

THE SPRING ARTS & HERITAGE CENTRE COMPANY LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SPRING ARTS & HERITAGE CENTRE COMPANY LIMITED HELD AT THE SPRING ARTS & HERITAGE CENTRE, EAST STREET, HAVANT ON MONDAY, 26th NOVEMBER 2018 AT 7.30 PM

PRESENT:

TRUSTEES	ATTENDING
R. Harrison RH (Chair) V.Bird VB Peter Hammond PH S. Murray SM Richard McMillan RM Paul Jessop PJ Cllr. J. Branson JB (Havant Borough Council)	Sophie Fullerlove SF (Director) Clayre Williams (Finance Director) Debbie Barton (Box Office Manager) Cllr. Ray Bolton (Hampshire County Council)
MEMBERS	NON MEMBERS
H. R Owen Cheryl Alston Theresa Flowers Lisa Emson Alan Welton Maria Cole Ann Sims Robin Hall Margaret Leigh-Morgan Joyce Furzer Mrs Carrick Bob Comlay Sharon Morris	John Briggs Beryl Francis Angela Baldry Rob Wemyss Peter Canwell

Proxy voting received from: Sheilagh Legg, Ron Hone, Sam Garner-Gibbons SS, Paul Jerome, Mr P Adams, Nathan Curry, Stuart Hales, Maggie Faber, Alison Jerome, Lucy Flannery, Anne Docherty

18/1 WELCOME

Roger Harrison (Chair) thanked everyone for coming and for their interest and support for The Spring, especially the members and volunteers. He said that Peter Hammond has the proxy votes for the eleven people who had registered.

18/2 APOLOGIES were received as follows:

Deborah Binks Moore DBM, R. Hone REH, Sam Garner-Gibbons SS, Nathan Curry NC, Nicola Horsey (HCC) Paul Jerome, Alison Jerome, Sandra Howells, Elizabeth Longland, Anne Docherty, Mr P Adams, Stuart Hales, Sheilagh Legg, Maggie Faber, Ruth Prior, Lucy Flannery

18/3 MINUTES OF AGM on 20th November 2017

That they are a true record was:

PROPOSED; Jackie Branson **SECONDED:** Alan Welton

The proposal was carried nem con

18/4 MATTERS ARISING

There were no matters arising

18/5 CHAIR'S REPORT

RH expressed his pride in the success of the past year for The Spring, artistically and financially. The last year had been one of transition and restructuring in the light of receiving the National Portfolio Organisation award.

Our aim is to be 'a small place where big things happen' which we feel we have now achieved. We wish to continue to consolidate this aim with our ambition to become the best small scale arts and heritage centre in the country.

He talked of the difficulties for charities in the last year with incidents of malpractice, and abuse, which has significantly reduced people's trust. Respect for charities in this country is the lowest in Europe at present. The Charity Commission has issued guidelines for all charities which we are following. Sophie, with the Board, has spent time examining and, where appropriate, updating such policies and procedures as Safeguarding, Disciplinary, Grievance and Whistleblowing. We are determined to be open and transparent with genuine two-way communication in all aspects of our work. A pathway for people to voice concerns immune from censure is essential.

We are excited to have many new faces, the best staff team we've ever had, to take us forward to build on what has already been achieved.

He thanked both HCC and HBC for their continued support in these difficult financial times. We owe a debt of gratitude to Nicola Horsey (HCC), Nicky Conyard (HBC) Cllr Jackie Branson, and Cllr Ray Bolton.

We are proud to have Music Fusion on our premises offering amazing services to young people, as well as our partner groups, Bench, HLO, and Humdrum.

18/6 DIRECTOR'S REPORT 2017 / 2018 – 2017/2018 Annual Review circulated prior to the meeting - attached

Sophie Fullerlove thanked everyone for coming, especially representatives of our core funders and partner groups.

She reiterated Roger's point that 2017 /18 had been a transition year. Having received our NPO in June 2018, we spent the rest of the year preparing. First she highlighted our successes:

- 130,128 visitors last year
- Ran over 2000 events in our building and across the community. Over 300 of these were free
- Over 24,000 tickets sold

Live Events and Films

SF reported that we managed a huge number and range of events with a graph in the Being The Spring Annual Review to show the balance of the programme and the vast breadth of our activity. All our events are planned to deliver one or more of our business plan objectives such as;

- Focus on encouraging cross-over audiences
- Working in the community
- Providing quality events unable to see in other places
- Being inspired by heritage etc.
- Financial sustainability

She emphasised our pride in being custodians of this organisation for our community. This means it's important we are balancing putting on events people want to see and engage with balancing this with bringing the best things audiences might have never heard of to the venue. Since April we have been surveying audiences and 87% have rated the events they attended as excellent for good. She hoped that this was true for those attending the AGM.

Participation

SF reported the following:

- Continued programme for all ages and abilities
- Adult weekly art workshops - new Life Drawing sessions + two more drawing and watercolour classes
- Recently had some good feedback from survey to say their skills are developing or getting

better.

- Continued to deliver Art Drop-In which offers a free opportunity for those not able to access paid classes. Over 300 people came along last year.
- Brought family offer in-house by employing Faith Davies - our participation officer - who is also a workshop facilitator. Which means no longer bringing in freelance tutors for these sessions,
 - financially more sustainable
 - builds relationship with participants
 - more responsive to rest of the programme.

Heritage

SF said that this may have seemed like a quieter year for heritage with no large projects, but lots was still happening. The local heritage talks were really successful with loyal audiences. Behind the scenes lots of work was taking place planning for this year:

- Suffrage - exhibition opened in May 2018,
- New museum screens - including 20 artefacts screens that improves our interpretation
- Havant and Waterlooville Football project - bringing in a new audience and culminating with an exhibition this year

Kenwood heritage project - collection of memories of an important part of our manufacturing and industrial heritage.

SF reported that while she was on maternity leave our relationship with Hampshire Cultural Trust was on hold and since her return it has been in flux. However she is meeting with the new CEO shortly to talk about our future plans.

Beyond the Walls - our outreach programme

SF reported the success of the programme highlighting:

- Engaged 6,500 people in events across the borough which is shown in the map included in Being The Spring
- Library tour, schools workshops, family festival in Havant Park - 'Havant at Home'
- In February and March 2018, 60 local school pupils worked with poet Joseph Cohelo to write poetry about their emotions. This was created into a film to be shown in schools across the borough to help start the conversation about mental health. Two films created for primary and secondary respectively. SF shared one of these films.

2017 /18 Transition year

SF reminded us of what our NPO brings to us and requires of us:

- Funding from Arts Council England of £120K per year for 4 years making them our biggest funder
- Mark of quality which means we can do more at a higher quality
- It is about new activity but resourcing in better ways and giving access to more opportunities for our audiences and community

SF reported that there had been a lot of groundwork to enable us to move up a gear including:

- Planning and fundraising for capital projects which including acoustic separation between the theatre and Saltings Room, new air conditioning, and equipment to enable us to show Event Cinema, as well as the new piano
- Changes in the staff structure to ensure we had the right team of people in the right place - a really exciting team are now in place with experience from previous roles at Royal Court Theatre, V&A, English National Ballet, and Chichester Festival Theatre
- Improving the way we work with volunteers, working towards Investment in Volunteers award
- Planning how to improve the way we present the organisation - results seen in 2018 / 2019 financial year in shop displays, outdoor furniture and lights.

SF emphasised that we need to be progressive, trying new things, testing ideas, responding to change; to become an exciting and vibrant organisation.

All this meant that in April 2018 we were in the right place to start delivering our objectives and living up to our mission.

RH thanked SF for her presentation.

RH also thanked Robin Hall who has managed the Investors in Volunteers project. We believe that we have met the standard and will be recognised in January. He paid tribute to our longest standing staff member, Debbie Barton, Box Office Manager, who also was instrumental until recently in organising the shop. He asked for questions.

John Whitelaw asked whether we will be monitored by the Arts Council each year. SF responded that we will be judged by key performance indicators to show that we are achieving our business plan objectives. JW asked whether the Arts Council give advice. SF responded that we have a relationship manager for support. **Cheryl Alston** asked about the impact and legacy of our work with schools. SF said that Faith has built up relationships with the teachers of our local schools.

18/7 PRESENTATION OF AUDITED ACCOUNTS for 2017/2018 - circulated prior at meeting – attached

Richard McMillan, our new finance trustee, showed the main points of the accounts giving the headlines:

- Net income has increased from £299,410 to £301,183
- Grants from HCC and HBC are going down
- Lettings have increased from £67,218 to £77,227
- Sundries have increased from £5,570 to £12,123 which includes £11,000 from the cafe and shop
- We made a small deficit on the unrestricted budget of £2,982.
- Designated Funds stand at £55,370 with £34,788 of emergency funds. Our focus is to grow these funds.
- Restricted Funds stand at £52,564
- The Trading Company, which is separate from the charity, made a profit of £11,491. This is pleasing as it shows an upward trend.

RH thanked RM. He paid tribute to Clayre Williams, finance manager. He thanked Sophie and the whole team for their work to achieve this. He also wished to congratulate Jacs Fagg, the previous finance manager, who left us last year, for all her work, especially in keeping down costs.

Ray Bolton congratulated the café which has won Alan Mak's Best Cafe in his Havant Constituency.

Ray Bolton queried why the Memberships, Donations and Fundraising in the accounts had drop in this financial year.

RM explained this was owing to the piano appeal fundraising receipts being deferred into the current financial year.

John Whitelaw asked about Core Cost recovery which was down.

SF said that this was due to large project (including the Scaletrex project) in the prior year.

Cheryl Alston asked if we had an exit strategy after the 4 years of NPO.

SF said that we would be applying for a further 4 years.

18/8 2018 AND BEYOND

SF thanked everyone for their support over the last ten years. She informed us that 2019 marks ten years since the The Spring Arts and Heritage Centre's came into existence.

This is not a big anniversary but should be a time to pause and reflect.

We are working hard to find out who our future audiences are, and to diversify our audiences. Forecasts suggest a 4.5 population increase from 2016 - 2023 of which the majority will be over 85.

We have a very loyal audience but we need to welcome new people through the door; last year 32% were new bookers.

We are using a marketing consultant to advise us on increasing our audience with limited budget and resources. We need to think about how we balance future audiences, the

programme and services we provide and our financial and other resources.

Programme and services

SF suggested ideas:

- One area for development is the museum. The displays have remained static for 10 years.
- Meeting with CEO of Hampshire Cultural Trust. We are required at the moment to pay for any changes to the artefacts.
- In the short term have commissioned international artists, Heinrich and Palmer, to create a video installation which tells the story of parchment made in Havant and the 'fact' of its use in writing the Treaty of Versailles.
- Long term we want to re-imagine the museum - have already made progress in inviting exhibition designers to come up with a design to attract and retain visitors, a more interactive space, with high quality exhibitions and financially feasible. Once we have the the feasibility study we will fund raise for the re-imagining of the museum.

SF said that our heritage volunteers were invited to comment on the initial tender document. We will want our supporters and audiences to be involved in the project.

Finances

SF reassured the meeting that our finances 2018 /19 are in good shape. However:

- With Arts Council England:
 - 2018 /19 start of NPO - 4 year project - first 2 years surplus offset second 2 years deficit
 - Funding for 4 years but subject to spending review (ACE settlement only until 2020 presently) but any cuts will be spread evenly
 - Apply for NPO in 2020
- Local authorities - no end to austerity, difficult decisions - want to work with them
- HCC: 3 year reduction, seeing our grant reduce by 33% from £107K to just over £75K. This was partly offset by the capital grant which will help us increase income. We need HCC support as this helps leverage ACE support, so it is vital we have an agreement with them. Councillor Woodward, the portfolio holder, has visited us and we continue to be in conversation with HCC as how best to manage reductions.
- HBC provide us with £30K funding but we can expect reductions year on year and we need to handle these appropriately.

SF said that this is why we will need to earn more, fundraise more or do less. However we are already doing everything possible to embrace change and work progressively. We are very grateful to our funders for their support and understanding of our organisation.

Finally SF thanked for all our members, volunteers and audiences for their support and suggested ways in this could continue.

- Try something new
- Bring a friend
- Volunteer
- Talk to us - give us feedback
- Eat more cake and drink more wine!
- And if everyone were able to put £1 in the donation box every time they visited we would make £130,000!
- Think about leaving us a legacy.

SF asked that everyone keep their eyes open for future plans to celebrate 10 years as The Spring and the exciting special events and activities.

Questions

Debbie Barton asked about corporate sponsorship.

SF said that we had never done this before and our problem has been what we can offer them in return

John Whitelaw queried whether Fatface and IBM would be sponsors.

SF said that Fatface already support their own charities. Pfizer had supported a particular

project. This is a different fit, funding a particular project.

John Briggs, Friends of the Museum, said that it was HCC who owned the artefacts in the museum.

SF agreed but this is why there is some confusion as to Hampshire Cultural Trust's role.

Robin Hall queried the 3rd and 4th years of the NPO finance.

SF explained that this is due to the reduction in HCC and HBC funding which will undoubtedly come into effect in these years.

Bob Comlay reiterated the problems of an ageing population which is recognised in the Local Plan.

SF replied that we must make the most of opportunities for this audience.

Hugh Owen was aghast that the private car park beside The Spring was not available at weekends.

SF said the property belonged to Live Link who allow us to use the space in the evenings.

Rob Wemyss suggested that with all the new housing being built it might be worth contacting the companies building the estates to see what they can offer us even before people move in. SF said that was absolutely right and we should make more of this.

HO although annoyed that he'd been charged a booking fee by another venue, wondered whether this is what we ought to be doing.

SF replied that we had taken off the card fee as it was so unpopular but had offset it in the deal with the performing companies.

RH agreed that we ought to be doing more in gaining sponsorship. We will be launching a patron scheme shortly.

18/9 APPOINTMENT OF AUDITORS

The Appointment of Morris Crocker was:

Proposed by: Hugh Owen

Seconded by: P Hammond

Carried nem con with no abstentions

18/10 ELECTION OF TRUSTEES

RDH informed the meeting that the current Board was a very professional blend of professional skills/experience and personal characteristics such as leadership and team-working, one that staff, volunteers, members, funding organisations and the general public could have total confidence in.

The Spring has 7 elected trustees, 5 trustees co-opted by trustees and 2 nominated trustees – Cllr Jackie Branson for HBC and Cllr Ray Bolton for HCC.

This year **Nathan Curry** and **Peter Hammond** are in the middle of their term as trustees.

Mike Dawe is standing down.

Roger Harrison, Chair, is up for election. Also:

Richard McMillan who offers finance expertise as a chartered accountant with 20 years' experience as well as supporting other charities. He also volunteers for Front of House duties at The Spring

Paul Jessop who offers expertise as CEO of another charity as well as previous experience in this role.

Sam Garner-Gibbons who is technical director at Chichester Festival Theatre as well as having an interest in youth work.

Their election was:

Proposed by: Alan Welton

Seconded by: Jackie Branson

There were no objections and therefore they are deemed elected.

RH said that further trustees - **Deborah Binks-Moore, Steve Murray and Valerie Bird** would be co-opted after the meeting.

He reported that Bobby Darge is stepping down as Chair of the Trading Company. He paid tribute to all the work she has done, particularly with the change over to a new cafe / shop manager. He also said that we are, therefore, looking for another chair with experience, preferably of commercial trading.

He also reported that Mike Dawe, our Vice Chair, is stepping down. We are extremely grateful to him for steering through the new constitution and membership scheme, and the capital projects mentioned earlier.

RH informed the meeting that he will be stepping down as Chair at the end of the financial year.

Once again he thanked Sophie for all she has done to bring The Spring to this exciting point, a remarkable job, which, of course, she acknowledges that she couldn't have done without the work of her team.

18/11 AOB

Hugh Owen: Recorded his disappointment at the layout of the Research Room.

SF said that this is why we need specialist help to re-imagine the whole of that area.

HO also said that he was disappointed that many of the heritage talks were fully booked so early.

SF said that it was not financially viable to put these talks in the theatre but we did operate a waiting list. If the list becomes long enough, we find another night to put the talk on again.

Alan Welton asked whether it would be appropriate for FOH volunteers to wear a uniform, rather than their own black clothes.

SF said this is a conversation she would have with other volunteers to find a consensus.

RDH thanked Sophie and her team for the wonderful work they have achieved this year. We are remarkably lucky to have such a fine director and staff.

Meeting closed at 9.45 pm

Signed: Date:

Co-option of Trustees

Roger Harrison as Chair	Proposed VB	Seconded SM
Paul Jessop as Vice Chair	Proposed RH	Seconded VB
Steve Murray	Proposed PH	Seconded PJ
Valerie Bird -	Proposed SM	Seconded PJ
Deborah Binks-Moore	Proposed RH	Seconded SM
Bobby Darge	Proposed PH	Seconded SM