



The Kent MS Therapy Centre
Bradbury House, Merton Lane (North)
Canterbury Kent CT4 7DZ

**Minutes of the Annual General Meeting
held on Friday 9 October 2020**

Meeting held by Zoom video conference

Administration

The AGM on 25th September failed to achieve a quorum and the meeting was therefore postponed until 9th October.

10.00hrs – 34 Full Members were required to be present in order for the meeting to be quorate. Actual number confirmed as 21. A register of attendees is available on request.

In accordance with our Articles of Association, the Chair (Gavin Davis) therefore adjourned the AGM for 15 minutes and the meeting was then opened formally at 10.15am.

NB. Only Full Members are eligible to vote at the AGM.

Apologies for absence

None received for this meeting.

Report from the Chair

Oral Report:

Gavin Davis (Chair) welcomed everyone and reflected on 2019. The Centre was used extensively by Members accessing an ever-wider range of therapies. The fundraising team had an outstanding year.

Thanks were expressed to the Centre staff, the large number of volunteers and those who support KMSTC with donations, for their contributions to this success.

The CEO, Keziah Cunningham, left at the beginning of 2020 to take on a new role elsewhere was also thanked for her leadership over the past couple of years.

Approval of minutes of 2019 AGM

P – Sean Pryor
S – Patrick Connolly

Presentation of annual accounts – Roland Parry, Magee Gammon

Oral report:

2019 financial situation saw an improvement over 2018 on balance sheet and net current assets. This means funds are available to meet the challenges brought by Covid-19. No issues of concern were found in the accounts.

<p><u>Reappointment of independent examiner – Magee Gammon</u></p> <p>P – David Kernan S – Sean Pryor</p>	
<p><u>Election of KMSTC Officers and Trustees</u></p> <p>Since the last AGM 4 Trustees stood down from the Board and 2 Trustees have re-joined:</p> <p>Election of Jill Tompkins: P – Sue Lawson, S - Sheila Steinberg Election of Hilary Brian: P – Sheila Steinberg, S - Anne Moon</p>	
<p><u>Voting on resolution on postal voting</u></p> <p>The company’s existing Articles of Association were adopted by Special Resolution dated 26 October 1994. Given the limitations on meetings and events as a result of the current pandemic, it is proposed that new articles are adopted to increase the number of members able to participate in decision making.</p> <p>It is proposed that New Articles as set out on the papers distributed are adopted for the purpose of postal and email voting.</p> <p>Key points:</p> <ul style="list-style-type: none"> • Members may vote by post or email • Independent scrutineers appointed • Votes verified and counted in advance of the meeting • Members casting valid postal or email votes may not vote at the meeting • Valid votes not disclosed until after the live vote • Votes will then be included in the declaration of the final vote result <p>The resolution was passed – 82% of Members voting agreed with the proposal, 9% abstained and 9% against. The votes were checked after the meeting to verify eligibility. Two members voted by Proxy.</p>	
<p><u>Questions to the AGM</u></p> <p>Members were invited to raise questions in advance of the meeting giving all members the opportunity to ask a question and receive a response. See Appendix 1 for a record of questions raised with answers.</p>	
<p>Date and time of next AGM:</p>	<p>Friday 21st May 2021 11.00am at Bradbury House</p>

Signature Date

These minutes were agreed to be a true reflection of events and signed by the Chair

Appendix 1 - Questions to the AGM

The following questions were received in advance of the AGM. Replies as reproduced below were sent to the individual directly.

<p>Q.</p>	<p>Anne Barlow</p> <p>Please could you tell me what the Centre's policy is for inviting volunteer receptionists to return to their duties after the Centre reopened</p> <p>How many full MS Members does the Centre have and have these numbers been audited?</p>
<p>A.</p>	<p><i>The Centre highly values all of our volunteers and looks forward to welcoming all volunteers back when it is safe to do so. The team is currently operating as a work bubble and we all look forward to the easing of Government restrictions.</i></p> <p><i>In regard to membership, Covid-19 has provided the opportunity to complete various administrative tasks including an audit of the 2020-2021 membership figure. The number of Full MS Members is 336 plus 125 Associate Members.</i></p>
<p>Q.</p>	<p>Ian Bryant</p> <p>As you know, I resigned as a trustee because I was not prepared to sit on a Board which would not condemn the actions of another trustee who accused Caroline of acting for her own benefit and putting the safety of members at risk, and of not having independent thought. These false accusations caused her serious stress, and she had a relapse. As trustees have an overriding duty to cause no harm to members and fellow trustees do you think the trustees were at fault for not condemning these false accusations.</p>
<p>A.</p>	<p><i>The Board read with regret the news that Caroline has been unwell and wish her the very best. The enormous contribution you made as a trustee was acknowledged by the board at the time of your resignation and continues to be appreciated. You will recall that the matter you refer to was discussed by the Board of Trustees and that the individual interpretation of various communications was not in accord.</i></p>
<p>Q.</p>	<p>Mary Cox</p> <ol style="list-style-type: none"> 1. What if any, changes are the trustees considering to our charitable status /governing documents, and why they are proposing to make these changes? 2. Have they fully considered the impact any changes to the social aspect of the centre which members find great therapeutic benefit from?
<p>A.</p>	<p><i>The Board proposes a single alteration in our governing documents to include the option for postal voting by virtue of these unprecedented times.</i></p> <p><i>The Centre is severely limited by Covid-19 restriction. The 'Click & Connect' programme seeks to address the curtailment of our therapies and maintain some of the social aspect of the centre and our members. We are looking forward to a time when it is safe to reopen fully to accommodate social activities.</i></p>
<p>Q.</p>	<p>Mary Crosley</p> <p>With winter around the corner, is there any possibility that carers whilst waiting for someone who has an appointment at the centre rather than waiting in their car, socially distancing, wearing a mask and using hand gel. For the duration of the appointment would they be able access the building?</p>

A.	<i>Thank you for your question, and apologies that it has taken me a few days to get to a PC to answer it. I have discussed this with Jen in the Centre who confirms that she is working on trying to accommodate carers in the Centre recognising the weather is likely to start getting worse and colder. As soon as we have an answer rest assured that we will be in touch.</i>
Q.	<p>Richard Curzon</p> <ol style="list-style-type: none"> 1. It is normal policy to have questions from the floor at the AGM, why have the board chosen not to allow this this today. Given that the four member trustees resigned in May 2020 with no explanation from the board, should members still have confidence in the board? 2. Given the comments about the financial position of the Charity, which come up very frequently. The MS members who are best placed to contribute financially are those still working. However, those MS Members working can only visit the centre at evenings and weekends. What is being done to; A) Engage with potential MS members who are still working? B) Develop new services to meet their needs, such as more therapies available in the evenings and weekends? 3. Given the successful historical contribution of volunteers to the charity and their great importance in terms of reducing costs, what is being done engage with current and the next generation of volunteers? What is the target savings amount that the board would like to achieve through the use of volunteers? (Eg if one full time equivalent would represent a cost of £14,000 to the Charity and a volunteer(s) could perform that role, then they achieve savings of £14,000 for the Charity)
A.	<p><i>This is an unprecedented time. The AGM process adopted provides members the best opportunity to raise a question and receive a response from the Board. Members can be confident and assured that the Board is and will remain committed to the ethos and principles of the charity.</i></p> <p><i>Currently the Centre is severely limited by Covid-19 restrictions. The Board and Staff at the Centre are constantly reviewing government and medical guidelines with a view to provide better and more flexible access to our MS Members. Saturday Oxygen sessions have recommenced, and a trial of evening Oxygen therapies is in hand. Ongoing engagement of members is discussed more fully in the presentation immediately following the AGM describing our "Click & Connect" programme.</i></p> <p><i>Our volunteers are a significant and valuable asset and we look forward to welcoming them back when it is safe to do so.</i></p>
Q.	<p>Anita Donaldson</p> <p>How can we meet up and use the facilities? Do you have an appointment system?</p>
A.	<p><i>In answer to your question, as a result of the covid-19 restrictions and our protocols to ensure the safety of members attending therapies, I am afraid that the centre is not open for social interactions. We continue to monitor the guidance and look forward to opening the centre more fully when we can.</i></p>
Q.	<p>Catherine Hill</p> <ol style="list-style-type: none"> 1. I would like to know if there will be another aqua yoga day in the near future, other than just Monday? 2. When can the more social aspect open up at the centre? It feels like more harm than good is coming out of the isolation caused by the virus policy. Is there any way socialising can be done in a safe way? 3. How can isolation be better addressed for people who are fearful about coming to the centre?

A.	<p><i>Thank you for your questions. I've copied in Jen and Karen who manage the centre and timetable to see whether anything can be done about the aqua yoga. [afternote: aqua yoga is now available on Monday and Wednesday.]</i></p> <p><i>Of course, safety is our prime concern at the moment, and we all look forward to when the centre will re-open more fully and allow a richer social space again. By copy to Karen in regard to social contact I will ask whether more can be done that isn't necessarily on zoom. Of course, we have continued our zoom outreach programme for both social time and on-line therapies.</i></p>
Q.	<p>Stephen Lambert</p> <p>What is the current carbon footprint of the Centre and without compromising any of the therapies provided, is there any way that this could be reduced</p>
A.	<p><i>The centre is, by design, environmentally efficient with heating for the centre and pool being generated using air source heat pumps and the hot water for the centre supplemented by Solar Panels. In addition, some of our electricity is generated by solar photovoltaic panels. The electricity supplier is British Gas who have a lower g/CO2/kWh mix than the UK average and was purposely selected on this basis. We are very keen to keep the environmental performance of the Centre as effective as practical through diversifying our delivery of therapies and managing the Centre sustainably.</i></p> <p><i>I would like to see better tracking of data in this regard and will raise this at the next board meeting with the Operations Team (ie Jen)!</i></p>
Q.	<p>Anne Moon</p> <p>Could we not ask everyone to continue to pay they're weekly payment that they would normally pay for treatments to keep the centre going as surely people have now realised how it is important to keep moving/active.</p>
A.	<p><i>Many thanks for your question and your generous suggestion which has been passed through to the fundraising team to consider incorporating into their "Join our army of fundraisers" campaign launched by email on Thursday 17th September. It's wonderful.</i></p>
Q.	<p>Brenda Newby</p> <p>What was the financial position of KMSTC at May 2020?</p>
A.	<p><i>As of 30 May 2020 our financial position was £47,055.15 in the current account and holding £120,935.80 of reserves. The financial position of KMSTC in May 2020 was sound thanks to the continued support of our Trusts, Foundations, Members and Supporters.</i></p>
Q.	<p>Sharon Peckham</p> <p>How and will the membership fee take into consideration next year? Ie will it be reduced due to the fact we have been unable to have facilities for the best part of the year?</p>
A.	<p><i>A review of 2021 fees, which will take into account the closed period, is underway. No decisions have been taken in relation to this work.</i></p>

Q.	<p>Sean Pryor</p> <p>Between April and July the centre has been pretty much closed albeit there have been some welcome services offered via Zoom for which contributions were invited but not mandatory. The centre still had ongoing costs and some salaries to be paid for staff, who are appreciated along with the centre volunteers, that were carrying out contact with members and other unseen activities during the, closure along with continued and needed fund raising efforts. Therefore, is it envisaged to raise Member's Annual subscriptions for 2021 in January and raise the member's suggested contributions for the services provided alongside the fees payable by non members if so to what? OR Are members subscriptions being extended, reduced or suspended taking account of the centres closure until it fully opens so the full services/benefits can accessed?</p>
A.	<p><i>The priority to date has been the support of our KMSTC Community and the safe re-opening of the Centre subject to Covid-19 restrictions. Costs were managed by closing the Centre and taking advantage of the Government Furlough scheme. We have also been very successful with our fundraising activities during lockdown. A review of 2021 fees, which will take into account the closed period, is underway. No decisions have been taken in relation to this work.</i></p>
Q	<p>Richard Curzon</p> <p>Should there have been a formal vote for incoming board members rather than a proposer/seconded?</p>
A.	<p><i>It is our normal protocol for new board members to be confirmed at the AGM by way of a proposer and seconder.</i></p>