

SOROPTIMIST INTERNATIONAL GREAT BRITAIN AND IRELAND (SIGBI) LIMITED

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MINUTES OF THE 86th FEDERATION VIRTUAL GENERAL MEETING

29 October 2021

1. OPEN

SIGBI President, Cathy Cottridge, opened the 86th SIGBI Limited Virtual General Meeting (11th General Meeting of SIGBI Limited).

SIGBI Procedural Consultant, Maureen Maguire, gave a commitment that any documents amended as the result of Resolutions and Amendments presented to the General Meeting, and duly voted upon by way of Written Resolutions after the General Meeting, would be fully word-smithed and checked for consistency prior to publication.

2. WELCOME

Cathy Cottridge welcomed members to the General Meeting and introduced the SIGBI Ltd Board.

3. APOLOGIES

None.

4. ADOPTION OF THE MINUTES OF THE 84th GENERAL MEETING (*Circulated*)

The Minutes of the General Meeting held in Bournemouth 2019 were approved by Clubs via a Written Resolution on 10 September 2021.

5. CHAIRMAN'S ADDRESS – Cathy Cottridge

Welcome to our 2021 General Meeting. This is SIGBI's first GM since 2019 as, due to Covid-19, last year's conference had to suddenly move to being online, without the facility for a virtual GM.

As a result of continuing restrictions in the first half of this year, the decision was made to again have a virtual conference. However, SIGBI's Articles require that a GM is held at least biennially so we have worked extensively with the conference host to provide a system that has enabled that to happen.

Earlier today, we paid tribute to two outstanding Ladies and fellow Sorooptimists, Barbara Dixon and Johanna Raffan, who both sadly passed away during the last year.

My thanks to the staff at head office for all their hard work, continuing their unstinting support to members and the Board. I especially want to thank Executive Officer Gina and Procedural Consultant Maureen, without whom I wouldn't have got through the last difficult six months.

I would now like to share with you some of the achievements of the membership and the Board, during the unprecedented circumstances of the last year.

I have been inspired by the innovative way members have found to continue fundraising and progress their chosen projects. During the last year, £632,000 was raised and 154,000 people were helped. Over 2,000 Programme Focus Report Forms were submitted onto the database.

In addition to supporting ongoing projects, one thousand of those report forms refer specifically to activities related to Covid-19, such as providing Personal Protective Equipment to communities, care homes and hospitals, volunteering at foodbanks and vaccination centres, as well as maintaining contact with vulnerable people, who might otherwise have suffered severe social isolation.

Sadly, a consequence of the pandemic has been a dramatic increase in incidences of domestic violence, resulting in a need for clubs to give additional support to their local women's refuges. Members have also lobbied Government to expand the rights of women under the 2020 Domestic Abuse Bill.

The increasing threats from climate change have figured prominently, with over 50 projects being reported. Our focus on tree planting throughout our centenary year, has provided much activity from local to global and has included mangroves in Bangladesh and India, in the Sundarbans which span both countries, as well as trees in the Caribbean, Malta, the Republic of Ireland and throughout the UK. Clubs have entered their planting onto a map, which illustrates the breadth of SIGBI's geographical reach. I am beyond thrilled that to date 67,000 trees have been planted, which is an extraordinary feat, given all the restrictions.

There are many more waiting to be planted in the coming season and I am confident that my ambitious target of 100,000 trees being planted in S.I.'s 100th Anniversary year, will be accomplished.

The pandemic caused the use of technology to be advanced at an amazing pace throughout the organisation, in order that it could continue to function. It has meant that clubs, regions, national associations, countries and the Board have all had to hold their meetings online.

I know that for many, your presidential year hasn't been what you were hoping for at the start. I want to congratulate you all on your tremendous efforts in remaining connected with each other, with your Friendship links and your communities. A real positive outcome of meeting online, has been the superb range of speakers that have been enjoyed by many more members than would have been possible if meeting face to face.

President Johanna often spoke of how thrilled she was that in the first half of the year she had attended over 60 events and travelled all around the world, something she wouldn't have been able to physically accomplish. Johanna held regular meetings with the current Presidents, and I met with the incoming Presidents, continuing with both throughout the year. I also attended the Federation Councillors monthly online meetings, all of which I believe helped us to stay connected.

The revised skills-based Board came into effect in November 2020, and welcomed the three new Directors joining the team, Sylvia Watson as Director of Governance, Chevonne Agana as Membership Director and Nisha Gosh as Director of PR, Marketing and Communications.

My thanks to Claire Bell for overseeing membership in the interim and to Val Hills for steering Communications, up until the appointment of Chevonne and Nisha.

The Directors each have the support of a skills based Standing Committee, which are open to all members with relevant experience, and I would like to thank the Committees for the excellent work they have carried out over the last year.

I want to thank the FCC for their contributions to the board meetings this year. The Board has yet to meet face to face with each other and the Federation Councillors and I know we are all looking forward to the time when we can sit round the board table together once again.

The current Strategic Plan finishes in October 2021, so one of the first tasks for the 2020/21 Board was to consider the challenges the Federation is facing and determine where it needs to be in four years' time. The Board agreed four Strategic Goals for 2021 through to 2025; they are to ensure Federation work continues to support SIGBI's charitable purposes, increase membership and reduce our age profile, increase our public profile, and ensure systems, governance, structures and finances are fit for purpose.

Director of Governance, Sylvia and her committee are progressing a review of SIGBI's governing documents, including the Articles, Byelaws, Constitutions and the vast array of policies and procedures.

Ruth, in her role of Finance Director, has put in place measures to help clubs with their finances, which she will explain later when giving her Financial Report.

Director of Membership, Chevonne, together with her committee, has done extensive research on the creation of virtual clubs, including speaking with SI Europe to appreciate the process undergone in the recent formation of its two new e-clubs in Milan.

There are currently groups both in the UK and India working on forming virtual clubs and Chevonne will be giving a presentation on the subject during conference.

I am delighted that last month I was able to charter two new clubs in India; they were both beautiful ceremonies.

Throughout the year, clubs have recruited 363 new members, an outstanding achievement.

Director of PR, Marketing & Comms, Nisha had a baptism of fire in taking on this enormous role, as it had not been fully occupied for two years. She has been ably supported by her Committee, which comprises members from different parts of the Federation.

The centenary celebrations of course became the focus, and the team produced a complete toolkit that would serve for any day during the whole year, as well as providing other ways to send out the message on social media.

Other toolkits were produced for the 16 Days of Activism Campaign, International Women's Day, Environment Day, and creatives were specially designed for Membership Month, SIGBI's Day of Action and more.

A blogging team was set up with a schedule for the whole year, to write for the website.

The Soroptimist News magazine was given a new approach, with 4 extra pages added and more member/club related content included. For all the issues, a light was shone on the centenary celebrations.

More changes will be initiated in the coming year, when it is hoped there will be an increase in the use of the magazine's online App.

Nisha's particular focus is on Branding and the need for SIGBI to have a unified pointed message, which will help with both membership and programme work.

There has been a significant increase in the number of successful partnerships being formed with other likeminded organisations, which is an essential part of growing the Federation and promoting our Vision and Mission.

We have had a wonderful year of celebrations to mark S.I.'s 100th Anniversary. The planning began in 2018, and in 2019, Sue Challoner was ready to launch her wonderful history of SI, on SIGBI's new centenary website.

Since then, we have had the 'WholsShe' Campaign, spearheaded by Liz Batten, Sue's superb historical Play, which has been performed all around the World, and the centennial video, viewed 25,000 times. A special thank you to Liz, Sue and all the team for their hard work.

Throughout SIGBI, members have been incredibly creative in finding ways to celebrate this historic year, producing a set of centennial playing cards, a calendar, a recipe book, as well as planting flowerbeds in the centennial colours and buildings lit up in purple and gold.

You will have seen this morning the video of the 'WholsShe' campaign, which you may remember started out as '100 for 100' but there were so many nominations that the name had to be changed! Liz Batten, Sue and their team, then had the very difficult task of selecting the final 147 inspirational women.

My thanks and congratulations for all that you have achieved, during what has been an extraordinary year.

6. ADOPTION OF ANNUAL REPORT 2020-2021 (Circulated)

The Annual Report 2020-2021 was approved by Clubs, via a Written Resolution, on 10 September 2021.

7. ADOPTION OF FINANCIAL STATEMENTS 2020-2021 – DIRECTOR OF FINANCE, RUTH HEALEY (Circulated)

The adoption of Financial Statements by Members (Clubs) is no longer required. Ruth Healey, SIGBI Director of Finance addressed the General Meeting.

The Annual Report and Financial Statements have been circulated to all members and all questions received have been responded to.

This year, the finances of SIGBI Ltd have been impacted in a way that no-one could have expected and that has led to a surplus of £72,549. Whilst the staff have been continually employed, they worked at home for most of the year, the Board has been meeting virtually and the travel expenses normally incurred have been greatly reduced.

During the year, SIGBI has made greater use of the Flagstone Cash Management platform resulting in interest received of just under £4,000 on £500,000 of cash reserves.

Going back to last year, the surplus for the year is compared with a surplus of £41,624 in the previous year though that included a significant legacy. This is clearly an encouraging result though there are a number of points to highlight:

Income continues to be supplemented by Gift Aid. There has been a drive to encourage members to sign up for Gift Aid this year and that has resulted in a higher claim than last year of £14,334. Thank you to everyone that has signed up for Gift Aid and please may I appeal to those of you that haven't to do so if you are able – it really does make a difference.

The surplus in the accounts has partly been used to increase some of the designated funds and to create three new ones. These new ones will support membership, programme and PR & marketing initiatives across the Federation.

A breakeven budget has once again been set for 2021/22.

Unrestricted reserves in SIGBI now stand at over £835,000 though just over £98,000 of that sits in designated funds. £342,000 is ring-fenced as required reserves that must be maintained leaving approximately £395,000 of free reserves. We have, once again, been told by our auditors that, as a charity, we must equalize our reserves – in other words we should do something with the £395k.

We have to develop a reserves policy for the £395k which complies with our charitable objects. This money can be used on improving SIGBI Ltd, the charity, - new systems, publicity campaign – that sort of thing; or it can be used on projects/donations that fit with our charitable purpose.

It cannot be used to benefit members.

So, if you have any bright ideas, I would love to hear them. By this time next year, we need to have sorted this out so please get in touch if you think of anything.

This year we have:

- Arranged that the SIGBI insurance covers UK & ROI regions, as well as clubs, in relation to public liability insurance and at the same time ensured the club and region regalia are covered under the contents part of the policy. Hopefully this will make a significant difference to the cost of individual policies taken out previously.
- New clubs are now not required to pay any SIGBI membership fees in the year of their charter. The intention is that new members will still pay the fees, but that money is retained by the club to help support their launch and growth.
- The microfinancing initiative is now well under way with the Microfinance Working party meeting each month to choose recipients for investment. We are using Lend With Care and Kiva platform and to date 32 women have been supported so far with just under £2,000 of funding, some of which is already being repaid. The women are living in a number of countries - Madagascar, Senegal, Pakistan, Indonesia, Guatemala, Ghana, Nicaragua, Democratic Republic of Congo, Samoa, Rwanda, Philippines, Liberia, Cambodia, Malawi and Ecuador, and yes, we are completing Programme Focus Report Forms!
- The Treasurer's survey threw up some interesting facts not least that, in general, clubs with higher fees had higher average number of members; clubs with lower fees had lower than average number of members implying that fees do not make a difference to membership (there are some exceptions, of course). Additionally, monthly subscriptions seem to support more stable membership numbers and clubs offering this way of paying have seen better results in terms of membership at the end of the year. Regional dues were also interesting in that they vary widely – some regions charge a low levy but much higher fee for attendance at meetings whilst others charge a higher levy and subsidise the meetings. Of course, the first approach puts all the cost on those attending meetings whilst the second shares much of the cost across all members of the region – it would be interesting to know what attendance figures are under the different systems. Perhaps you might to have a look at that in your region.

However,

- SIGBI has once again lost 5% of its membership in the year to 30th June 2021. This is on par with other organisations such as Rotary, WI, National Women's Register and, indeed, the Masons but we have fewer to lose.
- Our membership now stands at 5,653, 1,000 of which are in Asia, Caribbean and Malta.
- At this rate of loss, in 5 years' time, membership will be approximately 3,700, 1,000 still in ACM countries and 2,700 in the UK & ROI.
- Looking at the UK, however, there is some good news. Whilst 59% of clubs have lost an average of 11.85% of members and 17% have remained static, the other 24% have increased on average by 10% and many clubs have seen an increase of over 20%. This is during a time that we might have thought would have been impossible to bring in new members – through lockdown – so very many congratulations to those clubs that have grown.
- So, can we share the success stories? Can we learn from the 24%? We cannot continue to say that finding members is hard – whilst it may not be easy the 24% have proved it can be done.

Moving forward, we once again have a balanced budget for 2021-22 and we are to shortly to start preparing the 2022-23 budget. However, every 5% loss of members costs the Federation approximately £14,000 so balancing the budget is becoming increasingly difficult. This will drive significant change in the next couple of years if membership decline is not slowed – the office might change, the service we can offer will change, the way we work with our committees might have to change.

I cannot understate how critical this time is to our Federation and whilst the Board have been working on this for a while it needs all of us to collectively make change.

SIGBI Trading Ltd has had a better year than last buoyed up not just by the gain on the sale of the investments but also by the introduction of the online shop which is proving to be very successful. Some of you know that we have been selling branded wine for a while which has been popular and the last 36 bottles of the white and 36 of red are available now to order – once they are gone, they're gone.

We have recently introduced notelets which are selling well and shortly a range of products produced in India will be publicized for sale. These products are produced by traditional Artisans in rural India whose plight has been significantly worsened due to the pandemic, so sales of these products aim to preserve traditional artforms and also improve the economic wellbeing of the rural communities.

We have also started selling club and regional products with the launch of Midland East's cookery book. Previously we could not carry club products due to VAT rules – this has now been sorted so if you would like to talk to us about your products, please call Joanne in the office.

As you may know the office systems have crashed on a number of occasions this year and I think we have to say a huge thankyou to all the ladies in the office who have managed to cope despite their difficulties. However, this is leading to a complete review of our systems this year – the accounts system, Sage, is out of date and not being supported any longer, the membership database is 10 years old, they don't talk to each other, and the network is unreliable. This will be a significant change, so we hope to keep any disruption to a minimum.

Membership fees did not increase last year but this year, in line with policy, membership fees will increase by 3.1%, equivalent to the CPI rate of inflation in September 2021. This increase will be effective from 1st April 2022.

And finally, I would like to thank Joanne Voller in the office once again for all her hard work in keeping our accounts and records (and me!) organized.

If you have any queries on anything financial, please do not hesitate to contact Joanne or me.

8. ADOPTION OF THE RULES OF CONDUCT OF THE GENERAL MEETING OF SIGBI LIMITED

The Rules of conduct of the General Meeting of SIGBI Limited were approved by Clubs, via a Written Resolution, on 10 September 2021.

9. RESOLUTIONS

Resolution 1

Soroptimist International Great Britain and Ireland (SIGBI) Limited in Conference, moves that:

Clause 11.1 of the current SIGBI Byelaws (dated 25 October 2019), be amended to read:

The terms of office for President and President Elect are two years each. The President Elect proceeds to the post of President, without the need for further election.

To come into effect immediately after the results of the Club Ballot

Explanatory Note:

The current Clause 11.1 of the SIGBI Byelaws states that the SIGBI President and President Elect currently serve for one year. We are seeking to extend the term of office to two years.

SIGBI was registered as a Charity in 2018 and consequently, the structure of the Board was reviewed to bring it into line with the recommendations of the Charities Commission, the aim being to create a smaller, skills-based Board that was sustainable and would ensure the viability of the organisation.

The Charity Commission advocates that the President, the Chairman of the Board, should serve more than one year. In view of this, it is proposed to increase the term of office for both the President and the President Elect from one to two years. The President Elect automatically proceeds to the role of President without further election.

Prior to 2019, the SIGBI Board structure consisted of twelve Directors. At the 2019 General Meeting a Resolution was proposed to reduce the Board size to six Directors, together with an increase in the President and the President Elect's Term of Office from one year to two years. Subsequently, an amendment was proposed to create a seventh post, that of Governance Director, which was carried at the 2019 General Meeting.

The two- year terms were introduced as the proposed restructured Board did not include the post of Vice President or Immediate Past President and it was felt that, in line with Charity Commission recommendations, the four- year overall term should be maintained for continuity reasons.

A later amendment from the floor at the 2019 General meeting removed the proposed change in the President and President Elect's term of office, thus breaking up the whole intention of the restructured Board. This left SIGBI with no Vice President or Immediate Past President, as that was approved, but not the 2-year Presidential term which was an inherent part of the entire proposition.

The result of this decision has left SIGBI in a greatly reduced situation where continuity in the Board has been damaged rather than strengthened leaving the organisation open to the risk of poor governance.

Proposed by:	Cathy Cottridge	Director, SIGBI Limited
Seconded by:	Ruth Healey	Director, SIGBI Limited

The Resolution was debated.

Amendment 1 to Resolution 1:

Soroptimist International Great Britain and Ireland (SIGBI) Limited in Conference, moves that:

Resolution 1 be amended as follows:

That the sentence '*The President Elect proceeds to the post of President, without the need for further election*' be removed.

(The substantive Resolution will then read '*The terms of office for President and President Elect are two years each.*')

Explanatory Note:

Clause 10.3 of the Byelaws states:

'Election of Federation Directors (including President and President Elect) shall be by ballot of Clubs'

Removal of the second sentence of Clause 11.1 makes it consistent with the wording of Clause 10.3

The restructuring of the Board was intended to create a smaller, skills-based Board and one where Directors' terms of Office reflected the recommendations of the Charities Commission. Removing the second sentence from Resolution 1 achieves fairness and equity by ensuring that all Federation Directors are subject to ballot of Clubs after 2 years in office.

Proposed by:	Deena Irving	President, SI Haverfordwest and District
Seconded by:	Lesley Morgan	Secretary, SI Abergavenny and District

Deena Irving's recording to propose the Amendment was shown at the General Meeting but as she was unavailable to answer questions on the Amendment, the Secunder of the Amendment Lesley Morgan answered the questions.

The Amendment was debated.

After the discussions on both the Resolution and Amendment, the Proposers of the Resolution and Amendment gave their right of reply.

A Written Resolution (Club Ballot), to vote upon the Amendment will be circulated to Clubs on 1 November 2021.

This will be followed by a further Written Resolution to vote on the Substantive Resolution (if the Amendment is carried) or to vote on the original Resolution (if the Amendment fails).

10. RESOLUTIONS OF URGENCY

No Resolutions of Urgency were received.

11. ANNOUNCEMENT OF FEDERATION DIRECTORS 2021-2022

Cathy Cottridge	President
Ruth Healey	President Elect
Vacant	Director of Finance
Sylvia Watson	Director of Governance
Chevonne Agana	Director of Membership
Nisha Ghosh	Director of PR, Marketing and Communications
Kay Richmond	Director of Programme