**Solent Mind - Annual General Meeting – 2nd November 2023 – 6.00 pm – 7.15 pm
Via Zoom**

**Attendance List:**

|  |  |  |  |
| --- | --- | --- | --- |
| **First Name** | **Surname** | **Job Title** | **Organisation** |
| Alice  | Mooney | Head of Services | No Limits |
| Andy | McMillan | Quality & Innovation Lead  | Southern Health |
| Gerard  | Consalvey | Operations Manager | Bluestar Bus |
| Angela | Loines | Guest |   |
| Bea | Bielanska | Wellbeing Support Programme Lead | Minstead Trust |
| Ben | Uloko | Volunteer & Member | University of Portsmouth & Member of Solent Mind |
| Bryan | Palmer | Member of Solent Mind |   |
| Charlotte | Winfield | Clinical Lead Service Manager at italk  | Southern Health |
| Clare | Grant | Acting Director of Services | Solent Mind |
| Cllr Neville  | Penman | Chairman of New Forest District Council | NFDC |
| Councillor Matthew | Winnington | Cabinet Member for Health, Wellbeing and Social Care | Portsmouth City Council |
| Craig | Sadler | Minds Matter - Talisker Atlantic Row | Hampshire Fire Brigade |
| Dave | Hales | Partner | Ernst & Young |
| Emma  | Truelove | Lived Experience Leader | Solent Mind Speaker  |
| Gareth | George | Chair of People & Quality Sub-Committee & Member. | Solent Mind |
| Glenda | Munoz-Cano | **Member of Solent Mind** |   |
| Helen | Fuge | Trustee/Member | Solent Mind Board |
| Jackie | Mcormack | Head of Services & Mobilisation | Solent Mind |
| Joanne | Silsbury | Corporate Fundraising Officer | Solent Mind |
| John | Wilderspin | Chair | Hampshire Mind CIC & Solent Mind Board & Member |
| Jude | Gardner | Head of Southampton Services | Solent Mind |
| Kev  | Saunders | Senior Peer Recovery Worker | Solent Mind Speaker |
| Kevin | Jones | Interim Finance Director | Solent Support Solutions |
| Laura | Dannahy | Director of Psychological Therapies  | Southern Health |
| Lauren  | Turner | Peer Support Worker | Solent Mind Speaker  |
| Lucy  | Robins | Trustee/Member | Solent Mind Board |
| Nicola | Judd | Head of VCSE Support and Engagement | Action Hampshire |
| Pamela | Charlwood | Member of Solent Mind |   |
| Paul | Woodman | Chief Officer | City Life Church |
| Peter | Hanlon | Ex Trustee/Member |   |
| Richard | Pullen | Trustee/Member | Solent Mind Board  |
| **First Name** | **Surname** | **Job Title** | **Organisation** |
| Richard | Watts | Chair | Hampshire Mind CIC |
| Robert | Wayman | Director of Fundraising External Engagement & IT | Solent Mind |
| Robin | Goater | Vice Chair/Trustee/Member | Solent Mind  |
| Ron | Shields | CEO of Southern Health NHS Foundation Trust | Southern Health |
| Ros | Hartley | Director of Partnerships | Hampshire & Isle of Wight Integrated Care Board |
| Sally | Arscott | CEO | Solent Mind |
| Sally | Saunders |   |   |
| Sam | Brown | Head of Marketing & Product | Infinigate Cloud |
| Sam | Clarke | Communications Officer | Solent Mind |
| Sarah | Brightwell | Director of Impact & Inclusion | Solent Mind |
| Stu | Vince | Minds Matter - Talisker Atlantic Row | Hampshire Fire Brigade |
| Dr Subashini | M | Non-Executive Director | Southern Health |
| Sue | Mills | Interim HR Director | Solent Mind |
| Susan | Hayward | Director/Trainer | Southampton Mental Health Network |
| Tracey | Marsh | Head of Southampton Services | Solent Mind |

**Minutes of the AGM**

1. **Welcome and opening remarks:**

The Chair, John Wilderspin welcomed staff, members and service users, to the 2023 Solent Mind AGM, advised how the meeting would be undertaken, and confirmed that there were 11 voting members in attendance to form a quorum. Apologies have been received by Ruth Poyner; Simon Wickes and Denise Vine and two proxy voting requests are noted as being received from Members.

1. **Minutes of Solent Mind AGM 15th November 2022 & Matters Arising**

John Wilderspin presented the Minutes of the last AGM and asked if there were any errors to correct. No errors were noted and minutes approved.

**Matters Arising:**Apologies given by the Chair due to the change to the event from a face to face to a virtual zoom event due to weather warnings that are currently in place.

1. **Financial Statements for 2022/2023– Robin Goater**

Robin Goater advised that the financial accounts have been circulated ahead of the meeting and provided a brief summary of the financial statements for 2022/23 (item 3 in the agenda papers) and advised that a full set of accounts had been provided for all attendees and further copies were available if needed. Financial position is strong as of 31st July 2023 evidenced by a strong balance sheet and cash position. Impact for 23-24 – new year starts with strong cash, strong reserves are supporting contracts to offset inflation and requests from NHS efficiency savings; Solent Mind is investing in new systems including the finance database and CRM software which will achieve cost savings in the future; the surplus is also enabling a number of projects which are designed to improve services to meet our charitable aims. Thanks to Kevin Jones – interim Finance Manager and the finance team for all their hard work. **For noting:** RG asked for the Accounts to be noted.

1. **Proposed Special Resolution to amend the Articles of Association**

John Wilderspin advised that over the past two years the senior management team and board of Trustees have been reviewing our Articles of Association and consulting with our Members over the consultation and the proposal to amend our Articles of Association. Sally Arscott reported that we had undertaken a number of Membership engagements over the past two years to engage Members and gauge feedback on the proposal. Last year we carried out a membership consultation where most Members indicated that they wanted to be involved with the charity but not to be actively involved with the governance of the charity. Two further membership consultations have taken place this year with Members to consult on the proposed change our Articles of Association, as a result of which the original proposals have been amended.

A paper setting out the amended proposals to change Solent Mind’s Articles of Association had been had been sent to members in advance of the AGM, and copies of the amended Articles were made available to AGM attendees. The key changes are to;

 **Remove from our Articles the requirement to hold an Annual General Meeting** with its voting rights to approve:

* The Report and Accounts presented by the Trustees and the Auditor's Report;
* the election of Trustees in place of those retiring;
* the election of a Chairperson, a Vice‑Chairperson, a Treasurer, and such other officers as the Association may from time to time decide to appoint;
* the appointment and the fixing of the remuneration of the Auditor or Auditors; and
* the fixing of annual subscriptions (if any),

Instead, the decisions normally made at an AGM would be made at a meeting of the Board, styled as an Annual Designated Meeting, notification of which shall be published fourteen clear days beforehand on the Association's website, and minutes of the ADM published on the Association’s website within 28 days of the meeting.

**Add into our Articles the requirement to hold an Annual Review Meeting** to engage our members and with an invitation to other people and organisations who support and work with the charity.

* An Annual Review Meeting would be an annual event to present and discuss the successes and challenges of our organisation and mental health services for the year just ended, share our plans for the year ahead, and take questions from those attending. Included within the presentation would be our Annual Report and Accounts, so there remains visibility of these important documents.
* The Articles will retain the right of members to request a General Meeting (GM) to be held. Whilst a GM would no longer automatically be held on an annual basis, should a minimum of 4 members request an GM (or at the Trustees discretion, fewer than 4 members), the Designated Secretary would organise such an event. This will allow members who might be dissatisfied with the governance of Solent Mind to formally raise their views.
* The Articles will also stipulate that service users should be involved in the selection & recruitment of all trustees. The appointment of a new Chair will also involve a wider cross section of stakeholders, including both service users and partners in the selection. Together these points will ensure a rigorous and transparent process is retained to appoint trustees.

New Articles of Association have been drafted and circulated in advance of the meeting incorporating all these suggested changes. Members were asked for their views to these changes, and to confirm their agreement to the new Articles of Association.

The **Proposal** for Members to agree the revised Solent Mind’s Articles of Association was **Proposed by** Gareth George and **Seconded by**  Lucy Robins and was approved by the meeting.

1. **Appointment of Auditor**

Robin Goater asked members to retain our Auditors with the reappointment of Sheen Stickland as Auditors for Solent Mind for 2023/24. This was **proposed** by Peter Hanlon and **seconded** by Richard Pullen and the motion was approved.

1. **Election of Trustees / Directors**

John Wilderspin advised that the election of 1 new trustee – Neil Sahota who had been recruited through an open procedure was **proposed** by Helen Fuge and **seconded** by Richard Pullen. The meeting agreed that the following Trustee was elected to the Board: Neil Sahota.

 The meeting was advised that our Articles of Association required one third of the trustees (in the case of this year - three) to stand down at the AGM, being those trustees longest in office since the last election. However, it was also advised that one Trustee had resigned during the course of the year which was Simon Reeves whom John Wilderspin wanted to formally thank for his service to the charity. In view of this, only two Trustees were required to stand down.

Ruth Poyner and Gareth George were the longest serving Trustees, but they are also eligible and willing for re-election for a second term. **Their re-election as Trustees was proposed by** Lucy Robins and **Seconded by**Richard Pullen, and approved by members.

1. **Election of Officers – Chair, Vice Chair, Treasurer**

Gareth George, trustee, chaired the item and explained that both John Wilderspin and Robin Goater were offering themselves for re-election as Chair and Treasurer respectively. There were no other nominations. Robin Goater also offered himself for re-election to the post of Vice-Chair. The election of the following was proposed by Peter Hanlon and seconded by Helen Fuge and agreed by the meeting.

**Chair -** John Wilderspin.

**Vice Chair -** Robin Goater.

**Treasurer -** Robin Goater.

John Wilderspin then continued in the chair.

1. **Questions & Answers**

No questions taken at the meeting.

1. **Any Other Business**

There was no further business. John Wilderspin thanked the Executive Support team for their work arranging the AGM, and thanked attendees for their support, and input in the discussion regarding the changes to the Annual General Meeting and Articles of Association and how we engage more widely with the public. The meeting closed.