

TRUSTEE BOARD 2022-04 MINUTES

Meeting Date and Time	Thursday 1st December 2022 at 15:45
Meeting Location	Ramada Hotel and Zoom
Date of the Next Meeting	TBC

MEMBERS PRESENT – MEETING QUORUM IS FOUR VOTING MEMBERS

- Ian Potter (IP) – Chair
- Deb Outhwaite (DO) – Vice-Chair
- Victoria Showunmi (VS) – Conference Chair
- Caitlin Donnelly (CD) – Secretary
- Bethany Kelly (BK) – Council Member
- Steve Courtney (SCO) – Council Member
- Janet Hetherington (JH) – Council Member
- Saeeda Shah (SS) – Council Member
- Denise Mifsud (DM) – Council Member
- Tony Bush (TB) – EMAL Editor & BELMAS President (Non-Voting Council Member)
- Catherine Simon (CS) – Council Governance Support (Non-Voting Council Member)

OTHERS IN ATTENDANCE

- Ryan Beasley (RB) – Executive Officer & Minute Taker

APOLOGIES SENT IN ADVANCE OF THE MEETING

- Fiona Creaby (FC) – Treasurer
- Suzanne Culshaw (SCU) – Council Member
- Bernardita Moreno (BM) – Council Member
- Paul Armstrong (PA) – MiE Editor (Non-Voting Council Member)

04.01 Chair's Welcome and Declaration of Interests

IP welcomed the Board to the fourth Trustee Board meeting.

RB raised conflicts of interests under: 04.11 – Suite of Policies, 04.14 - Employee Benefits and 04.15 - Employee Salary Band Proposals. All other interests to be declared at the agenda point.

04.02 Apologies or Absence

RB noted that he had received apologies from FC, SC, BM and PA.

04.03 Minutes of the Last Meeting

APPROVE: The Board approved the minutes from the last meeting.

04.04 Matters arising from the minutes

The following actions from the previous table had been completed or would be presented within the agenda for the meeting:

- Seek guidance from NCVO on inclusive policies within legal boundaries.
- Re-draft policies based on FC notes and circulate via Dropbox for further review and comments by Board members ready for the next meeting.
- Circulate details of the website proposal via email to Board members for approval.
- Move all other items onto the next agenda.

04.05 Matters arising not on the minutes

04.05.01 – RB probationary meeting

IP stated that RB had successfully passed their probationary period.

04.05.02 – Acknowledgement of thanks from IEAL-J (Paul Miller)

RB noted the acknowledgement email received from the IEAL-J for the £2,000 funding from BELMAS and the impact of the funding to the 10th Anniversary.

04.06 Items to ratify

04.06.01 – Approval of New website Funding of £30,000.00

The Board acknowledged the decision to agree funding of £30,000.00 for a new BELMAS website via email prior to the meeting.

04.07 Executive Officer report

RB gave an overview of their report for the Board. Highlights and actions included:

Santander Issues

RB stated that Santander KYC issues now with the Financial Ombudsman following an offer of £300 compensation which was rejected by RB due to lack of direct response to the issues raised. In order for the issue to be resolved, RB has asked for an apology from Santander plus any compensation that relates to expenses relating to the staff time to process the issues and the fines incurred from blocked direct debits.

HSBC Account

RB mentioned that the Finance Officer is currently navigating the access to the HSBC account which BELMAS cannot currently access due to all named mandate officials having left the organisation and will need to move the bank mandate over to current members.

ACTION: RB to continue to working with HSBC to re-establish the access the account in order to spread BELMAS resources across the two Bank Accounts to reduce future risks.

ACTION: Once issues resolved with Santander and BELMAS has access to the HSBC account, RB to consider BELMAS future bank providers considering sustainability and interest.

ACTION: RB to review the use of a company debit card, and once all issues resolved look to move to a company credit card for added protection to the organisation.

HMRC Late VAT registration fine

There was a conversation around the £61,000 VAT late registration fine from HMRC.

ACTION: RB to find out the grounds for appeal of the £61,000 with HMRC and consider actions should the appeal be rejected.

TB extended his thanks to RB for his efforts in continuing to resolve the financial issues.

Assets and Former Treasurer Laptop

RB noted that payment had been made in full and the asset register now updated.

04.08 Finance and HR reports

04.08.01 – Management Accounts

RB stated that due to the date of the meeting, he would be presenting the most recent accounts from October 2022. RB stated that the YE position is currently at around £106,000. TB noted that this is almost equivalent to the losses incurred as a result of the 2022 Conference.

IP asked if there was any way to reduce that final deficit. RB stated that this is the forecast based on already cutting back spend until the end of the year, noting that there was only a couple of weeks left until the year end, meaning that there would be little activity to cut and reduce deficit.

APPROVE: The Board approved the Management Accounts.

04.08.02 – Draft Budgets

TB stated that he would not be comfortable with any deficit for 2023. TB also raised concerns over the slow decline in income for publications and a potential decline in membership as a result of

RB stated that the third journals will be discussed within the Strategic Away Day and beyond under the strategic

RB noted that next year's budget including a potential £61,000 fine from HMRC would place BELMAS in a position where it is close to, if not slightly over its potential new Reserves Policy which is on the agenda, despite the significant losses.

ACTION: RB and FC to meet in 2023 to discuss annual budgets.

04.09 KPI and strategy progress report

N/A – Discussed at every other meeting.

04.10 Organisational risk register

N/A – Discussed at every other meeting.

04.11 Suite of policies

RB reiterated that there were some policies that would be conflict of interest with specific reference to: Annual Leave and TOIL, Pregnancy Loss, Neonatal and Paternity.

IP stated that RB would not be required to leave the room for the decision.

RB explained the process for creating the policies which included working with an external HR consultant on template policies provided by NCVO as part of BELMAS membership benefits.

RB noted that he had made all amendments to the policies based on the recommendations from Council members. DO stated that all of FC comments had been adopted in the changes made to the policies. DO stated in her absence that FC was happy to approve the suite of policies in their current format.

SC stated that not approving these policies puts the organisation at risk of not having policies at all.

APPROVE: The Board approved the suite of BELMAS policies.

IP extended his thanks to RB and CS for the significant work in approving these policies. IP also noted the staggered review dates for the policies and procedures.

04.12 Verbal Reports from the Editorial Boards

TB stated that there will be just over 500 submissions for the year for EMAL which is closer to pre-pandemic.

There has been a resignation from the Editorial Board – Michael Strain after 20 years' service to BELMAS through EMAL.

EMAL have also started the process to review the International Editorial Board.

IP asked TB to thank Michael on behalf of Council and wish him the best for the future.

04.13 Conference Updates

04.13.01 – Belfast 2023 Conference plan and rationale

VS gave an overview of the 2023 plan and rationale and announced the location as the Hilton, Belfast.

VS explained the slight change in how the conference would be planned. There would now be three full days, where the first day would be an itinerary of cultural activities and a twilight networking and keynote session. This new set-up allows for delegates to arrive flexibly on the first day without missing the core conference activity, making it more affordable for those who are self-funded.

VS also stated that the conference will not be delivered in a hybrid manner due to the costs. In 2022, BELMAS spent £19,000 on AV equipment for a hybrid conference with only six people purchasing tickets to attend online. There was also a view that encouraging online attendance would cut the number of attendees in person, and as BELMAS usually attracts only small numbers of around 140 delegates, any reduction in the number of delegates in Belfast would affect the experience for those who do attend in-person.

Given the losses of over £100,000 in 2022, this expense against the benefit did not make good business sense and has therefore been cut by the Conference Committee.

BELMAS would also no longer provide accommodation. From a tax/VAT perspective BELMAS would effectively become a travel agent and would make VAT returns difficult. BELMAS would also be bound by other legislation.

DO stated that BELMAS will need to have a comms plan in place to be clear on BELMAS new stance on delegates booking their own accommodation.

ACTION: RB and the BELMAS office to ensure that all communications are clear that delegates must book their own accommodation.

04.13.02 – Belfast 2023 Conference draft budget

RB gave an update on the budgets for the conference and stated that due to the change in the programme to no longer include accommodation, the spend would be considerably less than the previous year at £52,000 (about one third of 2022). Due to tight budget control, if only half of the expected delegates attend, there would be around a £15,000 deficit, rather than the £100,000 in 2022, meaning that risks are significantly lower.

04.13.03 – 2024 Conference verbal update

RB explained that 2024 is moving forwards to ensure that a new planning cycle is in place for more effective planning in the future. RB expects to have more information by the next meeting.

04.14 Employee Benefits Proposal

RB presented the Proposal with “04.15 Employee Salary Band Proposal”.

NOTE: RB left the room while the meeting was held in closed session.

APPROVE: The Board approved both the Employee Benefits Proposal and the Salary Band Proposal providing that BELMAS was able to withdraw the benefits in a situation where it could no longer afford to support them, and where employees were clearly aware of any tax implications and were able to opt out.

04.15 Employee Salary Band Proposal

04.15 was discussed together with “04.14 Employee Benefits Proposal “as above.

04.16 Member Code of Conduct

RB presented the member code of conduct. SCO raised an issue with some of wording that may relate to victimisation of gender-critical beliefs.

ACTION: RB and SCO to have a conversation about the Code of Conduct with particular focus on the bullying and harassment section and gender-critical beliefs.

04.17 Website Update

RB gave a verbal update on the progress of the website which was on track for completion and launch at the end of March 2023.

04.18 Any Other Business

VS and IP attended UCEA which was seen as an opportunity to engage with new and existing members. VS handed out flyers for the BELMAS 2023 Conference in Belfast which was useful. IP had success in engaging with ISLDN but had less success in arranging time to meet with the Executive of UCEA.

04.19 Closed business and date of the next meeting:

ACTION: RB to create a doodle poll and schedule all meetings for 2023 by January.

Trustee Board Actions Table

Date of Action	Action Required	Date TBC	Responsibility
01/12/23	RB to continue to working with HSBC to re-establish the access the account in order to spread BELMAS resources across the two Bank Accounts to reduce future risks.	ASAP	RB
01/12/23	Once issues resolved with Santander and BELMAS has access to the HSBC account, RB to consider BELMAS future bank providers considering sustainability and interest.	After resolution with Santander	RB
01/12/23	RB to review the use of a company debit card, and once all issues resolved look to move to a company credit card for added protection to the organisation.	ASAP	RB
01/12/23	RB to find out the grounds for appeal of the £61,000 with HMRC and consider actions should the appeal be rejected.	Jan 2023 ACTIONED	RB
01/12/23	RB and FC to meet in 2023 to discuss annual budgets.	Jan 2023 ACTIONED	RB
01/12/23	RB and the BELMAS office to ensure that all communications are clear that delegates must book their own accommodation.	Continued	RB
01/12/23	RB and SCO to have a conversation about the Code of Conduct with particular focus on the bullying and harassment section and gender-critical beliefs.	ASAP ACTIONED	RB
01/12/23	RB to create a doodle poll and schedule all meetings for 2023 by January.	Dec 2022 ACTIONED	RB