

Dear Member,

Welcome to the South West Fed AGM 2023. We look forward to welcoming you to The Box in Plymouth on Tuesday 13 June for our meeting and networking event this year.

As you are aware, we require a certain number of members to attend the AGM, to be quorate and therefore pass our resolutions. Therefore, I hope you will join us in support of the organisation's ongoing work. We are grateful to The Box for hosting our AGM this year and very much look forward to a talk led by their curatorial team following the meeting – more good reason to attend in person! Please ensure you book a ticket if you plan to attend.

This year has been one of transition and challenge for the South West Fed, as like many other organisations in our sector and beyond, we get to grips with changes to working life post pandemic and operating in a difficult financial climate.

Our priority this year has been to streamline our operations to make the most efficient and cost-effective use of our resources, whilst continuing to deliver an excellent programme of online and in person events, and communications for our members. This has been an increasingly difficult balance to strike in these challenging times.

Since the last AGM we have delivered 11 events, including 2 in person events, attended by more than 200 members. Our programme decisions are driven by feedback from our members and we continue to work to ensure that the programme is relevant and important to you. As an organisation that is run entirely by volunteers, the South West Fed's events programme and communications to members are down to the hard work of our dedicated and talented Board of trustees. I would like to thank them for their tireless commitment to the South West Fed.

The South West Fed continues to be run by our members for our members, and without your support for what we do, the organisation cannot continue to exist. Herein lies the greatest challenge for the South West Fed moving forward. With a marked decrease in member engagement with our programme and difficulty attracting new trustees to our Board, the organisation's future sustainability is at risk. Ultimately, it will be for the membership to determine if the South West Fed is still of value and what role the organisation should play within the heritage ecology of the Southwest moving forward.

For now, I encourage you to attend our AGM to be part of this conversation, and if you value the South West Fed, to actively engage with the work of the organisation either by attending our events programme, giving some of your time to support our work, providing feedback, or donating to the charity.

I look forward to seeing you in June at the AGM and networking event.

Kristina Broughton, Chair

South West Fed www.swfed.org.uk

KB1 X





(THE CHARITY)

92nd ANNUAL GENERAL MEETING 13 JUNE 2023 The Box, Plymouth

AGENDA

- 1. Registration and apologies for absence
- 2. Minutes of the 91st AGM held on zoom on 08 June 2022 (Resolution to approve minutes)
- 3. Chair's report (Resolution to approve Chair's report)
- 4. Treasurer's report (Resolution to approve accounts)
- 5. Retirement and election of Board members (Resolutions to accept retirements and elect new):
- 6. Any other business

TABLED RESOLUTIONS:

	ORDINARY RESOLUTIONS	For	Against
1	Approval of 2022 AGM Minutes		
2	Approval of Chair's Report 2023		
3	Approval of Accounts 2021/2022		
4	Acceptance of board retirements		
5	Election of new Trustees		



(THE CHARITY)

92nd ANNUAL GENERAL MEETING 13 JUNE 2023 The Box, Plymouth

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 92nd annual general meeting (**Meeting**) of the Charity will be held at The Box, Plymouth on **Tuesday, 13 June 2023 at 1pm.**

As a member of the Charity, you will be asked to consider and vote on the resolutions below.

Unless otherwise defined, terms (whether capitalised or not) used in this document have the meanings given to them in the Charity's articles of association (**Articles**) and/or rules (**Rules**).

Ordinary resolutions

- THAT the minutes of the Charity's 2022 annual general meeting (held on zoom on 08 June 2022), a copy of which will be made available via the SWFED website, be received and approved.
- 2. THAT the Charity's accounts for the previous financial year, a copy of which will be made via the SWFED website, be received and approved.
- 3. THAT the Chair's report on the Charity's activities since the 2022 AGM, a copy of which will be made available in the AGM PACK, be received and approved.
- 4. THAT the retirement of those Charity Board members who wish to retire or who are retiring by rotation, in each case to be announced at the Meeting, be received and accepted.
- 5. THAT nominations made in advance of and during the Meeting in order to elect individuals to fill certain roles on the Charity's Board be received and accepted (as appropriate).

If you cannot attend the Meeting yourself, you may also like to appoint someone to attend, speak and vote at the Meeting on your behalf (including in respect of the nominations), in which case please complete the enclosed proxy form in accordance with the accompanying notes.

Please note that completed board nomination and/or proxy forms must be received by the Charity **no later than 9:00 a.m. on Monday, 12 June 2023**. Please see the instructions enclosed.

By order of the Charity's board



Kristina Broughton, Chair

The South Western Federation of Museums and Art Galleries

Registered office: Station Lodge Bodmin Cornwall PL30 4AQ

Charity number: 1113399 Company number: 05536131

22 May 2023

Enclosures:

- 1. Chairs Report
- 2. Finance Report
- 3. Accounts 2022/2023
- 4. Form of proxy
- 5. Board nominations form



Notes to the notice of the Meeting

Appointment of proxy

- 1. If you are a member who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a member of the Charity but must attend the Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 2. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
- 3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- 4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Charity using one of the following methods and related details:
 - by post to the Company Secretary, Station Lodge, Lanhydrock, Bodmin, Cornwall, PL30 3AQ; or
 - by email: info@swfed.org.uk with subject header "SOUTH WEST FED 2023 AGM"; and
- received by the Charity no later than 9:00 a.m. on Monday, 12 June 2023.
- 5. In the case of a member which is a company/institution, the proxy form must be executed under the company/institution's common seal or signed on its behalf by an officer or attorney for the company/institution. Any power of attorney or other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Changing proxy instructions

6. Members may change proxy instructions by submitting a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.



7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

- 8. A member may change a proxy instruction but to do so you will need to inform the Charity in writing by sending a signed notice (in hard copy or by email, as set out below) clearly stating your intention to revoke your proxy appointment to the Charity. In the case of a member which is a company/institution, the revocation notice must be executed under the company/institution's common seal or signed on its behalf by an officer or attorney for the company/institution. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 9. In either case, the revocation notice must be received by the Charity **no later than 9:00 a.m. on Monday, 12 June 2022**.
- 10. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Meeting and vote in person.
- 11. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

- 12. Except as provided above, members who have general queries about the Meeting should contact the Company Secretary in writing using one of the following methods and related details:
 - by post to the Company Secretary, Station Lodge, Lanhydrock, Bodmin, Cornwall, PL30 4AQ; or
 - by email: info@swfed.org.uk with subject header "SOUTH WEST FED 2023 AGM".

No other methods of communication will be accepted.



(THE CHARITY)

92nd ANNUAL GENERAL MEETING 13 JUNE 2023 The Box, Plymouth

FORM OF PROXY

[PLEASE COMPLETE MEMBER NAME AND ADDRESS]

Before completing this form, please read the explanatory notes below			
I/We	[FULL NAME[S] IN		
BLOCK CAPITALS	5]		
being a member complete)	er of the Charity, appoint the Chair of the meeting or (see note 3 overleaf to		
Insert name:			
as my/our proxy	to attend, speak and vote on my/our behalf at the 92nd annual general meeting of		
the Charity to be held on Tuesday, 13 June 2023 at 12pm (Meeting) and at any adjournment of the			
Meeting.			
I/We direct my,	our proxy to vote on the following resolutions as I/we have indicated by marking		

ORDINARY RESOLUTIONS

the appropriate box with an 'X'.

	ORDINARY RESOLUTIONS	For	Against
1	THAT the minutes of the Charity's 2022 annual general meeting (held on 08 June 2022), a copy of which will be made available at the Meeting, be received and approved		
2	THAT the Charity's accounts for the previous financial year, a copy of which will be made available at the Meeting, be received and approved		



3	THAT the Chair's report on the Charity's activities since the 2022 AGM, a copy of which will be made available at the Meeting, be received and approved	
4	THAT the retirement of those Charity Board members who wish to retire or who are retiring by rotation, in each case to be announced at the Meeting, be received and accepted	
5	THAT nominations made in advance of and during the Meeting in order to elect individuals to fill certain roles on the Charity's Board be received and accepted (as appropriate)	

For those not attending the Meeting in person, please see and complete as required the enclosed board nominations and this proxy form in order to vote

SPECIAL RESOLUTION

SPECIAL RESOLUTION	For	Against

For those not attending the Meeting in person, please complete this proxy form in order to vote

Member name (please print) and signature	Date



Notes to the form of proxy

Form of proxy

- 1. As a member of the Charity you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Charity, including the Meeting. You can only appoint a proxy using the procedures set out in these notes.
- 2. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Appointment

3. A proxy does not need to be a member of the Charity but must attend the Meeting to represent you. If you wish to appoint a proxy other than the Chair, insert their full name in the box. If you leave this space blank, the Chair will be appointed your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.

Voting directions

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting, including a motion to adjourn.

Returning your form of proxy

- 5. To appoint a proxy using this form, the form must be:
- completed and signed;
- sent or delivered to the Charity using one of the following methods and related details:
 - by post to the Company Secretary, Station Lodge, Bodmin, Cornwall, PL30 4AQ; or
 - by email: info@swfed.org.uk with subject header "SOUTH WEST FED 2023 AGM";
- received by the Charity no later than 9:00 a.m. on Monday, 12 June 2023.
- 6. In the case of a member which is a company/institution, this proxy form must be executed under the company/institution's common seal or signed on its behalf by an officer or attorney for the company/institution. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.



7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.



Chair's Report 2023

Introduction

Welcome to the 92nd AGM of the South West Federation of Museums & Art Galleries. I am pleased to provide members with my first report as Chair covering the period since the last AGM on 8 June 2022. Accompanying this report is the Forward Plan for 2023-24, which sets the priorities for the Board of Trustees.

It has been a year of significant transition with changes felt by everyone in working life post pandemic and, what at times, has felt like unrelenting pressure in our sector to deliver for audiences within the context of extreme financial challenges. It has been no different for the South West Fed, which has and continues to be challenged by capacity, financial sustainability and low member engagement.

Board of Trustees

Last June, three longstanding trustees in key roles, including our former Chair, Vice Chair and Treasurer, stepped down, resulting in a period of significant transition for the Board of Trustees. During the first half of the year, myself and the other new trustees (and those taking on new roles on the Board) have been familiarising ourselves with the organisation's operations, at the same time working hard to ensure that the current business model and programme continue.

As ever, the hard work and dedication of our excellent Board of Trustees has been invaluable and has enabled the work of the South West Fed to continue. Sadly, two of our longest standing trustees are stepping down at this year's AGM in June. Emily Worsdale our Events Administrator and Laura Service our Communications Secretary, collectively have given more than 12 years of generous service to the Southwest Fed and will leave a huge hole in our Board. I would like to thank them both for their tireless commitment and insightful contributions to the running of the South West Fed.

In the third quarter of the year, we turned our attention to recruiting new trustees to the Board from our membership base. The recruitment response from members was poor, with only three enquiries and one applicant, and we have been unable to put trustees forward for election at this AGM.

Therefore, the roles of Events Administrator and Communications Officer are presently vacant on our Board. Alongside this, we have additional vacancies for Creative Programmers, who lead on developing and managing our programme of talks and events for members. These are key roles that support our operations and will have a detrimental impact on our ability to communicate and deliver a programme of online and in-person events. These are the primary member benefits and since moving to the free membership model, they represent the only source of income for the South West Fed. With two further trustees seeking to step down over the coming months, the Board, and therefore the South West Fed itself, is at risk of becoming unviable.

Membership

At the time of writing, the South West Fed has over 1000 members and membership remains free. In the transition to the free membership model, some members were lost



through not reregistering or lapsed memberships. Alongside this, we have lost the ability to refresh our member database through annual subscriptions. This means that as members move organisation or change email addresses, they may be lost to us without either party being aware.

There is a significant task to cleanse and reset the member database to include a process of annual refresh with members, and this will be a priority for the year ahead.

At the end of 2022, we conducted a membership survey to review our programme and business model. We also regularly evaluate our events and analyse analytics on our website and newsletter to understand member engagement and feedback. Responses to the membership survey were disappointing with only 63 responses received. It is difficult to draw any reasonable conclusions from such low numbers of responses, however when combined with other data, our newsletter communications and programming appear still to be valued by our members.

Business Operations

A central focus for the Board over the past year has been to improve the 'back office' operations of the charity to ensure that we are meeting our legal responsibilities in the most transparent, economical and efficient ways. As an organisation run entirely by volunteers, managing our resources cost effectively and efficiently continues to be a priority and a challenge.

We have improved our financial procedures with the invaluable help of our new Treasurer, Paola Lanciani. The organisation's overheads are minimal (just over £1,000 per annum). However, without membership fees, we are reliant on income from our events programme and other donations, to maintain the basic operations of the South West Fed. This includes file storage/sharing, maintaining the website and providing insurance cover.

There is limited scope to reduce the overheads without impacting on our operations. The Board are exploring a move of our basic file sharing/storage from Google Drive to Microsoft Teams on free charity licenses to further reduce costs. This move is likely to require an initial financial outlay from the charity's reserves for IT support to set-up the new system unless we can secure pro bono support from elsewhere. If there are any members with the skills to assist us with this, please get in touch.

Programme

At the time of writing, the South West Fed has delivered 8 online talks and 2 in person events attended by over 200 members. We endeavour to keep our topics current and relevant to our members, with recent talks focussing on the climate emergency, culture at risk in times of conflict, and the cost-of-living crisis. Our in-person events held last December, at Tyntesfield and Saltram, received very positive feedback from members. However, whilst the event at Tyntesfield was oversubscribed, the event at Saltram was very poorly attended, perhaps in part a reflection of our active membership base being largely located in the Bristol / Bath area.

More generally, since November 2022, we have noticed a significant drop off in member engagement with our events programme. Our online talks have been attended by 19



people on average. Organising the talks is resource heavy for the trustees and in order for the South West Fed to cover its annual overheads, a minimum attendance of 26 people per talk is needed.

The reasons for low member engagement in our programme are not entirely clear but could at least in part be due to the issues with our member database as outlined above. Alongside this and perhaps more pertinent, are the responses from the event evaluations and member surveys which indicate that people are tiring of online events and finding it difficult to carve out time to attend in person and online. In response, in April we trialled an evening time slot for our online talk. Unfortunately, this did not result in any improvement to member engagement with only 14 tickets sold.

Our events programme is the primary income source for the South West Fed. As reported in the financial report, it has become apparent that the charity will become unsustainable at current event attendance levels. Therefore, in March the Board of Trustees took the difficult decision to increase ticket prices for our online talks. The new pricing model is as follows:

£3.75 for members (£1 increase)

£2.75 for concessions (e.g., students)

£5 non-member price/suggested minimum donation

The hope is that the new pricing will keep the events offer affordable for our members, whilst also promoting events to non-members and encouraging donations to the charity. Nevertheless, our programme and pricing will need to be reviewed again at the end of the year to determine the viability of the charity's current business model and operations going forward.

Communications

The South West Fed continues to deliver a monthly e-newsletter to our members, showcasing projects, best practice, events and jobs in our sector in the Southwest and beyond. The newsletter continues to have strong open and click through rates, with the job listings receiving the highest click rates.

Kathy Callow Legacy Fund

In February, the South West Fed was entrusted with becoming the custodian of the Kathy Callow Legacy Fund following the closure of the Daphne Bullard, Kathy Callow & Elizabeth Hammond Association. Since 1994 the charity had delivered the Kathy Callow award for social history conservation in small museums. The South West Fed's priority for the year ahead is to secure investment of the legacy fund with a view to developing a small grants programme for museums and heritage organisations in line with the wishes of the legacy, at some point in the future.

Sector Peers

As the new Chair of the South West Fed, it has been my pleasure to reconvene and extend the attendance of the Sector Peers Group in January 2023. The group is attended by leading regional and national sector organisations and funders and is invaluable for sharing current intelligence, exploring opportunities for partnership working and advocating for our sector. The group is now meeting regularly on a quarterly basis.



Student Rep

In January 2023, Bonnie Robinson, MA Heritage Student at Bath Spa University, was appointed as the new student rep for the South West Fed. The role of the student rep is to engage students with the work of the South West Fed. Bonnie is currently developing an event specifically for students.

Conclusion

Overall, it has been a challenging year for the South West Fed, with major changes to our Board coupled with a decrease in both member engagement and income. The Board has taken proactive steps to address these challenges in the short term. However, given the charity's limited reserves, a further review will be required early in 2024. Vacancies on the Board of Trustees will limit the capacity and therefore ability of the charity to operate or make any meaningful improvements.

We are and will continue to seek the views of members to understand if the South West Fed is still valued by the sector in the Southwest and if so, how we can best support our membership. However, support must be mutual for the South West Fed to survive, as it can only continue to operate with purpose and support from its members.

Paper by: Kristina Broughton, Chair, May 2023



Finance Report

Membership Income

- Membership to SW Fed is free and the amount in the accounts for FY23 (£35) shows voluntary contributions from members or collected via Easy Fundraising.
- The amount is significantly less than reported in the previous year's accounts when we had received more income for corporate sponsorships.

Event Income and Expenditure

- Event income is reported as £837 and is net of commissions paid to Eventbrite.
- Expenditure for the events was £166 for supplies for in person meetings; £144
 paid to Zoom to enable online delivery, are shown within Website Hosting
 costs.
- Other income received in the year was £4 for interest on the Deposit Account.

Expenditure (excluding events)

- Website and hosting costs (other than Zoom) for the year were £271 for SW Fed and £144 for the Petrology Fund.
- Gmail email accounts costed £236 for the year.
- Insurance costs were the same as previous year (£336).
- Other expenses for AGM and leaving gifts were £24 and £62, respectively.
- Governance costs include £24 for the virtual office address and £150 for late submission to Companies House.

Year end result

 We report a deficit of £537 (£246 if excluding the one-off payment to Companies House and the costs for the Petrology Fund), showing that the current pricing structure for events is not sustainable. This will be addressed in the new financial year.

General Fund

• Opening reserves of £4,634.50, deficit of £389.48. Closing reserves £4,245.02.

Petrology Fund

 Opening reserves of £1,805.06, income of £3.71. Expenditure of £144. Closing reserves of £1,664.77.

Kathy Callow Fund



• £22,343 transferred in March 2023. Restricted for professional development and training purposes. To be invested in interest earning deposit.

Cash in Banks

- Community Account £26,588 (General and Kathy Callow Fund)
- Premium Account £1,805 (Petrology Fund)



(THE CHARITY)

92nd ANNUAL GENERAL MEETING 13 JUNE 2023 The Box, Plymouth

BOARD NOMINATIONS

The Charity is a company limited by guarantee with charitable status. Trustee and director members of the Charity's board (**Board**) are elected (or re-elected, as applicable) annually, in accordance with the Charity's *existing* articles of association (**Articles**) and rules (**Rules**), copies of which can be found here: http://www.swfed.org.uk/about-us/.

Unless otherwise defined, terms (whether capitalised or not) used in this document have the meanings given in the Articles and/or Rules (as applicable).

An individual may be re-elected to the same position on the Board on a maximum of three occasions (i.e. the maximum term an individual may hold in any one position is three years). The Board currently meets quarterly.

At the Charity's upcoming annual general meeting (**Meeting**) at least one third of the current board are required to retire, but may re-stand for election. This year, elections will be held in respect of the following Board positions:

- 1) Communications Secretary
- 2) Events Administrator
- 3) Creative Programme Officer (We are seeking new board members for these roles, to join existing post holders)
- 4) University Relationship Manager (Current University Relationship Manager standing)

All Board nominations should be made in writing to the Secretary using one of the following methods and related details:

- by post to the Charity's registered office: FAO: Company Secretary, 5 Station Lodge, Bodmin, Cornwall PL30 4AQ
- by email: info@swfed.org.uk with subject header "SOUTH WEST FED 2023 AGM"

All Board nominations must be received by no later than 9:00 a.m. on Monday, 12 JUNE 2023.

In the event of more than one nomination being received, a vote will be held.

If insufficient nominations have been received prior to the Meeting, nominations can be taken from the floor at the Meeting. Nominations must be proposed and seconded. Nominee, proposer



and seconder must be paid up members of the Charity (being an individual member or the authorised representative of a corporate/institutional member of the Charity, each such member having one vote, save for the Chair who has a second or casting vote, in each case in accordance with the Articles and the Rules).

Regional representatives must be proposed and sec	conded by members of their region.			
BOARD NOMINATIONS				
Creative Programme Officer				
Please print name in this column	Please sign name in this column			
Nominee				
Proposed by				
Seconded by				
	-			
Even	nts Administrator			
Please print name in this column	Please sign name in this column			
Nominee				
Proposed by				
Seconded by				
	•			
Commu	inications Secretary			
Please print name in this column	Please sign name in this column			
Nominee				
Proposed by				
Seconded by				
Please print name in this column	Please sign name in this column			
Nominee				
Proposed by				
Seconded by				



Please print name in this column	Please sign name in this column
Nominee	
Proposed by	
Seconded by	

Region	
Please print name in this column	Please sign name in this column
Nominee	
Proposed by	
Seconded by	

Please print name in this column	Please sign name in this column
Nominee	
Proposed by	
Seconded by	

For those who would like to nominate Board members in advance of the Meeting, please return your completed nomination form to the Secretary using one of the following methods and related details:

- by post to the Company Secretary, Station Lodge, Bodmin Cornwall PL30 4AQ; or
- by email: info@swfed.org.uk with subject header "SOUTH WEST FED 2022 AGM"

All Board nominations must be received by no later than 9:00 a.m. on Monday, 12 JUNE 2023.