021): 485,230
- Reserves carried forward to 2023: 402,716

Significant financial events to report included:

- **Conference 2022**
  2022 revealed a significant loss of £104,000 from the conference event. The reserves position has meant that BELMAS has not been placed in a precarious financial position, however, the Board of Trustees understand that BELMAS cannot incur such significant loss in any future year and strategies have been put in place to achieve this.

- **VAT Registration**
  As reported at last year's AGM, BELMAS became aware of an issue related to VAT registration status requiring the settlement of VAT liability on past royalty income with HMRC dating back to 2007. With the support of our publishers (Sage) and Hawsons Chartered Accountants, this liability was settled and our year end position for 2022 is final and accurately accounts for our VAT position with timely VAT returns now undertaken moving forward.

- **Banking Issues**
  Due to recent changes to 'Know your customer' (KYC) anti-fraud money laundering legislation across the finance and banking sector relating to the economic crime and corporate transparency bill, we encountered interruptions to cash flow via access issues to our bank accounts for periods across Summer and Autumn 2022 which resulted in some late payments which were quickly rectified. Upon investigation, several issues with the changes to KYC processes were out of BELMAS control resulting in a complaint to the Financial Ombudsman and a small amount of compensation received from our bank.

- **Trustee Expenses**
  There was a query from the auditor around the level of Trustee expenses in relation to international travel to conference and BELMAS conference attendance. Given advice from our Auditor, we have reviewed our trustee expenses to ensure that for 2023 we are accounting for trustee's conference expenses correctly, which are to be treated separately from general trustee expenses given the voluntary role trustees who attend conference have in supporting operations and logistics of conference. The Board have also introduced new policies around international conference visits and expenses to highlight maximum spend.

APPROVAL: The membership approved the Audited Accounts for the YE 2022.

01.07 - Executive Officer's Report

RB gave a verbal update of his report which had been circulated to members prior to the meeting. Highlights included:

- BELMAS recorded 339 renewed and new memberships, with nearly 36% (122) of those from overseas. This shows a 14% decrease in memberships in comparison to 2021 but are now seeing membership rise again to pre-pandemic levels.

- The Annual Conference incurred a loss of £104,000 (£49,153 income to £153,219 expenditure) and therefore needed to act with changes including:
    - Reduced the financial risk and burden of paying for accommodation in line with other Learned Societies, but also in line with the scope of the VAT Registration.
    - Removed the Conference Event Management Support from Principle Global Events and managed the conference entirely from the BELMAS Office reducing the cost by £9,000 plus VAT.
    - Recognising only 6 people attended online last year, removed the Virtual Platform fees including Live Streaming and Hop-In technology, reducing the cost by £16,500 plus VAT.
    - Cut back on "Production Costs" which include high quality signage, staging and AV team projected at £24,500 plus VAT.

  These actions have reduced the total expenditure by around 67% from £153,219 (2022) to roughly £50,000 (2023), and therefore significantly reducing risk of future deficits.

- Introduced a new Strategic Plan 2023-2026 and have three clear themes :
    - Increase both UK and International membership.
    - Ensure the organisation is financially sustainable.
    - Assure BELMAS' good governance as a charity and membership organisation.

- Staff had moved to permanent remote working, saving the organisation around £15,000 per year while increasing employee benefits. In addition to this, BELMAS conducted a pay review against the Harris Hill Charity Pay Research 2022.

- BELMAS have also introduced 26 new policies and procedures including:
    - GDPR (Inc. Inventory of Data Sets, Retention of Records, Encrypting Data and Privacy Notice)
    - Disciplinary & Grievance Procedures
    - Annual Leave, Toil, Sickness Absence, and other Leave Policies
    - Menopause Policy
    - Adoption and Surrogacy, Pregnant Parent, Pregnancy Loss, and Neonatal Policies
    - Disposal of Assets, Expense Claim and Reserves Policies
    - Anti-Harassment & Bullying and Equal Opportunities Policies

RB thanked the hard work of the Board, staff and members who had volunteered their time as RIG convenors, conference abstract reviewers for being part of this difficult yet rewarding journey.

01.08 – BELMAS Journal Reports

01.08.01 – EMAL Report

TB gave a brief update on behalf of the Editorial Board of EMAL. Highlights included:

- Submissions increased sharply in 2020 (678) but the 2022 figures show a decline to 541. The 2023 figures indicate an increase, with a projected annual rate of 602.

- All papers are forwarded to Sage for online publishing immediately following acceptance. Volume 51 is the first to feature 12 papers in each issue, rather than 8 or 9. This follows the decision to increase the page extent to reduce the backlog of papers awaiting allocation to an issue.

- The International Editorial Board has been reviewed recently. A few Board members retired, and we invited the following distinguished colleagues to join the Board: Mehmet Bellibas, Ken Leithwood, Izhar

Oplatka, Haiyan Qian and Pierre Tulowitzki. All five accepted our invitation.

- EMAL's 2022 Impact Factor is 3.6, up from 2.6 in 2021. This ranks EMAL 63rd out of 269 journals listed in the Education and Educational Research category (Q1). EAQ is ranked 77th, so EMAL is the top ranked educational leadership journal in the World.

- The overall 'Best Paper' prize for 2022 was awarded to: Hammad, W., Samier, E. and Mohamed, A. (2022), Mapping the field of educational leadership and management in the Arabian Gulf region, EMAL, 50 (1): 6-25.

01.08.02 – MiE Report

01.09 – Approval of Auditors for 2023

RB proposed Hawsons Chartered Accountants as auditors for 2023 due to their excellent service for the 2021 & 2022 accounts.

APPROVAL: The membership approved Hawsons as the auditors for 2024.

RB reminded members that any new financial regulations written as part of new Bye Laws would include a commitment to tender for new auditors every five years.

01.10 - Approval of Affiliations

APPROVAL: The following affiliations were approved by the Membership

- AcSS (Academy of Social Sciences) – Learned Society Year - £333
- CCEAM – (Council Membership) - £14pp
- Living Wage Employer - £60
- NCVO (National Council for Voluntary Organisations) - £188

01.11 – Approval of the Conversion from a Charitable Company to a Charitable Incorporated Organisation

RB explained the process to convert to a CIO over the last two years including five membership consultation sessions. The significant changes to the new constitution included:

- Basic Constitution that complies with Charity Commission Guidelines.
- Introduction of By-Laws that can be amended as the organisation grows or develops with time without written consent of the Charity Commission.
- Sub-Committee structure with clear delegated authority to make decisions including:
    - Appointments and Remuneration Committee (new)
    - Awards, Bursaries and Grants Committee (new)
    - Conference Committee
    - EDI Committee (new)
    - Finance Committee (new)

- An increase in "Vice-Chairs" from 1 to 3. Vice Chair roles to include:
    - Vice Chair Conference & Events
    - Vice Chair Finance and Resource
    - Vice Chair Equality, Diversity and Inclusion

- Removal of Past Chair role.
- Removal of automatic promotion of Vice Chair to Chair.
- Clear elections processes outlined in the By Laws.

- Chair and Vice Chairs selected annually from and amongst the Trustees in an internal vote forcing a "Trustee first" mentality to the role.
- Clear terms of Reference in the By Laws for Trustees including a 3-year term with a maximum of two terms (6 years).
- Editors-in-Chief of BELMAS Journals to be full Trustees.
- No scope for "non-voting Trustees" or "Co-Opted" members. All members are elected democratically (except appointment processes for Editors and Lay Trustees where applicable) and everyone round the table has a vote.
- Scope in the future for External or Lay Trustees for specific purposes and expertise.
- Scheme of Delegation introduced in the By Laws which is clear on decision making and responsibilities across the entire organisation.
- Financial Regulations introduced in the By Laws which include processes for management of BELMAS resources and the annual audit.
- Clear processes for complaints introduced into three separate By Laws: Complaints against a Member, Complaints against a Trustee and Complaints against BELMAS.
- Code of Conduct for all Members introduced to the By Laws.

RB explained that the Constitution had now been approved by the Board of Trustees and approved by the Solicitors Shakespeare Martineau who advised that the AGM approval needed to be taken in three separate votes.

01.11.01 – Special Resolution #1

APPROVAL: IT WAS RESOVED THAT the Company shall apply to convert to a charitable incorporated organisation ("CIO") pursuant to s228(1) Charities Act 2011 ("Act") and the Charitable Incorporated Organisations (Conversion) Regulations 2017 ("Regulations"). IT WAS FURTHER RESOLVED that this resolution shall be treated as a conversion resolution pursuant to s228(3)(a) of the Act and the Directors are authorised to take such steps that are necessary in order to ensure that the Company converts to a CIO.

01.11.02 – Special Resolution #2

APPROVAL: IT WAS RESOLVED THAT, in the event that the Company is converted to a CIO, that the CIO constitution attached to this resolution be adopted in substitution for, and to the exclusion of, the Company's existing articles of association and that this resolution should be considered a resolution adopting the CIO constitution in accordance with s228(3)(c) of the Act.

01.11.03 – Ordinary Resolution #1

APPROVAL: IT WAS RESOLVED that Ryan Beasley be authorised to attend to the requisite applications and consents in relation to the above matters, and any other filings in relation to the conversion of the Company to a CIO at the Charity Commission and Companies Registrar.

01.12 – Questions from the Membership

BELMAS received one question from the membership in advance of the meeting.

QUESTION FROM THE MEMBERSHIP: As a British Bangladeshi, I would like to know what steps the organisation will take to further inclusivity and ethnic diversity. As Belmas's academia profile is truly international but the organisation is based in the UK, what training, if any, is offered on how to identify and educate oneself (and other members) on topics such as culture, stereotypes, and unconscious bias?

IP stated that this was a really important and valuable question. This question would be answered by the new EDI committee and Vice-Chair EDI as they navigate their new role and capacity as a strategic ambition to improve as a society.

DO stated that the new structure in the conversion to a CIO will enable the organisation to look at the wider EDI implications across the breadth of the work BELMAS does and how that is embed into strategy and training.

It will be interesting to see who sits in the that first Vice-Chair EDI role and the direction the organisation takes to make progress in this area – but rest assured it remains a strategic priority which has prompted the structures in the new constitution which was passed at today's AGM.

01.13 - Election to BELMAS Council Results

RB read out the results of the election and announced that the following members had been elected to BELMAS Council:

- Dr Berni Moreno
- Dr Denise Mifsud
- Dr Jan Hetherington
- Dr Saeeda Shah

All results can be found on the BELMAS website.

01.14 - Closing Remarks from the Chair

IP thanked members for attending and wished DO luck as she steps into the role of Chair.

- Ends -