

## FOBS EGM – Tuesday 9<sup>th</sup> July 2024

**Attendees:** Emma Hinchcliffe (EH), Selina Hosell (SH), James Griffin (JG), Claire Johnson (CJ), Alice Murray (AM), Lois Dudfield, Rachel Locke, Susan Capper, Thérèse Griffin, Neil Johnson, Heather Childs, Mary Coles, Matt Coles, Tom Murray.

**Apologies (those present at the AGM but not at the EGM):** Amy Morgan, Katie Riley

### 1. Introduction

- Thank you from AM for all attending.
- Intention this is a quick meeting given this is an extraordinary meeting following us not being able to recruit a full committee at the AGM on 11th June 2024.
- 2 things that need to be covered:
  1. Change the current FOBS constitution to the newest Parentkind model constitution of a minimum of 2 roles.
  2. Vote in a new committee in pending the Charity Commission approving the change to the FOBS constitution (if a change of constitution is agreed on tonight)
- AM advised that we believe we have someone standing for Secretary tonight but there is no-one standing for Treasurer.
- It was mentioned that the AGM minutes, Co-Chairs' report and Treasurers report has still not been made available on the school website. AM advised she was waiting until after the EGM to do so.

### 2. Discussion

- On AM announcing the plan of 2 items to cover there was some discussion among FOBS members about the approach taken – specifically whether this approach is correct.
- Some members (Thérèse Griffin and Rachel Locke) had recently been advised by Parentkind that for voting for the new committee tonight it must be on our current constitution (4 named roles). This conflicted with advice also given recently by Parentkind to AM that it was possible to discuss and make a change to the constitution and vote for a new committee based on the proposed new constitution structure in the same EGM meeting. SH queried why Thérèse and Rachel had not raised this prior to this meeting as this was an ongoing frustration for SH and could result in the closure of FOBS. Thérèse explained that the constitution was covered in the handover process (meeting at AM's house July 2023 and Whatsapp messages September 2023) and raising in tonight's meeting was specifically with regards to the contradiction from the proposal of minimum 3 mention in the letter sent to member versus the proposal of minimum 2 which Alice mentioned towards the start of this EGM.
- The point was made that the changes become crucial when the FOBS as a going concern, is at risk and the loss of fundraising for the school that we all support. The change to the constitution was shared by letter with all FOBS members 3 weeks prior to the meeting and the EGM was widely advertised to enable any member to join and share their

opinion. We were unable to find a new treasurer within this period to make 4 named roles.

- In order to proceed with the meeting AM decided to continue with the vote based on the advice she had received from Parentkind, but with the risk that there's the chance that the Charity Commission rejects the change when formally submitted (which would likely force FOBS to close).
- Given this disagreement, one member chose to abstain in the votes and some others gave votes but were still not clear whether the vote should take place.
- JG made the members aware that there was a 3<sup>rd</sup> possible approach that was available. As JG is of the opinion that tonight's vote for a new committee must link to our current constitution (4 named roles), combined with no-one proposed for the Treasurer role (meaning FOBS would shut) but the desire to amend the constitution, then it was offered that JG remain on the committee (pending agreement by vote) until October half term to allow for FOBS to continue on after tonight's meeting and allow time to put the proposed constitution change to all FOBS members (not just those present at the EGM), allow due time for review and response and submit to the Charity Commission for review and approval. However, members were advised that this offer made had been rejected prior to this meeting.
- SH (proposed at the AGM for one of the Co-Chair roles) clarified to the members that she rejected this offer as 'I cannot work with James due to a personality clash' and would remove her offer for Co-Chair if JG was to be Treasurer.
- Lois Dudfield said she would consider being a committee member to help FOBS make the full 4 members required – but JG advised that if we were following the logic of the current constitution then Lois could only do so by standing as Treasurer (which Lois replied that she did not want to be Treasurer).
- There was also discussion that AM's opening proposal of changing the FOBS constitution to a minimum of 2 roles was not consistent with the letter of FOBS intentions, issued to all FOBS members on 18<sup>th</sup> June 2024 following the AGM and having not recruited a new committee. The letter stated one option being to change the constitution to a minimum of 3 roles.
- Matt Cole commented that a minimum of 2 roles would not be logical as with only 2 committee members it would make it difficult for FOBS to drive progress. Thérèse Griffin also mentioned the Parentkind advice that 2 members is not ideal in case there are disputes as there would be no deciding vote.
- Tom Murray asked if it was an option to Co-opt on someone to support the Treasurer tasks. JG advised that is possible but that the 3 main members would ultimately have legal responsibility for the finances under that set up.
- JG advised that when voting for the constitution change to a minimum of 3 roles then as that would not include a Treasurer then all 3 other members would be equally liable and responsible for managing the finances of FOBS. JG explained that the minimum requirement this would entail is management of the online bank account, suitable control of all FOBS funds and completion of the annual accounts submission to the charity commission. Other tasks performed by JG in previous years as FOBS Treasurer

have been a bonus, but not essential, such as full detailed report of the Brailes Bonfire event and analysis of event profitability and Brailes School funding across all the years.

- AM mentioned that Parentkind had mentioned PTAs generally are particularly finding it hard to recruit Treasurers and that the finance tasks do not have to be too onerous, e.g. simple spreadsheet, attendance at PTA meetings not required, or if funds allow, be contracted out to external providers.

### **3. Vote on Change of the FOBS constitution**

**Proposal:** To change our current constitution from minimum 4 named roles to minimum 3 unnamed roles, subject to charity commission approval.

- Of 14 attendees: Heather Childs did not vote as President of FOBS, one member abstained, two members voted but commented that they didn't believe the vote should strictly happen now based on advice given to them by Parentkind.
- Voted in (unanimous) for =12, against = 0, abstain = 1

### **4. Election of committee members (on the basis of a proposed constitution change from 4 named roles to a minimum of 3 unnamed roles):**

Co-Chair 1: Selina Hosell

- Proposed by Claire Johnson, Seconded by Emma Hinchcliffe.
- Of 14 attendees: Heather Childs not voting for any role as President of FOBS, Selina unable to vote for herself, one member abstained.
- Of the 11 that voted: For = 9, Against = 2, 1 = abstain.
- Voted in (majority of at least two-thirds)

Co-Chair 2: Mary Cole

- Proposed by Emma Hinchcliffe, Seconded by Lois Dudfield.
- Of 14 attendees: Heather Childs not voting for any role as President of FOBS, Mary unable to vote for herself, one member abstained.
- Voted in (unanimous) For = 12, 0 = against, 1 = abstain

Secretary: Susan Capper

- Proposed by Alice Murray, Seconded by Claire Johnson.

- Of 14 attendees: Heather Childs not voting for any role as President of FOBS, Susan unable to vote for herself, one member abstained.
- Voted in (unanimous) For = 12, 0 = against, 1 = abstain

### **Conclusion:**

A new FOBS committee has been voted in, subject to the Charity Commission receiving the constitution change and it being fully approved. **AM said she would now contact Parentkind and the Charity Commission to take this forward and keep us all informed.**

New committee welcomed in.

Handover sessions to be arranged soon with old committee acting in good faith in the meantime.

### **5. AOB**

- Thérèse Griffin asked that clarity is sought for the FOBS event (school disco) planned for Friday 12<sup>th</sup> July as to whether it can go ahead given the old committee stood down at the AGM and the new committee is potentially subject to Charity Commission approval of the constitution change being valid. Heather Childs added that this is really important to cover off. **AM took this action to confirm and report back.**
- AGM minutes, Co-Chair's report and Treasurer's report to be made available to members via the Brailes School website (now with EGM minutes). **AM took this action.**
- JG requested that somebody feeds back to Parentkind and discusses that they have given conflicting advice on a key process within the same time period. Had this been clearer then the AGM and/or EGM could have been much easier and shorter meetings. **AM took this action.**

**NEXT FOBS MEETING: New committee to confirm**

**Addendum 15/07/24**

Post-EGM meeting, AM has checked the legitimacy of the approach and vote taken during the EGM with Donna Hill at Parentkind who confirmed that this was legitimate and the Charity Commission has since approved the amended constitution.