

The English-Speaking Union Of the Commonwealth

MINUTES of the meeting of the Board of Governors held at Dartmouth House on Thursday 17th November 2011 at 4.00pm.

Attendees

Dame Mary Richardson (Chairman), Lord Paul Boateng, Lady Boyd, Saroj Chakravarty, Rod Chamberlain, Alan Cox , Jon Dye, Alex Finnis, Jenni Hibbert, Bilal Mahmood, Colin McCorquodale, Derek Morgan, Richard Oldham, Sir Peter Jennings, Gill Prior, Holly Shakespeare, Roger Tilbury, Lord Alan Watson

In Attendance

Professor Steve Hodkinson (Secretary), Peter Kyle (Director General), Chris Margaritis.

1. Welcomes and Apologies

There were no apologies for absence.

2. Declaration of Interests: none were declared.

3. Minutes of the meeting held on 29th September 2011

The Chairman signed the Minutes of the meeting as a true record and reminded Governors that the Confidential parts of the minutes remained so and do not appear on the website.

4. Matters Arising

Actum 5dii p.2 (Minutes of 21st July 2011). The Director-General confirmed that legacy monies were being used in accordance with the terms of the gifts.

Actum 10 p.4 (Minutes of 21st July 2011). The Chairman suggested that Governors should work in pairs or in a small forum with Branches and to ‘get back’ to members with replies to questions that could not be answered immediately.

Actum 14 The Secretary reported on the ongoing attempt to resolve a complaint by Louisa Hutchinson. Members noted the Charity Commission’s positive response to receiving a copy of Dame Mary’s letter to Louisa Hutchinson and the Commission’s reiteration that there was no reason for it to be further involved. Members discussed Louisa Hutchinson’s requests for Board documents and for individual responses from Honorary Officers to explain the decision to send the Board’s letter of apology despite Louisa Hutchinson’s telephone calls to the Secretary in which she had stated that an

agreed letter would not necessarily constitute full settlement of her complaint. In response to a question from a Governor the Secretary confirmed that he had received communications concerning allegations being made at non-ESU events by Louisa Hutchinson about the ESU and some of its members. The Board then unanimously agreed that

- The Board has adopted the practice of making available the minutes of its meetings on the ESU web-site as soon as is practicable after Board meetings. The Board regards all other documents as confidential to Board members.
- All correspondence for the Board should be addressed to the Secretary and individual Governors would not engage in correspondence unless authorised to do so by the Board.
- The contents of Louisa Hutchinson's e mail letter of 16th November that was sent to the Chairman, some current Governors and to a former Governor had been noted.
- Dame Mary's letter of 14th October represents a fair and full response to the governance issues previously raised and the Board awaits Louisa Hutchinson's response to that letter before deciding whether or not any further action is required on its part.
- The Board endorses the decision to send out the letter despite Louisa Hutchinson indicating in her telephone calls to the Secretary at the end of September that she did not see an agreed letter as representing a full resolution to her complaint as proposed in the procedure put to and agreed by the Board at its meeting on 29th September 2011.

5. Vice-Presidents, Counsellors, Honorary Members

a) Having been duly proposed and seconded Sir John Bond and Lord Alan Watson were appointed with acclamation as Vice-Presidents of the ESU for a period of one year renewable in accordance with Bye-Law 43.

b) Having been duly proposed and seconded Mr A K Than was admitted as an Honorary Member for a period of one year. The Board also agreed that the membership status of the Archbishops of Canterbury and Westminster, the Lord Mayor of Westminster and the Director-General of the Royal Overseas League should be changed to that of Honorary Member and that the Chairman would contact them to discuss future relationships.

c) The Board approved the guidance criteria for the Nominations Committee when considering nominations for the appointment of ESU Counsellors.

6. Policies for Approval

a) The draft Complaints Policy was referred back to the Chairman's Committee for further work. Governors were particularly concerned to ensure that the process for

adjudication at the appeals stage was consistent across the policy, cost effective and produced an end point to any dispute.

b) The draft Whistle blowing policy was approved.

7. Director-General's Report

a) The Director-General reported that work on the Long Drawing Room would be completed by 22nd November and that he was very keen to progress the redecoration of the Small Drawing Room so that the suite of rooms can be brought back into use. The quotations were within the allocated budget and work could be completed by 6th February. He was also obtaining costings for upgrading other areas of accommodation including carpeting. Opportunities for using Dartmouth House during the Olympics were still being explored but became less likely as the Games get nearer.

b) The formal rent review process with the Red Carnation Hotels had now commenced.

c) Several proposals had emerged for the Diamond Jubilee celebrations- the 'Diamond Winner of Winners IPSC' (subject to additional funding from HSBC) and a debate on the monarchy being two of them. In discussion of the latter it was suggested that since we are ESU of the Commonwealth a debate focussed on the Commonwealth where English is the shared language might be welcomed.

d) The Branches Conference had provided a good opportunity to meet the members and very positive comments received.

e) The transition to new website management had been achieved and after some necessary refinement Branch access area would be available.

f) The Director-General's proposals for the Review of the Staffing Structure were agreed by the Board and the procedures to be adopted endorsed.

g) The Director-General presented a paper that showed how the real value of subscriptions had depreciated over the past ten years. He said that there was insufficient time at present to consult with the members before bringing forward proposals to restructure membership categories and that an increase based on existing categories was the most practical way forward at this point. It was agreed that whilst it is the responsibility of the Board to set subscription levels, communicating effectively with the membership in order to explain why an increase is necessary is very important. Board members agreed that an accurate estimate of the costs of services to members was needed in order to consider the level of subscriptions required. Board members referred to discussions at NCEW whose members had agreed that an increase would have to be implemented and had discussed specific proposals for an increase. The Secretary advised the Board that there was a duty set out in the Royal Charter to ensure that members did not benefit financially from their membership and that not addressing subscription levels could affect both ESU's VAT liability and its Gift Aid position.

After discussion it was agreed that an increase would be sought from 1st April 2012, that consultation with the membership would take place through NCEW and Branch Chairmen

h) The reports from Departments were noted by the Board. There was particular interest in and commendation for the FCO funded programme in the Middle East. There was also discussion about the possible suspension of the Capitol Hill Internship programme and Board members urged the Director-General to seek the help of branches to ensure that it could go ahead. The Chairman asked if reports could include the costs of programmes in relation to agreed budgets.

8. NCEW

a) The Board received the Minutes of the NCEW held on 29th September 2011.

b) Richard Oldham (Chairman, NCEW) reported that the content of the Branches' Conference had been well received by those attending and Members had left much happier than in the previous year. At its meeting earlier in the day NCEW had discussed the possibility of holding a one day conference in 2012 (the year when there will be a World Members' Conference in Istanbul in September). Members had advised that avoiding the Olympics by possibly combining the one day conference with the AGM in November was worthy of consideration. The NCEW Review group had met on 9th November and had issued the notes of that meeting for regions to comment on. NCEW would present its conclusions to the March 2012 Board meeting. Subscription rates had also been discussed and a paper showing the effects of inflation had been circulated.

c) The Cornwall Branch with 80 members was in need of a Chairman. Board members urged NCEW and DH staff to take positive action in order to assist the Branch to regroup. Members are our greatest asset and there is a duty to support their development. The Chairman ESU suggested that the Director-General might establish training and structures to help prospective and existing branch chairmen. The Chairman of NCEW endorsed this proposal.

d) Members received the sad news of the deaths of Lady Harland and Margaret Kent. The Chairman led tributes to their long service and commitment to the ESU.

9. Finance

a) The notes of the Finance and Investment Committee meetings were received. In response to a question about the feasibility of a single collection date for subscriptions, the Hon Treasurer indicated that this could be possible although the implications for cash flow would need careful consideration.

b) The Management Accounts for the six months to 30 September 2011 were presented to the Board. Both the Hon Treasurer, Alan Cox and Deputy Chairman, Jon Dye said that

there was still a way to go in order to ensure that the management accounts and forecasts were both accurate and in the most helpful format. The Hon Treasurer was asked to clarify the status of the sum designated for building repairs within the reserves

d) The draft on-line return to the Charity Commission was approved.

10. Dartmouth House Limited

a) The Board received the Minutes of the DH Ltd AGM and Executive Committee meetings held on 3rd November 2011.

b) The Board received the report prepared by David Cheeseman and the Director-General on the catering contract.

11. Reports from Committees

a) The notes of the Chairman's Committee held on 3rd November 2011 were received. The Finance and Investment Committee was asked to ensure that the indemnity cover for professional staff and Governors was reviewed so that it is comparable with provision for similar sized charities.

b) The notes of the Charitable Activities Committee that had met on 29th September 2011 were not yet available. Jon Dye (Chairman of the Committee) agreed to provide and circulate a minute.

c) The notes and report of the Audit and Risk Committee held on 29th September 2011 were received. Rod Chamberlain (Committee Chairman) reported that he had accepted an invitation to observe the counting of the ballot papers for the ESU elections with Sir Robert Worcester. He referred to the future appointment of the auditors and asked colleagues to let him have their views. He reported that a new risk register was being considered and that it would include an internal audit process. In discussion Sir Peter Jennings commented that some 50% of branches had not had their accounts certified by the time they were due to be sent to Dartmouth House. The Hon Treasurer responded by saying that the timescales involved meant that many Branches had to complete that part of the process after accounts were due in. Clearly, however, this was an area that needed to be reviewed and had been brought to the Board's attention in the auditors' formal letter. It was agreed by the Board that guidance to Branches on these areas needed to be effective.

12. Chairman's Items

a) The Board agreed to the appointment of an Assistant Secretary with a role description as proposed.

b) The Chairman reported on the need to place greater emphasis on ESU Alumni who numbered more than 4,000. She referred to the visit of Sir Michael Hopkins who had described the Mews House as ideal for the ‘Young ESU’

c) Conversations on the appointment of a new Royal President had started and were expected to continue for some considerable time. The appointment of the two Vice-Presidents was timely and would help in the interim period.

d) With regard to fund raising the Director-General reported that a company had been retained to carry out a resources study for the ESU that would identify prospects and permit ESU to put in place a fund-raising plan involving three main areas- annual revenue needs, capital development, and legacies. The Board endorsed this approach.

e) An induction day for new Governors would be held on 24th January and all Governors were welcome to attend.

f) The Chairman thanked all Governors for their work. She paid tribute to the commitment shown by those Governors who would retire at the AGM under the six year rule- Alex Finnis, Jenni Hibbert, Lord Alan Watson and Steven Isserlis- and thanked Jon Dye, Sir Peter Jennings, Derek Morgan, Gill Prior, Holly Shakespeare and Roger Tilbury for having filled the casual vacancies since July 2011. She wished them well in the forthcoming election.

13. Date of next meeting

Governors were asked provisionally to put 24th January 2012 in their diaries as an additional Board meeting to the already confirmed 15th March 2012.