

**South London Theatre Centre Ltd
Extraordinary General Meeting
Saturday 11th May 2024**

Present: Simon Gleisner (Chair); Lorna Felix (Minutes); Cal Beckett; Chris Bennett; Jo Boniface; Andrew Chadney; David Clements; Graham Clements; Jenny Clements; Eddlie Coleman; Lily Ann Coleman; Anne Crane; Adam Crook; Nicholas Davidson; Caroline Doyle; Caroline Durant; Dennis Fenton; Brian Fretwell; Phil Gammon; Kay George; Bex Law; Geoff Lill; Matthew Lyne; Gerri McAndrew; Gareth Milton; Dean Moore; Jason Moran; Steve Pleasants; Chris Purcell; Peter Stevens; Christine Theophilus; Hayley Thomas; Lisa Thomas; Sean Thomas; Pippa Tuck; John Winters; Malcolm Woodman; Shirley Woodman; Shree Ziradkar.

Apologies : Jeanette Hoile.

	Item	
1.	<p>Aim of meeting :</p> <p>To vote on a special resolution to change our Articles of Association and Byelaws, which will enable a change to our governance structure and make it fit for purpose.</p>	
2.	<p>Overview of the proposed changes:</p> <p>Following a period of consultation the proposed changes have been published on the SLT Website. Simon nonetheless provided an overview of the proposed changes for the meeting.</p> <ul style="list-style-type: none"> - The BPT will continue to exist as a company and a charity and will remain a subsidiary of SLT. However it will have a board which is the same as the board of trustees of SLT, and management of its operations will be integrated with the management of SLT. - SLT General Council will be replaced by a Board of Trustees and Executive teams. - Roles and responsibilities will be clearly split between the Trustees and the Executive Committees - in principle, the Trustees will be responsible for the broader charitable responsibilities and the long-term future, with the Executive teams responsible for our creative output and day-to-day management of the theatre and The SLT Fire Station. -The Board of Trustees will still be elected by, and responsible to, the membership (excluding two co-opted positions), and Ordinary Trustees will serve for a maximum three-year period. The Artistic and Commercial Directors will be re-elected each year. 	

	<p>- The Board of Trustees includes an Artistic Director and a Commercial Director. They will each have an Executive team, one focussing on the theatrical output, the other on the commercial activities, such as room hire, merchandise sales and building facilities. (UPDATED following feedback)</p> <p>- The Executive teams are entirely flexible and will be appointed by the Directors and Trustees, with no time limits on the periods people can serve.</p> <p>-The Executive teams will agree a one-year plan with the Board of Trustees, including budgets and expected income, along with any major developments or initiative, and then will deliver and report against that plan. All creative and artistic decision-making will sit with the Artistic Executive team.</p> <p>-The Board of Trustees will develop a five-year plan and work with the Executive to deliver and report against that plan.</p> <p>We have created updated structure charts following the feedback, and these are shown below.</p>	
<p>3.</p>	<p>Answers to questions raised</p> <ol style="list-style-type: none"> a. Trustees will elect a Chair of the Board from amongst themselves. However neither the Artistic or Commercial Director are eligible for the role of Chair of the Board. b. It is no longer necessary to have been a member for six months before standing for a Trustee role. c. There will be a formal application process for anyone wishing to stand as a Trustee, with information circulated to members before elections take place. d. The detail of where functions sit between Artistic and Commercial Director is still to be confirmed. e. The proposed change does not need to be approved by the Charity Commission because there's no change to our charitable purpose. f. If approved, in terms of transition, Trustees will be elected at September AGM with a view to the new structure being in place by 1st January 2025. In terms of functions, the aim is to enable as much continuity as possible. g. As is currently the situation, financial liability is limited to £1 per member. h. If the proposal is not approved, the status quo will prevail. i. The Treasurer role requires a specific skill set, and is usually a co-opted post. j. The proposed roles of Artistic Director and Commercial Director are of equal status, but neither can be Chair of the Board of Trustees. k. The Board of Trustees will deal with formal complaints; the process has still to be confirmed. l. Theatre Committee will continue to have responsibility for the 	

	<p>schedule, but as ever, it needs to be a consultative process.</p> <p>Issue raised: the meeting questioned the choice of name for Artistic Director role because in other venues that implies wider responsibility than is envisaged within SLT. Various options mooted including Theatre Director.</p>	
4.	<p>Vote outcome: The outcome of the combined online and in person votes are:</p> <p>In support of the resolution : 144 Against the resolution : 3 Abstentions : 10</p> <p>Total Votes cast :157</p> <p>NB Current Membership is 410, of which 39% voted.</p>	
5.	<p>Next Steps:</p> <ul style="list-style-type: none"> - Applications for Trustee roles will open mid July. - Voting for Trustee roles will take place at the AGM on Sunday 8th September 2024 at 18.00 <p>Simon closed the meeting by thanking members, and urging everyone to think about how they would like to take part in the new structure.</p>	