



MINUTES – 36 th Annual General Meeting of The Third Age Trust				
Chair: Ian McCannah (IM)				
Company Secretary: Samantha Mauger (SM)				
Date	29 th August 2019			
Venue	East Midlands Conference Centre			
Present:	<p>256 U3As represented at the conference. 180 U3As with voting representatives were present in the hall. 233 voting representatives hold 452 votes in the hall. 22% of the total U3As carrying 21% of the possible votes.</p> <p>(AGM 2018 – 152 U3As represented carrying 384 votes in the hall.)</p>			
Proxy votes:	<p>154 U3As proxying 321 votes to the Company Secretary (SM).</p> <p>Giving totals of: 330 U3As with 759 votes engaging with the vote process. 31.6% of U3As carrying 35.6% of the available votes.</p>			
Votes available per Region/Country:	Region	U3As	Members	Votes
	East Midlands	114	39,619	214
	East of England	141	67,300	322
	London	44	25,823	107
	North East	46	10,021	69
	North West	99	43,843	202
	Northern Ireland	25	8,239	45
	Scotland	54	12,975	81
	South East	193	97,592	440
	South West	131	56,932	274
	Wales	58	14,914	87
	West Midlands	85	33,580	168
	Yorkshire and the Humber	52	27,774	120
	n/a	1	49	1
Totals	1,043	438,661	2,130	

Item No	Minutes
1	<p>To appoint Tellers for the Annual General Meeting.</p> <p>Teller 1 name: Gloria Spencer Teller 1 U3A: Arnold U3A Teller 2 name: Rosie Allen Teller 2 U3A: Arnold U3A</p> <p>Proposer name: Christine Hines Proposer U3A: Harrogate U3A Secunder name: John Lewis Secunder U3A: Bingham U3A</p> <p>Result: Unanimous FOR</p>
2	<p>To receive and approve the minutes of the 2018 Annual General Meeting</p> <p>It was explained that amendments to the minutes had been made since initial distribution. Delegates received copies in their AGM packs with additions in red text.</p> <p>Resolution: To approve the minutes of the Annual General Meeting of the Third Age Trust held on 30th August 2018.</p> <p>Proxy Votes to the Company Secretary: For: 298 Against: 0 Abstentions: 23</p> <p>Proposer name: Michaela Moody Proposer U3A: Woodhall Spa U3A Secunder name: Jacqueline Hampshire Secunder U3A: Mansfield & District U3A</p> <p>Result in the hall: 5 Abstentions – resolution IS CARRIED</p>
3	<p>CHAIR’S REPORT</p> <p>IM noted that it gave him great pleasure to present his first Annual Report to members. He had previously outlined his aims for his period of office as delivery of the development plan, which, two years and much work later is now at the implementation stage. This follows the announcement of the results of The Trust’s consultation with members and implementation plans at the 2018 AGM.</p> <p>It was noted that:</p> <ul style="list-style-type: none"> • The recommendations of the working groups were approved by The Trust’s board in July 2019. • The chairs of the first three groups that were announced presented their proposals to members on the first day of the conference.

- Details of the fourth, supporting the movement working group, will be announced at the conference.
- The Trust is indebted to the four working groups chairs – Sal Cooke, Hilary Jones, Ed Link and Sam Mauger for their considerable effort and time producing the very detailed and complex recommendations.

It was **further noted** that:

- At least half of each of these working groups consisted of ordinary U3A members with experience gained in many fields during their working lives - the plan would not have been possible without their contribution.
- Using commercial consultants to produce the plan would have been significantly beyond The Trust's resources. It is likely that any consultant would not have had the necessary insight and deep understanding of the organisation required.

Name

One of the first issues that the Raising the Profile Working Group addressed was the U3A name.

It was **noted** that:

- This was the most frequently raised issue during the consultation with members.
- The board decided that it would not be recommending to a future AGM that the legal name of the movement be changed. This would ignore the legacy of founding members, be divisive and incur legal costs as over 1,000 U3As would have to change their name.
- The Trust recognises that the word "university" can deter new members from joining and benefiting from U3A membership.

Consequently it was **noted** that the Board had agreed:

- The movement will be branded as "U3A". It will currently use a strapline of "Learn, laugh, live".
- Although the Trust's future publicity will be branded in this way, the strapline "University of the Third Age" can be used when promoting the movement to bodies such as government agencies, universities and research organisations or other charities.
- It is hoped this will result in the wider public associating the letters "U3A" with continued learning into the third age of life within a stimulating and socially friendly environment.

Development plan

Implementation will begin in Autumn 2019, with proposals introduced in the next few months, others within the year and the more complex and capital intensive ones during the next two years. Proposed funding of the plan will be provided in the Treasurer's report.

In explaining the rationale for the development plan it was **noted** that:

- Although the number of U3As and members continue to grow the rate of growth is declining.
- There is much evidence of healthy institutions having failed because they did not adapt to new trends in a changing world.
- When the development plan recommendations are implemented, the board hopes and expects they will make the U3A movement relevant to the next generation of third agers, so they can enjoy it as current members do.

Beacon

It was **noted** that:

- Two senior Beacon volunteers “retired” (from roles requiring up to 40 hours per week) and GDPR issues raised questions about the long term future of the system and its financial viability.
- The board decided to upgrade the Beacon system to accommodate increasing numbers of new users and to benefit from the latest technology. Consequently, a consultant was appointed to advise on the future of Beacon.
- The Trust accepted the consultant’s recommendation to seek a commercial solution to the provision of a membership system fit to meet the medium term requirements of U3A committees.

Trading

In April 2019 The Trust formed a wholly owned subsidiary – Third Age Trust Trading Limited, to comply with HMRC guidelines.

It was **noted** that:

- This was because both Third Age Matters and U3A merchandise do not form part of the Trust’s charitable objective and have a turnover in excess of £85,000. They need to be conducted within a separate company.
- The Trust is now able to conduct commercial activities on behalf of its members within the trading company.
- Some delegates have already completed a survey on possible future commercial products and next month the survey will go out to all U3A’s committees for them to complete.

Volunteering and Trustees

It was **noted** that:

- The Trust could not function without the support it receives from a variety of committees, working groups and volunteers that work so effectively in a variety of areas. Without members stepping forward to take leadership roles, the movement would not exist at all.
- A board of trustees, oversees the Trust’s operations. The board comprises nine English trustees and three from the devolved countries of Northern Ireland, Scotland and Wales. In addition to the regional trustees, there are three officers, including IM.

IM extended personal thanks to the 12 regional trustees for their hard work for both the U3As in their region and at a national level for The Trust, noting they are a truly impressive group of very dedicated members.

Particular thanks and best wishes were extended to:

- The three regional trustees standing down at the AGM – Rose Marie Bradley from Northern Ireland, Ed Link from Scotland and Elizabeth Porter from the North East.
- The Vice Chair, Hilary Jones, a constant source of wise advice in addition to chairing both the Development Committee and the Developing the Movement working group. Hilary also chairs the biannual network link meetings, an initiative under Pam Jones' Chairmanship which now has representatives of 70 U3A groupings and ensures communication between the grassroots movement and The Trust. The next meeting is in October in Manchester.
- Richard Teare, the new Treasurer, has very effectively chaired the Finance Committee.
- Gill Russell, trustee for the North West, has effectively chaired the Standing Committee for Education during a year of transition, whilst the Development Plan Learning Working Group prepared its recommendations.
- Jeff Carter, Trustee for the East of England, took over the chair of the Governance Committee from IM in 2018. The number of documents sent to U3As have reduced.
- Auriol Ainley, Trustee for the West Midlands, took the chair of the International Committee a year ago. Recommendations will be coming to the board in the autumn to refocus The Trust's international links on EFOS – the European Federation of Overseas Students – and away from The Trust's long-standing association with AIUTA – the Association of International Universities of The Third Age.
- Jill Nicholls and her U3A Plus committee provide U3As with important advice on making their activities inclusive to members with a variety of disabilities.

After the AGM, the SCE will be renamed as the Learning Committee, and will have a very broad remit covering all areas of education within the Trust.

Barbara Lewis Fund

During the last year the board were approached by Barbara Lewis, a past chair of the Trust, with an offer to establish a fund to support the creation of new U3As. This generous offer was approved by the board and is now being used to support new U3As – a strategy that Barbara did so much to promote during her term of office. IM welcomed her husband Stuart to the meeting.

Shared Learning Projects

IM extended his thanks to Elizabeth Porter for chairing the National Research Committee and Jennifer Simpson who leads the Shared Learning Projects (SLPs). SLPs provide members with the opportunity to participate in short term research projects with museums, universities, art galleries, etc.

It was **noted** that:

- The number of SLP's across the country is always impressive, and this is (arguably) the one area that really does very effectively raise our profile.

- This activity goes to the heart of our mission to continue learning into the third age of life.

Communication and External Affairs committee

This new committee will be formed after the AGM, and will work to raise the movement's profile, a key development plan recommendation. IM noted that the Trust will continue to benefit from Ed Link's forward thinking and energy as he will chair this committee and oversee their proposals being implemented over the coming year.

Volunteers

Thanks from IM and the board were extended to:

- The nearly 350 Trust Volunteers who ensure that The Trust runs smoothly, and to whom The Trust owes a very big debt of gratitude. Volunteer roles include: Beacon, proofreading, regional support teams, research ambassadors and coordinators, shared learning project coordinators, site-builder, subject advisers, summer school tutors and organisers, TAM editorial board members, trust volunteers for new U3As and trouble shooting.
- All members who contribute their time and effort - a vast range of volunteer roles, including approximately 40,000 interest group leaders and approximately 10,000 U3A committee members across the movement.

Adverts will go out in September requesting additional highly skilled members to assist the Trust in various aspects of its activities.

The Trust

It was noted that:

- Despite the Trust being the 22nd largest charity in the UK it is administered by 14 full time employees, while some smaller charities employ 80 staff to run their organisation.
- Supporting the Board and its committees is Sam Mauger, the CEO, who provides extremely high quality advice for U3As. Sam is very ably supported by the national office staff.
- Thanks were extended to all staff and volunteers working on Trust events across the country, including the summer schools, science events and study days and to Fran Walton for her work in leading the conference team and ensuring the event runs smoothly.

Third Age Matters

Francis Beckett was thanked for his work editing Third Age Matters (TAM) for the last 20 years. Joanne Smith, who has considerable experience with national papers and magazines, will take over the role.

It was **noted** that:

- There are nearly as many opinions on the contents of TAM as there are readers!

	<ul style="list-style-type: none"> • At over a quarter of a million readers, it is one of the major mass circulation magazines in the UK. It is viewed as a highly professional and quality magazine that remains very attractive to advertisers. • Sources magazine that came out three times a year was discontinued in February and is now within five issues of TAM, in the centre spreads. • An online version of Sources (“Sources online”) was launched last year which includes additional material. <p>Close IM noted that:</p> <ul style="list-style-type: none"> • One of the most satisfying parts of being the Chair is talking to network and regional committee members across the UK and hearing their views about the future of U3A. • He is looking forward to meeting as many members as possible during the conference. • There is a richness and diversity of the unique grass roots movement and “long may it thrive and prosper to benefit many members – both now and in the future”.
4	<p>To receive and approve the Annual Report and Accounts for the year ending 31st March 2019.</p> <p>Richard Teare (RT) signposted all to the Annual Report and Accounts 2018-19 document provided to all U3A members. RT highlighted pages 23 and 24 as summary information and confirmed that the accounts had been audited.</p> <p>The following was noted in relation to income:</p> <ul style="list-style-type: none"> • Charitable activities include membership subscriptions and TAM income (and distribution costs), forms the major part of The Trust’s income at £3.3m in 2018-19. This compared to £2.8m in 2017-18. • Donations are fairly small, however this year they include the generous £10,000 donation constituting the Barbara Lewis fund. • Other trading income included merchandise, Beacon licences and other licences. • Low bank interest rates mean investment income is minimal. • The Trust is registered for VAT and ‘other income’ includes a VAT refund totalling £214,000. This reflects a VAT refund over 4 years (the maximum allowable period by HMRC), obtained following research undertaken by Kevin Traynor, the Finance Manager. This is a one-off payment. <p>The following was noted in relation to expenditure:</p> <ul style="list-style-type: none"> • Raising funds cost £176,000 during the year. • Supporting learning in U3As cost £890,000, while providing advice and support to U3As increased from £955,000 to £1,057,000. • Figures also include costs associated with facilitating the growth and raising the profile of the U3A movement.

It was further **noted** that:

- Income in 2018-19 increased from 2017-18. This includes the one-off VAT refund. Expenditure also increased.
- The reserves level at the start of 2018-19 and 2017-18 were just over and just under £1.2m, respectively.
- A surplus was made in 2018-19 (compared with a small deficit in 2017-18) and reserves levels are now at £1.4m.

In relation to Third Age Matters (TAM) it was **noted** that:

- The advertising income was substantial in 2018-19. Income from the Distribution Charge increased slightly, apparently due to more people receiving the magazine.
- Distribution costs reduced slightly in 2018-19, from £594,000 to £593,000.
- Paper costs have increased, but the paper weight has been reduced to keep production costs at a similar amount.
- In 2017-18 there was a deficit of £120,000, but due to cost savings (principally paper costs) and advertising, a small surplus was achieved in 2018-19.
- The intention is for TAM to be self-funding or to provide a surplus.

In relation to the Balance Sheet it was **noted**:

- Debtors have risen, mainly reflecting the anticipated VAT refund which had not been received by the accounts year end date of 31st March 2019. Other debtors include pre-payments.
- Bank balances have increased.
- Creditors include insurance payments (commission), rent, audit fees and other bills not paid at the 31st March 2019.
- In 2017-18 all reserves were unrestricted. The 2018-19 includes the restricted reserves of the Barbara Lewis fund to help new U3A start-ups.
- Unrestricted designated reserves reflect £500,000 allocated to the development plan, which is anticipated to include software, systems, staff, and an office move. An update will be provided in the Autumn.
- General reserves include provision for 4-6 months of running costs (in accordance with Charity Commission guidance) in the unlikely event of the Trust having to cease operations.

In relation to the development plan it was **noted**:

- Budgets are now prepared from budget request forms. These are issued to regional trustees, committee chairs, National Office, etc, together with an updated expenses policy. This is the first year of using this system.
- Budgets are prepared on a costs first basis, not anticipated income.
- Individual accounts will be prepared for the Trust and the trading company. However consolidated figures will also be produced and identified as 'group' accounts.
- The trading company is required by tax law to not make a loss. This includes TAM and the merchandise.

Questions were taken from the audience [paraphrased]:

Steph Smith, Leicester U3A

Question: £900,000 was spent on supporting learning – is there a breakdown of this figure?

Answer: This includes the learning resources centre, events, workshops, telephone support, the conference, advice and support, production of TAM and Sources and almost all Trust activities. This includes apportioned costs from the four working groups. It was noted a breakdown of costs is provided in page 12 of the Accounts.

Wendy Hattrell, Doncaster U3A

Question: Is there a detailed breakdown of costs for expenditure on Beacon?

Answer: Note 6 is the total including staff costs. Other information is too detailed for the Annual Accounts. Costs on the Beacon upgrade will be provided in due course. Beacon is intended to become self-funding.

Paul Smith, Garforth, Kippax & District U3A

Question: Why have total management costs increased by £107,811?

Answer: The increase reflects additional staff recruited and increased hours for some existing staff. Systems and procedures have also been introduced which are required for an organisation of this size. Staff are required to give the level of services to U3As that they expect and high service levels have and will mean more quality staff.

John Waddington, Wokingham U3A

Question: Will membership subscriptions have to be increased in the future and what will they include?

Answer: Actual costs of delivering the development plan will be clearer by the end of this financial year (2019-20). If a resolution is tabled next year to increase the membership fee, any increase will not be effective before April 2022. It was noted that current fees haven't increased in 10 years and this would give U3As considerable time to plan.

Sue Stokes, Barnsley & District U3A

Comment: The staff at National Office are worth every penny. RT agreed and thanked Kevin Traynor and Jenni Murphy for their help.

Yvonne Doonan, West Wilts U3A

Question: Did the Trust consider moving its offices outside London to a cheaper area?

Answer: A London location is convenient for staff and members travelling from different areas of the UK. Different areas will be considered however. An update will be provided at the next AGM.

Jacqueline Hampshire, Mansfield & District U3A

Question: Where did the VAT refund come from?

	<p>Answer: In previous years VAT on expenses had not been properly accounted for. This has been corrected by the Finance Manager, resulting in an annual saving of approximately £38,000.</p> <p>Resolution: To approve the statutory Annual Accounts of the Third Age Trust for the year 1st April 2018 to 31st March 2019.</p> <p>Proxy Votes to the Company Secretary: For: 310 Against: 0 Abstentions: 11</p> <p>Proposer name: Bob Watts Proposer U3A: Wellingborough & District U3A Secunder name: Frank Bailey Secunder U3A: Ripon & District U3A</p> <p>Result in the hall: Unanimous FOR</p>
5	<p>To appoint Haysmacintyre LLP as the Auditors and to authorise the Board of Directors to set the remuneration.</p> <p>Resolution: To appoint Haysmacintyre LLP as the auditors for the Third Age Trust for the financial year 1st April 2019 to 31st March 2020.</p> <p>Proxy Votes to the Company Secretary: For: 310 Against: 1 Abstentions: 6</p> <p>Proposer name: Anne Thomas Proposer U3A: Rugby U3A Secunder name: Julia Batty Secunder U3A: Malmesbury & District U3A</p> <p>Result in the hall: Unanimous FOR</p>
6	<p>To announce the appointment of five Regional Trustees to serve as Ordinary Directors.</p> <p>Conducted by postal ballot in the relevant regions.</p> <p>East of England: Uncontested Jeff Carter elected: 117 votes</p> <p>North West:</p>

	<p>Uncontested Gillian Russell elected: 78 votes</p> <p>North East: Uncontested Sandi Rickerby: 32 votes</p> <p>Northern Ireland: 25 U3As with 45 available votes Geraldine Kelley: 7 votes Valerie Cobain: 10 votes Valerie Cobain is appointed Trustee for Northern Ireland.</p> <p>Scotland: 54 U3As with 81 available votes Andrew Wilson: 19 votes Ann Keating: 25 votes Ann Keating is appointed Trustee for Scotland</p> <p>IM extended his congratulations to all elected.</p>
7	<p>To vote on Special Resolution 1 (as detailed).</p> <p>The membership of the Third Age Trust at the Annual General Meeting on 29th August 2019 hereby resolves to change the wording of the clause 19(1) of the Articles of Association of the Third Age Trust to:-</p> <p>(1) Candidates for election to the board as ordinary elected directors, must be nominated from within a region’s U3A membership, in accordance with such procedures as the board may from time to time adopt. The proposed election to the board of any candidate so nominated may only be voted on by appointed representatives from U3As within the region in question. Voting will take place by way of a postal ballot or electronic ballot with the number of votes for each U3A as specified in article 17(1).</p> <p>It was noted that:</p> <ul style="list-style-type: none"> • Wording of ‘or electronic ballot’ has been added. • The reason for this is to bring the process of voting for regional trustees into line with the process for elected officers which already allows for electronic ballot. <p>Proxy Votes to the Company Secretary: For: 310 Against: 1 Abstentions: 7</p>

	Proposer name: John Jarvis Proposer U3A: Plymouth U3A Seconder name: Maria Gabrielczyk Seconder U3A: Ravenshead U3A Result in the hall: Unanimous FOR
8	Formal closure of the AGM