



## ISTD Annual General Meeting

Wednesday 18 November 2020, 17:00 – 18:00, via Zoom

### Meeting Minutes

The Society's Chief Executive, Ginny Brown, welcomed those attending and introduced the Society's Chair, Sue Passmore.

Ms Passmore, on behalf of Board of Trustees, welcomed participants to the 2020 AGM. She said that none of us could have envisaged addressing each other from our homes and that she hoped everyone, and their loved ones, were safe and well. She then provided information and guidance about the conduct of our first online AGM.

Ms Passmore gave the Chair's address (Appendix A) and then introduced Keith Stephenson, Director of Finance & Operations, who delivered a report on the Society's finances (Appendix B).

Before proceeding to voting on the Resolutions, Ms Passmore read questions submitted in advance to which Mr Stephenson responded.

Nicholas Miles asked '*Why are there no dancesport trustees on the present, or forthcoming planned Council? How was the application information communicated to members?*' A similar question was raised by Robert Grover.

- The Nomination and Remuneration Committee led a rigorous selection process, advised by an independent agency. They sought to balance the skills of the Council for an environment in which charity regulation becomes ever more exacting. All members were informed of this recruitment process at the start.

Robert Grover asked '*Has Chris Hocking already been appointed as Chair?*'

- No. The Trustees considered it in the interests of transparency to indicate their intentions to the membership.

Robert Grover asked: '*What are the powers of Appointed Trustees?*'

- They can speak and vote at Council meetings. But the Articles include quoracy provisions stating that the number of Elected Trustees must always exceed the number of Appointed Trustees voting on any resolution.

Ms Passmore proceeded to the Resolutions. She thanked the Trustees sincerely for their dedicated work over the past year and advised that she was retiring and not seeking re-election.



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The first vote was to **elect as Trustee Chris Hocking**. Ms Passmore explained that following an external recruitment process, Mr Hocking was recommended by the Trustees to serve as the next Chair of Council. However, this was for information only. Members were being invited to elect Trustees. It is the role of Council to select a Chair from the body of elected Trustees.

Ms Passmore summarised the Resolutions to **elect as Trustee Tom Hobden; to re-elect as Trustee Karen King; to re-elect as Trustee Jeremy Kean; to re-elect as Trustee Keith-Derrick Randolph; and to re-elect as Trustee Elisabeth Swan**.

Before moving to the two Special Resolutions, Ms Passmore read another question from Mr Grover: *'I understand that the Society needs to amend and update its Articles of Association. However, since it is a membership organisation, I would like to know why, in doing so, it is proposing to dilute some of the democratic rights of those members and how this will be of benefit the members? In particular, I refer to Article 74 which removes the right of the members to select a President and transfers that right to the Council and proposed resolution (agenda item 2.2) which erodes the rights of members to propose resolutions for discussion at the AGM.'* Mr Grover stated that he did not write that question but had submitted a different question: *'Do we not have any talent in our own organisation to Chair our Society?'* Ms Brown clarified that the question about Article 74 and Resolution 2.2 had been received from Robert Aldred.

Mr Stephenson responded: Article 74 - the appointment of a President can serve strategic purposes in representing the Society to the world and inbuilding its profile. Trustees need to be able to appoint somebody who fits with their strategy. Resolution 2.2 - the amendment alters members' rights rather than removing them, to avoid management and Trustee time being diverted by issues of minority interest.

Mr Hawkins asked *'What the procedure would be to confirm the 2019 Minutes?'*

- Sarah Rowley of Charles Russell Speechlys LLP (the Society's Solicitor) stated that it was not for the members to approve the minutes. Members should have the opportunity to comment on the minutes, but it is the Chair's role to sign them as approved.

Ms Passmore introduced the Special Resolution, which required a 75% majority:

- **THAT the Articles of Association in the form attached to this notice are adopted as the new Articles of Association of the Society in substitution for, and to the exclusion of, the existing Articles of Association.**

Ms Passmore went on to explain that members were asked at last year's AGM to consider and adopt new Articles of Association. The Society must review its Articles from time to time to ensure they are up to date and reflect current legislation and good governance practice. The changes proposed have been recommended following a governance review undertaken in 2018 / 19 and on the recommendation of the Society's lawyers who are specialists in charity law. The draft proposed to the members at the AGM is an amended version of last year's proposal and the



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Council recommend that these changes are considered and adopted to ensure the Society's governing document reflects recent changes in law and good governance practice.

Ms Passmore introduced the second Special Resolution

- THAT having adopted the new Articles of Association by passing Special Resolution 2.1, the Articles of Association are further amended by deleting Article 22 in its entirety and replacing it with the following: 'Members representing at least 1% of the Membership of the Society may require the Council to propose a resolution at a general meeting provided that they shall give notice to the Society not less than forty-two days prior to the date of the meeting specifying the resolution to be proposed, and no resolution of which notice has not been so given shall be proposed at any meeting.'

Ms Brown checked that all members had voted and invited any member as yet unable to vote to unmute themselves to indicate this. Nobody responded. Ms Passmore declared that voting had closed, and then introduced the Chief Executive's Address (Appendix C).

Ms Brown then addressed further questions from Mr Grover:

<b>Question</b>	<b>Response</b>
<i>How many members do the ISTD have in total?</i>	5,543 voting members
<i>What proportion are under the Theatre and what proportion are under Ballroom genres.</i>	Theatre = 4,227; Dancesport = 936 Joint = 333
<i>What was the total cost of the rebranding initiative?</i>	The total cost of this project from 2017-2020 was approximately £120,000

Mr Stephenson announced the voting results:

Resolution 1.1:	To elect Chris Hocking as Trustee 173 votes For; 14 Against; 10 Abstain. PASSED.
Resolution 1.2:	To elect Tom Hobden as Trustee 174 votes For; 11 Against; 12 Abstain. PASSED.
Resolution 1.3:	To re-elect Karen King as Trustee 178 votes For; 9 Against; 10 Abstain. PASSED.
Resolution 1.4:	To re-elect Jeremy Kean as Trustee 116 votes For; 5 Against; 5 Abstain. PASSED.
Resolution 1.5:	To re-elect Keith-Derrick Randolph as Trustee 115 votes For; 2 Against; 2 Abstain. PASSED.
Resolution 1.6:	To re-elect Elisabeth Swan as Trustee 122 votes For; 4 Against; 2 Abstain. PASSED.
Special Resolution 2.1:	To adopt new Articles of Association 165 votes For; 19 Against; 13 Abstain. PASSED.
Special Resolution 2.2:	To amend the new Articles of Association 167 votes For; 17 Against; 13 Abstain. PASSED.



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Ms Passmore congratulated Myra Tiffin on her recent British Empire Medal for services to Dance and Pushkala Gopal who received an MBE for services to South Asian Dance.

She then read a further comment from Robert Grover: *'Members may not be aware that two of our most respected ISTD Ballroom Genre members have been elected in the past year to the most prestigious and responsible positions within the British Dance Council: Nicholas Miles, who has become the Vice President of the BDC and Robert Aldred, who has become Chair of the Sequence Advisory Committee.'*

Ms Passmore thanked members for attending the AGM and closed the meeting.



## **Appendix A**

### *Chair's Address, Sue Passmore*

Good evening, and on behalf of The Board of Trustees, welcome to this Annual General Meeting 2020, in this highly unusual setting. None of us could have envisaged addressing each other from our homes and I hope that you, and your loved ones are safe and well.

I am impressed that technology has made it possible for so many of you to attend, and that you appreciate that this is an important ISTD event, that in which we can engage directly with you and for you to vote on our resolutions.

Your attendance today is evidence of the exceptional commitment we all share for the work of the ISTD.

The balance sheet (31st December 2019) reflected a sound position which should have enabled The Society to invest in the new Business Plan to improve services to the members in the UK and Internationally.

My role as Chairman, since 2016, has certainly been challenging but nevertheless productive, and up until March this year, the Board were focused on maximizing the ISTD's assets, and furthering its charitable aims in order to survive in the competitive market in which we operate.

The current Board of Trustees is strong, diversly skilled, and brings a different perspective and insight in supporting the ISTD's commitment to diversity. Lyn Chandler, Sian Prime, Carrie Ann Wootten and Frederick Way, joined other Trustees more familiar with our values, and their wisdom and unprecedented support has been very much appreciated in the past 8 months.

My personal focus has always been recruiting the next generation of creative, enthusiastic teachers who will want to embrace the work of all 11 Faculties. This has always been key to the success of The Society but will be an important option for the next generation of dancers facing the repercussions of the pandemic.

Commencing 2019, we embraced the new technology, efficient and transparent ways of working and ensuring that our visual identity reflected a modern, forward-looking organisation. Ginny Brown shared these aspirations and I fully support her ambitions for The Society.

As many of you are aware, we have sort a home for the ISTD for more than a decade, and although there have been several options, it is clear that the current financial investment in Paul Street will serve the needs of the ISTD for the foreseeable future. Keith Stevenson will update you shortly on the journey he has undertaken on our behalf.

Paul Street was a cause for concern in that it was not compliant, and a health and safety risk for the staff and visitors.

The excellent refurbishment plans will increase the value of this freehold property and had



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allocated funds from the sale of ISTD 2. Additional dance studios are also being sort. In hindsight, we are fortunate that this investment is not only a sound one, but a safe one.

However, despite the best intentions and sound financial prospects, the pandemic that we are living with has identified that the time for sharing and learning is indeed upon us. A time where we are continually adapting, experiencing, and living through unprecedented changes to our lives, not only in the workplace but domestically, and financially.

As ever, balancing the need to be contemporary in our future outlook, while respecting our roots and traditions is, and should always, be key. A healthy ecology of dance and education is fundamental to ISTD in its continued success and sustainability.

Currently there are excess of 5000 loyal, professionally skilled, members and realistically we all know that a cohesive strategy is essential, working to influence government, engaging with the professional bodies and partners to make our voice heard nationally and internationally.

The Society now has a wonderful opportunity in embracing equality, diversity, and inclusion, that will enable new responsibilities and opportunities for the future of creative industries, but for us making dance and music an essential part of wellbeing in our everyday life.

Fund raising, creating bursaries, and enabling broadening access into the state system will serve to build our profile. More so than ever, it is vital that there is a transparency and trust built between the Faculties, Leadership Team and the Board of Trustees.

This is certainly a moment to acknowledge the work and commitment of the Leadership Team, on behalf of the Board. It has not gone unnoticed. I would also like to thank the CEO, Ginny Brown, and Keith Stevenson for commitment that goes way beyond the call of duty. They have kept the Board of Trustees informed since the first lockdown.

Although the majority of the membership are aware, my term of office as Chairman ends following this meeting. It has been a privilege to support the incredible contribution and professional skills you all bring to this Society.

Your resolve and judgement throughout my tenure has been a rewarding, if challenging journey.

It is just as well that age is just a number, because I was introduced to the ISTD in 1950 as a child inspired by Classical Greek Dance, and I have never looked back.

As Artistic Director of Bush Davies, I laughed in disbelief when Joyce Percy predicted I would be a future Chairman of the Board. But she had an uncanny sense of judgement on quality and commitment, as did other innovators of that period, and their vision only increased my loyalty to this Society.

After 20 years as a Trustee, I am focused on supporting new blood, and new aspirations provided that long established quality assurance prevails.



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To quote 'Wings and Roots'... wings show what you can become, roots remind you where you're from.

My former boss, colleague and friend, Doreen Bird aged 18, wrote in her diary (1946):

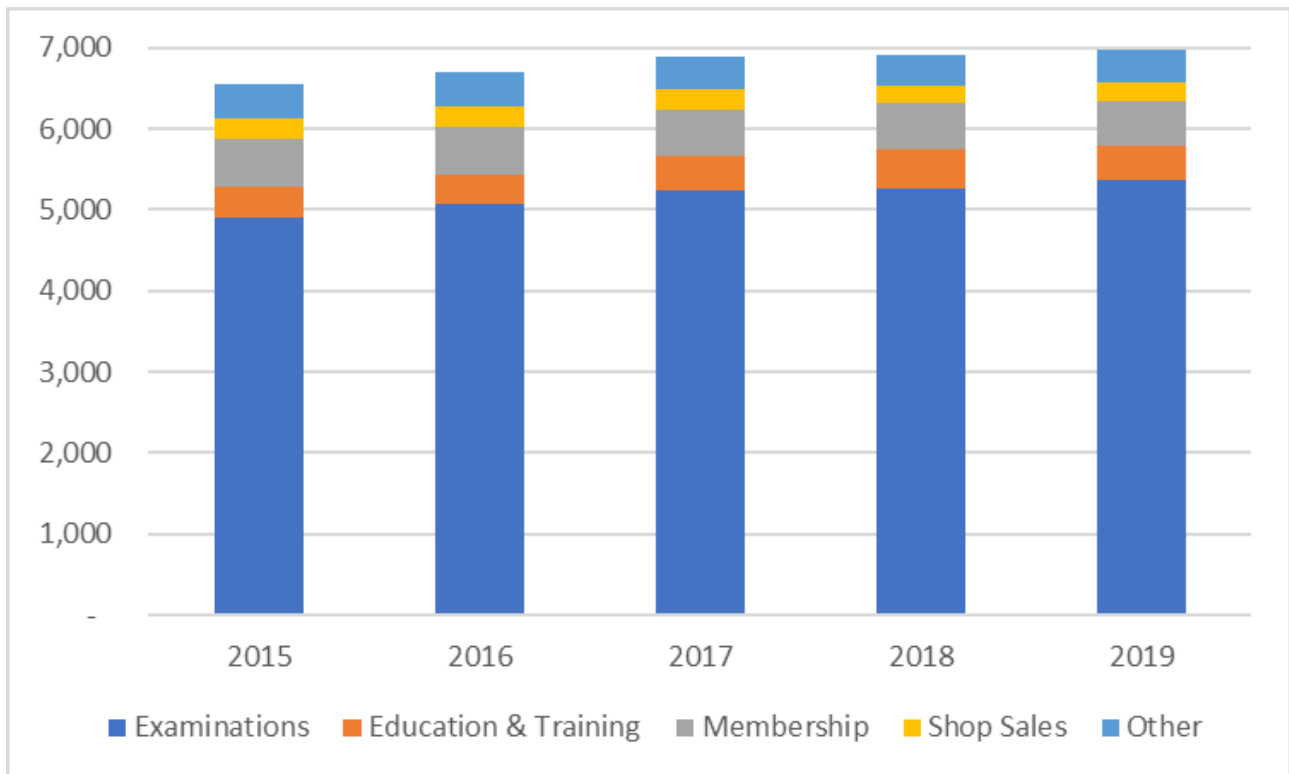
*May you dance with grace  
A smile on your face  
May your leaps and springs  
Be as drawn on wings  
May your turns be swift  
Cups and medals to win  
What a dancer you'll be  
And it's all taught by me!*



## Appendix B

*Director of Finance and Operations Address, Keith Stephenson*

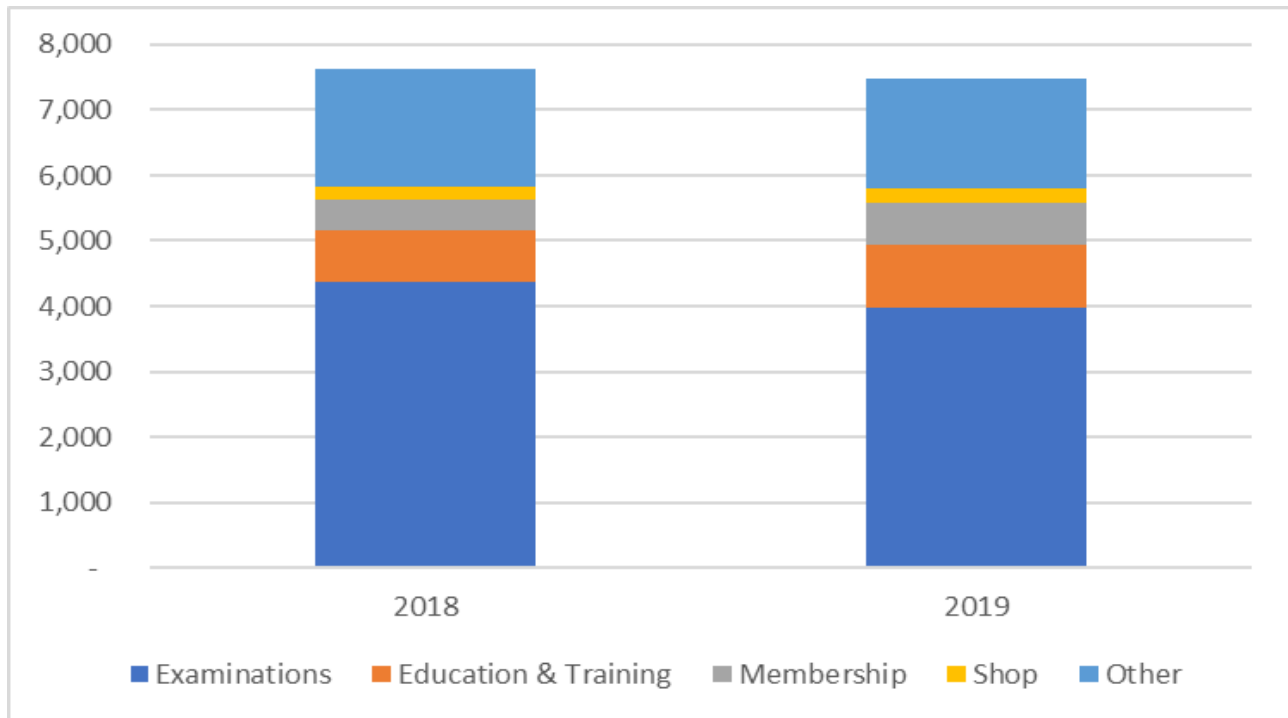
### Annual Income 2015-19 £K







## Annual Expenditure 2018-19 £K



### Income and Expenditure

- 2015/19 - Gradual income growth
- 2018/19 - Efficiency savings reduce expenditure

### 2020

- New service delivery
- Accelerate efficiency savings
- Seek new services to sell

### Assets

- Freehold of Paul Street building, Shoreditch
- Investments with investment manager CCLA
- Cash held with NatWest
- Thus the Society is a “going concern” despite COVID



## **Appendix C**

*CEO's Address, Ginny Brown*

Good evening.

I think it's fair to say that the year 2020 will be remembered as one of extraordinary change: The world rocked by a pandemic that has affected every aspect of our daily lives; Outraged by the horrific death of George Floyd, leading us to question whether we are doing enough to address racial inequality; And the prospect of further change to come with the UK's imminent departure from Europe. All happening against a backdrop of a global environmental crisis.

There has been so much change this year, that the beginning of 2020 feels like a long time ago. So, in this address I will first outline key achievements of 2020 against the Business Plan, then our approach to the pandemic and finally, I will conclude by presenting plans for addressing some of these global challenges during the coming year.

### **2020 Business Plan**

In January we entered the 2nd year of the 3-year Business Plan that I introduced at the last AGM. This Plan has the long-term aim of establishing the Society as a world leader in dance education with our syllabi recognised as the benchmark of best practice; our teacher training and CPD the automatic choice for those who are serious about a career in dance teaching and our membership the first port of call for those seeking guidance and support with building a career as a dance educator.

These goals are being delivered through three strategic priorities: Growing Membership; New Products and Markets and Organisational Capability.

#### **1. Growing Membership**

In 2020 we have developed a Member support package that provides business guidance and advice, including clearly branded marketing materials. We also established an International Representative support structure worldwide to ensure a clear point of contact for all members. These Representatives have proved invaluable in keeping lines of communication with our international members open during the pandemic - hosting regular members' meetings; contributing to international newsletters and updating us as the situation in each country changes.

#### **2. New Products and Markets**

Earlier this year we launched the Intermediate level of our new Contemporary Dance syllabus, which is proving an excellent vehicle for reaching new teachers and students. We have also delivered a range of member events and CPD courses, designed to upskill our members to work in different settings and to accommodate the needs of different learners.

In February we publicly launched our new image and logo, followed by a new-look Dance



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magazine in May and a new website this summer. COVID-19 also forced us to adapt our current services and products rapidly to cope with lockdowns and social distancing and I will say more about that shortly.

### 3. Organizational Capacity

Summer 2019 saw the introduction of a new Leadership Team, with five Directors responsible for each of the Society's key functions (Dance, Education, Examinations, Finance and Operations and Membership Communications). This year each Director has reviewed their area to ensure we are operating with maximum efficiency and to the highest standards. The appointment of this Leadership Team has been essential for building our organisational resilience – something that has been thoroughly tested this year as we have rapidly adjusted to the fast-changing demands of the pandemic.

During 2020, substantial work has been undertaken to build a coherent and robust IT provision. Which proved very timely as it facilitated our move to working remotely from late March, when the pandemic hit, and supported the transition to digital services.

During lockdown we also took advantage of the building being vacant to push ahead with the planned reconfiguration. Paul Street required substantial infrastructure improvements including repairs to the lift and roof, new air conditioning and disability access. The refurbished building includes a members' lounge, flexible learning space (designed to deliver digital learning activities) and multiple meeting rooms. Through careful planning, and a shift to flexible working, we have released the 3rd and 4th floors which we intend to lease – thereby generating significant rental income. This investment will not only provide the Society with a welcoming home for both staff and members, but will also be directly reflected in the value of the building.

## COVID-19

Alongside the Business Plan objectives, during 2020 we have had to respond to the fast-changing situation caused by the pandemic. At the end of March, all staff moved to working from home and exams were cancelled until end of July. However, we conducted calculated assessments for 'gateway' qualifications resulting in certification for 689 learners (we were the only dance awarding organisation to offer this). From September we have been offering remote exams both in the UK and internationally, as need dictates, and have delivered 6715 remote assessments to date.

Acknowledging that communication with, and support for, our members was crucial during this challenging time, we established a COVID website portal (which is updated as guidance changes); weekly news bulletins and a programme of free members' meetings and Faculty events. We also used the Government furlough scheme to cover some costs and reduced others by improving efficiency.

In August we moved our Summer School online, where we hosted a month-long programme of CPD activities. In total 4840 members in 28 countries have attended online courses this year (in comparison to 3,555 members who attended face-face courses in 2019). Likewise, we transitioned all our student events online this autumn.



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Whilst this has been a steep learning curve, I am satisfied that we are now well placed to manage the on-going uncertainty. With the ability to move seamlessly between online and direct delivery as the situation demands. And there have been some unexpected upsides - particularly the way that digital engagement has dissolved physical barriers, allowing us to come together as an international community like never before.

But I must also acknowledge that the pandemic has had a very significant impact on the Society's finances. We have lost half this year's income as a result of cancelled examinations during the lockdown periods. We are also forecasting a slow return to previous exam levels during 2021 and 2022 due to the likelihood of an economic downturn. So, we have challenging times ahead. But are fortunate to have sufficient financial reserves which, accompanied by careful stewardship, should support us through this period.

Then the world was further shaken by international outrage about continuing racial discrimination. We responded by taking time to reflect and consult to better understand the barriers to accessing the Society. When injustice is spotlighted in one community, this leads us to recognise other areas of inequity. So we have also tuned into frustrations expressed by other disadvantaged groups, who have been hit particularly hard by Covid-19.

## **Plans for 2021**

The events of 2020 have challenged us all to question what the future holds – both for us as individuals and as global community. My aim is to ensure that the Society not only survives this crisis, but that we come through this challenging period poised to make a significant contribution to children's cultural education. It is up to each one of us to be the change we want to see in the world. And I am confident that together we can work to overcome barriers to accessing a dance education.

Like all dance teachers, I have seen first-hand the transformational power of dance: its ability to unlock a child's creative, expressive potential; to provide opportunities for embodied learning and to transcend social and cultural divides.

At the Society we all share a passion for teaching dance. I have seen some great examples of how our Members, Trustees and Patrons adapt their work to suit the needs of diverse groups. This gives us a solid base from which to build. But we must acknowledge that currently our organisation is neither representatively diverse nor inclusive. Without providing sustained opportunity to access dance classes, we can't achieve our charitable purpose. So I am fully committed to working with our members to ensure we achieve equity, diversity, and inclusion across all levels of the Society.

This commitment has been exemplified by Sue Passmore, who concludes her term as Chair of Council today. During her tenure Sue has championed inclusive practice: curating events to share the work of varied artists; recruiting diverse perspectives onto the Board of Trustees; introducing bursary funds and instigating the Contemporary Dance syllabus.



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Her energy, enthusiasm, and commitment to high quality dance training for all is infectious and I am hugely grateful for her support and wise guidance. On behalf of the Trustees and Staff, I would like to express sincere thanks and deep gratitude to Sue for her extraordinary dedication to the Society. Sue has been part of the ISTD family for decades and I have no doubt that she will continue to be an important part of our dance family for many years to come.

## **Raising Standards**

Our other key focus for 2021 will be on raising standards – to ensure that the quality for which the Society is so well known, is secure for the future. Towards this end, the Dance Department is current appointing Lead Examiner teams, who will ensure consistency of standards across our portfolio and lead on Examiner Training.

We will also be launching an enhanced membership package that will focus on supporting the professional standards and development of our Members. This will include a free 3-month extension to the current membership year from January – March 2021 in recognition of the difficult times our Members are facing.

I strongly believe that our teachers have an important role to play in the lives of future generations of children and young people. You are our ambassadors and we, as a Society, are here to support you every step of the way.

I would like to conclude by sincerely thanking my staff, the Faculty Committees, Examiners and Trustees for their tireless hard work, support and tenacity during this extraordinary time. There is no doubt that 2020 has tested our resolve, but I am confident that we will come through this crisis stronger and that together we can build a bright future for the Society, our members and for future generations of dance students.