

DATE: 21 FEBRUARY 2019

TIME: 2:00PM

TELECONFERENCE

1.	<p><b>WELCOME (MH)</b> MH welcomed all to the meeting, his first as chair of the Trustees.</p>
2.	<p><b>SEDERUNT</b> <b>IN ATTENDANCE:</b> Mark Hamilton (Chair) -MH, Henry Leese -HL, Alison McTavish -AM, Peter Brinsden -PB, Helen Kendrew-HK <b>EX-OFFICIO FROM BFS EDUCATION LTD.</b> Virginia Bolton -VB(Treasurer) <b>SECRETARIAT:</b> Yvonne Liversidge, -YL Simon Whitfield - SW (Profile Productions) <b>APOLOGIES:</b> Peter Wardle</p>
3.	<p><b>DECLARATIONS OF CONFLICTS OF INTEREST</b> Nil declared. <b>ACTION:</b> New Trustees and Executives need to complete Conflict of Interest forms. MH to send these to new Trustees in their induction pack (AB and AP) as well as present Trustees for 2019.</p>
4.	<p><b>MINUTE OF LAST MEETING (13<sup>th</sup> December 2012) (Circulated)</b> Corrections: Helen K had sent her apologies. Minutes were noted as comprehensive and approved.</p>
5.	<p><b>MATTERS ARISING (not appearing elsewhere on agenda)</b></p> <p>i. <b>Accounting procedures (YL)</b> A meeting has been arranged by the Secretariat with Mazars (Accountants for the 2 companies) in March. <b>ACTION:</b> YL and SW report to MH on the details after the Mazars meeting on 12 March. This meeting is to discuss the relationship between the charity and company, how money is transferred, as currently these are 2 separate entities. It is currently thought it is preferable to leave it this way. Accounting procedures will also be discussed to aim for improvements.</p> <p>i. <b>Credit/Debit Cards (YL)</b> It was confirmed that 2 cards have been destroyed. No further cards are in existence and nothing was showing on the relevant bank balances. <b>ACTION:</b> YL and JS are talking to Barclays and the Executive would need to agree if 1 card is needed for Jane Stewart (JS).</p>
6.	<p><b>BOARD MEMBERSHIP (Paper from MH circulated)</b></p> <p>i. <b>Composition of Board</b> Adam Balen and Allan Pacey have agreed to become Trustees. This was approved and MH will contact them to confirm appointment. The necessary induction pack will be sent to them and a request to fill in conflict of interest forms.</p> <p>ii. <b>Period of office</b> 3 years in the first instance.</p> <p>iii. <b>New appointments/resignations</b> It was agreed we would approach new people, and thought it was a good idea to have people external to the BFS. It was unanimously agreed to approach Sarah Norcross to see if she is willing to serve. Trustees will consider other names to consider in advance of the April meeting <b>ACTION:</b> MH to approach SN.</p> <p>iv. <b>Induction pack Components Distribution</b> MH outlined the essential documents which Trustees should be familiar with. These will be sent to both new and present Trustees. <b>ACTION:</b> 'How to be a Trustee' and other relevant information will be sent to new and all current Trustees. MH</p> <p>v. <b>Timing of meetings</b> Two face to face per year + email/teleconferences as required. AGM of Trustees at same time as BFS Education Ltd company (January).</p> <p>vi. <b>Website details</b> Trustees are listed on the website, we could add pictures or more info on what Trustees do?</p>

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7.	<p><b>CHARITY AND SUBSIDIARY COMPANY RELATIONSHIP (Paper from MH circulated)</b></p> <p><b>i. Representation of Trustees at Executive and subcommittees</b></p> <p>This structure document and diagram summarises the Trustees’ responsibilities and business etc. It was noted there had been a need for Trustees and Executive committees to interact more, and queried if an Executive member should attend all Trustees meetings and vice versa, and each Trustee to take responsibility for each of the Sub committees, or perhaps rotate attendance?</p> <p><b>ACTION:</b>  The Executive minutes in draft form are circulated to MH. MH to share relevant extracts with Trustees in advance of the Minutes being approved. Approved Minutes can be circulated in full to all Trustees.  Exec Officers (JS, VB or RM) attend Trustees meetings. Trustees will normally be represented at Executive meetings. It was agreed that it was unnecessary for a rotation of all Trustees to attend the Executive meetings but the Chair or a deputy should attend if possible.  At the next Exec committee on 3<sup>rd</sup> April it is unlikely that a Trustee will be able to attend the Exec on 3<sup>rd</sup> April. All agreed that Exec members (JS, RM or VB) could feed back anything relevant from/to the Board and vice versa to ensure effective communication.</p>
8.	<p><b>DECLARATIONS OF INTERESTS</b></p> <p><b>i. Trustees</b>  <b>ACTION:</b> This will be updated for new and existing Trustees on 1<sup>st</sup> April 2019</p> <p><b>ii. Directors of BFS Education Ltd.</b>  <b>ACTION:</b> This will be updated for the Executive Committee members on 3<sup>rd</sup> April 2019</p>
9.	<p><b>GDPR</b></p> <p>Nothing further to report</p>
10	<p><b>STATUTORY REQUIREMENTS</b></p> <p><b>i. Accounts (To 30<sup>th</sup> Sep 2018 for both companies to be circulated)</b>  <b>ACTION:</b> YL to circulate when finalised.</p> <p><b>ii. Annual return (Charity Commission)</b></p> <p>This includes a report of activities of the Society, and all had been sent this in the documents.  This will be sent to the CC.</p> <p><b>iii. Confirmation Statements (Companies House)</b></p> <p><b>a. The British Fertility Society Ltd. (For 9<sup>th</sup> May 2019 - Circulated)</b></p> <p><b>b. BFS Education Ltd. (For 19<sup>th</sup> September 2019)</b></p> <p>YL updates these statements online at a cost of £13</p>
11	<p><b>LEGAL DOCUMENTS</b></p> <p><b>i. Memorandum of Association</b></p> <p><b>ii. Articles of Association (AoA)</b></p> <p>The current documents do not have updated governance information, or details on how we appoint Trustees etc. It was thought we need to see updates and list what we do now, in comparison to where we were before i.e. how we function on a day to day basis.</p> <p><b>iii. Charitable objectives</b></p> <p>It was noted that whilst there were updates to these objectives in 2017 to ensure we comply with the law, the Articles of Association were not up to date.  The 9 objectives were a sufficient description of what we do and MH suggested we include these in our Articles of Associations, by means of an update, as this could be a way of circumventing costly legal advice ?</p> <p><b>ACTION:</b>  MH to send the Memorandums, AoA and Charitable objectives to all and we would pick up this discussion in April.  With agreement, MH would explore if updating the Memorandums and AoA with the objectives is a good approach.  It was agreed that for sake of transparency that the updated version should be on the website.</p>
12	<p><b>REVIEW OF GOVERNANCE DOCUMENTS</b></p> <p><b>i. Scope</b></p> <p><b>ii. Timing &amp; Responsibilities</b></p> <p>We would look at the new lists written on various topics covering governance of the BFS in April, and decide when they need to be formally reviewed.</p>
13	<p><b>INTER-COMPANY COMMUNICATION</b></p> <p><b>i. BFS Executive Committee Issues: Summary for Trustees</b></p> <p><b>ii. Board of Trustees: Issues of importance for information of Executive</b></p>

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	<p>It was agreed that meeting minutes (once approved) are to be circulated both ways. A catch up with Chairs of the Executive or Sub Committees could take place informally with committee assigned Trustees if it was felt this was needed.</p> <p>The representative attending the Executive should aim to filter any pertinent information through to Trustees in a timely manner.</p> <p>MH would attend Executives where possible; JS VB or RM could filter communications if he was not able.</p> <p>Regards which person on the Trustees board would be attributed to each sub-committee, this was still to be decided.</p>
14	<p><b>AOCB</b></p> <p>PB could not attend the Joint Fertility event and wanted to check that IC had been formally thanked. It was confirmed that he was appropriately thanked at the AGM in 2018.</p> <p><b>ACTION:</b></p> <p>MH to advise PW that he won't need to attend in April 19, but we would like to ensure he is also thanked appropriately for his work over the years.</p>
15	<p><b>DATE OF NEXT MEETING</b></p> <p>At the April RCOG course,  <b>Monday 01 April, 11:00am</b></p>