

Minutes of the Annual General Meeting 2022

Held on 24th February 2022 in the Terrace Restaurant at 18.00

Trustees/Committee present:

Philip Palmer, Allison Rogers, Helen McComb, Maureen Moorman, Adrian Johnson, David Wisden, Liz Hopkins

Apologies received: Helen Wilkinson and Stuart Rash

Members present: Twenty six

Members of English Heritage: Apologies from David Bailey and Amanda Pickard

Proxy Votes recorded: Eighteen

Philip opened the meeting by welcoming all those present and giving his address [Appendix1](#).

The formal business of the meeting was announced and commenced with the agenda items.

1. Minutes of AGM on 17th January 2020.

There were no matters arising from the floor and the Minutes were **approved** by the floor.

2. To receive and consider the Trustees' Annual Report and Financial Statements for the period from 1st October 2020 to 30th September 2021.

Philip presented the accounts. [Appendix 2](#). He apologised for his absence at the 2020 AGM due to a hip operation. On a question from the floor about the validity of the accounts that were not approved at the 2020 AGM (those ending 30th September 2019), Philip explained that he could illustrate 'Committee expenses' via his computer if so desired. However, there was a feeling from the floor that we need to 'draw a line under the past and move on'. Therefore, both sets of Accounts – Year ended 30th September 2020 and Year ended 30th September 2021 were **approved** by a show of hands from the floor.

3. To re- elect as a Trustee on rotation. Allison Rogers took over the Chair ahead of the vote. Philip Palmer was re-elected as Treasurer unanimously.

4. To elect three new Trustees.

Before the election could take place Simon Atwell raised a point about the correct constitutional procedure. He asserted that new Trustees needed to be introduced to the membership twenty one days in advance of said election. It was stated that the AGM paperwork had been sent out a month in advance of the AGM date with the names of three Committee members who had volunteered to become acting Trustees. It was also emphasised that the number of Trustees needs to be a minimum of five.

The three acting Trustees then introduced themselves to the AGM where it was decided the election should be enacted. The vote proceeded and all three were **approved** unanimously.

Maureen Moorman – Membership Secretary, Adrian Johnson & Helen McComb - Secretary

5. To receive and respond to any questions raised by members.

- What is happening to the books in the library? Allison (as previous Librarian) explained that EH have their own library and this will offer a safe haven for our book collection. This would also contribute to the 'education' remit and that the EH library will have better access arrangements via Osborne House's opening times. Further to this, Allison remarked that Laura Bosworth (EH Education) will gladly receive book donations from our members. Interested parties were encouraged to chat with Allison after the AGM.
- Philip addressed the floor by asking that members re-elect Karen Wright as our accountant, which was **approved**.
- Philip would like to invite all members to a coffee morning at a date to be arranged in March as a social event and to meet David Bailey.
- Next, Philip sought a preferable time for future AGMs, and it was agreed by a show of hands that 18.00 would be the choice.
- Philip thanked the new catering manager of EH for the provision of teas/coffees.
- Philip mentioned that capital expenditure would total c.£1,500.00 for new membership cards, which would be discussed at our next Committee meeting (15th March).
- There followed a request for any interested parties to become Committee members.
- Dave Wisden asked for as many members as possible to give us their email addresses.

The meeting closed at 18.50 after Philip had thanked all for attending.

Helen McComb Secretary 1st March 2022

Appendix 1

Acting Chairman's Report to the AGM of Friends of Osborne

24th February 2022

Good evening, everyone, my name is Philip Palmer for those who do not know me and thank you for attending this AGM. I hope to bring everyone up to date and also set us on a new road where everyone has a voice, and everyone is kept informed.

It was early December when I received a copy of correspondence sent to our Secretary that seriously made me think that there is something fundamentally wrong with the running of Friends of Osborne. As background information I have been a member since my kids were at school – late 1980's – then being asked to be Treasurer for IFRO and subsequently becoming a Trustee and retaining the Treasurer post I believe that I have enough experience to recognise that in-fighting, un-necessary correspondence and bad feeling all round are not the way to run a fund-raising organisation. Friends of Osborne is, or was, the largest fund-raising organisation within English Heritage and as recently as 2019 we were held up as the model to be followed. Not anymore unless we re-structure ourselves and start working with English Heritage which will require us to be less demanding.

The correspondence I referred to earlier was sent as a result of a Committee meeting, which I would add that neither the Secretary nor the Treasurer were invited to. This illustrated the main issue that the Trustees were not keeping minutes of each meeting they had and that the information at those meetings was not being passed on to the Committee. Well, I can tell you that most of the Trustee meetings were non-productive and simply kept going round the same issue of how we regain the privilege of our free access to Osborne grounds.

If members were not fully informed following our meetings, by way of newsletters, then I would like to apologise and assure you that this situation will not be happening again.

This correspondence was the last straw from my point of view, and I contacted David Wisden (who was Chairman of the Committee) and decided for us to meet David Bailey to discuss the unfortunate situation we all found ourselves in. I am very pleased to say that the three of us had a frank discussion, aired a few grievances, and then decided to put the past behind us and start afresh. Clearing the air allowed us to discuss donating funds for the fencing leading down to Swiss Cottage, having access to rooms for Committee meetings, holding this AGM and demonstrating how we are going to move forward as a united and coherent fundraising body. David was also pleased to be able to discuss how strapped for cash English Heritage

find themselves as they come out of the pandemic. He was also able to outline a few items that funding could be provided for as well as what is happening with the rooms we were occupying.

If we are to continue as a profitable, well-run organisation then certain things will have to change and after considerable thought the best way I can see this happening is if we scrap the position of Committee Chairman and hold all meetings as a single combined Committee. This, I believe, would allow everyone to be kept informed of everything that is happening. Please bear in mind that the functions of the Trustees are: to monitor the correct functioning of the Committee, which we are unable to do unless we are involved in the Committee meetings; vote through capital expenditure and donations to Osborne (I believe that the Committee should at least have an input into what we are spending our funds on); and lastly to change the constitution as and when necessary, again why can't the Committee have a say. Furthermore, I think we should perhaps consider a time restriction on Committee members exactly the same as Trustees. The way I see our new structure working is that we appoint a new Trustee Chairman then hold meetings as normal and if any financial matter has to be voted on then only the Trustees vote. This would also apply to the other matters already referred to and the rest of the meeting would be conducted with everyone participating and having a free vote when required.

We next organised a combined Trustee and Committee meeting (6th January 2022) and these proposals were discussed and a unanimous vote in agreement was received to enable us to move the project forward. Therefore, I was elected Acting Chairman – but only until the 1st meeting after the AGM. Following the rules of our constitution, existing Trustees are allowed to vote in new Trustees, and I am pleased to announce that Mrs Maureen Moorman, Mr Adrian Johnson, and Ms Helen McComb have all volunteered and I trust their positions will be confirmed shortly.

As with all re-organisations there are inevitably casualties and I am sorry to announce that our Chairman, Rob Flower, Secretary Mrs Marja Tolley and Vice Chairman Roger Crew have all resigned. Furthermore, our Membership Secretary, Mrs Joy Walker has also resigned for work commitment reasons. As a token of our thanks and gratitude for all the hard work these members have put in over the years, we are proposing to award honorary memberships to them and their nearest and dearest.

On to some good news I have received from David Bailey, namely that after refurbishment of what were our rooms, (now earmarked for educational purposes by EH) we are welcome to resume using them on a rota basis. Education has been highlighted by EH as a necessity for Osborne, so compliance is vital for this educational remit. Nonetheless, the majority of educational meetings are during the day and normally we would meet in the evenings, so we

simply have to book a slot to guarantee that we do not clash with anyone else. This all seems to have been a storm in a teacup so let's work with English Heritage from now on.

I shall be resigning my role as Acting Chairman at our next Committee meeting but before I go, I will be putting forward some ideas for fund-raising as well as using some of the old favourites. The idea of having a fun day for children would hopefully attract more families to attend and what about visits to other Victorian houses? We will also be able to work with Osborne and, hopefully, attend joint EH functions and invite David Bailey to all Committee meetings. David has already invited us to meet Tom King – David's boss, who has already remarked on the excellent progress that has been made.

Before I move ahead on other matters could I have a show of hands to confirm that we all wish to move forward and remain as a fundraising society entitled Friends of Osborne.

VOTE – *Unanimously approved*

Thank for that vote of confidence in our charity and now is the time to start the re-organisation allowing us to look forward to a new beginning. Just before we start, I would like to take this moment to thank Maureen Moorman for the work she has been doing on the membership database. We are proposing to have credit card type cards that would last for the lifetime of the member and whilst there will be some initial setting up costs, we should be able to make considerable savings in the future and also reduce the amount of admin to a minimum. Unfortunately, and at short notice, David Bailey and Amanda Pickard are unable to attend the AGM but on David's instruction I can disclose the good news of the **reinstatement of members' privilege of free access to the grounds as of 1st April 2022.**

Appendix 2

To receive and consider the Trustees' annual report and Financial Statements for the period from 1st October 2020 to 30th September 2021.

Trustees' Annual Report.

I regret to say that to date we have not received a report from our previous Chairman but sufficient to say that since 23rd March 2020 when Covid-19 brought the nation to a standstill there has been very little to report. The single issue that did arise was the restrictions English Heritage imposed by way of limiting numbers to 100 visits per month which in recent months has risen to 150 visits per month. These restrictions were imposed because of the financial restrictions English Heritage were under themselves during the Covid-19 closedown period. It is hoped that David Bailey will be able to offer some better terms during his speech after this meeting.

Financial Statement – Treasurers Report

As you all have a copy of last years' accounts you will be able to see that INCOME – by way of subscriptions were restricted to £3300 with bank interest adding another £5 making total income £3305.

PAYMENTS – which show that we donated £8000 for the refurbishment of the weathervane and £1200 for additional fixings when the vane was replaced at the top of the clock tower totalling £9200. All other costs are as shown amounting to total payments of £10227 and a loss for the year of £6922.

The loss is then transferred to the Balance Sheet which started with a members' funds of £50451 and has now been reduced to £43529 which equates to the value of funds held by Friends of Osborne.

Accounts for 1st October 2019 to 30th September 2020.

I would like to apologise for the unfortunate timing of my hip operation which prevented me from attending the January 2020 AGM and therefore wasn't able to answer questions on the analysis of the expenses. This I understand prevented the accounts from being approved by the members but was still submitted to Charities Commission as legally required. The copy you have attached has had the wording corrected by our Accountant who has sent her

apologies and if approved now will be uploaded to the Charity website. I am happy to report that all the figures have been agreed with our Accountant. However, if anyone would like clarification on any of the payments then whilst I am happy to answer here and now, because of the considerable time lag it may be more appropriate to show those members who voted against approval, the figures as per the computer after the meeting.

Thank you