

Annual General Meeting, Tuesday, 2 April 2019, 6.00pm
Conversation Room, 21 Albemarle Street, London, W1S 4BS

Presented by:

Sir Richard Sykes, Chair of the Board of Trustees, Royal Institution of Great Britain (Ri);
Sarika Patel, Ri Trustee and Chair of the Ri Audit Committee.
Dr Shaun Fitzgerald, Ri Director.
Professor Gail Cardew, Ri Director of Science and Education.

In attendance:

Membership of the Ri

Sir Richard Sykes welcomed Members to the Ri's Annual General Meeting 2019 and thanked them for their support, interest and contributions both tonight and throughout the year.

1. Introduction by the Chair of the Ri Board of Trustees

Sir Richard updated Members on another year of success and growth for the Ri. The reach of the Ri has grown through our public events, the L'Oréal Young Scientist Centre, schools programmes, family programmes, workshops and Masterclasses to name but a few. More people than ever have been engaged in science through Ri activities and the Ri has ignited an interest and passion for science in eager young minds, giving them the tools they need to embrace current scientific challenges.

Sir Richard stressed that thanks should be made to the small and dedicated team of staff and volunteers, and broader community as well as Ri Members, Patrons and many other supporters, all of whom have given the Ri their time and expertise, and offering vital financial support.

Sir Richard drew Members attention to the Members Book, which would be made available after the meeting in the Ante room outside for any member who has not previously signed.

2. Approval of Minutes from 2018 AGM

Members were asked to approve the Minutes of the previous meeting, which had been made available on the website for review.

Decision: The Members approved the Minutes of the 2018 AGM.

3. Presentation of the 2018 Annual Review – Presented by Dr Shaun Fitzgerald, Ri Director

2018 had proved to be another year of success and growth for the Ri. The Ri hosted 99 public events across the year, an increase of 10% from the past year, more events than at any time in the past 10 years.

The Ri's younger audiences continued to grow; the popular Summer Schools Programme expanded its scope, with exciting new workshops; Family Fun days were sold out and hosted nearly 3000 people and the L'Oréal Young Scientist Centre celebrated its 10th anniversary and continued to operate at capacity. Ri Masterclasses' continued to go from strength to strength running over 900 sessions for over 6000 students, an increase of more than 25% from last year. Science in Schools delivered 127 shows, an increase of 20%. Looking ahead there is more scope for expansion, reaching more schools and young people.

The team continued to engage with the public headlining at the Big Bang Fair with 80,000 people in attendance at the showpiece event of British Science Week. The team also attended New Scientist Live performing in Excel on a large stage reaching 30,000 plus attendees. The international reach broadened with an increased number of CHRISTMAS LECTURES overseas, including shows in Japan, Hong Kong and Singapore. The team are looking at expanding in more countries and with more shows.

The Ri YouTube channel was a standout success with 150,000 new subscribers, which is 50% more than in the previous year. The current total of subscribers stands at more than 500,000 subscribers and Ri videos have now been viewed over 50 million times. A remarkable achievement given that these are long programmes and not short clips.

At the heart of all activities remains Ri Members and Patrons, where membership continued to grow. Numbers of Members who are under 26 grew by over 40%, a great achievement for a group that has traditionally been harder to reach. The year also saw the introduction of a new level of patronage called the Director's Circle, which was launched in the autumn 2018 and has already generated both interest and patronage.

All activities allowed the Ri to maintain a strengthened financial position and to post a surplus for a third year in a row. These are strong foundations for the Ri's ambitious strategy for growth and impact, which was launched last year. The strategy is looking to inspire people to engage with science and its impact on our lives, motivating them to get involved and contribute to society through scientific debate. Only possible with the ongoing support from our Members and Patrons.

4. Ri Digital – Professor Gail Cardew – Director of Science and Education

Prof Gail Cardew focused her presentation on YouTube and the work of the Digital Team over the past year led by Cassie Williams and a small passionate and dedicated team of permanent staff and interns.

Ri is a leader both in the way it engages with audiences and the content provided, which is not only Ri lectures but also animation and shorter videos – ensuring a diverse menu. This has enabled Ri content to be viewed 51m times, with over 550k subscribers

Ri content has bucked the trend of short YouTube videos, giving hour long videos. The team have worked at developing relationships with the Ri audience, engaging with popular YouTubers and experimented with running adverts, bringing in £90k in a year. Audiences can support the Ri through Patreon, which engages with audiences who support us through subscription. The team are investigating having digital membership of the Ri as well as what benefits we could provide. Gail shared incredible feedback from viewers across the globe and a video of one of our viewers from Canada:<What goes in her? Synopsis of the video?>

Statement of the Audit Committee by its Chair, Sarika Patel

Sarika informed attendees that in 2018 the Audit Committee had focused on governance at the Ri, including developing a strong risk management system, cyclical review of policies and ensuring that internal controls exist and are tested. Being a small organisation, the Ri has utilised volunteers to ensure that internal controls are tested.

The Charity Commission visited the Ri in early 2019 to look at the governance and controls in place as well as to discuss the replenishment of misspent endowments. The Commission have yet to send their report, but the feedback they gave on the day was very positive.

The Ri has also adopted the Charity Commission Governance Code and Sarika thanked John Krumins, Chair of the Ri Finance Committee who worked closely with Sarika to review and confirm Ri compliance thereon.

The Audit Committee reviews its performance annually as well as the performance of the external auditors, RSM. RSM have been the Ri auditors for the past five years. On completion of the performance review, it is the recommendation of the Audit Committee that Members approve the renewal of RSM as Ri external auditors for the next five years. Approval of the external auditors is brought to Members for approval at each AGM.

Decision: Members approved the reappointment of RSM as external auditors of the Ri

5. Presentation of the Annual Report to the Trustees

Sarika Patel, Chair of the Audit Committee presented the Annual Report to Members, highlighting the following areas:

- The report shows a surplus on unrestricted funds, being the third year that a surplus on unrestricted has been reported. Unrestricted funds are not the 'bottom line', but are funds that the Ri can use for any purpose
- There is a small underlying operating surplus, after excluding non-recurring gains, showing the Ri living within its means
- There has been a reduction of £135k in total funds, reflecting the difficulty in raising new endowments and funds for the Ri. A new Director of Development has been recruited to focus on fundraising and development
- The Finance Committee are overseeing replenishment of misspent endowments with the intention to replenish in line with Charity Commission guidance.

Decision: Members approved the Annual Report as presented

6. Special resolution to amend the Byelaws

Sir Richard asked Members to vote on the following proposed amendments to the Ri Byelaws, which are being proposed by the Board of Trustees:

Amendment 1

(Appointment of Trustees)

The amendment proposes increasing the number of Trustees that the Board can appoint from two up to a maximum of four. This would allow the Board to appoint additional Trustees when it is deemed necessary by the Board, to meet requirements and enable the Ri to meet its strategic objectives. The Charity Commission recommend that Member Organisations have this flexibility as it allows Boards to be more agile in filling skills requirement and expanding diversity.

Decision: Members approved the changes to the Ri Byelaws proposed under Amendment 1, that being increasing of Trustees that the Board can appoint from two to up to four.

Amendment 2

(General updates, including gender, wording and legislation)

These amendments proposed bringing the language and nature of the Byelaws in line with present day usage, practices and legislation. With the AGM moving earlier in the year to allow for more up to date financial reporting to Members, the dates mentioned in the Byelaws are no longer relevant. It is, therefore, proposed that the wording is changed so that dates are not fixed but rather reflect the

time required, in days/weeks, ahead of the AGM. All timings around notice periods have been respected as currently set out.

Decision: Members approved the general changes to the Ri Byelaws proposed under Amendment 2 which includes gender wording and legislation

Amendment 3

(Standing Committees' Terms of Reference/Byelaws)

These amendments include changing the name of the Audit Committee to the Audit and Risk Committee, so that it reflects the work of the Committee, as well as updating its delegated responsibilities and authority. The change would ensure that the Committee's name and duties reflect the work it undertakes for the Board of Trustees.

In addition, amendments proposed limiting terms on the Standing Committees to three terms of three years each (nine years) and bringing the language of the Terms of Reference for the Audit, Finance and Nominations Standing Committees in line with Present day usage.

Decision: Members approved changes to the Standing Committees' Terms of Reference and Byelaws as proposed under Amendment 3 which includes changes to the Audit Committee's name and delegated responsibilities, as well as gender wording and members' term of office across all three Standing Committees.

7. Acceptance of the retirement of Trustees and appointment of Elected Trustees

In accordance with the Ri Byelaws, three elected Trustees representing one third of the elected Board, must be put forward for retirement each year.

This year these are Fergus Boyd, Yike Guo (co-opted to the Board in June 2018) and Louise Terry. In addition, Geoff Potter, previously an elected Trustee, comes to the end of his one-year term as an appointed Trustee and member of the Audit Committee.

After a skills audit the Board and Nominations Committee identified a requirement for Trustees with expertise in audit, audience engagement and development. We received a welcome level of interest to our call for nominations, which ultimately resulted in three candidates for the three elected Trustees vacancies. Accordingly, there was no election to be held with the election results as follows:

- Andy Gregson, existing member of the Ri Audit Committee, is elected to the Board for his expertise in audit
- Sir Roland Jackson, visiting Ri Fellow, is elected to the Board for his expertise in audience engagement
- Louise Terry is re-elected, for her expertise in audience engagement

Trustees will also be using their discretion to appoint a fourth person to the Board, Yike Guo, who was co-opted to the Board in June 2018 in light of his development experience.

Ri Trustees give their precious time and share their expertise free of charge and Sir Richard took the opportunity to thank Fergus Boyd and Geoff Potter for their service to the Ri over the years. During the time they have acted as Trustees the Ri has seen a sustained improvement in its financial position and the development of an ambitious new strategy for growth; and Sir Richard looked forward to their continued engagement with the Ri.

That concluded the formal presentations for today and Sir Richard invited questions from Members

8. Sir Richard opened the meeting up for questions.

Question 1 – The Member congratulated the team for their successes set out and wondered if the Ri was looking to work collaboratively with like-minded organisations such as the Royal Society. Dr Shaun Fitzgerald mentioned that the Ri continued to reach out to a number of institutions that share its vision and mission such as the Royal Society (RS), Royal Academy of Engineering, etc. on a number of projects, including working with new RS Fellows to showcase them in the Ri's lecture series. In addition, the team are in conversations with other organisations and developing collaborative partnerships on a number of different areas.

Question 2 – The Member asked what the occupancy rate was for the Theatre. Was there an opportunity to divide the Theatre into two so that a safety curtain can be utilised to create two venues?

Dr Shaun Fitzgerald - The Venue Hire team work hard to fill the Theatre and ensure that the venue is well priced. The team are exploring using the theatre for afternoon events as well as including it more as part of our Heritage/Museum, utilising technology to bring it alive.

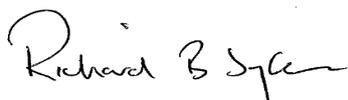
Question 3 – The Member wondered if it was possible to offer different caterers to venue hire clients.

Sarika Patel – when we host events the catering is always recommended as part of the existing contract.

9. Sir Richard closed the meeting

There being no further questions, Sir Richard took the opportunity to thank all the Ri staff and volunteers for their continued hard work and commitment as well as the Ri Members and Patrons. The support received from such a diverse community makes a significant and much appreciated contribution to the Ri's educational and heritage activities. Indeed, the support, interest and contributions from all Members and Patrons are crucial and it is only by working together that the Ri can further increase our impact and inspiration for more citizens to have the interest, knowledge and confidence to examine, question and think more deeply about science and its place in our lives.

Signed:



Sir Richard Sykes (Chair)

Date: