

MINUTES of the 2019 ANNUAL GENERAL MEETING
of
The Sussex Archaeological Society
held at
The Rudkin Room, Fishbourne Roman Palace ("FRP"), Chichester
starting at
10.46 a.m. on Saturday 29th June 2019
(the "Meeting")

PRESENT: Richard Akhurst; Richard (Dick) Beales; Martin Bell; Nancy Bertenshaw; Vivienne Blandford; John Bleach; Nigel Brown; Paul Brown; Stuart Chatfield; Allan Course; Lys Drewett; Esme Evans; Donald Faulkner; Jennifer Foster; Stephen George; Oliver Gilkes; Colin Johnson; Amanda Jones; Cathy Jones; Ian Judd; Jaime Kaminski; Anne Knowles; Gill Lindsay; Eleanor Magilton; John Manley; Christine Medlock; Jo Miller; Robin Milner-Gulland; Anne de Poitier; Matt Pope; Donald Richardson; Philip Robinson; David Rudling; Joe Sullivan; Peter Vos; Sioned Vos.

IN ATTENDANCE: Tristan Bareham (CEO); Gill Kennedy (Finance Manager); Emma O'Neill (Membership); Sophie Hearn (Commercial Support Officer); Melanie Marsh (Property Manager, FRP); Katie Long (Auditor)

APOLOGIES FOR ABSENCE: Judith Akhurst; Anne and John Bacon; Derek Bond; Diane and Clifford Braybrooke; Sue Brown; Michael Holmes; Jan Oldham; Janet Pennington; David Rudkin; Jane Ellis Seabrook; Brian Short; Elaine and Michael Short; Jane Vokins; Rosemary Watson; Caroline Wells.

1. Welcome by the President and apologies for absence

Prof Martin Bell welcomed Members and, in his capacity as President, took the chair of the Meeting and listed the apologies for absence that had been received.

Prof Bell ("MB") then reported the deaths of a number of Members since the last AGM. He paid tribute to: Phil Davies (former Head of Operations at FRP), Peggy Norman (Life Member and former Membership Assistant), Simon Garrett, Philip Tree (a Michelham Volunteer), Zena Rector (Honorary Member and former Society Administrator) and Prof Gordon Hillman.

2. To approve the minutes ("Minutes") of the Annual General Meeting held on 23rd June 2018

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

(Proposed: Lys Drewett. Seconded: Donald Richardson. On a show of hands there were 35 votes in favour and 0 against.)

There were no matters arising from last year's meeting.

3. To receive the reports of the Members of Council for the year 2018

MB invited the Chair of Council and each of the Trustee Leads and Committee Chairs to introduce their reports.

Chair Of Council - Christine Medlock (the "Chair")

The Chair welcomed Members and thanked them for coming on what was an extremely hot day.

The Chair extended her personal thanks on Members' behalf to all members of Council who have worked hard on behalf of the Society. The Chair noted that the Trustees are all members, are the Members' elected representatives and are elected to safeguard the Society. All Trustees are passionate about our Society and this is reflected in all they do; the Chair expressed the honour she felt to have been Chair for the 2018 period and will stand for re-election for 2019.

Tabled at the Meeting are individual reports from Chair of Governance, Lead Trustee RAG (Research, History and Archaeology), Lead Trustee Social Media, Chair of Finance and Lead Trustee Museums and Collections. The Chair thanked the individual Lead Trustees for their commitment and effort. As part of the ongoing governance review, and to facilitate more dynamic decision making, a change away from the committee structure (except for Finance and Governance) towards a Lead Trustee based approach has been introduced. The difficulty of gathering people to attend meetings is now reduced - discussions can now be undertaken via Skype, phone or indeed in person. However, importantly, all recommendations by Committees and Lead Trustees are then elevated for decision to full Council.

The Chair referred members to the Trustees' report, as circulated, but wished to highlight a few key points.

The objective of our Society is 'to promote, encourage and foster the study of archaeology and history in all (our) branches...'. FRP is one such branch and the Chair thanked the staff for their support in hosting the AGM. The Chair noted that the Trustees deliver to that objective by developing clear and achievable strategies. The Society is fast approaching an important period when our 2016-2021 strategy comes to an end and will soon be updated for the following 5 year period. It was noted that the Council of Trustees are ultimately responsible for setting future strategic direction, for monitoring that direction and safeguarding the financial welfare of our Society; something on which the Trustees place high importance.

The annual accounts show a worrying picture in all our revenue streams which, compared to the previous year (2017), show reductions - something which The Chair of Finance will highlight in his presentation.

The Society's revenue channels are:

- Unrestricted funds - which encompasses entrance fees and general donations to our museums and our trading arm (Sussex Past Trading Ltd) all of which deliver to our Charitable objectives
- Restricted funds - which encompass grants for specific purposes and projects
- Return on investment - encompassing income from investments and reserves

The Chair noted that all three revenue streams are down, but that the Trustees have a plan for turning the situation around. It was noted that risk mitigation policies are targeted firmly on addressing this annual deficit and returning our Society back into good financial health.

The Trustees are committed to protect the buildings and collections in our care and our forward planning is to ensure that we deliver new and innovative strategies that will enable our executive to create a strong and resilient charity to ensure that we continue to deliver on that commitment.

The Chair thanked, on behalf of Members, all our staff and volunteers who participate in all the activities that deliver the best experience possible to all our visitors - whether they are day trippers eager to understand more about their heritage or committed historians and archaeologists seeking to expand the corpus of knowledge for future generations.

Finally, the Chair thanked Members who have contributed to the Society by visiting its properties and museums, and to members who had responded to the last edition of Sussex Past and Present by making donations to the Society.

Governance Committee - Joe Sullivan (JS, Chair)

JS referred Members to his tabled report which was DEEMED to form part of the Minutes of the Meeting. He re-iterated the Chair's earlier point that a move had been made to a more dynamic Trustee Lead structure in most areas. The Governance Committee had dealt with a number of ongoing issues and also reviewed procedures to ensure that the Society Governance Code is still in compliance with Charity Commission guidelines. It had been decided that an external review of the Society's Code is not a necessary expense at this time. Other items within the Governance Committee's remit will be dealt with elsewhere on the agenda.

Social Media - Matt Pope (MP, Trustee Lead)

MP referred Members to his tabled report which was DEEMED to form part of the Minutes of the Meeting. He expressed his view that Social Media ("SM") is important for creating a following that can bring both membership and influence to enable the Society to promote its aims and achievements to a national and international audience. The Society already has a good SM presence. The FRP rabbit bone discovery was cited as an example of a highly successful SM campaign on Twitter by Dr. Rob Symmons. An updated website will be at the heart of developments in the forthcoming year, building on the SM strategy devised by Debbie Matthews, Marketing Officer. The Society's Facebook page and other SM outlets will be updated and expanded, but care will also be taken to consider the potential risks that will bring. MP encouraged Members to engage with the Society's SM wherever possible by visiting the outlets and sharing and responding to the stories promoted.

Collections and Museums - Jaime Kaminski (JK, Trustee Lead)

JK referred Members to his tabled report which was DEEMED to form part of the Minutes of the Meeting. He expressed his view that the Society's museums are critical as an interface between the Society and its Members and the general public as well as being places of research and to safeguard

the Society's artefacts. The highlight of the year was the 50th Anniversary of FRP and the inauguration there of the new interactive area and the Headley viewing platform. Also important has been in the introduction of a sophisticated new till system (AccessGamma, "ACG") that enables the Society to gather more information on the museums' visitor profiles. The Society has received very good reviews on its sites from Visit England and Tripadvisor. JK's plan for the forthcoming year will be to visit all the major properties, meet staff and investigate the particular challenges that each site faces. JK will then be able to be the voice for those properties at Council. JK summed up by paying particular tribute to the staff, volunteers and friends groups, without whom the properties could not operate.

Research - John Manley (JM, Lead Trustee)

JM referred Members to his tabled report which was DEEMED to form part of the Minutes of the Meeting. JM stated that research remains fundamental to the Society's aims. Considering the resources available, the Research Committee has focussed on two small-scale deliverable projects. First, by 2020, to complete the digitisation of all back numbers of Sussex Archaeological Collections - a long-overdue project. This will enable any person, anywhere in the world, to use this resource for their research. JM thanked the library staff, Hon. Librarian, Esme Evans and volunteer Gill Lyndsay for their work on the project. Second, two further books on the South Downs Series are being written. One on Great Houses (by Sue Berry) and one on Historic Photographs (by JK and Emma O'Connor). JM thanked the writers and his co-editor, Robin Milner-Gulland, for their work on this project. It is hoped that both of these projects will be cost neutral, funded by a combination of grants, private donations and a members' appeal. JM concluded by paying tribute to staff and volunteers for their assistance, and also to MB, the Society's President, for his active involvement in and advice on the Society's research projects.

Finance - Peter Vos (PBV, Chair of the Finance Committee)

PBV referred Members to his tabled report, which was DEEMED to form part of the Minutes of the Meeting. PBV stated that his report is very detailed, is available to those attending the Meeting and he intended only to highlight key areas in his verbal presentation. It is also available on the Members' section of the website.

PBV reported that the Society has changed auditors to Kreston Reeves. He welcomed their representative, Katie Long, to the Meeting and thanked them for their work this year. Gill Kennedy (the Society's Finance Manager) and Tristan Bareham (CEO) were also thanked for their work during the year.

It was noted that the Society had made a statutory loss this year (as had been predicted last year) after two years of surplus. Unrestricted items (including the Society's trading operations from Sussex Past Trading Limited, "SPTL") in the profit and loss account were almost all in deficit. This was driven largely by a fall in visitor numbers and unrestricted donations. Net restricted grants also showed a fall. However, this is partly a product of the accounting treatment of the grants and the consequent financial years in which their receipt and expenditure falls. As an example ACG (as mentioned in the Museums Report) has proved to be a great success. However, a grant for its implementation had been received in 2017, but spent in subsequent years. PBV noted, however, that the current level of unspent restricted grant funds is larger than the current cash reserves. Whilst lawful, this does require the Society to continue to work hard to raise more grant income so as to keep a positive cash balance.

PBV stressed the importance of the Society's unrestricted income - especially from SPTL - in supporting day-to-day activities that are not funded from restricted grants. The sustainability of the Society's museums is dependent on visitor numbers and how much they spend in the shops and cafes. Members were encouraged to visit the properties and to recommend their friends to do so.

PBV did convey the Trustees' concern on the level of cash and investments ("C&I", which is a close approximation to, but not exactly the same as, free reserves). To cover the seasonality of the Society's business the Trustees have set a target level of C&I to be six months of annual expenditure. Due to the expenditure on projects, as previously described and poor visitor numbers in 2018 C&I stands at only about half of that amount. Paul Brown ("PB") queried the change in the definition of free reserves as reported. It was explained that this is a regulatory requirement that is out of the Society's control and artificially inflates the apparent performance by this measure.

PBV noted that, whilst a poor performance had been expected due to the grant expenditure timetable previously explained, the figures were worse than expected due to unusual weather (that also affected other comparable visitor attractions). Legislative changes (such as pension auto-enrolment and the minimum wage), whilst fully supported, also added additional costs.

PBV then set out the projection for next year. Cash and investments were projected to fall again with a likely movement of more funds from investments to cash. This does leave reserves at the lowest they can possibly be without jeopardising future grant applications where matched funding is required. He also explained that, whilst predicted to improve in 2019, the management accounting figure (which give a more consistent treatment) is still expected to be in deficit this year.

PBV concluded by highlighting the various improvement plans that the Trustees plan to implement, as set out at the end of his report, and invited questions.

Amanda Jones (AJ) queried whether, at the current rate of cash diminution, the Society would likely become insolvent within 4 to 5 years. PBV stated that this is not the case; whilst not a desirable option, the Society has previously survived difficulties by selling assets - the current level of which stands in excess of £60m - and could do so again in the future.

Philip Robinson queried whether the cash position risked failure to pay salaries within the next 12 months. PBV stated that was unlikely. The auditors had effectively agreed by signing off the accounts on a going concern basis.

Oliver Gilkes noted that, on reviewing historical accounts over a long period, the Society appears to be on a long trajectory of declining cash resources and asked if it was time for a root and branch review of the Society. CM stated that, whilst the CEO's senior management team ("SMT") are working hard to reduce costs and the Trustees are currently considering plans for new revenue streams, her personal view was to avoid selling assets if at all possible. Such a plan might provide short-term cash but could lead to a fundamental change in the Society's Mem & Arts Objects. However, CM assured Members that the Trustees are taking action now to deal with the short term revenue issues and are already considering a new long-term strategic plan to replace the existing one that ends in 2021. In light of the Trustees' fiduciary duty as directors, no options are ruled out.

4. To receive the financial statements and accounts for the year 2018 (the "Accounts")

PBV introduced Katie Long (KL, representing Kreston Reeves). KL, on behalf of Kreston Reeves, thanked the Society for its instruction and PBV and the SMT for their co-operation during the audit.

MB, on behalf of Members, thanked PBV and the SMT for the considerable work that had gone into producing the Accounts and today's presentation.

PB queried why there was no information in the Accounts on the proposed charge on the Priest House. PBV explained that, being an historical record of past performance for 2018, the Accounts cannot include information on what is, at this stage, only a proposal on a future plan for 2019 or later.

*It was **RESOLVED** that the Accounts be approved.*

(Proposed: PBV. Seconded: MP. On a show of hands there were 34 votes in favour and 1 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: PBV. Seconded: JM. On a show of hands there were 35 votes in favour and 0 against.)

6. To receive the report from the Chief Executive Officer - Tristan Bareham (TB)

The papers circulated at the meeting contained a 6-page CEO report which was DEEMED to form part of the minutes of the meeting.

TB cited the reports so far delivered as a manifestation of the complexities of running a modern heritage business. He thanked staff, volunteers, donors and the Trustees for their contributions throughout the year.

TB referred members to the website where they will find the Society's Strategy. Whilst the ultimate responsibility for the Strategy resides with the Trustees, its implementation involves staff and volunteers and it must take account of many stakeholders and be business appropriate. The Society is one of only three county archaeological societies to maintain museums for the public benefit. Maintaining that tradition is important but must be financed and viable within the business environment. The Michelham Priory Mote ("MPM") restoration is an example of a highly complex, expensive and time-consuming project in which the Society has invested enormous resources and effort despite, due to factors not within its control, little apparent progress being made.

The SMT are working closely with funding bodies such as the Heritage Lottery Fund and the Arts Council to ensure that the projects, such as the MPM, within the Strategy are funded and delivered. However, with major projects reaching the point at which payment must be made, the management of cash flow is a major concern in the coming period.

MB thanked TB for his work throughout the year in dealing with the wide range of projects currently in progress.

7. Proposed charge (the "Charge") on the Priest House ("PH")

MB referred Members to the explanatory papers relating to this item, circulated as part of the Agenda, which were DEEMED to form part of the minutes of the Meeting. MB explained that the Trustees had thought very carefully about the proposal, having considered a variety of options, and considered it the best way forward for the Society's future financing. He invited Allan Course ("AC") who is both a Trustee and a pension's expert to explain the background to the Charge.

AC explained that there is a serious deficit in the East Sussex Pension Fund ("ESPF") of which past (and one present) Society employees are members. This has been caused by historically low interest rates and increased longevity, not through any decisions made by the Society. The Society's share of that deficit is approximately £600k and could be repayable over 8 years or less (or even immediately on the employment cessation of the last remaining employee member). If approved the Charge would enable that same deficit to be repaid over a longer period of time (yet to be determined). PBV re-iterated that the 2019 projections already contained an assumption that the Charge would be approved. If not his projections would be £90k worse.

MB invited questions but reminded Members that, prior to the meeting, questions in writing had been submitted and the answers to those questions were available to all Members as part of the Meeting information tabled.

David Roberts stated that it was refreshing for a Property to become a benefit to the Society rather than a burden.

Oliver Gilkes queried how many active members the scheme has. TB confirmed that there is one current employee in the scheme and three pensioners.

PB thanked TB for answering the questions he had submitted before the Meeting and the further information that has since been made available. He expressed a view that the information provided in advance could have been more detailed, but that he was now satisfied with the subsequent details provided.

Colin Johnson queried whether the Charge would restrict the options available to the Society in the event that a financial catastrophe required urgent funds. PBV and AC confirmed that the Charge would, indeed, prevent the Priest House being sold (other than, perhaps indirectly, to the pension fund itself). However, whilst being a disfavoured option, there are other assets within the Society's portfolio that could be sold in an extreme event.

MB thanked AC for formulating the proposal and all Members who had raised queries; this had been very helpful to the Trustees in ensuring that a policy had been formed that was in the Society's best interests.

*It was **RESOLVED** that a charge on The Priest House be granted by the Sussex Archaeological Society to the East Sussex Pension Fund.*

(Proposed: AC. Seconded: PBV. On a show of hands there were 35 votes in favour and 0 against.)

8. To amend Article 31 of the Articles of Association by special resolution.

MB explained that the purpose of this resolution was merely to remove a redundant clause in the Society's Articles of Association.

It was **RESOLVED** that *THAT* Article 31 of the Articles of Association be amended by the removal of the following words:

'The person having the title of President at the adoption of these articles shall be deemed to have been elected under this article until the Annual General Meeting in 1996'

(Proposed: JS. Seconded: AC. On a show of hands there were 35 votes in favour and 0 against.)

9. To amend Article 30 of the Articles of Association by special resolution.

MB explained that the purpose of this resolution, as set out in the meeting notice, was to enable Council to take certain decisions quickly and efficiently by email when it is not practically possible to convene a quorate meeting in person. CM asked Members to support the resolution. Such a procedure would enable good governance by providing the ability to make urgent, but only routine, decisions quickly. It would not be used to take substantive decisions (such as Council's decision to propose the charge on the Priest House) which would still only ever be taken in full meetings.

It was **RESOLVED** that Article 30 of the Articles of Association be amended by the insertion of the new clauses 30A and 30B as specifically set out in the notice of the Meeting.
(Proposed: JS. Seconded: MP. On a show of hands there were 35 votes in favour and 0 against.)

10. To elect Members of Council

MB reported that two Trustees, Jane Ellis Seabrook and Jane Vokins, had decided to stand down this year and he thanked them, on behalf of Members, for their contribution to the Society. Four existing Trustees had come to the end of their current term of office and were submitting themselves for re-election. Two new candidates had offered themselves for election. As a consequence there were six candidates for six places. MB invited each candidate who was present to briefly summarise their CVs, that had already been circulated as part of the Meeting information, in advance of their election.

Peter Vos

It was **RESOLVED** that Peter Vos be re-elected as Trustee for the period 2019-22
(Proposed: MP. Seconded: JS. On a show of hands there were 34 votes in favour, 0 against and 1 abstention.)

David Rudling

It was **RESOLVED** that David Rudling be re-elected as Trustee for the period 2019-22
(Proposed: Donald Faulkner. Seconded: JM. On a show of hands there were 33 votes in favour, 0 against and 2 abstentions.)

Jan Oldham (not present)

It was **RESOLVED** that Jan Oldham be re-elected as Trustee for the period 2019-22

(Proposed: Lys Drewett. Seconded: MP. On a show of hands there were 33 votes in favour, 0 against and 2 abstentions.)

Lys Drewett

It was **RESOLVED** that Lys Drewett be re-elected as Trustee for the period 2019-22
(Proposed: JM. Seconded: DR. On a show of hands there were 33 votes in favour, 0 against and 2 abstentions.)

Steve George

It was **RESOLVED** that Steve George be elected as Trustee for the period 2019-22
(Proposed: Vivienne Blandford. Seconded: JM. On a show of hands there were 33 votes in favour, 0 against and 2 abstentions.)

Amanda Jones

It was **RESOLVED** that Amanda Jones be elected as Trustee for the period 2019-22
(Proposed: Paul Brown. Seconded: JM. On a show of hands there were 33 votes in favour, 0 against and 2 abstentions.)

11. Any Other Business

There was none.

MB thanked the Society's CEO, his staff and the volunteers for their work for the Society; he particularly thanked Emma O'Neill for her work in convening and managing the AGM during a difficult period of staff turnover. He concluded by thanking the Trustees for their contributions and Stuart Chatfield for minuting both the AGM and Council meetings throughout the year.

The meeting concluded at 12.51 p.m.

Professor Martin Bell

President

CHAIRMAN OF THE MEETING

Dated: _____ 2020