

DATE: 24<sup>th</sup> February 2021 5.00pm: Zoom meeting

1.	<p><b>PRESENT:</b> TRUSTEES: Mark Hamilton (Chair), Virginia Bolton, Adam Balen, Allan Pacey, Karen Woodcock, Sarah Norcross, Alison McTavish, Jane Stewart SECRETARIAT: Claire Ball, Sue Elcock BFS EXECUTIVE OFFICERS: Raj Mathur (Chair), Kevin McEleny (Secretary), Marta Jansa-Perez (Treasurer) Apologies: Kevin McEleny</p> <p>The Chair welcomed Jane Stewart and Virginia Bolton to their first meeting as Trustees.</p>
2.	<p><b>DECLARATIONS OF CONFLICTS OF INTEREST</b> None</p>
3.	<p><b>MINUTES OF RECENT MEETINGS</b></p> <ul style="list-style-type: none"> <li>i. <b>Board of Trustees: 15<sup>th</sup> October 2020 (Draft minute circulated)</b> Approved</li> <li>ii. <b>Trustees Meeting: 25<sup>th</sup> November 2020 (Notes circulated)</b> For information only – noted.</li> <li>iii. <b>BFS Executive: 6<sup>th</sup> January 2021 (Draft Minute circulated)</b> For information only – noted.</li> <li>iv. <b>Agenda of Annual General Meeting 9<sup>th</sup> January 2021 (Circulated for information)</b> This was noted.</li> </ul>
4.	<p><b>MATTERS ARISING</b></p> <ul style="list-style-type: none"> <li>i. <b>Articles of Association (Update)</b> Mazars are ready to update the Articles of both Companies. The recently approved addenda to existing Articles have been shared. This will entail a cost which is budgeted for. RM will join future discussions between MH and Mazars.</li> <li>ii. <b>Royal Charter (Update)</b> Letter has been sent to the Privy council and neutral response received. Going forward meetings are planned with the RCOG, the DOH and HFEA. RM/AB/KM are to meet with Eddie Morris and Kate Lancaster (RCOG) in March. It is suggested that KMce/RM should give a short presentation outlining the principles of the proposal to the RCOG leadership to assist in addressing points of concern which the RCOG might raise. AB, who sits on the RCOG Council, confirmed would be happy to attend the meeting with the College Officers and will unreservedly endorse the proposal. RM thanked AB for his help which he feels will be critical in obtaining the support of the College. <i>Action point: Brief pre-meeting discussion RM/KM/AB to be arranged.</i></li> <li>iii. <b>Tendering for Services (draft policy circulated)</b> The Policy was reviewed and generally endorsed by the Trustees. Some discussion ensued as to whether tenders should be reviewed in two stages: scope and content of services separate to costs. No clear consensus on this detail emerged. It was agreed that for the moment the document be used for the upcoming website tender. Experience of the process in practice will inform any necessary changes/amendments. A final version can then be agreed.</li> </ul>
5.	<p><b>LEGAL MATTERS</b></p> <ul style="list-style-type: none"> <li>i. <b>Membership of the Society Working party</b> A working party has been convened to consider Procedures, Rules and Obligations of BFS Membership. It is hoped this will meet for the first time before the next Executive Committee meeting in March. Their conclusions will be shared with the Trustees. <i>Action point: CB to arrange meeting Bryan Woodward, Mark Wilcox, Kevin Mceleny – Matt Noble?</i></li> <li>ii. <b>Indemnity</b> It was agreed that we should continue our insurance arrangements with the same provider when the policy is up for renewal in May 2021. <i>Action point: MH to confirm continuing with same provider for another year</i></li> </ul>

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6.	<p><b>SUB-COMMITTEE TRUSTEE UPDATES</b></p> <p><b>i. Meetings</b> Fertility 2021 proved to be a successful meeting both academically and financially. The final surplus figure tbc in March. Stuart Lavery has been co-opted to the Executive as Chair of the Meetings Sub-Committee. He will be assisted by Ephia Yasmin. Policy and Practice – the new lead will be Harish Bhandari.</p> <p><b>ii. Training</b> Study week will be a virtual event again commencing June 14<sup>th</sup>. On-line registration will remain open until December 30<sup>th</sup>. It was noted that a GP module added this year which may open additional sponsorship opportunities. A joint virtual meeting with the RCOG is planned in April.</p> <p><b>iii. Finance</b></p> <p><b>a. Budget 2021 (Spreadsheet circulated)</b> MJP discussed the budget in detail. Sponsorship Income: £60k may be slightly ambitious given the world situation. If we do not reach this target, we can review tendering of website, which has £30k budgeted. New digital sponsorship packages are now agreed and have been sent to over 80 companies. Cooper have already signed as new Gold sponsors. As above the GP study day is a new venture which may be attractive to sponsors. SN reported negative sponsor feedback from Fertility 2021. Specific comments included: - “We were locked out during breaks” - “Poster sessions didn’t provide us with opportunity to talk to presenters” - “We didn’t get bang for our buck” SN suggested we need to bend over backwards more than we normally do. <i>Action point: CB to feedback sponsor comments to Profile</i> It was noted that the Exec Officers have regular meetings with the principal sponsors and this useful opportunity to share views will continue. MJP indicated that the bottom line is that we anticipate breaking even with our 2021 budget. We can also look to reduce expenditure on election costs perhaps by arranging that these are done through the website. IFFS fees may also be less than indicated in the Budget. <i>Action point: CB to check IFFS invoice</i> The Trustees congratulated both MJP and CB for the hard work in preparing a balanced budget in extraordinarily difficult circumstances. As the year progresses actuals vs budget figures will be kept under regular review.</p> <p><b>b. Website tenders</b> Invitations to Tender are ready to be sent. At present we are gathering the names of companies.</p> <p><b>iv. Law &amp; Policy (New SIG)</b> SN has agreed to chair this new SIG. She has approached several people who have agreed to participate. In discussion it was agreed that there is a need for clear governance for all the BFS SIGS. The EC will in due course produce generic rules. <i>Action point: Executive Officers</i></p>
7.	<p><b>STATUTORY REQUIREMENTS</b></p> <p><b>i. Accounts Preparation (Year-end change)</b> Our next set of accounts will be for an 18 months period to 31<sup>st</sup> March 2021.</p> <p><b>ii. Annual return (Charity Commission)</b> Due mid-year. All Trustees will be listed on the CC website.</p> <p><b>iii. Confirmation Statements (Companies House)</b></p> <p><b>a. The British Fertility Society Ltd.</b> Trustees are reminded that they are Directors of British Fertility Society Ltd. as registered at Companies House.</p> <p><b>b. BFS Education Ltd.</b> We should remind elected members of the EC that they are Directors of BFS Education Ltd. as registered at Companies House. <i>Action point: Chair of Trustees &amp; Executive Officers</i></p>

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8.	<p><b>GDPR</b></p> <p>i. <b>Personal information on the Website</b>          There is a section on the members’ section of the website which contains contact details, including work and home addresses, of all active/honorary members.          This is difficult to keep up to date and in fact serves little useful purpose.          It was felt that this exposes the BFS to unnecessary risk of potential breach of GDPR.          It was agreed to recommend removal of this functionality from the website.</p> <p><i>Action point: Ratify at next Executive Meeting</i></p>
9.	<p><b>REVIEW OF GOVERNANCE DOCUMENTS</b></p> <p>i. <b>Review of the Risk Register</b>          This was reviewed.          It was agreed, as above, that GDPR risks should be addressed with respect to personal details of members on the website.</p> <p>ii. <b>Review of Governance Documents</b></p> <p>a. <b>Finance policy (Complete)</b>          Noted.</p> <p>b. <b>Equality &amp; Diversity (Complete)</b>          Noted.</p> <p>c. <b>Trustee service periods (to review)</b>          An update to Trustee service periods (three terms of three years) and timing of demission of office was approved.</p>
10.	<p><b>OTHER INTER-COMPANY MATTERS</b></p> <p>i. <b>BFS Executive Committee Issues</b>          Nil.</p> <p>ii. <b>Board of Trustees: Issues of importance for information of Executive</b>          Nil.</p>
11.	<p><b>BOARD MEMBERSHIP</b></p> <p>The latest BFS Structure Spreadsheet had been circulated and was noted.          There are no plans at present for further recruitment to the Board.</p>
12.	<p><b>AOCB</b></p> <p>i. <b>Life membership</b>          There is no such category of membership.          Honorary Fellowship is the highest honour the Society can bestow and de facto confers Life Membership to the awardee.          It was agreed that the distinguished service which Henry Leese had provided over many years to the Society should be marked in person at Fertility 2022.</p> <p>ii. <b>Honorary President</b>          The Trustees had shared with the Executive Officers several names of individuals of distinction whom the EC might consider for this honorary position.          The EC have resolved to approach Prof Alison Murdoch. RM indicated that she has informally agreed to accept the offer.          The Trustees enthusiastically endorsed this appointment.</p> <p><i>Action point: RM to make formal contact with AM</i></p> <p>iii. <b>Trustee information on the Website</b>          Details of the Trustees have now been updated on the Website.          A script outlining the role of the Trustees was approved and will be uploaded.</p> <p><i>Action point: text from MH to go up on Trustees’ page.</i></p>
13.	<p><b>DATE OF NEXT MEETING</b></p> <p>TBC – After the launch of the Virtual Study Week (14<sup>th</sup> June 2021)</p>