**Everyman Theatre Cardiff Limited**

**Annual General Meeting**

**22nd September 2021**

The meeting was held at Chapter Arts Centre with 21 members and friends present.

**1.Welcome** – Simon Futty (Chair) welcomed members to the meeting and said that it was wonderful we could now meet face-to-face.

**2. Apologies** – Trish Gould, Wayne Vincent, Sharon James, Cressida Ford, Emma Henwood, John Atkinson.

**3. Minutes of the 2020 A.G.M.** – The Minutes had been circulated.

**4. Matters Arising** – None.

**5. Financial Report** (Edward Hayes)–

* As the incoming Treasurer, **EH** was happy to report that Everyman Theatre was a solvent, and thriving going concern. The financial year 2019/20 ended in a £28k deficit, versus the previous year’s £11k deficit. Given the circumstances of the past 18 months, this result was unsurprisingly poor when compared to previous years, but funds still totalled over £72k, providing a strong platform for growth.
* It should also be noted that this result included £34k of payments made towards either final payments of the 2019 Festival (Monmow Marquees/Cardiff C.C Profit Share), or deposits for the ill-fated 2020 Festival (GL Events Seating and Monmow Marquees again), which, when taken into account, show that even during a pandemic year, the operational basis of the company is broadly sound. **EH** said that the 2021 Festival returned a £10k profit, and the previous Board was successful in delivering grant funding of £35k, along with a loan of a £9k, so we have more than recovered the losses experienced through the Covid shutdown, and he was very optimistic for the future.
* However, he also noted a number of challenges which the Board must address:

- A core group of people, representing less than 10% of the membership base, are responsible for over 90% of the output

- There is a lack of reporting around key performance indicators, both financial and non-financial, which could provide early warning signs of poor performance and lessons for future planning.

- There is a current lack of oversight, both in terms of policies and procedures and ensuring impartial reporting at Board level.

- Budgets should be provided to each responsible Board member, and these can then be tracked through the year.

- The allocation of funds that have been made available to the company, in order to improve our overall offering to the public.

* **EH** said that an overall, cohesive plan will provide as a minimum:
	+ Sufficient benefit to members that they can be retained, even in cases where a particular production is not attractive to them.
	+ A platform from which ALL Everyman activities can be cross-promoted/branded.
	+ Scalable/repeatable production plans, the key basis of which can be rolled forward to reduce planning cost and effort – creative direction notwithstanding.

He thanked the Company for allowing him to become part of this forward-looking team, and said he was incredibly excited to see what the next 12 months would bring.

* Arnold Phillips welcomed **EH** as Treasurer and was grateful to Arts Business Wales for finding him. **AP** said we need a rigorous financial policy and asked **EH** to report on progress. **EH** said he had sent this out today and identified one issue i.e. petty cash, which he would like to minimise, but would take on advisement. He would like a cashless policy, but was aware that this could exclude some members.

**6. Festival Report** (Peter Harding Roberts) –

* **PHR** agreed that we are lucky to have **EH** as Treasurer as there are issues of financial management that need to be addressed. However, some Festival payments are not losses, but are advance payments.
* At the last AGM **PHR** reported that a group had been set up in September 2020 to explore the viability of a socially-distanced full Festival at Sophia Gardens. Since **PHR** did not believe that it would be financially viable – even if grant funding could be obtained- it was led by Arnold Phillips, but **PHR** gave a commitment that, if Sophia Gardens was ruled out, he would deliver a Festival in 2021 somewhere – however small it had to be. When the Viability Group reached that conclusion in November, **PHR** formally approached Insole Court.
* Although Sophia Gardens was out of the question, the bid for a grant was modified and continued to be pursued. **PHR** confessed that he had doubted it would be successful, but he had great pleasure in being proved wrong. Without the input of four principal individuals, the Festival delivered at Insole Court and at Tredegar House – with four shows and 39 performances (34 open-air and 5 indoor)– would not have been remotely possible. **PHR** had no doubt that the Board was only able to agree responsibly to the Festival because of the immense work of Mike Matty and Arnold Phillips in obtaining the substantial WCVA grant for the Festival, though, ironically, we now know that the Festival would still have made a profit without any grant funding.
* **PHR** said that, from a complete standing start in January (a full month before we were offered the grant), we were able to embark on a full-on mini-Festival in July. He again expressed gratitude to Mike Matty and Arnold Phillips for the grant that enabled us to plan for this. Also, he said we could not have proceeded without the work done by Sharon James in making the Festival Covid compliant.
* In relation to the grant, **PHR** said we had fulfilled its parameters, which were - to survive 2021 and to deliver the planned Festival - but Everyman had more ambitious goals i.e. to survive 2021, to deliver the Festival and to strive to replace all of the monies lost in 2020 due to the pandemic, in order to secure the longer-term future of Everyman and the Festival. **PHR** said he would not be comfortable leading Everyman back to Sophia Gardens unless we had more than £100k in the bank, which we now have.
* **PHR** gave figures on Festival ticket sales - 3,475 sold via the Box Office, plus walk-up sales (making a likely total over three and a half thousand). The Festival cost £33,379 to stage and Box Office takings were £43,431 - a profit of £10,052. However, additionally we received a grant of £18,582. Therefore, ignoring the loan element of the Festival award (£6,194) the total surplus was £28,634.
* **PHR** said that an argument has been put forward that, if Everyman can make a profit of over £10,000 when expending less than £34,000 on a medium scale travelling Festival as opposed to making a profit of less than £5,000 when expending not far off £200,000 on the full Cardiff Open Air Theatre Festival at Sophia Gardens, then the former is the better business model. **PHR** said that his view was that Everyman Theatre is a charity, which exists to bring live theatre to as many people as possible – and as a charity we are obliged to spend the Charity’s assets on achieving our charitable objects. What we have created for Cardiff over the last 38 years is quite possibly the largest single-site open-air theatre festival of its kind in the UK and he considers that maintaining it – if we can do so responsibly in this awful COVID world – has almost become our duty. Other companies do small-scale open-air performances – most doing Shakespeare, some doing children’s shows, but none doing musicals like “Jesus Christ Superstar” and “Fiddler on the Roof”. **PHR** does not think smaller scale is easier.
* **PHR** said we made a profit on Box Office because we did this Festival on a shoestring, which was very demanding, and because repeated calls to spend more money were rejected. He had refused to spend beyond £35,000 and had firmly rebuffed suggestions that rain should lead to stopping a show and giving the audience their money back. He felt that the extra work required to create a mini–DIY Cardiff Open Air Theatre Festival had been worth it to get through one year and restore our finances, but did not understand why Everyman would ever want to give up the ‘jewel in its crown’ – and cease ‘punching above its weight’.
* **PHR** thanked the casts of “Richard III” and “The Railway Children” for enduring rain, especially the support from the “Richard III” cast when he was being pressured to stop the show. He went on to the stage and told the audience that they could go home if they wanted, but we were carrying on, though he was taken aback when they all promptly left!
* **PHR** thanked all of the casts, everyone backstage, all the super FOH volunteers, the four directors, Eugene and Jess and Paul for marketing. Special thanks to Jess Courtney for getting us to Tredegar House. Very special thanks to Sue, Carl and Raynor for working as such an outstanding team and extra special thanks to everybody that he had forgotten to thank!
* **PHR** said there will be a Festival Management Committee meeting next Monday and asked anyone wishing to attend to speak to him or email him after the A.G.M.

**7. Membership Report** (Kate Stanbury) –

* **KS** reported that we have 124 adult members and 28 Youth members. Membership income (less the PayPal fee) is £4975. Almost all members are now paying the correct £40 fee and she is sorting out the rest. Rosy Greenwood asked about members not on email, but **KS** said there are none at present.
* **KS** said that all members are now receiving Communications. She will send out a form and people can choose if they wish to opt out.
* **SF** thanked **KS** for all her hard work.
* In a reply to a query from Lydia Bateman, **KS** said we will try to see that everyone receives an electronic reminder for Membership renewal. We are looking at a possible new website which will link all strands together. Jess Courtney said there may be money available under WCVA funding.
* **KS** said we have active members, but also some who just wish to contribute to Everyman so she would like to look at some form of Patrons Scheme. **EH** said there is money available to engage people to look at this and hoped to send out a plan possibly after March 2022, though this may take time. Arnold Phillips said that a sum of £2000 had been included in the bid for this purpose which needs to be spent by February. He said that there was real potential for a Patrons’ scheme and we need to market membership before the next Festival. **SF** agreed and said that this needs to be done properly.

**8. Youth Group Report** (Sarah Bawler) **–**

* **SB** reported 28 Youth Group members, of whom 23 are active, and she is accepting new members on Sunday for the first time. She was very grateful to Chapter for the use of the theatre from last summer when the Group did a scaled-down version of “The Tempest”. Though she had to split them into smaller groups for sessions, **SB** felt she had to carry on for the sake of the Youth members. One member had caught Covid, but due to proper precautions, no other members were ill.
* Activities -They did online workshops with a youth theatre in Sri Lanka and in March were able to meet to work on NT Connections, for which they received a bursary. As part of this, David Mercatali, director, did a session with the group.
* At the Summer Festival, the Youth Group performed “Henry V”. **SB** said they were very grateful to Everyman and the benefit of these performances to the Youth Group is immeasureable. The Youth Group hope to perform “A Comedy of Errors” next summer. They would like to do a Comedy Night as a fundraiser and also a Ghost Story production.
* **SB** is also preparing for LAMDA exams. Last year all got distinctions. She is also helping three members with university applications.

**9. Clubnight Report** (Eric Hadley) –

* **EH** said that in the past year he and his wife had returned to Cardiff and he had taken charge of Clubnights again. When Clubnights started in March he had found it very demanding to conduct them on Zoom and he thanked those who had taken part for their support. He hopes a return to face-to-face will be successful. He is much in agreement with Barry Slack and the Melting Pot Committee.
* He asked that those planning to come to the Clubnight on 29th September email him so that he can send out material and said that it would probably have to be in an alternative room. After the 29th September meeting, it will be the production of “Crash” and then **PHR**’s Director’s Pitch for “A Man For All Seasons”.
* **SB** felt that people would return once regular Clubnights are underway. In reply to Jess Courtney asking about restrictions due to Covid, **SF** said we will book alternative rooms for the first few Clubnights and then look at attendance levels to judge if we can use the Clubroom with a limit or need to book more rooms. **SB** said that the Chapter room limit is currently 30.
* In reply to Rosy Greenwood’s query about booking to attend Clubnights, **EH** said members should contact him and information will go out in the Communications email. Jess Courtney said that an event could be set up on Facebook. **AP** asked if the information could be put on the website as well.

**10. Skills and Development Report –**

* Barry Slack said that the Committee preferred to call the group ‘Melting Pot’ – a service funded for professionals to provide workshops for members.
* They hope to return to face-to-face meetings, but are not sure about the level of contact allowed. BS said that he had originally been against the use of Zoom, but Ed and Zoe Azzopardi had done a marvellous job to keep Clubnights going, so he had used the skills of some past pupils to provide online sessions and was proud of what they had achieved. Along with ‘Bawler’s Barding’, their fortnightly sessions had helped to keep members involved. A particular highlight had been a presentation by Andy Kempe. The cost of sessions had been £921. BS thanked Lucinda Curley and Luke Todd for their help and Eric Hadley for his co-operation. He also thanked the members of the Skills and Development sub-group and said new members would be welcome. Sarah Bawler had also given advice with best practice for Covid precautions.
* Ed Hayes asked if there was a ‘bridge’ between the Youth Group and Melting Pot. BS said there had been a Frantic Assembly workshop attended by both.
* BS hopes to get back to the workshops planned before lockdown. The new season starts on 30th October with a workshop with Helen Woods.

**11.Diversity Report** – (Wayne Vincent sent a Report by email)

* **WV** said that due to Covid, progress had been more limited than hoped, but work had been carried out on two projects.
* He had worked with the Visual and Performing Arts University of Namibia and the Cardiff University Phoenix Project on the possibility of launching a ‘Short Plays for the Stage’ competition, but this is currently on pause while Cardiff University explore international partners to move this on.
* As part of the WCVA grant funded project, we were working with local residents and businesses to stage a promenade-style event in Victoria Park, but due to Covid, this has been postponed to August 2022. The aim is to work with a range of people to bring an inclusive promenade theatre experience for people of all ages and backgrounds to enjoy. It will be staged by Everyman, but with highest emphasis on community involvement at every stage, in script writing, acting, costume and props.
* Diversity has been a standing agenda item at Board meetings and has been strongly reflected within the development of our purpose, values and mission. **WV** thanked all those who have been involved.
* **SF** said that **WV** hopes to use WCVA grant money to hold workshops and to buy equipment for the Project before February.
* **SB** asked if diversity applied to membership or plays. **SF** replied that it was mainly membership and **SB** said the Youth Group is already quite diverse. Jess Courtney also said that as a result of taking the Festival to Tredegar House in Newport we had reached new audiences.
* **PF** said that we need to make our performances accessible e.g. audio description, sign language. **SF** said the grant could help with this.

**12. Chairman’s Report –**

* **SF** said that the December 2020 AGM was on Zoom, he had been recovering from Covid and the prospect of our performing live theatre had seemed a distant prospect, but we were now meeting in the flesh. We have also had a successful Festival, a Chapter show and Youth Theatre performances. Clubnights are due to start up again in person and we have two shows in rehearsal. He said it looks as if things might just be returning to normal.
* **SF** said we are indebted to Arnold Phillips for securing us a grant from the WCVA’s Third Sector Resilience Fund which allowed us to take risks and mount an extremely successful Festival, which actually made a real profit on its own terms! The vaccination roll-out, Covid precautions among the cast and some excellent FOH stewardship led by Sharon James with Arnold Phillips + team, meant that we were able to put theatre on once again.
* “Blue Stockings” was rescheduled for September and a similar regimen of tests and back-stage mask-wearing allowed us to perform indoors in a mainstream theatre to a socially distanced audience of 66 per night. However, 4 members of the cast succumbed to Covid in the weeks leading to the show. Self-isolation rules meant that one returned for the Dress Rehearsal, another for the 2nd night and the other two, unfortunately, were unable to perform at all, though the fact that the virus spread no further does seem to indicate that it was not caught from within the cast. Last minute cast changes included Cressida Ford learning the part for the Dress/Opening Night where she was word perfect – and Josh Ogle substituting for the main part of Ralph with a copy of the script disguised as a book of poetry. **SF** also read in for the part of Collins, with lines photocopied in an academic-looking folder. **SF** paid tribute to the director, Emma Henwood, who showed extraordinary calmness and great leadership in a time of crisis.
* Chapter Theatre season - It was thought possible to proceed with the small cast production of “Crash” for October, but it was felt that a large cast production of “A Man for All Seasons” would probably not be sustained on a small audience. This was pushed back until March 2022 and the November slot will be filled with a revival of “The Rose and Crown” which premiered as part of the Festival at Insole Court. It is a one-act play so we asked for additional submissions and **SF**’s submission of two short stories: “The Tell-Tale Heart” by Edgar Allan Poe and “The Monkey’s Paw” by WW Jacobs, was selected. Auditions are on Friday and Saturday.
* The rest of the season will be as follows:

May 2022 – “Blood Wedding” by Lorca, directed by Carmen Diana Almeida Eleno

Oct 2022 – “Bronte” by Polly Teale, directed by Pam Weiner

Nov 2022 – “Road” by Jim Cartwright, directed by Toby Harris

March 2023 – “The Pillowman” by Martin McDonagh, directed by Simon Futty

November 2023 – “Rent” by Jonathan Larson, directed by Wayne Vincent

* The Pub Theatre Festival did not really get off the ground, but we are hoping to stage “Under Milk Wood” by Dylan Thomas, directed by Peter Harding-Roberts, at some point, most probably during Festival 2022.
* Additionally, the promised Chapter refurbishment (including our new clubroom) was put on hold for the time being, but we are assured that it will be picked up again shortly.
* **SF** then returned to the grant monies. He said its scope was large – £23,000 for the Festival and an extra £10,000 for Everyman’s development and that it included £7,000 as a loan to be repaid over 10 years. Additionally, we had committed £20,000 of our own money to be spent as part of our improvement. Part of that improvement entailed our gaining a trusted charity status for which a number of improvements were needed. Foremost in this was a redrafting of our policies to make them fit for purpose – we are indebted to Mike Matty who volunteered to do so in his own time and which are now being adopted by the Board.
* First step was the commissioning of a 3-Year Business Plan and we bought in the expertise of a business consultant, Gwenda Williams, who ran a number of one-to-one online discussions with Board members and other ‘stake holders’ and then a series of workshops, which resulted in an agreed set of visions and values. These formed the early section of the Business Plan.
* **SF** said that Gwenda Williams made a number of very astute observations – lack of trustee training, over-reliance on a small number of volunteers, a precarious income strategy – but he had a number of criticisms of the resulting Business Plan. He said that the rest of the plan did not fit in with our discussions, was shoddily written and full of wild assertions, some ‘astounding targets’ and worse, a series of conclusions which tore into the very heart of what Everyman stands for. **SF** said we are a member-run organisation and democracy forms the backbone of our organization, but the Business Plan sought to undermine it in two ways: 1. By appointing new positions to undermine the current ones e.g. A new (extra?) Vice Chair and an administrator – none of whom in the plan, seemed to be democratically accountable. 2. By a forced separation of governance from activity so that Board members would effectively be banned from participation in the activities of the society – directing, acting etc.
* **SF** said that the Implementation Committee was unable to recommend the Business Plan to the Board, but we were not prepared to throw the plan out wholesale so Kate Stanbury, Jess Courtney and Ed Hayes have agreed to meet and dissect it, to see what we want to keep or replace. We should be ready to get the plan sorted in the next month, well within the time frame of the WCVA. The Board appointed our Treasurer, Ed Hayes, as project manager to fulfil the agreements we made to the WCVA.
* **SF** said he had gone into a meeting with the WCVA expecting the worst, but they were positively thrilled by our progress and that our Festival had, thanks to their grant, been such a success and smashed all of its targets. We will meet them again in November. **SF** said members will be kept informed as we progress with the Business Plan and the grant and he hopes that we can use the monies to come out of this post-Covid present stronger, larger and more creative than ever.
* Finally, **SF** spoke about Richard Watson, who sadly passed away 8 days after last year’s AGM. Many have spoken of his great acting prowess and roles – **SF** particularly remembered his performance as George III from the production of “The Madness of George III” – but **SF** wanted to pay tribute to what he brought to Everyman. When he stood as Treasurer in 2003 he argued that *theatre* is what we do and that there was a way to make it pay, which we did by adopting his suggestion of registering for VAT (a move which netted us thousands which would previously have been taken by the taxman). His vision shaped Everyman in the early 2,000s – hopefully we can now expand on that vision.
* Arnold Phillips stated that **SF**’s summary was incorrect. He said that the Board had decided the Business Plan was needed. The Plan was a detailed vision and statement by an experienced professional. He said the vote at the Implementation Committee had been split and there were some areas that needed to be addressed and we are four months behind already. He was not standing for the Board because he was hurt and upset by these decisions. He was glad to see **EH** in place, but said we will need to answer questions in February and he is not sure we will have done those necessary things. He wished the Board well going forward, but felt such a detailed piece of work needed to be respected.
* Sarah Bawler spoke about Richard and Gerry Watson who had been part of the team that got Everyman into Chapter. She said this is the next step. We do not always agree, but we will move forward. **PHR** said he was proud to have nominated Richard and Gerry for Honorary Life Membership.
* Paul Fanning said that Terry Dauncey had also passed away during the last confusing eighteen months (**SF** said he had not mentioned it because this was before the present Board was constituted) and he was proud to have been in several productions with him. He also wanted to mention Mark Jenkins who had died more recently.

**13. Appointment of Officers and Ordinary members –**

* The following were elected unopposed –

Chair –Simon Futty

Vice Chair/ Festival Chair – Peter Harding Roberts

Treasurer – Edward Hayes

Company Secretary – Sue Osmolska

Clubnight Officer – Eric Hadley

Membership Officer – Kate Stanbury

Ordinary Members – Amy Brooks, Paul Fanning, Cressida Ford, Sharon James.

* There being no nomination for Marketing Officer, **SF** asked **PF** if he wished to resume the position, which he declined. **SF** said we can co-opt if we wish.
* **SF** thanked retiring Board members for their hard work in taxing circumstances.

**14. Motion** – Proposed by Peter Harding Roberts. Seconded by Paul Fanning.

“We affirm that we wish Everyman Theatre to continue with its current governance structure with strategy and delivery being provided by a Board elected from the membership and with the Company being led, run and managed by its members. We recognize that the Board will be principally made up of active actors, directors and stage managers, but we positively encourage and welcome the participation of those not actively involved in productions.

* **PHR** felt that when there is controversy, it should be put to the members. He endorsed Ed Hayes’s remarks on Everyman. Referring to the new Business Plan, he said that a central proposal was a completely new governance structure which separated strategy and delivery. Trustees would be excluded from acting and stage management and there would be a non-executive Chair. He said this model had been rejected by the Implementation Committee and the Board. **PHR** felt members should have a view. Everyman is a member-led organisation and the present model is shared by other larger amateur groups, like Newport Players or Questors in Ealing. He felt we do not need to recruit an entire Board of outside experts nor did he accept that Everyman is in a state of crisis. **PHR** said that the Business Plan contained much that was good, but its core was a change in structure that he did not feel was fit for purpose. 75% of members would be needed to approve such an amendment to Articles and Memorandums. **PHR** therefore commended the present structure and the Motion to the meeting.
* **AP** felt this was unfair as it was a discussion of the Business Plan without its details being known. He thought the motion was unnecessary until its discussion was complete. He thought the Board should show the details of the Plan, so he would be abstaining.
* **PF** wished to reassure **AP** that no one would question his commitment and dedication to Everyman. We are aware of the huge amount of work he and Mike Matty have done.
* Raynor Phinnemore said she was confused that there should be a debate on an element of a Business Plan we didn’t yet know about. **PHR** said the Plan had been rejected and he wanted to reaffirm the membership structure. **SF** felt a membership vote would be a valuable steer for the Board in drawing up a new Business Plan.
* **PF** said the whole Plan had not been rejected, only the section on governance. **SF** felt that his experience as a director made him a better Chair.
* **AP** felt the Motion was unnecessary as constitutional changes would need to go before an AGM or EGM. **SF** said that Charity Commission guidelines do not mention governance. He said we fail on a number of issues and need to put them right.
* A vote was taken –

Votes for the Motion – 14. Votes Against the Motion – 0. Abstentions – 5.

The Motion was carried.

**15. A.O.B. –**

* **PF** said the Box Office for “Crash” was now open and Jess Courtney has done social media marketing**.** He encouraged members to sell the production and **PHR** recommended the high quality of Simon Riordan’s writing. Jess Courtney said it is excellent, but recommended 16+ age limit as there is strong language.
* Barry Slack asked if there was an intention to remember Richard Watson’s memory. **SF** said the Board has voted to name the future new Clubroom after him.

**16. Closing Remarks –**

* **SF** closed the meeting and hoped members would stay safe.