

**NATIONAL LEARNING AND WORK INSTITUTE  
(ENGLAND AND WALES)**

(Registered Company No: 2603322, Registered Charity No: 1002775)

**ANNUAL GENERAL MEETING**

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**Minutes of the twenty-fifth Annual General Meeting of the above-named company  
held at 1.00pm on Wednesday 1<sup>st</sup> November 2017 at  
Joseph Rowntree Foundation, 5<sup>th</sup> Floor, Camelford House,  
89 Albert Embankment, London, SE1 7TP**

**PRESENT**

Stuart, Nick (Chair)	President, Learning & Work Company Board
Bunker, Samantha	City Literary Institute
Chamberlain, Phil	City Literary Institute
Chaussalet, Judy	Think Global
Davis, Bryn	Honorary Life Member
Furlong, Tara	Research & Practical in Adult Literacy Group
Galliers, Maggie	Chair, Learning & Work Company Board
Gravatt, Julian	Association of Colleges
Greenidge, Jeff	Chair, Learning & Work Cymru Strategy Group
Hasting-Evans, Graham	NOCN
Langhorn, Mike	Learning and Work Company Board member
Lavender, Peter	Honorary Life Member
McNair, Stephen	Honorary Life Member
Merrifield, Häf	Learning & Work Company Board member
Neill, Emma	The Open University
Pitumpe, Wijay	Barking and Dagenham College
Ward, James	Workers' Education Association

**In attendance:**

Fiona Aldridge, Joyce Black, Stephen Evans, Juliana Hancock, Rachel Marvin, Duncan Melville, Tony Wilson.

**1. APOLOGIES FOR ABSENCE**

Apologies were received from 24 members.

**2. REMARKS FROM THE CHAIR**

Nick Stuart, President of Learning & Work, welcomed members to the AGM.

Nick Stuart informed the Annual General Meeting (AGM) of the passing of Jane Slowey, who had been a Trustee of Learning and Work (formally of NIACE) and CEO of The Foyer Federation. Jane had been a Trustee of great value, and had chaired the Policy and Strategy forum. It was also commented that Jane had been a good friend to L&W and a kind and generous person.

The President commented that, since last year's AGM, the Board had worked hard covering the full agenda of L&W's work, encompassing community and family learning, low pay / flexible pay and apprenticeships.

3. **MINUTES OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING HELD ON 1<sup>st</sup> DECEMBER 2016.**

The minutes of the twenty-fourth Annual General Meeting held on 1<sup>st</sup> December 2016 were APPROVED as a correct record and duly signed by the Chair of the meeting.

4. **MATTERS ARISING**

The report of actions taken following the Annual General Meeting 2016 was RECEIVED.

Minute 6: Appointment of Auditors 2016/2017

Members agreed that haysmacintyre should be appointed as external Auditors for 2016/2017.

Action: Following the AGM haysmacintyre were appointed as external Auditors for 2016/2017.

There were no further matters arising.

5. **AUDITED ACCOUNTS FOR 2016/2017**

Mike Langhorn, Chair of Audit Committee, presented the Trustees' Report and Financial Statements for year ending 31<sup>st</sup> March 2017. It was noted that the accounts had been reviewed and approved by the Learning & Work Company Board and audited by haysmacintyre.

Mr Langhorn commented that L&W had experienced a hardworking year and this was reflected in the financial statements and was pleased to report that following a couple of years of reduction in income L&W are now showing a slight increase (5%) in income. At an operational level the organisation spend had exceeded income, but due to the prudence of the investments there had been an overall surplus of £375,000. Unfortunately, this surplus is dwarfed by the pension deficit charged in the accounts.

The Chair of Audit Committee reported that haysmacintyre had given a clean audit opinion on the Trustees' Report and Financial Statements for year ending 31<sup>st</sup> March 2017.

Mike Langhorn proposed the ADOPTION of the Audited Accounts and this was seconded by Häf Merrifield, Company Board member.

Members ADOPTED the Audited Accounts for 2016/2017.

**6. APPOINTMENT OF AUDITORS 2017/2018**

Mike Langhorn, Chair of Audit Committee reported that haysmacintyre had provided several years of satisfactory service to L&W. The Audit Committee had recently reviewed this service and were content to retain haysmacintyre as external auditors.

Mike Langhorn, Chair of Audit Committee, proposed the appointment of haysmacintyre and this was seconded by Graham Hastings-Evans.

Members AGREED that haysmacintyre should be appointed as external Auditors for 2017/2018.

**7. IMPACT REPORT 2016/2017**

Members RECEIVED the Impact Report 2016/2017. The report was introduced by the Chair of Company Board who commented that often when two organisations merge there is the risk that the work the two organisations hold dear is diluted. The Board wanted the new organisation to focus on key matters that were important, showing that the whole is greater than the sum of its parts. L&W provides opportunities for all to achieve their potential, with its work spanning learning, skills, employment and housing. The Chair of Company Board commented that the infographics in the Impact Report show why L&W and the work it does matters.

P Lavender said that the Impact Report was inspiring and uplifting but queried the reporting on page 23 which implied that the Festival of Learning had been operating for 25 years. For many years this flagship event was named Adult Learners' Week and it was noted that this could have been an editorial problem. This is a minor point but does skate over the leaders that made this event happen.

The Chair of Company Board acknowledged this point and commented that L&W had continued to produce an excellent event despite the reduced funding and highlighted the need for partnership working to enable successful Festival of Learning events in future years.

After interesting discussion, the Members noted the breadth of work being done by the Institute and ADOPTED the Impact Report 2016/17.

**8. CHIEF EXECUTIVE'S REPORT TO THE ANNUAL GENERAL MEETING**

The Chief Executive (CEO) thanked Members present for attending which was very much appreciated. The CEO commented that the Impact Report is a retrospective look back at the work achieved by L&W during the last year, but his report will look forward and outline the work for the current year and beyond.

The structure of the Impact Report is to be changed, currently this document is in line with the Strategic Plan. The external environment has changed sufficiently and working with the Company Board and staff, a revised Strategic Plan will be developed reflecting on what should L&W focus on moving forwards. The

challenge will be to make sure L&W work is not just a number of projects, but how that works stacks up.

Individual priorities are similar to last year, Festival of Learning, both England and Wales. Working in Partnerships is high in the Government's Policy agenda particularly in:

- Apprenticeships
- Providing a route for people to improve skills in work.
- Quality and access to apprenticeships.
- L&W are one of the few organisations undertaking research to tackle barriers into learning and training.

Lots of work is taking place regarding Community, Adult and Lifelong Learning, although there are funding challenges. L&W is working with LEPs to ensure that devolved responsibilities are focused and £40m of government funding has been allocated in the Government's budget, part of which will be spent in testing new ways to encourage people into learning and a new flexible learning fund.

L&W's objectives remain challenging and that will not change in the future but the list of current funders show that the Trustees and Senior Management are looking elsewhere to diversify income streams.

L&W achieves its success by working in partnership with others, developing new and better ways of working and the CEO extended his thanks to all those who support the organisation. Huge thanks were given to the team of staff and Trustees.

## 9. **ARTICLES OF ASSOCIATION**

Members RECEIVED the report which outlined the Board's proposal to reduce the quoracy for Annual General Meetings from 15 members present to 5 members present, NOTING that:

- The AGM held 3<sup>rd</sup> November 2016 had to be rescheduled as it was not quorate. The subsequent meeting held 1<sup>st</sup> December 2016 also was not quorate, but the Articles of Association allow for a reconvened AGM to go ahead.

Following an in-depth discussion, Haf Merrifield proposed that the Special Resolution to amend the quoracy for an Annual General Meeting be amended in the Articles of Association from 15 members to be present to five members to be present. Seconded by Bryn Davies. All members present agreed.

## 10. **RENEWAL OF COMMITTEE MEMBERS**

Members RECEIVED the report and noted:

1. The elections in 2015 for the positions of President, Treasurer and Chair of Policy Committee were deferred due to the merger with Centre for Economic and Social Inclusion.

2. The terms of reference for the Company Board state that members are appointed for a term of three years.
3. At the March 2017 Company Board meeting members agreed that the positions deferred from election in 2015 be re-elected in 2017.
4. The four remaining members being due for re-election in 2018, at the completion of their three-year cycle.

Stephen McNair proposed that Nicolas Stuart be re-elected as President and Mike Kapur be re-elected as Treasurer. This proposal was seconded by Mike Langhorn. All members present agreed.

The President informed the meeting that Michael Davis had been appointed to the Company Board in January 2017. Michael Davis has a wealth of experience and a serious track record in the field of further education. The President proposed the ratification of Michael Davis as a member of the Company Board. Seconded by Peter Lavender. All members present agreed.

**11. CALENDAR OF MEETINGS**

Members RECEIVED and APPROVED the Calendar of Meeting Dates for 2017-2018.

**12. ANY OTHER BUSINESS**

There was no other business.

The meeting closed at 1.53 pm

**DATE OF NEXT MEETING**

The date of the next Annual General Meeting was scheduled for 1.00pm on Thursday 1<sup>st</sup> November 2018. The venue to be confirmed.

Signed: .....

Date: .....