DIGITAL PRESERVATION COALITION AGM

Minutes of the Fifth Annual General Meeting of the Digital Preservation Coalition, held at 15.00 on Monday the 14th of January 2008, The Library, The Grange Hotel, YORK.

Present: Kevin Ashley, Adrian Brown, David Giaretta (Chris Rusbridge), Neil Grindley, Patricia Kernaghan, Patricia Killiard (Peter Fox), Bruno Longmore (Vice Chair), John MacColl, Ronald Milne (Chair), Chris Puttick; Helen Shenton, James Toon (Simon Bains), Matthew Woollard and Alicia Wise.

In attendance: Frances Boyle (Company Secretary), Carol Jackson (DPC), Judith Matthiae (DPC Auditor, J Matthiae & Co.), Alan Sidebottom (Director, Garbutt and Elliott Chartered Accountants)

1. Welcome and formal notice of meeting

Ronald Milne, Chair, welcomed everyone to the fifth AGM of the Digital Preservation Coalition. The AGM had been convened under the provisions of the Companies Act and the DPC Articles of Association which state that no more than fifteen months may elapse between the date of one annual general meeting and that of the next. Due notice, of at least twenty one clear days, had been given to DPC members by email on the 10th of December 2007.

2. Apologies

Apologies were received from Simon Bains, David Dawson, Peter Fox, Richard Ovenden, Mike Mertens, Chris Rusbridge, Cathy Smith, Neil Thompson, Nicky Whitsed and Astrid Wissenburg.


Following Helen Shenton's noted corrections to the minutes the Chair asked for DPC members who were present at the fourth AGM to confirm the minutes of 20/10/2006 as a true and accurate record.

Proposed: Matthew Woollard
Seconded: Adrian Brown
Passed Nem Con


Ronald Milne reported that the Annual Report and the Financial Accounts for 2006/2007 had been distributed to all the members on the 10th of December 2007.

Judith Matthiae presented the financial report noting a healthier position than the previous year. This was largely due to two reasons; firstly a downturn in business activity from the previous year and a reduction in salary expenditure due to the reduced level of staff. She highlighted that corporation tax would be due on bank interest and summarised by stating that the DPC was in a positive and healthy financial position.

Bruno Longmore noted that the forthcoming change of auditors (item 5) would need to be reflected in the page three of the financial report.
Ronald Milne proposed that the DPC Report of Directors and Financial Statement be formally received.

Proposed by Kevin Ashley
Seconded by Bruno Longmore
Passed Nem Con

5. **Appointment of Auditors**

Ronald informed the Board that the DPC auditor Judith Matthiae would be standing down. He expressed thanks on behalf of the Board and DPC staff for Judith’s work with the DPC since 2001.

Frances Boyle, Company Secretary, prior to the AGM had recommended the appointment of the DPC’s current accountancy firm, Garbutt and Elliott Chartered Accountants, as auditors for the FY 2007/2008. Frances noted that the price quote from Garbutt and Elliott had been very reasonable and the arrangement of pulling all three resources into one would facilitate added value as well as a time and financial cost saving benefit for the DPC.

Alan Sidebottom, Director of Garbutt and Elliott, was introduced and invited to give further information on the legal implications of Garbutt and Elliott acting as both auditor and accountant. He reported that under the Financial Services Authority (FSA) legislation, small businesses such as the DPC could have its accounts and audit managed by the same company. In practice this would mean that the current accountant Clare Stones would continue to work with Carol Jackson (DPC Administration Manager) in a support capacity as she had done in the last two years. However a separate and independent management team would manage the audit and payroll services.

Alicia Wise enquired as to how a potential issue would be handled by G&E. Alan noted that any issues arising from the audit would be reported promptly to the Executive Director unless they merited the Chair’s attention. All matters identified during the audit would ultimately be reported to the Chair through G&E’s management feedback letter. This would include details of any audit adjustments, details of any potential audit adjustments (not adjusted) and details of any financial reporting systems or governance points arising from the audit work. Reporting these matters is a requirement of Auditing Standards and would happen as a matter of routine and would also ensure that any problems arising from other work performed by G&E, such as payroll errors, would be communicated.

Alan added that the majority of G&E’s small business clientele followed this arrangement and that carrying out both the auditing and accounting for small businesses was common practice. Judith Matthiae confirmed that this was indeed standard procedure, noting that it made good business sense. She reminded the Board that the DPC was under no legal obligation, under Companies House legislation to carry out an audit.

The Chair requested that Garbutt and Elliott be appointed as the new auditor for the DPC from FY 2007/2008 and that remuneration be set by the DPC Board.

Proposed by Patricia Killiard
Seconded by John McColl
Passed Nem Con

6. **Ordinary Resolution 07-01 Discussion and Vote**
Ronald Milne handed item 6 over to Bruno Longmore (Vice Chair). At an earlier Board Meeting it had been noted that Ronald Milne, previously at Oxford University had been recruited to the BL following appointment as DPC Chair. This resulted in the BL having two seats on the DPC Board of Directors. It was noted that the ordinary resolution wording could be edited from ‘British Library’ to ‘relevant organisation’ to allow a similar issue to be managed in the future.

Bruno proposed that, subject to the amendment that the Ordinary Resolution 07-01 be accepted.

Proposed by Neil Grindley
Seconded by Patricia Kernaghan
Passed Nem Con

7. **Re-appointment of Chair and Vice-Chair of the DPC**

The Chair, Ronald Milne, and the Vice-Chair Bruno Longmore sought re-election for a further twelve months, as permitted under 10.3 of the DPC Articles of Association.

Proposed by Alicia Wise
Seconded by Kevin Ashley
Passed Nem Con

8. **Any Other Business**

There was no other business.

9. **Close of meeting**

The meeting closed at 15:25