



**Bath Royal Literary and Scientific Institution**  
**16 Queen Square, BATH, BA1 2HN**  
**Reg Charity No 304477 Registered in England and Wales**  
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**Minutes**

**Minutes of the Annual General Meeting of the Bath Royal Literary and Scientific Institution (BRLSI)**  
**held at the Institution, 16 - 18 Queen Square, Bath, BA1 2HN on Thursday 27<sup>th</sup> October 2016 at**  
**7.30pm in accordance with Article 19 of the Articles of Association of the BRLSI.**

**Attendees:** Dick Bateman, Hazel Mitchell, Tony Mitchell, Juliet Solomon, Jude Harris, David Haywood, Jane Sparrow Nang, Evelyn Lewis, Christin Gorman, Roy Hatch, Martin Sturge (Director), Marie- Louise Luxemburg (Director), John Davies, Elizabeth Vincent, Richard Guthrie (Director), Lyn Barham, Malcolm Guthrie, Jon Dawes (Director), Nina Parish (Director), Ken Cookes, Henry Ford (Director), Christine Macfarlane, Stuart Macfarlane, Cllr Anthony Clarke (Director), Patricia Bennett, J Bennett, Paul Massey, Mark Boothby, Anni Marjoram, Lynn Davidson, Michael Knowles, Martin Davis, Cllr Cherry Beath (Vice Chair BANES), Peter Ford, Paul Hyland (Director), Chris Isaac, EDL Wilson, D Gaskell, N Cave, Ben Rogers, Gerie Herbert, Steve Wharton (Director and Chair), Betty Suchar (Director and Vice Chair)

**Apologies:** Paul Thomas (Director), Jean Robertson, Penelope Ruddock, Peter Metcalf, Judy Spencer, Ann Hollas, T Richard Poynton, Peter Davis, David Dunlop, Ann Dunlop, Ian Wallace, Trudy Wallace, Brian Mitchenere, Janet Cunliffe- Jones, David Cunliffe- Jones, Anthony Griffiths, Sheila Griffiths, Duncan McGibbon, Geof Catchpole, Nancy Catchpole, Julian Vincent, Paul Stephens, Yvonne Gardner, Deputy Mayor of Bath June Player

**Secretary:** John Gardner

<b>Agenda Item</b>	<b>Discussion</b>	<b>Action:</b>
<b>1.</b>	<b>Welcome and Apologies for Absence</b>  1. Steve Wharton (SW) introduced himself as Chair of the Bath Royal Literary and Scientific Institution (BRLSI) and welcomed members and Deputy Leader of BANES Cherry Beath to the meeting. SW advised attendees that paper copies of the BRLSI 2015/16 Members Annual Report, Accounts and Programmes summary were available within the meeting. Members were informed of apologies that had been received.	
<b>2.</b>	<b>Minutes of the 22<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> October 2015</b>  1. With Roy Hatch proposing and Martin Sturge seconding, subject to a spelling correction reference at Minute 4.1 Election Manager David Haywood, the minutes of the AGM held on 28 <sup>th</sup> October 2015 were approved.	
<b>3.</b>	<b>Matters Arising from the 22<sup>nd</sup> Annual General Meeting not on the Agenda</b>  1. In referring to Minute 7.3 SW confirmed that Members had voted the Somerset Coal Canal Map to be the next restoration project for Collections and that Members would be updated under Agenda Item 8. Presentations by Chair of Management Committee	

5.	<p><b>BRLSI Charity Director Annual Report and Financial Statements for the year ended 31<sup>st</sup> March 2016</b></p> <ol style="list-style-type: none"> <li>1. Chair of Finance Sub Committee Richard Guthrie (RG) provided a short presentation to summarise the 2015/16 Charity Accounts of the Institution. In referring Members to a financial summary of BRLSI income, expenditure and surplus covering the 2011/12 to 2015/16 financial period, RG advised that the financial position was positive as BRLSI had recorded a surplus over the 5 year period. RG highlighted the importance of income being received from tenancy arrangements and maintenance expenditure on the BRLSI building, which is funded through a 5 year Designated Building Maintenance Fund. In referring to a small fall of £3018 in BRLSI's net worth (£730,287) for 2015/16 RG advised the fall was due to additional work on the building as part of the 5 year maintenance cycle programme which included unplanned expenditure on security measures. RG drew member's attention to the receipt of a legacy from the estate of the late Brian Cassidy (£30,811) and Investment Income (£22,382).</li> <li>2. In referring to the future RG advised: <ol style="list-style-type: none"> <li>I. A new policy on BRLSI financial reserves was being established.</li> <li>II. New investment manager, Rathbones, had recently been appointed.</li> <li>III. Work was being undertaken on the development of an income generating fund. Potential names included The 1824 Fund and the Bicentenary Fund.</li> </ol> </li> <li>3. On inviting questions from members, RG confirmed that 4 investment managers had been invited to make submissions and a robust selection process had been undertaken in making the decision to appoint Rathbones. Director Michael Davis was formally thanked for the work he had undertaken in the selection process.</li> <li>4. In responding to a question on capital expenditure related to work on the BRLSI building, RG confirmed the Designated Building Maintenance Fund provided a process where BRLSI could establish a planned maintenance programme through a formal savings process.</li> <li>5. With Ken Cookes formally proposing, a vote of thanks was given to Director Martin Sturge and Office Manager Jon Taylor for the work they undertook in the room hire process.</li> <li>6. In responding to a question concerning any financial relationship between BRLSI and the University of Bath, Chair SW confirmed that BRLSI had no formal financial relationship with the University of Bath and Bath Spa University but both had Appointed Directors on the BRLSI Board. BRLSI enjoyed an excellent working relationship with both universities. The University of Bath Appointed Director Jon Dawes, confirmed that the university was a paying customer for BRLSI services.</li> <li>7. Members unanimously accepted RG's report and 2015/16 Accounts</li> </ol>	
5.	<p><b>Appointment of Independent Examiners</b></p> <p>On Chair SW informing members that BRLSI was pleased with the work that current Independent Examiners Bishop Fleming had undertaken over the last year, members unanimously approved the re- appointment of Bishop Fleming as Independent Examiners for the 2016/17 financial year.</p>	

6.	<p><b>BRLSI Objects and Articles of Association</b></p> <ol style="list-style-type: none"> <li>1. Chair SW provided members with a summary of the need to bring together the BRLSI charity and company to accord with company and charity law and welcomed to the meeting Solicitor Alexandra Whitaker from Stone King who had assisted BRLSI in the review process. SW summarised the key amendments that were being proposed to the BRLSI Objects and Articles of Association. <ol style="list-style-type: none"> <li>I. An amendment to Objects to show the company is the sole trustee of the charity.</li> <li>II. An addition to Objects to allow BRLSI to lend items from its collections to anywhere in the world.</li> <li>III. An amendment to Articles to reflect that there are to be more elected Directors than appointed Directors whereby elected Directors have a majority in a quorum.</li> </ol> </li> <li>2. In response to question assets, Chair SW called on Solicitor Alexandra Whitaker to confirm that charity law ensures BRLSI is not permitted to sell any of its assets and clarified that as the Company is the sole trustee, responsibility for BRLSI assets is ring fenced with the Trustee Company and not individual Directors who serve on the Trustee Board. SW confirmed that the Trustee Board would be reviewing the current composition of appointed Directors.</li> <li>3. Chair SW confirmed that the revised Objects and Articles of Association would be formally presented to members for approval at an Extraordinary General Meeting.</li> </ol>	<p>SW/ Secretary</p> <p>SW/ Secretary</p>
7.	<p><b>BRLSI Annual Report to Members</b></p> <ol style="list-style-type: none"> <li>1. Chair SW provided a brief summary of the report that had been made available to members.</li> <li>2. SW informed members that an approach had been made to BRLSI to consider relocating to a new premises in Terrace Walk, Bath and that after careful and extensive consideration the BRLSI Board had by majority taken the decision not to proceed due to the potential risks involved.</li> </ol>	
7.	<p><b>Presentations by Chair of Management Committee</b></p> <ol style="list-style-type: none"> <li>1. Chair Betty Suchar (BS) provided a summary of the wide range of work and activities undertaken by BRLSI and its members, thanking the many individuals for all the work undertaken throughout the year. Particular areas highlighted included the highly successful Adela Breton Exhibition and a visit from the Chinese Ambassador.</li> <li>2. Members were informed that Volunteer Coordinator Gerri Herbert had been appointed during the year and thanks was expressed to all volunteers, highlighting the contributions from Marie Louise Luxemburg, Rob Randell and Bob Draper for all the work they undertook. In referring to the wide range of work undertaken by all specialist teams, the Chairs of all sub-committees were thanked for the work they had undertaken throughout the year.</li> <li>3. Collections Manager Matt Williams (MW) provided members with a presentation on the work of the Collections team, thanking volunteers for the specialist work they undertake. In summarising the wide range of work undertaken, MW highlighted the working links BRLSI has to other museums, improvements made to BRLSI's storage facilities, work undertaken in liaison with research visitors and preparations for future exhibitions. MW confirmed that following a presentation at the previous</li> </ol>	

	<p>AGM (Minute 7.3), members had voted that BRLSI's next conservation project would be the restoration of the Somerset Coal Canal Map. In summarising the progress that had been made on the project, MW advised that despite being deposited with BRLSI in 1933, it had been established that ownership remained with BANES. However, BRLSI and BANES were working in co-operation to determine where the completed project would be displayed and the potential drawing up of a loan agreement.</p> <ol style="list-style-type: none"> <li>4. BS concluded the presentation by advising that the Programmes Sub Committee needed a new secretary and that any volunteers should liaise with David Haywood. BS drew member's attention to the Members Lending Library which is now open on Saturday mornings.</li> <li>5. Special thanks was given to Rodney Tye who has recently left the Bath area, for all the work he had provided over many years to BRLSI. Members also noted the sad loss during the year of BRLSI members Karl Jaeger, John Bulman and Bernie Kelly</li> <li>6. Chair SW formally thanked Betty Suchar for the invaluable work she had undertaken in her role as Chair of Management throughout the year.</li> </ol>	
<p><b>8.</b></p>	<p><b>Any Other Business</b></p> <p>In advising members that no formal AOB had been received, Chair SW invited questions from members.</p> <ol style="list-style-type: none"> <li>I. In responding to a question regarding the age profile of BRLSI, members were advised that while there is no formal record, BRLSI was continuing to attract younger people through its links with universities. It was noted that there was a need to try and fill the middle age profile of the Institution. SW reminded members that minutes from the previous AGM and copies of the 2016/17 Accounts were available on the BRLSI web site and that all members should have received either by email or formal letter an invitation to the AGM. Any member who had not received any notification was asked to liaise with the BRLSI office.</li> <li>II. In recognising the contribution that Rodney Tye had made to BRLSI over many years, Directors recommended and members unanimously agreed Rodney be made an Honorary Life Member of the Institution.</li> <li>III. Vice Chair of BANES Cherry Beath informed members that BANES is very appreciative of BRLSI's fantastic work and the contribution it makes towards Bath's Heritage and thanked members for all the work that its volunteers undertake.</li> <li>IV. With no further questions being received Chair SW closed the meeting by thanking members for their attendance.</li> </ol>	

Steve Wharton

Chair of Directors