Minutes of the 30th Friends of the V&A Annual General Meeting
Held on Tuesday 22 November 2016 in the Lydia and Manfred Gorvy Lecture Theatre, in the V&A
18.00 – 19.30

PRESENT:  
Ken Draper (Chairman, KD)  
Phil Dowson (Treasurer, PD)  
Elizabeth Hamilton  
Tricia Bey  
Jeremy Strachan  
Janet Gough  
Emmajane Skinmore

IN ATTENDANCE:  
Tim Reeve (Acting Director, V&A, TR)  
Bill Sherman (Director of Research and Collections, V&A, BS)  
Jane Lawson (Director of Development, V&A)  
Heather Francis (Director of Finance, V&A)  
James Beardsworth (Head of Friends, V&A, JB)  
Adam Pentelow (Head of Finance, V&A)

At 18.30, the meeting was found to be quorate (50 Members present).

The Chairman welcomed Members and introduced himself, explaining that since June 2016, when John Everett stood down as Chairman, he had become Chairman of the Friends. He thanked John for his contribution to a lively and dynamic time for the Friends. He introduced the members of V&A staff in attendance.

Bill Sherman gave a presentation on Friends of the V&A support to the V&A during the financial year 2015/16. His presentation covered the support of capital projects, exhibitions, acquisitions, scholarship and research and specific projects such as those supported at the Museum of Childhood. He commented that Friends’ Support had reached a record sum of just over £2.5 million and thanked the Friends for their continuing support and generous contribution to the Museum.
18.45, Business of the meeting began:

1. Approval of minutes of previous meetings (vote by a show of hands).
   1.1 The minutes of the 2015 AGM were approved.
   1.2 The minutes of the 2015 EGM were approved.

The Chairman’s Report
KD shared some of the key matters of the Friends’ year ending March 2016, firstly highlighting two numbers - 60929 Memberships and 93415 Members, to contemplate. He thanked JB and his team including Mary, Eva, Claire, John, Marta and Shnah for yet a further year of devoted effort on Membership matters, and then Stefanie, Luciana, and Georgia for generating another season of successful and profitable events. He also mention in similar terms the quality and quantity of support provided by Volunteers. He commented that being a volunteer gives pleasure to those who participate, but nevertheless demands professionalism in all that is said and done on behalf of the Friends and the Museum.
KD highlighted the new Members’ Room and introduced JB.
JB presented two images of the new Members’ Room and explained both the location and the offer that Members can hope to enjoy.
KD commented that the advent of this new space, and the opening of the Sainsbury Galleries for exhibitions, plus the entrance and courtyard off Exhibition Road will be major occasions for the next year.
He emphasised that while enjoying great success the Friends team needed to be able to move to working more ensemble with the Museum. He also highlighted the Museum’s achievement in being awarded the Art Fund Museum of the Year 2016 award, commenting that winning such an award doesn’t happen suddenly, rather the result of imaginative and determined planning over a number of years, and thanked those, in a variety of roles within the museum who contributed to bringing such an accolade to the V&A.

2. To adopt the accounts (vote by a show of hands).
   2.1 The treasurer reported that the financial year 2015/16 had been a very successful year for the Friends and that he would focus his report on the income and expenditure accounts and the balance sheet (p22-23 of Annual Report). Total income for 2015/16 was just under £3.7 million with the majority from membership subscriptions. Total resources expended, including donations to the V&A, stood just over £2.5 million, of which Bill’s presentation illustrated how the money the Friends had donated had supported various acquisitions and projects at the Museum. Costs for ‘Supporting Members’ was at £1.3 million, the majority of which had gone towards staffing and the magazine/mailing costs.
2.2 A Member asked why the accounts were showing high level of debtors. PD stated this was Gift Aid still to be claimed.

2.3 The 2015/16 accounts were approved.

3 To appoint haysmacintyre as auditors and to authorise the Executive Committee to fix their remuneration (vote by a show of hands). Appointment of auditors was approved.

Ken Draper then spoke about the two special business resolutions included in the notice of AGM, both concerned with authorising the Board of the Friends Charity to transfer its assets and operations to the V&A Museum and to `wind up` the Charity. He outlined further details of the merger and the Trustees' decision to act at this time and reassured Members that their privileges and benefits would continue into the future; and that volunteers would also continue to make a contribution to the effective running of the Membership. KD said that without the overlay of a charitable corporate structure, the role of the Trustees would cease to exist. He reported that a Membership Advisory Group would be created in their place, involving 6-10 Members drawn from the body of the Membership, reflecting the diversity of the Friends and serving for a period of three years. To provide continuity initially, some of the present Trustees may be invited to join the Group, but thereafter vacancies as they arise would be advertised in the Members’ Newsletter, and all Members may apply to be considered for appointment by the Museum. The Group would provide a well-informed active sounding board for all issues related to Members’ interests, contributions and benefits, in direct contact with the Head of Friends, James Beardsworth and when necessary with the Director of Development, Jane Lawson. The Group would meet three times a year. KD introduced TR.

Tim Reeve emphasised the close working relationship between the Museum’s Development department and the Friends’ charity over the past decade and how both organisations have been inextricably bound together over recent years in terms of their day to day working practices and ambitions for the success of the Museum. He recognised that while there are a number of reasons for the success of the Friends, undoubtedly, the V&A’s diverse and inspiring exhibition programme has been its greatest driver together with the scope of related activities presented. He reported that in recent months the board of trustees of the Friends charity and senior Museum staff had looked closely at all the issues relating to bringing Membership in to the Museum properly. He reported that the Chairman and Board of Trustees of the Museum and the Senior Management Team endorsed the move.
TR then spoke about the future, highlighting the impending opening of Exhibition Road and the V&A Gallery at Shekou Design Society in Shenzhen in 2017, the opening of V&A Museum of Design, Dundee, in 2018 and the plans for a V&A at the Olympic Park in Stratford.

TR asked Members for their support of the proposals set out in the two special business resolutions.

**Special Business**

**Resolution 1** (votes cast on voting cards and collected by museum staff).

To accept the recommendation of the Board of Trustees of the Charity that the Charity should transfer its assets and undertakings to the Victoria and Albert Museum, a non-departmental public body with exempt charitable status established under the National Heritage Act 1983 (V&A) and in consequence of that acceptance:

- to authorise the Board of Trustees to exercise the powers contained in Clauses 4(viii) and 4(xiii) of the Charity’s Memorandum of Association in accordance with Clause 8 of the Memorandum of Association (which provisions are, in accordance with section 28 of the Companies Act 2006, treated as provisions of the Charity’s Articles of Association) to transfer the assets and undertaking of the Charity to the V&A;

- to authorise the Board of Trustees to take such steps (including the taking of professional advice) and approve and enter into such documents as are necessary or expedient to effect the transfer; and

- to authorise any two members of the Board of Trustees to execute such deeds, documents and other instruments as are necessary or expedient to effect the transfer.

Special Business Resolution 1 was passed [50 votes in favour, 0 votes against].

**Special Business Resolution 2** (subject to the achievement of SBR1).

To authorise the Board of Trustees to wind up and dissolve the Charity in an orderly fashion.

Special Business Resolution 2 was passed [50 votes in favour, 0 votes against].

KD on behalf of the Friends Trustees and the Museum, thanked Members for endorsing the course of action to merge the administration of the Friends into the Museum. He reported that Members would be kept informed as to the progress of events through the regular newsletters and encouraged Members to continue using and enjoying the museum as at present.

There were no further questions from the Members.

**Meeting closed**

Wine reception in the Silver Galleries until 20.00.