

Abridged Minutes – BHS Board of Trustees

Wednesday, 28 September 2022

Meeting	Board Meeting
Date	Wednesday, 28 September 2022
Time	10:00 – 14:00
Venue	Blended/Board Room, BHS HQ, Abbey Park, Stareton, Kenilworth, Warwickshire, CV8 2XZ

Agenda Item & Discussion

Sally McCarthy, currently in the role of Interim Chairman, opened the meeting and welcomed the Trustees to the meeting. The Board of Trustees acknowledged the passing of the Society patron, Her Late Majesty Queen Elizabeth II. SM noted that an event had been held the day before in celebration of the Society's 75th Anniversary which was attended by Her Royal Highness The Princess Royal. HRH had made a speech at the event which detailed Queen Elizabeth's affection for The British Horse Society and admiration of the work undertaken by the charity.

Election to the role of Chairman of The British Horse Society

The process for the election of a Chairman was facilitated by the Company Secretary. Following due process two nominations were received for the role. The nominees were Sally McCarthy and Tim Lord.

The ballot slips were distributed the Trustees were advised to mark a cross against the candidate that they wished to support. As two Trustees were in attendance via Microsoft Teams, it had been arranged for them to email their vote directly to the Company Secretary at the time of voting. One Trustee had sent their apologies and would therefore not participate in the vote.

Eleven votes were cast, and the results were as follows:

SALLY MCCARTHY: 6 VOTES
TIM LORD: 5 VOTES

SM was duly elected as Chairman of The British Horse Society for a term of three years.

Election to the role of Vice-Chairman of The British Horse Society

There was one nomination for the role of Vice-Chairman, submitted by Sally McCarthy. As SM was elected as Chairman, there was not a candidate for the role. As it is not a requirement of the Articles of Association for the role to be fulfilled, the Board agreed that they would consider nominations for the role at a later meeting.

SM thanked her fellow Trustees for electing her as Chairman and said it was an honour to have taken up the role. SM noted her thanks to TL for all his work during his time as Chairman and said that he had done a phenomenal job. SM suggested that it would be useful from a succession planning perspective to have a Vice-Chairman and agreed that she would consult with the Company Secretary to arrange for nominations to be invited in advance of the December Board Meeting.

Minutes of the Election Board Meeting held on Wednesday, 29 June 2022

The minutes of the Election Board meeting held on Wednesday, 29 June 2022 were proposed by the Chairman and agreed to be a true reflection of the meeting by the Trustees.

Matters Arising from the Election Board Meeting held on Wednesday, 29 June 2022

The matters arising from the meeting held on 29th June 2022 were noted to have been completed.

Abridged Minutes of the Election Board Meeting held on Wednesday, 29 June 2022

The abridged minutes of the Election Board meeting held on Wednesday, 29 June 2022 were approved for publication on the BHS website, subject to the voting numbers from the election being included. It was agreed that this may encourage people to participate more.

Conflicts of Interest

There were no new conflicts of interest declared.

Home Team Survey Update

The Trustees received an update on the action plan arising from the 2021 Home Team Survey, and plans for the 2022 survey. The Head of HR answered questions from the Trustees pertaining to exit interviews, training, coaching and development, e-learning and the effects of less face-to-face activity, secondment opportunities, employee morale and empowerment, and initiatives to integrate the Trustees with the Home Team more so than at present.

It was agreed that the Trustees would consider any individual training requirements and discuss how they could be taken forward with the Chief Executive.

The Trustees will receive an update on the 2022 Home Team Survey in February 2023.

Equality, Diversity & Inclusion (EDI) Advisory Group Update

The Trustees receive an overview of the EDI Advisory Group, which had its inaugural meeting on 22nd August 2022. The Advisory Group is made up of twelve individuals from a range of ages, backgrounds, and experiences. Some are BHS members, and some are non-members. At the first meeting the group received a presentation from the Welfare Education Manager on equine welfare, introducing proactive horse health care and the welfare objectives. There was extensive discussion during the meeting that allowed the members to talk about their own experiences. A follow up meeting took place later in the same week to talk about strategy and objectives moving forward. The next step will be to develop a first draft EDI strategy for challenge, critique, and feedback from the group.

There was a short discussion regarding how the requirements of the Advisory Group will feed through to the Board of Trustees as EDI is a priority for organisation and the Board would need to be agile in order to support the group's work.

It was agreed that 'EDI Advisory Group Update' will become a standing agenda item.

Schedule of Delegations and Authorities

A Schedule of Delegations and Authorities had been produced as a representation of what is in Articles of Association and the Trustee Agreement. A RAPID model was used in order to make decision making clearer, whilst providing an opportunity for discussion and debate, and allow all to participate in a clear, transparent manner with clear understanding, expectation, and oversight.

It was agreed that the Schedule of Delegations and Authorities will be reviewed on an annual basis.

The Board of Trustees agreed to adopt the Schedule of Delegations and Authorities

Enterprise Risk Framework

An Enterprise Risk Framework (ERF) had been created in support of the Board of Trustees' responsibility for risk and risk management. The new ERF will be available and utilised by the Audit Committee, SMT and the Board to focus them on the risks, that if crystallised, could disable the Society from achieving its strategy and charitable objectives.

The Trustees were invited to submit any comments on the ERF to the Chairman of the Finance Committee and the Company Secretary.

The Trustees agreed to adopt the Enterprise Risk Framework and the proposed review schedule.

Support for BHS Approved Riding Schools

The Trustees received an update on actions undertaken in support of Approved Riding Schools following concern raised by the Board of Trustees regarding the diminishing number of riding schools in the UK. This included a survey of Approved Centres, the Riding School Sustainability piece at the National Equine Forum around the lack of workforce, and the subsequent launch of the Career Transition Fund (CTF). In addition, there was a Focus Group held at the Royal International Horse Show to work with centres and hear concerns, focusing on sustainability and the cost of living crisis. The common themes arising from these focus groups, surveys and anecdotal feedback have been pulled together, and the Approved Centre Advisory Committee, will form a Working Group to hone in on areas that have been identified as critical, and collate a plan on how to support.

It was agreed that the Board of Trustees and SMT will continue to review the strategy to support riding schools, and opportunities for assist further.

BEF Nominated Director

The Society is entitled to nominate a Director to sit of the British Equestrian (BEF) Board, as a Founding Members. Three candidates were nominated for the role of BEF Nominated Director for the BHS and were subsequently interviewed by the BHS Nomination Committee.

Following due process, the Nomination Committee recommended to the Board of Trustees that Jane Domhill be put forward to the British Equestrian Nomination Committee for consideration. The Board of Trustees upheld the Nomination Committee's recommendation and requested that the Chief Executive take the matter forward to the BEF.

Terms of Reference & Committee Memberships

Due to the Finance Committee's role in the review process for the Enterprise Risk Framework, the Finance Committee recommended that the Chairman of the Board, and the Chairman of the Finance Committee should attend meetings of the Audit Committee on behalf of the Board. This recommendation was upheld.

Review of the Articles of Association

A review of the Society's Articles of Association was undertaken with three main themes arising: the ability to communicate with Members electronically, the number of members required to requisition a General Meeting, and the use of dated language that may not be considered appropriate for the current world.

The recommendation was that no changes are made to the Articles of Association at this point. Should the requirement for a more fundamental change to the Articles of Association arise at a future date, the Board of Trustees may wish to address the above points at that time. In the event that the number of members required to requisition a General Meeting was changed, it would be advisable to opt for a round number, rather than a percentage of the membership number.

The Board of Trustees agreed the recommendation to withhold from proposing any amendments to the Articles of Association to the membership in the foreseeable future.

Q3 Snapshot Report

The Chief Executive provided a summary of activity across the organisation since the last meeting, including an update on the Career Transition Fund.

It was highlighted that following the sad passing of Her Late Majesty Queen Elizabeth II, the Board of Trustees would need to discuss the Patron and Vice-Patron roles.

Health & Safety

The Health & Safety report was taken as read.

Safeguarding and Equality, Diversity & Inclusion

The Safeguarding & EDI report was taken as read.

It was reported that a new course for Safeguarding Officers created in conjunction with the BEF has been launched and noted that Approved Centre and British Riding Club Officers would be funded to undertake the course via the Ride By Your Side designated fund.

Information Security

The Information Security Report was taken as read.

Project & Programme Update

The COO provided an update on projects and programme currently underway in the Society, including the launch of the Society's new website, the e-learning platform developed inhouse 'BHSWise', unified communications, digital passports, and the development of Dynamics Core.

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Report from the Finance Committee Meeting that took place on 15 September 2022

The Chairman of the Finance Committee provided an overview of the Finance Committee that took place on 15th September 2022. The budgeting process is in progress as usual and the proposed budget will be reviewed and discussed at the Finance Committee meeting in November, ahead of the Board meeting on 7 December. It was noted that there are some great opportunities to designate funds in-year again this year. The Society's reserves are good and continue to comply with the reserves policy.

The Finance Committee were updated on the approach taken for the 2022 pay review and support for the Home Team with the cost of living crisis.

Management Accounts and Forecast

The management accounts continue to show positive cumulative and monthly trend within unrestricted funds - a positive variance against the adjusted budget to date. The key drivers of the variance are membership, Gift Aid income, the management of headcount and overhead and direct costs.

Investment values have improved following a sharp decrease during Q1 following the volatility experienced worldwide.

Board Meeting Format for 27th October 2022

There had been discussion and suggestions via email regarding subject matter for the meeting scheduled to take place on 27th October 2022. The Board agreed that the Social License to Operate is a key area of focus for the organisation and it was therefore agreed that Social License would be the main topic of discussion. It was agreed that Roly Owers, Chief Executive of World Horse Welfare, and Jeremy Cooper, Chair of The Greyhound Board of Great Britain would be invited to present at the meeting.

The Trustees agreed that the four newly qualified Fellows would be invited to join the Trustees at the end of the session for informal introductions over lunch.

Post Meeting Note: This invitation was declined by the Fellows as they would like to opportunity to make a formal presentation to the Board, and to invite other members of the Association of Fellows. This will be revisited at a later date.

Any Other Business

There were no further matters arising for discussion.

Date of next meeting: Wednesday, 27 October 2022