**COMPANY NUMBER:** 09349804

**CHARITY NUMBER:** 1161218

**UNIVERSITIES AND COLLEGES INFORMATION SYSTEMS ASSOCIATION LIMITED (**the **“Company”)**

**Minutes of the Annual General Meeting**

The seventh Annual General Meeting (the **'Meeting'**) of the Company, and the 29th Annual General Meeting of the association, was held at 12:00 noon on Thursday 16 June 2022 online via MS Teams.

1. The Chair welcomed the members and summarised the purpose of the Meeting as stated in the notice and the agenda of the Meeting.

A quorum was declared

Apologies were received from the following members: who were represented at the meeting by Adrian Ellison, UCISA Chair as proxy:

Durham University, Kings College London, Leeds Beckett, University of Manchester, Northumbria University.

Apologies were also received from University of South Wales who were represented by Sarah Cockrill, UCISA Trustee as proxy for the meeting.

The chair explained the voting procedure via MS Teams forms and the fact that in the event of multiple representatives from a single institution submitting voting forms, only one vote per institution (that of the senior representative) would be counted.

1. The following Ordinary Resolutions were put to the members:
2. To approve the minutes of the 2021 Annual General Meeting of the Company held on 10 June 2021.

*Proposed Jason Oliver University of Sussex, Seconded by Michael Johnson, Royal Holloway, University of London*

*Approved by majority* *(11 Abstentions*)

The chair noted that UCISA had recently published its Annual Review, covering the June 2021 to May 2022 period and how thrilled he had been to write his first welcome as chair.

Reviewing the year, the chair commented that when he gave his video update at the end of 2021, he did so with a little trepidation. At that time, Covid was still casting its shadow over the sector and there was no certainty that UCISA’s first face-to-face leadership conference in three years would take place. It did and was a success with many remarking on how wonderful it was to be back meeting colleagues and suppliers face-to-face. Feedback from the conference was very positive, as UCISA members addressed some of the key issues facing the sector: recruiting and retaining talent, cyber security, sustainability, and digital leadership in a post-pandemic world.

A record number of Institutional and Corporate members attended Leadership Conference, with the UCISA team still taking bookings on the opening day from suppliers realising that they had to be part of the conversation.

When UCISA CEO and the chair opened the conference, they applauded Institutional representatives and their teams for moving mountains within their institutions, using technology to power us through the pandemic. The chair recognised that it has certainly been a challenging couple of years. During that time, UCISA has transformed and geared itself up to better support all members. He noted that this year has seen that work continue under CEO, Deborah Green’s leadership, supported by a strong Board of Trustees and a developing Leadership Council. UCISA has grown membership engagement further and enabled even more dialogue and sharing of best practice across the membership. He also noted the work of Ucisa Services Limited, the wholly owned subsidiary of UCISA tasked with delivering all UCISA events and chaired by Drew Cook.

The chair paid tribute to UCISA’s representation work – responding to challenges faced by members and mobilising the membership to hold yet more suppliers to account. Noting this usually takes the form of calling an all-members’ meeting and then asking for volunteers to set up task and finish groups to identify solutions. The chair was pleased to report that UCISA has worked through eighteen of these representation exercises to date. Feedback from both institutions and suppliers has been positive; testament to the success of the process.

This year saw the formation of a new Sustainability Special Interest Group, to better promote and facilitate best practice against this important agenda, and two new communities of practice to support UCISA’s User Experience (UX) community and an Immigration Administration community to provide a forum for institutions, the UK Government, and systems vendors to agree solutions to automate and streamline the administration of immigration in universities and colleges.

Another achievement was UCISA partnering with our sister organisations (AUDE, BUFDG, CUBO, HESPA and UHR) to lead a series of events under the “University of the Future” banner. The chair felt privileged to chair one of these sessions and participate in another. The third in the series is coming up at the end of May.

The chair commented that more importantly still, the new strategic plan was launched this year, “Building on Success 2022-2027” setting out our three new strategic goals over the next 5 years:

* To represent the digital community in the Education Sector authentically and authoritatively;
* To harness the power of our communities’ collective voice by expanding the breadth and depth of engagement with UCISA; and
* To enable the professional development of individuals and enhance the collective expertise of our community.

Finally, the chair wanted to highlight the UCISA Awards Ceremony, which was held at Leadership Conference in Manchester in March, celebrating the innovation, work and achievements of institutions and individuals across the sector, including the much-coveted CIO of the Year award. The chair urged all to think about entries for next year and looked forward to these becoming one of the highlights in the academic calendar.

The chair concluded, as UCISA approaches its 30th anniversary, he was confident that our organisation is in very good shape and well-poised to continue to deliver our mission: to Connect, Share and Transform, adding even more value to our members as we respond to the sector’s challenges ahead commenting that UCISA is indebted to members, for making our professional body what it is.

On behalf of the trustees the chair was pleased to report that UCISA maintained full business and service continuity throughout the year and thanked the UICISA staff team for their hard work and dedication in bringing this about.

The chair proposed that the thanks of the UCISA membership for the work of the UCISA team, the groups, the board of USL and the board of trustees was formally recorded.

 The chair then formally put the following resolutions to the meeting:

1. To receive and adopt the annual report of the Trustees and the accounts of the Company for the financial year ended 31 December 2021.

Proposed by Adrian Ellison, *University of West London and UCISA Chair* Seconded by Nick Gilbert, University of Surrey

*Approved by majority (1 against)*

1. To re-appoint Wenn Townsend the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid, and to authorise the directors to fix their remuneration.

*Proposed by Nick Gilbert, University of Surrey, Seconded by Patrick Daly, Robert Gordon University*

*Approved by majority (2 Abstentions)*

1. To note the resignations of Mr. Paul Harness as a Deputy Chair Trustee and Director of the Company

*Noted*

The chair reported that, during the year Paul Harness resigned as a trustee as he ceased employment with a member institution. The Trustees recorded their thanks for Paul’s contribution to UCISA.

The chair also reported that Dean Philips, treasurer, and Paul Butler, secretary, were stepping down as trustees at the end of the AGM. The Trustees recorded their thanks to Dean and Paul for their contribution to UCISA.

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1. To appoint the following:

Emma Woodcock, having consented to act, as Elected Trustee, as Deputy Chair and as director of the Company.

*Proposed by Vipin Ahlawat, Loughborough University. Seconded by Stephen Dobson, York St John University*

 *Approved nem con*

Sarah Cockrill, having consented to act, as Elected Trustee, as Vice Treasurer and as director of the Company.

*Proposed by Nathalie Czechowski, University of South Wales. Seconded by Stephen Booth, Coventry University .*

*Approved nem con*

Matthew Flower, having consented to act, as Elected Trustee, as Secretary and as director of the Company.

*Proposed by Jim Florence, Robert Gordon University, Aberdeen, Seconded by Trevor Baxter, King’s College London*

*Approved nem con*

1. Nominations received for the two vacancies amongst the Elected Trustees to elect individuals as directors, were subject to a poll vote by the members and, having consented to act, the candidates named below were appointed to the role of Elected Trustees:
2. Nathalie Czechowski , University of South Wales

*Proposed by Sarah Cockrill, Canterbury Christ Church University, seconded by Dean Phillips University of Aberdeen*, receiving 30 votes.

1. Vipin Ahlawat , Loughborough University *Proposed by* Dan Lawrence, University of Liverpool*, seconded by Matthew Flower, University of Wolverhampton ,*  receiving 19 votes.

A total of 57 institutions cast votes, and no ballot papers were spoiled.

1. In accordance with the Articles of Association of the Company: To accept the nominations of the Special Interest Group Committees and appoint the Chairs of the Special Interest Groups of the Charity as follows:

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| Group | Chair | Proposer | Seconder |
| Corporate Information Systems Group (CISG) | James Smith, Birkbeck, University of London | Paddy Daly,Robert Gordon University | James Blair, University of Stirling |
| Digital Capabilities Group (DCG) | Annette Webb, York St John | Emma Woodcock, York St John University | Elaine Swift, University of Worcester |
| Digital Education Group(DEG) | Richard Goodman, Loughborough University | Farzana Latif, University of Sheffield | Julie Voce, City, University of London |
| Digital Infrastructure Group (DIG) | Jim Florence, Robert Gordon University | Matthew Flower, University of Wolverhampton | Mehmet BatmazUniversity of Greenwich |
| Enterprise Architecture (EA) | Joint Chair: Lex Wilkinson, Sheffield Hallam University | Rosie Coffey, University College Cork | Russell Boyatt, Warwick University |
|  | Joint Chair: Rosie Coffey University College Cork | Lex Wilkinson, Sheffield Hallam University | Russell Boyatt, Warwick University |
| Higher Education Information Directors Scotland (HEIDS) | Brian Henderson, University of Aberdeen | Jonathan Monk, University of Dundee | David Telford, University of Stirling |
| Immigration Administration Community of Practice –(IA CoP) Inaugural Chair | Martin Donkin, Queen Mary University of London | Adrian Ellison,University of West London | Dean PhillipsUniversity of Aberdeen |
| UCISA London Group  | Trevor Baxter, King’s College London | Matthew Flower, University of Wolverhampton | Nick Leake, King’s College, London. |
| Project and Change Management Group (PCMG) | Sally Jorjani, University of Stirling | David Telford, University of Stirling | Patrick Daly, Robert Gordon University |
| Security group (SG) | David Thornley, Sheffield Hallam University | Jon O'Grady,De Montfort University | David Round,Bangor University |
| Procurement Group (PG) | Rob Moore,Leeds Beckett University | Mark Allinson, Edge Hill University | Robert Silk, University College London |
| Sustainability Group – (SG) Inaugural Chair | Andrew Meikle,University of Lancaster | Adrian Ellison,University of West London | Dean PhillipsUniversity of Aberdeen |
| Support Services Group (SSG) | Joint Chair: Andy Scott, Durham University | Henrik Brogger, Queen Mary University of London | Lisa McDonald, University of Edinburgh |
|  | Joint Chair: Jo Mortimer, University of Reading | Iain Cameron, University of Aberdeen | Henrik Brogger, Queen Mary University of London |
| Women in Tech (WiT) | Christi Hopkinson, University of the West of England | Sandra Gillham, University of Southampton | Tatiana Hepplewhite, Leeds Beckett University |
| User Experience Community of Practice (UX CoP) | Emma Horrell,University of Edinburgh | Ellie Wood, University of Nottingham | Sonia Virdi University of Edinburgh |

*Approved nem con*

1. To receive the Treasurer’s Report for the financial year ended 31 December 2021, summary Budget for the current year ending 31 December 2022 and summary budget for the financial year ending 31 December 2023.

The chair invited the Treasurer, Dean Phillips, to address the meeting who reported that:

For 2021 the Treasurer had proposed a balanced budget with a level of contingency built in to ensure we had capacity to support any unforeseen challenges. UCISA’s new way of operating continued to deliver for the membership, with increased demand for virtual events and suppliers valuing the opportunity to sponsor events, resulting in UCISA exceeding the sponsorship budget target.

Throughout the year we continued to invest and deliver our new strategic plan, which over the coming years will see us significantly investing our reserves to ensure we are able to meet and grow our membership value. In addition to this there are some significant highlights to be aware of:

* We have maintained subscription levels ensuring that we did not need to draw on our contingency.
* The membership renewal process has been further improved to ensure we secured membership income in full or invoiced ahead of our January 14th deadline.
* We continued to deliver and significantly increase our programme of online events that further expanded our reach and engagement with the membership, which Dean Phillips was happy to report had seen sustained growth in attendance numbers.
* We delivered our strategic plan for the next 5 years, building on the transformation activity achieved through investment.
* The Board has committed to investing reserves to underpin the new strategy and continue our transformation.
* Over the next 5 years you will see us make significant investments in new fit for purpose infrastructure, staffing and services to ensure we are able to maximise your membership value delivering a rich portfolio of services and events that support the many challenges we all face.
* The team at UCISA have continued to improve financial controls and reporting, supporting the Boards ability to make well informed decisions, and allowing us to react to changing environmental factors.
* We have reviewed our subscription bandings and considered other sector membership organisations to allow us to move away from the historical Jisc bandings. You will all have been contacted in relation to these new bandings which will come into place for 2023 renewals.

The Board continues to monitor potential financial challenges around contracts and income, but the risks associated with these where all successfully managed by the UCISA team who worked tirelessly to mitigate any negative impact, delivering an unbudgeted surplus for the year 2021.

The Board also regularly reviews the level of reserves, the period of trading reserves to ensure it is appropriate and proportionate to the risks and strategic investment required to deliver our Building on Success Strategic plan.

UCISA continue to prioritise expenditure on member facing services and investment in resources to ensure we can efficiently maintain the quality of delivery as well as compliance with legal obligations, in particular ‘Charity governance, finance and resilience’.

Our free reserves available to UCISA on 31st December 2021 are £1,900,624.

It was the Treasurer pleasure to summarise that UCISA remains in good financial health, with the ability to invest in our strategic ambitions without causing any financial risks. More detail can be accessed in the published audited accounts.

The Treasurer added, In the 2022 budget presented to the membership last year a modest surplus was forecasted, the Treasurer was pleased to report we remain ahead of budget target as this point, but we continue to remain vigilant to escalating costs and volatility of income.

As the Treasurer reported last year, we are now able to budget with greater certainty, although the Treasurer pointed out that the climate in which we operate in continues to challenge our ability to predict income, especially as the truly hybrid environment is now the norm, and we are forecasting a 2023 budget to deliver a modest surplus.

In presenting the 2023 budget the Treasurer highlighted the following assumptions made:

Subscription income is based on our new bandings which you have all been individually made aware of.

Virtual events will continue alongside our full programme of face-to-face conferences and have been included in the budget.

Event budgets continue to have a contingency of 5 – 10% depending on the size of event.

The Surveys budget is secured but we will continue to review to ensure membership value justifies the expenditure.

We are enhancing our investment in the Bursary scheme and will further invest in the delivery of an accreditation project.

The Health and Safety budget is assigned to ensure we meet best practice in all UCISA operations. All other ongoing costs are consistently being reviewed and managed to ensure optimal efficiency.

1. To approve the increase in subscription fees by 5.0% for 2023 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Band Type | Size as reported to HESA  | **2022 Subscriptions applying new banding****(ex VAT)** | **2023 Subscriptions with 5% uplift****(ex VAT)** |
| Band 1 | Small and specialist institutions  | £826.20 | £868.00 |
| **Band 2** | Less than 10,000 students reported to HESA in **20/21 year** | £2,065.50 | £2,169.00 |
| **Band 3** | 10,001 to 20,000 students reported to HESA in **20/21 year** | £2,891.70 | £3,037.00 |
| **Band 4** | 20,001 to 30,000 students reported to HESA in **20/21 year** | £3,304.80 | £3,470.00 |
| **Band 5** | More than 30,001 students reported to HESA in **20/21 year** | £3,777.38 | £3,967.00 |

The Treasurer recalled that at the 2019 AGM there was a unanimous vote to ensure we applied an annual cost of living increase to our subscription fees.

This was due to fees being held constant for 10 years, which was unstainable financially and challenged the organisation's compliance with our charitable obligations.

Since that time, we have significantly increased our events offering, online being delivered at no extra cost, we have significantly expanded our representation work and grown the value of your UCISA membership. The Treasurer proposed a modest 5% increase for 2023 subscriptions to remain in line with inflation, also taking account of uncertainty and rising costs. It is important that we remain financially viable, recognising the value of what UCISA delivers to the membership.

Discussion was invited from the floor. Dieter Kraftner (Anglia Ruskin University) commented that using student numbers as the basis for UCISA subscription banding could disproportionately impact large teaching intensive institutions. The board recognised the banding would not be beneficial for all member institutions and the impact on Anglia Ruskin, in particular. However, a methodology had to be decided on, and as all member institutions must publish their student numbers, this is a transparent mechanism. The board will continue to monitor impact and the CEO has been given discretion to phase changes where impact on an individual institution is disproportionate.

The motion was then put to the meeting

*Proposed by Dean Phillips, University of Aberdeen and Treasurer, Seconded by Nick Gilbert, University of Surrey*

*Approved by majority (1 Against)*

Adrian Ellison left the meeting and Emma Woodcock addressed the meeting.

Emma Woodcock explained: Adrian Ellison was elected at the last AGM and would normally serve for two years. However, the articles limit the maximum term of office for any trustee to eight years and Adrian will have reached this point in December 2022. This resolution allows the company to exceptionally extend his term until the conclusion of the next AGM in June 2023 due to the resignation of the Deputy Chair in year. This resolution requires authorisation by a majority of at least 75% of Members attending and entitled to vote at this AGM.

David Telford, University of Stirling gave a statement of support. The motion was then put to the meeting:

1. To consider and, if thought fit, approve the following resolution, to be proposed as a **Special Resolution** of the Company: In accordance with Article 5.6 to confirm and extend the appointment of Adrian Ellison to serve as Chair of the Company until the conclusion of the next general meeting of the company.

*Proposed by Emma Woodcock, York St John University, Seconded by Vipin Ahlawat, Loughborough University*

 *Approved nem con*

Adrian Ellison re-joined the meeting

1. Any other business *There were no further items of business*

The meeting closed at 1pm