



## **Minutes of the 2018 Annual General Meeting**

Double Tree by Hilton, Edinburgh, Scotland.

Tuesday, 18 September 2018

### **1. Call to order**

Director General David Chapman (DC) welcomed members to the 2018 WYSE Travel Confederation Annual General Meeting.

The Chairperson of the Management Board is the designated chairperson of the AGM. Jason Merrithew (JM) was therefore appointed chairman, with DC undertaking the Secretary position and Nicola Baker (NB) from WYSE Travel Confederation taking Minutes. Ronaldo Da Silva (Britannia Student Services) proposed and Nick Pound (World Nomads) seconded.

### **2. Introduction of Management Board Members**

DC introduced the Management Board members:

- Jason Merrithew (JM), Merit Travel – Canada (Chairperson)
- Manel Bassols (MB) CETT – Spain
- Dave Dahl (DD), WISE Foundation – USA
- Carye Duffin (CD), CIEE – USA
- Russ Hedge (RH), HI – USA
- Jochen Ostermann (JO), Secutive – USA
- Pieter van der Zeeuw (PvdZ), Hans Brinker - The Netherlands
- Astrid Ludemann (AL), Kroll - UK (Independent Financial Auditor)

DC announced that Manel Bassols (MB) will be stepping down from the Management Board and thanked him for his contribution over the years.

### **3. Approval of previous minutes of WYSE Travel Confederation General Meeting**

The Minutes from the 2017 AGM in Montreal are available on the WYSE Travel Confederation website.

A motion was raised by the Chairman to approve the previous Minutes.

Frederick Elliott (Student Universe) proposed, Ronaldo Da Silva (Britannia Student Services) seconded.

### **4. Adoption of the agenda**

With a full agenda in place for the 2018 AGM and no other business to add, the Chairman motioned to adopt the agenda for the 2018 AGM. James Bell (Alliance Abroad) proposed, and Sandra Cohen (92Y Residence) seconded.

### **5. Advisory of Panel Election results**

- a. Non-executive directors - binding nominations

DC explained that as a result of MB leaving, John Cedergårdh (STS Education) has become the Chairperson of the Study Abroad Panel and is therefore the panel representative on the Management Board.



Prior to the AGM, panel elections were held. The following vacancies existed on the Advisory Panels:

- Cultural Exchange - 1 vacancy
- Study Abroad - 1 vacancy and the election of the chair

It was noted that the Cultural Exchange and Study Abroad only had one candidate for each vacancy. As a result, all the candidates were elected to each of the panels by a vote of acclimation.

DC thanked the candidates for submitting their applications and congratulated the following new panel members:

#### **Cultural Exchange Panel**

Nick Steiert, Invasion

#### **Study Abroad Panel**

John Cedergårdh, STS Education (Chairman)

John Ricci, J1 Simcards

DC requested a motion from the membership to ratify the appointment John Cedergårdh who as Chairman of the Study Abroad Panel is elected by a Binding Nomination to the Management Board. Francis Altena, Green Lion proposed, and Anne Dolan (Clink) seconded.

The Chairman congratulated the new panel members and welcomed the new board member.

## **6. Report on Confederation activities**

DC reported on the following activities of the Confederation.

#### **Marketing:**

- All WYSE websites are designed and updated in house, for cost saving purposes. Focus has been on site speed, user experience and analytics.
- The WYSE websites have seen a significant increase in website traffic, users and page views, with bounce rate down. DC thanks Laura Daly (WYSE Travel Confederation) and the marketing team for the huge amount of work they have done to achieve this.
- WYSE has seen an increase on its social media sites.

The team have represented WYSE at events such as NAFSA, BETA, ETOA and WTM. DC thanked Russ Hedge (RH) and the team at Hostelling International USA for hosting the networking reception in NYC

WYSE Travel Confederation activities fall under its four pillars of research, trading, education and advocacy:

#### **Research:**

Following the data collection of 57,000 responses for the New Horizons project, the main report for New Horizons IV has been published. A report version on Work Abroad will be out before the year end. Bespoke reports also been produced for NYC Company and International Experience Canada.

#### **Education:**

Across STAY WYSE, WETM-IAC, ITB Berlin, WYSE Exchange and WYSTC, WYSE ran 78 workshops, webinars and panel discussions.



### **Advocacy:**

Following the review of the San Diego Declaration in Montreal 2017 it was decided to leave the San Diego Declaration as is and to launch a broader advocacy project called the Youth Travel Charter. The Charter will focus on three core audiences; civil society and governments, consumers and youth travel organisations and will provide guiding principles for international youth travel.

The Youth Travel Charter will survey members to look at what the main guiding principles and objectives should be and how to provide pragmatic recommendation for each.

RH will host a lunch during WYSTC Edinburgh to explain the above to members and receive feedback and direction, to formulate questions for the survey. Panel will be encouraged to speak to their members to get responses. This will then be put together and published and presented at WYSTC.

DC revealed that a new Mission Statement is required. The members will provide input through a survey and the board will use this to develop the mission statement. The membership will then vote on a new Mission Statement at the next AGM.

### **WYSE Travel Confederation events:**

DC presented the overall attendance statistics for WYSE Travel Confederation events. WYSE events from 2015 to 2018 have seen a 132% growth on delegates, a 391% growth on buyers and 1,256 more appointments within WYSTC since last year.

- WETM-IAC: DC announced a new 3-year agreement with IAPA
- A WYSE Exchange Gold Coast is under discussion
- DC announced that WYSE would be partnering with Arival to deliver a Tours and Attractions event in Berlin prior to ITB Berlin.
- DC announced that WYSE Travel Confederation would be launching a new STAY WYSE Conference in Miami, USA in late 2019. DC would like to thank Freehand, Generator, HI USA and Selina for their support in launching this new event.

## **7. Report on Confederation Finances**

DC introduced Astrid Ludemann (AL), WYSE Travel Confederation's independent finance committee member. AL confirmed the figures to be a true representation.

DC presented the accounts and the following key points were highlighted:

### *Results for 2017*

- WYSE achieved an income of €1,322,623 against a budgeted €1,256,868.
- The confederation fell slightly short on member recruitment, but the success of the WYSE events were able to support this.
- Costs in 2017 were up against budget in all areas as expected with increased revenue, except for a big saving in staff costs. Depreciation was much higher than budgeted due to the CRM being added to the Balance Sheet.



### *Forecast 2018*

- Income – the budget was again set too high on membership recruitment. There has been an increase in sales with the launch of NH4 and delivery of successful events.
- Costs continue to be well controlled.
- A trading profit of €87,117 is forecasted, DC believes that this is the worst-case scenario.

### *Budget 2019*

- Sales are budgeted to increase by €85k, a combination of an increase in membership sales and an increase in event sales due to the addition of new events.
- The costs for 2019 have increased
- The trading profit of €116,362 does not take into account the nontrading costs associated with ISTC and the old debts. At this point Anne Dolan (Clink) asked for clarification on the debt to ISTC.

DC explained the history of the ISTC debt to the members present and fielded questions on how the situation had arisen and was being handled. Various members asked if the Confederation could stop making the payments and what would be the implications. DC said he would consult with the lawyers and report at the next AGM.

### **Balance Sheet**

DC presented an overview of the balance sheet for 2017 and there were no questions.

The Chairman motioned to accept the 2017 accounts and approve the 2019 budget. It was proposed by Ronaldo Da Silva (Britannia Student Services) and seconded by Anne Dolan (Clink).

### **Auditor and Other Finance Matters**

#### *Release from liability of the Managing Directors:*

DC outlined the following:

“Under item 15.2 of the Articles of Association, the General Meeting shall pass a resolution concerning the release of the Managing Directors from liability for the exercise of their duties, insofar as the exercise of such duties is reflected in the annual accounts or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts. The scope of a release from liability shall be subject to limitations by virtue of law.”

#### *Extension of the period of presenting the annual account to WYSTC 2019:*

- DC requested the Chairman to motion the release the liability of the Managing Directors.
  - Frederick Elliott (Student Universe) proposed and Sandra Cohen (92Y Residence) seconded.
- The Articles also state that the accounts should be presented within six months of the end of the financial year. However, there is a mechanism that allows this to be extended up to four months.
- Subsequently, DC requested an extension of four months to cover WYSTC 2019.
  - The motion was proposed by Bastian Weinberger (Smaller Earth) and seconded by Anne Dolan (Clink).



## 8. Appointment of auditors

WYSE Travel Confederation is required to appoint an auditor and DC proposed Van Hier, MKB Accountants who have become very familiar with the WYSE Travel Confederation finances.

JM, the Chairman motioned to approve the appointment of Van Hier as WYSE Travel Confederation auditor was proposed by Jeff Laband (CICD) and seconded by Dave Dahl (DD).

## 9. Membership report

DC reported that whilst membership numbers had not quite achieved targets, there had been excellent recruitment through out the year, with 74 new members and only 8 resignations. Also 8 organisations have upgraded from Full member to Elite status.

DC presented a graph detailing the growth and retention of members improving each year, with only 11 disaffiliations.

DC presented the Elite members, thanking them for the support.

### *Member ratification:*

- DC provided an overview of the new members who joined between the 2017 AGM in Montreal and since the start of 2018 who are required to be ratified. Members were provided with the opportunity to ask questions relating to new members.
- The Chairman requested a motion to ratify the new members. Nick Pound (World Nomads) proposed and Malin Widmarc-Nilsson (MEININGER) seconded.

### *Disaffiliations:*

- DC provided an overview of the organisations who have been disaffiliated as a result of failing to pay their membership dues.
- The Chairman motioned for the disaffiliations to be approved. Pieter van der Zeeuw (PvdZ) proposed and Fredrick Elliott (Student Universe) proposed.

## 10. Changes to the Association regulations

### Changes to Rules & Regulations

DC explained that changes needed to be made to tidy up some rules that were not tight enough and to amend some sections that were no longer relevant.

- 3.0.1 Conduct of Management Board Members: Change to the Rules so that Board are obliged to attend a minimum of 75% of duly called meetings
- 4.1.1 Appointment of Events Advisory Sub-Committee: Amended so that the Management Board would determine when an Events Subcommittee is required.
- 5.1.3: Removal of redundant wording
- New section 5.1.3: Requiring Panel members attend at least 75% of all duly called meeting



- Changing all references of “Full member” to “Voting member”
- In section A.10.7 tidying up the “Executive Board” to the “Management Board”.

The changes were proposed by Main Widmarc-Nilsson (MEININGER) and seconded by Ronaldo Da Silva (Britannia Student Services).

### **11. Site of WYSTC 2019**

DC explained the complexities involved in WYSTC moving to a different destination each year. It therefore had been decided that for 2019 and 2020, WYSTC will remain in the same location. This would allow WYSE to negotiate better terms with suppliers and not waste all the work that goes into setting up an event the size of WYSTC.

It was announced that WYSTC 2019 and 2020 would be taking place in Lisbon, Portugal.

### **12. Any other business**

No other business was raised.

### **13. Date of next AGM**

DC confirmed this will be at the site of WYSTC in October 2019.

DC concluded his report on the activities of the year and conveyed his thanks to the WYSE team for all of their efforts and hard work.

The Chairman asked members in attendance if they had any questions relating to the reported activities. With no further questions, the Chairman thanked DC and the team in Amsterdam on behalf of the Management Board.

**Meeting concluded.**