



## Embroiderers' Guild

### **Minutes of the Annual General Meeting of the Embroiderers' Guild**

**Held at The Church of Christ the Cornerstone, Milton Keynes**

**Saturday 14th April 2018.**

#### **1. Welcome Address.**

Following the customary Health and Safety announcements a welcome address was given by the Joint Presidents - Jan Beaney and Jean Littlejohn. They reflected on their 6 years in the Joint Presidential role and expressed their thanks to Cheryl Montgomery and team for the organisation of the 2018 AGM.

The Presidents also welcomed Muriel Campbell returning as Chair of the Board at the unanimous request of the trustees.

#### **2. Statement by the Board Chair.**

Prior to the commencement of the Agenda a statement was read out by the Board Chair, Muriel Campbell to the effect that, due to unforeseen circumstances beyond the control of the Guild, the consolidated accounts for 2016-2017 were not available for publication within the time frame specified by 26.3 of the Articles of Association 2015. Members were advised that this would be the case in the formal notice of the AGM published in Issue 46 of Contact, nevertheless members may not have realised that they were entitled to 21 days' notice. The consolidated accounts were published on 11/04/2018 and the summary accounts were available to attendees at the AGM.

#### **3. Apologies for absence**

Loetitia Gibier; Val Coleshaw; Carol Winter; Alison Bailey; Julie Stenning; Julie Mortimer; Carol Winter - Wokingham Branch; Anne Beckingham – Wokingham Branch; Mollie Kingham; Alison Davies – Life Member; Members of Trent & Erewash Branch; Anne Williams.

#### **4. Minutes of the 2017 AGM**

These were accepted as a true record; proposed by Heather King. The minutes were adopted by unanimous vote.

#### **5. Matters Arising**

There were no matters arising.

#### **6. Report on the Activities of the Guild**

Report given on behalf of the Trustees by Muriel Campbell. (A full copy of the report is posted on the Guild website but, in summary:-

The year had continued to be one of heavy workload.

The trustees and CEO continue to focus on the four main themes that characterised the previous 12 months.

Governance

The Achievements of the Guild

The demand on Head Office and its ability to meet those demands

Changes we have made and need to make in the near future

A fifth theme was added, that of investing in the future, not least to attract a new generation of members, particularly those who want a substantial part of their relationship with us to be on line.

Maintaining good governance

is ensuring that the Guild is

Fit for purpose

Viable

Compliant

And

Delivers a public benefit

We are embarking on the changes necessary to meet the requirements of the forthcoming General Data Protection Regulation (GDPR) from the EU and adopted in full by the UK government that comes into force at the end of May.

A summary of achievements over the last 12 months included the continuing benefit from nurturing and educating the next generation, the benefits derived from the move to being a more outward facing organisation, the completion of successful projects e.g. the creativity and quality of Page 17 exhibits and the current 100 hearts project. Special thanks were given to Alex Messenger and Amanda Smith who had the original idea for Page 17.

These achievements are being built on with future plans including a whole Guild project relating to the 400th anniversary of the sailing of the Mayflower.

Closer to home we have an increasing library of stitch and textile postcards. There are now over 400 posted on the members' side of the website with plans to double that in the next 12 months.

Considerable work has already been done to prepare for the launch of our first virtual branch. This project has been inspired and led by Dr Penny Hill, trustee with special interest in Social Media. Virtual branches have the potential to extend our membership.

Partnership with Aurifil continues to blossom with the launch of our special edition EG thread collection the colours being chosen by Ruth Isset.

Members are offered unrivalled opportunities to develop and exhibit their own work for the benefit of the wider world as part of the Guild's mission to promote and educate the whole field of textile arts. The Guild is a membership organisation and we should all be working to promote and grow the membership and branch network. The voluntary work of all members across the country was warmly applauded.

## **7. The Finance Report**

The report was given on behalf of the Trustees by Terry Murphy, Chief Executive Officer.

A full copy of the report is posted on the Guild Website but, in summary, this included-

A statement of the Guild's financial position. Income for the year was £1,400,00. This is a decrease of £56,000. Expenditure was £1,456,000. Unrestricted reserves stand at £722,000, a decrease of £21,000. HQ recorded a surplus of £23,000, slightly better than the forecast of a balanced budget.

The 'invite a friend' initiative did not find the anticipated support around the country, resulting in £105 of additional income against a hoped-for outcome of £15,000. In a period of technological and other changes the Guild needs to finance its existing organisational commitments whilst investing for the future in order to remain viable.

The invitation to move to electronic subscription payments was not without its challenges. Approximately 50% of branches and 20% of members responded resulting in reduced charges and administration time. Further improvements to the system are planned.

EG Enterprises Ltd, the Guild's trading arm continues to cause concerns, in part due to a very competitive market place. Despite these challenges EG Enterprises Ltd was returned to profit margin last year.

The Auditor's report on the Guild's finances was favourable with the exception of some significant issues in relation to branch year end accounts, especially balance sheet inaccuracies and late returns.

Work is being done to give further assistance to branches and to reduce some of the reporting burdens. The use of Guild Books by 100% of branches remains an elusive target with 80 branches still not using this format. Continuing work is being undertaken to improve the system with help from branch and regional Treasurers who successfully use either the manual or computerised system. Relieving HQ staff of the significant workload of resolving inaccuracies would save money and free up their time for more profitable activities in support of the whole membership.

Income generation remains a critical challenge. Distance learning courses provide a growing contribution to the Guild's finances and further developments to widen the appeal and accessibility of these courses are planned for the coming year.

Encouraging the growth in subscriptions to Stitch and Embroidery is an initiative to which everyone can contribute and the ongoing partnership with Aurifil with special edition thread packs etc. also makes a financial contribution.

The Care of the Collection Appeal was a notable success in meeting the target of £45,000 to secure the collection in its new home at Bucks County Museum. A huge thank you to everyone body who contributed – 68 individual members and 88 branches/regions made donations with one donation being received from a non-Guild Group.

Significant savings were achieved for branches in the cost of Insurance in the current year. The Guild guidelines on assessing the value of work for insurance purposes remains those dictated by the wider insurance industry.

The financial position is one in which all sections of the Guild has a stake and, in working together, we can achieve long term viability.

### **8. Report by Artistic Director, Young and Student Embroiderers**

Alex Messenger reported on the completion of the pilot stage of the World's Longest Embroidery for Schools. Alex would be pleased to receive details of any other schools who may wish to join the initiative. Empress Mills were thanked for their support in providing materials for the project.

Safeguarding young people is always in the forefront of all the Guild's dealings with young people and considerable work has been done in ensuring compliance. This includes a detailed audit of the membership.

The YE members have adopted a variation of the Travelling Books initiative entitled 'Postal Pages' and full details are available on the web site.

### **9. Guild Subscription for 2018/19**

This was proposed to be £38 with an 'early bird' offer of £35. The offer applies to renewals paid in the month in which they are due. This will include members who pay by direct debit.

The voting on this issue was 109 for the proposal and 68 against.

### **10. Election of Auditors**

The CEO reported that it was good practice to regularly review the appointment of auditors to ensure value for money was being achieved and that professional standards were maintained. Details were outlined by the CEO with regard how the Guild achieves good practice with some or all of the audit team being changed annually.

The vote on the proposal for the re-election of the auditors was 132 in favour with 0 against.

### **11 Retiring Trustees**

Linda Daniellis (Marketing) and Elizabeth Rutt (Design) have retired from the Board following the completion of their initial 2 years and our thanks are due to them for their valuable contribution particularly in their special interest roles.

Jan Beaney praised the work of the Trustees and emphasised that all decisions they make are based upon the best information available to them at the time.

## **12 Questions from Members**

Four questions from Hertfordshire Branch had been received in advance.

*Q1. What is being done to actively recruit Trustees with the required skills.*

A: Muriel Campbell Responded: As you may have seen we have listed all the vacancies on the Guild website and in the AGM formal notice as published in the last edition of *Contact* and on the web. In accordance with the Guild Articles approved by members in 2015 three of the trustee vacancies (Marketing, Design and Finance Chair) can only be filled by Guild members. The other three can be filled by Guild members or others, not necessarily members. To fill these seats (Legal, 3rd Age; Income Generation) we have sounded out possible candidates including those suggested by members or our auditors etc. We have briefing documents available for all who express an interest and are prepared to hold sounding-out conversations prior to anyone confirming their interest. We have held sounding-out conversations with four people in the last six months. Unfortunately, none of the four took the dialogue any further. We will be publicising the three Guild member-only vacancies to members again in the next edition of *Contact*. We have listed the seats that can be filled by external candidates on appropriate web sites. These did not produce any interest and, after an appropriate length of time these listings were withdrawn.

You also asked if we are confident that we will have a full Board during the coming year? Given the earlier part of my answer I am forced to say 'no' we are not confident. This is doubly unfortunate in that the vacancies increase the workload on the current trustees and CEO.

*Q2: As we have now been resident at Bucks County Museum for over a year, please could you update us on any changes that may have resulted from the change in management at BCM?*

A: Terry Murphy responded: Richard de Peyer's decision to retire came as a surprise to all concerned. Richard was at the heart of all discussions along with his Chair of Trustees. His leaving inevitably created a vacuum and a nine-month hiatus in what was our first 14 months at Bucks County although he ensured that the major exhibition last summer was ready on time and was heralded by all who saw it but implementation of agreements with the Guild were inevitably delayed. There were staff changes at BCM that affected how they met their commitments to the Guild and finally, when the new Museum Director, Sue Shave, took up her new role she, quite naturally, embarked on a thorough review of all museum activities and development strategies. Bucks County has not yet completed the audit of the items from the EG Collection and their entry on a different museum database - Modes. Finally, it has to be said that the creation of the Guild's permanent gallery has also been delayed. On the other hand, the Guild storeroom was ready on

time and the new environmental control system has been installed on time, as per our agreement. I would also say that we have developed a number of very good working relationships staff at the museum and resource centre. We recently had a meeting with Sue Shave, Museum Director, and others and as a result, we believe we are back on track with regard to implementing the agreement between our two organisations.

*Q3: Since the split in payment of fees to HQ and Branch last autumn it has become very clear to Members that the amount paid to each is vastly different. The list that appears in Contact to outline 'value for money' is perceived as largely irrelevant to many Members. Please could you outline any short and medium term changes, if any, to the membership package?*

*Please could you describe, in a sentence, what the 'product' is that we are purchasing as Members.*

A: Muriel Campbell responded: I presume that, when you talk of a 'split in payment of fees to HQ and Branch', you are referring to recent change made within the branch relating to the payment of branch fees and the Guild subscription. Our first response would be that we would have expected all members to be aware of the Guild subscription now and at any time in the past. We appreciate that members will relate to different benefits and opportunities and rarely to more than a small number of the list on offer - as described in Contact. Your question refers to the 'product members are purchasing'. I am not sure this how one would normally view a subscription or donation to a charity - an organisation that, by definition, seeks to do something to the benefit of others and, additionally in our case, for the benefit of stitch and textile art. Although not directly applicable to all members the support services from head office are relied upon and used by many branches every year. The current briefing on GDPR is the latest example of the Guild helping all members and branches to deal with a major, far-reaching piece of legislation.

Your question asks if there are any immediate plans to make changes in member benefits. In short, no, but we are working towards increasing the on-line opportunities including a virtual branch and, hopefully, one or more special interest groups. In the last 12 months we have been creating new galleries, the first of which has over 400 textile postcards for members to view and enjoy with another 400 or more planned to go on to the website in the next few months. Hopefully, members have been to see the postcards posted on the members' side of the website.

One further consideration relates to HMRC rules on Gift Aid eligibility. This is lost if HMRC deem member benefits to exceed 25% of the cost of membership. This is easily exceeded.

To address the last part of your question, members are being asked to contribute to a charity that is striving to bring stitch and textile art to a much wider audience and new generations and, as part of delivering that public benefit, we support a network of 180 branches and regions and create opportunities for members to participate and see their work and the work of others being exhibited to audiences that we can now measure in the many tens of thousands.

*Q4: Some Members feel very strongly that the historical value of the Collection and the work that has been done over the past 112 years is priceless, while many others do not see the value to an individual, who is a non-professional stitcher and enjoys branch participation, of a Branch belonging to the wider organisation. What would you say to retain their loyalty and ultimately their membership?*

A: Liz Smith (trustee with a special interest in conservation) responded: Many people in life like to feel they are associated with a collection, whatever it may be. Collections preserve the past; inspire future generations and are cared for and celebrated by people who value this contribution to society. The Guild's Collection is a piece of history in itself. Supporting its care and conservation is usually considered to be something very worthwhile in life. You are very right to say that many members of the Guild value the Guild's collection highly. We would hope that other members would at least be curious and keen to find out just what the collection is all about. To this end members of the branch might like to see the 'Story of the Collection' at a branch meeting in place of having a speaker. It shows some of the history and lifts the lid on the origin and breadth of the pieces. In addition, other members, this time from Teme Valley Branch, have made a superb record off the 'Beautiful Stitches' exhibition on display at Bucks County last summer. Both presentations, available on DVD, include huge insights into the collection and will, hopefully, spark new or renewed interest by members.

Q5. From the floor Hertfordshire branch asked if financial projections were based on a significant number of people taking advantage of the £35 early bird offer or whether budgeting was based on £38. The CEO indicated that the prudent projection of £35 and £38 payments was used.

Q6. Birmingham Branch posed a question about 'half year' payments.

The CEO indicated that Guild subscriptions were based on a rolling year and that people should always get a full year's value before renewal payments were due. The half year renewal option was being discontinued from the 2018/19 subscription year.

### **13 Close of meeting.**

Jan & Jean closed the meeting thanking members for their support during their time as Presidents. The Presidents also thanked the trustees and CEO for all that they do in support of the Guild commenting on the heavy workload.

The meeting concluded at 1pm.

**Addendum 1:** A presentation of flowers to Jan & Jean was presented by Chair of the Trustees Muriel Campbell at the end of the award ceremony in the afternoon.

**Addendum 2:** A member approached Muriel Campbell after the AGM had closed to register her disappointment that the report of the trustees did not contain any mention of branches that had closed and the difficult decisions and distress these closures will have caused for committees and members. Muriel Campbell undertook to add this addendum.