

## The RGSW and AOS Foundation Meeting Agenda

4.00pm – 5.00pm Thursday 21 May 2020

### Video Conference Call

#### Attendees

**Foundation Trustees** - Andrew Greenway, Rosemary Ham, Nick Fairlie, Annie Fitch, Emma Bentley-Hughes, Gary Rouse, Jonny Arr, Tim Curtis, John Gibson, Katie Wormington, Rachel Wyatt.

**RGS staff:** John Pitt, Laura Brown, Gareth Hughes, Sarah Atkinson, Ian Roberts, Scott MacDonald,

**Minute Secretary:** *Joanna Weaver (nb Jo is now furloughed so will not be present)*

#### **1 Welcome, Apologies and Declarations of Interest**

- Apologies received from Nick Fairlie, Sarah Atkinson and Gareth Hughes

#### **2 Acceptance of Previous Minutes**

- The minutes from the Board meeting 5 March 2020 were proposed as accurate by **RH**, seconded by **AF** and unanimously accepted.

#### **3 Administration Actions / Matters Arising from Previous Minutes / Finance Updates (SCM)**

The briefing note provided to Trustees prior to the meeting is included as **Appendix 1** and covered the following points:

- Financial balance updates, Bursary Campaign update, major donor update.
- The Annual Accounts 2018-19.
- AOOE integration into the School.
- Alumni Annual Review.

No updates made to what was provided in the briefing notes (*see Appendix 1*) for the above points.

#### Annual Accounts and Trustees Annual Report

The Trustees were asked to review the final accounts in advance of the meeting. Changes and clarifications sought by Trustees when the draft versions were circulated had been actioned. Trustees were content to accept the final accounts as an accurate record. **RH** proposed the Chair sign them on behalf of the Board, this was seconded by **KW** and accepted unanimously. **TC** signed the minutes and letter of confirmation for the auditors. **SCM** will forward these to the auditors who will submit them to Companies House on behalf of the Foundation. **SCM** to submit them to the Charity Commission.

#### **4 Fundraising and Communications**

##### **Hardship Fund Appeal**

Details were provided in the briefing notes (*Appendix 1*) prior to the meeting. **SCM** updated the meeting that donations pledged and received on 21 May totalled almost £64,000. This comprised gifts from 67 individuals and one from the AOOEs. **TC** expressed his gratitude on behalf of the Trustees to everyone who has supported the Appeal. He also wished to record his thanks for the willingness of the AOOEs to support the Appeal so promptly and to such a generous level. He felt it was indicative of the spirit of togetherness and goodwill that is prevalent and that bodes well for future cohesiveness. All trustees wished to record their thanks to Fasha Mahjoor for his extremely important gift which it was felt had prompted additional donations via his offer of match funding.

**AG** enquired as to the process to be used for allocating the support to the places of greatest need. **JDP** advised that after half term he and **ITR** will review the circumstances and need for each of the families that have informed the School of the hardship being faced due to the Covid-19 crisis. Decisions will be made on a case by case basis to determine the level of support provided for the respective pupils. Once the need is clarified a request will be made from the School to the Foundation Trustees for funds to be transferred to RGS for the purpose of assisting fee payments. **ITR** reinforced that an audit trail would be maintained by the Bursary to demonstrate, if ever needed, that donations are used for the purposes intended by the donors.

**RH** enquired as to whether it was possible to predict the total amount required at this stage. **ITR** explained that the fluidity of the situation made this impossible to know just now.

### **Foundation Office Review by external consultants**

An update was provided to Trustees in the briefing notes (Appendix 1) ahead of the meeting. **SCM** advised that the first five discussions with 'external' alumni stakeholders had taken place successfully on Tuesday 19 May and a further ten were scheduled for 26 and 27 May. Fasha had his discussion on 19<sup>th</sup> and reported that he found it very useful and he felt it to be a positive step for fundraising on behalf of the School and its pupils. Trustees will be briefed once the Review findings have been received from Graham-Pelton.

### **Capital Project Update and Fundraising**

A brief update was provided to Trustees in the briefing notes (Appendix 1). **ITR** advised that there was nothing further to add at this point in time. Trustees will be notified as and when the situation changes.

### **5 Any Other Business**

Trustees enquired as to the four Schools' readiness and plans for reopening to pupils. **JDP** advised that the media reporting was not as helpful as it could be for the public and had often failed to appreciate all of the work being done by Schools to prepare for reopening. RGSW is proceeding in line with government advice and plans to open on 1 June for the prep year groups specified by the Prime Minister. Clarity was still being sought regarding pupils in Year Ten and Year Twelve and what is meant by limited contact. However, RGSW is in a considerably more robust place due to the DLP which offers tremendous flexibility and adaptability. **LAB** advised that parents had mixed feelings on their children returning but that the mood of the growing majority seemed to be accepting of the need to make it happen as outlined by the government. Year Six pupils in particular seem keen to get back for the final weeks of their time at the prep schools. Both **LAB** and **JDP** emphasised that considerable planning effort was being put into mitigating risk for pupils, staff and parents. Staff would have individual circumstances and a flexible approach would be adopted.

### **6 Future Meeting Dates**

Future Foundation Trustee meeting dates below were accepted and SCM to send diary invitations with the hope that the next meeting will be in person at the School.

- 2020 Michaelmas Board: **Thursday 22 October 4pm**
- 2021 Lent Board: **Thursday 4 March 4pm** (noted that could be impacted by School Inspection due around that time)
- 2021 Trinity Board: **Thursday 20 May 4pm**

### **Appendix 1**

Briefing Notes circulated in advance of the meeting to Trustees.

***Information to accompany the Agenda.***

### **3 Administration Actions / Matters Arising from Previous Minutes / Finance Update**

#### **Matters Arising from Previous Minutes**

##### **Actions from Previous Minutes - completed**

- Majority of trustees have completed the skills matrix and this has been shared with Graham-Pelton Consulting so this aspect may be incorporated into the Review being conducted.
- John Ralph has deposited **£200,000** with Lloyds Bank on the money markets until August as per the instruction from Trustees. The capital is protected but the interest rate is almost negligible but is above the zero rate return offered in the current account.
- COIF has now amended its financial reporting, having separated the Foundation's investments from those of the School. Copies shared with the Finance Committee members.

##### **Actions from Previous Meeting - carried forward due to the Covid-19 working situation to be progressed during Trinity Term**

- Finance Committee to review the investments held by the the Foundation through COIF units in order to give Trustees greater clarity as to where they may be investing the charity's funds when seeking long-term growth.
- From the review of COIF, recommend whether or not to purchase further units from donated funds.
- Foundation Office to review in detail the alumnae records held at Dodderhill to determine what level of contact can be made, to whom and how.

##### **Actions deferred in light of Foundation Review, the Covid-19 crisis and the delay in the Capital Projects**

- Approaching recent past parents who may be well disposed to RGS. Trustees observed that these parents may be in a position to donate to forthcoming projects.
- Development of a fundraising and communication plan for the forthcoming capital projects. Utilising trustee support for implementing the engagement with parents and alumni.
- Agreeing an approach for trustees to help SCM engage with already identified potential donors from the alumni and past parent community to support bursaries (and the capital projects if they wish).
- Planning a major donor engagement event such as a dinner in the Cathedral.
- Circulating a list of potential prospective donors for Trustees to review and identify connections.

#### **Finance, Campaign and Major Donor Update**

##### ***Bursary Funds, Bank account, seat sponsorship and known legacy pledges (7 May 2020).***

- ARW Fund: **£384,859** (March £406.5k October £393.8k May £378.6k);
- AO Fund **£27,365** (March £28.9k October £28k May £26.9k);
- Hardship Fund **£11,877** (March £2.9k October £3.2k);
- Current Account: **£37,560** (March £149.2k, October £81.8k);
- Deposit Account: **£200,000** invested with Lloyds on the money markets until August 2020;
- PAC has **71 seats** sponsored (March 71, October 68);
- Legacy pledges **36** (March 34, October 34, May 32).

##### **Bursaries – 20/20 Campaign update**

- There remain **19** pupils (was 19 at March meeting) who have been, are currently being or will be helped by bursary support at September 2020.
- The former pupil based in Singapore whose offer to fund a restrictive bursary remains warm towards the School and although the original plan is no longer progressing he remains open to being approached for support. He has refunded the **£2.5k** that RGS incurred seeking legal advice in relation to his bursary proposal.
- The focus has shifted from the 20/20 Campaign to the Hardship Fund and this will be explained when reporting the outcome of the campaign positively to donors, alumni, parents and staff.

#### **Major Donor**

**Fasha Mahjoor**

- Fasha has pledged **£20k** to be used for the Hardship Fund Appeal with the request it be used to offer match funding to encourage donors, particularly first time supporters. It will be delivered via BSUF in June which is tax-efficient for US tax payers.
- Fasha's plan to gradually step back from his remaining business has been suspended because his company is taking a leading role in developing and distributing home testing kits for CV-19. He has converted a warehouse into a new production facility in a very short time and recruited many more staff to work there while he is putting in 14-16 hours days.
- Notwithstanding the above, Fasha has volunteered his time to participate in the Foundation Office Review as one of the significant supporters consultants would like to interview.

#### **Other significant donors**

- The top donors are all going to be invited to participate in the Strategic Donor Discussions that Graham Pelton will undertake as part of the Foundation Review.

### **Endorsement Sought from Trustees**

#### **Acceptance of Annual Accounts**

- Draft Accounts, the Trustees Annual Report and the late inclusion of a risk assessment relating to CV-19 have all been circulated previously for Trustees to review, query and to provide amendments/additions. The changes have all been incorporated into the final version of the Annual Accounts that have been circulated ahead of the minutes.
- If Trustees have further queries these should be forwarded to Scott ahead of the Board meeting to give opportunity for answers to be provided. The deadline for submitting signed Accounts to Companies House and the Charity Commission is 31 May which is why it is imperative for the meeting to be able to endorse the Accounts for TC to sign-off.
- If Trustees are content to endorse the Accounts then in the meeting a proposer and seconder will be required before a vote is taken.
- Once accepted, TC can sign the documents. The Auditors will submit the Accounts to Companies House and SCM will submit them to the Charity Commission.

#### **AOOE integration into the School**

- Message on the AOOE website reads: *"AGM Postponed due to the COVID-19 pandemic. A new date will be advised when things are back to "normal"*
- The AGM was scheduled to take place in May and would have been the forum for changes to be discussed and decided by Association members so intent remains but progress has been put on hold.

#### **Alumni Annual Review**

- The document is 66% complete but requires additional updating to reflect Covid-19 at RGS and the Hardship Fund Appeal along with some further alumni news and updates that are awaited
- Jo Weaver is now on furlough so will pick this up on her return with SCM preparing as much information as possible for when Jo returns.

## 4 Fundraising and Communications

### 1 - Hardship Fund Appeal (April 2020)

The Bursary is in conversation with a number of families who have made the School aware of their financial difficulties caused by the Covid-19 crisis and economic lockdown. Deferment of fees for the Trinity Term and extended payment plans have been put in place with each situation being handled on an individual basis.

Recognising the speed at which the CV-19 crisis was engulfing the UK, the impact of the lockdown on economic activity and the inevitable lag effect that will delay a full recovery, necessitated the Headmaster and DFO requesting an appeal be made to raise hardship funds. Any funds raised in the appeal would be restricted to assisting RGS families who through no fault of their own will struggle to pay school fees in the short term by making hardship grants directly against school fees.

The aim of providing hardship support is to avoid children having to leave the School and reduce worry while families recalibrate their finances. The full extent of need for hardship grants will become clearer ahead of the Michaelmas Term.

#### Summary of Actions and progress to-date:

The Foundation Office was able to respond to the brief quickly with the leadership of the Foundation Chair who wrote an appeal letter for circulation.

- The appeal letter was emailed to 3120 alumni and posted to a further 2,640 for whom no email address is held. Alumni aged over 85 were not approached unless they are 'warm' to the School and fundraising.
- At the time of sending this information **£57,639** has been raised and pledged.
- Two major gifts have been pledged: **£20k** from Fasha and **£25k** from the AOOEs.
- 63 donors have contributed with 27 being first time supporters of the Foundation.
- 65% of donations have been made via the website online giving page with the remainder by cheque and one by BACs transfer.
- Gifts, other than the major donations above, have ranged in scale from £10 to £1,000.
- Split between individual RGS and AOS is: 75% / 25%
- 15 recipients have requested no further contact in response to the communication.
- There is no absolute target being aimed for because the situation remains so fluid.
- Parents have not been approached at this time due to the sensitivities around fees.
- The Hardship Fund will remain the focus of fundraising for the remainder of the academic year.

#### Next steps:

- A follow-up request will be emailed to alumni during May.
- Headmaster and DFO will determine if/when it is appropriate to forward appeal to parents.
- Annual request for parents of Upper Sixth leavers to donate their £100 joining deposit to the Foundation for the Hardship Fund will be considered carefully by the Headmaster. Decision can be taken in June.
- List of supporters who have given permission to be identified will be published in the Alumni Annual Review and on the website.
- Subject to social distancing guidelines there may be scope to welcome donors to the School for a 'thank you' reception and further donor engagement in Michaelmas Term. Would include regular donors to the named Bursary Funds in this activity. Would seek Trustee support and presence to engage with donors.

### 2 - Foundation Review Update

Graham-Pelton (UK) Ltd commenced the Review with a 'kick-off' call with the DFO, Foundation Chair and Foundation Director to explain the process and to layout the timeframe. It had been recognised and agreed prior to contracting the service that Covid-19 was an unknown situation and that flexibility would be required in the process to reflect the changing situation.

The following steps have been undertaken to-date

- GP consultants have held detailed individual 'internal' discussions with the Headmaster, DFO, Chair of Governors, Chair of Foundation, Foundation Director, additional trustees Rosemary Ham and Andrew Greenway, Shelley Eyers (AOOE President) at the end of March.

- SCM provided a range of background data, information and publications relating to the Foundation and RGS for GP to review. The Trustee skills matrix was included in this information sharing.
- There was a two week break built into the schedule for Easter.
- A Leadership Training Session to which Trustees would have been invited was scheduled for the first week of term but was postponed because for maximum value it should be presented in person.
- SCM and TC were presented with a generic set of questions that would form the electronic survey that is sent to alumni, parents and staff. It required considerable refining and was due to be sent out w/c 27 April. However the feeling was that to approach alumni and especially parents at this time could prove counterproductive and not actually deliver the information being sought. A decision was taken on 1<sup>st</sup> May pause this aspect of the Review until September at the earliest point but still dependent upon the wider Covid-19 situation and specifically that facing the School and its parent and alumni community.
- Two Focus Groups (one each for parents and alumni) scheduled for 6 May were also removed from the Review. The focus groups really need to be held in person for the best engagement and same sensitivities apply as exist for the e-survey. GP will now conduct an additional day of 'external' strategic discussions with major / potential donors.
- These additional 'external' discussions will take place towards the end of May in conjunction with the ten discussions already planned for that period in which GP will engage with selected alumni donors (parents are not being included).
- Following the completion of the external discussions GP will prepare a detailed report that incorporates a Growth Plan with recommendations for what is required to increase donations to the Foundation. The report will be presented in either mid June or early July and this will be determined by the Covid-19 situation. This will be shared with Trustees for consideration of strategic objective setting and the actions required to achieve the targets set.
- The e-survey will hopefully be issued in the Michaelmas Term and the findings analysed by GP and used to complement the findings and recommendations contained in the main report.

### **3 - Capital Project Update**

- The development of the Hockey facility has been placed on hold in response to the lockdown which prevented work commencing. In his letter to parents on 14 April, the Chairman of Governors shared the following:  
*'We have temporarily put on hold construction work on the project to develop two hockey pitches. We will resume work when the timing is right and I would emphasise that the project is designed to be cost neutral (and therefore have no impact on fees) given the anticipated revenue from third party hirings. It a unique opportunity to enhance the provision for pupils and to develop a community resource without affecting the school budget.'*
- There has been no further movement from the LTA in relation to the Indoor Tennis and Netball Centre. It is not clear when decisions will be taken by the LTA as to how it wishes to progress with RGS.

### **5 AOB**

- In line with a number of other colleagues, Jo Weaver is now in furlough so is not available to respond to emails/queries.
- Sadly, the Foundation Office is aware of one former pupil who has succumbed to the Coronavirus. Kate Green from the AOS Class of 1990 died in March and will be celebrated by her cohort at their forthcoming 30 year reunion. Rob Gray (1966-70), schoolfriend and former business partner of Fasha, has been hospitalised for a number of weeks due to Covid-19 – he has just emerged from a coma and is very slowly recovering. It will be a long road, he has lost 4 stone to give sense of the physical impact.
- The annual AOS Alumnae Summer Gathering which presents an engagement opportunity with prospective donors that is due to take place on Saturday 27 June is unlikely to proceed due even if the School reopens due to the social distancing measures that are still likely to be in place.
- The Foundation Golf Day is scheduled for Friday 21 August at Worcester Golf Club and is still scheduled to take place pending a review of what the government advice is for such events.
- The Class of 1990 from AOS and RGS, in conjunction with the Foundation Office, are holding a joint reunion lunch and tour of the school to mark 30 years of their graduating from the School on Saturday 10 October. This remains on track to happen subject to any government restrictions being lifted and presents an opportunity to engage with a number of prospective alumni donors.