# Saturday 25 June 2022 at Queensberry Baptist Church, Nottingham at 10.30am

**Moderator: Revd David Harvey (DH)**

**Voting delegates: 47 from 31 churches**

**Approximately 80 present in total**

1. **The minutes of the AGM** held on 27 March 2021 via Zoom were agreed with no abstentions and no matters arising. It was noted that an online AGM had been permitted in 2021 due to an extension being granted of the temporary provision within the Corporate Insolvency and Governance Act 2020 legislation.
2. **The Annual Review 2021-22** had been circulated in advance of the meeting (also available on the EMBA website) and was unanimously received by those gathered. DH noted that the annual review document was not the same document as the formal annual report submitted with the accounts to Companies House and the Charity Commission. DH encouraged those gathered to read the review as it provided a helpful snapshot of Association life over the past year.

Thanks and appreciation was expressed to the Staff Team and the wider team of volunteers for their commitment and dedication in serving the churches of the Association. Particular thanks was expressed to Mrs Becky Nicholls (EMBA Admin Lead) who had carried a significant workload over the past year since the former Administrative Assistant had left. However, it was with great delight that DH formally welcomed Mrs Gill McNab, who had joined the Team as EMBA Administrative Assistant earlier in the month.

DH also thanked the board of Directors for their significant contributions over the year and noted it was good to now be able to hold in-person meetings once again, many of the current board members having been appointed during Covid and therefore had only ever met via Zoom until this last year.

1. **2021 Accounts**

A copy of the summary accounts prepared by the EMBA Treasurer, Mr Tim Jackson (TJ) had been circulated to all member churches in advance of the meeting.

Apologies were noted from TJ and in his absence the financial report was presented by DH. DH explained that income for the year was **£321,593.**  **£96,900** of this had come from Home Mission. The total expenditure on the work of supporting churches was **£286,985** leaving a balance of unrestricted funds to carry forward of **£1,586,954**.

DH explained that the main change in income was that EMBA receipts from BUGB had been reduced by around £24,000, reflective of the challenging Home Mission picture nationally. DH noted that an ongoing conversation was being held nationally to consider alternative funding models for the future and would involve regional and local consultation in due course.

The two main expenses were noted as the regional staff team salaries and costs equating to £169,000, and £79,000 which had been paid out in home mission grants to help fund local church ministries and church planting across the EMBA.

Regrettably, churches continue to close and in the year the Association had received net proceeds of £67,000 from the sale of these buildings. It was noted, that were it not for such funds, the Association would have ended the year in deficit.

DH highlighted that the significant reserves currently held by the Association would fund any deficit arising. However, the meeting was informed that as part of the Association’s strategic review, the EMBA Directors and Regional Team were exploring how such reserves could best be used to further Kingdom work across the Association.

The various grants and loans available to member churches were highlighted, further information and eligibility criteria being available from the EMBA website. Churches were actively encouraged to contact the Regional Team if finance was an issue preventing mission and/or ministry.

**Baptist Pension Scheme** – It was reported that recovery of the deficit was continuing to move in a positive direction with the pension trustees looking at the potential of a buy-out scheme; seeking to insure the liabilities in the Pension Scheme which would remove a large risk from the Baptist Family and free up the resources being used to cover the deficit repair contributions. Whilst church pension deficit contributions were planned to continue until June 2026, there was now a strong possibility that they would end sooner than this.

It was noted that any church wishing to confirm their level of deficit could do so by accessing the Broadstone hub.

No questions relating to the accounts were raised at the meeting but DH asked that any subsequent questions be emailed to the EMBA Office and TJ would respond to these in due course. Having been duly proposed and seconded, the accounts were unanimously accepted.

1. **Appointment of Independent Examiners**

Pells, 17 Newstead Grove, Nottingham NG1 4GZ were recommended as Independent Examiners for the Association for the following year. This was unanimously agreed.

Thanks were expressed to both TJ and Irene Milburn (EMBA Bookkeeper) for the time and commitment they give to managing the Association finances.

1. **Nomination of new EMBA Treasurer**

DH shared that earlier in the year, TJ had announced that after eight years of service, he wished to step down from the role of Association Treasurer to focus his time and energy on other ministries.

The Directors and Regional Team had begun a search, approaching known individuals with the relevant financial background but also providing opportunity for EMBA churches to submit names. As a result of the search, conversations were held with three individuals. Following these conversations, the EMBA directors wished to bring the nomination of Mr Andy Smallridge as the new EMBA Treasurer, for consideration by the member churches. Notice of this nomination had been circulated in advance of the meeting.

Following a ballot vote at the meeting, it was announced that Mr Andy Smallridge was duly elected as the new EMBA Treasurer with immediate effect.

Andy’s apologies were noted due to being away on holiday.

It was noted that Tim Jackson would be continuing in the role of EMBTC Treasurer for the time being. In his absence, the meeting were informed that Tim would be formally thanked on behalf of the Association, at the next Trust Company meeting due to be held the following week.

1. **Appointment of EMBA Directors**

*(Revd Mike Fegredo (MF), EMBA Regional Minister, chaired this item due to the moderator being a nominated candidate for the Board of Directors.)*

MF explained that two nominations had been received for the three vacancies on the EMBA board of Directors.

Following a ballot vote, both nominees received the votes of more than 50% of the voting delegates present and were therefore duly appointed as Directors of the Association for the next three years:

Revd David Harvey (re-elected)

Mrs Kay McManus (elected having previously served as a co-opted member)

MF, expressed his thanks to both David and Kay for their willingness to continue to serve the Association, with particular thanks to David for the time and energy given in his role as Moderator. Apologies were noted from Kay McManus due to a prior commitment.

Thanks were expressed to all serving Directors and those present were invited to the front and prayed for in their role.

David expressed his sincere thanks to Revd John Brewster and Pastor David Howe who were standing down from the board having both served the maximum nine years of office. Thanks were also expressed to all those who serve God and the Association on the various working groups and committees.

1. **EMBA Strategic Review**

DH reminded those gathered, that at the 2021 AGM, formal notice had been given that proposals to change the current EMBA governance documents would be brought to this year’s AGM. It was reported that currently the Association have two governing documents, the Memorandum of Association (MOA) and a set of Bye-Laws, which had been most recently reviewed in 2014.

DH explained that it had now become necessary to conduct a further review and after presenting a summary of the proposed changes today, a consultation would then be held with member churches with a view to churches voting on the adoption of the Revised Articles at the 2023 AGM.

DH explained that over the last two years during the Covid pandemic, new ways of operating had been adopted in the absence of in-person meetings being possible; the Association and many churches embracing the digital age, moving to online meetings with the help of Zoom and Microsoft Teams. However, the current governing documents of the EMBA were no-longer fit for purpose in this digital age, only permitting in-person meeting and voting.

It was stressed that the 2021 AGM had only been permitted as an online meeting because of a temporary provision within the Corporate Insolvency and Governance Act 2020 which allowed charitable companies to hold on-line member meetings and conduct electronic voting when their governing documents did not make provision for anything other than in-person meetings and voting. Such provision expired at the end of March 2021.

DH reported that over the last year the EMBA Directors had reflected on how the current governing documents could be made fit for purpose in a digital age without compromising on the importance of gathering. During this process, legal advice had been sought from Anthony Collins Solicitors and in the autumn of 2020 a consultation with churches had been held, focusing on the voting which takes place at an AGM.

DH explained that the following proposed changes were felt to be the best achievable outcome, within the constraints of Company Law and were brought to the meeting with the full support of the EMBA Directors.

The proposed changes were detailed as follows:

* **Governing Document** - There would be one new document (Revised Articles of Association) instead of two (Memorandum of Association and Bye-Laws).
* **General Meetings** - The main significant change would be the way in which general meetings are held going forward. Currently, only in-person general meetings are permitted but going forward it is proposed that such meetings could take place either in-person, online or as a hybrid meeting. The board of Directors would determine the type of meeting to be held taking account of the agenda items to be discussed.
* **Voting** – For a church representative to be part of the quorum for a General Meeting, they must be able to hear, comment and vote on the proceedings (including by use of communications equipment).
* **Voting delegates** – The proposal is to reduce the number of votes per church from two to one. This is based on the logic that the Authorised Representative of each church will reflect the view of the leadership and/or members of the church they represent. One vote per church also simplifies the vote counting process, particularly when meetings are held as a mixture of in-person and online.
* **Quorum** – The quorum would be reduced in line with the voting delegate proposal above; voting representatives of one tenth of the member churches.
* **Elections** – The appointment of elected EMBA Directors would continue to be determined by the EMBA member churches who would nominate candidates and then vote within a general meeting. Voting for the election of Directors would continue on an annual basis within a general meeting of the Association (in whatever form it is convened). Member churches would also continue to vote on the appointment of the EMBA Regional Team Leader. All other appointments, such as the EMBA Treasurer, would be made by the EMBA board of Directors.
* **Communication** – The existing governing documents refer to paper communication methods; letters being posted and documents being filed. The Revised Articles aim to reflect the digital age we now live in – electronic communication being used with all documents being stored in the cloud with appropriate security and data protection measures in place.

DH stressed that the Directors and Regional Team very much believe in the importance of gathering, but that one of the key aims of the review process was to reduce the amount of time taken up by business decision-making at such gatherings. It was noted that the EMBA family gather in various different ways throughout each year; Ministers’ Conference, Rooted days, Re:imagine, Refresh Women’s Conference, safeguarding trainings and that the purpose of the review was not to diminish the opportunities for EMBA to gather, but rather to simplify business decision-making.

On behalf of the board of Directors, DH commended the proposed changes to the member churches of the EMBA.

DH then outlined the process that would take place over the next twelve months:

* Copies of the current governing documents would be circulated to member churches together with a copy of the proposed Revised Articles. There would then be a formal consultation with EMBA member churches. As part of the consultation process, a Question and Answer session would be held online (proposed date for this was the evening of Tuesday 15 November 2022).
* Following the consultation, the final version of the Revised Articles would be circulated to member churches in early 2023, ahead of the AGM to be held on Saturday 24 June 2023, where member churches will vote on the adoption of the Revised Articles.

DH asked if there were any questions of clarification and two questions were posed.

One question related to concerns over the security of EMBA data held online. DH reported that the Regional Staff Team had recently embarked on an extensive review and were moving to using Microsoft 365 and Teams with all EMBA data being backed up in the cloud.

A further question asked for clarity on the rationale of having one voting delegate per church irrespective of the size of a member church. DH explained that the number of voting delegates per church was not currently determined by size of church and that the main aim of the review was to simplify processes going forward, hence the proposal of one voting delegate per church going forward, who would represent the mind of the church.

DH then formally closed the AGM.

The meeting ended at 11.10am.

Signed…………………………………………………………. Date………………………………………