

Whitehall Choir Committee Meeting: Thursday 30th April 2020

Zoom call

Attendees: Philip Pratley (PP) - Chair; Anne Courtney (AC) - Alto Rep; Simon Hunter (SH) - Tenor Rep; Ian Williamson (IW) - Bass Rep; Laura Lowenthal (LL) - Business Manager; Martin Humphreys (MH) - Publicity Manager; Kate Goulden (KG) - Soprano Rep; Sarah Rollinson (SR) - Treasurer Elect; Joanna Tomlinson (JT) - Music Director; Richard Grafen (RG) - Webmaster; Alison Williams (AW) - Librarian; Joanna Dacombe (JD) - Secretary; Aileen Stanton (AS) - Events Manager (co-opted).

Apologies: Antonia Romeo (AR) - President.

Meeting Summary

PP welcomed the committee and thanked them for attending the recent additional calls. PP advised that there was a lot to look at regarding the 2020/2021 season and that this session would be to develop the options rather than make a final decision. He confirmed that he, SR, JT and JD would then put together the options for the committee to review. PP thanked JT for the online sessions, and the part reps for keeping members informed and maintaining morale.

Item 1: Constitution amendments proposal

PP invited SH to take the committee through the proposal and documentation. SH shared his gratitude for the input provided by IW, Jacky and Mark and their assistance in developing the documents. SH reminded the committee that there were two related, but separate, problems that needed solving. SH advised that the proposed revisions now make it clear who the choir's trustees are and give them control of the management of the charity's funds, as required by statute. SH highlighted that the current Constitution places all the affairs of the choir in the hands of the Committee, therefore constituting all Committee members as trustees without meaning to. The opportunity was also taken to tidy up some other areas, such as including a provision for proxy voting, all of which mostly happen in practice anyway and so these are minor changes.

SH advised that the key changes were to the Jubilee Fund, as this currently means that part of the choir's assets are outside the control of its 3 trustees. It also constitutes the signatories as trustees. SH reminded the committee that the independent examiner had also raised concerns about this arrangement. The distinctive character of the Jubilee Fund means that it should be independent from the rest of the choir's funds. It is useful having 3 members (at least 2 of whom are not on the committee) as representatives of the choir, ensuring the Fund is properly maintained for the purpose for which it was set up. SH shared that he had tried to balance these two aspects when redrafting: to include appropriate levels of control over the Jubilee Fund for the trustees, as well as the need to maintain the role of the signatories. These signatories have been termed as 'custodians' in the proposed updates - highlighting their role of safeguarding the Jubilee Fund for the choir as a whole.

SH summarised the key proposed changes to the Jubilee Fund as follows:

1. Clarifying the role of the custodians and the trustees, including a balance of signatories on the account between the custodians and the treasurer. When making payments, at least one signatory must be the Treasurer;
2. There was a concern that by changing the signatories into custodians the Fund would lose a layer of protection. Any loan or grant will have been considered by the officers of choir, as well as the Committee and choir for larger sums or the custodians for smaller sums. SH confirmed that this is similar to what is currently in place and provides the same level of protection;
3. General management provisions for the Fund. SH flagged that this is a major change. The old rules require that 80% of the Fund has to be kept on deposit at an authorised bank or building society. This was sensible at the time but economic conditions are very different now and having this requirement written into the rules is not ideal. The new draft states instead that the Fund must be kept in accordance with the finance policy set by the officers of the choir with the committee. When redrafting they have ensured within the rules that the custodians must be consulted in advance of any proposed change impacting the Jubilee Fund, and can represent the choir as a whole in that process. SH confirmed that although the original 80% rule has been removed, the consultation process retains the security for choir.

IW confirmed that they had had extensive discussions for some time but have now reached a framing of the new document that SH, he and the other signatories could agree upon. IW flagged that some changes were not ideal, mainly that the signatories could no longer incur expenses without the Treasurer's signature. Overall IW welcomed the new term 'custodians' to act as conscience of choir and was content to proceed with the documents as presented to the committee.

SR confirmed that she was content with the changes and welcomed these to ensure we are compliant with latest legislation and in a good place for the Charity Commission. AC highlighted that the number of people who can sit on the Committee has now been included and asked if we should consider increasing this as we are approaching the upper limit. SH advised that we could but this was more of a practical rather than legal consideration. It is generally preferable to avoid it growing too large and invite people to speak to the Committee without them being members. PP confirmed that we would continue to co-opt people as needed so we keep a balance, ensuring the committee remains a practical size for the task it has.

JT asked how these changes were going to be presented to the choir. SH asked that the Committee take some time to review the final documents and think about the proposed changes (**Action 1**). Once the Committee has taken a formal view at the next meeting on 4th June, it will need to be scheduled for a formal vote by the choir. SH raised the question of how to have a valid AGM when we are unable to meet in person (**Action 2**). PP advised that he would write to the custodians to thank them for their help, but asked IW to pass on the Committee's thanks to Jacky and Mark in the meantime (**Action 3**).

Item 2: Finance update

SR advised that she was in the process of reconfiguring the financial forecast given the circumstances. When complete SR will discuss with PP and JD offline, and bring the new version with updated

subscription information and options for the committee (**Action 4**). SR shared that she was waiting for a few more things from Patrick and then the handover would be complete. SR advised that she would be speaking to PP and JD offline as some payments need authorising. SR told the committee that the choir's finances were still in a good position for the time being, but everything would need to be reviewed given the circumstances. SR drew the committee's attention to 3 key areas:

1. Papers - SR asked the committee to think about what financial information they would like to see at meetings. While an update on the choir's financial position and performance is required, it could be more detailed or summarised depending on the time of year. SR advised she didn't intend to show a detailed cash flow every meeting, favouring options for a half-yearly full report with more summarised versions in between. Other options include some specific analysis at different times in the season e.g. concert takings and costs for additional analysis. SR asked that everyone email her to advise the most useful types of information they would like to see brought to these meetings to ensure members get what they want to see (**Action 5**).
2. Discussion on subscriptions - SR highlighted that any increase in these has been avoided for some time and she felt that friends and family are expected to buy quite highly priced tickets to allow for this to continue. SR suggested that many members would probably accept a small rise in subscriptions, bringing in a relatively good amount given our numbers, in order to offset the need to sell lots of tickets and/or possibly decrease their price. SR asked that this be revisited in the future as she feels that tickets are going up to a price that is not really viable for some concerts (**Action 6**).
3. Plans for next season - SR expressed concern about establishing the choir's plans for next season and going forward. Her view was that things would not be opening up by September, and regardless lots of people will be encouraged to work from home. This will have an impact on whether people will want to come into London, even if they are able. Those who are more elderly or at risk could be compelled to stay at home, or may not be comfortable coming in for rehearsals and concerts. SR advised that the choir's finances are fine for this term; having checked the subscriptions, most people with standing orders seem to be paying still. However, it could be much harder to convince people to pay for a new season in September as it's a very difficult sell as we likely won't be able to offer in-person rehearsals. There will be people who are prepared to pay to support the choir, but there will be people who aren't, or aren't able to do so. SR said she would need to look at the variables and do the modelling to see what we'd need to hit in order to meet our financial commitments (see Action 4). SR shared the possibility of offering a reduced subscription for the online rehearsals.

PP advised that an abbreviated financial dashboard would be useful, and confirmed that the early part of the Autumn term looks unlikely now. SH emphasised that choir members need to be kept informed of decisions, and the detail behind these discussions. He recommended sharing as much of our thinking as soon as possible, particularly our thoughts regarding the planned concerts, and including choir members in the process. PP advised that JD had a draft note ready to go out to the choir via part reps with an update and next half term's schedule (**Action 7**).

JT asked if we are paying St Peters in full and SR advised that she would check (**Action 8**).

MH reminded the Committee that he had conducted a competitive survey of 13 similar choirs, including their subscriptions and ticket prices, and would circulate the results for us to review again (**Action 9**). IW recommended we consider sharing more detail with choir members about what our subscriptions pay for and where the money goes, including a reminder about gift aid. SR confirmed that it would be useful to include this in the updated illustrative forecast for the choir for the year, highlighting where the funding comes from and what it does.

Item 3: Upcoming schedule & concert plans

PP advised that this would not be discussed at this meeting but that we would come back with some thoughts in the form of a letter to members (see Action 7).

AOB

PP said we would finish early to attend the NHS clapping at 8pm. AW reminded the Committee that she would not be continuing in the role of librarian and asked for support from the part reps in finding a replacement.

JD advised that the actions item had been missed and there were a number of things to discuss, but shared that she would be stepping down after the AGM and would contact action owners about the most pressing things via email. KG advised that she too was considering stepping down at the end of this year.

PP thanked the committee and closed the meeting.

Actions Summary

Ref	Action	Owner
1	Members to review the final proposals in the constitution and Jubilee Fund documents and flag any concerns to SH. Final documents to be discussed at 04/06/20 committee ahead of the AGM	All
2	Confirm arrangements for a virtual AGM, including whether a voting process could be considered valid	All
3	Send our thanks to the custodians and cc. SH	PP
4	Revise financial planning and meet with PP & JD to discuss. Share revised financial planning, subscription information and options with the committee	SR
5	Consider what financial information it would be helpful to see at committee and share with SR	All
6	Revisit subscription level increase next season	PP, SR
7	Send an update note to part reps for cascade to the choir & a survey to gauge members' views. Once the survey results have been reviewed at 4/6 committee, write to members	JD, SR

	with the revised plan for the 2020/21 season	
8	Confirm financial situation and arrangements with St Peters	SR
9	Circulate competitive survey results amongst committee members	MH