Priory House, Beignon Close
Ocean Way, Cardiff CF24 5PB
www.sjacymru.org.uk

029 2044 9600

Priory Chapter Board Meeting

Friday 5 June 2026 at 09:30 at NHQ, Cardiff

SUMMARY OF KEY POINTS OF DISCUSSION AND DECISION

The Priory Dean opened the meeting with prayers and noted the passing of members since the last Board meeting.

Chair's Introductory Remarks

The Chair noted that a lot had happened in the period since the last Board meeting and mentioned specifically the engagement with staff and volunteers that had taken place during the meetings held all over Wales. The visit to Hollywell, where the Chair had spent time with Cadets and Badgers, had been a real highlight. The issues raised had been shared with Trustees and many of them would be covered in the meeting. It had been pleasing to see that there had been a positive change in the trust and confidence of the staff and volunteers in the Leadership team which was a real turnaround.

The Chair congratulated the HR and Finance teams who had been recognised in recent awards and thanked both teams for their great work.

Minutes of the March 2026 Chapter Board meeting

The minutes of the last meeting, having been circulated to Trustees shortly after the last meeting, were approved.

CEO Report

A number of points were noted:

- There were a number of staff changes coming up, with Michelle Thole joining as the new Director of Clinical Operations and Education on 8 June, and a new Head of IT being recruited.
- The Treharris building had been sold a month or so before the fire that had destroyed it. In order to avoid confusion in the future, signage on sold buildings would be removed quickly.
- The first aid competitions for Badgers had been well attended and welcomed by everyone, and this had opened up opportunities for competitions overseas, which were being investigated. The Trustees discussed some of the practical issues relating to this, including insurance and general support.
- The CEO had been doing a lot of work to extend the Charity's networks, and extend opportunities for working with different organisations.

Finance Report

The Director of Finance and Resources presented the management accounts, reporting that Q1 had gone well, and that the financial position was slightly ahead of budget at the end of Q1. It was agreed that whilst there had been a focus on reducing costs to put the Charity in a stronger financial position, it was also important to look at opportunities for increasing income. It was noted that the change in the Welsh government could lead to more opportunities, which should be explored.

Annual Report and Accounts

The Annual Report and Accounts and related documents for the year ended 31 December 2025 were presented to the Trustees. The documents included the Financial statements, the Trustee Report (which described the Charity's activities over the year), the Auditors Report, a Management Representation Letter and a Cashflow Forecast. The Director of Finance and Resources commented that the audit had gone well, despite the introduction of a new software system, and that the new system should make the process of preparing the accounts more efficient in future years. There was nothing raised in the Audit Report of any concern, which was a very good result.

The Annual Report and Accounts were approved by the Trustees, subject to some minor wording changes that would be made after the meeting. It was agreed that the Charity was a Going Concern for 12 months from the date of the meeting.

Following the meeting a short form version summarising the key points of the Annual Report would be prepared to be shared with staff and volunteers and other stakeholders, and this would be translated into Welsh.

Changes in Directors/Trustees

The Chair noted that David Morris would be stepping down as Priory Dean on St John's Day (24 June) and that it had been agreed at the last meeting to appoint a new Trustee following Gillian Knight's resignation at the end of her first term. A recruitment process had taken place for both roles, which was described to the Trustees. The two successful candidates, who had been attending the meeting as observers, were asked to leave the meeting while a discussion took place about their appointments.

It was agreed that Alan Pierce-Jones would be appointed as a Trustee, Member and Priory Dean from 24 June 2026, and that Nigel Rees would be appointed as a Trustee with immediate effect. Both Trustees were congratulated on their appointments.

Articles of Association Update

Following the discussion at the previous Trustee meeting, consent for the changes had been sought from St John International (as is required by the Statutes). SJI had requested a number of further amendments be made, most of which were acceptable. However, there was one issue outstanding where agreement had not been reached, which related to the terms of office of Priory Senior Principal Officers. After further discussion, the Trustees agreed that the Articles other than the provisions relating to this issue were approved in the amended format provided to them, and that the Chair would be given authority to negotiate further with SJI in relation to this one issue.

Committee Review and Re-Structuring

The Chair noted that whilst the Board Committees and Panels had been working well, it was appropriate to conduct a review from time to time, and this had identified a number of potential changes which were presented to the Trustees for discussion. It was agreed that Panels would, in future, be called Sub-committees and that there should be more standardisation of, for example, the number of trustees, quorums, and administrative provisions. Each Committee and Sub-committee should have clear terms of reference, so that there were no gaps or overlaps between their scopes of work.

The main changes would be that (i) there would be a Sub-committee established to consider the Charity's commercial activities, which would report into the Finance, Resources and Delivery Committee, which itself would have an expanded scope to include delivery of commercial activities

and (ii) a new Committee would be set up to look at Priory Affairs, to bring together all of the different aspects of Priory work done across the Charity to support a more holistic approach. The proposals were agreed in principle, and the Head of Governance was requested to develop these further and produce draft Terms of Reference for review by the Committee Chairs.
Delegation of Authority A new Delegation of Authority was presented to the Board for approval, to update the current version. Feedback on the document had been received from the Senior Leadership Team and the Executive Leadership Team, and it had also been reviewed by the Audit, Risk and Governance Committee. The Delegation of Authority was approved by the Trustees and would be reviewed annually.
Trademark Ownership The Trustees discussed a proposal for registration of trademarks of the Charity's name and logo, to ensure that it was property protected, in relation to certain categories of goods and services. There was some discussion about the options for registering trademarks in Welsh as well as English, and it was agreed that applications should be made for two trademarks, one for the name alone, which would be registered in English and Welsh, and one for the name and logo, which would be registered in English.
Board Assurance Framework The Board Assurance Framework, which sets out the key strategic risks facing the Charity, was presented to the Trustees for their review. There was one change proposed: the Executive Leadership Team had recommended that the Likelihood rating for Political, Economic, Social, Technological, Legal and Environmental Risk was increased from Unlikely to Possible, given the current geopolitical climate. The Trustees accepted this change. It was agreed that, going forward, a full risk review would be carried out 6 monthly rather than quarterly, but that each Committee should still review the risks relating to the activities in their scope at each meeting, with issues being reported when there are changes.
Committee Minutes The minutes of each of the Meetings had been shared. The **PHAC** and **Pro Fide** Committees hadn't met since the previous Board Meeting. The Key points noted were: **People Committee**. The Committee had been advised that workforce metrics were stable, there had been an improvement in absence management, and in volunteer onboarding and an increase in reporting on safeguarding. A deep dive had been done in relation to the People Survey and an action plan had been developed for key areas of communication, reward and recognition and consistency of leadership. The Committee had discussed the impact of limited resources in the HR team on delivery of the strategy. **Clinical Committee:** Some work had slowed down because the sad passing of Az Jackson who had been providing IT support and some had been paused in anticipation of the appointment of the new Director of Clinical Operations and Education. On a more positive note, the Committee had received a report of the lives saved by the Charity's volunteers, which was heartening to hear. **Finance and Resources Committee**: Work was due to start on setting up County accounts and the next marker in the finance calendar would be the preparation of forecasts. A Procurement Policy and a Cash Handling Policy had been approved. **Fundraising and Engagement Committee**: There had been an income deficit against the target in Q1, but this had mainly been due to a focus on supporting current grants rather than looking at new grants. Two members of the team were leaving, so there was an opportunity for restructuring.

Audit, Risk and Governance Committee: Most of what had been discussed at the meeting had been on the Board agenda. The only other issue discussed related to the tender for external auditors, which was progressing

Evans Bevan: There had been regular meetings of the Trustees and the working group, and the application process for new grants had been opened.

Order Matters

The Chair noted the following points:

- There would be a session on Priory Demystification in Cardiff at 2.00pm on the day of the Board meeting. There has been interest from people in North Wales who wanted to know more, so a video would be done for those people, that may then be made available more widely.
- A new Hospitaller had been appointed and would be attending the Priory Demystification session.
- Helen Willson had been acting as the Charity's Archivist on a temporary basis and would take on the role substantively with effect from 24 June 2026.
- Two new Council Chairs had been appointed, and they would take up their roles on 24 June 2026. There were no more vacancies on Councils at the moment.
- Richie Paskell had been appointed as the new Order Officer and would take up his role in September 2026. Emily Sockett, the National Volunteer Manager, had stepped in and was thanked, along with the Director of Ceremonies, for arranging the Investiture.

Policies

The Board noted that three new policies had been approved by Committees, including the Cash Handling Policy, Procurement Policy and Redundancy Policy.

Closing Remarks

The Chair noted that the meeting would be the last one attended by David Morris, the Priory Dean. The Chair thanked the Priory Dean for everything he had done for the Charity through some difficult times, for his contribution to the discussions at Trustee meetings and for his spiritual guidance. A plaque and gift were presented.

Next meeting

The next scheduled Chapter Board meeting was scheduled to take place on18 September 2026.

The meeting ended with closing prayers.

St John Ambulance Cymru

Annual General Meeting
Held on Friday, 6 June 2026 at 1.00pm

Following the conclusion of the Trustee Meeting, the Charity Annual General Meeting took place, which was attended by the Members (who are also the Trustees).

1. The minutes of the previous AGM, held on 13 June 2025 were approved.

2. Annual Report and Accounts were presented to the meeting and accepted by the Members.

3. No other business was conducted.