



**Bath Royal Literary and Scientific Institution**  
**Company Number 02857000 and Registered Charity Number 304477**  
**16 Queen Square, BATH, BA1 2HN**  
**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 in person at the Institution, 16 - 18 Queen Square, Bath, BA1 2HN and remotely through digital provision on Wednesday 12<sup>th</sup> October 2022 in accordance with Article 9 of the Articles of Association of the BRLSI.**

**Directors Present:**

Prof Ian Gadd (Chair), Mr Dick Bateman, Mr Stephen Bird, Mr Michael Davis, Mr Chris Garcia, Mr Barry Gilbertson, Mr David Hall, Dr Simon Hayhoe, Mr Rob Randall

**Apologies:** Mr Joe Houlihan, Dr Farooq Mughal, Cllr Bharat Pankhania, Ms Julie Cole, Dr Joe Willson

**Secretary:** John Gardner

<b>Agenda Item</b>	<b>Discussion</b>	<b>Action:</b>
<b>1.</b>	<p><b>Welcome</b></p> <ol style="list-style-type: none"><li>1. Chair Ian Gadd (IG) welcomed all attendees to the meeting which was being held in person and electronically. Chris Garcia (CG) was thanked for his help in hosting the meeting by way of Zoom. Secretary John Gardner (JG) confirmed the meeting was quorate.</li><li>2. IG highlighted the importance of the Annual General Meeting to BRLSI, drawing attention to the Annual Report and Financial Accounts, Members Report, Director Nominations and 2021 AGM Minutes which were available in hard copy for attendees and on the website. Thanks was expressed to Mike Twohig (Annual Report Editor), David Haywood (Membership Secretary), Gerie Herbert (Communications and Activities Manager), John Gardner (Secretary) and supporting volunteers and staff for their help in preparing for the AGM.</li><li>3. Thanks were also expressed to staff, the BRLSI Board, Management Committee, subcommittee members, volunteers and members for the support provided to the work of BRLSI throughout the year.</li></ol>	

	<p>4. IG reminded the attendees of the BRLSI's charitable aims, which are always an important factor for consideration in BRLSI's decision-making process.</p>	
2.	<p><b>Apologies for Absence</b></p> <p>1. IG confirmed a number of apologies had been received, to include apologies from Chair of the Finance Subcommittee Joe Willson (JW) and Co-chair of the Management Committee Andreas Wasmuht.</p>	
3.	<p><b>Minutes of the joint Annual General Meeting of the BRLSI Trustee Company and BRLSI Charity held on 20<sup>th</sup> October 2021</b></p> <p>1. With IG reminding members that last year's AGM had been the first where BRLSI as a Charity and Company had been combined as a single meeting, subject to typographical errors, the Minutes of the joint Annual General Meeting of the BRLSI Trustees Company and BRLSI Charity held on 20 October 2021 were unanimously approved as an accurate record of that meeting.</p>	
4.	<p><b>Matters Arising from the Annual General Meeting of the BRLSI not on the agenda</b></p> <p>No matters arising were raised</p>	
5.	<p><b>Director Resignations, Appointments and Elections</b></p> <p>1. IG provided a summary of the composition of the Directors on the BRLSI Trustee Board, comprising of 8 elected and up to 7 appointed Directors.</p> <p>2. 2 appointed Directors, Professor Jon Dawes and Dr Daniela De Angeli from the University of Bath had stepped down on 31<sup>st</sup> July 2022 and were thanked for their help and support provided during their terms of office. Dr Simon Hayhoe and Dr Farooq Mughal from the University of Bath were welcomed as appointed replacements.</p> <p>3. With elected Directors Dick Bateman (DB) and Chris Garcia reaching the end of their terms of elected office, 2 vacancies were available on the BRLSI Board.</p> <p>4. With DB confirming he had not sought to seek re-election, IG thanked David Haywood (Election Manager) for overseeing the election process and confirmed 2 nominations had been received: Chris Garcia who was happy to seek re-election and Mary Burton. With Rob Randall proposing and Penny Law seconding, the nominations of Chris Garcia and Mary Burton to the BRLSI Board were confirmed.</p>	

<p>6.</p>	<p><b>BRLSI Trustee Company Financial Statement for the year ended 31 March 2022</b></p> <ol style="list-style-type: none"> <li>1. IG advised that while Chair of the Finance Subcommittee, Joe Willson (JW), was unfortunately unable to attend the meeting, JW had prepared a recorded presentation to explain BRLSI's financial statements for the 2021/2022 reporting period and convey important information.</li> <li>2. JW summarised the legal structure that underpins BRLSI, comprising of being both a Charity and Trustee Company. The Trustee Company has a Board of Directors which can make legal decisions and enter into contracts on behalf of the Charity. JW confirmed that the Trustee Company does not trade and has zero assets; it is the Charity that owns the assets. (Minute 7 below).</li> </ol>	
<p>7.</p>	<p><b>BRLSI Charity Director Annual Report and Financial Statements for the year ended 31<sup>st</sup> March 2022</b></p> <ol style="list-style-type: none"> <li>1. JW's presentation provided a summary of BRLSI's income, expenditure, and net income over the previous 6-year period, highlighting a small net income loss of -£17.5K had been recorded for the 2021/2022 period.</li> <li>2. JW explained that given the impact of the Covid pandemic, a small net income loss was considered to be reasonable. Key contributory factors included a reduction in tenant income due to delays in signing a lease with a new tenant, partially offset by some recovery in income generated in Programmes and room hire activities, and the ongoing control of expenditure.</li> <li>3. Overall, the net movement of funds was a favourable + £19.4K which was the first positive figure in 4 years. This comprised of -£17.5K in net income (Minute 7.2 above) and a gain of £36.9K from revaluation of our investments.</li> <li>4. Thanks were expressed to paid staff, volunteers who had contributed over 10,000 working hours, the equivalent of 5 full-time equivalent employees, and the receipt of £4k from donors.</li> <li>5. In looking forward to 2022/2023, JW advised the outlook was reasonably stable. While expenses were expected to increase, tenant income was also expected to increase due to the anticipated return of full tenant occupancy. With room hire income also anticipated to rise, a small loss of -£5k was budgeted.</li> <li>6. Long term financial sustainability was more uncertain due to the potential impact of inflation and rising energy prices.</li> <li>7. In responding to a question on investments and shareholdings, Michael Davis (MD) confirmed that BRLSI's investments are managed by investment managers Rathbones. With current</li> </ol>	

	<p>investment holdings amounting to £560K, MD reminded members that the value of investments can increase and decrease. Valuations had increased by up to £150K over a number of years, although due to market volatility the current increase was approximately £100K.</p> <p>8. IG confirmed the BRLSI Board provides instructions to Rathbones in terms of risk, with a medium lower tier risk aiming to achieve a 3.5% investment return.</p> <p>9. Responding to a question seeking clarification on more detailed income information being made available within the financial statement, CG advised that the analysis of income and expenditure within the statement is presented in accordance with financial and accounting standards.</p> <p>10. With IG and CG encouraging members to provide additional ideas on ways in which BRLSI could increase income, CG acknowledged that it can be difficult for members to provide further ideas if more detailed information is not available.</p> <p>11. IG provided members with some context, explaining that currently BRLSI room hire was achieving only 25% occupancy and that 40% of income was being generated from one client. The availability of more information associated with grant income may also be helpful. IG confirmed he would liaise with JW on how more specific information may be made available to members.</p> <p>12. With a suggestion that members could be encouraged to be more involved in generating ideas to increase income, for example through brainstorming sessions to consider opportunities associated with room hire and the range and attendance of talks, IG advised that he would be happy to involve members more, for example by promoting more flagship events.</p> <p>13. Responding to a question on the leasing of ground-floor rooms as opposed to use by BRLSI, IG explained that the Board had considered its availability and had therefore used some flexibility through the incorporation of break clauses within its tenant agreements.</p> <p>14. Member Martin Sturge suggested there may be scope for convenors to work more closely together in promoting and presenting ideas.</p> <p>15. In clarifying a query regarding ethical investments, CG confirmed that while the Board do not provide specific instructions to investment manager Rathbones, there is an ethical basis on which Rathbones manage BRLSI's investments and matters would be reviewed with Rathbones at the investment review to be undertaken at the January BRLSI Board meeting.</p>	<p>Ian Gadd/ Joe Willson</p> <p>Ian Gadd</p> <p>Joe Willson/ Rathbones</p>
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	<p>16. On being proposed and seconded members acknowledged the receipt of the Trustee Company Financial Statements (zero-based financial accounts, Minute 6.2 above) and the Charity Director Annual Report and Financial Statements for the year ended 31 March 2022.</p>	
<b>8.</b>	<p><b>Appointment of Auditors</b></p> <ol style="list-style-type: none"> <li>1. CG explained that as BRLSI’s auditors had not changed for 7 years, it was financially good practice for the Finance Subcommittee to undertake a tender process to support the appointment of Auditors. A working party had been appointed to oversee the process that had included 6 firms being invited to submit a tender from which 3 firms were invited to be interviewed. With accountants Monahans being identified as the best applicant, the Management Committee and the BRLSI Board had recommended that Monahans be appointed as BRLSI auditor for 2022/2023.</li> <li>2. With CG proposing and Rob Randall seconding, the appointment of Monahans as auditor for the 2022/2023 Accounts was unanimously approved.</li> </ol>	
<b>9.</b>	<p><b>Membership Fees</b></p> <ol style="list-style-type: none"> <li>1. IG explained that membership fees had been a matter of discussion raised at a recent member Town Hall event and that fees had not been adjusted since 2005. The Membership Subcommittee had therefore proposed to increase fees as part of the 2022/23 budget round. The proposal had been reviewed and approved by Management Committee and in accordance with the Articles of Association approved by the BRLSI Board. The possibility of receiving membership fees by direct debit was being explored.</li> <li>2. Referring to the revised membership fees (and current fees), IG confirmed the new fees would be effective from January 2023: <ul style="list-style-type: none"> <li>• <b>Individual £30.00</b> (£25)</li> <li>• <b>Couple £50.00</b> (£40)</li> <li>• <b>Family £55.00</b> (£45)</li> <li>• <b>Student £10.00</b> (£8)</li> <li>• <b>Individual Benefactor £120.00</b> (£100)</li> <li>• <b>Couple Benefactor £200.00</b> (£160)</li> <li>• <b>Life £600.00</b> (£500)</li> <li>• <b>Organisation £120.00</b> (£100)</li> </ul> </li> </ol>	
<b>10.</b>	<p><b>Review of 2021-2022 and our plans for 2022-2023 and beyond</b></p> <ol style="list-style-type: none"> <li>1. Referring to presentational slides IG provided members with a review of BRLSI in 2021-2022 and plans for 2022-2023 and</li> </ol>	

beyond.

## **BRLSI Annual Report 2021-2022**

2. With full details available in the BRLSI Annual Report IG provided a summary of review highlights to include:
  - The receipt of grants from the National Lottery Heritage Fund and South- West Museums Development Project.
  - Donations received from Jane Austen Society and long-standing members.
  - The launch of BRLSI Discovery Trails digital app and the installation of four treasures from collections on display in the Jenyns Room.
  - Jurassic Ark exhibition.
  - Membership numbers rallied after dip during 2020/21.
  - New staff members: Elham Jones-Redman and Matthew Little to the room hire team
  - The presentation of 107 live talks, to 3607 members and over 200 digital recordings
  - A new website
  - Improved digital promotional tools (newsletter, social media etc) and more effective scheduling processes
  - Improved audio-visual infrastructure and better Wi-Fi
  - The launch of a Digital Subscribers initiative
  - Leases: one tenant left and replaced
  - Board frequency increased and financial planning
  - Mourn the sad passing of members Philip Henry Bayliss, Denis Poole, Ian Gilchrist, and Stanley Atkinson; and the contribution of Stella Pierce who had been instrumental in 'saving' the BRLSI in the 1990s.

## **Highlights since April 2022**

3. Key highlights since April 2022 included:
  - 12,000+ visitors between 1 January–30 June
  - Beyond Beastly Exhibition: 1500+ visitors by late August
  - Bath Festivals partnership: over 1100 visitors
  - Heritage Lottery Fund evaluation which had included positive feedback and the receipt of the final instalment of the funding award.
  - 'Town Hall' events
  - New members reception
  - With the number of scheduled Board meetings increasing from 4 to 6 per year summaries of Board meetings have now been published on the BRLSI web site.
  - With grateful thanks being expressed to all members, Honorary memberships had been granted for Marie-Louise Luxemburg and Martin Sturge
  - With leasing of the Moore Room now finalised, tenant capacity had returned to 100% occupancy.
  - New Directors from University of Bath, Dr Simon Hayhoe

and Dr Farooq Mughal were welcomed

### **Royal Update**

4. IG explained that while BRLSI does not have a Royal Charter, BRLSI's right to retain royal status within the institution's name and official documentation had been confirmed by the Cabinet Office.

### **Special Thanks since April 2022**

5. IG expressed special thanks to the following BRLSI volunteers and staff who had stepped down from the following roles:
  - Betty Suchar, Chair, Board (2019–21)
  - Jonathan Dawes, Director (2012-22)
  - Daniela De Angeli, Director (2020-22)
  - Dick Bateman, Director, and Chair Staff sC (2021-22)
  - Gerry Kontos, Chair, Management Committee (2020-21)
  - Julie Cole, Chair, Management Committee (2021-22)
  - Julian Vincent, Chair, Publications sC (to 2022)
  - Brian Shrimpling, Chair, Marketing sC (2020-21)
  - Matt Little, Operations Technician (2021-22)

### **Membership Survey**

6. With IG referring to a breakdown of BRLSI's current membership and a total membership of 735 (as at 21<sup>st</sup> October 2022), IG referred to a recent survey where 38 responses from new BRLSI members has helped to identify key reasons why individuals joined BRLSI. Results included:
  - To attend BRLSI talks: 36 (94.7%) responses
  - To learn more about collections and exhibitions: 14 (36.8%) responses
  - To meet new people: 23 (60.5%) responses
  - To support cultural objectives: 18 (47.4%) responses
  - To get more involved in BRLSI activities: 6 (15.8%) responses

### **The Years Ahead**

7. IG provided a summary of opportunities, challenges, and goals that BRLSI can develop and plan for in the future.

#### **Opportunities**

- Volunteers
- Members: an average of 140 members are recruited annually
- Resources, capacity, and skills associated with volunteer and staffing resources
- Room hire
- Heritage Lottery Fund

- Bicentenary: The 1824 foundation bicentenary provides opportunities to celebrate BRLSI's place within Bath and charitable aims.

### Challenges

- Inflation, financial uncertainty
- Members: challenges associated with both retaining and growing BRLSI's membership
- 'Volunteer managers': with key roles associated with management and finance functions becoming vacant replacement will be required.
- Resources, capacity, and skills: the provision and retention of appropriate levels of volunteer support, staffing and skills will be required.
- Decision-making: the need to ensure the decision making process is timely and appropriate, for example when submitting grant applications

### Goals

- Stabilise our budget as much as we can
- Increase revenues (especially from room hire)
- Increase volunteer and staff capacity: to include ensuring sustainability to finance both existing and future staffing resources that may be required.
- Hold more social events
- Involve members more in our planning
- Revise our operational structures to improve decision-making and provide better accountability
- Build new local partnerships: examples can include developing existing partnerships with universities and developing financial opportunities
- Secure new grants: thanks were expressed to Chris Garcia for the work he was currently progressing.
- Use our bicentenary to reaffirm our charitable aims and make BRLSI Bath's space for ideas and knowledge

8. With IG thanking all members for their contributions to BRLSI, members were invited to submit any ideas, question and offers of help by contacting IG and BRLSI through email at:

- [reception@brlsi.org](mailto:reception@brlsi.org)
- [chair@brlsi.org](mailto:chair@brlsi.org)

### Members Questions

9. On IG inviting questions from members, clarification was sought as to what procedures were used when members leave the institution. Membership Secretary David Haywood (DH) advised that on leaving, members receive a letter to seek information as to their reasons for leaving. Replies received identify the main reason is due to members leaving the local area.



	<p>10. Where members do not pay by direct debit, to encourage renewal a letter is sent prior to renewal being required. IG advised that improvements and analysis was ongoing and thanked DH for the work he was undertaking.</p> <p>11. Member Deepali Gaskell (DG) advised that the experience of organising a BRLSI art exhibition had resulted in attracting 48 new members. DG emphasised how both word and mouth and interactions with other external groups can help encourage new members to join BRLSI. Examples included improving interactions with libraries and obtaining grants to help promote the sharing of ideas.</p> <p>12. IG confirmed work was being undertaken particularly in promoting partnerships and cited the example of BRLSI's partnership with Bath Festivals that had help introduce new people to BRLSI.</p> <p>13. Marie-Louise Luxemburg (ML) emphasised the importance encouraging members to be more involved. ML explained that events and competitions, for example the Adopt a Book scheme and the voting on items from Collections that could be restored had been successful and popular with members.</p> <p>14. IG confirmed the relationship between fee rates to attend Talks and attracting new members could be reviewed further.</p> <p>15. IG advised that events for new members would continue to be arranged which would provide the opportunity to introduce new members to BRLSI's objects, collections, talks programme and building.</p>	<p>Ian Gadd</p> <p>Ian Gadd</p>
<p><b>11.</b></p>	<p><b>Any Other Business</b></p> <ol style="list-style-type: none"> <li>1. Member and convenor for BRLSI's Poetry Group Duncan McGibbon provided a short presentation to explain the importance of the 1988 Copyright, Designs and Patents Act in relation to information and data produced by BRLSI as an organisation and volunteers. Duncan emphasised that it was important that in terms of ideas, the creativity of volunteers needs to be both inspired and empowered, but volunteers need to be aware that bringing ideas from elsewhere can give rise to a potential risk of intellectual theft. It was important that ideas raised by members are recorded appropriately by subcommittees within a culture of trust and respect.</li> <li>2. IG underlined the importance of creativity within BRLSI and the contributions all members can make in a collaborative spirit.</li> <li>3. Member Howard Jeffs congratulated BRLSI on the availability and quality of its You Tube Channel events.</li> </ol>	

	4. On thanking members for attending, IG declared the meeting closed.	
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Ian Gadd

Chair of Directors