

BFS TRUSTEES MEETING NOVEMBER 2020

NOTES

Present: Mark Hamilton (Chair), Adam Balen, Sarah Norcross, Henry Leese, Alison McTavish

Apologies: Allan Pacey, Karen Woodcock, Claire Ball (Profile)

1. ARTICLES OF ASSOCIATION

a. BFS Education Ltd.

We are making progress with the update of the Articles for the Executive arm of the Society. The latest draft of an Appendix has been circulated to the Executive Committee and the Trustees for final comment. No major changes have been suggested and so we are now in a position to put this to the membership for approval at the AGM in January. The final draft will therefore be circulated in mid-December with the papers for the AGM in January.

Action MH/CB

b. British Fertility Society Ltd.

These are now in order. The Appendix is in a separate document from the original 1995 Articles which is a slight nuisance.

c. Mazars

A discussion took place on 11th November 2020 with Mr Paul McAllister, a lawyer in Mazars. He is a specialist in company law.

On behalf of Mazars he had contacted BFS to seek reassurance that the preparation of the updated sets of Articles for our Companies had followed due process.

He was appraised of the process which we had followed for the *British Fertility Society Ltd.*:

- approval of the Appendix to the Articles by a meeting of the Board of Trustees
- timely circulation of the draft to the membership in advance of the AGM
- final ratification at an appropriately constituted AGM in January 2020

On hearing this he was comfortable that we had followed a legally sound process.

He was appraised that it was now our intention to follow the same procedure for *BFS Education Ltd.* In his view this was in order.

Mr McAllister noted the text of the appendix was intended to bring the Articles in line with the present functionality and governance needs of the Society in the present day. He felt that the changes included in the revision were uncontroversial but suggested that some of the wording both in our original and revised articles could be more robust (e.g. the use of “will/must” instead of “should”/“usually”) in certain sections. He expressed the opinion that the format of our Articles could be greatly simplified in accordance with statutory requirements as set out in the Companies Act (2006) through the adaptation of a Model set of Articles. Integration of our revisions to a single document would also be advantageous in terms of clarity to the Board of Trustees, the Executive Committee and our members. His advice was that this would be a useful and constructive undertaking. Legally this would not be an immediate requirement but it would be sensible to consider taking this course of action in the coming year.

The preparation of a new set of articles would cost in the order of £2000. Mr McAllister is very familiar with the procedures involved and through Mazars could do this on our behalf.

The Trustees considered the proposal to use the AGM in January 2020 to approve the amendments as set out in the draft Appendix for *BFS Education Ltd.* and, through the coming

year, commission Mazars to prepare a Model based set of Articles for both companies for approval at the AGM in January 2022.

The Trustees approved this course of action unanimously.

Action MH

2. FINANCIAL POLICY

A final draft incorporating changes after scrutiny by the Trustees and the Executive Officers was approved – this will be added to the Governance documents on the website.

Action MH/CB

3. TRUSTEE APPOINTMENTS

The appointment to replace Prof Henry Leese was discussed. Several names had been shared since the last meeting. The Chair recently had informal correspondence with Dr Virginia Bolton, immediate past Treasurer of the Society asking whether she would be interested in joining the Board. She has indicated enthusiasm to serve.

It was unanimously agreed that we should formally invite Dr Bolton to join the Board effective from the AGM in January 2021.

Action MH

After the AGM, Dr Jane Stewart will join the Board for 3 years as immediate past chair of the Executive Committee. This will bring Board membership up to 9, including the Chair. Other names had been suggested to the Board but it was felt that we did not require further appointments to be made at this time. The Board will keep this under review.

The Chair thanked Henry Leese for his many years of service to the Board and the broader work of the Society. Prof Leese suggested this will mean he'll have more time to enjoy the Lakeland Fells.

4. TENDERING TEMPLATE

AMcT had shared a draft template with MH together with a document AB had prepared in the past for media services. AB and AMcT agreed to work together to bring a proposal based on both documents to the Trustees at our next meeting, most likely in February 2021.

Action AB/AMcT

5. ANNUAL GENERAL MEETING SATURDAY JANUARY 9TH 2021

This will be a virtual event. An agenda needs to be agreed. The Chair will liaise with the BFS Executive Officers.

Action MH

**Mark Hamilton
Chair of Trustees
British Fertility Society
25th November 2020**