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OutdoorLads 2019 Annual General Meeting

Date: Saturday 21st September 2019

Location: Bethnal Green Working Men's Club
42-44 Pollard Row
London
E2 6NB

Opened: 14.00

Closed: 16.45

Attended 100 (75 in person/ 25 online)

Board and Staff Attendance

Board Members:

Peter Walter (PW) Chairman

Matt Tennant (MT) Vice Chair

Steven Allan (BM)

Neil Sharp (NS)

Jonathan Moore (JM)

Danny McKeown-Henshall (DMH)

Dan Barcroft (DB1)

Co-opted Members: (elected to Trustees during meeting)

Jimmy Brash (JB)

Danny Ballantyne (DB2)

Ted Youngman (TY)

Fergus Brunning (FB)

Staff Members:

Liam Russell (LR)

Tashi Acton (TA)

Yvonne Goldsmith-Rybka (YGR)

AGM/19/01 Welcome

Chair Peter Walter opened the meeting and thanked all for attending. The meeting was also live streamed on Skype for Business.

PW outlined the proceedings of the meeting and introduced the trustees and staff members to the audience.

PW presented the main points for discussion with the agenda as follows:

- Our charitable purpose
- Leaders
- Key stats, financial review and annual accounts
- Changes to constitution
- Environment
- Elections

- Aims for the future
- Awards

A few moments silence was honored for Richard Payne who passed away earlier in the year in a tragic avalanche whilst attempting to scale a previously unclimbed and unnamed peak on Nanda Devi, India's second highest mountain. Rich was instrumental in setting up OutdoorLads climbing groups and in the training of other climbing leaders.

AGM/19/02 Our Charitable Purpose

Dan Barcroft took the floor for this section. He expressed the group's main core values:

- Friendly and welcoming
- Professional
- Fun
- Adventurous

These values meaning different things to different people, with a range of events that challenge members to achieve their goals and improve their physical and mental wellbeing – a lifeline for gay, bi and trans guys susceptible to depression and self-harm, and often experiencing feelings of isolation.

With stats from our annual member survey (Aug 2019) showing generally higher success rates than the previous year. DB concluded that we should feel proud of what we do at OutdoorLads, with a special thanks going to the leaders and volunteers.

AGM/19/03 Leaders

Neil Sharp, the trustee responsible for volunteers, took over here. He asked all the leaders in attendance to stand (which was actually over half those present) who received applause as without their time and commitment none of the events would be possible.

We have gained 38 new leaders since the AGM in 2018, and a data cleaning exercise on the website of those leaders that are no longer active. Listening to feedback from the 2019 leader survey, the biggest challenge is non-attendance. Action has already been taken regarding this with automated emails being sent out to members not turning up to events, resulting in a decline in the number of 'no shows' since May.

Special thanks were given to Andy Martin and Pete Keeling who are stepping down as organisers.

Goals for next year include more Spring Clean style events, improving leader communication, and more training especially in mental health awareness. Also splitting the North into two manageable parts, bring North West and North Wales (NWNW) and the North East.

PW then invited questions from those in attendance (and those in the live stream):

Q: The standard automated email comes across as quite brutal, especially for those not attending events due to bereavement and other valid reasons.

NS: The responses were created with most scenarios in mind. We didn't want members to feel uncomfortable, but to simply highlight the fact that their none attendance / not informing the leader should be avoided next time due to the negative impact on the event and all those attending.

AGM/19/04 Approval of Previous Minutes

At this point numbers in attendance were counted as having reached 100 and therefore voting could now take place as the meeting was quorate. PW asked that the previous year's minutes be approved; they were proposed by Simon Hawthorn and seconded by Jerry Bateman and passed as presented by a show of hands with a clear majority, none against and no abstentions.

AGM/19/05 Key Stats, Financial Review and Annual Accounts

Peter Walter went over key statistics highlighting a growing number of events delivered and places booked in 2019. Member data was analysed this year, and historic errors in the classification of some Full Members were identified and corrected, resulting in an apparent, but not actual, drop in the number of paying Full Members, and a corresponding increase in the number of PAYG members over the period.

PW informed the meeting that Brett Monaghan had stepped down as treasurer for personal reasons, and that he would therefore summarise the financial position and resulting decisions made that year.

Although both event and membership income had risen, so had costs including accommodation, food & drink, and overheads. Therefore, reserves are down due to spending more than we earn, especially with the current website depreciating year on year with an estimated shelf life of 7 years.

Office premises were changed in order to reduce costs; and £10,000 extra was raised through increased hostels and events; but in order to sustain the future of the charity and still have funds in place for a new website when needed, an increased membership price was agreed on, a very difficult decision for all the trustees and one not taken lightly.

There has not been an increase in the price of membership for 6 years. The price rise from £55 to £65 puts us in line with current inflation over that time period. The fixed deal of £49.02 was also rescinded as it was not sustainable or fair to other full members, but in hindsight better communication and consultation should have taken place with these lifelong members over this decision.

It was the right thing to do for the long-term viability of the organisation but could have been handled better.

With these decisions we are now out of the red, and back in the black.

Questions were then invited:

Q: Although the price rise may have been the right decision it has caused debate. In hindsight, will you now be consulting members re other big decisions?

PW: Hindsight is an easy thing after the event: but yes I can 100% commit that in the future the board will consult more and engage members in big decisions.

Q: It was originally agreed we would be spending on the new website and that we planned to reduce reserves, so why then is the remedial action of increasing the membership price necessary?

PW: We couldn't continue to carry a further 10k or 15k loss. The accounts show a depreciation of 28k against the previous website. This isn't cash but an accountancy nominal value resulting from depreciation of the old website.

Q: We seem to have lost 200 members since last year. How many of those are lifetime members who cancelled since the price increase announcement?

PW: Of those on the £49 lifelong deal, 26 cancelled.

Q: In other organisations would it not be part of the AGM to vote on this price rise?

MT: In line with our Articles of Association the Board has the power to make this decision.

Q: As an observation, this was more an issue of communication. Surely consulting with the members should have been the first step?

PW: As already mentioned, yes that would have been a good idea, but hindsight is a wonderful thing....

Q: With our current membership stats, is the model of the organisation evolving? Is the profile changing from a membership type club, to a service we provide that anyone can now buy into?

JM: To summarise, we have full members who pay an annual fee, and PAYG members who pay per event - and these have historically been less engaged. Is the membership model changing and are the PAYG numbers increasing? Do we need to rethink and change how we do things? Possibly. It's time to tackle and evaluate what our demand is, to move forward.

Q: How many of the 8000 PAYG members are active?

JM: I don't know the answer to that, but I will look into it.

A vote was held to approve the financial accounts and passed with an overall majority in agreement, and two members abstaining.

AGM/19/06 Changes to Constitution

Matt Tennant explained that all charities have a set of governing documents called the Articles of Association. Ours were first written as part of our registration in 2008 and accepted by the Charities Commission in 2009 to approve our charitable status. They don't necessarily impact members, but govern things we must legally do. They should be updated every five years but have not been updated since 2009, hence why the process began in late 2018 to review the existing document.

The scope of the proposed changes is small; but there are three main areas for consideration in this AGM.

- Remote Attendance

To allow OutdoorLads paid members to fully participate and be part of the quoracy in the AGM

- Trustee Roles

To set the maximum number of board positions at 12 with up to three of these external lay trustees (non-members of OutdoorLads); and to agree a tenure limit of 9 years for the executive roles (two full 3 year terms in any single role and then one further term in another role)

- Membership Code of Conduct

Setting out agreed guidelines to ensure that OutdoorLads can have an effective complaints/ code of conduct/ disciplinary procedure and the board have the authority to implement sanctions or appropriate outcomes as a result of breaches or complaints including the removal of membership.

With future review of the articles of association to take place at least every 5 years.

Questions were invited prior to voting on the amendments:

Q: Clause 33 doesn't make sense? Is there a limit to the number of trustees that can retire at once?

MT: We didn't actually change that clause, so it's not made sense in 11 years! We will have to look at that one next time....

Q: How will the external trustees be appointed?

MT: That depends on what criteria is needed, nominations would be put to the board, with interviews prior to any appointments. The board then has the power to co-opt these external trustees at any point, and members can ratify the decision at the AGM.

Q: By limiting the number of trustees will it dissuade and limit the number of ethnic minorities and those with disabilities from coming forward?

MT: The governing documents don't specify who can apply but we encourage everyone with the relevant skills and commitment to step forward for trustee positions.

Q: Why change the governance if members can already vote by proxy?

MT: It's a tidying up exercise and gives 100% clarity in what we can do in reducing any ambiguity with the wording by specifically referencing both 'physically and remotely.' Proxy votes also don't count towards the quorum.

Q: With regards to the new code of conduct guidelines, if I am a dick who decides the action taken?

MT: With the new policy outlined on the website anyone can now raise a concern about any individual or group of individuals which will then be reviewed by the office and three trustees who will investigate and come to a conclusion: it may simply be an apology is needed, but there is also now the power to remove members from the organisation if serious breach of conduct is found to have taken place.

Q: Is there a right of appeal for anyone who is not happy with the decision?

MT: Yes there is.

Q: If for example, in events like BIG Spring Camp where last time there were still a few partying at 5am, how will this be policed and those few individuals dealt with?

DB: The board could now say those people cannot attend these types of events in the future if a complaint is made and found to be substantiated. Everyone's intent is that expulsion is the last resort. Most things can hopefully be dealt with via an informal word or email to desist any type of unsociable behavior.

At this point PW asked that any further questions be emailed after the meeting; and a vote for the changes to the constitution was proposed and seconded, and passed as presented by a show of hands with a clear majority, none against and no abstentions.

Golden Tickets

At the end of this item, Tashi Acton awarded an OutdoorLads hoodie to Timothy Glynn attending the AGM who had found the Golden Ticket underneath his seat.

AGM/19/07 Elections

Turning to the election of trustees, Liam Russell informed members that five people were standing, and that (there is no fixed number of positions and so the candidates were not competing against each other.)

Each of the candidates introduced themselves and spoke about their reasons for standing and what they would bring to the board. Manifestos had been made available prior to the meeting.

Matt Tennant

Existing trustee seeking re-election with an intention to stand as Chair if successful. He has been on the board for six years, the last three of which he has served as Vice-Chair and managed the staff team. His priorities are setting out a strategy for the next 3-5 years and future proofing the long-term finances of the group, supporting and growing our volunteer leader base, and to continue the growth of new members whilst also retaining current members.

Jimmy Brash

Existing co-opted board member seeking electing as a Trustee. He has been a member of OutdoorLads for three years and wants to give something back to the organization including supporting the team of staff.

Danny Ballantyne

Existing co-opted board member seeking electing as a Trustee. He has been a member for the last four years and wants to focus on assisting the younger end of recruitment including appealing to a more diverse and less affluent demographic, giving them opportunities that might otherwise be out of reach. He has secured £1500 of additional funding in the last year.

Edward Youngman

New nomination, seeking the role of Treasurer if elected. A relative newcomer to ODL he hopes to bring a fresh perspective whilst ensuring we remain financially sustainable in the long term.

Fergus Brunning

New nomination seeking electing as a Trustee. A member since 2013, Fergus has become a leader in almost all types of activities OutdoorLads has to offer. He is currently the joint Regional Co-ordinator for the South East. He wants to ensure the experience for all members is as good as it can be.

The motions to approve all five candidates as board members was approved by a show of hands with a clear majority, with none against and no abstentions.

LR welcomed the new and returning trustees to the board.

AGM/19/08 Environment

Inspired by recent climate protests across the UK and teen environmentalist Greta Thunberg, Danny MH highlighted how we can all make a difference. We champion enjoyment of the outdoors within our events and activities, so as we grow we need to maintain our carbon footprint wherever we go and make improvements where possible.

Danny explained that nothing is set in stone and invited suggestions from leaders and members about what may be achievable to improve our environmental credentials on such matters as transport, recycling and waste, and food waste. Suggestions are welcomed after the meeting or by e-mail.

AGM/19/09 Aims for the Future

MT talked through the focus for the coming year, including the aims for the organisations continued success and achievements.

PW asked if there was Any Other Business and there was none.

OutdoorLads Awards 2019

The OutdoorLads Volunteer Awards were then presented by Neil Sharp. These were nominated by members and then shortlisted by the committee. Framed certificates were awarded to the following leaders for their innovating events

- God's Own Country Camping Weekend (Will)
- The Big Clamber-Fantastic (Simon & Wilco)
- Waterloo to Portsmouth Walk Series (David)
- New Look Manchester Pride 2019 (James)

With special recognition and quotes from members for

- Damo
- James Couldry
- Douglas Bingham

(Although only Wilco was present to collect his award)

NS concluded that of 1836 paid members there were 256 leaders (14%) and encouraged more members to get involved as with training and guidance anyone can do it.

Peter Walter Stepped Down as Chair

With a closing OutdoorLads video edited by Tashi Acton, a very heartwarming speech by Peter, and a special appearance from ex-Chair Dave Lawrence.

Instructions for the evenings social event given.

The meeting closed at 16.45pm

Appendix (Questions & Answers) to AGM Board Minutes

Member 1 Question

Out of those 100 people here for the AGM- how many of those were on the life membership? OutdoorLads for me is a club and organisation where you join and are member of a great organisation, unfortunately what I got from the AGM was a culture of pay as you go, attend the AGM by proxy. Out of those respect comments- how many from new members were the comments from?

Response: In answer to your 1st question, there were 17 individuals attending the AGM who were in the previous life-long membership. I, alongside the other Trustee's, would have loved more people to attend and engage in the AGM. Over the last couple of years we have seen a slow reduction in the number of people attending in person-whether that is location or how we run the meeting. We are hoping that in the future we can make remove attendance more easy to access for those who can't attend in person. We'll be thinking very carefully about both location and agenda for next year.

When you reference the 'respect' comments-I'm assuming you meant the range of comments Peter was showing the Code-of-Conduct section. I hope you can appreciate that we can't identify specifically who made some of those comments but I think it would be fair to say we've received the comments from a range of new and very long standing members.

Member 2 Question

Hello ODL team

I enjoyed the AGM, very well organised and very honest.

I just wanted to say too that I agreed with some of the walk leader's comments from the floor about types of membership and being wary of starting to look like a service provider rather than a volunteer organisation.

I would strongly support strengthening the message to members that the leaders are volunteers and therefore should be treated with respect. It concerns me that if we see more pay as you go members they will look at it like buying a service rather than supporting a volunteer run group.

Also I wanted to make a few suggestions about the no show emails. It drives me nuts when people don't turn up and haven't had the courtesy to at least text the leader, it is so rude. But there are some occasions when something turns up at the last minute and you just cant make it. So do be careful with the wording of the email or make it so that it is triggered by the leader rather than the website. I must admit I have had to do about 4 last minute cancellations myself over the years, but the reasons for these were always genuine, illness or a public transport meltdown (usually the latter). However, I have always contacted the leader to inform them if it happened on the morning of the event .

Thank you again for all you do. ODL has made a huge difference to my life.

Response: Thank you so much for your email. Sorry for not being able to respond sooner-it has been a rather manic week.

If we took any radical change to alter our membership options, there would be consultation with members on it. As I mentioned in the meeting last weekend our volunteers are ODL most important resource and without them we couldn't function as a charity. I would be wary of putting forward any suggestion that negatively impacts the group. The types of memberships we could explore might be around paying on a monthly, quarterly, six-monthly membership that has become more popular with app-based subscriptions-for example.

In regards to your comments in relation to the no-show email I appreciate your comments about the need for sensitivity and situations will always happen outside of our control. The drafting of the email has taken been incredibly thorough, with a range of leaders, members and coordinators contributing the final content. We have to balance the impact of demoralising our wonderful volunteer leaders with no-shows against the potential to offend or upset members...it's a tricky exercise to undertake.

If you have any suggestions or improvements to the current no-show email we'd be more than happy to consider them.

Member 3 Question

Re new code of conduct: If they feel it appropriate, does an event leader have the ability to remove a member from an event whilst the event is ongoing? For example, can they insist someone leave a camping weekend mid way through?

Apologies. Another question.

Of the paid members (circa 1870), how many of them responded to the members surveys in 2017/2018/2019.

Is there a change to the response rate and if so, why do you think that is?

I suspect engagement has reduced as the attendance from the London/SE ODL membership at the AGM was very low this year (despite being held in London). It feels to me as though there is an air of apathy (at best) and potentially a bigger degree of disenfranchisement.

I would be interested to see how I and other members can help to get better engagement with the governance of the charity.

Thanks.

Response:

In respect of a leader removing a member from an event, in short, as long as the leader can provide justification for taking that action they will have the boards backing. If a leader feels that a member has to leave for a host of reasons-behaviour, risk to themselves or other members, abuse, racist etc they are empowered to do so. The code of conduct will essentially be the next steps so that we intervene and ideally make sure it doesn't happen again.

RE members who completed the annual survey, this year was down on previous years (see numbers below):

2017 - 388 members

2018 - 361 members

2019 - 281 members

In my current job I have the joyful job of running our annual student survey which runs in the region of 15-25% of the student members respond. We normally do quite a big 'campaign' leading up to it, focusing on some you-said-we-did type responses. We don't really do such a big drive ahead of the AGM which I really think is needed given the responses are down and earlier than we usual do it.

I've wondered before whether we try to do something in/around AGM such as a pre-event or something engagement focused to encourage people to come along to make it more of a 'day'. However I'm not sure if that would do the opposite and put people off giving up a larger chunk of their Saturday. We're starting to think about future venues for the AGM 2020 so any ideas, thoughts, suggestions would be much appreciated.

Member 4 Question

By reference to Peter's explanation that certain members who had been on the 'fixed for life' membership rate are spending a 'lot of time' challenging the decision to revoke that membership rate, what is the level of risk (including possible legal action) that the Board has assessed the charity may be exposed to in relation to its decision, and what is the Board's response to that risk?

Response:

This risk is thought to be very low. The situation is being managed by trustees, who have sought pro bono legal advice to assist in this matter. We have not have correspondence in relation to this for several months (as at November 2019.)

