

DATE: 4TH November 2019 TIME: 11:00 am VENUE: Grand Connaught Rooms, London

1.	<p>ATTENDED: TRUSTEES: Mark Hamilton (Chair), Henry Leese, Peter Brinsden, Helen Kendrew, Adam Balen (by tele-link), Allan Pacey (by tele-link), Karen Woodcock, Sarah Norcross SECRETARIAT: Yvonne Liversidge, Simon Whitfield (Profile Productions)</p> <p>APOLOGIES: Virginia Bolton, Jane Stewart, Raj Mathur (BFS Executive Officers), Alison McTavish</p> <p>The Chair welcomed AP, SN and KW to their first Board Meeting as Trustees.</p>
2.	<p>DECLARATIONS OF CONFLICTS OF INTEREST</p> <p>No conflicts were declared.</p>
3.	<p>MINUTE OF LAST MEETINGS (4th April 2019) (Circulated)</p> <p>Minutes approved without alteration.</p>
4.	<p>MATTERS ARISING (not appearing elsewhere on agenda)</p> <p>i. The Subsidiary Relationship – Executive Committee confirmation The Executive Committee, at its meeting on 5th June 2019, agreed the principle of the association between the two BFS companies. Members of the Society are members of the Charity, now called British Fertility Society Ltd. The commercial affairs of the Society linked to meetings are managed through a separate company: BFS Education Ltd.</p> <p>The Executive had agreed with the Trustees’ recommendation that in practice the BFS Education Ltd. functions in practice as a subsidiary of the Charity. The secretariat (SW) confirmed that this was in keeping with the assessment of the accountants (Mazars). SW advised that the lead accountant dealing with the BFS files was currently on long term sickness leave and the new contact was on holiday. However SW confirmed that there were no impediments to this relationship being formally recognised by the Accountants. The main purpose of this change is to enable BFS Education Ltd to transfer profits to the Charity, minimising overall tax liability to the Society.</p> <p>AP suggested that many BFS members are not clear that they are members of the Charity and asked how we should address this? Information on this is contained in the Society’s Memorandum of Association. It was agreed that the details and implications of BFS membership would be explained at the Annual General Meeting in January 2020. The web-site will also include details emphasising that this is the case. It would also be made clear to members of the British Fertility Society Ltd. that membership entails a maximum £1 liability for any debts of the company in the extremely unlikely event of its being wound up while they are a member, or within 1 year before he/she ceases to be a member.</p> <p style="text-align: right;">MH/JS/Secretariat</p> <p>ii. Articles of Association Update A draft Appendix to the Articles of Association was discussed in detail. The original Articles were formally approved in 1999 and it had been previously agreed that these no longer reflect the reality of the way in which the Society conducts its affairs. This is the first time the Articles have been re-evaluated since then and it was agreed that the best way to update these was through the creation of an Appendix.</p> <p>The Appendix contained 18 specific points and the Trustees considered these in turn. These covered the following:</p> <ol style="list-style-type: none"> 1. The change in the name of the Charity to the British Fertility Society Ltd. took place in 2017. 2. The updates to the charitable objects of the Society (i to ix) were agreed. 3. The Directors of the Charity are considered to be the Trustees of the Society 4. The subsidiary relationship is now explicit. 5. The Board responsibility to ensure good governance of the Charity is stated. 6. The Composition of the Board of Trustees is stated. 7. The method of appointment to the Board of Trustees is explained in items 7-10. 8. 9.

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- 10.
11. Points 11-15 covered the details of the organisation of Board Meetings of the Trustees
- 12.
- 13.
- 14.
- 15.
16. The Chair of the Board of Trustees (or approved deputy) attends the BFS Executive Committee.
17. The numbers required for the AGM of the Society to be quorate.

Various points within the Appendix were discussed and, after some debate, updated as follows:

“Appointments to the Board”:

Point 7 – should be amended to ‘require’ and ‘unanimous’ approval.

Point 8 – refers to the “governance arrangements” of the Charity. A need to refer specifically to the document was considered unnecessary.

Point 9 – should we ask for proposer and seconder? This is informally done anyway but could be written formally? With the link of the Chair going to the Executive committee it was felt that the communication will be clear.

Point 10 – remove the term ‘ex officio’.

“Board meetings”:

Point 13 – add in ‘or a nominated deputy’

“AGM”:

Point 17 – Discussion took place as to the appropriate quorate number for Members at an AGM. The guidelines say one tenth of membership should attend. It was noted that in practice this has rarely been the case at any of the past AGMs which those present could recall.

Present membership numbers exceed 1000. It was agreed that it was highly unlikely that 100 of the 1000 members would be guaranteed to attend any future AGM. To be pragmatic and retain the best interests of the Society, the Trustees agreed that it would be acceptable to have a quorum of one-third of Board of Trustees, the Chair (or a Board approved Deputy) and at least 20 ordinary members of the BFS present as a minimum.

AGM 2020

This takes place at Fertility 2020 in Edinburgh on Friday 10th January 2020.

MH had drafted an agenda for the AGM. Notification to members of the AGM needs to be made in advance and should include relevant papers, in this case: the agenda; last year’s minutes; the accounts; the Articles of Association amendment.

The draft agenda was agreed:

- a. Welcome (JS/MH)
- b. Establishment of quorum
- c. Review of previous minutes (JS)
- d. Executive Chair Report (JS)
- e. Treasurer’s report (VB)
- f. Trustees (MH)
 - i. Chair of Trustees report
 - ii. Articles of Association Amendment approval
- g. Questions from the floor
- h. AOB

ACTIONS:

- Agreed Article changes as above
- Circulation of updated copy of the Articles with other papers to the BFS Membership with the notification of the AGM.

5.	<p>BOARD MEMBERSHIP</p> <p>i. Board appointments/resignations</p> <p>Peter Brinsden and Helen Kendrew are to step down in January 2020 Karen Woodcock has recently joined the Board. We currently did not have anyone to take over from PB, although JS will be at the end of her role term next year and she</p>
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	would be a clinician to fill in that gap perhaps. It was clarified that JS would not be a voting member until she becomes the ex-Chair. MH noted we would still be meeting our constitutional requirement to have 6 members of the board.
6.	<p>SUB-COMMITTEE TRUSTEE UPDATES</p> <ul style="list-style-type: none"> i. Meetings ii. Training iii. Finance <p>Nothing further to report.</p>
7.	<p>GDPR</p> <p>YL reported nothing had arisen of concern and all was on track.</p>
8.	<p>STATUTORY REQUIREMENTS</p> <ul style="list-style-type: none"> i. Accounts <ul style="list-style-type: none"> • To 30th Sep 2018 • Year-end change <p>Mazars had been contacted, and this process was simple however due to long term sickness of our main contact this had been delayed slightly (also covered above in point 1ii above)</p> <p>SN noted that PET auditors may be a useful contact if we needed to look at changing from our current accountants who have been slow and quite costly. We expect the year end change to be implemented in the near future.</p> <p>The Trustees recommend that the efficiency of accounts services be monitored carefully in the coming financial year.</p> <p>ACTION:</p> <ul style="list-style-type: none"> • Review accountants and auditors appointment in 3-4 years' time. ii. Annual return (Charity Commission) <p>All information has been submitted and is up to date; no issues.</p> iii. Confirmation Statements (Companies House) <ul style="list-style-type: none"> a. The British Fertility Society Ltd. (For 9th May 2019) b. BFS Education Ltd. (For 19th September 2019) <p>YL noted that all Charity Commission and Companies house statements are submitted and up to date. No issues</p>
9.	<p>REVIEW OF GOVERNANCE DOCUMENTS</p> <ul style="list-style-type: none"> i. Review of the Risk Register <p>It has been agreed that Trustee responsibility reviews this on a regular basis. This had last been scrutinised in detail in April 2019.</p> <p>Specific items which requiring 6-monthly review were discussed.</p> <p>GDPR:</p> <p>As above, all was confirmed as on track and no issues.</p> <p>Media activity:</p> <p>It had been reported in the Executive Committee minutes, that there would be a follow up meeting and review with Nancy Mendoza regards whether BFS objectives were being met. The Trustees looked at the recent payments to Nancy Mendoza and it was agreed that it is appropriate that review of media management for the Society should be a matter of concern to the executive committee</p> <p>ACTION:</p> <ul style="list-style-type: none"> • Ask BFS Exec Officers to share the outcome of the Media review meeting and future recommendations. <p>Annual returns:</p> <p>These had been submitted in a timely manner.</p> <p>Social media:</p> <p>No negative reactions had been reported.</p> <p>Policy and Practice:</p> <p>There would be requests going out to membership more proactively to get topics suggested.</p> <p>Governance documents:</p> <p>Noted that there is a reference to the 'church' in GDPR consent document.</p> <p>ACTION:</p> <ul style="list-style-type: none"> • Change date on governance docs and save in file. YL can then put online as required. • Other elements within the risk register will be reviewed next year in April.

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10.	INTER-COMPANY COMMUNICATION i. BFS Executive Committee Issues <ul style="list-style-type: none">• Minutes of recent meetings These had been circulated, nothing further to report. ii. Board of Trustees: Issues of importance for information of Executive Nothing further to report
11.	AGM 2020 The Agenda proposal circulated by MH was agreed.
12.	AOB SW noted that YL was leaving PPL, Claire Ball was to take over with a transition period. Yvonne was given a vote of thanks from the Trustees. A vote of thanks was given to Peter B and to Helen K, on behalf of the Trustees. They will both attend the AGM.
13.	DATE OF NEXT MEETING To be confirmed.