

TRUSTEE BOARD 2023-01 MINUTES

Meeting Date and Time	Friday 10 th March at 09:00-11:00 (UK Time)
Meeting Location	Zoom
Date of the Next Meeting	Friday 12 th May at 09:00-11:00 (UK Time)

MEMBERS PRESENT – MEETING QUORUM IS FOUR VOTING MEMBERS

- Ian Potter (IP) – Chair
- Deb Outhwaite (DO) – Vice-Chair
- Victoria Showunmi (VS) – Conference Chair
- Fiona Creaby (FC) – Treasurer
- Caitlin Donnelly (CD) – Secretary
- Suzanne Culshaw (SCU) – Council Member
- Bernardita Moreno (BM) – Council Member
- 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
- Catherine Simon (CS) – Council Governance Support (Non-Voting Council Member)

OTHERS IN ATTENDANCE

- Ryan Beasley (RB) – Executive Officer & Minute Taker
- David Dixon (DD) – BELMAS Member

APOLOGIES SENT IN ADVANCE OF THE MEETING

- Tony Bush (TB) – EMAL Editor & BELMAS President (Non-Voting Council Member)
- Paul Armstrong (PA) – MiE Editor (Non-Voting Council Member)

01.01 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.

01.02 Apologies or Absence

RB noted that he had received apologies from TB and PA

01.03 Minutes of the Last Meeting

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

01.04 Matters arising from the minutes

RB stated that all actions that had been completed had been highlighted in green. The only actions that hadn't been completed relate to ones regarding banking provisions. These hadn't been completed due to the ongoing processes with the Financial Ombudsman and gaining access to the HSBC legacy account.

01.05 Matters arising not on the minutes

There were no matters arising outside of the minutes.

01.06 Items to ratify

01.06.01 – BELMAS annual budgets 2023 approved via email

The Board acknowledged the decision to approve the full set of budgets for the 2023 financial year.

01.07 Executive Officer report

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

Reduction in Membership

RB stated that membership had fell by 25% in comparison to the previous year. TB had sent feedback to note that, while unavoidable, this could have been because of a change in position to not provide paper copies of the journal.

HMRC Late VAT Registration Fine and Santander Financial Ombudsman Reports

RB noted that there were two reports on the agenda regarding the ongoing financial issues and appeals which had come to an end.

CIO Constitution Work and Process

RB updated the Board on the progress of the conversion to a CIO. DO had raised a query away from the meeting as to whether BELMAS move to a CIO would be affected by its VAT status, and whether it would be required to set up a subsidiary company. RB stated that within his delegated authority, he had been working with Shakespeare Martineau and from the initial conversation, BELMAS would not be required to set up a trading subsidiary company as the commercial activity is primary purpose, and therefore aligns directly to its charitable objectives. The trading activity is also fairly low risk, which may be another reason to set up a subsidiary.

APPROVE: The Board approved the legal support of Shakespeare Martineau for a review on the draft CIO Constitution and By-Laws

Further to this, RB was seeking support from them to review the draft constitution once it is written from a legal perspective, with further potential to support the transition process once approved by the members at the AGM.

DO stated that she was confident following with the outcome of the conversations with Shakespeare Martineau and was happy to proceed.

Human Resources

All employees have had two 121s as part of the new appraisal process and was continuing to work well. Areas for development have been identified and both employees booked onto courses under the Staff Training budget.

New Website

RB stated that BELMAS was continuing to have issues with its current website provider, with particular issues around the payment and subscription of journals. The current provider wanted to charge BELMAS for development work for something that had previously been agreed by email and recorded by BELMAS.

Further to this, and despite BELMAS providing its notice to close the contract at the end of April, BELMAS received its renewal, which increased to £5,900. As the new website would be able to take payments online from any card provider, BELMAS would also save on processing fees and contracts with unnecessary services, such as one to take over-the-phone payments. The total cost of the website would therefore amount to around £6,500, £2,000 a year more than the new provider. RB noted that it is becoming more apparent that the investment on a new website was a good decision.

01.08 Finance and HR reports

01.08.01 – Management Accounts – Year End Position 2022 (P12 – Dec22 Accounts)

RB was pleased that the finance committee had met for the first time since its inception and was really useful in bringing stakeholders together. As a result of this, FC would be delivering the highlights of the accounts with RB in support for further or more detailed information as necessary. FC stated that the Finance Committee meeting was useful and thanked the Finance Officer and RB for their support.

FC stated that the YE position is at a deficit of around £139,000.00 which is largely due to a considerable deficit on the 2022 conference and an investment on a new website at £34,000.00. This figure does not include the £24,000.00 fine from HMRC.

Despite the significant deficit on the year, FC noted that after the HMRC fine, BELMAS would still look to be around £34,000.00 over its new Reserves Policy which was adopted in December 2022.

FC noted that these accounts are pending Audit so there may be slight adjustments following the audit which is due to take place next week.

APPROVE: The Board approved the Management Accounts for P12 – Dec22.

01.08.02 – Management Accounts 2023 – (P2 – Feb23 Accounts)

FC stated that although the Managements accounts had been received later than other papers, the Finance Committee have done well to get the P2 Accounts to the Board given the timing of the meeting and closing down the month-end. FC noted that BELMAS is in a very good position ending the year on a planned surplus.

FC noted that there is a query regarding the payment from SAGE for Journal Royalties. BELMAS expected an income of around £158,000.00 for 75% of its predicted royalties for the year but received £188,000.00. If this is VAT, the additional funds would go straight to HMRC, and the accounts correct themselves. However, this could be for Editor Stipends which were not budgeted for and would therefore put BELMAS in an end of year position of a £30,000.00 surplus. It was noted that SAGE do not provide a line-by-line remittance.

ACTION: RB to confirm the income from SAGE in relation to the additional £30,000.00.

FC stated that there had been some minor adjustments to overtime that had been paid due to the level of work at the moment and the amendment to the budget in relation to the NI Employer Allowance due after April. There had also been a slight saving on insurance following a refund from the previous policy after bringing all policies under one provider.

DO and SCU thanked FC, RB and the Finance Officer for a comprehensive report.

APPROVE: The Board approved the Management Accounts for P2 – Feb23.

01.08.03 – HMRC VAT Late Registration Fine

The Board received a report on the close of the appeal process of the HMRC late registration fine. RB noted that the fine had been reduced from around £61,000.00 to around £24,000.00.

01.08.03 – Financial Ombudsman Complaint Outcomes

The Board received a report on the close of the Financial Ombudsman complaint against BELMAS bank providers. RB noted that BELMAS had settled on an offer by the bank of £400 compensation.

01.09 KPI Dashboard

RB gave an update on the newly adopted KPI Dashboard and asked for feedback on its presentation and progress.

SCU stated that the grey areas could be made a little clearer to separate “not started, but will start” and “no longer applicable, so won’t start”.

ACTION: RB to add the colour black to the key on the KPI Dashboard for “no longer applicable”

RB clarified that the green key highlights “completed” or “certain to complete”. For example, the Mission, Vision and Values work has been completed but requires a final conversation and is on the agenda today, so would be considered at around 95%.

VS asked about the work on equalities and where that sat within the Strategic Plan.

RB stated that there are many aspects of EDI embed within actions across the Strategic Plan, such as the move to a Vice-Chair EDI, the new organisation values, and the development of the new Constitution.

VS stated that its not about an individual, its about the work of the organisation, and there’s nothing happening right now.

RB stated that a specific EDI section could be added to the strategic plan at the next strategic away day. RB noted that it is an important piece of work, however, there had been an away day and offline activities to develop the new strategic plan, but not all Trustees engaged in the process. It is difficult for the organisation to plan its resources and focus for a very small staff team if Trustees aren’t engaging in the development part of the process.

SCU stated that there is a clear pathway to the development of a committee as part of the development of the CIO Constitution under the Vice-Chair EDI.

VS stated that it will take time, but there are urgent things that need to be reviewed, and the new Constitution is likely to launch in January 2024.

IP stated that BELMAS hasn't given EDI the priority it deserves, but it will ensure that it continues into the new structure.

FC stated that having specific EDI KPIs within the "Good Governance" theme of the Strategic Plan and can do that work as we manoeuvre through the plan. FC also noted that there has been considerable work on the suite of new policies passed at the December 2022 meeting, the development of the values and the support for employees have had a nuanced approach to EDI and cannot be ignored.

ACTION: Trustees to review the Strategic Plan at the next opportunity to focus specific EDI KPIs under the Good Governance theme and as part of the development of the work of any new sub-committee.

01.10 Organisational risk register

RB asked if there were any thoughts on the ratings, or any risks missed off the register.

VS stated that following the previous conversation, it felt apt to add the EDI work to the risk register.

RB stated that as BELMAS would be adopting new values which included equity and inclusion, and suggested that the risk would be "BELMAS is not performing against its values" and "BELMAS is not representative of its membership".

ACTION: RB to add the following risks: "BELMAS is not performing against its values" and "BELMAS is not representative of its membership"

RB stated that the biggest risks are the ones that BELMAS is already aware of and working on such as "not being able to make strategic decisions" which is supported by the governance work and the "overall risks to finance" which has been supported by the changes to conference scale and reporting and the development of the finance committee.

IP also added a significant risk that BELMAS is not carrying out sufficient activity for members in terms of the benefit against the charitable objectives.

RB stated that the BELMAS Office had already prepared two engagement opportunities for members which had been scheduled to be circulated in the weekly newsletter.

VS wanted to note that there is a risk of doing everything online, and the Board should consider keeping face-to-face events and activities. SCO agreed that BELMAS should continue with their hybrid approach.

NOTE: IP Moved the meeting to point 01.14 as David Dixon entered the meeting.

01.14 BELMAS and Sustainability

DD delivered a presentation on sustainability and possible actions for BELMAS. DD provided a template where BELMAS can establish a Climate and Ecological Emergency Plan which included five sections:

- Governance, Development and Funding
- Mitigation and Adaption
- Commitment and Integration
- Community Engagement and Communications
- Measuring and Setting Emissions

BK noted that BELMAS' 2018 conference theme was based entirely on sustainability in education, but recognised this was five years ago.

VS stated that RB had been working through the Sustainability Framework provided by Visit Belfast as part of the Conference Plans for 2023.

The Board thanked DD for their thought provoking presentation.

NOTE: DD left the meeting and IP moved back to the agenda resuming at point 01.11

01.11 Policy reviews

There were no policy reviews.

01.12 Verbal Reports from the Editorial Boards

01.12.01 – Verbal Reports from the Editors-in-Chief

TB and PA had both sent apologies for the meeting.

01.12.02 – Third Journal Verbal Update

DO gave an update on the progression of the Third Journal.

There had been a first meeting to establish a working group and initial thoughts but the second meeting had been postponed due to illness. The conversations heading into the second meeting would focus on the purpose in which the Third Journal serves the organisation and the expectation that it cannot make significant profits immediately. EMAL has been running successfully for 50 years which is why it is as prestigious and makes the profits it does. SAGE had been clear that Journals take time to establish and BELMAS would be required to have 6 months' worth of articles. A 2024 launch and immediate financial impact is therefore highly unlikely.

01.12.03 – Printed Journal Costs

RB gave a report on the breakdown of the new cost associated with the hard copies of Journals that are sold through the BELMAS website.

01.13 Updates from Sub-Committees

01.13.01 – Conference Committee Report

VS gave an overview of the progress of the 2023 and 2024 Conference.

Nearly all reviews had been completed and the aim was to finish these by Tuesday 14th March for authors to receive decisions by Wednesday 15th March. The outstanding reviews had been circulated to the Conference Committee to pick up over the weekend.

Budget was still on target based on the 140 attendees. As the overall expenditure was £55,000.00 there was a significant decrease in risk in comparison to the deficit of £104,000.00 in the previous year. The reduction in budget should not affect the quality of the conference, with savings made on Audio/Visual equipment and paying for delegate accommodation.

The 2024 Conference is confirmed to be held in Glasgow with RB and VS viewing shortlisted venues at the beginning of May 2024. The aim is to have the conference location, date, theme and abstracts open by the end of the 2023 Conference, giving the Conference Committee an additional 6 months planning time on the previous year.

01.13.02 – Awards, Bursaries and Grants Committee (ABG)

CS gave a brief verbal update on the ABG Committee as the newly appointed chair.

The committee held its first meeting and have organised their second for the following week. At this meeting they intend to establish clear timelines for the delivery of Bursaries, Grants and Awards, with the Awards to coincide with the Awards Ceremony and Gala Dinner at the 2023 Conference in Belfast.

01.15 Elections, AGM and CIO Timeline and Plan

This was not discussed due to time constraints, but would be re-circulated for information purposes, highlighted as important reading.

ACTION: RB to re-circulate the Document: TB2023-01-12 - Elections, AGM and CIO Timeline and Plan to the Board for information.

01.16 International Projects and Conference Attendance

01.16.01 – New Applications for Int. Conference Support

This was not discussed due to time constraints, but would be re-circulated information purposes.

ACTION: RB to re-circulate the Document: TB2023-01-13 – D.Mifsud – EARDA Conference 2023

01.16.02 – Int. Conference Reports

This was not discussed due to time constraints, but would be re-circulated information purposes

ACTION: RB to re-circulate the Document: TB2023-01-14 – I.Potter – ICSEI Congress 2023 Report

NOTE: DO left the meeting

01.16.03 – Kenyan Principals Funding – BELMAS Conference 2023

IP stated that he didn't have a conflict of interest as the Kenyan leaders would be on their study tour at GFMA regardless of the decision.

RB presented the proposal. RB supported the proposal from the perspective that it meets the charitable objectives of BELMAS and is a great opportunity to support those in the global south. However, RB noted that it represented one third of the budget of £10,000 on international projects and support. RB was clear that he wouldn't sign off anything over the £10,000 budget unless the Trustees instruct him to do so.

SCU asked what BELMAS can expect in return, perhaps blogs or reflections and asked if this was part of the process.

RB stated that having reports and blogs about impact is useful when writing the draft of the annual audit report. If reports are not provided it can be difficult to write about and justify spend against charitable objectives.

There was a conversation about the percentage of spend against the budget and if BELMAS might consider a smaller figure based on supporting less people.

DM stated that Trustees need to be mindful that BELMAS would be setting a precedent for funding conference places where there are BELMAS members in developing countries.

VS stated that there had been previous discussions for a long time about supporting those from the global south and that the work with IEAL-J had already set a precedent. VS asked why BELMAS wouldn't fund this proposal or part of this proposal.

There was a conversation about the lack of strategy for spend outside of planned budgets, particularly with projects presented that feel "Ad Hoc". There was a view that BELMAS currently has no grounds to make a decision due to the lack of process, and Trustees felt that it would be irresponsible given the 2022 year end financial position.

There was a vote on whether the proposal should be rejected or whether there should be an amendment on the figures.

NOT APPROVED: The Trustee Board rejected the proposal with no amendments (8 votes to 4 votes).

ACTION: RB to send a formal response to the proposer, sending the draft to IP beforehand.

JH stated that in future the budgets perhaps needed to reflect both the attendance of BELMAS Council members and supporting international projects and grants for engagement.

ACTION: RB to start to draft a process to support future international engagements.

01.17 Mission, Vision and Values

ACTION: To discuss at the next Board meeting in May.

01.18 Member Code of Conduct

ACTION: To discuss at the next Board meeting in May.

01.19 NCVO Governance Wheel and Trustee Skills Audit

ACTION: To discuss at the next Board meeting in May.

01.20 CC3 – The Essential Trustee

This was not discussed due to time constraints, but would be re-circulated for information purposes, highlighted as important reading.

ACTION: RB to re-circulate the Document: TB2023-01-19 – CC3 The Essential Trustee – RB Notes

01.21 Any Other Business

RB announced that BELMAS had been approved as a Living Wage Employer.

01.22 Date of the next meeting:

The next meeting had been scheduled as Friday 12th May 2023 on Zoom.

VS asked if this would be in-person.

RB stated that as part of the BELMAS commitment to EDI and supporting those overseas and those with caring responsibilities, two meetings per year would be in-person – one at Conference and one at the Strategic Away Day. RB stated that 40% of its meetings in-person would be sufficient.

-Ends-

Trustee Board Actions Table

Date of Action	Action Required	Date TBC	Responsibility
01/12/23	RB to continue to work 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 and access to HSBC Account	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 and the BELMAS office to ensure that all communications are clear that delegates must book their own accommodation.	Continued	RB
10/03/23	RB to confirm the income from SAGE in relation to the additional £30,000.00.	31/03/23	RB
10/03/23	RB to add the colour black to the key on the KPI Dashboard for “no longer applicable”	May23 COMPLETE 11/03/23	RB
10/03/23	Trustees to review the Strategic Plan at the next opportunity to focus specific EDI KPIs under the Good Governance theme and as part of the development of the work of any new sub-committee.	Continued	Trustee Board
10/03/23	RB to add the following risks: “BELMAS is not performing against its values” and “BELMAS is not representative of its membership”	May23 COMPLETE 11/03/23	RB

10/03/23	<p>RB to re-circulate the Documents:</p> <p>TB2023-01-12 - Elections, AGM and CIO Timeline and Plan to the Board for information.</p> <p>TB2023-01-13 – D.Mifsud – EARDA Conference 2023</p> <p>TB2023-01-14 – I.Potter – ICSEI Congress 2023 Report</p> <p>TB2023-01-19 – CC3 The Essential Trustee – RB Notes</p>	<p>17/03/23</p> <p>COMPLETE</p> <p>11/03/23</p>	RB
10/03/23	<p>RB to send a formal response to the proposer of the Kenyan Leaders Proposal, sending the draft to IP beforehand.</p>	<p>17/03/23</p> <p>COMPLETE</p> <p>11/03/23</p>	RB
10/03/23	<p>RB to start to draft a process to support future international engagements.</p>	Continued	RB
10/03/23	<p>RB to move the following items to the next agenda:</p> <p>ACTION: To discuss the following points at the next Board meeting in May.</p> <p>01.17 Mission, Vision and Values</p> <p>01.18 Member Code of Conduct</p> <p>01.19 NCVO Governance Wheel and Trustee Skills Audit</p>	<p>May23</p> <p>COMPLETE</p>	RB