

Confidential	<p style="text-align: center;"><u>LLANGOLLEN INTERNATIONAL MUSICAL EISTEDDFOD</u> EISTEDDFOD GERDDOROL RYNGWLADOL LLANGOLLEN</p> <p style="text-align: center;">2021 Extraordinary General Meeting of the Company held via ZOOM on Wednesday 8th December 2021 at 7:30pm</p>
<p>1. Present</p> <p>Apologies</p> <p>Introduction</p>	<p>Members present are listed in Appendix 1 to these minutes.</p> <p>Apologies were received from the members listed in Appendix 2 to these minutes.</p> <p>The Chairman, Dr Rhys Davies (RD) welcomed everyone to the meeting. He reported there were approximately 50 members attending via Zoom and over 30 proxy votes had been received. The main crux for the meeting was to vote on the proposed changes to the Memorandum and Articles (M&A) and to vote for new Trustees. RD introduced and welcomed the new Executive Producer (EP), Camilla King (CK) who had been in post for just over 1 month and working extremely hard to launch the Eisteddfod for next July.</p> <p>RD thanked Jillie Saunders who came to the end of her term on the Board at the meeting.</p> <p>RD reported he had received a letter from Selwyn Evans (SE), on behalf of Friends. Friends had donated £17.5k for the 2020 Bursary Fund and a further £9k for 2021. Because neither the 2020 or 2021 Eisteddfods had taken place in the usual format the funds had not been used. In the letter SE said the £26.5k, currently held in restricted funds, should be used to support core staff costs in 2022. RD thanked SE and Friends and said he will send an acknowledgement.</p> <p>On behalf of all in the meeting Ian Lebbon (IL) proposed a vote of thanks to RD, all members of the Board, Betsan Moses (interim EP), CK and the paid staff. Regrettably LIME had had to say goodbye to some members of the paid staff.</p>
<p>2. To receive the Minutes of the AGM/EGM held on 1st September 2021</p>	<p>Paul Coleman (PC) asked that under agenda item 8, the sentence “Jillie Saunders has come to the end of her tenure” be replaced by “Jillie Saunders will come to the end of her tenure at the next election members meeting”.</p> <p>Otherwise Louisa Jones proposed the minutes as a true representation and this was seconded by Iwan Llewelyn-Jones.</p>
<p>3. Presentation regarding amendments to Memorandum & Articles</p>	<p>CK gave a brief report.</p> <p>When she joined LIME at the beginning of November there was 1 concert in place, Russell Watson and Aled Jones held over from 2020. Everything else had been started from scratch. CK thanked the office staff for working hard so tickets could go on sale before Christmas. Because of timescales CK hadn’t been able to meet committees. Tickets would go on sale on Monday 13th December.</p> <p>The Eisteddfod will run from Thursday 7th July to Sunday 10th July, shorter than normal because of Covid uncertainty. The pavilion extension won’t be used because in the last few years only a few events have required it and also it will ensure there is a safe number of people on site. Box office risk will also be reduced and fewer security staff etc. will be required.</p>

There will still be competitions; CK is working closely with Rondo and both the Music & Staging and Competitors committees. It will be possible to hold competitions in Llangollen and for overseas competitors there will be a digital option. 2022 will not be a normal year but something special to celebrate 75 years will be created without tipping LIME over the financial precipice.

CK will share plans with members as they come together.

Prior to the meeting CK had circulated a guide to the proposed changes to the M&A and the reasons for them. CK gave a presentation summarising this. If the changes are not accepted, core funding will cease and LIME will either have to be run entirely by volunteers or reach the end of its existence. If the changes are accepted, core funding should continue and LIME will have a strong and sustainable future. CK recommended accepting the changes.

4 questions were submitted in advance of the meeting.

Question 1

Articles 11 (2) (b) and 28 (d) prevent any person from standing for election to the Board unless that person has been recommended by the Nominations Committee. This is undemocratic and reduces what should be an election to an appointment system with total power being given to the Nominations Committee to block any person of whom they disapprove from even standing for election. While there may be no objection in principle to having a Nominations Committee can the rule that only their preferred candidates may stand be changed so that the system remains democratic?

Answer 1

The Board accepted by a majority that this article be accepted. As has been explained and discussed at length this change is to raise the skill set of the Board. It is not undemocratic since the nominations committee will put forward all applicants with the appropriate skill sets for election whether they disapprove of them or not. This is in line with the Nash report and following the Charities Commission's own recommended nominations procedure. It is unfair on applicants who do not fulfil the skill set to be put forward.

Question 2

Article 46(2) (b). This states that no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Board. This takes no account of unforeseen emergencies, possibly during the week of the Eisteddfod. Can a sub-clause be added to the effect that in an emergency additional expenditure may be incurred with the approval of the Board?

Answer 2

LIME's solicitor responded as follows:

The starting point is that only the board should be able to incur expenditure for the charity and the board can then delegate this authority within parameters set by the board (in the form of a budget). It should not be for committees to determine what constitutes an emergency which requires unauthorized expenditure to be incurred on

	<p>behalf of the charity. There is always the ability for the board to approve emergency spend requirements. Thus if emergency expenditure comes to light it can be approved urgently by the Board and there is no reason to change the article. Essentially it is the same as the articles of 2016</p> <p><u>Question 3</u> The Nash report made clear that a change to the articles of association will require consultation with the membership. What consultation has been undertaken and what feedback received?</p> <p><u>Answer 3</u> There has been consultation with the membership and numerous discussions over the last months and years. Members knew it was coming, it was raised at the last EGM and the Nash report was shared with all company members. New M&As were distributed to members prior to this EGM. There has been plenty of time to respond as have several members informally and formally.</p> <p><u>Question 4</u> The paper issued to the members only gives reasons for the M&As and does not give details of any shortcomings, such as the almost entire removal of members’ rights to elect trustees. Should there not have been a more balanced presentation addressing issues fully discussed by the board so that members could make an informed choice?</p> <p><u>Answer 4</u> Please refer to answer 1. Members’ rights to elect trustees have been maintained. The nominations committee will put forward all applicants with the appropriate skill sets for election whether they disapprove of them or not. Members can make an informed choice. Under Company Law, the Board can be dissolved if more than 50% of members vote for it.</p> <p>Discussion was then opened up to the meeting.</p> <p>PC commented that what RD described as consultation wasn’t really consultation and that the changes were being ‘steam-rolled’ through. Information has been supplied but feedback not sought. RD responded that the membership had been consulted with and information had been provided at the EGM in September 2021. RD added the opportunity had been given for members to provide feedback. CK added that WG / ACW feel LIME has been ‘dragging its heels long enough’ and if the changes are not adopted by the end of 2021 they will cease to fund LIME.</p> <p>Morag Webb added that LIME is not financially viable without public support. Over recent years ACW has given LIME a lot of public money and as such has a responsibility to ensure good governance and practice on the part of LIME.</p> <p>In final comments both PC and RD re-iterated what they had said above.</p> <p>Polling then took place.</p>
<p>4. Vote on proposed amendments to</p>	<p>Sixty-seven members voted for the amendments, 5 voted against and 4 withheld their vote. Therefore the amendments were passed.</p>

Memorandum & Articles	
5. Vote on applicants for vacant Board positions	A majority voted to elect Chris Adams as a Director and Vice-Chair, Lucy Morris as a Director and Treasurer, Nico Decourt as a Director and Grant Carlton as an External Director. A majority voted to re-elect John Gambles as a Director.