

MINUTES of the 2020 ANNUAL GENERAL MEETING

of

The Sussex Archaeological Society

(the "Society")

held

electronically via 'Microsoft Teams'

starting at

10.32 a.m. on Saturday 12th September 2020

(the "Meeting")

PRESENT: There were at least 60 Members who attended the Meeting, no less than 45 of whom were in attendance at any one time.

IN ATTENDANCE: Emma O'Neill (Membership Officer; Melanie Marsh (Property Manager, Fishbourne Roman Palace "**FRP**"); Representative of Kreston Reeves LLP (Auditor); Tim Metcalfe ("**TM**", IT Advisor to the Meeting).

APOLOGIES FOR ABSENCE: Esme Evans, Chris Hayward, Tom Hollobone, A. L. Huxley, Richard Saville, Sioned Vos and Rosemary Watson.

1. Welcome by the President and apologies for absence

Welcome

Prof Martin Bell ("**MB**") welcomed Members and, in his capacity as President, took the chair of the Meeting. MB noted the exceptional circumstances in which the meeting is being held. The Trustees' wisdom in holding the meeting virtually appears to have been further vindicated by updated Government guidelines on social gatherings released only this week.

The Meeting software indicated that the current attendance was comfortably in excess of the required quorum of 25 Members and the Meeting proceeded to business.

MB noted that, as seen in the supporting meeting guidance, under temporary emergency legislation brought in to deal with various governance problems arising from the Covid-19 Pandemic certain organisations (such as the Society) can currently lawfully hold meetings in ways that they are not ordinarily permitted so to do. This legislation (amongst a number of other relaxations) also, for the time being, allows organisations to arrange voting in more flexible ways.

Council had considered the options under the temporary legislation very carefully and concluded that holding the AGM by videoconference, and permitting voting only by written advance proxies, was the best way to utilise these temporary rules so as to have maximum engagement in the meeting and the greatest possible voting participation and rigour.

Therefore, as had been explained in the supporting papers, there will be no voting at this meeting.

MB reported that TM, Head of Management Information Systems at the Brighton Dome, is in attendance having kindly offered to assist with the technical IT aspects of the procedure. The Chair of the Governance Committee will, later in the meeting, be explaining the background to this process and would be pleased to address any queries that members have on it.

For each resolution, the result of the proxy votes will be announced without further voting at the Meeting itself. Questions, however, will be possible. Questions submitted before the Meeting will be dealt with in the appropriate part of each report. Additional questions, during the Meeting, can be submitted using the 'chat' feature of the Meeting software. Such questions asked during the meeting will be taken at the end of the meeting when the presenter most relevant to that question will respond.

Whilst best endeavours will be made by the presenter most able to answer relevant questions, those requiring a more detailed response (or greater consultation than can be provided at short notice) will receive a written answer after the Meeting.

MB requested that, in posing questions, Members should be mindful that the Society's staff and Trustees are doing their best in very challenging circumstances and therefore questions should be framed in a way which elicits the information required without causing stress or offence.

Tom Holland

A short recorded video message was then presented from Tom Holland, Patron of the 175 campaign, during which he described his recent tours of the Society's properties, museums and exhibits. He thanked the Society for the opportunity to do so and wished the Society well in its appeal. He hoped very much to meet Members when the situation allows next summer.

Apologies

MB read and noted the apologies for absence received.

Deaths

MB noted the decease of the following Members since the date of the last AGM:

John Colebourne - a member since 1985

Jim Dame – a member since 1971

David Hopkinson CBE – a member since 1992

Brian Herbert – a member since 1972

MB also noted the decease of two Society volunteers (of the Barbican House library):

Penny Cooper and Anne Winsor.

MB extended the condolences of the Society to the families of these Members and volunteers, all of whom had contributed to the Society during their association with it.

Votes Received

MB noted that the votes registered by the deadline 24 hours before today's meeting have been audited by the Society's financial auditors Kreston Reeves. The total number of voting papers submitted was 136, there were 8 invalid or spoilt papers so the number of eligible votes was 128.

2. To approve the minutes of the Annual General Meeting held on 29th June 2019 (the "2019 AGM Minutes") and the Extraordinary General Meeting held on 18 January 2020 (the "2020 EGM Minutes").

MB reported that:

*It was **RESOLVED** that the 2019 AGM Minutes, as previously duly made available for Members' inspection, be approved.*

(Proposed: Christine Medlock. Seconded: Matt Pope. On proxy votes received there were 104 votes in favour and 0 against.)

and that:

*It was **RESOLVED** that the 2020 EGM Minutes, as previously duly made available for Members' inspection, be approved.*

(Proposed: Christine Medlock. Seconded: Matt Pope. On proxy votes received there were 103 votes in favour and 0 against.)

There were no matters arising from last year's Annual General Meeting.

3. To receive the report of the Trustees for the year 2019 (the "Report")

MB noted that the Report is contained in the opening statement of the Accounts (as defined), was circulated with the Meeting papers and is available on the Society's website.

MB invited the Chair of Council, Amanda Jones, to present the Report and the Interim CEO, Helen Anson, to address the questions received from members.

Chair Of Council - Amanda Jones ("AJ" or the "Chair")

AJ expressed the honour she felt in being elected Chair, by the Trustees, with effect from 1 July 2020. AJ looked forward to the time when she could meet more Members in person. AJ paid tribute to her predecessor, Chris Medlock ("CM"), who had led the Society with such dedication and expertise during a challenging period.

AJ noted that the Society now finds itself in very difficult times and set out the plans for dealing with this and recovering from it.

AJ reported that there had been an increase in visitor numbers to the Society's properties in 2019 and the Society had supported over 2,500 research visits to its libraries in the period including access to the Finds Liaison Officer (hosted in partnership with the British Museum). This partnership will continue. All Society museums were awarded TripAdvisor excellence awards and increased scores from Visit England following inspections. AJ thanked staff, volunteers and friends groups for their hard work and support.

AJ further reported that there had been progress in the digitisation of SAC Collections - a resource of international importance. 3-D scans of all sites had been completed - an area where the Society is a sector leader. Repairs had been completed to the Barbican House roof and windows and to the roof of Marlipins Museum. A National Lottery Heritage Fund ("**NLHF**") Resilience Grant delivered improvements to planning for property management and conservation.

AJ reported that 2019 was, however, another difficult year financially. There was an unrestricted operating deficit of £226k and such ongoing, annual losses are unsustainable.

The Society's long-standing (9 years) CEO, Tristan Bareham, left in October 2019; AJ expressed her thanks and gratitude to Tristan for all he achieved in that time. She reported that since that date the Trustees had decided to use interim arrangements for an initial period of stabilisation. A process to recruit a permanent CEO would start this autumn.

AJ reported that three Trustees stood down during 2019; Vivienne Blandford, Jane Ellis Seabrook and Jane Vokins. Steve George, who was elected at last year's AGM, decided to step down shortly afterwards. Further John Manley, a past CEO, also stood down as Trustee this year and the previous Chair, Christine Medlock, also stands down as Trustee today. AJ thanked all for their commitment and expertise during their respective periods of office.

AJ explained that in accordance with charity best practice Trustees initiated an open and inclusive recruitment process to identify candidates with the necessary skills to govern the Society. 22 individuals expressed an interest via that process and a further 2 by direct member nomination. All candidates who were proposed had been subject to the election process by the Members in accordance with the Society's articles and the results will be announced later in the Meeting. AJ thanked all candidates and members who had engaged with the process. AJ emphasised that the importance of diversity, equality and inclusion must be central to the Society's future; doing nothing is not defensible.

AJ stated that a re-set of the Society is required and, pursuant to authority given at the January EGM, the sale of the Parsonage, Tarring was completed in April releasing £215k. Work was currently continuing on the possible sale of the Margary Block in Lewes and the freehold of Wilmington Priory.

Since all of the Society's sites had been forced to close in March 2020, Trustees and the interim executives have worked hard for the Society's survival. £120k was secured via business recovery grants and the majority of staff were placed on furlough. A maximum award of £250k secured from the National Lottery Heritage Fund (the "**NLHF Award**") will sustain the Society for the next few months – a grant indicating the esteem in which the Society is held. There was a renewed focus on the 175 Campaign led so well by our Patron, Tom Holland. Thanks are due to the wonderful staff for their patience and understanding during the lockdown and furlough period. Thanks are also due to Catherine Cavanagh for her period as Interim CEO and Helen Anson who is currently helping the Society through this uncertain period.

AJ advised that a revised operating model and funding structure will be a priority for Trustees in the coming months to enable the Society to live within its means and maximise its potential. Priorities are investment in fundraising and communications (including to members).

She noted that the Vice Chair, Matt Pope, will be establishing a new Collections, Engagement and Research sub-committee to bring a new focus to the Society's archaeological and heritage collections, research and historic properties. Strategic partnerships with other organisations across the county and nationally will be established.

AJ thanked members for attending, their patience with the unusual format of the Meeting and their dedication in continuing to support the Society in these difficult times. AJ stated that she and the Trustees will do all they can to ensure that the Society survives for another 175 years and looked forward to 175th birthday celebrations in the brighter days ahead.

AJ concluded by re-iterating her thanks to the returning chair, CM. CM was elected a Trustee in 2017, and Chair in 2018, and has served the Society with endless dedication and passion. A presentation was made to CM. CM thanked the Society and its members and wished it well for the future.

Interim CEO - Helen Anson ("HA")

HA noted that three members had submitted written questions for Trustees that were broadly on the same subjects and so will be dealt with together.

Fiona Marsden queried why the planning application on the Anne of Cleves House storage facility ("**Margary**") misleadingly stated that the public have never had access to the building?

- HA advised that the description, as set out in the planning application, was correct according to the terminology required in planning rules; the description used refers to the fact that there is no daily access as part of the visitor offer. It is not a ticketed resource; only one that may be used by the public by appointment.

Fiona Marsden queried whether Margary being described as 'redundant' meant that any of the collections held within it are to be disposed of?

- HA confirmed that nothing has been disposed of. Moving the collections out of Margary will likely make them more accessible and available for research. The closure of Margary and the collections within them are separate issues. Margary, in any event, no longer meets the necessary safety and conservation standards.

Fiona Marsden expressed a concern that items from the Every Collection and other items within collections have been disposed of since 1994.

- HA confirmed that nothing has been disposed of (bar some long-term loans to other, more appropriate, museums).

Jeremy Hodgkinson queried the public accessibility intentions of the Wealden Iron Collection after the Margary disposal?

- HA confirmed that the plan was to increase public access to these items once the storage is closed.

Jennifer Chidnell queried the openness in describing the Margary application as '52 Southover High Street'.

- HA stated that this was based on advice from the planning officer; stating 'Anne of Cleves House' would have been misleading as the application does not relate to that property - only to the separate storage facility.

HA requested that members support the planning application. The Society is in confidential discussions with a potential purchaser that may allow the Society use of the building in the future. HA invited any member with further questions to contact her directly.

Jennifer Chidnell also asked about the Society's plans, funding models and trustee recruitment policy in its 175th year?

- HA reported that the Society is actively seeking trustees in areas where it needs to develop. The funding environment has totally changed due to the Covid-19 pandemic and is being actively updated as a result. There will also be a staffing and business model restructure in accordance with those future plans.

Jennifer Chidnell also asked if the Society is still interested in its Museums and collections?

- HA assured members that that is a core focus of the Society and will remain so. The Society intends to do all it can to increase public access to its collections.

HA concluded by reporting that discussions continue on the possible sale of the freehold of Wilmington Priory. (Those discussions also include the Duke of Devonshire's estate that have a possible interest via an historic covenant.)

MB thanked AJ and HA for their presentation and dealing with the questions received.

4. To receive the accounts for the year 2019 and the auditor's report thereon (the "Accounts")

MB asked AJ, as Chair of the Finance Committee, to present the Accounts.

AJ pointed out that her dual position as Chair, and as Chair of the Finance Committee, is unusual and caused by a brief overlap. However, this will be addressed by the new Council immediately following the Meeting.

AJ thanked Peter Vos ("**PBV**") for his many years as Chair of the Finance Committee. PBV has, since November 2019, taken up the Chair of the Governance Committee.

AJ noted that the Accounts are available to all Members on the Society's website and had been sent by post to any Member that had so requested. The Accounts were taken as read, but AJ highlighted a few specific areas to Members.

Page 13 Consolidated Statement of Financial Activities

AJ noted that the net operating loss was £226k and that there was a loss on investments of £84k.

Page 14 Consolidated Balance Sheet

AJ noted that, whilst the Society has unrestricted funds of £1.8m, the free reserves available for immediate use are only approximately £400k.

Income

AJ reported that income for the year was approximately £1.7m compared with £1.8m in the previous year. 57% arises from charitable activities, 35% from trading activities, 5% from donations and legacies and 3% from investments.

Whilst income has been broadly stable in the last 5 years, the biggest cost (staff resources) - has been increasing.

The Covid-19 crisis may give the Society an opportunity to diversify into other income streams. In trading activity whilst income has fallen to £607k (2018 - £687k) so have costs so the profit in that area has increased.

The Society's income from legacies and donations is small and is a fundraising area that must be improved.

Expenditure

Expenditure fell to £1.95m (2018 - £2.05m). 75% of expenditure is on charitable activities, 23% on trading and 2% on fundraising.

Expenditure has gradually increased in the last 5 years. However, as such a small amount is invested in fundraising, it is believed that there is scope to invest in that area.

Operating Deficit

Whilst the surplus from the Society's trading subsidiary had performed well (as previously described), the overall deficit at £226k (2018 - £235k) is very large for a charity of our size.

Visitor Numbers

Of the 155k (2018 - 149k) visitors, 86% (2018 - 88%) were paying visitors. Whilst stable, there has been a decrease over the past 5 years. This is an area that will need to be addressed, but the possible impact of Covid-19 is, as yet, unknown.

Balance Sheet

AJ pointed out that, in addition to the figures quoted in the accounts, the Society owns c. £63m in heritage assets that cannot be stated on the balance sheet. It was noted that a revaluation has slightly reduced the stated value of Bull House to £711k (2018 - £822k). Further, the sale of The Parsonage at Tarring will not appear on the accounts until next year. Certain investment holdings, managed for the Society by Cazenove, were sold during the year to alleviate short-term cash flow. Managing the cash flow in the coming months will be critical. The fall in unrestricted funds to £1.8m (2018 - £2.1m) was as a result of the operating losses.

Pension Scheme

The East Sussex County Council Pension Scheme (the "**Scheme**"), due to relatively good performance, has informed the Society that no further contributions will be required until 2023. However, future valuations after that date may alter this position. The Society continues to work with the administrators of the Scheme to arrange the charge over the Priest House, West Hoathly, as previously approved by Members.

Covid-19

The Trustees, executive and staff have worked very hard to ensure the Society's survival. The NLHF Award, previously mentioned, shows the esteem in which the Society is held. The award was, unusually, the maximum available. The Society will also be making an application to the Cultural Recovery Fund, recently announced by HM Treasury. AJ re-iterated thanks to the staff for their

gracious co-operation with the Society's full use of the Government Furlough scheme. A bank overdraft of £150k (that may or may not be utilised) is in the process of being secured.

Revised Operating Model

The new Council of Trustees must work towards a new model that produces a balanced budget where the Society operates within its means. However, in addition to finances, this will mean closer co-operation and partnership with other comparable organisations.

Questions

AJ reported that a number of questions had been received and that Trustees would endeavour to answer them. Should those posing the questions consider the answers to be unsatisfactory they are invited to contact the Society for further clarification.

Dr. Richard Saville queried what are the arrangements for spending the NLHF Award (plus other Society funds) in the difficult period ahead?

- AJ reported that the NLHF Award is an emergency fund to avoid the risk of administration; to enable the Society to continue as a going concern during the next 4 months and not for new projects. The use of the funds will be monitored by the Society's usual management accounting systems but also by the NLHF itself. The NLHF will check that the funds are spent in accordance with the application made.

Dr. Richard Saville queried whether the reported £1m loss of revenue suffered by the Society since the pandemic is a figure net of the furlough scheme, the closure of properties and the axing of staff.

- AJ reported that no staff have been axed. Two have left via voluntary redundancy. There has been no widespread compulsory redundancy as has been seen in comparable organisations. This will be kept under review. £1m is an accurate estimate of the loss of income. Since lockdown the Society has endeavoured to take advantage of all possible funding options. The closure of sites was not optional - it was a Government instruction. There has been some phased opening as the rules have permitted.

Dr. Richard Saville had also submitted a question on the Pension Scheme that was addressed earlier in the Meeting.

*It was **RESOLVED** that the Report and Accounts be received.*

(Proposed: Amanda Jones. Seconded: Peter Vos. On proxy votes received there were 114 votes in favour and 4 against.)

5. To appoint auditors for the ensuing year and to authorise Council to fix their remuneration

*It was **RESOLVED** that Kreston Reeves LLP be appointed auditors to the Company until the conclusion of the next period for appointing auditors within the meaning of s485 Companies Act 2006 at a remuneration to be agreed by the Trustees.*

(Proposed: Joe Sullivan. Seconded: Peter Vos. On proxy votes received there were 115 votes in favour and 3 against.)

6. To elect Members of Council

MB reported that Council has a maximum of 14 members. There are four vacant Member-elected places on Council. Six candidates were duly nominated and seconded individually and each provided an autobiographical statement in support of their nomination. These papers and the voting form were circulated on the Society's website in advance of the meeting with the voting forms which could be returned either by e-mail or post to Bull House. By the time voting closed, 24 hours in advance of today's meeting, 136 valid votes had been received and checked against the current paid up membership list.

In fairness to the six candidates they have already been informed of their success (or otherwise) and the precise details of the number of votes that were cast. Should any member wish to know the number of votes cast for each candidate please contact the Acting CEO.

MB reported that:

*It was **RESOLVED** that the following 4 candidates have been duly elected as Trustees in accordance with Regulation 21 of the articles of association of the Society:*

Laurence Bresh,

Jane Hodgkins,

Glynn Jones and

Harriet O'Neill

MB offered his congratulations to the successful candidates and expressed a wish that all candidates would find ways of supporting the Society in the future.

MB apologised that the unusual arrangements of the Meeting made it not possible for the new Trustees to introduce themselves and expressed a hope that Members could get to know them in the future.

7. Any Other Business

Election of President

MB stood down as chair of the Meeting in favour of AJ.

AJ noted that MB has been an exceptional President of the Society. He has worked tirelessly and represented the Society graciously. AJ expressed the Society's gratitude and was pleased to report that MB has agreed to continue in that capacity for another two years.

AJ reported that:

*It was **RESOLVED** that, in accordance with Regulation 31 of the articles of the Society, Martin Bell be appointed President of the Society for the forthcoming two-year period. (Proposed: Christine Medlock. Seconded: Amanda Jones. On proxy votes received there were 125 votes in favour and 3 against.)*

AJ stood down as chair of the Meeting in favour of MB.

MB expressed his gratitude to the Society for his re-election.

Governance

MB noted that the Governance Committee has been conducting a comprehensive review of the Society's regulations and governance procedures and invited the Chair of Governance, Peter Vos, to address the membership on the current status.

PBV explained the procedure and status of the Meeting. He noted that at least 45 Members were attending online - in total approximately 10 more than last year. PBV reported that the Society, to hold the Meeting online, had availed itself of the temporary provisions (applying to companies) in the Government's emergency Covid legislation (The Corporate Insolvency and Governance and Act 2020). In response to a query from Oliver Gilkes, the Society will monitor carefully how that temporary legislation (and best practice) evolves to decide if online meeting provisions are used after the pandemic.

However, it has been decided that the major issue of replacing the Society's outdated (c. 1960s) articles should be postponed until a substantially in-person meeting can be convened. Notwithstanding that, the draft proposals for the new articles have been circulated with the papers for this Meeting to give Members every opportunity to consider them.

There are four main reasons for updating the articles at this time, or in the very near future:

1. Company law has changed substantially so many of the current provisions are outdated, obsolete or simply void.
2. Charity law has changed substantially with many current requirements not reflected in the existing provisions.
3. A very good set of model articles is provided by the Charity Commission. (After consideration the Governance Committee has considered it advisable to, for the Society's new articles, start with that model and make minor modifications where necessary rather than try to re-work the existing format.)
4. The Charity Commission has introduced a new Governance Code that has changed the dynamics of how charities, like the Society, must be governed. This is also required to be reflected in the articles.

The Society's existing objects will be brought forward into the new articles but with modernised language and in an order and style more appropriate to the current format. A mapping document on the Society's website shows the changes that have been made. The Society's three main objects (as stated in the new articles and brought forward, but prioritised and in clearer language, from the old ones) are (in summary):

1. Archaeology and history,
2. Museums and historical sites, and
3. Education.

Clarifying the objects will be essential in guiding future trustees in prioritising spending.

PBV invited Members to submit questions, relating to the proposals, at any time to enable an open conversation. There is a Q&A section on the website to which constructive comments have already been made. When the EGM to approve them is held, three weeks' notice will be given.

AJ and MB both thanked PBV and his committee for their work on the Society's governance procedures.

Questions Received During the Meeting

MB then invited PBV to present the questions that had been raised during the Meeting via the 'chat' function.

Oliver Gilkes queried the future plans for AGM procedure.

- PBV reported that this was, as yet, unknown and will depend on how the temporary Covid legislation evolves. It is likely that, based on the experience of the temporary legislation, the Government may choose to continue with some or all of those provisions on a more permanent basis. No commitment can be made but the situation will be kept under review.

Jeremy Hodgkinson queried what would happen with the collections if the Margary planning application is rejected?

- HA advised that they would not remain there. There are alternative plans for Margary in that situation and such collections will be kept in other (superior) storage.

- HA took the opportunity to clarify her earlier statement that no collections have been disposed of. She wished to note that a few boxes of Roman brick and tiles had been disposed of in 2017 in accordance with Museum Association advice and guidelines. HA invited any Member to contact her directly with any queries over the Margary proposed sale.

Oliver Gilkes queried for how long the Society could continue in operation.

- AJ replied stating that she hoped that it could be for at least another 175 years. However, AJ was frank with Members that during the winter of 2019/20 the Trustees had met on a regular basis for the purpose of considering their lawful duties of determining whether the Society could continue as a solvent going concern. A number of measures were put in place, as made clear in the January EGM (and Members were thanked for their support at that time). The mortgaging of certain properties, a bank overdraft and generous private loans from some members had ensured that costs (such as the monthly paybill) could be met as they fell due. It was unfortunate that, just as those measures were in place and the usual Spring period of positive cash flow was about to commence, the Covid pandemic caused the properties to have to close. However, in addition to the NLHF award discussed earlier, the Society has made applications to the National Lottery Culture Recovery Fund in the hope of securing some of the funds available to such organisations. It should be noted that these are for recovery, not just emergency funding. It is intended that, having identified skills gaps on Council and actively recruited to fill those gaps (in marketing, fundraising and communications), the Society now has the capacity to invest for its future.

AJ noted that she is conscious of the wish of some Members for the Society to re-focus its efforts purely on archaeology at a county level. However, she believed that the Society's

visitor properties can (as more specifically set out in AJ's earlier report) find an operating model that is at least sustainable, and that their potential is substantial. That will, in turn, enable growth in the funding of archaeology and research.

Conclusion

MB concluded the meeting by adding his personal thanks to the former Chair Christine Medlock for all she has done in steering the Society through challenging times. Grateful thanks are also due to AJ for taking on the role of Chair at a time of such exceptional challenges for the Society and the wider world.

MB also thanked HA for taking on the role of Acting CEO. HA has worked very hard for the society in recent weeks and months and she is due many thanks for her dedication. Thanks are also due to TM for his technical support and also to all those who have contributed today as presenters or behind the scenes including our minute taker, and source of much other valued governance advice, Stuart Chatfield.

MB announced that a short video of Fishbourne Roman Palace will be shown immediately following the end of the Meeting.

MB noted that Fishbourne, Michelham Priory and Lewes Castle and Museum are currently open. He advised Members to take the opportunity to visit them (first checking the website in case of any changes to opening times).

MB thanked Members for attending and for their continued support for the important work of the society.

MB wished Members well in the months to come and he looked forward to seeing Members at future face to face meetings.

The meeting concluded at 11.57 a.m.

Professor Martin Bell
President
CHAIRMAN OF THE MEETING
Dated: 23rd October 2021