

**MINUTES of the 2022 ANNUAL GENERAL MEETING**  
**(the "Meeting")**  
**of**  
**The Sussex Archaeological Society**  
**(the "Society")**  
**held at**  
**The Elizabethan Barn, Michelham Priory, Upper Dicker**  
**starting at**  
**10.30 a.m. on Saturday 15th October 2022**  
**(the "Meeting")**

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**PRESENT:**

Claire Barton, Adam Bates, Prof. Martin Bell, David Bone, Laurence Bresh, Geoff Brooke-Taylor, Dr. Stuart Chatfield, Lys Drewett, Richard Edwards, Louise Gearing-Bell, Maria Gardiner, Christine Green, Matthew Green, John Harris, Michael J Holmes, Colin Johnson, Amanda Jones, Glynn Jones, David Joyce, Gill Lindsay, Jackie MacMillan, Jo Miller, Rosalind Morton, Jan Oldham, Dr. Harriet O'Neill, John Orna-Ornstein, Linda Pointing, Dr. Matt Pope, Jackie Saich, Joe Sullivan, Gordon Sutherland, Harriet Tait, Peter Vos, Carol Woods, Jackie Wood and Keith Woods

**IN ATTENDANCE:**

Staff: Cynthia Gwokyalaya (Senior Finance Officer), Leanne O'Boyle (Executive Director), Emma O'Connor (Museums Officer), Katie Pearce (Marketing Officer), Tim Ridgway (Head of Marketing) and Izzy Roberts (Membership Secretary)

Others: Andrew Caddy (Finance Consultant) and Alana Johnston (Chair, FOMP).

**APOLOGIES FOR ABSENCE:**

Debbie Andrews, Graham Andrews, Ann Bacon, Paul Basu, Sheila Blair, Jessica Butt, Jennifer Chibnall, Helen Courtney-Bennett, Robin Courtney-Bennett, Jane Evans, Dr Sue Harrington FSA, Jane Hodgkins, Sally Holding, Ian Judd, Cherry Lavell, Julia Lucas, Dee O'Connell, Clotilde Lemarié, Anne Locke, Bill Lovell, Jacqueline MacMillan, Nigel Martin, Dr David Parsons FSA, Ulrike Proud, Dr Janet Pennington, Charlotte Ridings, Dr. David Rudling, Dr. Mary Rudling, John Shill, Prof. Brian Short, Dr H J Stephenson, Rob Stephenson, Jean Sudell, Peter Sudell, Sarah Watson and Caroline Wells

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## **1. Welcome by the President and apologies for absence**

Martin Bell ("MB"), in his capacity as the Society's President, took the Chair and welcomed Members (including those viewing online) to Michelham Priory. MB noted that the agenda and other papers for this Meeting had been duly circulated to members with the Meeting notice and that they are also available, in their full form, on the Society's website.

MB noted that Members had been given the opportunity to pose questions in advance and that those questions have been responded to online; other questions may be asked during the Meeting (utilising the 'chat' function for those online). However, for questions requiring more detail or additional information a written response will be sent after the meeting.

MB reminded Members that those unable to join in person have had the opportunity to register votes or appoint a proxy in advance. 9 Members had registered votes, abstentions or proxies in advance and these will be added to the votes recorded at the meeting.

MB explained an update of the voting system in accordance with modern best practice and the current articles. Members will recall that, at the 2021 AGM, the Society's previous articles of association (which were based largely on law and precedents that were many years out of date and in some cases void due to obsolescence) were replaced by a new version based on the latest Company and Charities Law and current best practice. MB advised that, subject to a very few minor amendments that will be discussed later in this Meeting, those new articles are now fully in place and will govern proceedings today and henceforth.

MB noted that apologies for their absence had been received, in advance, from 29 Members. 7 additional apologies were received at the Meeting.

MB also noted the decease of a number of Members since the last AGM. These included Mr R B G Williams and Dr A F Hughes (both of whom were Authors of the Society's South Downs series books), Mr John H Farrant (a longstanding member of Council, the Editorial Committee and a contributor to the Society in many ways) and Miss Esme Evans (the Society's Librarian who had made a huge contribution to the work of the library over many years).

Other Members who have passed on during the year were: Mr D M Arnold, Mr Michael W Austin, Mr J Bacon, Mr Richard W Beales, Mr R T Beck F.S.A., Mrs Ann Best, Mrs E A Chappell, Mr T S Church, Mr C J Clark, Miss Judith Edwards, Brenda Finnis, Mr J L Greenwood, Mr Gerald Hennings, Mr C R J Humphery-Smith, Mr Terry James, Miss Barbara St John Frost, Mr DHL Hopkinson CBE, Michael Kendall, Mr W A Kingston, Prof G J Leigh, Mr Roger May, Timothy McCann, Mr Paul T Murphy, Mr R Neal, Mr Andrew Peters, Mrs S Radford, Mr C Reggler, Mrs Anne Saunders, Mr A N Smith, Mr Terry W Sparling, Mr Michael State, Mr R A Whistler and Brenda Whitmore.

On behalf of the Society, MB expressed thanks to those deceased members for their support for the Society and also extended the Society's condolences to their families and friends.

## **2. To approve the minutes ("Minutes") of the Annual General Meeting held on 23<sup>rd</sup> October 2021.**

There were no questions in the room or online and MB moved to a vote.

*(Proposed: Adam Bates, Seconded: Harriet Tait)*

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

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

### **3. To receive the report of the Trustees for the year to 31 March 2022 (the "Report")**

MB advised Members that a detailed report had been circulated to Members in advance. MB invited the Chair of Trustees, Amanda Jones ("**AJ**"), to present the report.

#### Amanda Jones, Chair

AJ welcomed Members to Michelham Priory; so generously donated to the Society in 1960 by Mrs Stella Hotblack and acknowledged it was such a beautiful place to be on an autumn morning.

AJ commenced her report by acknowledging one very special lady. Everyone in the Society had been incredibly saddened to hear of the death of its Honorary Librarian, Esme Evans, in June of 2022. She explained that plans were currently underway to mark the huge contribution Esme made to the Society across her many years of service. Esme cared for the library collections for over a quarter of a century, and leaves the Society an enhanced resource, including the digitised SAC archive, for study and enjoyment. AJ noted that she last spoke with Esme at the annual conference in April where she regaled her with the story of her journey from Lancing that morning involving a variety of bus connections in and out of Brighton, as she made her way to Lewes in the early hours of the morning. This was a journey Esme made tirelessly without complaint; a reminder of her endless dedication to her role at the Society. AJ acknowledged Esme was a wonderful lady who was sorely missed.

AJ proceeded to explain that the year had, however, also brought much to celebrate. The Trustees' Report for the year ended 31 March reflected on some of the year's achievements – of which there were many – with her report aiming to highlight a broad selection.

#### Heritage Properties / Collections

Over 90,000 visitors had been welcomed to the Society's historic properties in the year. With Covid restrictions easing, Fishbourne Roman Palace, Michelham Priory, Lewes Castle & Museum and The Priest House reopened to the public in the summer of 2021, followed in spring of 2022 by Marlipins Museum and Anne of Cleves House. This required a huge amount of effort from staff, volunteers and friends groups - to all of whom Trustees were very grateful. A thorough review of the Society's policies and procedures had been undertaken across the Society's six accredited museums - helping to ensure that they continue to meet the stringent requirements of Arts Council accreditation.

Two trainee government kickstart placements (one collections-based and one conservation-based), with the support of the Society's hard-working volunteers, had enabled the team to focus on reviewing incomplete conservation records, whilst helping young people return to work having been unemployed for over 6 months. The Society's property management plans, identifying costed priorities over a 5-year period, included the recent work on the South Tower roof at Lewes Castle and immediate priorities for improving the toilets at Michelham Priory.

#### Learning & Participation

The reopening of the Society's historic properties had also enabled the resumption of the Society's award-winning Learning and Participation programmes. AJ reported that, supported by the UK government's Culture Recovery Fund, a strategic review of learning and participation programmes across the Society had been undertaken in the summer of 2021. Lynn Gayford had been appointed as Acting Head of Learning & Participation – enabling a centralised and increased focus on this important strand of the Society's work.

AJ added that opportunities to develop the Society's remote learning and adult workshop offer - areas currently not widely offered across the Society's sites - were being developed and Trustees were extremely grateful to Lynn for leading this important work.

### Collections

AJ reported that the Society continued to be a proud custodian of a substantial collection of objects, publications and artefacts central to the history and heritage of Sussex. Strengthening its already strong relationship with the National Trust and forming a new relationship with the Maori community, the Society had been honoured to be asked, in September 2021, to act as temporary custodian of Hinemihi - a collection of carvings of great cultural significance to the New Zealand people and was incredibly proud to be caring for these valuable carvings.

From the spring, the Chichester Roman Helmet had been on display at Fishbourne Roman Palace; the curatorial expertise from across the Society being brought together to tell the story of this enigmatic object.

AJ noted that a focus for the team in Lewes in the winter of 21/22 had been the sorting and packing of the collections previously removed from the Margary stores and preparing Anne of Cleves House, ready for re-opening for the 2022 season.

The Society's library and associated team of dedicated volunteers at Barbican House had continued to provide a valuable source of publications and expert knowledge to support research into the history of the county.

Rob Symmons, the curator at Fishbourne Roman Palace, had completed the task of reviewing the collections at the site - the results of which would inform future conservation and research priorities. AJ noted that the work would be a valuable addition to the Society's next Accreditation application and contribute to revised Collections management plans.

### SAC

AJ paid particular credit to Dr. Jaime Kaminski who had retired as a Trustee in 2021 in order to take up the position of Editor of the Sussex Archaeological Collections - the Society's much-respected annual collection of research papers focusing on the history and archaeology of Sussex. AJ commended Jaime for the amazing job he has so far done. She reported that the 2020 edition (Volume 158) had been published in winter 2021 having been previously delayed due to the impact of the Covid pandemic and added that the printing of Volume 159 had commenced that week and was on course for delivery to Members later in October, with Volume 160 expected by the end of the year, returning the journal fully, to its normal schedule. AJ gave her thanks to Jaime, both for his dedicated service as a Trustee but also in this new role.

### Membership

AJ reported that the Society's members continued to be at the heart of the organisation, just as they were when the organisation was founded more than 175 years ago. She acknowledged that the support, loyalty and generosity shown by members during the challenges of the Covid pandemic was

instrumental in ensuring that the Society had been able to survive and that Trustees & staff were indebted to Members for their ongoing support and loyalty.

She reported that the Society's membership base had continued to grow throughout the year and a survey of members undertaken last autumn provided valuable information and knowledge to the internal team; highlighting the desire for an ongoing programme of member-only events - something the Society was steadily resuming.

AJ further noted that Izzy Roberts had been appointed as the Society's Membership Secretary and that Izzy's hard work is seeing the Society's member queries responded to promptly, renewals dealt with effectively and an initiative to reconnect with lapsed members was already having a notable impact on income.

She reported that the Society's 2021/22 series of online autumn and winter talks, an initiative originally instigated by its Vice Chair, Matt Pope, during the Covid lockdown of 2020, had again been hugely successful. The series had deliberately sought to build a balanced programme in terms of expertise, career stage, sector and gender wherever possible and more than 2,000 tickets had been issued for the programme of 12 talks. AJ advised those who have not so far done so to make a date for that autumn's upcoming series, which were beginning on Tuesday 1<sup>st</sup> November.

#### Fundraising / Finance

AJ reported that 2021 had seen the Society mark 175 years since its foundation, a significant milestone which gave time to reflect and to celebrate the contribution the organisation has made to communities across the county and beyond.

The 175-campaign had continued throughout the year, with renowned historian Tom Holland acting as patron, and steady progress was being made towards the campaign's ambitious £1m target. She recorded the Society's gratitude to all those who had supported the campaign thus far, an endeavour which had ensured the organisation was able to continue operating throughout the pandemic.

AJ reported that, having navigated significant financial challenges in recent years, the focus in 21/22 had turned to stabilising the Society's financial operating model. Investment had been made in staff training, in development of a new website and in essential property maintenance and care. She noted that a number of new appointments had been made across the staff team and welcomed all new colleagues, wishing them well in their new roles at the Society. She noted that many of the Society's staff team were at the Meeting and encouraged them to make themselves known to Members.

AJ continued by noting that the Society was incredibly grateful for the substantial, additional support that had been awarded during the year by the National Lottery Heritage Fund from the UK government's Culture Recovery Fund Round 2 (£323,800) and Round 3 (£191,400). She added that thanks were also due, to the many other trusts, foundations, friends and supporters who continued to support the Society.

AJ reported that in March, the Society had been delighted to be part of a successful consortium bid to the Department of Culture, Media and Sport's Volunteering Futures Fund, securing over £203,000 to develop a programme of work supporting and encouraging individuals to volunteer (and promoting the many benefits to our mental wellbeing of doing so). She explained that this partnership between mental health charity Head On, Brighton Dome & Brighton Festival and the

Society was a brilliant example of how partnership working can enhance the Society's ability to deliver meaningful and impactful work.

AJ gave particular thanks to the dedicated Friends groups across the Society for their tireless energy and dedication. AJ reported that she and the respective Chairs of each Friends group now enjoyed meeting together on a regular basis. AJ stated she was in awe of their passion and dedication to their fundraising work in support of the Society's properties and that Council was really looking forward to seeing what the future brings for these relationships.

#### Marketing & Communications

AJ reported that the appointment of Tim Ridgeway to the newly created position of Head of Marketing & Communications had brought new energy and impetus to all public-facing aspects of the Society's work. A focus on improving the customer journey for members had included improving the quality and regularity of content - including a revamped Sussex Past & Present magazine. A focus on updating the organisation's brand and putting people at the heart of its work was increasingly visible (for example through new signage installed at Fishbourne Roman Palace and Michelham Priory in the Spring) and a new social media strategy was making use of on-line platforms to celebrate the work of staff and volunteers across the organisation.

#### Human Resources

AJ explained that the Society had made substantial progress during the year on improving its HR systems and processes including the launch of BreatheHR (a new cloud-based HR management system) and delivery of a rolling programme of staff training (covering a variety of topics including management coaching skills, equality and diversity, and First Aid). The team had obtained Level 1 of the government's Disability Confident Scheme in March 2022, and work was now progressing on moving the Society to Level 2 of this scheme during 2022/23. She reported that a new Staff Forum had been launched in July 2021 proving a valuable platform for involvement, feedback and discussion amongst the Society's staff team. She noted, however, that like many organisations in the tourism and hospitality sectors recruitment often proved difficult and the Society had been working hard to address and react to these ongoing challenges.

AJ encouraged Members to take time to read the Trustees' report in detail. She hoped that members would agree that it had been a year of much progress, providing real hope for the future.

#### Trustee Recruitment

AJ reported that, on the day, 3 long-serving and hugely dedicated Trustees were standing down – each having served for a maximum term of 9 years. An enormous debt was owed to Jan Oldham, Lys Drewett and Peter Vos for their amazing dedication and wise counsel throughout that time. She explained that the Society was delighted to be making Jan, Lys and Peter Life Members of the Society in acknowledgment of their many years of service and hoped that the Society would retain their friendship and the immense value of their support and expertise in the years ahead.

AJ went on to explain that Michael Holmes, who served for many years as a co-opted Director of the Society's trading company, had stepped down during the year and again noted that the Society was enormously grateful to Michael for his guidance and input across several years.

AJ proceeded to explain that, on the day, Council were recommending the appointment of 2 new Trustees to Council and the re-appointment of a further 2 (reducing the size of the Board to 12 in number in accordance with the new Articles of Association).

She explained that after an open and inclusive recruitment search the Society had identified, in John Orna-Ornstein and Paul Basu, two exceptional individuals with the heritage and interpretation expertise capable of helping to lead the Society. AJ asked members to give them their support. Also standing was Sarah Watson who had served diligently as a co-opted Trustee for the past two years, both on Council and on the Finance & General Purposes Committee: and she encouraged Members to similarly give Sarah their support as she now stood for membership vote.

AJ explained that the Society's sub-committee structure and trading company continued to support the work of Council and that Trustees were delighted to have appointed ex-Tunstall Healthcare CEO Gordon Sutherland to the Board of its Trading Company. She added that Council were already seeing the benefit of Gordon's extensive experience and advice across the Society's commercial offer.

AJ paid thanks to all Trustee colleagues, Committee Chairs and co-opted Members for together steering the Society's fortunes with such exceptional skill and judgement. She gave a very particular note of thanks to Peter Vos, for his tireless work and determination in enabling the approval of a new set of Articles of Association for the Society at the 2021 AGM, further elements of this were to be considered later in the Meeting. She noted this was a just legacy to Peter's service, as he stood down on the day.

#### Staff

AJ thanked the Society's staff (both permanent and casual) and the Society's amazing volunteer teams. She added that they continued to show dedication to the Society over and over again, despite many challenges - particularly those in the current year - and for this the Society was hugely grateful.

AJ noted that Andrew Edwards had been appointed as the Society's new CEO in April '21 and had held this post for a period of 17 months before stepping down in September '22. She added that Andrew had brought stability to the Society during some enormously challenging times and ensured that it had emerged from the Covid pandemic with confidence. The Trustees were enormously grateful to Andrew for the dedication and expertise that he brought to all aspects of his role.

AJ explained that in support of the Society's aim to ensure its heritage properties and collections were appropriately cared for Leanne O'Boyle ("**LO**") had been appointed as a new Head of Historic Properties in January. The Society had also prioritised the recruitment of two experienced Property Managers for Fishbourne Roman Palace and Michelham Priory, and that Sarah Parker and Dan Cook, respectively, were already delivering valuable impact in these roles.

AJ noted that she was delighted to announce, only a few weeks previously, that LO had accepted Trustee's invitation to take up the role of the Society's Executive Director. AJ invited LO to say a few words at the conclusion of her report so that she may tell Members a little about herself, her reflections after 9 months with the Society, and some of her future plans.

AJ proceeded to thank the following: Dominic Eaton, Jayne Hayden, Melanie Marsh, Louise Marshfield, Debbie Matthews (Lapworth) and Bev Seal who, after many years of valued service between them, had left the Society's employment during the year.

AJ noted that there was one individual she wished to single out. She went on to explain that in October 2022 the Society's Museums Officer Emma O'Connor ("**EO**") celebrated 30 years of service to the Society. AJ explained that she had the pleasure of joining EO's most recent 'meet the curator' event at Barbican House the previous week and had been in awe of how she had members completely enraptured with her stories and knowledge of the Society's wonderful collections.

In recognition of her 30 exceptional years the Society's Vice-Chair, Matt Pope, made a presentation to EO who thanked the Members for the same. Members present gave a round of applause to Emma, and to all those staff cited in AJ's report.

### The Future

Looking forward, AJ reported that Trustees remained committed to identifying a truly affordable annual operating model for the Society, one that provided a platform from which to secure future growth and success. She added that, whilst the Society showed its resilience in returning post-pandemic, trading thus far in 2022/23 had been hugely challenging as it had been for many across the heritage and tourism sectors.

Visitor numbers, particularly those from group visitors, had not yet returned to pre-pandemic levels and were increasingly being impacted by the escalating cost of living. The Society was having to meet increased energy costs and navigate rising inflation and its impact on maintenance, repair and general running costs across its portfolio.

AJ noted that the Society is being tested and emphasised that a series of swift actions were required. An injection of strategic level support was being made, with a new strategic action plan in development. She explained that widening the learning, engagement and participation opportunities offered by the Society's properties and collections would be a key focus as would a new fundraising strategy, with new initiatives coming forward in the months ahead. She added that the Society would continue to focus on growing and diversifying its membership and engaging even more so with Members.

AJ reminded Members that, first and foremost, the Society was a charity with a clear mission to protect and widely share the heritage of the county. AJ hoped Members would support these endeavours and be advocates for the Society's work (and encourage others to support it too). She thanked Members, again, for their support and for being present, either in-person or online for the Meeting.

She also expressed her thanks to all the staff who had worked so hard to make the Meeting happen and the immense amount of work they had invested in doing so.

Finally, AJ stressed, again, that the Society was operating in a far from normal climate and there would be difficult decisions ahead.

In her view, the Society therefore needed to be agile, plan creatively and act decisively. In doing so AJ remained confident that, together, we would look forward to a bright and successful future. As one of the Trustee candidates standing for election today, she noted that she looked forward to the chance of continuing that journey with Members.

AJ invited LO to address the Meeting.

### Leanne O'Boyle, Executive Director

LO hoped that Members had seen the announcement of her appointment that had given a brief insight into her background. LO noted that she had grown up 10 minutes north of the Priest House and, aged 8, was really unhappy that it was the other half of the class that got to visit the Long Man of Wilmington (she went to the Clergy House). LO drew the Long Man for a class competition that got 2nd prize. LO also noted that she has photos of herself on a school trip, aged 11, with her feet in the stocks in the Gun Garden of Lewes Castle.

LO stated that she was then unaware that they were cared for by the Society, but knew the impact they had on her at such a young age. LO suggested that we all have something that sparked our interest in the past and that is why Members were present here today. The Society was part of that spark for LO. This speaks to the impact that the Society's work has on nurturing archaeology as a discipline - beginning with inspiring the next generation through its properties, learning programmes, supporting researchers, with its libraries and archives, the new discoveries that come from the ongoing work on our collections, and, of course, the respected SAC.

LO noted how she went on to become obsessed with the ancient world; attending UCL Institute of Archaeology to study classics and archaeology and staying on for an MA in Cultural Heritage. Professionally, LO has worked in a variety of roles from lecturing on cruise ships, leading an HLF flagship diversity in heritage programme and, before joining SAS, LO had worked for the City of London Corporation for 8 years (most recently as Head of Cultural & Visitor Strategy with oversight for Billingsgate Roman House & Baths).

LO said she had joined the Society as Head of Historic Properties in January, and sat in the audience at last year's AGM just before her 2nd interview, scoping out the organisation. LO saw an organisation evolving, bold in its ambition and with an engaged Board. LO, as Executive Director, re-affirmed her excitement about the possibilities for the future.

LO reported that her focus in her first 9 months has been the properties; it had been genuinely wonderful to get to know staff, volunteers and Friends. LO thanked the teams for all of their hard work and commitment; especially pulling together as the organisation recovered from the lockdowns and the ongoing impact of Covid. Experienced new Property Managers have been brought in at both Fishbourne and Michelham. Work has begun on developing the property plans so that the Society can ensure these important buildings are protected for future generations.

LO was pleased that new discoveries, to be announced soon, have been uncovered by Rob Symmons and his team of volunteers at Fishbourne. Lynn Gayford had stepped into the Head of Learning role and in quick time has assessed the learning programmes and rolled out changes. EO led on a Tom Paine book launch at Bull House, telling an important story and bringing in the public to a, usually off-limits, property. Lindsay Lawrence had stepped into the Weddings & Events Co-ordinator role and super-charged that part of the business. Tim Ridgway has completely turned around the Society's communications and marketing, bringing Katie Pearce on board.

LO reported that the Society is swiftly looking to adapt its business model to respond to the changing economic climate, as well as diversify its income streams to ensure that it is in the strongest possible position as it works on developing a longer-term strategy. It was noted that the Trustees are playing an important role in this; providing crucial support and guidance – LO had never worked with a more engaged Board.

LO noted that Members have been at the heart of the organisation for 176 years and are as crucial today as they were when the Society was founded. The Society is taking steps to improve membership. The Society has a new membership secretary in place, in the ever-excellent Izzy Roberts. LO took the opportunity to thank Izzy for all she has done. Member events and talks have been resumed and the Executive are looking forward to building on that in the year ahead.

LO encouraged Members, the Society's lifeblood, to get involved where possible; attending walks and talks, visiting sites, giving ideas for future events, submitting research and writing for SAC and P&P. The Executive wants, and needs, Members involvement and dialogue. The Society is also looking for volunteers, in whatever capacity that might be – from gardening to research and guided tours; members with anything to offer were encouraged to come forward.

The Society has many plans for opening up sites and collections to more people, deepening engagement and increasing membership. The Society is nothing without its people. Through its sites,

collections and publications it provides the opportunity for connection; to each other, to this county's places and past and to ourselves. LO considered it a responsibility to protect and an opportunity to push the boundaries of what we think we know. The Society wants to harness and focus that extraordinary energy from members, staff, volunteers and Friends so that the Society thrives for years to come.

LO thanked Members for listening and looked forward to speaking with as many Members as possible.

MB thanked both AJ and LO for their reports on the Society's current position and plans for the future.

### Questions

MB noted that two questions had been received on the Report and both had been answered, in detail, online. However brief explanations were provided at the Meeting.

- *Gill Lindsay queried whether it would be possible to provide concessionary rates for pensioners?*

Tim Ridgway (Head of Marketing and Communications) advised that it had been a difficult decision by the Executive and the Trustees to implement the first price increase in 4 years. Wherever possible, Member entry to events remains either free or discounted.

- *Fiona Marsden and J. Chibnall both queried the status of the Every Ironwork Collection at Anne of Cleves House ("AoC")?*

EO advised that the collection had been moved from the Margary Building into the rear galleries of AoC, where they remain. The Society considers keeping the collection together to be very important. Any requests to examine specific items will be met where possible and safe so to do. The collection is being carefully managed and new displays are planned for the future.

It was noted that the following questions had been received online:

- *Maria Gardiner asked what progress has been made in removing the silt from the Michelham Moat?*

LO advised that the Society is currently engaging with the Environment Agency, but that it is an issue that will take some years due to so many conflicting factors.

- *Elizabeth Thomas queried whether the cost of producing each print of SAC could be determined and publicised (in light of the fact that she, as a life Member, receives it for free)?*

MB advised that this would be best answered by Jaime Kaminski, the editor, and that he would be asked to respond in writing.

- *A Members asked if the crane, currently in the Phoenix North Street site, could be housed as part of the Every collection?*

EO agreed to investigate the matter.

#### **4. To receive the financial statements and accounts and the Auditor's Report thereon for the period to 31 March 2021 (the "Accounts")**

MB noted that the detailed accounts had been circulated as part of the Trustees' report and would be introduced by the chair of the Finance Committee and General Purposes Committee, Glynn Jones ("GJ").

Glynn Jones (Chair of Finance and General Purposes Committee)

GJ presented a series of slides to the Meeting to set out the Society's financial performance to 31 March 2022.

GJ reiterated that the financial year included the reopening of the properties to the public following the COVID-19 pandemic in Summer 2021. The consolidated results for the year showed a surplus on unrestricted operations of £153,533. This represented a strong financial performance, building on the unrestricted surplus of £534,016 from 2020-21. Financially, the year was one of rebuilding post-pandemic during which the Society generated £600,721 of admissions income; achieving the income targets for the year. However, because of enforced closures and a resurgence of COVID-19 cases over Winter 2021, this was still 19% lower than pre-COVID levels. In making the in-year surplus the Society was once more heavily reliant on grant income including £514,000 from the National Heritage Lottery Fund Cultural Recovery Fund which forms the majority of the restricted income showing on the Statement of Financial Activities. GJ commended AJ for the effort, time and skill she had expended on achieving those successful grants; successful applications are no forgone conclusion.

Unrestricted income in the period was £1,386,781, a decrease of £374,372 against 2021-22 as the prior year was reporting results for a 15-month period. Unrestricted donations totalled £56,938 - a decrease of £539,710 against 2020-21 in which the Society received a sizeable individual legacy. Income from properties, in the form of admissions sales at 55% and related secondary commercial incomes from café, shop, and wedding sales (25%), formed the largest portion of unrestricted income for the year. Trading activities reported a net surplus of £32,381 which was an improvement on the deficit of £29,424 from 2020-21 and a net margin of 9% on sales was achieved. Membership sales accounted for £67,000 of income, an increase of 22% against the prior year.

Expenditure in the period on unrestricted funds was £1,321,281, an increase of £85,588 as properties re-opened post-pandemic. The Society's most significant revenue investment was in staffing costs which totalled £994,900, a proportion of which was paid for from the Cultural Recovery Fund. Other main areas of expenditure were: rates and utilities: 8%, building maintenance 7%, back office and infrastructure 17%. In addition to unrestricted expenditure, significant funds were invested in building maintenance and future sustainability through restricted grant income received in the year.

Regarding the Balance Sheet, GJ noted that, as a result of the surplus made during the year, unrestricted funds increased from £2.33 to £2.49 million. The majority of this was in fixed assets, however, and free reserves at 31st March were £643,000. Cash fell during the year from just over £1m to £690,000 as a result of payment of committed restricted expenditure which was unspent at the end of the 2020-21 financial year. The debtors balance increased to £369,312 as £191,400 of cash from the cultural recovery fund was received after March 2022.

Despite the strong financial performance in 2021-22, which was supported heavily from grant funding, the Society continues to face serious financial headwinds. Since the start of the new year paid admissions were down by 12% against pre-COVID levels. This was having a subsequent equivalent knock on to trading revenues. Like most businesses, the Society is being faced with extreme cost pressures due to high inflation which is likely to intensify in 2023 once current fixed

rate energy contracts are due to end. GJ noted that, as a result, the Society is likely to make a significant deficit in this financial year. In response, Trustees and the Executive are working closely to take steps that will improve the current financial forecasts. This includes reviewing ticket prices, reviewing opening hours of all properties to reduce utility usage, revamping the year-round events programme and finding other cost savings where possible.

GJ, as had previous speakers, commended staff for their forbearance and flexibility during recent turbulent times.

There were no questions in the room or online and MB moved to a vote.

*(Proposed: Peter Vos, Seconded: Joe Sullivan)*

*It was **RESOLVED** that the report of the Trustees and annual financial statements for the year to 31<sup>st</sup> March 2022 be received.*

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

There were no questions in the room or online and MB moved to a vote.

*(Proposed: Peter Vos, Seconded: Glynn Jones)*

*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.*

## **6. To elect Members of Council in Accordance with Regulation 33 of the Articles of Association**

MB explained that there were four Trustee vacancies and four candidates. He referred Members to the four Nominees' personal statements and details of Proposers and Seconders, as shared prior to the meeting.

MB invited the two candidates present (AJ and John Orna-Ornstein, "**JO**") to introduce themselves to members. Sarah Watson ("**SW**") and Paul Basu ("**PB**") had passed on their sincere apologies for their absence. MB noted SW's valuable contribution to the Society as a co-opted Trustee and member of the Finance and General Purposes Committee for the past two years.

MB took the votes on each candidates individually.

- Paul Basu

*(Proposed: AJ, Seconded: MP)*

*It was **RESOLVED** that PB be appointed Trustee of the Society in accordance with Regulation 33 of the Articles of Association.*

- Amanda Jones

*(Proposed: MP, Seconded: Adam Bates)*

*It was **RESOLVED** that AJ be appointed Trustee of the Society in accordance with Regulation 33 of the Articles of Association.*

- John Orna-Ornstein

*(Proposed: AJ, Seconded: GJ)*

*It was **RESOLVED** that JO be appointed Trustee of the Society in accordance with Regulation 33 of the Articles of Association.*

- Sarah Watson

*(Proposed: AJ, Seconded: MP)*

*It was **RESOLVED** that SW be appointed Trustee of the Society in accordance with Regulation 33 of the Articles of Association.*

MB confirmed that PB, AJ, JO and SW were duly elected Trustees of the Society.

## **7. To Consider, and if thought appropriate pass, the proposed Special Resolutions**

MB reminded Members that the new Articles were adopted last year but subject to approval by the Charity Commission ("CC"). Minor amendments have subsequently been provisionally agreed with the Commission as presented to members for approval by the Special Resolution duly circulated with the notice of the Meeting. MP introduced Peter Vos ("PBV"), outgoing Chair of the Governance, Audit and Risk Committee to summarise the amendments that are proposed.

PBV paid tribute to the Governance, Audit and Risk Committee which had spent multiple years working on the project to modernise the Society's previously-outdated articles. PBV advised Members that, as a Charity, certain parts of the Society's articles are subject to approval by the CC as well as by Members. It was stated at last year's AGM that the version agreed then was likely to be subject to further scrutiny by them. The CC had subsequently requested minor amendments (mainly to the 'Objects' clause) and the amendments now presented reflected the CC's input – subject to further engagement that Council had had with them. PBV noted, for example (and to address a query raised by Sue Berry), that the slight pre-eminence of the word 'Archaeology' over 'History' in clause 1 was not in any way a reflection Council's ranking of those two disciplines. It was more the product of the highly prescriptive and technical requirements that the CC has over objects clauses. Overall the changes suggested and proposed to the Meeting were very minor variations to what was agreed last year and PBV urged members to support the resolutions. He added that supporting the resolutions would in no way bind future General Meetings against subsequent changes to reflect further developments – in fact it is highly likely that further changes will come in the coming years. However, he stressed that it was essential that the Society's long-obsolete articles be finally replaced with a version that is in keeping with law and best practice at this time.

There were no further questions in the room or online and MB moved to a vote.

*(Proposed: PBV, Seconded: Harriet Tait)*

*It was **RESOLVED** that the two **Special** Resolutions relating to the Articles of Association, as set out in the notice to the Meeting, be approved.*

For the avoidance of doubt it was noted that the resolution was passed by a greater than 75% majority.

## **8. To Elect a President of the Society in Accordance with Regulation 27 of the Articles of Association**

MB vacated the Chair of the Meeting in favour of AJ.

AJ thanked MB for having served two, two-year terms as President and noted that the Society could not wish for a better President due to his wise counsel, commitment and the constructive challenge he frequently provides. She added that MB contributes greatly; not only to Council and sub-committees but also with his extensive academic knowledge, to many of the Society's events. AJ was pleased to report that MB has expressed a willingness to be proposed for a further two-year term.

*(Proposed: Jan Oldham, Seconded: Matt Pope)*

*It was **RESOLVED** THAT Professor Martin Bell be appointed President of the Society in accordance with Regulation 27 of the Articles of Association.*

MB returned to the Chair of the Meeting and thanked the Society for the privilege of being elected its President.

## **9. Any Other Business**

There was none.

In concluding the AGM, MB thanked Members for attending, their contributions to the Meeting and their support of the work of the Society in what are challenging times.

MB took the opportunity to encourage any Members who do not have a complete set of the lovely South Downs Series books to take advantage of the Christmas present opportunities they provide - especially the most recently-published *Country Houses of the South Downs* by Sue Berry.

MB also reminded members about the online talks which restart on Thursday 1st November.

MB noted that, after the Meeting, Members will have the opportunity for refreshments including freshly baked cakes provided by the catering team at Michelham followed by a talk and tour led by Dan Cook and the Michelham Priory team.

The meeting concluded at 11.50 a.m.

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Professor Martin Bell

President

CHAIRMAN OF THE MEETING

Dated: 2 December 2023