



Unapproved. Minute of the Annual General Meeting of  
Befriending Networks Ltd.

Wednesday 1<sup>st</sup> November 2023 at 11.25am via zoom.  
*Incorporated within the annual membership conference.*

Item	Description
1	<p>Welcome, apologies and proxies.</p> <p>Emily Kenward, Vice-Chair of Befriending Networks opened the AGM at 11:25. She noted apologies of the Chair, Glenn Liddall of People Know How. The meeting was attended by 121 participants from the Befriending Networks membership. There were no proxies being held.</p>
2	<p>Consideration and approval of the minutes of the AGM held on 2<sup>nd</sup> November 2022</p> <p>Members present were invited to approve the minute of the AGM held in 2022. With use of an online poll, members by majority approved the minute as a true record of the meeting.</p>
3	<p>Trustees annual report of activities</p> <p>Emily Kenward introduced the Trustees Annual Report with the following remarks:</p> <p>“And the Trustees Annual Report provides a milestone to do just that – celebrate all that Befriending Networks has achieved over the past year. As a board we are grateful to and thankful for the dedication of the staff team. Their skills, experience and ideas are integral to our service delivery which advances our current strategic plan. And I’m sure as members, you’ll agree that the team are always responsive, knowledgeable, and helpful.”</p> <p>The Trustees Annual Report was made available to members in advance of the meeting. A short film animation of achievements was shared with attendees and has been made available online.</p>



	<p>Emilly Kenward share the intentions of the Board of Directors: "We <b>unanimously</b> agreed to <i>increase our efforts for meaningful engagement, co-creation, and the development of our network <b>with our members. This will be in partnership</b> because without our members, our network would <b>simply not exist.</b>"</i></p>
4	<h3>Consideration of the statement of financial activities</h3> <p>The Statement of Financial Activities was noted and received by the membership of Befriending Networks. The accounts were approved and signed by the Board on 5<sup>th</sup> September 2023. Our accounts have been prepared by our accountant Gibson McKerrell Brown LLP and have been subject to independent examination by Julian Cordery.</p> <p>Our largest source of income is through grant funding. We are in a fortunate position of having strong, trusted, and effective partnerships with our funders: including some multi-year grant funds. Our main funders are the Scottish Government, Corra Foundation, and the National Lottery Community Fund in both England, and Wales.</p> <p>In 2022-2023 we've seen an overall decrease in income. In 2021-2022 we administered a small winter fund grants scheme to Scottish members on behalf of the Scottish Government. And whilst this was repeated in 2022-2023 it was not of the same value, impacting both the income and expenditure figures in 2022-2023.</p> <p>We did however experience a slight increase in income from charitable activities, which includes income generated through our membership. These income sources include membership fees, training, and quality awards. Through our bespoke training and consultancy offer we have also been able to generate enterprising income.</p> <p>New in 2022-2023 was the board's decision to utilise Flagstone investment funds which has generated interest on our available funds.</p> <p>Our largest single area of expenditure is on staffing. Our staff team is made up of 9 employees working remotely across the UK. Supporting a remote organisation incurs costs associated with a strong IT infrastructure, travel, and accommodation to bring our team together regularly, and costs associated with maintaining a small office space. In August 2023 we relocated from our office space to a co-working environment in Edinburgh.</p>



	<p>At Befriending Networks, we've worked hard for a number of years to build healthy reserves for the organisation which provides security and sustainability. In 2022 and 2023 the Board reviewed the level of reserves and the overall financial position of the organisation. There was consensus from the Directors, that investment is required to both advance and enhance Befriending Network's role, position, profile, and services. This will be delivered between 2023 and 2025, and some of this has already begun. Three funds are being managed as investments into our service design and delivery: Digital Transformation; Organisational Development: and Growth.</p>
5	<h3>Appointment of Member Directors of the company</h3> <p>Befriending Networks is governed by a membership led board of directors. The board can be made up of up to 10 directors, 6 as member directors, and 4 as appointed directors. The maximum term any director can serve is 5 consecutive years.</p> <p>At each AGM, member directors appointed by the board in the period since the last AGM must resign from office, alongside half of the remaining member directors. Those who are eligible may stand for re-election.</p> <p>Scott Coyne, member director from Epilepsy Connections will come off our board having served his full 5-year term. Glenn Liddall, a member director from People Know How and our current Chairperson has informed the board that he'll be standing down from Befriending Networks as both Chair and as a Member Director, after four years of service. With Scott and Glenn standing down, this leaves existing Member Directors Jayne Burnett (Visiting Friends) and Emily Kenward (Time to Talk Befriending) as continuing member directors.</p> <p>In spring 2023 we advertised for member Directors, and the board co-opted Bonnie Bowhay and Nikki Pattinson to serve until this AGM as Member Directors. Member were invited by online poll to vote on the following two resolutions:</p> <p>Ordinary Resolution 1:</p>



	<p>Nomination of <b>Bonnie Bowhay</b> (Marie Curie) to serve as a Member Director of Befriending Networks Ltd.</p> <p><b>By majority the resolution was passed.</b></p> <p>Ordinary Resolution 2: Nomination of <b>Nikki Pattinson</b> (Carers Leeds) to serve as a Member Director of Befriending Networks Ltd.</p> <p><b>By majority the resolution was passed.</b></p>
6	<p>Any other business</p> <p>There was no further business of the AGM.</p>
7	<p>Close of AGM</p> <p>Emily Kenward closed the AGM and invited Susan Hunter, CEO and Company Secretary to convene a meeting of the board of directors for the purposes of appointment of external Directors and Office Bearers.</p>

## Followed immediately by a Meeting of the Board of Directors

1	<p>Appointed Directors</p> <p>There were three nominations for Appointed Directors to be re-appointed to the Board for a further one-year period.</p> <p><b>Peggy Winford.</b> Proposed by Emily Kenward and seconded by Nikki Pattinson.</p> <p><b>Clare Watson.</b> Proposed by Bonnie Bowhay and seconded by Jayne Burnett.</p> <p><b>Mike Niles.</b> Proposed by Jayne Burnett and seconded by Emily Kenward.</p> <p>The board were invite to support the nomination for the first time of <b>Stuart Gray</b> to an Appointed Director position. The nomination was made by Nikki Pattinson and seconded by Emily Kenward.</p>
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2	<h3>Election of Office Bearers</h3> <p>The Board Executive, which met on 4<sup>th</sup> October made the following nominations, for Office Bearer roles: Chairperson, Emily Kenward; Vice Chairperson, Mike Niles; and Treasurer, Stuart Gray.</p> <p>Board directors, were invited, by show of hands to support each role in turn. All three votes returned unanimous support. Declaring that from 1<sup>st</sup> November 2023 office bearer roles are held by:</p> <ul style="list-style-type: none"><li>• Emily Kenward to be our Chairperson</li><li>• Mike Niles to serve as our Vice Chairperson</li><li>• Stuart Gray to serve as our Treasurer</li></ul>
3	<h3>Close of Meeting</h3> <p>The meeting was closed by incoming Chairperson, Emily Kenward, who said:</p> <p>“I wanted to thank you, Susan, for all you have achieved since you started as CEO at Befriending Networks. I also want to thank Glenn Liddall for his leadership of Befriending Networks in recent times and setting such a high standard for the role of Chair. I hope I can match the generosity of time, expertise, and enthusiasm that Glenn has brought to the organisation over the past four years.</p> <p>As we look to the future, I’m most looking forward to working alongside you, our members. I’m also looking forward to providing support and leadership to our staff team and my fellow Directors.</p> <p>As the CEO of Time to Talk Befriending in Sussex, and a long-standing member of Befriending Networks, I believe in the purpose and benefit of partnership and collaboration.</p>



I am committed to the development of a co-created strategic plan for our organisation's future. And to ensure that our collective passion for befriending is recognised nationally. Because we know that befriending makes a significant difference in people's lives.

And that through our collaboration we can amplify and strengthen the voice of the sector, with Befriending Networks as the vehicle to make this possible.

My immediate hope is for our member voices to be embedded in all that we do. For the views of our members to be included within the design and delivery of our services, and in the creation of our next strategy. We, as the membership, can play an integral role in the future of Befriending Networks. So, we will move forward together;

And our staff team will create meaningful opportunities for you to share your collective voice in our operational activity, strategic thinking, and direction.

So, I encourage you to get involved. To be open. To share. To collaborate. To connect. And to help us fully realise the potential of Befriending Networks as the national intermediary network for befriending services.

As we build on the good work of the past, the future is exciting, and I am proud to be part of the journey."