

**The RGSW and AOS Foundation Meeting Agenda**  
**4pm – 6pm Tuesday 28 February**  
**The Spurling Room**

**Attendees:**

**Foundation Trustees** - Andrew Greenway, Rosemary Ham, Nick Fairlie, Richard Sutcliffe, Mike Ridout, Annie Fitch, Annabelle Hancock

**RGS staff:** John Pitt, Ian Roberts, Scott MacDonald

**Minute Secretary:** Joanna Weaver

**1 Agenda**

1.1 Apologies: none received.

1.2 Declarations of Interest: **RS** declared his Company had negotiated the Insurance for the Foundation but he had that excluded himself from the tender process (which included another insurance provider which proposed a significantly higher cost for the same cover).

1.3 **AG** warmly welcomed **AH** to the Foundation.

**2 Previous Minutes**

2.1 The draft minutes from the previous meeting had been circulated prior to the meeting and following unanimous agreement of all Trustees their accuracy **AG** signed the minutes as an accurate record of proceedings.

**3 Foundation Administration / Matters Arising**

3.1 Following the instruction given at the previous meeting by Trustees the Development Manager obtained Liability Insurance to indemnify the Trustees for up to £1m. The broker used was Sutcliffe & Co. which offered industry leading cover from AXA at a significantly lower rate than the other provider consulted (who also recommended the chosen product underwritten by AXA).

3.2 All Trustees have undergone their required DBS check with Jill Gaynor-Smith, copies of DBS documentations have been lodged with the Jill Gaynor Smith/Development Office. **AH's** copy will be lodged when it arrives.

3.3 HMRC has now granted charity status to the Foundation for tax purposes and to enable Gift Aid to be claimed where applicable on donations.

3.4 Trustees were informed that the RGSW Governors at their December Board meeting agreed to the transfer of the AR Wheeler Bursary Fund and The Alice Ottley Bursary Fund to the Foundation, subject to endorsement by the Charity Commission. Accordingly, the Bursar had written to the Charity Commission and Trustees will be informed by the Development Office when confirmation to proceed is received. At that point the Foundation's Trustees will take on responsibility for the financial oversight of both funds.

3.5 Trustees agreed to implement a Nominations Committee as per the process used by the RGSW Board to vet and process potential applicants as Trustees. This would ensure that suitable candidates are selected in a consistent manner and following the processes agreed at the inaugural Trustee meeting. **MR** agreed to head the committee (Proposed **AG** / Seconded **AF**). Two further members nominated – **AF** (Proposed **RH** / Seconded **NF**) and **RS** (Proposed **AG** / Seconded **RH**).

It was felt potential Trustees should provide a good representation of generations. **RH** suggested a member of the current parent community which was agreed as desirable by all present.

**IR** felt it would be useful to have a wider discussion with the team before approaching potential trustees. **RH** explained that this process is necessary to select the correct candidate in a manner that avoids unexpected disappointment, and that it was prudent to take the process slowly to ensure all Trustees could provide background information for candidates as appropriate. Using a Nominations Committee in conjunction with the defined process would allow all of these considerations to be included in the appointment process.

#### **4 Communications Launching the Foundation – refer to *Foundation Launch document***

Development Office launch plan presented to Trustees for information and consideration.

##### *4.1 Launch Date*

It had been felt a launch should be implemented asap. Following discussions between **SM**, **JDP**, **ITR** and **AG**, the launch has been proposed for the first week of May. All Trustees endorsed this approach.

**JDP** expressed a wish to host a low key but upbeat launch event to include Trustees, Board members and office holders from the AOOES and the PTAs from the three RGS schools and a few other notable alumni.

**Action for SM:** to confirm at suitable date with **JDP** and **AG** and to organise invitations.

**MR** suggested the London Event would be the perfect opportunity to discuss the launch with alumni – this highlighted the need for members of the Foundation to be present at the event. **SM** concurred and thanked **MR** for attending to represent the Foundation. Phil Lee would be representing the Board of Governors.

##### *4.2 Communications Plan*

Trustees were advised by **SM** that the communications channels proposed to be used by the Development Office include RGS Times, Facebook, e-mailshots, and a proposed brochure, similar to a publication from Portsmouth Grammar. **MR** questioned whether the brochure would include fundraising material. **SM** confirmed the Foundation would continue to include fundraising literature / requests.

**Action for SM:** produce draft launch document for **AG** and **JDP** to review and sign-off.

It was agreed in discussion that different audiences could receive the launch brochure with a cover letter from the Trustee most likely to connect/relate to their link to the School(s). Each

Trustee agreed to 'front' cover letters to the cohort to which they were most closely related to amongst the School Community. **SM** will liaise with each Trustee for her/his cover letter.

A dedicated website will be created for the Foundation by the Development Office which will link to its database and will complement the School's website by hosting alumni and giving information.

**Action for SM:** to instruct database provider to develop proposed website

**AG** requested the plan is distributed to all Trustees. **RH** suggested all documents are stored on Firefly, for easy access. Furthermore, this would ensure all Trustees can check event dates for availability. The presence of Trustees at events would be most beneficial to fundraising efforts. Forthcoming events include:

- RGS London Drinks and Lunch (27-28 April 2017)
- AOOE AGM (20 May 2017)
- Classic Car Rally (17 June 2017)
- RGS Henley (July TBA)
- AOS Garden Party (1 July 2017)

**Action for SM:** to set up the area on Firefly and to provide access passwords where required to all Trustees. Trustees will be advised by email when new documents are uploaded along with instructions on how to access the documents.

#### *4.3 Fundraising Objectives 2017*

As per the launch plan, objectives for the Foundation will be support for the 20/20 Bursary Campaign, securing Legacies pledge gifts and the GBT redevelopment.

**SM** informed the Trustees of the following in relation to fundraising at RGS:

**The 20/20 Bursary Campaign** is to provide twenty new bursary supported places at RGS from its launch in September 2015 through to September 2020. Progress is reported in the Alumni Annual Report.

**Legacy giving** in the sector does not have meaningful KPIs that RGS and other schools can use to measure performance. This is because gift values vary enormously according to a range of external factors when the gift comes to be realised (dependent on house / share values etc.), and donors are often reluctant to put a figure on the value of the gift that is pledged. The Development Office has been advised of several significant legacy pledges estimated to be worth six and seven figure sums. **SM** advised Trustees that industry experts claim there is typically a six-year lag from soliciting pledges to gifts being regularly received.

#### *4.4 Godfrey Brown Theatre Refurbishment*

It was agreed that 'refurbishment' was not a representative term as this would suggest a small-scale project. 'Development of the Performing Arts Facility' would be more accurate and would indicate the large scale of the project. This description could hopefully engender a more productive engagement with prospective donors as well as prospective parents/pupils.

The project is intended to be funded by the School as part of its long-term strategy, however fundraising avenues led by the Foundation would be most welcome and could facilitate a higher specification of equipment than might otherwise be possible.

**SM** informed that fundraising should be sought before the building work starts to assure the RGS Community that the project is fully funded. Two possible fundraising approaches were discussed and accepted as being viable for the Foundation to 'front':

- 1) naming of seats in the theatre which could be open-ended until all seats are allocated. A fixed minimum price would be required for this. **SM** to investigate experience of other Schools/theatres to ensure donation net value is acceptable return for the naming rights and that it is operationally viable to be handled in-house to minimise costs.
- 2) Since the Board of Governors has determined to proceed with a Development of the GBT that is fully funded without an appeal, the Foundation Trustees appreciated the need to ensure its appeal for support is not seen as superfluous to actual requirements. **SM** explained that the way to proceed would be for the Foundation to demonstrate to prospective donors that their support would enable a higher specification of key equipment to be installed (e.g. LED lighting) than would otherwise be possible. The case for why this is important to the School and its pupils would need to be made. Trustees agreed that further discussion was needed regarding time scale of fundraising (ie. Fixed or open-ended) once the planning permission was granted (**IR** advised that it was expected on 2 March). **IR** suggested speaking with schools that have already implemented this and asked **SM** to present options for progressing.

**SM** advised that the second option could also be used as the first ever Foundation Annual Fund appeal. Other schools use Annual Funds to solicit donations for specific items to be funded and purchased within a specific academic year.

**SM** also advised that if donations are solicited as per point 2 then an appropriate recognition board of some form would need to be incorporated into the new GBT building layout.

Trustees noted that the RGSW Governors are currently awaiting planning permission and building work is planned to commence in July subject to acceptable tenders that will be issued during April for submission by end of May.

The Foundation launch brochure to be created by the Development team will be mailed out during the first week of May and will not include specific reference to the GBT project but will refer to exciting Capital Projects being planned with the promise of information to follow soon.

**JDP** advised of several other aspects that may tie in with promoting the GBT Development and with future fundraising.

- *Drama department to undertake a school production of Midsummer Night's Dream at Witley Court.*
- *150 year anniversary in 2018 – possibly tie in with the GBT project / fundraising opportunity. Also trying to link with St Swithin's Church (original site of RGSW).*

**AH** suggested that the 150 Tything Anniversary could be used innovatively for fundraising eg. Alumni donate £150 each for a specific purpose.

Trustees agreed to use the Launch document created by **SM** as a basis and that the Development Office would keep Trustees informed electronically/on Firefly of progress towards the Launch mailing. This would enable Trustees to maintain oversight without being required to travel to meetings. Any particular concerns should be raised with **AG**.

#### *4.5 Alignment of Development Office name and Job Titles*

**JDP** and **ITR** had previously agreed with **SM** during the set-up of the Foundation that to help raise its profile across the School community, the Development Office will be repositioned as the 'Foundation Development Office' to coincide with the launch.

In conjunction with this launch and to further the reach of the Development Manager the job title would be altered to reflect the role as 'Foundation Development Director'. All Trustees agreed with the rationale for this change of name and job title.

**AH** enquired how the AOOE association would fit with the changes. **JDP** assured the Trustees that the Association committee which includes a Governor, was being kept informed of the current proposals and is supportive of the Foundation's objectives. Both parties are keen to avoid unintended overlap with fundraising opportunities and are ensuring clear dialogue.

### **5 Finance – Fundraising and Disbursement of Funds (Trustees agreed to discuss this ahead of item 4 to provide a logical flow in the discussion)**

5.1 The Trustees agreed to adopt all of the Working Group's recommendations on the processes and timelines to be implemented by the Foundation in relation to agreeing the funds available for disbursement to the School (WG meeting minutes circulated ahead of the meeting).

**AG** confirmed the Working Group's agreed that as soon as funds were available, these would be included in the School's planning process. Assuming the Bursary Funds are transferred in coming months the income from these will need to be included in the Foundation's transfer to the School.

5.2 Trustees noted the donor report within the recently issued Development Office Annual Report and were pleased to read that £110,000 had been raised during the 2016 calendar year, along with a number of Legacy pledges.

5.3 **ITR** confirmed that the School had recently received an interim payment from the Pullinger Legacy of £165,000. The Board has agreed that this can be allocated to the GBT Development and that it will be transferred to the Foundation for donation to the School to enable it to be included as gift in the fundraising appeal.

### **6 Managing the Changes coming in the Charity Sector**

6.1 **SM** advised the Trustees that no specific decisions have been issued by the Fundraising Regulator at the time of the meeting in relation to consent that charities will need to secure from donors because there is a further consultation process taking place. The School and the

Foundation will continue to operate within its Data Protection Policy. Trustees will be informed as soon as specific requirements are known.

6.2 **SM** informed the Trustees that the Foundation could choose to register with the Fundraising Regulator for an annual voluntary £50 (this is applicable to charities that spend less than £100k on fundraising annually but is not a requirement). The Foundation is currently under the expenditure threshold and it was felt by Trustees that since the potential benefits are not clear at this time then **SM** should monitor the situation and advise Trustees if this should be reconsidered at some point in the future.

## **7 Any Other Business**

7.1 Items not on the agenda to be considered by the Trustees – none raised.

7.2 Agree future Board meetings (venue, timings, dates) – *see below for update*

## **Foundation Board Meetings 2017**

Trinity Term - Tuesday 6 June

Michaelmas Term – Thursday 23 November Spurling Room 4pm – 6pm

Also

Finance Sub-committee meeting Wednesday 18 October venue tbc (AG, ITR, RS, SM, John Ralph)

## **RGS Governor Meetings 2017**

Lent Term

Board – Thursday 16 March

Trinity Term:

F&GP – Wednesday 24 May

Board – Thursday 22 June

Michaelmas Term:

F&GP – Wednesday 15 November (proposed date)

Board – Thursday 7 December (proposed date)