

Mathematics in Education and Industry Annual General Meeting

Held online at 16.00 on 8 July 2022

Minutes

Present	
Chair	Victoria Pope
Company Secretary	Keith Proffitt
Directors	Peter Anscombe, David Bedford, Richard Browne, James Coughlan, Tim Jay, Steven Labeledz, Hashim Ramzan, Richard Smith-Morgan, Serena Tierney, Lowri Williams
Other members	Peter Bossom, James Groves, Malcolm Grubb, David Holland
Chief Executive	Charlie Stripp
Others	Vanessa Pittard, Edd Stone

1 Apologies for absence

Apologies for absence had been received from Andrew Ramsay and Jade Otty. Andrew had sent a proxy vote form.

2 Acceptance of the minutes of the 2021 AGM

The minutes of the 2021 AGM were adopted.

3 Presentation of the Report of the Trustees and Financial Statements for 2021/22

Richard Smith-Morgan (Finance Trustee) presented the Report of the Trustees and Financial Statements for 2021/22.

A member enquired about the Emergency Board Meeting held in

February 2022. It was confirmed that this was to discuss bids for the AMSP and NCETM contracts.

A member enquired about the Board effectiveness review, asking when it was carried out and what the outcomes were. The Chair of the Board Recruitment and Development committee responded that the Board had discussed at its 7/8 July Board meeting the outcomes of the internal review carried out from April to June 2022. She noted that the outcomes were positive. Two items for more careful consideration at the September Board meeting would be: the alignment of Board skills and needs; the balance between strategic and operational items on the agendas of the Board and its committees.

A member asked about new income sources and whether any costed projects are on the table. The Chair of the Fundraising Committee reported that two projects, data science and work done in Stoke, were part of a package to take to market to demonstrate what MEI wants to do, what the outcomes are and the funding we are looking for. He reported that his committee had supported preparation for this work, including overseeing a new website and a senior member of staff being diverted to concentrate on this work. He noted that bidding for the AMSP contract had slowed down this work but there was nothing to hinder it now.

A member asked whether the Board would release reserves to support fundraising efforts. The Finance Trustee responded that a deficit budget of £300k had been approved for 21/22 to do just this, but not all of it had been spent.

A member asked about the economic background assumptions for 22/23 and how they affect MEI and the AMSP. The Finance Trustee responded that this was a live issue for all businesses as inflationary pressures increased. The Finance Audit and Risk committee had asked the Senior Leadership Team to assess the risk associated with the tension between keeping programmes in budget and giving market rate pay rises to staff.

Members congratulated the Board and staff on securing the new AMSP contract.

A member asked about the outcomes of the audit of the 21/22 accounts. The Finance Trustee reported that the auditors' letter of comment had shown no significant issues. There was one

uncorrected error; tax credits successfully applied for in late March were to be included in the 22/23 accounts and the auditors took the view that this extra £66k income should be included in the 21/22 accounts. Two minor internal control observations had been made about record keeping. The auditors had been congratulatory about the audit process.

A member asked about debtors. The Finance Trustee noted that this is due to the timing of DfE reconciliation and is not a concern.

4 Acceptance of the Report of the Trustees and Financial Statements for 2021/22

A resolution that MEI's audited Report of the Trustees and Financial Statements for the year ended 31 March 2022 be received and adopted was passed unanimously.

5 Appointment of auditors to MEI

The Finance Trustee noted that the Board recommended that Monahans be reappointed to be auditors for 2022/23.

A resolution to appoint Monahans as auditors for 2022/23 was passed unanimously.

6 To appoint as directors those appointed by the Board since the 2021 AGM

A resolution that Timothy Jay be reappointed as a director of MEI was passed with 14 votes in favour and 1 abstention (proposed by Serena Tierney, seconded by Lowri Williams).

A resolution that Hashim Ramzan be reappointed as a director of MEI was passed with 14 votes in favour and 1 abstention (proposed by Lowri Williams, seconded by Peter Anscombe).

A resolution that James Coughlan be reappointed as a director of MEI was passed with 14 votes in favour and 1 abstention (proposed by Serena Tierney, seconded by Richard Smith-Morgan).

7 To note the retirement of those directors retiring by rotation and to reappoint those who wish to continue as directors

This item was chaired by Richard Browne, the Deputy Chair of the

Board, as the Chair was due to retire by rotation and wished to stand for reappointment.

The Deputy Chair noted that Jade Otty did not wish to stand for reappointment as a director. He thanked Jade for her contribution to MEI.

A resolution that Victoria Pope be reappointed as a director of MEI was passed with 14 votes in favour and 1 abstention (proposed by Serena Tierney, seconded by Peter Anscombe).

A resolution that Lowri Williams be reappointed as a director of MEI was passed with 14 votes in favour and 1 abstention (proposed by Richard Smith-Morgan, seconded by Serena Tierney).

8 To approve amendments to the Articles of Mathematics in Education and Industry

The Chair reported that the amendments for the Articles were not ready for approval, so this item would become a discussion of the direction of the amendments which the Board proposed.

The Company Secretary was invited to outline the proposals. He noted the paper with the proposals and the case for them.

The Company Secretary noted that it is proposed that trustees retire three years after their previous appointment rather than a third of trustees retiring each year.

A member noted that, although he was not against the proposal, the retirement of a third of the Board reduced problems if several trustees were appointed at the same time. The Deputy Chair noted that the current situation led to the anomaly of two trustees appointed on the same day being required to retire a year apart. The proposal was neater in the context of the Board's intention that trustees should retire after nine years.

The Company Secretary noted that it is proposed that the only members of MEI at any time are the then current trustees.

A member expressed his agreement with the proposal noting that in previous times, when MEI had a very small professional staff and a large number of volunteers, it gave credibility to MEI positions that it had the backing of its members. With a larger professional staff this

was no longer necessary. The Chair noted that it is intended to professionalise the gathering of evidence and support for MEI's work by reconstituting an advisory panel.

A member reported that he was not convinced by the proposals. He noted that some valuable questions had been asked at the AGM and that holding the Board to account in this way was good governance. The proposed model was suitable for charities set up to spend a bequest but not for MEI. He noted the comments about not competing for members with other organisations but proposed that MEI needed a membership which is representative of stakeholders in mathematics education.

The legal trustee responded that mass membership is useful if a charity raises money from its members or of if the members work voluntarily for the charity, neither of which is the case for MEI. Trustees are responsible to the Charity Commission and Companies House so there are checks and balances in place to hold the Board accountable. There is a rigorous process for appointing trustees – including looking for the appropriate skillset and checking qualification to act as a trustee; these processes do not apply to members. There is a risk under the current structure that a small group of members could take over the charity. Maintaining a membership has a cost.

Another member expressed his concerns about the proposals. He noted that being able to ask questions at the AGM enhances the governance framework – how would this work in future? The Chair noted that the proposed advisory panel would be expected to ask challenging questions of MEI, that it would be able to do this on a regular basis and that this could feed into MEI's work.

A member expressed the view that the arrangements for the Ambassador class of membership have been neither clear nor satisfactory. He asked what would the role be of the proposed group of Friends of MEI? The Chair responded that this had not been decided; perhaps the group would be part of the arrangements for an advisory panel. More clarity would be available in due course.

A member noted that meetings of previous versions of the advisory panel had been taken up with explaining what MEI is doing. How could this be avoided in future? The Chief Executive responded that one value of the advisory panel had been that its influential members had been able to speak positively about MEI in the maths education

world.

A member noted that, in his view, there were institutions in the educational landscape which acted in their own interests in a way which was sometimes detrimental to education. What would prevent MEI from doing likewise in future without a wider membership to be accountable to? The Chair of the Governance Review Group pointed to the AMSP advisory panel under the new contract, the Young Persons' Consultative Panel currently being set up, the intention to set up a panel to advise MEI on its input to the NCETM as well as the more general advisory panel alluded to previously; these are all ways in which MEI shows it wishes to act with advice from key stakeholders in mathematics education.

9 AoB

There was no other business. The meeting ended at 17.04.

Keith Proffitt
MEI Company Secretary
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