

Minutes of the Board of Trustees meeting held at the Lancaster Hall Hotel, 35 Craven Terrace, London W2 3EL on 24th May 2022 at 12.00 noon

PRESENT

George Kempton, Chair	Gareth Oakland, Hon.Treasurer
Chris Kitchin, Vice Chair	
Janine Brooks	Cynthia Matthews
Margaret Moffat	Danny Mortimer
John Mosley	
David Paterson	

IN ATTENDANCE

John Rostill OBE, Chief Executive
Debbie Arnold, Fellowship Administrator

Action

0241 1.WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from Mark Bagnall, Suzy Brain England, Beverley Lawrence, Clare Panniker and Mabel Saw. Danny Mortimer and John Mosely sent apologies for their late arrival.

The Chair informed the meeting that the agenda order had been changed to insert the Hon.Treasurer's report after Matters Arising.

0242 2. DECLARATION OF CONFLICTS OF INTEREST

There were no declared conflicts of interest

0243 3.MINUTES OF THE MEETINGS HELD ON 8th March 2022

The Minutes of the Board meeting of 8th March 2022 were confirmed and unanimously agreed and adopted.

0244 MATTERS ARISING

- The Chief Executive reported that the Bishop of London, Sarah Mullally is unavailable to speak at the AGM in October.
- The Chair asked for an update on the possible pilot of the 'Learning with Experts' programme in the Doncaster and Bassetlaw Trust. The Chief Executive answered that discussions are still awaited.
- The Chief Executive and Janine Brooks are meeting in June to finalise their GDPR paper.
- Margaret Moffat asked if enquiries from followers of the Fellowship Facebook page who ask about branches local to them, were followed up. The Chief Executive and Debbie Arnold reported that either the page administrators, Development Officers or sometimes the branches responded to such enquiries. He also informed the meeting that enquiries coming through from the Recruitment campaign were also collected and given to the relevant Development Officer to follow up.

0245 HON.TREASURER'S REPORT

The Hon. Treasurer had produced a paper examining the budget, income and expenditure for 2021-22, together with projections for 2022-23. A number of strategies were suggested and these will now be considered by Trustees and taken to the Audit Committee at its meeting on 14th June 2022. These were discussed by the Trustees and the Audit Committee has been requested to consider the Hon Treasurer's report together with the Trustees' comments at its next meeting. Trustees were asked to forward any further thoughts to the Chair, Hon Treasurer, Chief Executive and David Paterson (Audit Committee Chair) copying Debbie Arnold, by the 10th June.

All
Trustees

The slides used in the presentation will be circulated to all Board members. Danny Mortimer joined the meeting towards the end of this item and the Chair provided a brief summary for him. The Hon. Treasurer also agreed to brief Danny Mortimer at the end of the meeting.

Hon.
Treas.

It was agreed that meetings / calls would be arranged so that the Hon.Treasurer could discuss his findings with those Trustees who were unable to attend the meeting.

Hon.Treas.
/DA

0246 THE CHALLENGE OF CHANGE: NEXT STEPS

A paper had been produced by the Vice Chair, in his role as Chair of the Future Group, following the National Council meeting on 26th April 2022. This consolidated the progress of the last 4 years and the response of National Council to the proposals.

Janine Brooks pointed out a required amendment removing the words 'of postal' in the 'main challenges' section of 'The need for change' on page 2.

Vice Ch.

The Vice Chair indicated that National Council had voted unanimously for Option C (the introduction of a Members' Council to be chaired by one of their own members, a revised structure based on counties, assimilation of current Regional Representatives into the new county/regional structures, identification of County Representatives).

Some of the proposals surrounding the establishment of the Members' Council require amendments to the Constitution. The Vice Chair and Chief Executive are meeting on 31st May to finalise these changes, subject to the approval of the Board. A lawyer has been engaged to offer further guidance and this cost has been included in the proposed budget for 2022-23.

Vice Ch/
Chief Exec

References to the United Kingdom will be deleted and replaced by Great Britain or England, Scotland and Wales.

Vice Ch.

The Chief Executive emphasised the need for all Trustees to fully understand and sign up to the Constitutional changes such that there will be a consistency in answers to any questions raised by members relating to the changes. Danny Mortimer concurred with this requirement. He thanked the Vice Chair for explaining the changes to the various options since the previous Board meeting, and also the Future Group for the considerable work which has been involved in the process.

The Chief Executive explained that that in order to implement changes to the Constitution, two thirds of the voting branches, are required to approve the changes them. He outlined the voting process:

- Each branch would be issued with a ballot form
- The branch would either:
 - o complete the form and post it back to Central Office
 - or

- o name one of the branch members as a branch delegate to attend the AGM and vote in person

The closing date for the ballot would be prior to the AGM and the votes would be counted and the result kept confidentially by Central Office until the AGM, when the votes of those attending would be added to those received by post.

National Council asked that the ballot paper be simplified so that the 10 issues originally identified, were reduced in number. The resulting draft ballot paper therefore includes 3 groupings:

1. County structure
2. Members' Council
3. Terms of office for Member Representatives

Possible voting scenarios were discussed, including the interrelation of the three areas and whether support for the totality of the proposals was required. The implications of a single voting option were considered and ultimately disregarded. It was agreed that voting on a single item would risk the loss of the vote due to the possibility of those who disliked just one aspect voting against it. The difficulty of recruiting County Representatives was identified as a possible concern to members at the Roadshows and this could result in some branches voting against the total proposal if there was simply a one item vote.

It was agreed that if one section of the proposed 3 grouping was voted against, then the other sections could still be implemented. The Roadshows have indicated support for other aspects of the changes.

It was agreed to change the order of the issues as follows:

1. Members' Council
2. Term of Office
3. County Structure.

The Chief Executive asked the Board to consider the way in which voting could take place within each branch. Margaret Moffat suggested that in some branches the chair would make the decision of how the branch would vote, in others the committee would do so and in others it could be put to the members themselves. As one of the purposes of the restructure is to give members more voice, then there is a need to ensure that branch members are consulted. The ballot paper will therefore include a declaration that the votes represent the decisions of the branch members.

Vice Ch.

The Board were asked to vote on the following:

<i>Item</i>	<i>Result of vote</i>
Adoption of Option C.	5 for; 1 against; 1 abstention
Changes to the Constitution in principle (To be catalogued with the legal advisor)	Unanimous
Adoption of job and role descriptions	Unanimous
Process and content of ballot as discussed	Unanimous
Current pattern of Board meetings should continue until budgets and financial position is clearer	Unanimous

0247 OTHER AGENDA ITEMS

The Chair suggested that in view of the length of the meeting, the remaining agenda items should be summarised or included at the next Board meeting. This was agreed and the following summary points were made:

- **Risk Register** - This will be reviewed and amended as appropriate by the Audit Committee at its meeting on 14th June 2022
- **Chief Executive's Report** –
 - Clare Panniker was congratulated on her appointment as Regional Director for East of England. The Chair confirmed that he had written to Claire on behalf of the Board congratulating her on her appointment.
 - The Scottish Secretary of State for Health and Social Care Humza Yousaf is attending the Edinburgh and Lothians branch 40th anniversary celebrations in June
- **AGM/ Conference** – The Vice Chair suggested that a workshop should be held on the Saturday afternoon (22nd October 2022). This would not incur any extra cost to the Fellowship. This was agreed by the Trustees
- **Should the Fellowship membership model be changed?**– join the national organisation and link to a branch if desired. The Chief Executive explained that whilst the majority of new members recruited through the P60 campaign are postal, some of these have expressed an interest in joining a branch if one became available in their area. New members make their choice of membership type when they apply for membership, and for an important number, this is overwhelmingly to join a branch. It was agreed that the current membership model should remain.
- **Benevolent Fund** – consideration of elements of the qualification criteria and the Benevolent Fund constitution will be discussed at the next Board meeting

0248 NEXT MEETING

The date of the next Board meeting is currently scheduled for **Tuesday 20th September 2022 and will be held via Zoom**

The meeting closed at 14.10

Debbie Arnold
24th May 2022