

Charity Number: 1094451
Company Number: 4527579

THE COMPANIES ACT 1985 & 1989
SWARTHMORE EDUCATION CENTRE
(the "Company")

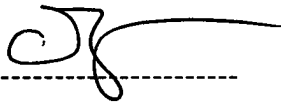
Special resolution

Passed 22nd February 2023

At an Annual General Meeting of the members of the Company held on the 22nd February 2023 at Swarthmore Education Centre, 2-7, Woodhouse Square, Leeds, LS3 1AD the following resolution was passed as a special resolution:

"IT IS RESOLVED that the draft articles of association attached to this resolution and marked "A" are adopted as the articles of association of Swarthmore Education Centre in substitution for, and to the exclusion of, the existing articles of association of Swarthmore Education Centre with immediate effect."

As authorised by the Board



Christine Baillie
Secretary

Dated...22-2-23





Swarthmore Education Centre
Minutes of the Annual General Meeting
Held on Wednesday, 22nd February 2023 – face to face and via zoom

Present: Blended meeting. Attendees lists attached of members and non members present in the room.

1. Welcome

The Chair, Julie Badon, welcomed those present both face to face and on zoom. A copy of the Chair's Formal Address is attached to these Minutes (Appendix 1). No formal apologies had been received.

2. Approval of Minutes of the Annual General Meeting held 10.3.22

JB formally proposed the Minutes from the Annual General Meeting held on 10th March 2022 be accepted as a true and accurate record. The Minutes were unanimously accepted by those present.

3. Update on Strategy – Nigel Zaman, Treasurer

A copy of the slide presentation is attached (Appendix 2).

NZ has been Treasurer for around 12 months and comes from a Government (NHS) background, a very formal, business like environment. When I was asked to join the Board my initial reaction was what is Swarthmore, and when you eventually find out what it is you discover it is more than just a place that provides education and training, it is like a family with deep roots and a long history. This is where the emotion felt for Swarthmore comes in, NZ spends quite a lot of time at the Centre and is constantly amazed at the warmth of and affection towards Swarthmore. As part of his work NZ offered to look at moving Swarthmore from where it is now to where it needs to be, how we stay ahead of the curve.

We use surviving, which is where we are now to thriving, which is where we want to be but the challenge is achieving this without losing the heart of what Swarthmore is. Our organisation, along with many others, has come through a really bad time as a result of the pandemic and 2022 has been a recovery year, but without as much Government support through the furlough scheme which has left ourselves and others in the sector out in the cold. NZ feels people often have the wrong image of what strategy is. Strategy is a framework on which to build, it does not tell you what to do but gives direction for the future on what needs to change as the world changes. There will need to be more details planning but this gives us a vision of what Swarthmore might look like and where we ultimately want to be as an organisation.

NZ has used the image of a tree, regarded by many as Swarthmore's symbol. This is very apt as a tree offers shelter, it has history and strong roots and NZ is using the tree symbol to show how we will constantly grow and nurture it to make sure it is in the right place in the future. In understanding where Swarthmore is at the moment NZ commented that one of its real strengths is our connectivity with the community and adapting to the fast paced changing environment in which it operates. We need to be an agile organisation and think about how we push things on, challenging the way we do things and asking if somethings are still relevant. Finally we need to think about how we grow, not necessarily becoming bigger but how we can mean more to people, doing the right things at the right time and bringing people with us on our journey. Culture is at the heart of this, organisations do not change their culture overnight. Swarthmore's culture is extremely strong and is a very giving culture, which is a really good starting point for any plan we might have.

NZ had considered what is really critical to Swarthmore and what is going to happen in the future. Critical to us are our staff, the environment and the infrastructure needed to support us. We need to look at how we reward staff, how we help them to develop and how we support them to give their best to the organisation. On reflection we have neglected this in the past, recognising we need to do more in the future our focus will be on how to ensure staff are rewarded properly and how we support them on the next leg of this journey. In terms of the environment we need to think about the building, which has been a little neglected despite the redecoration and refurbishment work that has been done in recent months. Increasingly it is not only about the building but the technology that support learning, which became increasingly apparent during the pandemic. Swarthmore pivoted almost overnight and started to offer online learning which has now morphed into successfully offering a blended approach to learning. We need to be mindful of how quickly technology moves on and constantly rethink what we need to do, pinning this into our future ambitions. Do we need to get out into the community more? Is it just about this building or something wider? This is the journey we need to take.

NZ had then looked at what we do on a day to day basis, identifying 3 big streams within Swarthmore – Adult Education that people can access in a variety of ways; the Study Programme which receives many accolades for quality delivery and is highly valued and finally Secondary Business, such as room hire, which should not be ignored. We are trying to optimise existing activities, looking to fill all the places in existing classes and perhaps stretching classes without losing quality. Could we do more of the things we are really good at; is it possible to deliver more classes where there is high demand; are there new areas of activity that we could consider. Is it possible to charge slightly more to cover our increased energy costs, being mindful that people are already under significant financial pressure. How might we deliver in a different way, is it about delivery in the building or are there other ways to connect with people using alternative delivery methods.

To try to grow the business we need to really think about our marketing, a combination of communications, which NZ believes we are very good at and which Jaz Bartlett is extremely good at, but how do we align that to our day-to-day activities to ensure we are targeting the right areas and enthusing people. Once we have our plan in place do we have performance indicators to understand whether or not we are doing well, to monitor whether or not our plan is working. The senior management team will be constantly tracking performance to check we are moving along the right path and being successful, if adjustments need to be made to the plan these will be put in place.

It is important to remember that we do not exist in isolation, we have lots of partners, commissioners, funders and stakeholders, people who influence others, and as a charity we can utilise fundraising through increased awareness. NZ's view is that we are good at sporadically inviting people in, such as Tracy Brabin, but questioned whether we know what we are ultimately aiming to achieve. Do we have a map of stakeholders, who are critical to our organisation, to approach for funding who may in turn have contacts who can help to promote our organisation and raise awareness. There may be charity fundraising events where Swarthmore can be promoted and we need a plan of how to connect with partners in Leeds and beyond.

NZ's final slide was a diagrammatic view of the points he had covered. Trustees will take the draft strategic plan away and finalise this with the management team, aiming to produce an explanatory brochure on our strategy that can be shared with people. The strategy will not be static, it needs to be agile to change in line with a constantly changing environment and is still being developed. NZ asked anyone with views or thoughts on our strategy to either raise them now or if they preferred speak to him at the break, suggestions for change can be considered and incorporated in the strategy document.

- Q. **Eileen Exeter** - Swarthmore finished last year with a much reduced deficit. Do you feel that the strategy for the following year and the Governance of the Board is now strong enough to reduce that over the next twelve months so that we are not always playing catch up, that you can actually start to build a reserve of money.
- A. Thank you, that is a brilliant question and is exactly why we need a strategy, without it we would struggle. We have been looking at things in isolation, part of the issue has been that sometimes you are so busy doing the 'day job' of running Swarthmore that you do not stand back and look at the things that influence different areas. The aim of our strategy is to make that really clear, understanding the criticality of marketing and the additional effort that needs to be in there to ultimately grow the business, identifying not only the people who want to come to Swarthmore, but also those who do not yet know about Swarthmore but would want to come if they knew about us. The management team need to be able to stand back and see where focus is needed, which is what the strategy is trying to do, without it we would struggle but with it we have a really good chance at being successful.
- Q. **Eileen Exeter** – As part of the strategy are you planning to break even at the end of the coming financial year, and as part of the detailed strategy to grow reserves over a three-year period.
- A. Absolutely. The ambition on reserves is around £450,000 and we are currently running well below £125,000 which is cutting things too close. So this is our target, it is where we need to be.
- Q. **Malgorzata Ciesluk** – You have shown Adult Education first and Study Programme second, I work for Study Programme and we bring £1m into the organisation with Adult Education bringing in the rest. Is the strategy just to grow Adult Education?
- A. Firstly they are very different things. With the Study Programme we have something which is very bespoke, very intense in what it takes to deliver it and quality is paramount. You cannot afford to let quality slip, the Study Programme has a strong reputation built around it and NZ believes it is possible to grow the Study Programme slowly and carefully as capacity could become an issue. Attracting the right calibre and number of staff to ensure the currently high quality is maintained with increased numbers could be a challenge. With Adult Education the strategy may be slightly different. The numbering on the slides was not to show which part of the business was first or second, it is not the case that one is more important than the other as all parts are considered equal in

Swarthmore but we need different strategies to grow them in different ways. There is no “one size fits all” approach, they are not different businesses, we are one organisation with one strategy but different approaches are needed when we look at growth in the Study Programme as compared for example to growth in our Arts/Pottery classes. We need to tailor things around specifics.

- Q. **Harry Turnbull** – You have given some specific examples of what you want to achieve for Swarthmore but is there a list of things that are more measurable that you want to achieve this year that you can share with staff, specifics rather than general.
- A. There are some inputs and some outputs as reflected in the slides. One of the inputs is that the organisation wants to do more for staff, needing to address the very thorny issue of pay which we will certainly be doing. This is critical to recruiting, retaining and motivating people and without this Swarthmore will struggle. This is something we can measure ourselves by. In terms of outputs there will be very specific areas where we need growth, NZ, CB and others are looking at plans for how this can be achieved. Financially we need to grow the reserves that we rely on so there is a financial bottom line consideration. For NZ the heart of the strategy is people, then we have the activity and the way that we grow it, and there will be very clear measurables in place, and finally the financial bottom line.
- Q. **Mandy Torbitt** – Is the strategy going to include research and investigation into what adults actually want as part of the process, sometimes MT looks at what we are planning to offer and wonders if we know that is what people want. Also, looking at the Study Programme and what can be provided in a different way. Trustees and others do not always know what Study Programme staff are being asked to provide or do. We can bring in huge amounts of funding and increase our very good reputation so finding out what the demand is in both the adult area and Study Programme is critical.
- A. This is why NZ alluded to data being really important in strategy, marketing is not just a glossy brochure, it is about knowing the community and having a targeted marketing approach. There are lots of techniques that can be used to understand your customers and commissioners but the data will give us that, communications and influencing will come on the back of this.
- Q. **Martin Corey** – Data is not just numbers on a spreadsheet, we collect data every day through talking to parents in reviews, collecting data on what expectations are, what their needs are and looking at how we can alter our programme accordingly. We put these changes in immediately in response to customer need. A point about strategic planning, I have several qualifications in planning and have worked on strategic planning for many organisations, is that it is crucial to go down to the point of delivery to look at what customer need is, look at customer experience and areas for growth. We are doing this constantly and have a huge collection of data but we have not yet been consulted on the strategic plan, which I would really appreciate being connected with as soon as possible.
- A. This is the launch pad for our strategy. There are different sorts of data and NZ agrees it is not always about the numbers, some of it is the conversations and deeper understanding. NZ is using the word data in its broadest sense.

JB asked if further discussion with NZ on strategy could take place during the break to allow the Agenda to move on. JB confirmed that this is just the draft strategy, intended to give a flavour of what the organisation is considering to help achieve growth and move forward. It is not static and will be worked on collectively.

4. Update from Christine Baillie, Director

I've been here for 3 years now, the first couple of years were reactive and last year was a recovery year. The cost of living crisis has affected individuals but also the Centre, which at times has been very difficult to manage. It was a difficult year but we shouldn't lose sight of all the positive work that has taken place:

- We were able to sustain the business through Covid and successfully reopened the Centre to everyone.
- We invested in air purifiers to help create a safe environment and we have seen number of attendees gradually increasing in all areas – Adult Learning, Study Programme, Room Hire etc.
- One of our Study Programme students has been accepted for university and the Study Programme has increased in number and now has 80 students.
- We were very proud winners of an award for community engagement from Educate North for our Art at the Heart project, celebrating our achievement at an amazing event in the Centre in August.
- We have attended and hosted a number of events throughout the year to help raise the profile of Swarthmore and support our community.

- We have done a lot of work with refugees, something which is very close to my heart, and was covered by the BBC.
- We have donated redundant IT kit to Solidaritech.
- We provided free Vodafone sim cards to refugees.

Looking ahead:

- We will continue to raise the profile of the Centre, increasing the number of adult courses we provide both in the Centre and in the community.
- We are looking to increase bids.
- Developing a new website.
- Getting out into the locality to bang the Swarthmore drum.

So far this year:

- We have become one of the City's warm spaces and have funding for free lunchtime wellbeing activities for both students and staff.
- We are currently offering a second refugee project 'Be More' which is funded by the Lottery.
- We continue to offer sim cards to those in need.
- We have March tasters planned to attract new students with a view to extending the offer of courses at the Centre, especially at the weekend.

I will end by saying it has been a difficult year, it has had its challenges, and I would like to thank everyone for their hard work and support – thank you to our returning and new students; to our amazing teachers, TA's and LSA's; our wonderful Volunteers who have supported the projects; all of our support staff – IT, caretakers and cleaners, Marketing, Student Support, MIS, Café; the amazing management team for keeping each other sane and Trustees.

Particular thanks to Nigel for leading on the start of our strategic planning, this is a good start and something we can build on.

5. Presentation of Trustees Annual Report and Final Accounts – Nigel Zaman, Treasurer

NZ thanked Jaz Bartlett for pulling the Annual Report together, it is the most colourful Annual Report that NZ has come across and really brings out what Swarthmore is. Reflecting on the past year NZ shared a famous apt quote from Dickens "it was the best of times, it was the worst of times". The pandemic was terrible and so many people suffered as a result of Covid, but it also became the best of times as Swarthmore rose to many challenges during that period and should be extremely proud of its achievements. Chris Baillie and the management team have done a great job in keeping the organisation going. Charities have significantly struggled and many have failed to survive, but Swarthmore pivoted quite quickly to blended learning from an almost zero base. This is the recovery period and we are starting to see signs of growth rather than having to wait. NZ can see things are heading in the right direction but we need to push on with strategy. Both the Chair and Director have covered most of Swarthmore's achievements and successes, enrolments are increasing; the Study Programme is going from strength to strength and were to be congratulated on achieving great success in terms of student exam results and overall growth. NZ said it is quite remarkable how Swarthmore is really connecting with the community with an increasing number of exhibitions and events taking place.

On the financial side we are working closely with major commissioners, such as Leeds City Council, to ensure we receive payment on time. Chris Baillie and Phil Johnson have done a great job and NZ is really confident that we are getting money in quickly. This will continue to be closely monitored but, through a greater rapport with Leeds City Council, we are now receiving money when it is needed.

On a less positive note, and as raised earlier by Eileen, we are not in as good a position as we were previously but we do have a plan to address this. While some issues can be attributed to the pandemic we need to have a plan of how we are going to address this in the longer term. At its heart Swarthmore is very strong, it has a good culture and very strong organisation and it proves it can be agile, which gives NZ confidence that we can turn things around and become quite financially viable and sustainable over the next financial year. NZ is extremely positive about the year ahead and is looking forward to working with the Trustee Board, Chris and Phil on the finances to make sure we grow financially over the next 12 months.

As there were no questions or comments from those present in respect of the Annual Report and Final Accounts it was confirmed that agreement be recorded as follows:

- a) The Annual Report was agreed
- b) The Financial Statements to 31st July 2022 can be formally signed-off
- c) As there were no objections from those present it was confirmed that Sagars will be reappointed as Auditors for the coming year and their fees agreed.

6. Articles of Association – Agreement to Amend

The Articles had been shared with Members and were available in the public domain prior to the AGM. We are required by law to have our Articles of Association in place and previously had two documents, Articles of Association and Memorandum of Understanding which were quite outdated. The Trustee Board have worked with Wrigleys Solicitors to update our Articles of Association and no longer have a Memorandum of Understanding. As a company limited by guarantee and also a charity we have to register our Articles of Association with both the Charity Commission and Companies House.

Amendments agreed between the Trustee Board and legal advisors include limiting the tenure of Trustees, this will allow new Trustees to join the Board bringing with them fresh ideas and alternative approaches. The maximum term would be 3 tenures, with Trustees leaving the Board after 9 years, unless it was agreed that a Trustee's skillset and expertise were still required, but the aim is to bring new people onto the Board to help us to grow and continue to adapt moving forward.

A change has been made to Quaker representation on the Board as it is proving difficult for them to provide us with two representatives, we will therefore have up to one Quaker representative on the Trustee Board.

There is a requirement for all Trustees to adhere to a Code of Conduct, which has been recognised in the past but it was felt this should be more explicit in the amended Articles of Association.

There has been much discussion about staff representation on the Trustee Board but following consultation it has been agreed that changes will be made to the constitution of the HR Committee to enable staff members to attend HR Committee meetings.

It is also proposed to reduce the quorum at Annual General Meetings from 25 members in attendance to 15.

JB asked if there were any objections or questions regarding the proposed changes to the Articles of Association. Mandy Torbitt expressed concern that setting up a separate committee which included staff representation could result in approaches being made directly to Trustees and decisions being made that would bypass the management team, which had happened previously. JB accepted there had been issues previously and reassured MT that the Trustee Board were looking at how best to have this constituted. When consideration was being given to having staff representation on the Board there were many difficulties and concerns which came to light. Lauren Huxley, who is a member of the Trustee Board, provided valuable input into these discussions through her knowledge and understanding of governance. Discussions are ongoing to identify and agree a workable model but JB agreed with MT that what is needed is alignment. JB feels this is currently in place with Trustees, the Director, management team and staff all aligned. This is not to say that challenging discussions cannot happen, but these must take place openly amongst all parties. Staff representation has not been included at this stage, but it does not mean that this cannot be changed in the future.

IT WAS RESOLVED that the Articles of Association be amended as proposed. The final document will be laid with both the Charity Commission and Companies House.

7. Election/Appointment of Swarthmore Trustees

JB read out the names of Trustees who had left the Board in the last year – John Arnison (Quaker representative), Clare Wigzell (Quaker representative), Marjorie Ellis, Patrick Hall, Cllr Abigail Marshall-Katung, Diane Hodgkinson and Emma Roberts (Quaker representative).

JB invited Beckie Lucas, who joins the Board as our new Quaker representative, to give a brief introduction to those present, followed by other members of the Trustee Board. BL has attended Quaker meetings for 18 years while at Leeds University and has attended 4 different universities. BL lives in Ilkley and has two small children, she has experience as a Project Manager and Policy Advisor and is also a writer. JB welcomed BL on behalf of everyone present. It is proposed to display posters showing members of the Trustee Board in the reception area and staff room, which will help raise the profile of Trustees so that staff and students know who they are.

Pammi Sinha – Vice Chair – works at the University of Leeds School of Design and her background is fashion. PS also sits on the HR Committee.

Sue Taylor – has worked in post 16 education for 20+ years and currently works for a training provider offering training to Apprentices and supporting people back into work. ST regards it as a privilege to be part of the Trustee Council and looks forward to helping Swarthmore to grow and develop and be sustainable for years to come.

Clancy Walker – writer and presenter who creates audio visual content for a range of different organisations such as the NHS and health and care third sector, CL also heads up the Comms team at Voluntary Action Leeds. A member of the Trustee Board for 2 years CW is pleased to be a part of the Swarthmore team.

Lauren Huxley – day job is at the Lifelong Learning Centre at Leeds University where she is a Student Experience Officer, she is currently the Safeguarding representative on the Trustee Council. LH is on several Boards, she has a passion for Governance and is passionate about young people being representatives on Trustee Boards as it is important that everyone is represented in Governance.

Ian Greenwood – in his second tenure having been a Trustee for 4 years. IG is a semi-retired academic at Leeds University, his experience going back many years in industry and latterly academia is all aspects of people management/HR/industrial relations. IG's expertise is people strategy and he is working with the Board to develop our HR strategy.

Liz Watkins – retired medic who had a wide medical career, LW was a Partner in General Practice, then NHS Management and latterly a Consultant in intensive care and also has links to the University. LW has been involved with Swarthmore for around 5 years as a Trustee and member of the Finance Committee. LW agreed with other Trustees that Swarthmore is a wonderful organisation to be a part of.

Nigel Zaman – part-time Civil Servant who has worked with lots of organisations of all sizes throughout his career. NZ said businesses go through the same problems whether they are large billion pound companies or very small. NZ has a keen interest in finance and seeing how businesses move forward. A Trustee for 2½ years NZ enjoys giving focus to things outside his day job.

Julie Badon – involved with Swarthmore a long time. JB came back from America with three young children and decided to sign up for a Counselling course, moving on to University and spending 20 years as a Civil Servant until redundancies were announced when she returned to Swarthmore to do Adult Education Certificates. JB joined the Trustee Board and tried to use her expertise of being involved with organisations at Board level, mainly in the NHS, to see how she could support Swarthmore in getting where it needs to be. This organisation is really important to the City and has lots to offer, it is important that we all do everything we can to ensure it continues to grow.

As there were no further questions JB thanked everyone for attending, both in the room and via zoom, and declared the Annual General Meeting closed at 5.40 pm.

This has been my fifth year as Chair of the Trustee Council at Swarthmore, and it has been another challenging one. We were very pleased to be able to reopen the Centre for adult learners after the long COVID lockdown in September 2021, aiming to make it a recovery year. However, no sooner had we opened than we had the return of the Omicron variant of the COVID which hit us hardest in December 2021, just as the Government support came to an end. So very quickly we had to shut down - No Christmas parties, closure again of classes, and a hasty retreat from the centre followed. As 2022 began there was still an understandable degree of caution across the community in terms of returning yet again to face-to-face learning. This was a key contributory factor to our deficit position. Despite all of that however, we have generally an extremely positive story for this year 21/22 at Swarthmore:

- the numbers of new learners coming to Swarthmore slowly increased
- increased numbers of adult education courses were on offer
- digital classes and ongoing blended learning was available to meet the demand from some
- face-to-face classes were also available for those happy to do so
- we invested in air purifiers to deliver a safer environment
- we were awarded the Educate North award for Digital Education and Development in April 2022, against some stiff competition
- we delivered a uniquely tailored programme for a number of Ukrainian refugees to support them in their journey to Leeds
- we ran a number of community days to share a unique understanding of what was really going on in the Ukraine
- our study programme achieved an amazing 100% GCSE pass rate for all those sitting qualifications
- we had our first study programme student gain a place at university achieving 3 A levels with two A* and one A.
- we invested further in our building, refurbished the hall, decorated and refreshed all classrooms, and created an improved and positive learning environment throughout the centre.

All incredible achievements and we can be rightly proud of all that has been done this year.

We know that it is important that we keep going, we recognise we must keep viable as an organisation, and we must keep on delivering high quality education in a supportive and inclusive environment. To help us understand it is natural to ask - what do we mean to our students?

I would like to ask Eileen Exeter to come up and let us know why she comes to Swarthmore, what it means to her and how it improves her life.

"Hello, my name is Eileen Exeter and I have been coming to classes at Swarthmore for nearly 10 years. I want to thank Swarthmore. Thank you for providing the opportunity to come to a safe, warm environment to learn new things.

After I retired I realised how important it was to keep learning, to keep the body and brain active. Coming to classes at Swarthmore also meant I met like minded people from all parts of the community. I have also benefitted from the wisdom of some great teachers who inspire as well as teach. We hear a lot of talk about 'life long learning' but here we can actually put it into action.

So thank you once again, and here's to future learning opportunities."

Thank you Eileen it is important for us to hear this message.


So, looking forward now to this coming year - Nigel is going to outline shortly our proposals on strategy which will enable us to move our organisation forward, based on a plan to shift the organisation from simply striving to survive to one of truly thriving. *"From striving to thriving."*

To deliver on this we need to make sure that all of us - be we students, staff, management, or Trustees - are spreading the word about all we have to offer with our family, friends, colleagues and Councillors. We are a unique Centre that offers so much, to so many - often at a time when it would not be so easy for them to access education elsewhere for a range of reasons. Please come along to our taster sessions in March and take some of the flyers to share wider. Bring along a friend to a session.

Finally, I would like to thank and congratulate our staff, our management team and our Director, Chris, who have all worked so hard this year to make sure that Swarthmore continues to grow and reach its full potential. Well done for all that has been achieved, particularly in our systems and processes, thus giving us a solid foundation and the right information upon which we can now build, grow, and truly thrive.

Thank you all for listening.

Julie Badon
Chair of Trustees



Swarthmore
Education Centre

SURVIVING TO THRIVING

Swarthmore Business Strategy 2023-2026

Nigel Zaman

