

**MINUTES, BOARD OF TRUSTEES MEETING
THE BRITISH FERTILITY SOCIETY LTD**



DATE: 1st April 2019 TIME: 11:00 am VENUE: U2, Garfield Weston, RCOG, London

1.	WELCOME (MH)	ACTION
2.	<p>INVITED: TRUSTEES: Mark Hamilton (Chair), Henry Leese, Alison McTavish, Peter Brinsden, Helen Kendrew, Adam Balen, Allan Pacey EX-OFFICIO FROM BFS EDUCATION LTD. Virginia Bolton, Jane Stewart, Raj Mathur (BFS Executive Officers) SECRETARIAT: Yvonne Liversidge, Simon Whitfield (Profile Productions)</p> <p>ATTENDED: Trustees: AB, AMcT, HK, MH (Chair), PB Ex-Officio: JS Secretariat: YL Apologies: AP, HL, RM, VB</p>	
3.	<p>DECLARATIONS OF CONFLICTS OF INTEREST MH has been a member of the Board of IFFS since 2015 finishing in 2022, the funding to attend comes through BFS resources.</p> <p>ACTION: Could all fill in COI form by 1 April.</p>	All
4.	<p>MINUTE OF LAST MEETINGS (21st February 2019) (Circulated)</p> <p>ACTION: Correct nuance of: MH 'able to attend' in item 13.</p>	
5.	<p>MATTERS ARISING (not appearing elsewhere on agenda)</p> <p>i. Accounting procedures (YL) A meeting with Mazars had taken place in March.</p> <p>This was to discuss the present situation of the division of BFS activities in to separate companies i.e. the charity & the business. The BFS Education Ltd company (business) is not defined as a 'legal' subsidiary business to the Charity although the relationship in practice is along these lines. The question had arisen as to whether we should make the business a subsidiary through formal legal procedures.</p> <p>The meeting with Mazars had been to discuss the pros and cons of this. Points from the meeting were presented to the Trustees.</p> <p>JS queried if Trustees would have unreasonable control over the BFS 's activities should it be made a legal subsidiary? It was suggested that this was not expected to be a risk but Trustees have an obligation to oversee the governance needs of the Society are met relevant to Charity Law. It was agreed that in practice the present arrangements work well and that the relationship should be set out in the Articles of Association. Formal legal engagement would not be necessary at this stage. Clarity on procedures as to how Trustees are elected would be included in an adjustment to the Articles.</p> <p>PPL also raised the query if we could move the end of year from September to April? We currently do not have time to reconcile and make adjustments. This was discussed and a general consensus agreed.</p> <p>ACTION: Trustees gave initial agreement on the principles of clarifying the subsidiary relationship. This should be confirmed by the Executive in April.</p> <p>MH to add a form of words to the Articles of Association setting out the principles of the relationship between the two Companies. This would be shared with the Executive Committee once agreed by the Trustees.</p> <p>Agreed to move the financial year end to April (31 March). JS to take to the next Executive and report back.</p> <p>Agreed to add finances to Trustees Agenda going forward and include a summary of each account for each meeting. Trustees need to see the end of year accounts in advance of these going to the AGM.</p>	<p style="text-align: center;">JS</p> <p style="text-align: center;">MH</p> <p style="text-align: center;">MH/JS</p> <p style="text-align: center;">YL</p>

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	<p>It was further queried that because both companies are Ltd, to whom is the liability of the finances Limited? It is believed that all members have liability. This should be made clear to members on joining the society. Clarity is required on the distinction between ordinary members of BFS and the Trustees.</p> <p>It was also queried if we need insurance in case we do or say anything incorrect? It was felt that our risk assessment procedures had confirmed that our liability risk was low. This can be reviewed if it was felt it was required in the future e.g. if the Trustees determined that it might be worth considering investing assets of the BFS in the future.</p> <p>ACTION: MH to add information to clarify membership/Trustee details to the Articles of Association.</p> <p>JS to ask Jadava Jevé to find out if the Limited liability of members information is written anywhere already in any of the documentation for members.</p> <p>ii. Credit/Debit Cards (YL) All current credit cards have been deactivated and it was agreed JS did not require another card, but this could be reviewed going forward.</p>	<p>MH</p> <p>JS</p>
<p>6.</p>	<p>BOARD MEMBERSHIP (Paper from MH circulated)</p> <p>i. Board appointments/resignations The Board recorded the profound gratitude of the Society to Peter Wardle for his input over many years to the BFS as he steps down as Trustee.</p> <p>PB and HK are to step down in January 2020 and replacement Trustees will be appointed. .</p> <p>Sarah Norcross has in principle agreed to join the Board of Trustees and has said she would confirm with MH in April. It was queried if there were any conflicts of interest with PET being a Charity also? None seemed apparent. Declaration of Interest procedures will be followed in the usual way in formalising the appointment</p> <p>It was further queried if we invite others if SN is not able to join us. e.g: would it be helpful to have two lay members and it was discussed that a Counsellor was missing from the list also.</p> <p>ACTION: Some names were suggested and MH will approach them directly.</p> <p>ii. Period of office The paper circulated from MH outlining the gradual rotation of Trustees over the next 3 years was approved.</p> <p>iii. Induction pack Relevant documents had been circulated by MH. It was reported they had been useful.</p> <p>iv. Annual General Meetings Both companies require to hold AGM's. It was agreed to have the two AGMs, conducted at the Fertility Conference at the same time. All members are invited as usual. Executive Officers (Chair/Treasurer/Secretary) will present reports on activities and finances on behalf of both Companies). The Chair of Trustees will be in attendance.</p> <p>ACTION: Secretariat to issue invitations to both AGM's at the appropriate time to members</p> <p>v. Website details ACTIONS: Updated information and pictures (JS) will be added to the Trustee webpage.</p>	<p>MH</p> <p>ALL</p> <p>YL</p> <p>YL</p>
<p>7.</p>	<p>CHARITY AND SUBSIDIARY COMPANY RELATIONSHIP (Paper from MH circulated) The principles of the relationship had been discussed (Section 05 i above).</p> <p>i. Representation of Trustees at Executive and sub-committees It was agreed that individual Trustees should take an interest in specific areas of work of the subsidiary company on behalf of the Board. The subcommittees where we need Trustees to be involved include Finance, Meetings and Training, Governance of Data Protection relevant to GDPR is another area of mutual interest.</p> <p>ACTIONS: Subcommittee responsibilities were agreed as: Meetings (AB to Liaise with Ian Aird, Chair of the sub-committee)</p>	<p>All to note</p> <p>AB</p>

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	<p>Training (AMcT to liaise with Mostafa Metwally, Chair of the sub-committee) Finance: (MH to approach AP to liaise with Ginny Bolton, Treasurer of BFS).</p> <p>GDPR: (MH liaise with Raj Mathur, Secretary of BFS Education Ltd.)</p> <p>MH will attend the BFS Executive Meetings where possible.</p>	<p>AMcT MH/AP</p> <p>MH</p>
8.	<p>DECLARATIONS OF INTERESTS PROCESSES</p> <p>i. Trustees of British Fertility Society Ltd. ii. Directors of BFS Education Ltd.</p> <p>ACTIONS: The DOI forms circulated to Trustees by MH previously should be completed and sent to YL to keep on file.</p>	<p>ALL</p>
9.	<p>GPR</p> <p>A GDPR compliant security document and procedure is in place managed by Figment. No breaches had been reported, There was nothing further to report.</p>	
10.	<p>STATUTORY REQUIREMENTS</p> <p>i. Accounts (To 30th Sep 2018 for both companies to be circulated) These were in the final stages of completion by Mazars and will be circulated by YL when available.</p> <p>ii. Annual return (Charity Commission) This would be completed on time once accounts were complete.</p> <p>iii. Confirmation Statements (Companies House)</p> <p>a. The British Fertility Society Ltd. (For 9th May 2019 - Circulated) b. BFS Education Ltd. (For 19th September 2019)</p> <p>Statements had been completed on time thus far, nothing further to report.</p>	<p>YL</p> <p>YL</p>
11.	<p>LEGAL DOCUMENTS</p> <p>i. Memorandum of Association ii. Articles of Association iii. Charitable objects</p> <p>These had been discussed (5.i).</p>	
12.	<p>REVIEW OF GOVERNANCE DOCUMENTS</p> <p>i. Scope ii. Timing & Responsibilities</p> <p>Nothing further to report. It is a responsibility of all Trustees to determine if the Charity is fulfilling the requirements of Good Governance as set out in The Health Check document (circulated). Comments from all Trustees will be invited at the next Trustees Meeting.</p> <p>iii. Review of the Risk Register</p> <p>The components of the Risk register were discussed in accordance with previously agreed policy. Specific items require evaluation at quarterly, six monthly and annual intervals. In summary: Risk Register review:</p> <ul style="list-style-type: none"> It was agreed that GDPR was the greatest risk, and there had been no issues. All due process and activities to ensure GDPR compliance had already taken place. Regards the Media progress, NM fluctuates in her activity, a few major things have been missed recently and this was under review. There had been no adverse publicity concerning the BFS.. All meetings were going well in terms of financial targets. Donor support fluctuates with Merck & Ferring renegotiating their levels of support. However this could be balanced with 2 new members. The Financial annual return was on track. <p>It was queried how we engage in public policy and report on this. This requires to be evaluated on an annual basis. It was agreed that these activities, which are already in motion, would be included in the Annual report at the AGM.</p> <p>A summary of activities for Trustee meetings would be useful.</p> <p>ACTIONS: YL to set up the Trustees on to the BFS portal to see all documents for meetings going forward, for Trustees and Executive meetings.</p>	<p>All to note</p> <p>YL</p>

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	<p>Review and monitoring of website activity would be a topic for the next meeting. This information is provided in a report for each Executive meeting and can be shared with Trustees.</p> <p>Good governance health check document would be discussed at the next meeting.</p> <p>It was agreed that the BFS Chair's report can be included in the Charity Commission report referencing Public Policy activities.</p>	<p>YL/MH</p> <p>ALL</p> <p>YL/MH</p>
13.	<p>INTER-COMPANY COMMUNICATION</p> <p>i. BFS Executive Committee Issues: Summary for Trustees Nothing further to report</p> <p>ii. Board of Trustees: Issues of importance for information of Executive Nothing further to report</p>	
14.	<p>AOB Nil.</p>	
15.	<p>DATE OF NEXT MEETING</p> <p>It was discussed if it was possible to time face to face Trustees meetings to allow the BFS Chair to feed things back to Trustees from the Executive. Minutes should be available to Trustees within 2 weeks of the Meeting. The BFS Executive in advance of the next Trustees' Meeting is on 8th October 2019.</p> <p>ACTION: Agreed next face to face meeting of the Trustees will be Monday 4th November 2019. Location tbc</p>	<p>ALL</p>