

# TRUSTEE BOARD 2023-03 MINUTES

<b>Meeting Date and Time</b>	Friday 14 <sup>th</sup> July at 15:30-17:30 (UK Time)
<b>Meeting Location</b>	Hilton, Belfast & Zoom

## 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
- Steve Courtney (SCO) – Trustee
- Janet Hetherington (JH) – Trustee
- Bethany Kelly (BK) – Trustee
- Denise Mifsud (DM) – Trustee
- Bernardita Moreno (BM) – Trustee
- Saeeda Shah (SS) – Trustee
- Paul Armstrong (PA) – MiE Editor-in-Chief (Non-Voting Member)

## OTHERS IN ATTENDANCE

- Alexander Gardner-McTaggart (AGM) - Trustee-elect
- Lizana Oberholzer (LO) - Trustee-elect – JOINED ONLINE
- Kevin Richardson (KR) - Trustee-elect – JOINED ONLINE
- Ryan Beasley (RB) – Executive Officer & Minute Taker
- Nicola Mellor (NM) – Membership Engagement Manager (Deputy Executive Officer)

## APOLOGIES SENT IN ADVANCE OF THE MEETING

- Fiona Creaby (FC) – Treasurer
- Tony Bush (TB) – EMAL Editor-in-Chief & BELMAS President (Non-Voting Member)
- Catherine Simon (CSI) – Council Governance Support (Non-Voting Member)

### **03.01 Chair's Welcome and Declaration of Interests**

IP welcomed the Board to the second Trustee Board meeting of the year and thanked DO for chairing the previous meeting in his absence.

IP welcomed incoming Trustees (AGM, LO and KR) and the Membership Engagement Manager (NM) to the meeting. All attendees introduced themselves and their roles.

IP outlines the clear objectives for the meeting outlined on the agenda.

### **03.02 Apologies or Absence**

RB noted that he had received apologies from FC, TB and CSI

### **03.03 Minutes of the Last Meeting**

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

### **03.04 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. RB will continue to support the Finance & HR Officer in obtaining access to these accounts.

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

#### *03.05.01 – Appointed Members to the Board*

RB formally welcomed AGM, LO and KR to the Board as observers and announced that their official Trustee start date shall be 1<sup>st</sup> September 2023.

#### *03.05.02 – Conversion to a CIO*

RB wanted to formally inform the Board that a motion as passed at the AGM to convert BELMAS from a charitable company to a CIO. All documents had now been submitted to the charity commission with the support of solicitors, Shakespeare Martineau.

### **03.06 Items to ratify**

There were no items to ratify.

### **03.07 Executive Officer report**

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

1. Membership numbers were growing back towards pre-pandemic levels.
2. There had been discussions to start up a DSA Advisory Board as a Trustee Board sub-committee with all members contacted.
3. There had been difficulties accessing the HSBC legacy account due to the previous signatories no longer being part of the organisation but continued to be a work in progress.
4. Elections turnout was 27.5% of the membership, up from 18.38% in 2022. There was a considerable increase in nominations, with a record of 16 candidates standing for Trustee roles.
5. Conference 2023 was projected to make a £4,000 surplus; a £108,000 turnaround from 2022.
6. Conference 2024 planned for Glasgow at the Golden Jubilee Conference Hotel on 5<sup>th</sup>-7<sup>th</sup> July 2024.

There was a conversation on reflection of the organisational, constitutional and financial changes made to BELMAS and the need for stability moving forwards following such changes.

### **03.08 Finance and HR reports**

#### *03.08.01 – Management Accounts P6 June 2023*

The forecast position of the organisation is £73,549.00 although this may rise by another £16,000.00 on the year because of the timing of the Bursaries and Grants and therefore potentially finishing the year on an £89,500.00 surplus. Each department is performing well, or purposefully overspending.

**Awards & Grants:** 9.97% under budget mainly due to £4k less spend on Stipends.

**Events & Communities:** 0.49% under budget.

**Partnerships & Global Opportunities:** 25% under budget due to £2.5K less spend on International Visits

**Marketing & Digital:** 15.48% under budget due to 20% discount on 1st year of new website, and not using the “other marketing costs” usually saved for any ad hoc projects.

**Central Costs:** 6.9% increase on budget due to £5.5k additional wages, pension and NICs for overtime on workload, £3k on laptops for events and £4k budget for CIO support.

**Training & Development:** 12.69% over budget due to £4k committed to Steve Allman for Board review, Trustees 121s, facilitation of Strategic Away Day and Report.

There was a conversation about the current state of the finances being in a much better position, and whether the Board had more of an appetite to risk given the new processes in ensuring it meets its charitable objectives.

PA thanked the BELMAS team and in particular the Honorary Treasurer and the Finance & HR Officer for their work in bringing the finances under control.

**APPROVE:** The Board approved the Management Accounts for P6 2023

#### *03.08.02 – Letter of Representation – 2022 Audit*

RB asked the Board to approve IP to sign the letter of representation on behalf of the Board for Hawsons Accountants to submit the final Audited Accounts.

**APPROVE:** The Board approved.

### **03.09 KPI Dashboard**

RB gave an overview of the progress of the Strategic Plan against the KPI Dashboard. RB highlighted the two sections in red where BELMAS would be unlikely to meet its targets. These were:

**2.1.2.** Ensure each overarching expenditure budget area (department) does not exceed 1% of their allocation during 2023; and

**2.3.2.** Plan for a 2024 launch of the Third Journal with an editorial board appointed and supported.

There were concerns raised about having an external observer outside of BELMAS reviewing the Board functionality at the Strategic Away Day, and how we know if their values align to the organisations.

RB stated that the observer will also be the person facilitating the Strategic Away Day and would be Steve Allman, a consultant from the charity sector with vast Board and Chairty CEO experience. DO stated that Steve had considerable knowledge of BELMAS as part of the work we have paid for.

RB noted that the report would be produced, but it is the Board’s prerogative what they did about it.

BK stated that their University Senate had an observer, and their presence made no difference, but was really useful in having reflection on the day and function of the Board itself instead of individuals.

### **03.10 Policy Reviews**

There were no new Policies or reviews.

### **03.11 Journals and Publications**

PA gave a verbal report for MiE. PA stated that there hadn't been much progress from the previous meeting.

DO thanked PA and TB for their contributions to the Journals which had had a great year in terms of income and impact factor.

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

#### *03.12.01 – Conference Committee Report*

VS gave an update from the Conference Committee Report. The main highlight was that the conference was due to make a surplus for the first time. This is due to:

- Accurate Budgeting and Monitoring.
- Removal of Principal Global Events - £9,000 + expenses.
- Removal of Large Staging “Production Costs” from Principal - £29,400.
- Reduction in Badge Printing (Using Card instead of plastic for sustainability too) - £650.
- Removal of Friday Day Delegates, Breakout Rooms and Dinner, replaced with Drinks Reception - £11,600.
- Removal of Financial Burden on BELMAS to book and cover Accommodation, resulting in lower VAT charges - £31,800.
- Reduction in cost of bringing over a photographer from the UK + Expenses – £2,500.

There was an issue relating to 26 papers being withdrawn at the last minute, mainly due to non-attendance, however, measures had already been put in place for 2024 to ensure that all accepted presenters are required to purchase tickets before March 2024. Any presentations without registered presenters by this date would be withdrawn from the programme.

The 2024 Conference had been confirmed as the Golden Jubilee Conference Hotel in Glasgow on the 5<sup>th</sup>-7<sup>th</sup> July 2024 and that the theme would be: Who or what is educational leadership for? Thinking about purposes in educational leadership, management and administration.

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

IP welcomed NM to the Board and was pleased that a precedent had been set for employees to present to Trustees. NM gave a verbal report from the progress made at ABG.

All timelines, nominations and processes had been sorted by the ABG, with the Doctoral Thesis being supported by DO, SC and DM. There were issues around the timelines due to a lack of handover and access to previous processes but there were plans to change these timelines for the following year from the lessons learnt from 2023.

Grants and Bursary timelines had now been reviewed and set against other learned societies including BERA.

There is further work to decide on what grants and bursaries will be available, and how much they will be which will be completed by the ABG at the end of September 2024.

There was a wider discussion about the process for deciding the recipient of the Distinguished Service Award. There was a clear view that this should have been recommended by the ABG and approved at the Board of Trustees given the nature of such a prestigious award.

PA stated that the ABG have worked on a basis of delegation provided by the Board, and while he agrees that this particular award should come to Trustees, the Board must back and support the work the ABG have done under their delegation.

**ACTION:** Any future process of the DSA Award to include ratification from the Board of Trustees before the Conference.

### **03.13 RIGS Update**

The update on RIGS was postponed due to time constraints. An update on RIGS to be circulated where appropriate.

### **03.15 Proposals for Surplus**

RB gave an overview of the proposal to spend £44,000 of the planned £73,000 surplus. This included:

1. Increase Employee Capacity - £27,500 (Following Strategy)
2. Increase Bursaries and Grants Budgets (Ready for 2024) - £6,000.
3. Increase in Events Budget - £1,500.
4. Introduction of a Membership "Hardship Fund" - £5,000.
5. Increase the International "Global Profiling and Visits" by £2,000.
6. Increase RIG Budgets but in the form of a "pot" to bid into on projects - £2,000.

VS stated that the panel should be mindful of EDI when creating processes for the recruitment of the Membership Engagement Administrator role. RB stated that he has experience introducing inclusive recruitment practices in a previous role as Head of Permanent Recruitment. RB also stated that JH was safer Recruitment trained, and was confident that the skillset was there to provide an equitable experience for all.

RB stated that he would be providing the Board with a breakdown of Diversity statistics from the recruitment process.

**APPROVE:** The Board approved the additional spend based on the surplus for 2023.

### **03.16 Announcement of Vice-Chairs**

The new Vice-Chairs were announced by RB as:

- Vice-Chair Finance & Resource – Fiona Creaby
- Vice-Chair EDI – Jan Hetherington
- Vice-Chair Conference & Events – Denise Mifsud

IP and the Board collectively thanks VS for their work for this Conference in Belfast and the years of service for other conferences.

### **03.17 Appointment of Members to Sub-Committees**

RB announced the membership of each sub-committee as:

#### **Awards, Bursaries & Grants Committee (ABG)**

Lizana Oberholzer (Chair), Deb Outhwaite, Berni Moreno, Nicola Mellor (Employee)

#### **Conference Committee (CC)**

Denise Mifsud (Chair), Bethany Kelly, Caitlin Donnelly, Ryan Beasley (Employee)

#### **EDI Committee (EDIC)**

Jan Hetherington (Chair), Vicotria Showunmi, Alex Gardner-McTaggart, Ryan Beasley (Employee)

#### **Finance Committee (FC) / Appointment & Remuneration Committee (ARC)**

Fiona Creaby (FC Chair), Deb Outhwaite (ARC Chair), Kevin Richardson, Ryan Beasley (Employee – Finance only)

### **03.18 Trustee Board Meetings – 2023-2024**

RB noted the dates of the meetings until December 2024.

### **03.19 Any Other Business**

#### ***03.19.01 – Signatures of All Trustees for Banking and CIO Conversion***

RB asked Trustees for signatures after the meeting to access the HSBC account and for the CIO Conversion documents provided by Shakespeare Martineau.

DO and the Board thanked IP for his contributions as Chair of BELMAS for his last meeting and wished him all the best in his retirement.

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

The next meeting had been scheduled as Friday 20<sup>th</sup> October 2023 at 09:00-11:00 on Zoom.

**-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 <b>COMPLETE OCT23</b>	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	RB to start to draft a process to support future international engagements.	Strategic Away Day December 2023 <b>COMPLETE OCT23 – PLANS FOR STRAT DAY</b>	RB
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	All Trustees to complete the Induction Checklist and Conflict of Interest Register by the next meeting.	July Board <b>INCOMPLETE</b>	RB
12/07/23	Any future process of the DSA Award to include ratification from the Board of Trustees before the Conference.	September 2023 <b>COMPLETE - SEPT23</b>	NM