

AMOSSHE Executive meeting

5 June 2020 | Zoom video conference

Minutes

Attendees:

Anya Knight (AK)	Benjamin Parsons (BP)	Claire Slater (CS)	Chris Warrington (CW)
Fay Sherrington (FS)	Helen McNeely (HM)	Jayne Aldridge (JA)	John Bloomfield (JB)
Jill Stevenson (JS)	Lesley O'Keeffe (LO)	Nic Streatfield (NS)	Rotimi Akinsete (RA)
Simon Lee (SL)	Anji Gardiner (AG)		

Apologies:

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Item no.	Title	Timing: 10:15 - 10:45 (30mins)	Presented by	Paper
1	Standing item: Reserved business None		Jayne Aldridge	

Item no.	Title	Timing: 10:45 - 11:30 (45mins)	Presented by	Paper
2	Discussion: Rules and Articles of Association		John Bloomfield	19-20-31 19-20-32 19-20-33

JA gave thanks to the National Office and Chairs for all the work on reviewing the rules and articles of association. Since the last Executive meeting, the Chairs and National Office have been re-reviewing the rules and articles of association to present a comprehensive final draft to the Executive. The Chairs presented the following changes to the Executive Committee for their review and sign off.

Three main changes to the articles of association are:

2.4: It was decided that we would leave in the section regarding honorary members. We don't have any honorary members at present but we have the flexibility to do so without making changes to the articles.

4.2: "Any member can call a general meeting" was changed to "any member with voting rights". This makes it consistent and in line with our current membership structures.

12.1: Agreed to leave the period of time that an Executive member can sit on the committee without being a member at three months. An additional line has been added describing that we expect Executive

members to adhere to our principles as laid out in the roles and values document on the AMOSSHE governance section of the website. This provides the Executive with the discretion to remove a director who has been seen not to uphold these principles.

The Executive agreed the above amendments with no objections, questions, or amendments to the outline of articles 2.4 and 4.2. The Executive then agreed that the three-month period outlined in 12.1 is a reasonable time frame, as some commitments to AMOSSHE need sufficient time to hand over. Transition periods are important to carry on with the work AMOSSHE does. This proves difficult with abrupt change.

JB raised that two people on the Executive cannot be from the same institution, giving the following example to discuss: What would happen if an Executive member went to work at an institution that is already represented on the Executive?

The Executive agreed that AMOSSHE should ensure that there are not two Executive members from the same institution, in order to ensure wider representation across the sector. The Executive also agreed that a pragmatic approach is needed and AMOSSHE shouldn't be too absolute on the three-month time frame if circumstances meant flexibility would be of benefit to AMOSSHE. so accommodated a new rule to allow for certain circumstances. The rules for nomination specify the membership categories that are ineligible for nomination, and that two members from the same organisation cannot nominate, so this could dictate that the member moving to another institution already represented quits their role on Executive.

The Executive voted for the following amendment: to change wording to "normally" three months.

ACTION: JA to provide wording for articles 12.1 change.

ACTION: JB and Chairs to finalise work on the above amendments and add them in to the final rules and articles document in advance of the AMOSSHE annual general meeting (AGM) on 8th July, subject to a review by a legal expert.

Three main changes to the rules of association:

2: We replaced the original wording with the information from our website, as it is clear and concise and provides clarification on what each membership type is entitled to as a member.

6.2: It was agreed to keep the term of two years for Chair and Vice Chair positions and Executive Committee positions.

6.9: In the original version there was no mention of what happens with a tied vote. After discussion it was agreed that the Chair has the final vote and that there will be some criteria to consider before making a decision. For example, if there is under-representation from nations, then voting for someone from that nation would be preferable.

The Executive Committee agreed with the above amendments with no objections or amendments to the rules of association.

JS raised the point of diversity: considering diversity in the Executive team, our decisions on this inform the Chair's decisions. We should ensure that these considerations are clarified in the rules, including devolved nations and making this clear in the rules and articles, etc. HM confirmed that representation from the UK

nations and different kinds of member higher education providers was considered.

ACTION: JA and HM to develop guidelines for the Chair to inform their decision-making in cases of a tied vote.

ACTION: HM and Chairs to insert more details into the rules on diversity considerations for tied votes.

ACTION: JB, BP and Chairs to meet and tidy up the rules and articles in advance of AGM.

Item no.	Title	Timing: 11:30 – 12:15 (45mins)	Presented by	Paper
3	AMOSSHE current situation: finance, events and activity		John Bloomfield	19-20-34 19-20-35 19-20-36

JB presented the finance management reports to the Executive Committee. AMOSSHE had exceeded progress against pre-pandemic budgets up to our last continuing professional development (CPD) event in February (Winter Conference). Profits from this have helped our financial position up to the end of April 2020 (see year to date figures in the management reports paper 19-20-34). This management report has now been adjusted to include the revised full year budget position for year end.

JB advised the Executive to note that the cash position will reduce by nearly £12,000 in May due to refunds for National Conference 2020 sponsorship. These have already been removed from this year's figures but need to be adjusted in the cash position. A number of sponsors are happy to roll over their sponsorship to next year, and we are seeking other ways they can engage with us over the remainder of the year to maximise their exposure to our members whilst being mindful of the pressure the sector is under at the moment.

The Executive agreed that AMOSSHE's current financial affairs are OK. JA queried the conference expenditure line: why is this still so high? JB confirmed that we haven't amended staffing costs which is the major factor. JB has kept this expenditure here and will be speaking to our accountants to see if we need to make any further adjustments.

JB then presented the revised budgets for 2019-2020. The budget seen in paper reference 19-20-33 demonstrates what our new year end may look like. As part of the revision a number of costs have been reduced or removed dependent on the current situation, such as costs for Executive meetings, travel and conference costs. A full list of what has been removed is presented in the paper. This revised budget means a deficit of roughly £32,000.

We estimate that the money we have in our main bank account will cover our costs for the remainder of the year (year end is 31 July 2020) without having to use any of our £200,000 reserves. Current reserves are £232,000, meaning we will have £200,000 reserves by the end of July 2020. If there are any major changes, this will be from VAT adjustments.

HM and JA queried the situation with rent for the National Office space in London while the building is closed: have we been offered any rebates, or an extension of the contract tenure by six months? Extending the break clause could also work.

ACTION: JB to continue conversations with Universities UK about National Office rent while the building is

closed, to consider an extension of the lease tenure by six months or extending the break clause.

The Executive then discussed the National Office's big change of focus in terms of workload, with various virtual content, webinars, online discussions for members, etc. JB then presented the virtual conference programme to the Executive. The Committee then decided to deliver the National Conference free of charge for all.

ACTION: JB and JA to put together a statement about why the conference is free to mention at the AGM.

Item no.	Title	13:00 - 13:30 (30mins)	Presented by	Paper
5	AMOSSHE 2020-2021 financial modelling		John Bloomfield	19-20-37 19-20-38

JB presented the new financial modelling paper to the Executive. Both the financial modelling and CPD and National Conference activities are key components in AMOSSHE revenue; without these we cannot bring in additional sponsorship to help increase our income.

The Executive discussed the following information and subsequent questions, taking into consideration the implications of AMOSSHE activities over the following year and determining what this might mean for AMOSSHE's budget.

In discussion with the Chairs the following budget model has been produced to ensure that we keep our six months reserves intact as per our reserves policy. Paper reference 10-20-38 provides a detailed scenario of what 2020-2021 may look like, which includes:

- A drop of membership income of 20%
- Reducing CPD to one physical event (later in 2021) and eight chargeable webinars
- National Conference being a physical event for 150 people, and AMOSSHE only being contracted to that number of attendees
- 1 physical Executive meeting with the rest being virtual
- No Insight, professionalisation or international engagement funds
- Reduced sponsorship due to reduced opportunities
- Reduced costs where appropriate including travel, subsistence, venue hire etc

The Executive agreed to move forward based on 80% membership income, keeping membership fees frozen at 2019/20 prices and bringing forward the membership renewal and invoicing process for institutions that would benefit from renewing earlier than normal.

ACTION: BP to send out email to membership about membership renewals and sending out invoices early, and collate responses. Aiming to accommodate early invoicing from mid-June.

ACTION: BP to ask members to vote to agree to the fees staying the same

ACTION: JB to add upcoming 2021 NASPA exchange onto August agenda

The Executive discussed the CPD structure for the next academic year and confirmed that AMOSSHE needs to distinguish the new offering in the academic year from the current programme. National Office colleagues noted there will be a range of webinars, some more practical with a workshop feel and others

with more presentation content to digest. We could price point between £30 to £50 depending on the content and timing of event.

The Executive agreed a framework approach covering what is for free versus what is paid for, and using £50 as an average per webinar would be suitable.

The Executive gave constructive feedback for the NO and CPD team to consider, alongside suggestions for future events to ensure the best quality:

- The structure so far has proven successful, having well prepared content shows, this is important especially when it comes to online discussions
- Interactive group work in discussions is useful, trying to replicate a physical session with interaction is well received
- Showcasing examples of good practice is great, however opening to the floor and going around the room to gather everyone's thoughts doesn't work very well (chalk and talk sessions)
- LO attended a the Universities UK discussions; they had several speakers she suggested would be a good idea for us, as if delegates feel disengaged with one speaker there will be another speaker to tune into in 10 minutes' time. The only concern is running over time – speakers need to be strict on time
- Overload of webinars is also an issue in the current climate, everyone is offering free content
- National Office online event administration and setup is fantastic and extremely professional
- For speakers it is important to brief them and support them
- Important to ensure content is solutions-focused rather than a forum for expressing concerns
- Should be mindful that Executive representation on other organisations' webinars doesn't detract from our own AMOSSHE content

ACTION: CPD team to put together a framework for the different kinds of virtual offering, with different charging for different sorts of event, including free events, etc.

For October / November 2020, AMOSSHE should consider what content the membership needs at the time. It might be difficult to schedule webinars for September, so we could consider an evening or breakfast session to reassure members and ensure continuity of community.

The Executive previously confirmed that we wouldn't run any physical CPD events, given the current climate, until January 2021 and we'll come back to review this at the next Executive meeting in the new academic year. The Executive agreed that if we're allowed to do a physical event we should, because members and sector colleagues will appreciate it.

Topics to consider in September for a virtual event:

- Building virtual communities (September may be too late?)
- What happened during COVID-19 that we didn't predict?
- How are we going to make a comeback and be better at what we do?
- We're all in this together: what have been your top tips?
- More with less
- Intersectionality

ACTION: CPD team to review above topics and programme

ACTION: Executive team to consider CPD topics and speakers and submit through email to NS by the end

of week commencing 8 June.

Speaker suggestions:

- Gareth Hughes (embedding wellbeing in the curriculum)

Item no.	Title	13:30 - 14:15 (45mins)	Presented by	Paper
6	AMOSSHE 2020-2021 CPD and conference events		Nic Streatfield Benjamin Parsons	
The Executive discussed this in detail in the financial modelling section of the meeting.				

Item no.	Title	Timing: 14:15 – 14:30 (15mins)	Presented by	Paper
7	Update: Annual General Meeting Update: AMOSSHE 'residential' meeting		John Bloomfield Helen McNeely	
<p>Executive to keep 'residential' meeting dates in the calendar for a virtual residential meeting from 6th to 7th August 2020. JB and HM to meet for preplanning in June.</p> <p>JB introduced the outline of the agenda for AGM alongside various updates. AGM will now be starting at 10:00 on Wednesday 8th July 2020 to officially start at 10:15 for 45 minutes. The item on the agenda about freezing membership fees can become an information point rather than a vote.</p>				

Item no.	Title	Timing: 14:30 – 15:00 (30mins)	Presented by	Paper
8	AOB		-	-
<p>RA requested whether AMOSSHE should make a statement about racism and Black Lives Matter (BLM). This had also been requested by a separate member of AMOSSHE.</p> <p>The Executive discussed that AMOSSHE should support the BLM movement, as AMOSSHE states that we advocate and promote the student experience worldwide. The Executive discussed AMOSSHE's sphere of influence on political and humanitarian current affairs. This would be the first statement AMOSSHE has issued on current affairs.</p> <p>The Executive agreed to put out a supportive statement signposting members to useful topics, mentioning</p>				

the CPD on intersectionality and promoting other works.

ACTION: CS and RA to meet and put together BLM statement this afternoon with BP and AK for Executive to review Monday 8th June. This will then be issued on Monday afternoon on behalf of the Executive Committee via social media and on the AMOSSHE website.

Item no.	Title	Presented by	Paper
9	Date, time and place of remaining meetings: 6 to 7 August 2020, Zoom video conference residential	Jayne Aldridge	-

AMOSSHE Executive meeting

5 June 2020 | Zoom video conference call



Any amendments/comments/declarations on the points listed below are to be raised in advance of the meeting via email to info@amosshes.org.uk

- Standing item: Conflicts of interest
- National Office update
- Standing item: Previous meeting minutes and actions
- Professionalisation project
- Strategy

Agenda

- **Apologies:**

Item no.	Title	Timing: 10:00 - 10:15 (15mins)	Presented by	Paper
0	Welcome and general catch up / preparing to start			

Item no.	Title	Timing: 10:15 - 10:45 (30mins)	Presented by	Paper
1	Standing item: Reserved business		Jayne Aldridge	

Item no.	Title	Timing: 10:45 - 11:30 (45mins)	Presented by	Paper
2	Discussion: Rules and Articles of Association		Helen McNeely	19-20-31 19-20-32 19-20-33

Covid related agenda items

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3	AMOSSHE current situation: finance, events and activity		John Bloomfield	19-20-34 19-20-35 19-20-36

Item no.	Title	12:15 - 13:00 (45mins)	Presented by	Paper
4	Lunch			

Item no.	Title	13:00 - 13:30 (30mins)	Presented by	Paper
5	AMOSSHE 2020-2021 financial modelling		John Bloomfield	19-20-37 19-20-38

Item no.	Title	13:30 - 14:15 (45mins)	Presented by	Paper
6	AMOSSHE 2020-2021 CPD and conference events		Nic Streatfield Benjamin Parsons	

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Item no.	Title	Timing: 14:30 – 15:00 (30mins)	Presented by	Paper
8	AOB:		Jayne Aldridge	

9	- Sector updates	Jayne Aldridge	
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Item no.	Title	Presented by	Paper
9	Date, time and place of remaining meetings:	Jayne Aldridge	

Briefing to the AMOSSHE Executive Committee

28 May 2020

This briefing covers a number of areas that will not be discussed at the executive meeting on 5 June 2020. If any executive member would like to raise any points regarding the information in this briefing please do so by email to the Executive Director on j.bloomfield@amoshe.org.uk

Previous meeting minutes and actions

Please provide an update to the Executive Director on any outstanding actions that are assigned to you. These will be noted and updated to the wider executive in advance of the meeting via email. Please send these by the **3 June 2020**.

Conflicts of interest

If any executive member needs to declare a new or recent conflict of interest please let me know in advance of the meeting and complete the following form stating the conflict:

https://amoshe275.sharepoint.com/:w:/g/EbRhy-0qKVBHi8RD8hhDcd0BFV4d_Avtltp4vTGVHXRIGA?e=Dw6K2x

Please save a new version of the form and complete.

National Office update

The National Office staff team are continuing to work from home and staying connected with each other and the membership mainly via zoom and MS teams, email and phone. The current focus of work has shifted to provide immediate support to members as they navigate the rapidly changing landscape through a variety of mediums but mainly through:

- Regular national and regional meetings either chaired by a member of the team or an executive member.
- Responding to members messages on JISMAIL for discussion and networking meetings. We are responding quickly to set these up and we have produced a system to enable us to maximise the output through virtual breakout rooms and producing notes from the meetings.
- Producing a series of webinars with the assistance of Nic Streatfield and Chris Warrington from the executive.
- Producing a virtual conference with the support of the national conference team to replace the cancelled physical conference. This will include a number of sessions taking place across each day of the week commencing 6 July.

We have had very positive feedback so far from this approach and are encouraging members to let us know if there is anything else we can do at this time.

Membership update

Membership level	March 2020	May 2020
Small and specialist	33	33
Tier 1 organisation	45	45
Tier 2 organisation	59	59
Tier 3 organisation	27	27
Additional member	292	308
International organisation	16	16

International additional member	23	23
Less than 50% HE organisation	0	0
Corporate organisation	2	2
Corporate additional member	2	2
Individual member	3	3
Non-profit organisation	1	1
Non-profit additional member	1	1
Student member	2	3
Total organisations	183	183
Total members	733	750

New member organisation in the Non-profit category (pending confirmation):

- Optivo (LASER)

We have had an increase in membership since the last meeting and also seen the number of people wanting to find out about our events increase due to the free webinars we have been running.

GDPR update

Wild Apricot has four settings for members to control email contact. Here are the named members who have unsubscribed, using one of more of the settings:

- 8 members have ticked not to receive AMOSSHE updates about news and events (including the AMOSSHE newsletter). – increase of 1 from March 2020
- 0 members have disabled receiving any emails through Wild Apricot. – decrease from 3 in March 2020
- 9 members have unsubscribed from Wild Apricot mailings (newsletters, event announcements). – increase of 4 from March 2020
- 11 members have unsubscribed from Wild Apricot event announcements. – increase of 4 from March 2020

20 members in total have used one or more of these settings to unsubscribe.

In addition, 37 members have ticked not to share their details with other members for networking purposes (including Jiscmail and the online lists).

Professionalisation project

Currently the professionalisation project steering group agreed to hold the next phase of the project which was to appoint a consultant to develop the framework. At the most recent chairs call it was agreed that the project should continue to be put on hold until the August or potentially the November meeting. This will enable AMOSSHE to have a better idea of the financial situation for the organisation.

AMOSSHE Strategy workstreams

As members may recall the strategic workstreams were to be mainly run by members with the support of executive members and the national office team. Given the current pandemic and lack of certainty the chairs team felt it was prudent to put this on hold until the August executive committee meeting, by this point we may wish to review the current strategic structure or members may be in a position to contribute again.

[AMOSSHE Insight projects](#)

Members may recall we were negotiating with the University of Winchester and UCAS to see if we can move forward with the insight project on producing a guide for parents whilst their child is at university. Given our current financial constraints, time and financial constraints on Winchester and UCAS and the fact that the situation in regards to what next year would look like has prompted us to cancel moving forward with the project, most likely indefinitely in its current form.

Exec Board	Action No.	Agenda No.	Action	Actioned to	Status
Apr-19	113	3	Explore how our finance system Xero can integrate with our membership software Wild Apricot to aid in reducing admin burden and potential for human error	JB	Ongoing - to be completed by July 2020
Apr-19	123	4	BP to contact Annie Grant about the pitfalls / tips for producing a journal for AMOSSHE members	JA	Ongoing - JA to pick this up from BP and get in touch with Annie Grant
Oct-19	189	3	JB to add Action 112 on to the next January meeting agenda	JB	Complete
Oct-19	191	4	HH to get in touch with the lead members at the new Small and Specialist members to ask how they had heard of AMOSSHE	HH	Ongoing
Jan-20	214	4	JB to bring the Charity Status paper to the first or second meeting of the 2020-2021 Executive committee	JB	Ongoing
Jan-20	216	5	NO to present mood board / A3 copies of strategy points on walls for Exec to review at each Executive meeting	NO	Ongoing - to be completed for next physical executive meeting
Jan-20	218	8	JB to liaise with the accountants for a final version of the accounts to be signed off by the officer team.	JB	Complete
Mar-20	226	8	AK to research SCONUL online programmes (what they have been doing is really interesting and our members are dealing with similar issues) and present to virtual CPD team.	AK	Ongoing
Mar-20	227	8	AK to postpone National Conference to the latest date in July 2021 and manage correspondence with the venue, external partners and AGM Event Solutions.	AK	Ongoing - close to completion subject to review of the contract
Mar-20	232	4	NO to incorporate the production of terms of reference / project charter into the work stream process.	JB, BP, AK	Ongoing
Mar-20	234	6	JB to add Rules and Articles of Association on to the June meeting agenda, including the development of an honorary membership category, and provisions for tied voting in Executive elections.	JB	Complete
Mar-20	237	11	HH to circulate social media strategy document to the Executive.	HH	Ongoing
Key: Closed- here action is time limited and now expired Complete – where action has been taken					

Articles and Rules of Association: Overview

The Rules and Articles of Association in paper reference x has been developed and agreed by the Executive Chairs team and National Office, all of whom have spent extensive time working through both to make agreed changes. We are asking the Executive Committee to approve these changes, which will be taken to the AGM meeting on 8 July 2020.

The papers are the finalised versions, comments in purple are being referred to a solicitor for clarification and updating. Once the document has been approved by the Executive Committee it will be reviewed by a solicitor for any final amendments.

Most changes to the document refer to consistency of language, numbering of sections and clarifying what it says. Below are some highlights for Executive members to ensure they cover when reviewing the documents:

Articles of Association

2.4: It was decided that we would leave in the section regarding honorary members. We don't have any honorary members at present but we have the flexibility to do so without making changes to the articles.

4.2: "Any member can call a general meeting" was changed to "any member with voting rights". This makes it consistent and in line with our current membership structures.

12.1: Agreed to leave the period of time that an Executive member can sit on the committee without being a member at three months. An additional line has been added describing that we expect Executive members to adhere to our principles as laid out in the roles and values document on the AMOSSHE governance section of the website. This provides the Executive with the discretion to remove a director who has been seen not to uphold these principles.

Rules of Association

2: We replaced the original wording with the information from our website as it is clear and concise and provides clarification on what each membership type is entitled to as a member.

6.2: It was agreed to keep the term of 2 years for Chair and Vice Chair positions and Executive Committee positions.

6.9: In the original version there was no mention of what happens with a tied vote. After discussion it was agreed that the Chair has the final vote and that there will be some criteria to consider before making a decision. For example, if there is under-representation from nations, then voting for someone from that nation would be preferable

The Executive Committee is asked to review the documents and agree the contents during this Executive meeting.

AMOSSHE articles of association

Company registration number 4778650

Companies acts 1985 to 1989 company limited by guarantee and not having a share capital

Articles of association of AMOSSHE, The Student Services Organisation Ltd (known as AMOSSHE, The Student Services Organisation)



Interpretation

1.1 In these articles:

- "The Association" means the company intended to be regulated by these articles
- "The Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.
- "The Articles" means the Articles of Association of AMOSSHE from time to time in force.
- "Clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect.
- "Directors" means the members of the Executive Committee.
- "Executed" includes any mode of execution.
- "The Rules of Association" means the Rules of Association of AMOSSHE from time to time in force.
- "The United Kingdom" means Great Britain and Northern Ireland.
- "Member" means a registered member of the AMOSSHE professional association.
- "HEP" means a higher education provider organisation.
- "HEP member" means a registered member of the AMOSSHE professional association who represents a UK HEP and therefore has voting rights in company business
- "vote" means a vote on a resolution during a meeting of members, which is decided by a show of hands or other means of live voting by those present at the meeting
- "poll" means a vote on a resolution by all members, by means of a ballot, survey or similar

1.2 Unless the context otherwise requires, words importing the singular only shall include the plural number and vice versa; persons shall include corporations. For example, "The Directors may..." also implies "A Director may...", and "A member may..." implies a member on behalf of their organisation.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

1.4 AMOSSHE exists to foster professional expertise across all areas of the student experience and services that support students in higher education. All organisations and individuals associated with AMOSSHE membership should be wholly or mainly engaged with the Student Services profession, either currently or as the main focus of their previous career.

Membership

2.1 The subscribers to the Rules of Association and such other persons or organisations as are admitted to membership in accordance with the Articles shall be members of AMOSSHE.

2.2 The Directors shall have full power and discretion to determine whether membership of AMOSSHE shall be granted to any applicant and shall not be required to give any reasons for their decision. The Directors may admit applicants to different classes of membership and may give different rights and apply different rates of subscription to different members.

2.3 Any eligible UK HEP may apply for institutional membership. An eligible HEP is an institution that delivers higher education level teaching. Institutional UK HEP membership confers full voting rights.

2.4 The Directors may also admit other organisations and individuals, including organisations that do not meet eligibility criteria contained in Article 2.3 above, and organisations and individuals from abroad, as professional affiliate or international members. The Directors may also admit persons whom they consider fit as honorary members.

2.5 Every UK HEP member has the right to appoint one lead member and a number of additional named members (in accordance with the Rules of Association) to receive notices and attend and speak at meetings of AMOSSHE, but only the lead member has the right to vote and to appoint a proxy to vote, and generally to exercise all the membership rights of his or her appointer.

2.6 Members who are not part of a UK HEP are entitled to receive notices and attend meetings but have no votes.

Termination of membership

3.1 Any member may resign their membership by giving written notice to the National Office.

3.2 The Directors may terminate the membership of any member if it is in arrears with the payment of monies due for three months or more. The Directors may terminate the membership of any member if, after due deliberation and consultation, the Directors consider it to be in the best interests of AMOSSHE.

3.3 The Directors may re-classify the membership of a member that ceases to fulfil the eligibility criteria contained in Article 2.3 above, or as determined by the Directors.

3.4 Any previous member shall remain liable for any monies due to AMOSSHE at the time when it ceases to be a member.

General meetings

4.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

4.2 The Directors may call general meetings and, at the request of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the request. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member with voting rights of the Association may call a general meeting.

Notice of general meetings

5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of the articles and to any restrictions imposed on any class of membership, the notice shall be given to all the members and to the Directors.

5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

6.1 No business shall be transacted at any meeting unless a quorum is present. 25 HEP members or their proxies entitled to vote upon the business to be transacted shall be a quorum.

6.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Directors may determine.

6.3 The Chair of the Executive Committee (or in his / her absence some other Director nominated by the Directors) shall preside as Chair of the meeting, but if neither the Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair and, if there is only one Director present and willing to act, he / she shall be Chair.

6.4 If no Director is willing to act as Chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.

6.5 The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business that might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

6.6 A resolution put to the vote of a meeting shall be decided on a show of hands or other means of live voting, unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- by the Chair, or
- by at least two members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

6.7 Unless a poll is duly demanded, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and

an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.8 The demand for a poll may, before the poll is taken, be withdrawn; but only with the consent of the Chair, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

6.9 A poll shall be taken as the Chair directs and he / she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he / she may have.

6.11 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands, and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

6.12 No notice need be given of a poll not taken forthwith, if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6.13 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he / she was present, shall be as effectual as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form, each executed by or on behalf of one or more members.

Votes of members

7.1 Subject to Article 6.10 and to any rights or restrictions attached to any class of membership, every member shall have one vote. Votes may be cast personally or by proxy or by postal ballot.

7.2 No member may vote at any general meeting nor by ballot unless all monies presently payable by him / her to AMOSSHE have been paid.

7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote that is not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

7.4 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in any form that is usual, or which the Directors may approve and, if the Directors approve, may be delivered by email or other method of communication approved by the Directors.

7.5 The appointment of a proxy and any authority under which it is executed, or a copy of such authority certified notarially or in some other way approved by the Directors, may:

- in the case of an instrument in writing, be deposited at the place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - in the notice convening the meeting; or
 - in any instrument of proxy sent out in relation to the meeting; or
 - in any invitation contained in an electronic communication to appoint a proxy issued in relation to the meeting

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded, and not less than 24 hours before the time appointed for the taking of the poll; or
- where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to any Director; and an appointment of proxy that is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

7.6 A nominated proxy vote or poll is valid even if the party who nominates the proxy changes their mind. However, if the nominating party gives notice that they no longer require a proxy vote before the meeting or poll begins, then the proxy vote is invalid.

Number of Directors

8.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than two.

Powers of Directors

9.1 Subject to the provisions of the Act, the Rules of Association and the Articles, and to any directions given by special resolution, the business of AMOSSHE shall be managed by the Directors, who may exercise all the powers of the Association. No alteration of the Rules of Association or Articles and no such direction shall invalidate any prior act of the Directors, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles, and a meeting of Directors at which a quorum is present (as specified in Article 16.3) may exercise all powers exercisable by the Directors.

Delegation of Directors’ powers

10.1 The Directors may, by power of attorney or otherwise, **appoint any person to be the agent** of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his / her powers.

10.2 The Directors may delegate any of their powers to any committee consisting of one or more Directors, or to staff of the National Office. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with, or to the exclusion of, their own powers, and may be revoked or altered. Any such committee or person to which a Director delegates powers shall be governed by the Articles regulating the conduct of Directors so far as they are capable of applying.

Appointment and retirement of Directors

11.1 Directors shall be appointed and shall retire in accordance with rules made in general meetings.

Disqualification and removal of Directors

12.1 The office of a Director will normally be vacated if:

- they cease to be employed by an organisation with AMOSSHE membership for a period of more than three months, or if their employing organisation ceases to be an AMOSSHE member; or
- he / she becomes bankrupt or makes any arrangement or composition with his / her creditors generally; or
- he / she is, or may be, suffering from mental disorder and either:
 - he / she is admitted to hospital in pursuance of an application for admission for treatment under the **Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960**, or
 - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his / her detention or for the appointment of a receiver, **curator bonis** or other person to exercise powers with respect to his / her property or affairs; or
- he / she resigns his / her office by notice to the company; or
- he / she shall for more than two consecutive Executive meetings have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his / her office be vacated.
- he / she fails to uphold the principles as laid out in Executive Roles and Values document located in the governance section of the AMOSSHE website
www.amosshes.org.uk/governance

Directors' remuneration

13.1 The Directors shall not be entitled to any remuneration in respect of their appointments as Directors.

Directors' expenses

14.1 The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Executive Committee or general meetings of members, or otherwise in connection with the discharge of their duties.

Directors' appointments and interests

15.1 Subject to the provisions of the **Act**, the Directors may appoint one or more of their number to any Chair or Vice Chair roles. Subject to Article 13.1 above, any such appointment may be made

upon such terms as the Directors determine. Any appointment of a Director to a Chair or Vice Chair roles shall terminate if he / she ceases to be a Director.

15.2 Subject to the provisions of the **Act**, and provided that he / she has disclosed to the Directors the nature and extent of any material interest of his / hers, a Director notwithstanding his / her office:

- may be a party to, or otherwise interested in any transaction or arrangement with AMOSSHE or in which AMOSSHE is otherwise interested;
- may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any corporate promoted by AMOSSHE or in which AMOSSHE is otherwise interested; and
- shall not, by reason of his / her office, be accountable to AMOSSHE for any benefit that he / she derives from any such office or employment, or from any such transaction or arrangement, or from any interest in any such body corporate, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

15.3 For the purposes of this Article:

- a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested, shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- an interest of which a Director has no knowledge and of which it is unreasonable to expect him / her to have knowledge shall not be treated as an interest of his / hers.

15.4 Subject to the provisions of **Section 317 of the Act**, a Director may vote on any contract or arrangement in which he / she is interested, and on any matter arising therefrom, and if he / she shall so vote, his / her vote shall be counted and he / she shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

Meetings of the Executive Committee

16.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Unless otherwise restricted by the Articles, all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by each other, and such participation shall constitute presence in person at the meeting.

16.2 A Director may, or the staff of the National Office at the request of a Director, shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.

16.3 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

16.4 The quorum for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be five.

16.5 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

16.6 The Chair of AMOSSHE, duly elected by the membership and in accordance with the rules, shall also be the Chair of the Executive Committee and preside at every meeting of Directors at which he / she is present. But if there is no Director currently holding that office, or the Chair is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.

16.7 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

16.8 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors, or (as the case may be) a committee of Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more Directors.

Minutes

17.1 The Directors shall cause minutes to be made:

- of all appointments of Chairs made by the Directors; and
- of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

Notices

18.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing, or shall be given using electronic communications to an address, for the time being notified for that purpose to the person giving the notice. In this regulation, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

18.2 AMOSSHE may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his / her registered address, or by leaving it at that address, or by giving it using electronic communications to an address for the time being notified to the Association by the member. **In the case of joint holders of a share**, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him / her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him / her at that address, but otherwise no such member shall be entitled to receive any notice from the Association. In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

18.3 A member present, either in person or by proxy, at any meeting of the Association or of the holders of any class of shares in the Association, shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

18.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted, or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Indemnity

19.1 Subject to the provisions of the Acts, but without prejudice to any indemnity to which he / she may otherwise be entitled, every Director of AMOSSHE shall be indemnified out of the assets of AMOSSHE against all costs, charges, expenses, losses, damages and liabilities incurred by him / her in or about the execution of his / her duties or the exercise of his / her powers, or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred by him / her in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him / her as a Director or employee of AMOSSHE, in which judgment is given in his / her favour, or in which he / she is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his / her part, or in connection with any application in which relief is granted to him / her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of AMOSSHE.

Rules

20.1 Rules governing the election of Directors, and specifically the Chair, shall be made and varied by resolution of the members, or by such other method as may be determined by the members from time to time, and may include a requirement for Directors to retire by rotation, procedures and other matters relating to the conduct of ballots and the nomination of persons proposed for election as Directors and all related matters.

20.2 Subject to these Articles, the Directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of AMOSSHE, and for the purposes of prescribing classes of and conditions of membership and, in particular but without prejudice to the generality of the foregoing, they may by such rules or bylaws regulate:

- the conduct of the members of AMOSSHE in relation to one another and to National Office staff;
- the setting aside of the whole or any part or parts of AMOSSHE's premises at any particular time or times for any particular purpose or purposes;
- the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;
- the procedure to be followed should there be an intention to wind up the Association; and
- generally, all such matters as are commonly the subject matter of Association rules.

20.3 AMOSSHE in general meetings shall have the power to alter, add to or repeal the rules or bylaws, and the Directors shall adopt such means as they think sufficient to bring to the notice of members all such rules or bylaws, which shall be binding on all members provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Rules of Association or the Articles.



AMOSSHE rules of association

The association's core values

1.1 AMOSSHE, The Student Services Organisation, informs and supports the leaders of Student Services in the UK, and represents, advocates for and promotes the student experience worldwide.

1.2 AMOSSHE promotes the development and sharing of good practice within Student Services in the higher education sector at a national level. AMOSSHE delivers its business in accordance with its values and strategic aims. The Executive Committee carries out its duties in accordance with the agreed Executive values. These documents are reviewed annually, and are publicly available at www.amoshe.org.uk/governance.

Membership categories

2.1 The membership year is from 1 August to 31 July. Application for membership shall be by application form to the Executive Committee via the National Office, and shall give sufficient information to demonstrate that the prospective member fulfils the criteria for membership.

2.2 AMOSSHE membership is open to organisations that either provide services for higher education students, or work to enable student success, and also individuals who are working or studying in the sector.

Organisational membership

2.3 Organisations can join AMOSSHE as members. Five kinds of organisation are eligible to become members:

- UK-based higher education providers with at least 50% of the student population studying higher education.
- UK-based education providers offering some higher education courses, which account for less than 50% of the courses on offer.
- Higher education providers or similar bodies based outside the UK.
- Non-profit or charitable status organisations in the higher education and/or student support sectors. Membership is open to those working in the organisation who are responsible for enabling student success, in line with AMOSSHE's aims and purpose.
- Corporate organisations in the higher education sector. Membership is open to those working in the organisation who are responsible for the direct delivery of services to students (for example student accommodation staff, non-medical helpers).

2.3.1 Membership for UK-based higher education providers with at least 50% of the student population studying higher education is tiered depending on how many full-time equivalent higher education students the organisation has. Membership is tiered as follows:

Full-time equivalent higher education students	Membership tier	Number of named members
One to 3,000	Small and specialist	1 lead

3,000 to 10,000	Tier 1	1 lead plus 1 named core member
10,000 to 20,000	Tier 2	1 lead plus 2 named core members
Over 20,000	Tier 3	1 lead plus 3 named core members

Membership includes:

- One named lead member who represents the organisation for membership votes, and usually manages the membership for the organisation. Lead members should be staff in leadership roles in Student Services.
- Tier 1, Tier 2 and Tier 3 membership also includes at least one named core member in addition to the lead member. Named core members get all the benefits of AMOSSHE membership as part of their organisation's core membership cost, but they cannot take part in membership votes.

Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.2 Membership for UK-based education providers offering some higher education courses, which account for less than 50% of the courses on offer includes one named lead member who represents the organisation for membership votes, and usually manages the membership for the organisation. Lead members should be staff in leadership roles in Student Services. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.3 Membership for higher education providers or similar bodies based outside the UK includes one named lead member who represents the organisation and usually manages the membership for the organisation. Lead members should be staff in leadership roles in Student Services. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.4 Membership for non-profit or charitable status organisations in the higher education and/or student support sectors includes one named lead member who represents the organisation and usually manages the membership for the organisation. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the organisation is consistent with AMOSSHE's values and aims.

2.3.5 Membership for corporate organisations in the higher education sector includes one named lead member who represents the organisation and usually manages the membership for the organisation. Lead members should be staff who are responsible for the direct delivery of services to students. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the organisation is consistent with AMOSSHE's values and aims.

Additional membership

2.4 Provided that an organisation is a member of AMOSSHE, other staff at that organisation may apply to be additional members to those included in the core membership. Each additional member will be charged directly for an additional membership, at the fee agreed by the Executive Committee and approved at the Annual General Meeting. They will have the same membership benefits as named core members within the core membership.

2.4.1 Individuals apply to join AMOSSHE, once their employing organisation is a member, through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

Individual and student membership

2.5 Individuals who are not associated with an eligible organisation can join AMOSSHE as members. Two kinds of individual are eligible to become members:

- Freelance consultants working in the higher education sector, or professionals undertaking research into Student Services.
- Students taking a higher education course with a substantial connection in its curriculum to Student Services (for example, a postgraduate degree in Student Affairs or higher education management) at an AMOSSHE member institution.

2.5.1 Freelance consultants working in the higher education sector and professionals undertaking research into Student Services apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the individual is appropriate.

2.5.2 Students taking a higher education course with a substantial connection in its curriculum to Student Services apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the individual is appropriate.

Membership entitlements

2.6 AMOSSHE membership includes a range of exclusive benefits. Access to these depends on the membership category, as follows:

Member benefit	UK-based education providers with at least 50% of students studying higher education	UK-based education providers with less than 50% of students studying higher education	International higher education providers	Non-profit organisations	Corporate organisations	Individuals	Students
Access to member network (including Jiscmail)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sector updates	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Event discounts	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Member resources	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Student Services benchmarking	Yes	Yes	Yes	Yes	No	Yes	Yes
Research funding	Yes	Yes	Yes	No	No	No	No
National / regional group meetings	Yes	Yes	No	No	No	No	No
International exchanges	Yes	Yes	No	No	No	No	No
Ability to become an Executive Committee member / vote in elections	Yes	Yes	No	No	No	No	No

Annual subscription

3.1 The membership fee in respect of the following membership year shall be proposed annually by the Executive Committee based on the guidance of the Vice Chair (Operations).

3.2 Subscription fees are set per annum. For organisation memberships that commence part-way through a year, the following rates will apply:

- Joining between 1 August and 31 January: full fee
- Joining between 1 February and 31 July: 50% of fee.

3.3 The association shall appoint an auditor, based on the guidance of the Vice Chair (Operations).

3.4 A financial statement for the previous year (1 August to 31 July) shall be presented at the Annual General Meeting. Audited accounts shall be presented to the Executive Committee in advance of the submission period to HMRC and shall be made available to members at the Annual General Meeting.

Meetings of the association

4.1 The association shall hold an Annual General Meeting (AGM) usually at the National Conference. Any other meetings shall be called Extraordinary General Meetings.

4.2 Proceedings of the AGM shall be governed by the Articles of Association unless further defined by the rules.

4.3 The AGM may include reports from the Chair or Vice Chairs, and on matters concerning the structure, organisation, operation, resourcing, professional development events and correspondence of the association.

4.4 Proceedings of an Extraordinary General meeting will be governed by the Articles of Association.

4.5 An Extraordinary General Meeting may be called on the written instruction of the Chair or by written request to the Vice Chair, who will decide on the appropriateness of the meeting on a case by case basis.

4.6 A meeting will be convened to be held not later than eight weeks after receiving the request, and by giving 21 clear days' notice to members.

4.7 Other meetings, including ad hoc working groups, may be arranged at the instigation of the Executive Committee or the association as required.

Directors of the association and Executive Committee

5.1 The association is managed by an Executive Committee of twelve directors, who are elected by and from the membership. These include four Executive Chair roles: Chair, Vice Chair, Vice Chair (Operations), and Vice Chair (Professional Development).

5.2 The membership will elect the directors at a quorate meeting as defined in the Articles of Association, or by formal ballot, which will be conducted as appropriate, for example by post or online, and in line with section 6 of these rules. All roles, including chair roles, will be open to nomination and election. In the case that a chair role is not filled, the Executive Committee may

appoint a suitable member of the Executive Committee to that chair role, or in the unlikely event that there is no suitable committee member available and willing to take on the role, open a further election.

5.3 The Chair and Vice Chairs shall have the authority to act on behalf of the association and the Executive Committee between meetings, subject to the action being reported to the association or the Executive Committee, as the case may be, at its next meeting.

5.4 The Vice Chair is appointed by the Executive Committee to act as Chair if for any reason the latter is temporarily unable to carry out his/her duties.

5.5 Should the Chair resign his/her post before the end of his/her term, the Vice Chair shall be empowered to act as Chair for the remainder of that term of office.

5.6 When the Executive Committee does not have representation by a lead member from each of the devolved administrations, the Executive Committee may use co-option to obtain such representation. This is usually determined by a simple majority vote at an Executive meeting.

Terms of service and election of the Executive Committee

6.1 Only one member per member organisation shall be able to stand for election as a chair or other directors, to propose or second nominations, or to vote in such elections. This will normally be the lead member, although they may choose to delegate this to another person named within the organisation AMOSSHE membership if they choose to. In the event that more than one individual from an institution submits a nomination or ballot papers for a single election, neither will be counted.

6.2 The Chair, Vice Chair, Vice Chair (Operations) and Vice Chair (Professional Development) shall each serve for two years and shall be eligible for reappointment by the Executive Committee in the case that the normal nominations and elections process does not result in these roles being filled. They shall not serve for more than four consecutive years in the same role. Where possible the Chair and Vice Chair (Operations) roles will not be up for election at the same time to aid in business continuity for the staff team.

6.3 Other directors shall be elected for two year terms, and shall be eligible for re-election.

6.4 No director shall serve for more than eight consecutive years in any role.

6.5 Election shall normally be by online or postal ballot. Each eligible member organisation has one vote. This will normally be the lead member, although they may choose to delegate this to another person named within the organisation AMOSSHE membership if they choose to. In the event that more than one individual from an eligible organisation submits a nomination or ballot papers for a single election, neither will be counted.

6.6 The National Office is responsible for contacting all members who are eligible for nomination not less than seven weeks before the AGM, requesting nominations for election. Nominations should be signed by the nominee and his/her proposer and seconder, and should reach the National Office by the advertised closing date, normally at least four weeks before the AGM.

6.7 Ballot papers will be sent to members with voting rights to be returned one week before the AGM. Ballot papers can be accepted by post, email, or by other methods as agreed by the Executive Committee.

6.8 If, exceptionally, it is impossible to complete the election before the AGM, elections shall take place at the AGM on the basis of nominations received by the closing date. Newly elected directors shall take up their appointments with effect from 1 August following the AGM.

6.9 Where the need arises for a mid-term election, normally the Vice Chair (Operations), in consultation with the Chair, shall make the necessary arrangements. The term of service of any person elected as a result of a mid-term election following resignation or removal shall be deemed to terminate at the time when the term of office of the individual being replaced would have terminated. This mid-term period of office shall not count towards the four-year limitation specified in paragraph 6.3, but should count towards the eight year maximum.

6.10 If a director is required to give up his/her position in accordance with the Articles of Association, this fact shall be notified to the membership as soon as reasonably practicable.

6.11 Where an election is tied, the Chair will have the casting vote. Where a conflict of interest occurs the Chair may delegate this responsibility to a Vice Chair role.

Amendments to the Rules of Association

7.1 Where amendments are made to the Articles of Association by consensus vote at an AGM or EGM, this will be deemed a mandate for the National Office and Executive Committee to amend the Rules of Association in line with the changes to the articles. Such changes to the rules will not require formal agreement at the AGM.

7.2 Any proposals for changes to the Rules of Association that are not a direct result of other AGM votes or standard business should be made in writing to the Vice Chair (Operations) via the National Office and considered on a case-by-case basis by the Executive Committee. They may then be taken to the next AGM for ratification by the membership.

Dissolution of the association

8.1 If it appears at any time that it is desirable that AMOSSHE be dissolved, a motion will be presented from the Executive Committee for discussion and vote at the AGM or an EGM.

8.2 If such a resolution shall be duly passed directing that the association shall be dissolved, such resolution shall have effect and the association's affairs shall be wound up.

AMOSSHE current situation: finance, events and activity

Finance: Management report

As you can see from the management report (paper reference: 19-20-35) AMOSSHE had made good progress against budget up to our last CPD event in February (Winter Conference) which has certainly helped our financial position up to the end of April 202 (see year to date figures). This management report has been adjusted to include the revised full year budget position for year end.

Please note that the cash position will reduce by nearly £12,000 in May due to refunds on sponsorship for national conference. These have already been removed from this years figures but need to be adjusted in the cash position. A number of sponsors are happy to roll over their sponsorship to next year but some have requested a refund, we are seeking other ways they can engage with us over the remainder of the year to maximise their exposure to our members whilst being mindful of the pressure the sector is under at the moment.

Finance: Revised budget 2019-2020

The budget seen in paper reference 19-20-33 demonstrates what our new year end may look like. As part of the revision a number of costs have been reduced or removed dependent on the current situation such as costs for executive meetings, travel and conference costs, a full list of what has been removed is below:

CPD events

- Removed CPD4,CPD5 income and expenditure (apart from staff costs)

Executive

- Removed £1550 travel cost from executive budget
- Removed £1008 venue hire costs for the remaining executive meetings for 2019-2020
- Removed £360 in refreshments, hospitality costs for remaining executive meetings

National Conference

- Removed income (including sponsorship) £176,385.50
- Removed £650 for temporary staff for conference
- Removed all expenditure costs apart from money for virtual conference software, travel already spent and overnight stay in March.

Webinars

- Increase costs by £1700 to cover additional webinars for members for the remainder of the year

Insight

- Removed insight expenditure budget of £10,000 for this year

Central

- Removed staff travel for remainder of the year £1000
- Removed subsistence for remainder of the year £100

We estimate that the money we have in our main bank account will cover our costs for the remainder of the year (year end is 31 July 2020) without having to use any of our £200,000 reserves.

Events and activity

AMOSSHE has been working with Nic Streatfield and Chris Warrington to produce a series of webinars across these past weeks and will be looking shortly at future events and activities.

Everything we are currently doing, including the virtual conference in July, is for free for members, to help them in a time of critical need and demonstrate the value of the AMOSSHE network to them.

Pre-programmed webinars:

- Managing your student services team remotely: 8 April
- What's the future for Student Services information?: 5 May
- Degrees of Sanity: 4 June
- Consent is everything: 16 June
- Consumer law implications of Covid-19: 23 June

Also a number of structured discussions have been set up in response to member conversations on JISCMail to help members connect on pressing issues during this time. The ones we have run so far have been extremely well attended and feedback has been very positive.

- Student death policies and protocols: 9 April
- Supporting healthcare students: 21 April
- Students in residencies this autumn x 2: 21 & 22 May
- Access and participation plans: 3 June
- Wellbeing in the curriculum: TBC

Regional and National meetings

Most regions and nations have been requesting monthly meetings for them to discuss emerging trends and therefore the office has been managing these requests and setting them up as soon as possible. This has also led to the first pan-Ireland group meeting and the first East meeting for over a year. These have been well received and we have been able to refine our approach to these as each one happens.

AMOSSHE virtual national conference

A programme of activity is being planned across the week that the conference was due to take place (6 – 10 July 2020) with an average of 3 sessions per day, some with an additional keynote. The AGM will also be taking place this week on Wednesday 8 July 13:30 – 14:15 currently. The draft programme can be viewed [here](#). Please note that the agenda is subject to change whilst sessions are being confirmed.

Representation and sponsors

AMOSSHE continues to engage with our representation duties as most of these have reverted to online meetings and thanks to members for continuing to attend these throughout this turbulent time. We have also been continuing to work with our sponsors to look at ways we can get them involved. Due to a shortfall in what annual sponsors would have received for the remainder of the year we have run these free webinar sessions and conference with the support of our annual sponsors as a way of fulfilling current contracts. We are keen though to look at other ways to engage those who would have been sponsoring national conference and increase revenue where possible for the remainder of this year.

**Directors Finance Summary
April 2020**

Code	Income	Year to date			Budget Full Year	% of full year budget achieved TD*	Notes
		Actual	Budget	Variance			
200	Conference	£1,500.00	£500.00	£1,000.00	£500.00	300	Revised from £94797
300	CPD	£59,432.50	£43,036.00	£16,396.50	£59,432.50	100	Includes CPD1,2,3(WC) - no further CPD income for 2019-20
	Sponsorship	£13,125.25	£15,000.00	(£1,874.75)	£15,000.00	88	Removed £30,000 of conference sponsorship - new target includes annuals and CPD to date
	Membership	£118,031.19	£124,656.54	(£6,625.35)	£124,656.54	95	
	Other	£0.00	£0.00	£0.00	£4,000.00	0	Projected reclaimed VAT
	TOTAL	£192,088.94	£183,192.54	£8,896.40	£203,589.04	94	
	Expenditure						
10	Central	£95,358.85	£90,108.00	(£5,250.85)	£118,502.00	80	new AMOSSHE conference laptops are the variance
200	Conference	£31,479.49	£35,575.00	£4,095.51	£46,532.95	68	Paid £22065 for deposit but has been moved into next years accounts, hence removed from here
300	CPD	£48,900.53	£52,464.00	£3,563.47	£55,120.91	89	Increased cost for Winter Conference delegate places due to demand, reflected in increased CPD income
20	Executive	£6,165.58	£10,351.00	£4,185.42	£9,330.00	66	Savings against travel mainly, please can you ensure all receipts are given to the NO
400	Futures	£2,366.81	£0.00	(£2,366.81)	£0.00	0	Costs for staffing from previous splits - to be rectified at year end
500	Insight	£3,648.29	£4,708.00	£1,059.71	£4,708.01	77	
100	Membership	£0.00	£1,100.00	£1,100.00	£1,100.00	0	
	TOTAL	£187,919.55	£194,306.00	£6,386.45	£235,293.87	80	
	TOTAL Surplus / Deficit	£4,169.39	(£11,113.46)	£15,282.85	(£31,704.83)		

TOTAL Cash position	Main account	£52,307.54
30/04/2020	Savings account	£200,909.75
	TOTAL	£253,217.29

Notes on reading the management report

- * The full year budget percentage relates to how much income / expenditure has been raised and spent against our budgeted expectations for the year to date
- The year to date figure only is shown as the monthly figures can vary against budget
- Area specific expenditure is shown against those areas that are of interest to the executive
- Figures in red are negative figures
- Any additional information is supplied on the corresponding executive paper

AMOSSHE

Department

Code	Month Description	1 Aug	2 Sep	3 Oct	4 Nov	5 Dec	6 Jan	7 Feb	8 Mar	9 Apr	10 May	11 Jun	12 Jul	
Income														
4000-4020	Membership income	36,011	72,023	36,011	-	-	-	-	-	-	-	-	-	144,045.00
4100-4104	CPD income	-	8,975	-	8,975	8,543	8,543	16,000	-	-	-	-	-	51,036.00
4200-4204	Conference income	-	-	-	-	-	-	-	-	-	-	-	-	-
4300	Project / research grant	-	-	-	-	-	-	-	-	-	-	-	-	-
4400	Sponsorship Income	-	-	-	-	3,773	3,773	15,000	-	-	500	-	-	23,045.00
	VAT adjustment	-	9,694	-	9,694	-	-	-	-	-	-	4,000	-	15,388.46
		26,317	71,303	36,011	8,975	12,316	12,316	31,000	-	-	500	4,000	-	202,737.54
Expenditure														
Staff Related Costs														
		12,754	12,754	12,754	12,754	12,754	12,754	12,754	12,754	12,754	12,754	12,754	12,754	153,051.59

Other Direct Costs

7000	Marketing and Publicity	100	99	380	219	-	100	-	-	-	-	-	-	898.00	
7020	Venue Hire cost	3,520	1,775	-	2,304	3,676	504	-	-	-	-	-	-	11,779.00	CPD and Conference venues mainly
7030	Speaker Fee	-	-	-	-	-	-	-	-	500	200	200	200	1,100.00	Conference mainly but some backup for CPD events
7040	Website Maintenance	120	120	120	120	120	120	120	120	120	120	120	120	1,440.00	ongoing website costs at present
7060	Affiliations / Subscriptions	82	10	10	10	10	10	10	10	10	10	10	10	192.00	Times Higher subscription
7070	Training - Staff	200	200	200	200	200	200	200	200	200	200	200	200	2,400.00	
7080	Insurance	-	1,500	-	-	-	-	-	-	-	-	-	-	1,500.00	
7090	Telephone	170	170	170	170	170	170	170	170	170	170	170	170	2,040.00	
7100	Travel	700	1,050	950	1,600	950	1,854	1,050	250	-	-	-	-	8,404.00	
7110	Hospitality	-	-	10	260	10	10	10	-	2,100	-	-	-	2,400.00	
7130	Subsistence	35	185	35	185	35	235	35	25	-	-	-	-	770.00	
7140	Refreshments	-	-	100	-	100	400	100	-	-	-	-	-	700.00	
7150	Printing	10	10	10	10	10	10	10	10	10	10	10	10	120.00	
7150	Photocopying	-	-	20	-	20	-	-	-	-	-	-	-	40.00	
7160	Postage and Carriage	-	150	-	480	-	200	-	-	-	-	-	-	830.00	
7180	Stationary	40	40	40	40	40	40	40	40	40	40	40	40	480.00	
7190	Accounting Fee	84	1,800	84	84	1,800	84	84	1,800	84	84	3,500	84	9,572.00	
7210	Tenancy costs	3,410	4,080	37	37	4,080	37	37	4,080	37	37	4,080	37	19,989.62	Includes rent, business rates, cleaning and broadband
7220	Equipment Hire	-	400	-	500	1,000	-	-	-	-	-	-	-	1,900.00	AV costs mainly
7230	Minor Equipment / Software purchases	330	330	330	330	330	330	330	330	929	529	529	529	5,156.00	Office 365, Xero, IT support, online storage
7300	Miscellaneous/Contingency	-	480	-	500	-	787	-	-	-	-	250	250	2,266.70	Contingency for all CPD and conferences
7400	Project Grant	-	-	-	-	-	-	-	-	-	-	-	-	-	Insight project grant
7500	Bank Charges	5	5	5	5	5	5	5	5	5	5	5	5	60.00	
7005	International engagement	-	-	-	-	-	-	2,000	-	-	-	-	-	2,000.00	Towards attending international conferences
	VAT non-allowable	440	1,366	-	63	1,766	63	1,011	-	63	-	1,074	-	5,845.20	venue hire VAT
	Totals other direct costs	9,246	13,770	2,501	7,117	14,322	5,159	5,212	7,040	4,268	1,405	10,188	1,655	81,882.52	

Total Expenditure	22,001	26,524	15,255	19,871	27,076	17,913	17,966	19,794	17,022	14,159	22,942	14,409	234,934.11	
Net Surplus/(Deficit)	4,316	44,779	20,756	- 10,896	- 14,761	- 5,598	13,034	- 19,794	- 17,022	- 13,659	- 18,942	- 14,409	- 32,196.56	TOTAL
														Projected save on contingency (50%)
														TOTAL
														Corporation tax
														TOTAL AMOSSHE profit

AMOSSHE Reserves position 2019-20

Updated 24/07/2019	
Staffing	£ 153,051.59
Website maintenance	£ 1,440.00
Insurance	£ 1,500.00
Telephone	£ 2,040.00
Accounting fee	£ 9,572.00
Bank charges	£ 60.00
Tenancy	£ 19,989.62
IT support	£ 1,800.00
TOTAL	£ 189,453.21

Current reserves	£ 200,164.17
Cost per month (average)	£ 15,787.77
Calculated reserves (months)	13
Remaining reserves, 6 mths contingency removed	£ 105,437.57

Financial modelling 2020-2021 and CPD and Conference programme 2020-2021

Both the financial modelling and CPD and Conference activities are key components in AMOSSHE revenue, without these we cannot bring in additional sponsorship to help increase our income.

The following information and subsequent questions are provided to enable executive members to consider the implications of AMOSSHE activities over the following year and determine what this might mean from a budget perspective.

Financial modelling

In discussion with the officers the following budget model has been produced to ensure that we keep our 6 months reserves intact as per our reserves policy.

Paper reference 10-20-38 has been created to provide a detailed scenario of what 2020-2021 may look like. This includes:

- A drop of membership income of 20%
- Reducing CPD to 1 physical event (later in 2021) and 8 chargeable webinars
- National conference being a physical event for 150 people, and AMOSSHE only being contracted to that number of attendees
- 1 physical executive meeting with the rest being virtual
- No insight, professionalisation or international engagement funds
- Reduced sponsorship due to reduced opportunities
- Reduced costs where appropriate including travel, subsistence, venue hire etc

CPD and Conference programme

In line with the financial modelling is a discussion around the depth of CPD AMOSSHE would like to undertake this next membership year. We have already agreed that CPD1 & 2 which typically run before Christmas will be online paid events. The financial modelling scenario above considers one physical CPD (later in 2021) alongside 8 virtual events across the year with a physical national conference as the finale.

Webinar income and costs are based on an average attendance per webinar with fixed costs for speakers and the software. This may not be the case in reality but provides the executive with a baseline figure for refinement later in the year. This also provides some thought on topics for webinars that can be considered and refined by the Vice Chair (Professional Development) and additional executive members when created a webinar series in 2020-2021. The budget for each can then be modelled based on the topics agreed whilst keeping in mind the overall target totals for webinars within the budget.

The executive meeting provides an opportunity to discuss further scenario's for consideration for both financial modelling and CPD/Webinar activity. In preparation for the executive meeting please consider the following:

- Should AMOSSHE look at running physical CPD events given the current climate?
- Are there any other activities that AMOSSHE should consider for the coming year?
- Are members going to have the time and finances to engage in AMOSSHE CPD?
- Is a drop of 20% membership income realistic or should we be more pessimistic as an organisation regarding our members ability to engage this year?

- Is there anything we can do to encourage our members to sign up? Early invoice raising? Incentives to join such as reduced membership fee for early invoice payment?
- As executive members are you comfortable with reduced or no physical meetings in the coming year for the executive?

Decisions for the executive committee:

It is requested that by the end of this agenda item the following have been agreed:

- A consensus on financial modelling for 2020-2021 and how we may want to reevaluate them dependant on the changing situation.
- The Vice-chair (Professional Development), appointed executive members and the national office are empowered to deliver a CPD/Webinar programme that can be varied in line with overall budget expectations and progress reported back at future executive meetings.
- That any other priorities for the coming year are agreed and tasked to individuals either within the executive committee or national office team.

Income		
Membership income	115,236.00	
CPD income	25,225.00	
Conference income	81,406.00	
Project / research grant	-	
Sponsorship Income	38,797.00	
VAT adjustment	- 15,510.77	
	245,153.23	
Expenditure		
Staff Related Costs		
	153,701.59	
Other Direct Costs		
Marketing and Publicity	2,000.00	
Research and Survey Costs	-	
Venue Hire cost	81,121.00	CPD and Conference venues mainly
Speaker Fee	2,250.00	Conference mainly but some backup for CPD events
Conferences misc	3,292.10	
Website Maintenance	2,556.00	ongoing website costs at present
Training - Staff	1,000.00	
Insurance	1,500.00	
Telephone	2,040.00	
Travel	2,000.00	
Hospitality	1,500.00	
Subsistence	790.00	
Refreshments	2,600.00	
Postage and Carriage	450.00	
Accounting Fee	9,572.00	
Consultancy and Professional Fee	1,500.00	HR consultant
Tenancy costs	19,989.62	Includes rent, business rates, cleaning and broadband
Equipment Hire	6,300.00	AV costs mainly
Minor Equipment / Software purchases	3,960.00	Office 365, Xero, IT support, online storage
Miscellaneous/Contingency	166.00	Contingency for all CPD and conferences
Project Grant	-	Insight project grant
Bank Charges	100.00	
International engagement	-	Towards attending international conferences
VAT non-allowable	7,000.00	venue hire VAT
Other direct costs total	151,686.72	
Total Expenditure	305,388.31	
Net Surplus/(Deficit)	- 60,135.07	TOTAL
		Projected save on contingency (50%)
	- 60,135.07	TOTAL
		Corporation tax
	- 60,135.07	TOTAL AMOSSHE