

Meeting	Board Meeting
Date	Wednesday, 7 December 2022
Time	10:00 – 14:00
Venue	Blended/Board Room, BHS HQ, Abbey Park, Stareton, Kenilworth, Warwickshire, CV8 2XZ

Minute	Agenda Item & Discussion
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1. Election to the role of Vice-Chairperson of The British Horse Society

One nomination was received for the role of Vice-Chairperson from Karen Silcock. The Trustees elected KS as Vice-Chairperson unopposed, unanimously.

2. Minutes of the Board Meeting held on Wednesday, 28 September 2022

With exception of two points pertaining to the role of BEF Nominated Director the minutes of the Board meeting held on Wednesday, 28 September 2022 were agreed to be a true reflection of the meeting by the Trustees.

Action	Update the Nomination Committee Terms of Reference to include a line to state that: <i>The remit of the Nomination Committee may be expanded at the discretion of the Board of Trustees</i>
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3. Matters Arising from the Board meeting held on 28 September 2022

The matters arising from the meeting held on 28 September 2022 were noted as complete, with the exception of the following:

Action	Report on the 2022 Home Team Survey outcomes and action plan at a future Board Meeting.
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Action	Committee ToRs to be reviewed and amended in reflection of new Schedule of Delegations and Authorities. A review of the Byelaws has been undertaken as a pre-requisite to a review of Committee Terms of Reference.
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4. Minutes of the Board Meeting held on Thursday, 27 October 2022

The minutes of the meeting held on 27 October 2022 were agreed to be a true reflection by the Trustees.

5. Matters Arising from the Board meeting held on 27 October 2022

The matters arising from the meeting held on 27 October 2022 were noted as complete, with the exception of the following:

Action	Trustees to be updated on the outcomes of the 'Who We Are' survey, in February 2023.
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Action	The associated Specialist Trustees would review the role descriptions for Volunteering and Safety to ensure that they are current, in preparation for the 2023 Trustee Election.
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6. Abridged Minutes of the Board Meetings held on 28 September and 27 October 2022

The abridged minutes of the meetings held on 28 September and 27 October were approved for publication on the BHS website.

7. Conflicts of Interest

Three Trustees declared an interest in the BHS Career Transition Fund (CTF), as two of them have Approved Centres that deliver training funded by the CTF, and the other is an Accredited Professional Coach (APC) that delivers career training. It was clarified that they would participate in discussion pertaining to the CTF but would abstain from voting on matters related to the fund.

8. Senior Management Team Presentations

Members of the Senior Management Team joined the meeting to deliver presentations on various projects and programmes of work:

Director of Marketing & Communications & Programme Director: Audience Insight - a continuation of the Revenue Strategy update that was given at the September Board meeting, to broaden the member offer and create a supporter strategy. In order to widen the membership offer, and to unlock a larger donations revenue stream, enablement is required through technology (CRM) and organisational capability and capacity. The audience insight and proposition development work will form foundations for the future but to unlock those opportunities, organisational capability and digital enablement will be critical to creating a single customer view to understand the interactions that each person has with the BHS.

Director of Technology: Digital Strategy – there is a large-scale integrated programme of projects underway in the Society, all of which are underpinned by technology in some shape or form. The goal of the Digital Transformation, which was agreed and commenced three years ago: To have an enduring, interconnected, organisation-wide technology suite that enables the Home Team to operate effectively and efficiently; facilitates two-way interaction with our stakeholders; provides insights to help the BHS serve horses and their riders better; and supports the growth of the BHS and its diversification of income.

Business Development Director: Volunteer Strategy – the outcomes of the Volunteer Survey had been very positive, with an uplift in volunteers feeling included in what the organisation delivers centrally and understanding their impact on those deliverables at a local level. The BHS currently has 1,400 registered volunteers, and to the end of September 2022 those volunteers contributed c.150,000 hours of their time, which is valued at c.£2M.

Feedback from consultation with the One Team, including attendance of Committee meetings, the Chairperson's Consultation Committee, and the Volunteer Advisory Group have identified various areas of development. A new Volunteer Strategy will address those areas for improvement. The strategy will be developed in consultation with the volunteer community.

9. Social Licence to Operate (SLO)

Following the Board meeting that took place on 27 October 2022 which focused on SLO the Executive undertook a review of internal activity, and involvement with external groups, pertaining to Social Licence. The outcomes of the review were detailed in a report distributed in advance of the meeting, which the Trustees agreed to be very powerful when considered in such a clear format. The report demonstrates the Society's understanding and commitment to SLO, working in the background from two perspectives: outward facing with welfare concerns and other matters in the public arena, and the broader area of the education of horse owners, organisations, and businesses in the equestrian industry.

10. Update to the Byelaws of BHS Advisory Committees

A review of the Byelaws for Advisory Committees has been undertaken as a precursor to an overall review of Committee Terms of Reference across the organisation. The Director of Finance and Company Secretary highlighted the distinction between the Board's standing Committees as required by the Articles of Association: Audit Committee, Finance Committee and Nomination Committee, and those other Committees that have been appointed by the Board of Trustees in an advisory capacity. For example: Safety Advisory Committee, Access & Rights of Way Advisory Committee.

Article 22 allows the Board to make rules, codes of conduct and Byelaws. These documents apply to Advisory Committees and other groups across the Society. They allow the Committees to provide expert advice, without having the power to commit organisational finances or resources. The operation of any advisory group or committee is delegated to the Executive and overseen by a Trustee.

The Byelaws have not been re-written, but rather refreshed to remind the Trustees of the purpose of Advisory Committees, to ensure that they reflect the intent of the Articles of Association, and to make them more efficient – including the delegation of management to the Executive. The Board have oversight of committees and groups by ratifying the Chair position, and Trustees can report on any applicable points to the Board should such a matter arise.

Action	It was agreed that the minutes of Advisory Committee / Group meetings would be uploaded to an area of the BHS Cloud / SharePoint for the Board's reference.
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Resolution: The proposed amendments to the Byelaws for Advisory Committees and Groups were approved by the Board of Trustees.

The Terms of Reference of the Qualifications & Training Committee had been reviewed by the Director of Education and Fundraising, Chief Executive, and Director of Finance & Company Secretary, in consultation with the Chairperson of the Board and the Specialist Trustee for Education.

Post Meeting Note: The Terms of Reference for the APC and Education Development Group, previously named the Qualification & Training Committee, were distributed to the Trustees after the meeting and approved via email.

11. Equality, Diversity & Inclusion (EDI) Advisory Group Update

The Specialist Trustee for EDI provided an update on the EDI Advisory Group and noted that many of the matters discussed at the Board meeting would inform the agenda for the next EDI meeting, as the Advisory Group will be a valuable source of information for the projects and programmes discussed.

At the January 2023 meeting the Group will undertake a deeper dive into the 'Who We Are' survey results to gain a better understanding of the demographic of those who responded.

The Specialist Trustee for EDI said that it would be beneficial to have EDI as a standing agenda item for the next 12 months, but thereafter she would hope that EDI would be embedded in all that the Society does, with awareness of EDI becoming part of day-to-day activity across the organisation.

12. Q4 Snapshot Report / 2022 Highlights & 2023 Area of Focus Report

Over the past three years, the Society's membership has grown by 10,000 and c.£2.5M surplus has been generated and reinvested into the building blocks of infrastructure capability and charitable activity. In 2023 the Home Team will maintain that momentum with a focus on the next three years' activities, exploiting those investments made.

There is a strong leadership team in place for the Society, with the Senior Management Team and the managers within their departments being an extremely capable group of individuals. Considering the Society's next three-to-four-year strategy, the Chief Executive advised the Board that he believed that the Society has the ability to move from being a small/medium charity to a significantly larger organisation; larger impact, larger voice, and larger capability to punch above its weight.

13. Health & Safety

There were not any significant points to report. The Health & Safety Policy had been updated, signed off and shared with the Home Team.

A review of the Lone Working Policy was undertaken pre-pandemic, during which a lone-worker app was trialled. The app was not taken forward as feedback from the Team was that it was not fit for purpose. Members of the Home Team have requested that a new review is undertaken, in particular for those employees who work outside of office working hours and live alone. This will be taken forward in January 2023.

The Health & Safety structure was reviewed in 2021, and new appointments were made to strengthen the team and the health and safety processes. As part of this advice, guidance and support is given to volunteers and Home Team members organising events, including the review of risk assessments. In 2022, 314 risk assessments were reviewed, and it has proved to be a very successful exercise, with the feedback and support being very well received.

14. Safeguarding and Equality, Diversity & Inclusion

The Society has seen a rise in the number of safeguarding reports that pertain to non-approved equestrian centres and riding schools. Although this is a concern, it is positive that the general public recognise the BHS as a leading organisation that they would report such matters to. The BHS Safeguarding Team support these complainants in identifying the correct organisations and authorities to report the incidents or complaints to.

15. Information Security

When a 'near-miss' occurs, there is follow-up activity to identify training or refresher requirements both for the individual and for the wider Home Team.

There were two data breaches reported which were low-risk and not reportable to the Information Commissioners Office (ICO).

16. Report on the Finance Committee meeting that took place on 21 November 2022

The Finance Committee had a very good meeting in November, with good discussion and challenge pertaining to the budget and designated fund proposals. The forecast is showing a healthy surplus for 2022, which led to a discussion regarding the Committee's confidence in designating the level of funds proposed in light of the cost-of-living crisis. The Committee agreed that they were content with the high level of designations due to the Society's strong position with reserves.

2023 Budget

The 2023 budget was discussed, and the Finance Committee agreed that they were comfortable with the balance struck between the ambition for growth, and the potential effects on membership of the cost-of-living crisis. The budget is based on an operating surplus, and the Finance Committee agreed that they would recommend it to the Board of Trustees. It was noted that there would be a price increase of £5 per Gold Membership in 2023, which predominantly cover the uplift in insurance costs.

Resolution: The Board of Trustees approved the 2023 budget.

Designated Fund Proposals

The Finance Committee agreed that the diverse mix of designated fund proposals were appropriate for investment in the correct areas of focus. The check and challenge undertaken at the Finance Committee also related to timing, resource implications and the logistics behind each fund.

Following an overview of each designated fund proposal, the Board of Trustees noted and agreed that each of the designated funds are required for the benefit of the charitable objects of the organisation.

Resolution: The designated fund proposals were approved by the Board of Trustees.

17. Management Accounts & Forecast

The forecast demonstrated the same positive trajectory seen throughout the year due to the outperformance of membership and Gift Aid, incremental margin achieved via revenue generating departments, and costs savings from the timing of appointments. The forecast surplus was slightly higher than the designated fund proposals, which will result in some surplus funds being allocated to reserves.

18. Minutes of the Audit Committee meeting that took place on 9 November 2022

The majority of matters discussed at the Audit Committee meeting were procedural. There will be some churn on the Committee, and it is expected that recruitment to approximately two vacancies will take place in 2023. The Enterprise Risk Framework was reviewed by the Committee in detail, as well as the audit plan for the 2022 accounts.

19. Any Other Business

It was suggested and agreed that it would be valuable for the Board to hold meetings in locations where they can be seen, and where they can see impact delivered by the Society in action.