

The RGSW and AOS Foundation Meeting
4pm – 6pm Thursday 17 November
AR Wheeler Boardroom

Attendees:

Foundation Trustees - Andrew Greenway (AG) Rosemary Ham (RH), Nick Fairlie (NF), Richard Sutcliffe (RS), Mike Ridout (MR), Annie Fitch (AF)

RGS staff: John Pitt (JDP), Gareth Hughes (GH), Ian Roberts (ITR), Scott MacDonald (SM)

Development Consultant: Carol Bawden (CB)

Minute Secretary: Joanna Weaver

1 Apologies and Declarations of Interest:

1.1 Apologies: Annabelle Hancock (AH) – out of country

1.2 Declarations of Interest: None

2 Welcome

2.1 Welcome message from the Chairman of Trustees, Andrew Greenway and introductions.
SM to distribute contact details for all Trustees.

2.2 **AG** explained that the aim of the Foundation is to '**advance the education of the pupils at the School**' (extract from the Objects in the Articles of Association). This would be through awarding funds to support bursaries, capital projects and any other appropriate opportunities.

2.3 **CB** outlined a number of advantages in the creation of a Foundation. She has worked on a consultancy basis with a number of Foundations in schools. The Foundation offers a clear identity to fundraise with the sole remit of supporting the School. The Board of Trustees should include Governors, independent members, parents and alumni as a unifying force. Alumni enjoy participating with their former school and Trustees have an essential role in communicating the aims of the Foundation and the needs of the School. The Foundation shares the workload with an already busy Board of Governors.

The Foundation brings all three RGS schools under one umbrella and helps build relationships.

3 Foundation Aims & Objectives, Trustees and Policies

3.1a **RS, AF, MR** and **AH** were confirmed as Trustees of the Charity and Directors of the Charitable Company. (Proposed: **RH** / Seconded: **NF**) **SM** to notify the Charity Commission and Companies House.

3.1b New Trustees will undergo a DBS check and company director checks. This will be done through Jill Gaynor-Smith. **SM** will email details required.

3.2a All Trustees present confirmed they have read the Articles of Association and will be guided by its Objects in their actions and decision-making.

3.2b All Trustees present agreed to adopt the following documents:

- Articles of Association
- Terms of Reference
- Recruitment and Appointment of Trustees Policy
- Code of Practice for Trustees' Register of Interests
- Ethical Fundraising Policy

Articles and the other policy documents were circulated prior to the meeting.
(Proposed: **AG** / Seconded: **RH**)

3.2c **AG** as Chairman signed a copy of all of the documents referred to in 3.2b to confirm adoption, with an annual review agreed for November 2017.

3.3d All Trustees present completed and signed (i) Declaration of Fitness to be a Trustee, (ii) Declaration of Interest, (iii) the Ethical Fundraising Policy. New trustees completed the AP01 form for Companies House.

3.4 All Trustees present agreed to the principle of having current RGS parents on the Foundation Board. They agreed this was a positive step and **AG** felt having both the Bursar and Heads of three RGS schools contributing to discussions would be useful when making funding decisions but none would be voting members.

3.5 Nominations for potential additional Trustees to be submitted to **AG** who will forward any suggestions to the Development Office for background research. **AG** can then propose these to fellow Trustees whether to proceed with a formal approach. **CB** suggested that any potential Trustees must be made aware of 'what you are about' and must be comfortable in the fundraising arena.

3.6 Trustees approved Development Office to secure Indemnity Insurance for the Foundation's Trustees. Chairman to approve cover selected. **ITR** suggested it maybe possible to extend the current policy used by the School. **SM** to check with Bursary and progress.

4 Operations and Internal Communications

4.1 **SM** confirmed the strategic role of fundraising requirements set by the RGS Board of Governors, the tactical and operational roles for RGS Staff in delivering the fundraising objectives and linking this to the Aims and Objectives of the Foundation. Development Office staff will remain employees of the School, with their time 'gifted' to the Foundation.

4.2 **SM** confirmed the role of Trustees to support Foundation fundraising activities in line with the Terms of Reference and Articles of Association. Applying their expertise, knowledge

and skills where possible. Referring queries to **AG** and/or **SM**. **CB** explained Trustees are invaluable to events as there is a separation between the school and fundraising opportunities. However, it is also necessary to use the 'best person' to make contact with potential donors to ensure successful building of personal relationships.

4.3 Formal Trustee communications between the Foundation and the School at Board level to be channelled through **AG** and **ITR** and operational queries, work, requests, etc. to **SM**. Public speaking / Press statements to be cleared by Chairman (**AG**)

4.4 **AG** to set up an investment sub-committee to manage the funds donated to the Foundation. Agreed **AG**, **ITR**, John Ralph (School accountant), **SM** and **RS** to form this committee. **CB** suggested an independent financial advisor would be useful in future. Full Board to agree level of delegated decision making granted to the Sub-committee in relation to the proposals it makes for its way of working.

4.5 Trustees agreed to accept the transfer the AR Wheeler Bursary Fund and The Alice Ottley Bursary Fund from the School to the Foundation. This will be subject to RGS Board approval being granted. (Proposed: **MR** / Seconded: **AF**)

AG/ITR to request agreement from Governors at next meeting.

AG highlighted occasionally donations may have to be refused because of the source and with reference to the Foundation and Ethical Fundraising Policy. **CB** confirmed the importance of Due Diligence. All Trustees present acknowledged and understood this reasoning.

4.6 **AG** to set up a working group to determine process by which Trustees evaluate funding award requests from the School and then make payments to RGS. Sub committee to be **AG**, **NF**, **ITR**, John Ralph, **SM** and **MR**. It was subsequently agreed in the AOB discussion relating to Scholars v Bursaries that **JDP** to be included on the working group because of his role in selecting recipients. Full Board to approve process for Foundation to follow.

5 Launching the Foundation to the School Community and Reporting

5.1 **SM** recommended the Foundation is publicised in the forthcoming alumni annual report and that it is formally launched in the Lent Term 2017 following the next Board meeting when a clear fundraising message can be endorsed and projected to the school community.

AG suggested it may be possible to launch the Foundation to coincide with the refurbishment of the Godfrey Brown Theatre and suggested the Foundation as a sponsor of that refurbishment. A £350K legacy gift may form part of the project cost. **NF** advised that obtaining planning permission and detailed costing may take longer than envisaged, delaying the launch and therefore it could prove counter-productive to rely on this for the launch.

JDP suggested the Foundation could be launched before the GBT project. All trustees agreed that launching the Foundation sooner rather than later, is the most desirable course of action.

Confirmation to be agreed at the next Foundation Board meeting.

SM confirmed the Development Office will continue to focus on fundraising for bursaries as per the 20/20 Campaign until advised otherwise by the RGS Board of Governors.

5.2 The Trustees agreed the Foundation to mirror the School's financial year 1st Sept – 31st Aug, that the November meeting is to be the AGM and that the School's auditors should be appointed to audit the first set of accounts in 2017.

5.3 **SM** outlined 2017 plans for fundraising (20/20 Bursary Campaign, Legacies, Annual Fund, Capital Projects) and summary of events / interactions with donors.

An Annual Fund, if adopted, would be aimed at parents, for smaller items eg. sports kits.

Alumni events may include classic car gathering, London networking evening and hospitality at the Modus Cup. The purpose of these events is to reconnect with former pupils and not to be used as a direct fundraising occasion. However, each event should be used to build the relationship that enables the donations to be sought at a future date. It was recognised that Trustees attending would be a useful addition to these events.

MR suggested clarification on 'Scholarships' and 'Bursaries' is provided to new Trustees and future donors.

CB suggested a 'Foundation Award' for bursaries given from the Foundation. She identified how there was an opportunity to build an immense sense of pride in 'Foundation Award' pupils.

ITR requested the awards working group covered the commitment to current bursaries in its work remit. AG agreed that the working group would cover this aspect when it drafts proposals.

6 Managing the Changes coming in the Charity Sector

6.1. **CB** advised that with charity sector changes, there would be a far greater need for Trustees to be accountable and to include in the accounts a far more detailed picture of how fundraising is conducted.

Trustees need to be aware of 'Vulnerable Individuals' (officially, older alumni would be classed as such) and to be aware of acceptable fund-raising practices.

The Fundraising Preference Service, which is due in 2017, may inhibit a charity's ability to send literature which mentions fundraising. The service may include a part or full opt out option and many alumni may not realise the School is a charity. The Development Office will monitor the situation and will advise Trustees of any actions required by the Trustees and the School.

ITR drew attention to stricter data management regulations coming in 2018 from an EU directive. Trustees acknowledge this will require monitoring to ensure the charity complies with new regulations.

7 Any Other Business

7.1 **MR** highlighted the Article in which the quorum requires only 2 Trustees to be present. This is historical and based on the original number of members at incorporation. **AG** to collate any changes to Articles and then present at the subsequent November meeting for approval.

7.2 Future Board meetings

Lent Term

Tuesday 28 Feb

4-6pm

Spurling Meeting Room

Britannia House

Trinity Term

Tuesday 6 June

4-6pm

Spurling Meeting Room

Britannia House

Working Group meeting date to be agreed. **AG** to co-ordinate through **SM**.

RGS Governors Meetings

Lent Term

F&GP – 15 February

Board – 16 March

Trinity Term -

F&GP – 24 May

Board – 15 June