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**Minutes of the Annual General Meeting of the Gloucestershire Aviation Collection/Jet Age Museum
Held on Wednesday 15 March 2017 at Jet Age Museum at 1900hrs**

PRESENT:

Trustees and Management Committee:

David Hunt
Chris Campbell
Tony Mackinnon
Mick Goodband
Chris Hill

Chairman of Trustees, Property Services, MDWGⁱ.
Vice-Chairman, MDWG, DMⁱⁱ, Shop Manager.
Hon Treasurer, MDWG.
MDWG, DM, Fire Safety.
Secretary, Vol Co-ord, MDWG, DM, Child &
Vulnerable Adult Protection Co-ord.

Trustees

Tim Kershaw
John Lewer

Archivist.
Procurement.

Management Committee:

Paul Webb
Tina West
Ian Mowat

Maintenance Manager.
Café Manager, Dep Child Protection Co-ord.
Engineering Manager

Members

As recorded by the Membership Secretary

APOLOGIES:

Trustees and Management Committee:

Darren Lewington

Communications & Marketing Lead

Trustees

Graham Howell
Tony Sangwine

Property Services
Accreditation Lead

Management Committee

Rich Clarke
Trevor Davies
Jim Rendell

Club Night Co-ordinator.
Education, Events and Visits Co-ordinator.
Collection & Display Co-ordinator

Members

As recorded by the Secretary

Pre-amble:

The meeting was called to order and the agenda, as published, accepted by those attending. A Fire Safety briefing followed before the meeting was declared open.

Item 1 – Welcome and Apologies.

1. The Chairman bid a warm welcome to all and thanked them for attending the meeting. He noted that attendance was 54 in total, which was a slight increase over AGM 2016. The Chairman then noted the apologies received, in particular from Trustees, Management Committee members and those volunteers and members who had sent specific apologies. Apologies and Attendance list is attached.

Item 2 – Agree & Accept the Minutes of the Annual General Meeting (AGM) held on 18 March 2016.

2. The Minutes of the AGM 2016 were promulgated previously on the Jet Age web-site and a hard copy made available in the museum for members to peruse. The Chairman moved that the Minutes be agreed and be accepted as an accurate and true record of proceedings.

Proposed by Tina West. **Seconded by** John Lewer. All were in favour. **Motion carried.**

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Item 3 - Matters Arising from Previous Meetings.

3. There were no Matters Arising or outstanding actions

Item 4 - To Receive the Reports of the Chairman of Trustees and the Chairman of the Management Committee.

4. Chairman of the Board of Trustees. Before commencing his report the Chairman of the Board of Trustees, David Hunt, thanked the Membership Secretary, Elaine Prior, and John Prior for developing the bar-code AGM registration process experienced this evening; an impressive and innovative development of the museum's IT capability that will hopefully be put to greater use in the future for other museum activity. David then made his Chairman's Report, a hard copy of which was made available to all attendees at the AGM and a copy of which is attached. In addition to his published report, the Chairman made reference to the fact that as well as covering all legal expenses for the transfer of land, Triumph Actuators provided main drainage connection for the museum at their own cost, and are also contributing £7.5K per annum over a 5 year period as sponsorship for museum projects. The Chairman also noted that the Jet Age News Letter is back in full production thanks to the efforts of John Lewer and in particular, John Burton. Regarding Phase 2, the Chairman noted that actual costs for the proposed phased construction are yet to be established but will feature as priority work for the management team. The Chairman then took the opportunity to mention the inaugural 'Whittle Walk', to be completed by Trustees and guest Ian Whittle on 8 April 2017; after the inaugural 'walk', GAC members, members of the local community and the public in general will be encouraged to take the walk themselves, as detailed in the leaflet made available at museum reception, Lastly, after completing his report, the Chairman paid tribute to volunteers Trevor Davies and Jim Rendell who would be standing down from their management roles in the near future. The Chairman thanked them for the work they had done in developing Jet Age over the last years and months and wished them well for the future.
5. Chairman of the Management Committee. A hard copy of the report from the Chairman of the Management Committee (also the Museum Manager/Managing Trustee), Chris Campbell, was made available to all attendees at the AGM and a copy of which is attached. In addition to his published report, the Chairman of the Management Committee made reference to the fact that when considering all that had been achieved over the last 43 months at the hands of an all-volunteer staff, there can be little doubt that Jet Age museum is most certainly 'punching well above its weight', a term used by the Museum Development Officer for Gloucestershire who is providing advice and support in the bid for accreditation with the Arts Council. The Chairman of the Management Committee also remarked that the footfall for last year included the over-fly of Vulcan XH 588 and given that this was a one-off event the fact that the museum is on target for a footfall of 24,000 this year is again a mark of the museum's success. In considering the future, the Chairman of the Management Committee noted that while advancing successes of such things as the Sunday Talks and other normal opening day activity, particular consideration will be given by the management team to how the museum is used and how it is managed with the advent of Phase 2 extension and the associated facilities. Lastly, the Chairman of the Management Committee joined with the Chairman of the Board of Trustees in thanking Trevor Davies and Jim Rendell for their significant contribution to the progress of the museum since opening in 2013. Accordingly, a Vote of Thanks on behalf of all the volunteers and members to Trevor Davies and Jim Rendell is hereby recorded.

Item 5 – To Receive the Hon. Treasurer's Report:

6. A copy of the accounts for year ending 31 August 2016 had been made previously available to all members via the Jet Age website. In addition, a hard copy of the accounts had been made available for members to peruse in the museum itself and a hardcopy made available to AGM attendees; a copy of which is now attached. In addition to the comments made earlier by the Chairman, the Hon. Treasurer made reference to the fact that when comparing current figures with those for 2015-2016, gross income is up. Indeed, in the first 5 months to January (2017), more than 50% of the anticipated income for the

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year has been achieved. The Treasurer also noted that Jet Age had received a grant of £25K from the Swire Trust with another £25K promised for this coming autumn; furthermore, that a £5K donation towards the Typhoon build had been received from the Aircrew Association. The Treasurer went on to state that in January 2017 there was £93K available for Phase 2 and that by June 2017 that figure should rise to well over £100K, with £150K projected by autumn 2017; moreover; given a successful Gloucestershire Environmental Trust bid for £250K, Jet Age should be in a position to put £400K towards the start of the Phase 2 build by 2018. On a last note regarding the current financial position, the Treasurer noted that income exceeds running cost by 3 times, consequently, Jet Age is well placed for the immediate future.

7. Finally, regarding Jet Age income long-term, the Hon Treasurer urged members to consider pledging a donation to Jet Age in their wills; now a common practice for sustaining charities of an individual's choice.
8. The Hon Treasurer then noted the need to appointment accountants to review GAC accounts. The Treasurer noted that outsourcing the accounts and legal aspects of GAC financial activity was necessary to ensure compliance with Charity Commission, Companies House and HMRC submission requirements. The Hon Treasurer noted that Pitt Godden & Taylor (PGT) are currently the accountants engaged to review and compile the GAC accounts, make appropriate return and provide general support; their tender was the best by far received when first appointed and they remained so. The Hon Treasurer recommended the re-engagement of PGT for the next year.
9. The Chairman then moved for the approval by the membership of the GAC accounts for the year end 31 August 2016:

Proposed by Martin Clark. **Seconded by** Chris Campbell. All were in favour. **Motion carried.**

10. The Chairman then moved for the re-appointment of PGT as the accountants for GAC for the next year.

Proposed by Tony Mackinnon. **Seconded by** Tim Kershaw. All were in favour. **Motion carried.**

Item 6 – To Note and Propose Elections to the Board of Trustees and the Jet Age Management Committee.

11. The Chairman stated that due his involvement in this agenda Item, he would hand-over proceedings to the Secretary for this Agenda Item only.
12. The Secretary noted the candidates for re-election as Trustees as all being well known to members. In accordance with the current M&AA, the re-election of John Lewer, David Hunt, Tony Mackinnon and Graham Howell, all well-known and established Trustees, was moved by the Secretary:

Proposed by Tim Kershaw. **Seconded by Liz Jones.** All in favour. **Motion carried.**

13. The Secretary noted the candidate for election as a Trustee, namely Tony Sangwine who had been co-opted onto the board of Trustee earlier in the year and was now the lead for seeking Accreditation with the Arts Council. A profile of the candidate had been made available to all attendees on the Jet Age website, in hard copy in the museum and on arrival at the AGM. In accordance with the current M&AA, the election of Tony Sangwine as a Trustee was moved by the Secretary.

Proposed by Ed Davies. **Seconded by** Tony Mackinnon. All in favour. **Motion carried.**

14. The Secretary noted the candidates for re-election as members of the Management Committee as all being well known to members. In accordance with the current M&AA the re-election of David Hunt (Property Services, Tony Mackinnon (Hon Treasurer), Chris Campbell (Museum Manager/Managing Trustee & Shop Manager) and Mick Goodband (Fire Safety), all well-known and established members of the Management Committee, was moved by the Secretary.

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Proposed by David West. **Seconded by** Paul Griffiths. All in favour. **Motion carried.**

15. The Secretary noted the candidate for election as a member of the Management Committee, namely Ian Mowat, who had been co-opted onto the Management Committee earlier in the year and was now the Engineering Manager. A profile of the candidate had been made available to all attendees on the Jet Age website, in hard copy in the museum and on arrival at the AGM. In accordance with the current M&AA the election of Ian Mowat (Engineering Manager) as Management Committee Members was moved by the Secretary.

Proposed by John Lewer. **Seconded** by John Burton. All in favour. **Motion carried.**

Item 7 – Special Resolution - To approve and accept revised and updated Articles for the Gloucestershire Aviation Collection (GAC) Company by way of a special resolution to be proposed at the meeting.

16. The Chairman asked that the Secretary explain and propose the following resolution:

- a. ‘That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the GAC Company in substitution for, and to the exclusion of, the existing Articles of Association of the GAC Company’.

17. The Secretary provided a Power Point summary of the need for this resolution and the changes to be proposed, the details of which are attached.

18. Following the summary there were the following questions and answers:

- a. **Member Derek Fisher** asked for clarification on the 9 year rule for time spent as a Trustee. (*Sec’s Note: Article 32 refers*). The Secretary explained that the 9 years was a total number of years a member could serve as a Trustee. Under Article 32 a GAC Trustee is required to seek re-election every 3 years, so the total time as a Trustee would equate to 3 terms of 3 years as a Trustee.
- b. **Member John Milroy** questioned the new quorum of 30 believing that this may be too high a number to achieve with ease for future General Meetings and cause decision making to be difficult, particular with members becoming older and less likely to attend. (*Sec’s Note: Article 17(2) refers*). The Secretary explained that the rationale behind a quorum is that the future of an organisation and the resolutions pertaining to that future should be decided by a representative number of its members and not just a few. Consequently, the example provided by the Charity Commission and the advice from the Trustee’s legal advisor had been for a quorum of 10% of the membership. Given that GAC membership was approaching 500, the quorum could have been set at 50. However, after careful consideration and detailed debate, Trustees had concluded that a quorum of 30 was more appropriate for GAC purposes. With regard to meeting that quorum in the future, the Secretary pointed out that it was very much hoped that GAC membership would continue to increase in the coming years and so there should not be too much concern that General Meeting will not attract at least 30 of the members. Should there ever be a problem then Proxy Votes can be taken into account or the contingency therein. (*Sec’s Note: Articles 17 & 18 refers*)
- c. **Member Liz Jones** asked if the quorum applied to EGMs as well as AGMs. The Secretary answered that the quorum applies to all ‘General Meetings’ whether annual or extraordinary. (*Sec’s Note: Articles 15-17 refer*).
- d. **Member Andrew Folliard** asked for an example of how the delegation of authority by Trustees for non-governance activity would work. (*Sec’s Note: Article 6 refers*). The Secretary explained that under the current Articles of Association there was no authority to delegate tasks to other than sub-groups of Trustees and that is how the current Management Committee is constituted; a group on which there is a majority of Trustees serving thus enabling decision to be made in accordance with

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the current Articles. Under the new Articles of Association it will be possible to delegate non-governance decision making to a group on specific terms as decided by the Board of Trustees. Consequently, under consideration now by Trustees is the delegation of authority to the Management Committee to implement the Forward Plan and other day to day activity. The principle term will be that the Chairman of the Management Committee is a Trustee and the Hon Treasurer is a member of the Committee. *(Sec's Note: having spoken with Andrew Folliard after the AGM, further clarification is offered: should a member or volunteer wish to make a suggestion or comment to enhance the museum operation, then that suggestion or comment can go directly to the Management Committee. If the suggestion relates to actions within the Forward Plan or other activity for which the Management Committee has delegated authority then the Management Committee can act upon the suggestion or comment as they see fit. If the suggestion or comment is outwith the delegated authority of the Management Committee then it will be referred to the Board of Trustees by the Chairman of the Management Committee).*

19. There were no more questions from attendees, therefore, the following resolution was moved and proposed by the Secretary:
- a. 'That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the GAC Company in substitution for, and to the exclusion of, the existing Articles of Association of the GAC Company'.

Proposed by Chris Hill. Seconded by Tim Kershaw. All in favour. **Motion carried.**

Item 8 – AOB – Items referred to and agreed by the Chairman prior to the Meeting

20. There were no items under this agenda item. Therefore the Chairman thanked members for their attendance and closed the meeting accordingly.

Meeting closed at 2020hrs.

Date of Next AGM: Wednesday 21 March 2018.

Attachments:

1. Apologies and Attendance List.
2. Chairman of the Board of Trustees Report.
3. Chairman of the Management Committee Report.
4. Hon.Treasurer's Report.
5. Summary of Changes for the Special Resolution.

ⁱ MDWG – Museum Development Working Group.

ⁱⁱ DM – Duty Manager.