

# TRUSTEE BOARD 2023-02 MINUTES

<b>Meeting Date and Time</b>	Friday 12 <sup>th</sup> May at 09:00-11:00 (UK Time)
<b>Meeting Location</b>	Zoom

## MEMBERS PRESENT – MEETING QUORUM IS FOUR VOTING MEMBERS

- Deb Outhwaite (DO) – Vice-Chair
- Victoria Showunmi (VS) – Conference Chair
- Fiona Creaby (FC) – Treasurer
- 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
- Paul Armstrong (PA) – MiE Editor (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

- Ian Potter (IP) – Chair
- Tony Bush (TB) – EMAL Editor & BELMAS President (Non-Voting Council Member)
- Bernardita Moreno (BM) – Council Member

### **02.01 Chair’s Welcome and Declaration of Interests**

DO welcomed the Board to the second Trustee Board meeting of the year and announced that they will be chairing in the absence of IP.

DO discussed the clear objectives for the meeting outlined on the agenda.

### **02.02 Apologies or Absence**

RB noted that he had received apologies from IP, TB and BM. FC stated she will need to leave the meeting slightly early.

### **02.03 Minutes of the Last Meeting**

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

#### **02.04 Matters arising from the minutes**

RB stated that all actions that had been completed had been highlighted in green.

All actions relating to banking and HSBC are ongoing due to issues accessing the bank due to previous members of the Board on the bank mandate no longer being with the organisation and not being updated in several years.

The Strategic Away Day in December will focus on the themes of EDI and International Strategy and an EDI lead will be appointed until January before we formally have a Vice-Chair EDI in the CIO model.

#### **02.05 Matters arising not on the minutes**

##### ***02.05.01 - Resignation of S.Culshaw from the Board***

The Board accepted SC resignation from the BELMAS Board of Trustees.

DO recognised and acknowledged the work and values of SC during her time on the Board and wanted to thank SC again for her valuable input over the last few years.

#### **02.06 Items to ratify**

There were no items to ratify.

#### **02.07 Executive Officer report**

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

- RB celebrated his 1-year anniversary at BELMAS and spent some time reflecting on the distance travelled during the last 12 months and while celebrating this is great, there is still a long way to go.
- 240% increase in candidates in the Trustee elections in comparison to 2022 with 23.5% International (non-UK and Ireland) and 29.4% Black and Asian candidates.
- Membership back up to near pre-pandemic levels.
- ECR “How to get Published” Event in planning with TB and PA held at Nottingham.
- First #LunchtimeSession coming up with Claire Indans.
- Exploring becoming an apprenticeship provider for our employees.
- Employee benefits being used well, specifically the professional memberships, gym memberships and Health Cash Plan with BUPA.
- The Gym membership for RB includes Business Remote Working space which was useful when home internet went down.
- No illnesses or absences reported so far this year.

## **02.08 Finance and HR reports**

### *02.08.01 – Audited Accounts YE 2022*

RB explained the final figures including the deficit of £82,500 in the audited and provided an additional document to explain the audit adjustments provided by the auditors, Hawsons.

FC explained that the audit meeting went well. The bulk of the conversation in the meeting was about the conference deficit of nearly £104,000 and what the Board would be doing to avoid those deficits in the future and sustain what we do.

FC explained that the other issue raised during the meeting related to the Trustee expenses. These seemed a little higher than what would be expected of a charity the size of BELMAS. While this is mitigated by the international footprint and the new processes for international conference and travel funds, there needed to be clarity on how trustee expenses relate directly to impact against charitable objectives, and this is reported back.

DO reinforced the importance of ensuring charity money clearly spent on charitable activities and that any spend relates to outcome. DO reminded the Board that if this is not the case, BELMAS could be referred to the Charity Commission, so continued following of policy and reporting is a necessity.

There was a conversation around ensuring that BELMAS are staying true to their ethos and values of collaborative and international research, operating as an International Learned Society, and ensuring that it is visible in international spaces while continuing to abide by charity law and being purposeful in everything it does.

FC finished by stating that she appreciated the work that had gone into ensuring the audit was conducted earlier than the previous year and that she appreciated the critical challenge from the auditors.

**APPROVE:** The Board approved the Audited Accounts for the YE 2022

### *02.08.02 – Management Accounts P4 April 2023*

FC stated that the Finance Committee met a few days before the meeting and are happy with the

The Conference deficit is looking between £2,000 and £7,000 deficit which is a significant reduction on the previous year. The VAT fine has now been paid and the forecast surplus has been set at around £68,000.

There was a brief conversation about releasing some of the funds from the forecasted surplus.

**ACTION:** RB and FC to produce a proposal for the next Board to spend some of the 2023 surplus taking into account the position of the Annual Conference.

**APPROVE:** The Board approved the Management Accounts for P4 – April 23.

### *02.08.03 – Changes to CC8 – Internal Financial Controls for Charities*

FC gave a brief update on the changes to CC8 and the self-assessment circulated by RB.

**ACTION:** Finance Committee to look at action points from the self-assessment over the summer and bring any policies, proposal or changes back to the Board.

## **02.09 KPI Dashboard**

RB gave an overview of the progress of the Strategic Plan against the KPI Dashboard. RB highlighted the sections in red where BELMAS was missing targets.

RB noted that BELMAS was missing its target to not overspend on departments by 1% in relation to central costs. This was due to increased staff costs based on agreed overtime and capacity, increased professional costs for legal advice to support the conversion to a CIO and increase in costs in stationary to purchase eight new laptops which can be used for conference and member events.

RB also noted that following a meeting with BELMAS publishing partners, Sage, the Third Journal would no longer be launched in time for 2024 as a realistic target.

RB reminded the Board that the KPI Dashboard is a “living and breathing” document that allows the Board to track progress against its first Strategic Plan launched in Jan 2023.

## **02.10 Policy Reviews**

RB explained the amendments to the Expenses Policy, highlighting deadlines for claiming expenses to ensure all payments are made by the end of the financial year.

**APPROVE:** The Board approved the amended Expenses Policy.

## **02.11 Journals and Publications**

### *02.11.01 – Verbal Reports from the Editors-in-Chief*

TB provided a written report for the Board in his absence. Highlights included:

- Jacky Lumby and Michael Strain both resigned from the editorial Board. DO wanted to ensure that BELMAS thanked them for their contributions.
- Submissions to EMAL had risen back to 2020 levels.
- “Best Paper” has been notified, but no eligible ECR Paper, and therefore no award for 2022.
- EMAL in a good EMAL

**ACTION:** RB to write letters from the BELMAS Office to Jacky Lumby and Michael Strain thanking and recognising them for their commitment to their time on EMAL Editorial Board.

PA gave an update on MiE. Highlights included:

- Stephen Rayner resigned as Deputy Editor of MiE and PA wanted to thank him for his support and transition into editorship.
- Dr Bee Hughes appointed as Deputy Editor of MiE.
- Turbulence on Board membership as terms have finished. New members appointed but PA looking to diversify that Board membership.
- MiE has been elevated into Q1 status at the start of 2023 and has seen an increase in submissions which has also resulted in an increase in desk rejections.
- MiE has also been accepted Web of Sciences Emerging Citations Index at the start of 2023.

**ACTION:** RB to write a letter from the BELMAS Office to Stephen Rayner thanking and recognising him for his commitment to their time on EMAL Editorial Board.

RB thanked TB and PA for their excellent work on the success of the Journals.

**ACTION:** RB to speak to TB and PA outside of the meeting regarding continuity and succession plans of the Journals for the Organisational Risk Register.

#### *02.11.02 – Third Journal Verbal Report*

DO gave a verbal report on the developments of the Third Journal. Second meeting has been held, although first meeting with Sage. There are lot of questions that need answering and conversations to be had before a Third Journal can be launched which may include:

- Identity and how it differs from other Journals in the field.
- How it will compliment the suite of Journals from BELMAS.
- The quantity of submissions prior to launch.
- The potential pay to publish model and how that aligns to the BELMAS Social Justice value.

The intention is to still create a third Journal but will take more time than anticipated.

#### **02.12 Updates from Trustees Sub-Committees**

##### *02.12.01 – Conference Committee Report*

VS gave an update from the Conference Committee Report. Highlights include:

- Ticket sales are up like-for-like against 2022.
- There is a guaranteed deficit but reduced from £104,000 in 2022 to between £2,000 and £7,000.
- 14 Visa Support Letters requested and issued.
- 2024 Planning six months ahead of 2023. RB and VS flew to Glasgow to view venues and have a preference but waiting for approval from the Conference Committee.
- Conference 2024 Theme and abstract submissions to open in Belfast for 2023 Conference.

##### *02.12.02 – Awards, Bursaries & Grants Committee (ABG) Report*

A written report was provided to the Trustees by the Membership Engagement Manager. RB thanked NM for their work supporting the ABG. There were no questions from the Trustees.

#### **02.13 Democracy, Governance and Elections**

##### *02.13.01 - Mission, Vision and Values*

RB explained the 12-month process of putting together the Mission, Vision and Values, including the most recent feedback opportunity online away from the Board meeting.

The Board were happy with the Mission and Vision.

VS wanted to ensure that all values are representative of the membership and want to feel it represents colleagues from all backgrounds. There was a discussion on the description of the values. The suggestion was to change the descriptions of the values to:

**Integrity:** We are transparent, honest and hold ourselves and others to high standards.

**Scholarship:** We are a global learning community that embraces difference of opinion.

**Social Justice:** We are brave and equitable.

**Inclusion:** We recognise many voices and celebrate diversity in all of our work.

**APPROVE:** The Board approved the Mission, Vision and Values based on the amendments.

**NOTE:** FC left the meeting.

### *02.03.02 - Elections, AGM and CIO Timeline and Plan*

RB gave an overview of the timeline of the Elections, AGM and conversion to a CIO. RB stated that even with an approval from the AGM for the conversion, the target date for launch is 1<sup>st</sup> January 2024 in line with the financial year for BELMAS.

All new trustees elected and ratified at the AGM will not officially start until 1<sup>st</sup> September, but all newly elected trustees will be invited to the July Board at Conference as observers as part of their induction.

The July Board will also appoint the three Vice-Chairs (EDI, Finance & Resource and Conference & Events).

IP will be Past Chair from 1<sup>st</sup> September until 1<sup>st</sup> January when the position no longer exists under the new Constitution.

### *02.13.03 – Approval of CIO*

RB recapped the process for the CIO conversion and creation of a new Constitution and By Laws over the last 12 months. RB stated that this is now the fourth and final edit of the documents to be presented to the Board.

RB explained the final edits of the Constitution and By Laws for the CIO Conversion, outlining each topic for change, what was changed and why.

DO stated that she is very happy with the final documents considering the continued work with the Board, amendments and now with the approval from the solicitors, Shakespeare Martineau. DO also stated that this is now in line with other Learned Societies that she is in contact with as part of BELMAS partnership with ACSS.

RB reminded trustees that one of their duties outlined in CC3 is to ensure that we are abiding by our constitutional governing document, which hasn't been the case for some time, and these changes will simplify and make clear processes to follow.

RB stated that if the conversion and Constitution are approved, he will be holding open sessions with members online to discuss the changes and conversion in detail prior to the AGM.

**APPROVE:** The Board approved that, pending approval at AGM, the Company shall apply to convert to a charitable incorporated organisation (“CIO”) pursuant to s228(1) Charities Act 2011 (“Act”) and the Charitable Incorporated Organisations (Conversion) Regulations 2017 (“Regulations”). The Board further approved that this resolution shall be treated as a conversion resolution pursuant to s228(3)(a) of the Act and the Directors are authorised to take such steps that are necessary in order to ensure that the Company converts to a CIO.

**APPROVE:** The Board approved that, pending approval at AGM, in the event that the Company is converted to a CIO, that the CIO constitution and accompanying By Laws attached to this resolution be adopted in substitution for, and to the exclusion of, the Company's existing articles of association and that this resolution should be considered a resolution adopting the CIO constitution in accordance with s228(3)(c) of the Act.

**APPROVE:** The Board approved that Ryan Beasley, Executive Officer, be authorised to attend to the requisite applications and consents in relation to the above matters, and any other filings in relation to the conversion of the Company to a CIO at the Charity Commission and Companies Registrar.

## **02.14 International Projects and Conference Attendance**

### *02.14.01 – New Applications for Int. Conference Support*

RB noted that he had received applications for funding for DO to attend IEAL-J Conference in Jamaica in October and ECER in Glasgow in August and both had been approved using the new forms.

There was a conversation around strategically selecting which conferences and spaces internationally to attend, and where BELMAS might want to submit symposiums to partner organisations.

**ACTION:** RB to schedule conversations around international conference and academic calendars for the Strategic Away Day in December.

### *02.14.02 – Int. Conference Reports*

DM summarised her report from her attendance at EARDA Conference in Istanbul in Turkiye which included:

- DM was the only international delegate at the conference which raised the profile of BELMAS.
- DM met with some of the new EARDA Committee and discussed collaborations with BELMAS where potentially outputs included:
  - In two years' time in 2025 invest in the Leading School Principals Society Conference or the EYEDDER-EARDA Conference in Istanbul by:
    - Sending a delegation of Council to do a Symposium on Educational Leadership (across the various education levels) in the UK.
    - Meet with the Executive of EYEDDER-EARDA at the Conference.
    - Sign an MOU that outlines the partnerships with specific reference to EARDA promoting and encouraging colleagues to write for the BELMAS blog in their native language.
    - Bring free copies of EMAL and MiE and promote the BELMAS Journals.
  - It was clear that there is a lot of interesting work in the EMLA field being published in Turkish journals that is not accessible to non-native speakers, so will provide more opportunities and advertising for the Dual Language Blogs (as above).
  - As part of a future International Strategy, BELMAS commits funds for a Joint Research Paper on Educational Leadership and Management. This must be written by both Turkish and British Academics.

### **02.15 NCVO Governance Wheel and Trustee Skills Audit**

RB stated that the Governance Wheel activities will form part of the Strategic Away Day training with NCVO, and therefore he is happy to park this work until then.

### **02.16 Trustees Induction Checklist and Conflict of Interest Register**

RB reminded Trustees to complete the Induction Checklist and Conflict of Interest Register.

**ACTION:** All Trustees to complete the Induction Checklist and Conflict of Interest Register by the next meeting.

### **02.17 Any Other Business**

There was no other business.

### **02.18 Date of the next meeting:**

The next meeting had been scheduled as Friday 14<sup>th</sup> June 2023 at the Annual Conference and online.

**-Ends-**



**Trustee Board Actions Table**

<b>Date of Action</b>	<b>Action Required</b>	<b>Date TBC</b>	<b>Responsibility</b>
01/12/22	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
01/12/22	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
01/12/22	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
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.	Strategic Away Day December 2023	RB/ Trustee Board
10/03/23	RB to start to draft a process to support future international engagements.	Strategic Away Day December 2023	RB
12/05/23	RB and FC to produce a proposal for the next Board to spend some of the 2023 surplus taking into account the position of the Annual Conference.	July Board COMPLETE	RB/FC
12/05/23	Finance Committee to look at action points from the self-assessment over the summer and bring any policies, proposal or changes back to the Board.	October Board	Finance Committee
12/05/23	RB to write letters to all those who have resigned from the Editorial boards of EMAL and MiE	June 2023 COMPLETE	RB
12/05/23	RB to speak to TB and PA outside of the meeting regarding continuity and succession plans of the Journals for the Organisational Risk Register.	July Board INCOMPLETE*	RB
12/05/23	RB to schedule conversations around international conference and academic calendars for the Strategic Away Day in December.	Strategic Away Day December 2023	
12/05/23	All Trustees to complete the Induction Checklist and Conflict of Interest Register by the next meeting.	July Board INCOMPLETE**	RB

*\* To discuss on the Risk Register agenda point at the July Board Meeting.*

*\*\*RB will be bringing paper copies for Trustees to complete at the July Board Meeting.*