

## **Minutes of Extraordinary General Meeting**

**Held on Friday 19<sup>th</sup> January 2024 at Scout HQ, off Heath Road**

### **1. Introduction & welcome**

Tom Green welcomed everyone to the meeting and thanked them for taking the time and trouble to attend. He explained that Graeme Wright, the Group Chairman, was unable to make the meeting and had ask TG to chair the meeting.

TG explained the reason for the meeting was to formally adopt a constitution and agree changes to the set-up of the Trustee Board in order to comply with the requirements of the Scout Association and the Charity Commission as explained in the information circulated prior to the meeting.

### **2. Attendees and Apologies for absence**

The following people were in attendance;

Tom Green	Tim McInnes
Dave Smith	Ali Barton
Simon Gould	George Sharp
Sarah Gibbons	Simon Marshall
Joyce Clarke	Malcom Topping
Chris Williams	Alex Etherington
Julie Pemberton	Dave Roberts
Ken Williams	Penny Roberts

Apologies were received from:

Graeme Wright (Headmaster and Group Chairman); Emma Bigley (Secretary); Dan Bird (BSL), Philippa Green

### **3. Governance topics**

TG explained that the first part of the meeting was necessary to make sure that the charity's foundations are in good order.

#### **3a. To adopt the model constitution from Policy, Organisation and Rules**

The Chair proposed that in line with the recommendation from Scout Headquarters that the meeting adopt the model constitution from Chapter 5 of Policy, Organisation and Rules. A copy of this has been circulated to all members prior to this meeting.

Seconded by Tim McInnes. Approved by a show of hands.

### **3b. Note the Group's financial year**

The Chair advised the Members of the Group Scout Council to note that our charity's financial year is 1st April to 31st March.

### **3c. Agree the number of members that may be elected to the Trustee Board**

The Chair advised that the Group Scout Council must agree at this EGM the number of people that can be elected to the Trustee Board. The recommendation from the Trustee Board is that 4 people can be elected. The Chair proposed that the Group Scout Council approve that recommendation.

Seconded by Simon Marshall. The motion was approved by a show of hands.

### **3d. Agree the quorum for each of the Group Scout Council (including this EGM), meetings of the Group Trustee Board, meetings of any sub-committees**

The Chair advised that the Group Scout Council must agree at the EGM the quorum – the minimum number of Group Scout Council members that must be present at a meeting of the Group Scout Council. The recommendation from the Trustee Board is that the quorum should be set at 7 persons. The Chair proposed that the Group Scout Council approve that recommendation.

Seconded by Dave Roberts. The motion was approved by a show of hands.

The Chair advised that the Group Scout Council must agree at the EGM the quorum for Trustee Board meetings, and any sub-committee meetings. The Charity Commission statement of good practice is that the Trustee Board quorum should be set at one third of Trustee Board members plus one and that the sub-committee quorum should be set at one third of Trustee Board members plus one. The recommendation from the Trustee Board is that the quorum should be set the Charity Commission good practice statement. The Group Scout Council is asked to approve that recommendation.

Seconded by Simon Gould. The motion was approved by a show of hands.

## **4. Making appointments**

The Chair advised that the next part of the meeting is to set the charity up to be well-led during the period until the next AGM. Particularly, the Group Scout Council appoints a Trustee Board to ensure good governance for the charity over the next year.

### **4a. To approve the Group Scout Leaders nomination of the Group Chair**

The Chair, in his role of GSL, nominated the Headmaster, Graeme Wright, as Group Chair and asked for a show of hands as approval. This motion was approved.

### **4b. To approve the Trustee Board nomination of the Deputy Chair**

The Chair advised that Tom Green has been nominated by the Trustee Board to act as Deputy Chair and asks for a show of hands as approval. The motion was approved.

#### **4c. To elect the Group Secretary**

The Chair advised that the position of 'Group Secretary' is an elected position – either as 'Secretary' or as Secretary as a Trustee. Emma Bigley has confirmed that she is willing to serve as a Trustee and has been proposed as Group Secretary by the Trustee Board.

The Chair asked if there were any other nominations. There were none.

Emma Bigley's appointment was seconded by Malcolm Topping. The appointment was approved by a show of hands.

#### **4d. To elect the Group Treasurer**

The Chair advised that the role of 'Group Treasurer' is an elected appointment. David Smith has been formally proposed by the Trustee Board.

The Chair asked if there were any other nominations. There were none.

David Smith's appointment as 'Group Treasurer' was seconded by Tim McInnes. The appointment was approved by a show of hands

#### **4e. To approve the Group Scout Leader's nominations to the Group Trustee Board.**

Tom Green, as GSL, presented his nominations to the Group Trustee Board. These were:

George Sharp  
Tom Pemberton  
Alistair Barton

Their appointment was approved by a show of hands.

The Chair thanked the current members of the Trustee Board (formerly the Group Executive) for all their work during the year. In particular he thanked Tim McInnes for all his hard work over a number of years as he is standing down as Group Treasurer at the meeting.

#### **4f. To appoint the Scrutineer / Independent Examiner / Auditor**

The Chair advised that Tim McInnes, being suitably qualified for the role, had been nominated by the Treasurer for the role of Scrutineer.

Tim McInnes' appointment was seconded by Malcolm Topping. His appointment was approved by a show of hands.

### **5. Closing Remarks/Next meeting**

Tom Green thanked everyone for attending and advised that the next meeting of the Group Scout Council would be the AGM which will be held on Friday 27<sup>th</sup> September @ 7:00pm. He advised that he would be standing down as GSL at that meeting. Meeting closed.