



Company number: 09349804

Charity number: 1161218

Universities and Colleges Information Systems Association
(the "Company")

ANNUAL GENERAL MEETING - Minutes

The 3rd annual general meeting (the "Meeting") of the Company and the 25th annual general meeting of the association was held on Thursday, 8 March 2018, at 16:30 – 17:30 in the Tregonwell Suite at the Bournemouth International Centre, Exeter Road, Bournemouth BH2 5BH.

- 1) The Chair welcomed the members and summarised the purpose of the Meeting as stated in the notice and the agenda of the Meeting.
- 2) Apologies were received from the following members: John Cartwright, Rhys Davies, Peter O'Rourke, Paul Butler, and David Ford. David Ford was represented by proxy David Gillard, Peter O'Rourke was represented by the Chair as proxy at the Meeting.
- 3) The Special resolution to replace Clause 5 and its sub clauses with the proposed new Clause 5 was put to the members, proposed by the Chair and seconded by Adrian Ellison.

Question from Kiran Oza, Dundee and Angus college:

The extension of the trustees term of office from a current maximum of 2 years to a proposed maximum of 8 years, presents a risk that members may feel there is less opportunity to volunteer for office if they are likely to be committed to a longer term of office, i.e. from the current 2 years to the proposed 8 years. The member was satisfied with the explanation that under the proposed new Clause 5, an elected trustee wishing to continue in office would still require to be re-elected after each term of 2 years up to a maximum period of 4 terms (or 8 consecutive years) in office. It is not mandatory for a trustee to stay in office for 4 terms.

The above special resolution was approved.

Approved nem con

- 4) The following Ordinary resolutions were put to the members:

a) Minutes of the last annual general meeting, AGM 2017,

Approved nem con

b) Annual audited accounts and the Trustees Report for the year ended 31 December 2017,

Approved nem con

c) To appoint the following:

i) David Telford, having consented to act, as Elected Trustee, as Chairman and as director of the Company.

Approved nem con

ii) Drew Cook, having consented to act, as Elected Trustee, as Vice Chairman and as director of the Company;

Approved nem con

iii) Paul Butler, having consented to act, as Elected Trustee, as Honorary Secretary and as director of the Company;

Approved nem con

iv) Dean Phillips, having consented to act, as Elected Trustee, as Treasurer and as director of the

Company.

Approved nem con

- d) To appoint Adrian Ellison, having consented to act, who is due to retire as co-opted trustee in accordance with the Company's articles of association, as Elected Trustee and as director of the Company
Approved nem con
- e) Nominations were received for the 2 vacancies amongst the Elected Trustees to elect individuals as directors, having consented to act, to the role of Elected Trustees from the following nominees:
- i) Mike Cope, having consented to act, as Elected Trustee, and as director of the Company.
Approved nem con
- ii) Peter O'Rourke, having consented to act, as Elected Trustee, and as director of the Company.
Approved nem con

5) Charity business

- a) UCISA Strategy. The Chair reiterated the commitment to continue investing in the UCISA strategy and associated programme of work presented to members earlier in the conference. He summarised the background of the strategy formulation which followed an extensive consultation of members in the sector, and thanked Adrian Ellison for his efforts in pulling together the strategy document and also for defining the programme of work necessary to take it forward.
- b) Trustees' report. The Executive Director gave a brief report highlighting the achievements of the Association during 2017. The year had seen an increased level of engagement with suppliers, through briefings and one to one engagement. The Association had launched its first regional group in London with the support of LMN Ltd. Other regional models were being investigated. There had been a significant increase in the number of events the Association had run. The Enterprise Architecture Community of Practice continued to flourish and had launched the Higher Education capability model at the Conference. The bursary scheme continued to be successful; international engagement was supplemented by a study tour based around the EDUCAUSE Conference and organised with our Australasian counterparts, CAUDIT. The Association continues to produce Toolkits and other resources with a number due to be published in the near future.
- c) Treasurer's report, 2018 budget and subscription fees. The Treasurer noted that, in order to continue with our ambitions for UCISA and the programme of transformation supporting the strategy implementation, the Association needs to continue to invest in resources to deliver the necessary organisational support during this period, that is delivering new resources, strategic projects and organisational support to continue the transformation.
- i) On this basis, it is proposed that the operational budget for 2018 be the same as that reported for 2017
Approved nem con
- ii) The Trustees are aware of the current climate of financial constraints on the sector. For 2019, therefore, the Trustees recommend that membership subscription fees are maintained at the current level until such time that the results of the transformation programme begin to emerge. The current rates of membership subscriptions have not changed for the past 10 years. The membership should understand that there may need to be an increase in the future in order to finance the continuation of transformational activities from the operational budget.

It is proposed that the subscription rates for 2019 to remain unchanged.

Approved nem con

iii) Reserves

- The Treasurer noted that, at the 2017 AGM, he highlighted the need to invest in capital projects. Following approval at that meeting, £250,000 was drawn down from reserves in 2017. Now that the Association have some of our new staff in place to start the programme of transformation, approval for a further draw down from reserves of £550,000 was requested to deliver our capital projects in this programme. It is unlikely that the full £550,000 will be spent in year.
- Question from Paula Vickers, Middlesex University: How much do we have in reserves?
Answer: currently, the Association has £2.2m in reserves, of which we are holding specific amounts as provisions in accordance with our reserves policy under which we are required

to sustain a certain levels of reserves to enable us to meet our contractual commitments for one year.

- Question from Darren Tysoe, Regents University: How does this affect the reserves policy?

Answer: A list of necessary provisions is noted in the Treasurer's report and also in the annual financial statements for the year ended 31 December 2017. An example of our contractual obligations is our contract for services with the University of Oxford. A sum of £650k remains unallocated within reserves and is available to apply to capital projects with approval from members. The Association is due to undertake a review of risk. It is anticipated that some currently committed funds may be released following our risk assessment and thus be available for allocating to other projects.

- Question from Tessa Rogowski, University of Essex: you're taking £550k from reserves this year, are there any recurring costs associated with this in the following years and if so, for how long?

Answer: There will be recurring costs for some of the capital projects as we have brought in new staff to deliver these projects, some of whom we will retain as part of the overall ongoing service. What we will bring in 2019 is an operational budget that will sustain these elements of recurring capital costs that need to go forward.

- Proposed draw down of £550,000 from reserves in 2018 approved by members

Approved nem con

- d) Executive office holders elections 2018 – Group Chairs serve a term of 3 years, 2 of these positions are due for election this year and nominations were received as follows:

- i) Matt Flower, University of Wolverhampton, having consented to act, be appointed as Chair of the Infrastructure Group;

Approved nem con

- ii) Fiona Strawbridge, University College London, having consented to act, be appointed as Chair of the Digital Education Group.

Approved nem con

The meeting closed at 5:30pm.