

MINUTES OF THE ANNUAL GENERAL MEETING of the Royal Philharmonic Society , on Tuesday 15 March 2016, at 18.00pm at the Wigmore Hall, 36 Wigmore Street, London W1U 2BP,

Present:

Chairman: John Gilhooly

Honorary Secretary: David Long

Executive Director: Rosemary Johnson

F J Bergin, Edward Blakeman, Jerome Booth, P J Brown, Peter Bull, Iain Burnside, Fiona Cobb, John Crisp, Charlotte Ellis, Michael Godbee, Sally Groves, Helen Gwynn Chamberlain, Leanne Langley, Johnny Langridge, Antony Lewis Crosby, David Lowe, Yvonne Lowe, Kingsley Manning, Colin Matthews, Andrew Neill, Mark Pemberton, Graham Sheffield, Margaret Steinitz, Laurie Watt

- 0.1 At the start of the meeting the Chairman welcomed members. He asked that the meeting observe a minute's silence to remember the loss of three RPS Gold Medallists in recent weeks, **Pierre Boulez, Nikolaus Harnoncourt and Sir Peter Maxwell Davies.**

JG apologised that Anthony Newhouse was unwell and not able to attend the meeting and he introduced Rosemary Johnson, Executive Director and David Long, Honorary Secretary. He also informed the meeting that David Long, who has served as Honorary Secretary since 2011 is stepping down from the Board at this meeting and thanked him warmly on behalf of the Society for the loyal service he has given – including as a member for 40 years, as a Corporate Member and Honorary Solicitor.

The meeting expressed its gratitude and a round of applause was given for David Long.

The Executive Director read the list of apologies received:

Peter Avis, Colin Clark, Rosemary Gent, Sian Griffiths, Mark Hoffman, Jill Hopkins, Andrew Keener, HRH The Duchess of Kent, Irene Lawford, Sir Michael Craig-Cooper, Louise Mitchell, Gillian Moore, Anthony Newhouse, Alison Pavier, Penny Steer, Atholl Swainston-Harrison.

1 Minutes of the Annual General Meeting held on 11 March 2015.

- 1.1 Margaret Steinitz was added to the list of those attending and Laurie Watt to the list of apologies received. There were no further amendments. Francis Bergin proposed acceptance of the minutes and this was approved unanimously. The Chairman signed the Minutes.

2 Adoption of the Annual Report of the Council, Accounts for the Year Ended 31 August 2015 and Examiner's Report

- 2.1 A summary of the accounts for the year ending 31 August 2015 and the Report of the Council had been circulated in advance. Full accounts were distributed at the meeting. JG explained that the Trustees had opted this year to have the Accounts independently examined – rather than a full audit -which is allowable "provided the charity's gross income is not more than £1m, or where gross income exceeds £250,000, its gross assets are not more than £3.26 million." This should prove more cost effective for the Society.

John Gilhooly welcomed Christopher Bush of Clarity to the meeting. Clarity has formally stood down as auditor, but Chris Bush has examined the accounts under the requirements of the Companies Act of 2006 Statement of Recommended Practice endorsed by the Charity Commission in his capacity as an independent examiner.

- 2.2 Rosemary Johnson summarised some of the key achievements of the year: There had been a particular focus on young musicians during the year and for the first time on Under 18s. An important piece of research had been commissioned from Sarah Derbyshire and implemented during the Year. Musical Routes (published in September 2015) offers practical initiatives designed to galvanise us all to create more effective ways for performers and teachers to work together for the benefit of young musicians. The report was well received and was shared over 4,000 times on one website alone. Two new prizes have been set up with Duet Group – one for Instrumentalist and one for a Composer.

There had also been a wave of new commissions which had been performed as far afield as Boston, Berlin, Paris, Edinburgh and London.

RJ expressed her thanks to the RPS team for the outstanding hard work during for the year. She also thanked the Trustees, particularly John Gilhooly, Anthony Newhouse and David Long and all the Council Members for their support and commitment to the Society.

2.3 The Chairman invited Chris Bush to comment on the accounts.

CB said that there had been a welcome reduction in the rate of diminution of funds for the year to 31st August 2015 net outgoing resources before unrealised gains and losses in our investment portfolio—were £173,849 (previous year, £236,912). Unrestricted funds of the Society were reduced at a slightly slower rate by £122,147 (previous year £177,757, again excluding bicentenary campaign costs).

On the incoming resources side of particular note were the receipt of the £41,000 for the Susan Bradshaw Fund and £44,797 for the Young Musicians Fund, of which over £40,000 was raised at the RPS Awards dinner. On the resources expended side, there reduction of £29,470. The main outgoings from the unrestricted funds continue to be for the annual Awards.

Total reserves at 31st August 2015 stood at 2,165,800 (previous year £2,310,597). Of that total £750,306 represents the unrestricted funds of the Society (previous year £861,393)

2.4 JG said that this was a positive move in the right direction and showed that the Society was moving forward. However there was not room for complacency and the Trustees would continue to monitor the situation closely.

2.5 There being no additional questions, Andrew Neill proposed the acceptance of acceptance of the report of the RPS Trustees, Accounts and Examiner's Report for the Year Ended 31 August 2015. This was agreed unanimously.

3 Special Resolution in order to accommodate the appointment of an Independent Financial Examiner

3.1 The Honorary Secretary explained the first Resolution saying it was a simple amendment to reflect the legal accounting options now available to us.

Special Resolution A to make the following change to the Articles of Association:

3.1.1 The deletion of the existing Article 11.3.4 and the insertion in its place of a new Article 11.3.4 as follows:

the appointment of Auditors if required by Act or the Charities Legislation or otherwise if the Board has so determined until the next AGM of the Society; and

3.1.2 The deletion from Article 11.5 of the words '(including the Auditors)':

3.1.3 The deletion of the existing Article 33 and the insertion in its place of a new Article 33 as follows:

Once at least in every year the accounts of the Society shall be examined and reported upon by the Auditors or if permitted by Act and The Charities Legislation and the Board has so determined an Independent Examiner. The Auditors' or the Independent Examiner's remuneration shall be agreed by the Board.

3.2 He asked the meeting to approve the Resolution and this was done unanimously.

4 To pass the Special Resolution set out below in order to appoint the Honorary Co-Treasurer from the members of the Council if the Board so determines.

4.1 David Long again explained that this is a very straight forward 'housekeeping' change and asked for the members' approval:

Special Resolution B to make the following changes to the Articles of Association:

4.1.1 In Article 27.1 the deletion of the words *'The Honorary Officers appointed in accordance with Articles 27.2.1 – 27.2.4 below will normally be appointed from among the existing Board Members elected or appointed in accordance with Article 16'*

4.1.2 In article 27.2.4 the replacement of the words *'from among its members'* with *'from among the members of the Board or Council'*

4.2 The resolution was carried by majority.

5 To fill vacancies on the Board of Trustees:

There are currently four vacancies for Trustees. John Gilhooly retires by rotation and is eligible to stand again. David Long, Colin Matthews and Ian Rosenblatt have stepped down and do not seek re-election. They will continue to serve on the Council.

Three following nominations have been received:

- 1 Jerome Booth
- 2 John Gilhooly
- 3 Johnny Langridge

JG Introduced the new candidate, Johnny Langridge, Director of Development at Garsington and a member of the Langridge family who have been so generous in helping us to set up the Philip Langridge Mentoring Scheme. Jerome Booth was co-opted as a Trustee last year and has been a long-time supporter of the RPS

There being no other nominations they are declared elected.

JG added that we are actively in discussion with a number of new candidates with a view to co-opting two or three more Trustees during the year in order to address the issues of inclusivity, as minuted at previous general meetings.

6 To appoint an Honorary Secretary. The following has been nominated by the Board: Louise Mitchell

7 To appoint an Honorary Treasurer. The following has been nominated by the Board: Anthony Newhouse.

8 To appoint an Honorary Co-Treasurer. The following has been nominated by the Board: Ian Rosenblatt.

There being no other nominations they are all declared elected.

9 To approve those Members nominated by the Board to serve on the Council

Lincoln Abbotts, -, Iain Burnside, Sally Groves, Mary King, Leanne Langley, David Long, Colin Matthews, Chi-chi Nwanoku, Ian Rosenblatt, Arthur Searle, Tom Service, Janis Susskind, Atholl Swainston-Harrison and Laurie Watt.

JG said that Nicolas Bell had stood down during the year after leaving the British Library for a new position in Cambridge. He particularly welcomed the new members who joined during the year: publishers: Sally Groves MBE and Janis Susskind OBE and historian, Dr Leanne Langley.

The meeting approved the appointment of Council Members.

10 Gold Medal

- 10.1 JG asked the meeting to formally approve the presentation of the Gold Medal to Peter Maxwell Davies which has taken place last month at home in Orkney. He had already written to the membership explaining that the decision had been taken to make the presentation before the AGM that due to Max's failing health.

The meeting approved the Trustees actions unanimously. JG read the citation of the Trustees:

"It is the brilliance of his writing, the searing power of his imagination, the vivid theatricality and the quality of craftsmanship that engage us with the music of Peter Maxwell Davies.

Max is our foremost champion of creative music education, drawing on his early teaching experience and demonstrating that all children can compose music and perform given the minimum of opportunity.

Peter Maxwell Davies has redefined what it means to be a composer and inspired new generations of musicians. We applaud him for his generosity of spirit and are proud to present him with the Royal Philharmonic Society Gold Medal."

Sally Groves, who made the presentation on behalf of the Society, confirmed that Max had responded "I am absolutely delighted and couldn't be more honoured to receive the RPS Gold Medal. That's the one I wanted!"

- 10.2 JG said that the Trustees also voted to make the award of another medal during the year to **Mariss Jansons** on the nomination of Andras Schiff, and Mitsuko Uchida, who wrote in support:

"In my opinion he is one of the greatest musicians of our day. Someone who's love and understanding is demonstrated not through showiness but through total commitment to the music. His performances are always a filled with renewed discoveries and a glimpse into the soul of the music."

This award was also agreed unanimously. JG thanked Edward Blakeman and the members of the Awards Committee for their work and reminded the members that the presentation must remain confidential for the time being.

11. Award of Honorary Membership.

David Long reported that the Council had voted to make one award of Honorary Membership during the year: to internationally acclaimed opera director **Graham Vick**, the founder and Director of Birmingham Opera Company:

"Born of a passion and a belief that opera can speak directly to all kinds of people, throughout his career Graham has created projects designed to reach new audiences. He has taken opera out of the opera house and revived the repertoire creating productions equally fascinating to opera novices and the most hardened aficionados. He is adamant that excellence and accessibility are not at odds."

Graham Vick is thrilled to accept the honour and we hope to present it at this year's RPS Music Awards.

12. Any other business

There being no further business, the meeting concluded at 18.45pm, after which drinks were served members attended a performance at the Wigmore Hall by the Scottish Ensemble and Venezuelan pianist Gabriela Montero