



**Number 63 (Soroptimist) Limited Minutes of the 72nd Annual General Meeting
Held on Saturday 23 January 2021 electronically via Zoom at 2.00pm.**

1. Welcome , Notice of Meeting , apologies for absence and confirmation of quorum .

The Meeting was chaired by Ann Garvie, Chair of the Board of Directors since January 2018. She welcomed Shareholders to the Meeting and thanked them for their attendance. She thanked Soroptimist International for hosting the meeting and introduced Deborah Thomas , Global Executive Director, and Zoe Shepherd ,Executive Assistant.She then invited Deborah Thomas to read the Housekeeping Rules for the Meeting. Ann Garvie then advised Shareholders that to comply with GDPR, all those involved in the organisation and hosting of the meeting had agreed to the removal of all personal information relating to the meeting from their devices within seven days of the meeting.

She introduced Carwen Wynne Howells, Board Administrative Officer and Co-opted Director, and invited her to read the Notice convening the Meeting after which she introduced the Board Directors: Kay Linnell , Finance; Giselle Davies, Governance; Angela Elkholy ,Hotel Services; Barbara Diamant, Maintenance ; Co-opted Directors : Isobel Smith and Carwen Wynne Howells ; Share Registrar, Alison Cramer .

She expressed her sincere thanks to Carwen Wynne Howells and Alison Cramer for the considerable amount of work undertaken by them in organising the meeting. She was pleased to welcome the Patrons of Number 63: Sharon Fisher and Johanna Raffan to the meeting.

Apologies for absence had been received from the following :

Cathy Cottridge, President Elect SIGBI; Julie Blackwell, SI Winchester; Elizabeth Harrison, SI King's Lynn; Pam James, SI Bingley; Heather Knott, Associate Member ;Kate Moore, SI Stafford; Irene Orr, SI Lisburn ;Hilary Page ,SI Epsom; Sue Perry, SI Bristol; Cathryn Richards, SI Neath ; Marie Robinson, SI Bangor (N.I.); Frances Rothwell, SI Derby ;SI Garforth Elmet. The Chairman confirmed that the meeting was quorate with 110 Shareholders on the call and 24 valid proxies.

2. In Memorium

Ann Garvie paid tribute to all those Shareholders who had died since the last Meeting and asked Shareholders present to bow their heads in memory of those who had died during the year.

3. Minutes of the 71st Annual General Meeting held on 25 January 2020.

There were no corrections to the Minutes.

4. Matters Arising and Acceptance of the Minutes.

There were no matters arising. The Acceptance of the Minutes was:

Proposed by : Thelma de Leeuw ,SI Bingley.

Seconded by: Joan Smyth ,SI Bangor (N.I.)

and Agreed by those Shareholders present.

5. Chairman's remarks

Ann Garvie commenced her remarks by thanking Patrons , Mariet Verhoef Cohen ,Immediate Past President Soroptimist International ,and Isobel Smith , Immediate Past Federation President SIGBI , for their support of Number 63 and congratulated Isobel on the way in which she had acted as an ambassador for Number 63. She was also pleased to welcome Sharon Fisher ,President Soroptimist International ,and Johanna Raffan , Federation President SIGBI , the current Patrons of Number 63 to the Meeting.

She expressed her thanks to the staff at SIGBI for their support during the year and asked President Johanna to convey her thanks and that of the Board to them.

She commented that Number 63 had been fortunate to be able to use the skills of its Shareholders to the benefit of Number 63 .In particular ,those of Penny Venness who had contributed so much to Number 63 over the years and whose skills and expertise have been lost as a result of her untimely death as a consequence of the current pandemic.

She informed Shareholders that she had been humbled on learning that Miss Yvonne Mullens, SI Manchester, had left Number 63 a considerable Legacy in her Will, she had fond memories of dining with Miss Mullens and Mrs Kathleen Beavis in Malta .

She stated that Covid-19 had had a major impact on the operation and profitability of Number 63 .2020 had been an unprecedented and challenging year involving staff redundancies ,furloughing of staff , cancellations of bookings , adapting processes to ensure Number 63 was 'Covid Compliant' ,whilst maintaining the fabric of the Building and undertaking planned refurbishment.

The Board of Directors would have failed in their duty of care and due diligence not to have developed a Business Plan to address the challenges ahead .The Board has had the benefit of the input from external consultants from the Hotel & Catering ,Human Resources , Information Technology and Marketing industries in developing its planning process. The current Short Term Business Plan which runs until 31 January 2021 will be followed by a Medium Term Business Plan to run until 30 September 2021 and then a 5 year Plan will run until 30 September 2026.

She advised Shareholders that the incoming Board would receive an Induction Pack and participate in a facilitated Strategic Planning Session in February 2021 to enable them to take ownership of the planning process. She informed Shareholders that due to the

sensitive nature of elements within these plans it was not possible to share the in depth details of the plans publicly at this time. She also advised Shareholders that the Director of Finance would be monitoring the financial position the fluctuating state of which might impact on the delivery of the plans.

She advised Shareholders that all members of staff had been impacted on as a consequence of the current pandemic , only the Manager had not been furloughed. However , it has provided opportunities to develop staff and she shared the comments from the member of staff who had acted as caretaker for Number 63 during the Manager's absence as a result of a family bereavement.

'Thank you for the trust , it was an incredible opportunity'.

Ann Garvie informed Shareholders that the Directors were all accredited professionals who ,together with the Share Registrar and Board Administrator , have served Number 63 well. She reminded Shareholders that they were all volunteers who had not claimed expenses or accepted honoraria this year .She wished to thank them most sincerely for their commitment to the sustainability of Number 63.

Two Directors would be stepping down , Giselle Davies and Angela Elkholy and she expressed her thanks to them both for their considerable contribution to the work of Number 63 and wished them both good health and relaxation.

She also expressed her thanks to Derek Jeffrey , Maintenance Consultant, who in addition to his contracted role had ensured the safety of staff and security of the building during the current pandemic.

In concluding her remarks she apologised for the somber tone of her remarks but that she needed to be honest and upfront in respect of the challenges facing Number 63.

She thanked the Shareholders for the attention and invited questions.

One Shareholder enquired as to whether the Manager was still at Number 63.

Ann Garvie responded that the Manager was still in post.

Another Shareholder enquired as to what the Legacy would be used for .

Ann Garvie responded that the intention was to use the Legacy for a long term legacy such as the refurbishment of the ground floor or the upgrading of the fourth floor.

A Shareholder asked whether the Business Plans would be made public to which Ann Garvie responded that the intention was to make them available to Shareholders eventually and hoped that Shareholders would understand her caution.

6.Financial Accounts.

6a Finance Director's Report.

Ann Garvie thanked Kay Linnell and her staff for their support of Number 63 during the year.

In her Report Kay Linnell , Director of Finance, directed Shareholders to pages 6,16 & 17 of the Annual Accounts , the profit and loss accounts also P7 ,the balance sheet, and highlighted the following:

There had been a reduction in turnover from 415K to 203K due to the fact that Number 63 had in effect been closed to guests for six months (late March to year end 30 September 2020).

Breakeven point had been reached on gross profit and the resultant net loss for the year was 170K. This had been offset by a reduction in cash reserves of 170K.

Some of the loss had been offset by receipt of 10K from Westminster Council, a Business Rate Holiday, reduction in utilities bills plus a grant of 9K was pending.

A Business Interruption Claim in the region of 250 K had been made payment of which, following the High Court's judgement, would return Number 63 to a stable financial state. Four members of staff had been made redundant, one of whom is taking her case to Tribunal. An earlier redundancy had been settled.

She stated that it had not been the easiest of year, however, there was one bright spot in the accounts sales of the Number 63 Gin which were steady. She expressed her thanks to Debbie Proops, Manager for the packing and dispatching of the No 63 Gin to customers.

In terms of the future, Number 63 would incur losses of 16K per month whilst the current coronavirus restrictions apply and advised Shareholders that there were sufficient cash reserves to see Number 63 through the next few months.

She advised Shareholders that the Legacy from Miss Mullens was 'ringfenced' and would not be used to offset general running costs. She added that she would personally miss Yvonne Mullens.

Number 63 continues to receive income for the 500 Club run by Pat Dale and Andrew Hudson since Anne Hudson's death.

Questions were then invited from the floor.

One Shareholder noted that wages costs were higher than the previous year and asked where the payments received via the Government Furlough Scheme were shown. Kay Linnell responded that wages had been increased in line with inflation, after discussion with the Auditors, the wages were left as such and that payments received via the Furlough Scheme entered as grants.

Another Shareholder asked for further details of Miss Mullens' legacy.

Kay Linnell responded that there had been two bequests, one of 5K which had been received early and a second bequest to Number 63, as a residuary beneficiary of her Will, which amounted to 150 K. That money had been 'ringfenced' and invested in Building Society accounts.

Another Shareholder questioned the Redundancies made. Kay Linnell responded that as a consequence of an in depth Business Review undertaken in September 2020, the middle tier of management had been removed. She stressed that it was positions that had been made redundant rather than the individuals. One of those made redundant believes she has a case

which is going to Tribunal . She informed Shareholders that an earlier redundancy has been as a consequence of disciplinary action.

A further question was asked in respect of refurbishment and whether it would be sensible to undertake refurbishment whilst Number 63 was closed to guests. Kay Linnell responded that as we do not know when the current situation will abate it would not be wise to undertake major work .

Ann Garvie advised Shareholders that there would be a presentation following the meeting on the refurbishment work carried out during 2020.

6b Auditor's Report.

She then moved to the Independent Auditor's Report on pages 3 to 5 of the Accounts. The Auditors ,Kreston Reeves, did not have any concerns and that Susan Robertson whilst invited to attend had not felt it necessary to attend the Meeting. She commended the Accounts and the Auditor's Report to the Shareholders.

6c Acceptance of Accounts.

Kay Linnell commended the 2020 Accounts to the meeting as an honest, fair and true representation of the current financial position.

Proposed by : Jan Doyle (SI Folkestone)

Seconded by: Janet Garnons-Williams (SI Medway & Maidstone)

and **Accepted Unanimously** by those Shareholders present.

7.Appointment of Auditors.

The appointment of Kreston Reeves as Auditors, until the conclusion of the next Annual General Meeting , be approved was moved by Kay Linnell, Director of Finance.

Shareholders had been asked in advance of the Meeting to approve the appointment of Kreston Reeves as Auditors until the conclusion of the next Annual General Meeting The appointment had been **Agreed Unanimously** by those Shareholders registered for the Meeting and exercising their vote.

8.Reports of Directors.

Ann Garvie informed Shareholders that all the Directors Reports had been made available on the Shareholders Section of the Number 63 Website ahead of the Meeting. She hoped that Shareholders had enjoyed reading them.

9.Election of Board of Directors Members.

Ann Garvie informed Shareholders that they had been asked to vote on the nominees standing for election as Directors in advance of the Meeting .She was pleased to inform Shareholders that all the nominees had been successful and the following had been elected :

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- Pratibha (Pat) Dale
- Barbara Diamant
- Margaret Emsley
- Barbara Jeremiah
- Isobel Smith
- Yinka Soetan
- Carwen Wynne Howells

Ann Garvie then introduced the Directors and congratulated them on their election. She informed them that the first Board meeting would take place at 1730 that evening. She also expressed her thank to the Tellers Anne Ainsworth and Marilyn Jackaman (SI Cambridge).

10. Report of the 500 Club

Ann Garvie informed Shareholders that the Report of the 500 Club had been posted on the Shareholders Section of the Number 63 website ahead of the meeting. She thanked all those who had contributed to the Club and Pat Dale for all her hard work during the year. In response Pat Dale stated that ,now that the 2000 Club had unfortunately closed, she asked Shareholders to consider joining the 500 Club .At £12 per year it was a worthwhile investment.

One Shareholder asked why the annual Direct Debit cost was £13.Pat Dale explained that the £13 included an element to cover bank charges and that the cost per ticket paying via Direct Debit was £13. She reminded Shareholders that they could buy more than one ticket .

11.Patrons

Ann Garvie welcomed Sharon Fisher Patron 2021 to the meeting and invited her to address Shareholders. Sharon Fisher stated that it was a pleasure to bring greetings to the Shareholders. She informed Shareholders that she had visited Number63 on numerous occasions. She had first stayed at Number 63 in 2009 prior to going to Sierra Leone to visit Project Sierra. Her stay was interrupted by an overnight snow storm that resulted in a 'London Whiteout' and flights the following day being cancelled .She recalled meals at a local Italian restaurant ,visits to the White Swan Inn and Soroptimists walking across the park to Harrods. For her Number 63 epitomised international goodwill and friendships. 'Stay alone and make friends or stay with friends and make more friends.' She could not believe the challenges the Board was facing ,the situation was unprecedented and she wished the Board well in their endeavours.

Ann Garvie thanked Sharon Fisher and hoped that she would be able to welcome her to Number 63 again .She commented that the Coronavirus Pandemic must have impacted on her tenure as International President and congratulated her on the way in which Soroptimist International had adapted to new ways of working and complemented her on the Webinar Programme .She wished her continued success in her leadership of the Organisation during her second year as International President and Patron of Number 63.

Ann Garvie then introduced Johanna Raffan ,Patron2021 to the meeting and invited her to address Shareholders. Johanna Raffan stated that she was privileged to be Federation President of SIGBI during the centenary of Soroptimist International but the 'cherry on the icing' was to be invited to become a Patron of Number 63.She informed Shareholders that when she first became a member of her Club purchasing shares in Number 63 was obligatory and commented that she had made good use of her investment utilising all of its facilities on many an occasion . Number 63 being the perfect place to stay when in London. She had been fortunate enough to hold a 'Get to know you day' for the incoming Regional Presidents at Number 63 in early 2020 and to introduce her theme of 'Believe to Achieve' .The meeting had been followed by a very convivial No 63 Gin Party . She concluded by wishing everyone well for the future complete with a glass of No 63 Gin & Tonic in hand . Ann Garvie thanked Johanna Raffan and wished her well for the rest of her Presidency. She commented that her theme 'Believe to Achieve' was particularly relevant to young people and one which should be embraced by Number 63. Ann Garvie then thanked both Patrons for their kind remarks and wished them both well .

12.Any other competent business

There were no items of any other competent business.

13.Date of next AGM – 22 January 2022

Ann Garvie thanked everyone for their attendance and wished them well for the coming year. She advised Shareholders that a Feedback Survey had been posted on the Shareholders section of the Number 63 Website and encouraged them to complete it as it would inform how the 73rd Annual General Meeting would be organized in 2022.

She thanked Deborah Thomas and Zoe Shepherd for their management of the meeting and welcomed the new Board of Directors for Number 63 ,the first meeting of which would take place later that day.

The Meeting was closed at 3.25 pm.