

**Riding for the Disabled Association incorporating Carriage Driving**  
 Registered Charity no. 244108 (England & Wales) and SC039473 (Scotland) Company no. 05010395

**Minutes of the 54<sup>th</sup> Annual General Meeting held at Haydock Park Racecourse  
 Warrington Road, Newton-le-Willows, Merseyside, WA12 0HQ on Friday 17 November 2023**

Present:	Member Groups: <ul style="list-style-type: none"> <li>• Listed at Appendix 1</li> </ul>
In Attendance:	Board of Trustees: <ul style="list-style-type: none"> <li>• Frances Lochrane, Interim Chair (Chair)</li> <li>• Helena Vega-Lozano, Chair Elect (HVL)</li> <li>• Simon Bragg (SB)</li> <li>• Lindsay Correa (LHC)</li> <li>• Barbara Manson (BM)</li> <li>• Ellie Orton, OBE (EO)</li> <li>• Emma Wells (EW)</li> <li>• Rachel Vaughan-Johns (RVJ)</li> </ul> Executive Team: <ul style="list-style-type: none"> <li>• Lincoln Clarke, Interim COO (LC)</li> <li>• Ceri Walters, Director of Finance &amp; Resources (CW)</li> <li>• Lisa Davies, Head of Communications &amp; Insight (LD)</li> <li>• Barbora Hallam-Skalova, Interim Director of Business Improvement (BS)</li> </ul> Legal Advisor: <ul style="list-style-type: none"> <li>• Shivaji Shiva, VWV (SS)</li> </ul>

<b>1.</b>	<b>Welcome</b>	
	<p>The Chair opened the meeting and welcomed everyone to the 54<sup>th</sup> Annual General Meeting. FL took the meeting through the necessary housekeeping arrangements for the venue.</p> <p>The Board of Directors then introduced themselves except for Neil Goldie-Scot and Sally-Anne O'Neill whose apologies were noted.</p> <p>It was confirmed the meeting was quorate and the meeting was declared open. All members had received the Notice of AGM which was sent out on 26 October 2023, and it was recorded that the required notice had been given. The Notice was taken as read.</p>	
<b>2.</b>	<b>Apologies</b>	
	<p>Apologies were received from trustees, Neil Goldie-Scot, and Sally-Anne O'Neill.</p> <p>A full list of apologies from Member groups will be held at RDA National Office. A copy will also be given to SS.</p>	AL

<b>3.</b>	<b>Minutes of the 53<sup>rd</sup> Annual General Meeting held on Friday 18 November 2022</b>	
	<p>The Chair introduced Shivaji Shiva (SS) of VWV solicitors who had been asked to guide the meeting through the formal aspects of the AGM.</p> <p>The minutes of the AGM held on 18 November 2022 had been circulated in advance of this meeting with comments invited. No comments were received in advance.</p> <p>It was requested that the minutes more thoroughly explain what happens in the meeting. SS explained that two versions of the minutes are produced – a short form which records the resolutions that have been passed which is required as a matter of law. And a long form which records the spirit of the meeting but does not record every conversation. A member asked if the minutes could at least record the votes for each resolution and be circulated to the Members so they can provide any feedback. This was agreed.</p> <p>It was noted that a period of 9 – 12 months had been suggested for the consultation with Members on changes to the Memorandum and Articles of Association. However, this had not yet happened. SS confirmed that there is no resolution at this AGM on the changes to the Memorandum and Articles of Association as there is a desire to fully consult with Members on the review. It was recognised that Members will need to be given sufficient time to read, digest and feedback on any proposed changes.</p> <p>It was confirmed the minutes of the 53<sup>rd</sup> AGM were an accurate record of the meeting and were accepted by the Members.</p>	
<b>4.</b>	<b>Matters Arising</b>	
	There were no matters arising.	
<b>5.</b>	<b>Chair's Report</b>	
	<p>SS handed over to the Chair who gave an update on the past 12 months.</p> <p>The Chair asked Simon Bragg (SB) to give an update on the formal complaint which had been received. SB reported that over the last eight months a formal investigation had been underway. A sub-committee of the Board of Trustees had been established and Pitmans Lawyers had been appointed to undertake a full independent review.</p> <p>Pitmans have reviewed all documents and held meetings with stakeholders and individuals from the group of complainants. It is expected that the review will conclude by the end of December.</p> <p>SB handed back to SS.</p>	
<b>6.</b>	<b>The Trustees' Report and Accounts for the year ended 31 March 2023</b>	
	SS handed over to SB who went through the key highlights from the report and accounts for the year ended 31 March 2023.	

	<p>Total income increased year-on-year by £100k to £2.4m with planned expenditure increasing by £500k year-on-year to £2.5m, resulting in a deficit before losses/gains on investment of £130k.</p> <p>Planned increased expenditure included post-pandemic reinstatement of the National Championships, implementation of new initiatives funded from new grants, site maintenance at the National Training Centre and a £100k Grants to Groups programme.</p> <p>Investments portfolio suffered losses of £515k due to adverse market conditions, but it is hoped this will improve going forward.</p> <p>Good robust financial position with £7.2m net assets – enough resources to run the charity well.</p>		
<b>7.</b>	<b>Resolutions</b>		
	<p>SS introduced the Resolutions which he reported were all Ordinary Resolutions.</p> <p>Resolution 1 : That the Company's audited annual accounts and reports for the financial year ended 31 March 2022 be received.</p>		
	In Person Votes	Proxy Votes	
	<p>For = 23 Against = 0 Abstain = 1 Proxy = 14</p>	<p>For = 56 Against = 1 Abstain = 0 Discretionary = 36</p>	
	Resolution 1 was passed.		
	<p>Resolution 2 : That Sayer Vincent LLP be re-appointed as auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid and the Board be authorised to fix the auditor's remuneration.</p>		
	In Person Votes	Proxy Votes	
	<p>For = 24 Against = 0 Abstain = 0 Proxy = 14</p>	<p>For = 55 Against = 1 Abstain = 0 Discretionary = 37</p>	
	Resolution 2 was passed.		
	<p>Resolution 3 : That Helena-Vega-Lozano be elected as Chair in accordance with article 32.</p>		
	In Person Votes	Proxy Votes	
	<p>For = 24 Against = 0 Abstain = 0 Proxy = 14</p>	<p>For = 57 Against = 1 Abstain = 0 Discretionary = 35</p>	
	Resolution 3 was passed.		


	Resolution 4 : That the appointment by the board of Simon Bragg as Honorary Treasurer with effect from the close of this meeting in accordance with article 33 be noted.		
	For = 24 Against = 0 Abstain = 0 Proxy = 14	For = 55 Against = 1 Abstain = 0 Discretionary = 37	
	Resolution 4 was passed.		
	Resolution 5 : That it be noted that Rachel Vaughan-Johns takes office as Deputy Chair with effect from the close of this meeting in accordance with articles 34 and 35.3.		
	For = 24 Against = 0 Abstain = 0 Proxy = 14	For = 61 Against = 1 Abstain = 1 Discretionary = 30	
	Resolution 5 was passed.		
	Resolution 6 : That Ellie Orton be elected as a member-appointed Board Member in accordance with article 35.4.		
	For = 24 Against = 0 Abstain = 0 Proxy = 14	For = 53 Against = 1 Abstain = 0 Discretionary = 39	
	Resolution 6 was passed.		
	Resolution 7 : That Barbara Manson be elected as a member-appointed Board Member in accordance with article 35.5.		
	For = 23 Against = 0 Abstain = 0 Proxy = 14	For = 54 Against = 2 Abstain = 0 Discretionary = 37	
	Resolution 7 was passed.		
	Resolution 8 : That the reappointment for a further year of Emma Wells be confirmed in accordance with article 35.5.		
	For = 23 Against = 0 Abstain = 0 Proxy = 13	For = 54 Against = 2 Abstain = 0 Discretionary = 37	
	Resolution 8 was passed.		

	Resolution 9 : That the retirement of the Frances Lochrane, Sally-Anne O'Neill, and Neil Goldie-Scot as Board Members with effect from the close of the meeting be noted.		
	For = 13 Against = 0 Abstain = 0 Proxy = 2	For = 61 Against = 1 Abstain = 0 Discretionary = 31	
	Resolution 9 was passed.		
<b>8.</b>	<b>Questions</b>		
	<p>Lincoln Clarke (LC) introduced the Q&amp;A session. He reported that six questions had been received in advance of the AGM:</p> <ul style="list-style-type: none"> <li>• The first two questions were of an operational nature – answering of phones and the process for group mergers. The operations team has been restructured and once the new team has been embedded Members should start to see a substantially better support service from the team at National Office.</li> <li>• Question 3 – recognition of volunteers. Recognising the incredible work of our volunteers really matters and it is critical that we get it right. This is something that that we are paying immediate attention to with Lisa Davies leading.</li> <li>• Question 4 and 5 – Relating to the consultation work that was undertaken earlier in the year. This consultation has informed some of the planned changes to MyRDA. A new MyRDA is expected to launch in the summer of 2024.</li> <li>• Question 6 – Relating to our various databases of members. There is a live project reviewing the effectiveness of our current systems and databases in relation to our federation's needs.</li> </ul> <p>FL and the Board were congratulated, and HVL was wished good luck.</p> <p>It was noted that a number of staff have been acting outside their job description thanks should also go to them and for what they have been able to achieve.</p>		
<b>9.</b>	<b>Any Other Business</b>		
	No other business had been received in advance and there was no other business raised at the meeting.		
<b>10.</b>	<b>Chairs Speech</b>		
	<p>HVL thanked Members for confirming her appointment as Chair and said she was looking forward to the year ahead. She has already visited a number of groups and will aim to visit more during the next 12 months.</p> <p>She set out her priorities for the year ahead:</p> <ul style="list-style-type: none"> <li>• Recruitment of a CEO – 52 applications were received which have been of good quality, making it hard to whittle these down to a shortlist of 10. It is hoped that an appointment can be confirmed by the end of the calendar year.</li> </ul>		

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| <ul style="list-style-type: none"><li>• Supporting and stabilisation of the National Office.</li><li>• A formal review of governance and engagement across RDA UK. It is expected that this will be a six-month collaborative process including input from across the network.</li><li>• Developing the full potential of RDA assets including Lowlands and the National Training Centre.</li><li>• Looking at the fundraising role of National Office in support of the RDA network.</li></ul> |  |
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HVL recognised there has been a lot of change and it is now time for a period of stability, whilst balancing the need to make progress as RDA evolves.

By order of the Board



**Frances Lochrane – Interim Chair  
RDA UK**