



**Minutes of the General Meeting of The British Horse Society**  
**held on Saturday 5 January 2019 at 11:00**  
**at The BHS Headquarters**

- Present:** David Sheerin – Chairman  
Lotta von der Heyde – Vice Chairman  
Martin Clemmey – Treasurer
- Board Members in Attendance:** Jane Domhill  
Kirsty Handel  
Ken Law  
Sarah Simpson  
Diane Tranter  
Christine Worthington
- BHS SMT in Attendance:** Lynn Petersen – Chief Executive  
(All Voting Members) Sarah Phillips – Chief Operating Officer  
Alex Copeland – Director of Education  
Emma Day – Director of Membership  
Sandra Ford – Director of Marketing & Communications  
Alan Hiscox – Director of Safety  
Alison Macdonald – Director of Human Resources  
Paul Perkins – Director of Technology  
Duncan Snook – Director of Finance  
Gemma Stanford – Director of Welfare  
Georgina Walters – Business Development Director  
Mark Weston – Director of Access
- BHS Staff in Attendance:** Kate Cobley – Operations Manager  
(All Voting Members) Seona Shuttleworth – PR & Communications Manager  
Karen Irving – Events, Bookshop & Merchandising Manager  
Jeanette Poile – Executive  
Gillian Churcher – Business Analyst Contractor  
Tom Holden – 2<sup>nd</sup> Line IT Support Engineer  
Des Payne – Safety team leader  
Chris Doran – Logistics manager  
Julian Campbell – Technical Development Manager  
Sean Johnson – Receptionist  
Ann Baylis – Editorial & PR Executive
- BHS Staff in Attendance:** Georgia Dickson – PA to the Chief Executive & Chairman  
(Not Voting Members)
- Scrutineer:** Christine Blackford – Scrutineer

**Voting Members:**

Claire Aldridge, Danny Anholt, Lorraine Arkless, Alison Balfour-Lynn, Ruth Baxter, Andrew Bennie, Katherine Bishop, Tessa Bishop, Linda Blackett, Janice Bridger, Andrew Chadwick, Catriona Cook, Oliver Coombe-Tennant, Sue Coombe-Tennant, Rachael Corey, Lisa Cowley, Ruth Dodd, Tim Downes, Natasha Eastwood, Lucy Elder, Helen Evans, Isabel Forsyth, Lyndsay Gammon, Linda Gate, Jan Gigli, Matthew Goodchild Simpson, Chris Hartas, Margaret Hedley, Jane Hemingway, Timothy Horscroft, Jill Horseman, Charis Howard, Brian Hutton, Kristine Hynd, Paul Ingram, Rachel Jenkinson, Paul Kempin, David Kerry, Billy King, Joanna MacInnes, Helen Manns, Sally McCarthy, Hilary McKenna, Bob Milton, Mr GJG Milton, Mrs MIL Milton, Audra Morgan, Lisa Morris, Marjorie Norrie, Rebecca O'Rourke, Jenni Oxlee, Eileen Pacey, Tony Parker, Rebecca Pink, Simon Powell, Mandy Prout, Jillie Rogers, Caroline Rutter, Caroline Shaw, Pam Suddes, Elvia Thomson, Lady Anne Vestey, Jean Wallace, Helen Williams, Sandra Williams, Caroline Young, Loraine Young

Before the Chairman opened the meeting, Loraine Young presented a single piece of paper to Lynn Petersen with twelve signatures on it, requisitioning a General Meeting.

**1. Welcome and Introduction to the Trustees**

The Chairman opened the meeting by welcoming the attendees and thanking them for joining the meeting. The agenda was presented, and some housekeeping notices were made. It was explained that minutes of the General Meeting would be taken, but not of the Members meeting which would follow.

It was explained that the meeting would be recorded, video capture would be taken of the presenters, but not of any of the attendees. Voice capture of the entire meeting would be taken. The purpose of this was for it to be shown in other rooms if more attendees had arrived than expected. It also may be used to broadcast to members later.

Attendees were reminded that they were all there with a common interest and were all passionate about the Society, and therefore could all be respectful to one another's views and opinions throughout the meeting.

It was requested that questions were saved for the Q&A session after the presentation and before the vote. Any questions received which were not related to the Constitutional changes would be deferred to the Members Meeting Q&A session.

For the purpose of these minutes, all questions and discussions have been noted under Section 3 – Question from the Members

As there had been some speculation in relation to the timing of the General Meeting, the Chairman advised of the rationale. The Society is bound by the publication dates of the British Horse Magazine, as well as the election schedule. All business relating to elections is communicated via the magazine, and so it was imperative that the General Meeting was held before the next publication date, for the appropriate positions for election to be publicised in the February issue of British Horse.

The Trustees felt that following the announcement of the General Meeting on 30 November 2018, a large effort had been made to ensure members were kept informed and reminded to vote. An FAQ document had been produced and distributed by 4 December 2018, several informative emails had been sent by way of reminder, and an open letter had been published in Horse and Hound on 20 December.

The rationale behind the Constitutional changes was summarised by the Chairman.

Please see Question 1 from the questions section, raised by an unannounced Member (Mr GJG Milton).

## **2. Proposed Changes to the Constitution**

The Society is regulated by The Charity Commission and receives funding from UK Sport and Sport England. It is also a member of the British Equestrian Federation (BEF) and as such needs to demonstrate good governance. Both codes use the terms 'should' and 'must', however when the new codes are introduced, there is period of adjustment and acceptance so that organisations can evolve to meet the new requirements. Over a period 'should' will become 'must', which is why the Society is trying to keep ahead of the evolving good governance requirements.

Through the BEF, the Society has received funding to fund posts for such projects as British Riding Clubs Centre Membership Scheme and The British Horse Society Participation Project, all three posts have now become permanent members of staff. In the countdown to 2026, the Society has received £150,000 funding over a three-year period to register bridleways, this includes funding for a 2026 Project Officer. In order to receive this funding, the Society must meet the gold standard of governance.

Diversity is crucial in governance; therefore the Board should try to recruit people who think in different ways, as well as those who have different backgrounds. The nine protected characteristics under law should be considered within the composition of the Board and during the recruitment of Trustees. The Chairman highlighted the need for diversity outside of the equestrian industry.

A brief summary of the history of the Society's Board of Trustees over the past ten years was provided for context:

2009 – Nine elected members plus six co-opted to include additional members nominated by the Riding Clubs' Committee and the Training and Education Advisory Committee.

2009 – Selection Committee was put in place.

2013 – Constitution created from the Memorandum & Articles of Association. The Board consisted of nine voting members and three co-opted.

2015 – Trustee role descriptions were introduced to ensure that the Society's charitable objectives were represented by the Board.

2016 – Changes to the Constitution were adopted after they were voted in at a General Meeting; the Nominations Committee was introduced, and Trustees were elected against specific roles.

2019 – Changes to the Constitution of the Board are proposed – five elected Trustees, three appointed Trustees and three co-opted Trustees.

The Chairman advised that PWC had been involved in all changes to the Society's Constitution and had provided legal advice and been responsible for producing the written documents and proposed Constitution.

As part of effective governance, a charity is required to hold a risk register which identifies any threats to the ability of the charity to carry out its work. Effective succession planning is one such risk. Attracting Trustees to fill the roles within the Board has been identified as a risk to The British Horse Society. In recent years, the number of members standing for election has decreased and the percentage of members voting in Trustee elections is around 5%. The risk assessment identified that in order to attract a greater number of individuals to consider becoming British Horse Society Trustees, it would be necessary to look outside of the membership for potential candidates.

There is a proposed change to the period of office for the Chairman, which will allow the Chairman to serve up to two terms of three years but no more than six consecutive years. The Chairman will be appointed by a recruitment process undertaken by the Nominations Committee, followed by a recommendation to the Board for appointment. The Nominations Committee was introduced in 2016 as part of the Constitutional changes which were adopted at the Members' Meeting held in 2016. The Trustee role descriptions and advisory committee terms of reference were also adopted at this time.

Prior to 2010 there was a Selection Committee which fulfilled a similar role to the Nominations Committee. There was no such committee between 2011 and 2016 when the Nominations Committee was formed.

Please see Question 2 from the question section, raised by an unannounced Member.

Please see Question 3 from the question section, raised by unannounced Member (Linda Gate).

The Nominations Committee mark and assess applicants against the role description and the criteria set out within. If it is felt that an applicant fulfils the criteria, they will be invited to interview. If successful at interview, they will be endorsed for election.

Please see Question 4 from the question section, raised by unannounced Member (Mr GJG Milton).

Please see Question 5 from the question section, raised by unannounced Member (Lisa Cowley).

Please see Question 6 from the question section, raised by an unannounced Member.

Please see Question 7 from the question section, raised by unannounced Member (Linda Gate).

Please see Question 8 from the question section, raised by an unannounced Member.

The Board of Trustees had intended to introduce themselves at the beginning of the meeting, however the presentation had gone ahead without this taking place. The presentation was paused to make introductions.

Jane Domhill introduced herself and advised the meeting that she had been elected as a Trustee in July 2017 with a specialism in Business, Commerce and Strategy.

Christine Worthington introduced herself and advised the meeting that she had been a volunteer for the Society for 30 years. During this time, she had held different roles on Local and regional Committees and at present she was the Chair for the North West Committee. She had served a three-year term as a Trustee some years ago but was not re-elected for a second term. In July 2018 she was asked to be co-opted to the Board for her generalist knowledge about the Society and volunteering.

Kirsty Handel introduced herself and advised the meeting that she was elected as a Trustee in 2016 with a specialism in Business and IT. Although she had ridden horses for the majority of her life, she worked for a corporation rather than the equine industry.

Martin Clemmey introduced himself as Treasurer and advised the meeting that he had been co-opted to the Board in April 2017. He had worked as a Finance Director in industry and commerce for many years and more recently in Charities for the past twelve years. He has wide experience of membership organisations.

Lotta von der Heyde introduced herself as Vice-Chair and advised the meeting that she was elected as a Trustee in 2013 and was coming to the end of her second term. She has a

specialism in Welfare and is a volunteer Welfare Adviser for the Society. She is also heavily involved with local committees in the Devon area.

Sarah Simpson introduced herself to the meeting and advised that she had been co-opted to the Board in November 2018 for her specialism in Education. She had been a member of the Society for 40 years and it also a freelance BHS Stage 5 Coach in Complete Horsemanship.

Kew Law introduced himself to the meeting as the safety specialist. He was elected in 2017 and has been awarded with the Sefton Award for Improving Equine Safety. He is also on the Safety Advisory Committee.

Diane Tranter introduced herself as the Access specialist. She had been elected in 2014 and was re-elected for a second term in 2017. She has been a member for 40 years and is a BHS Stage 3 Coach in Complete Horsemanship.

Unannounced Member (Billy King) requested that Sarah Phillips confirm her position at the Society. Sarah Phillips introduced herself as Chief Operating Officer and advised that she had been working very closely with the Board of Trustees and Senior Management Team to coordinate the Constitutional changes.

### **Proposed Composition of the Board**

The presentation continued with Jane Domhill introducing the proposed composition of the Board and presenting an organisation chart for Board of Trustees. The proposed composition includes; five voting members to be elected as Trustees, three Trustees appointed through a recruitment process (two with business knowledge, one reserved for the role of Treasurer), and the option to co-opt three additional trustees. Jane Domhill highlighted the importance to remember that the majority of Trustees will always be voting members with at least three years voting membership.

Whilst the appointed and co-opted Trustees are not required to be members at the time of appointment, they will be required to join The British Horse Society when they accept the Trustee role.

It is possible for both the appointed and co-opted Trustees to be recruited from the membership. Members are welcome to put themselves forward for these roles and take part in the recruitment process. In the past there have been some potentially ideal candidates who have not been elected as Trustees as they have been relatively “unknown” to the membership. Had these members gone through the recruitment process, rather than an election process, they would have become Trustees.

Clause 10.2 in the proposed revised Constitution states - The majority of the Board must be Voting Members of the Society with each Voting Member holding a voting membership for at least three years prior to joining the Board. Therefore, the Board

must consider, when co-opting or appointing Trustees whether the balance of the Board will remain as a member majority.

Jane Domhill emphasised the need for business knowledge and experience at that point in time, advising that it is a large concern of a SME business. The Society has a group turnover in excess of £11,000,000 and the Trustees are required to be responsible for this; the Society is a serious entity which needs to be able to stand on stable feet to move forward. It is the responsibility of the Trustees to put in place a reasonable succession plan which is why the changes have been proposed.

2019 brings a rotation of the Board and it is necessary to fill the positions with expertise that will help the Society progress. In previous years the Board has not received applications from members with an appropriate range of skills, and therefore Jane Domhill would welcome and encourage more members to apply.

Please see Question 9 from the questions section, raised by an unannounced Member.

Please see Question 10 from the questions section, raised by an unannounced Member.

Following further discussion regarding the Nominations Committee, Jane Domhill confirmed that the Trustees felt that they had followed due process with the Nominations Committee and the recruitment process reflected that of a standard recruitment process in any business.

Please see Question 11 from the questions section, raised by an unannounced Member.

### **Proposed changes to the General Meeting**

Ken Law introduced the proposed changes to the General Meeting. It was proposed that the number of voting members of the Society required to requisition a General Meeting of the Society to be increased from 12 to 0.25% of the membership on the preceding 1 January rounded to the nearest 100, and any such request must be presented in a single document to the Chief Executive Officer with the signature of each voting member and their membership number.

The calling of a General Meeting needs to be a fair and democratic process. The current membership of the Society is in excess of 104,000 (104,818 to be exact). To allow twelve members to call a General Meeting has the potential to be unrepresentative of the whole membership. Changing the number required to a percentage will reflect a proportion of the membership, whether that increases or decreases. If the number required is low, this can give rise to unwarranted and frivolous actions that might bring the Society under risk. If the number required is too high this would clearly be undemocratic. It is considered that 0.25% is representative of the membership.

For a charitable company, company law provides that a General Meeting can be requested by 5% of those entitled to vote at such a meeting. If the Directors fail to call a properly requested meeting, the members have a statutory right to call the meeting themselves.

Recently an EGM was called by British Eventing Members by a small number of members. Criticism was received from members who had no concerns with the management of BE, asking why such a small number of members could call an EGM and potentially disrupt the organisation. Also, the cost of holding the EGM was challenged by members who felt no need for the meeting.

Please see Question 12 from the questions section, raised by unannounced Member (Linda Gate).

Please see Question 13 from the questions section, raised by unannounced Member (Linda Gate).

Please see Question 14 from the questions section, raised by unannounced Member (Linda Gate).

Please see Question 15 from the questions section, raised by an unannounced Member.

Please see Question 16 from the questions section, raised by an unannounced Member.

### **Proposed Changes to Means of Communication**

Diane Tranter introduced the proposed changes to the means of communication. The proposed amended Articles of Association allow notice to be given to the members by placing the notice in the printed pages of the Society's magazine, British Horse. The insert which was placed in British Horse received criticism as it was missed by some members. The current Constitution does not allow for the printing of a notice within the pages of the magazine. To mail a notice to each voting member would cost in excess of £50,000. It is not possible to email the notice to each voting member as the Society only holds valid email addresses for 67,000 of its members. The decision was made to include an insert as the more economic option.

Please see Question 17 from the question section, raised by Jan Gigli.

### **Minor Changes to the Articles of Association**

Kirsty Handel introduced several minor changes to the Articles of Association to ensure consistency across the document, for example; the numbering of points, consistency of terminology, and clarity around grammar.

It was highlighted by an unannounced member that there were inconsistencies throughout the proposed document in reference to use of 'Board' and 'Trustee'. This could be addressed if the written resolution is carried. For clarity, the preliminary section of the proposed Constitution defines the term 'Board' as collective, and 'Trustee' as individual.

The wording around the placement of notice in British Horse magazine (33.4.5) was noted; it was suggested that it was vague and should be made clearer and more accountable. The Chairman advised that this would be considered.

It was suggested that the title 'Chairman', and the reference 'he', should be reviewed as they could be deemed inappropriate. It was also requested by the same attendee that the term Natural Person, under 10.4.2., be clarified, as he was concerned that this may rule out LGBT members. It was advised that this was not the case. It was also advised that the terms 'Chairman' and 'he' is standard in legal terms.

Please see Question 18 from the questions section, raised by unannounced Member (Jo MacInnes).

Please see Question 19 from the questions section, raised by unannounced Member (Sally McCarthy).

### **3. Questions from the Members**

#### **1. Resolution Type**

Unannounced Member (Mr GJG Milton) queried whether the changes were by way of a special resolution or written resolution. The Constitution states that in the case of a special resolution a majority of not less than 75% of the voting members shall be effective.

It was argued by the floor that some of the Constitutional changes to the composition of the Board were major.

#### **2. Nominations Committee**

An unannounced Member requested that the Chairman to confirm the composition of the Nominations Committee. He advised that the Nominations Committee consists of two elected Trustees and a third independent member who is not a current Trustee. At present a solicitor from London is the independent member.

The Chairman advised that the Trustees had been in conversation with the Working Group of Fellows, to consider a Fellow joining the Nominations Committee at future meetings.

Please see Question 16 from Tim Downes for further information.

### **3. Trustee Role Descriptions**

Unannounced Member (Linda Gate) questioned whether role descriptions are available to applicants prior to application, so that the responsibilities could be properly considered.

It was advised that role descriptions are distributed at advertisement stage, for potential applicants to consider the responsibilities and criteria prior to application.

### **4. Trustee Role Descriptions**

Unannounced member (Mr GJG Milton) suggested that the role descriptions were not thorough enough, at just one third of an A4 sheet of paper.

It was advised that there are more thorough, detailed descriptions available for the roles of Chairman, Vice-Chairman, Treasurer and Trustee, the shorter descriptions referred to detail the criteria applicable to specialist areas. There is one for each area of specialism and they are used in conjunction with the standard Trustee role description.

### **5. Changes to Chairman role**

Unannounced member (Lisa Cowley) asked whether under the proposed changes to the Chairman's role, the Chairman could serve two terms as a Trustees (six years), followed by an additional two terms as Chairman (six years); with a total term of twelve years.

This was confirmed to be correct.

For clarity, the Chairman advised that historically the membership had not had an input to the Chairman's appointment. It is not a position that is elected by the membership.

### **6. Membership Representation**

An unannounced Member stated that there is a general feeling that the members, as a body, are not being represented fairly in Board decisions. He understood that there are obligations for compliance, however he felt that the membership do not have enough representation at the top.

### **7. Information Request**

Unannounced Member (Linda Gate) suggested that the presentation on constitutional changes should have been distributed prior to the meeting so that attendees had better understanding beforehand.

The Chairman thanked Linda Gate for her comments and advised that they would be taken on board.

### **8. Nominations Committee**

An unannounced Member queried the composition of the Nominations Committee. The proposed constitution states that there will be two elected trustees and one

independent member; however discussion during the meeting had suggested a Fellow joining the Committee. The unannounced Member asked the Chairman to confirm whether the Fellow, or any other person engaged to support the Nominations Committee, would be co-opted or engaged as a consultant.

The Chairman confirmed that they would be engaged as a consultant for their breadth of knowledge.

The same unannounced Member asked the Chairman whether the Trustees had considered the Nominations Committee Panel having two independent members and one elected Trustee, as to be open and diverse and avoid the implications of bias.

Jane Domhill confirmed that the Committee structure was not changing under the proposed constitutional changes, and that the Nominations Committee complies with the recommendations set by UK Sport, and so the Trustees do not consider that it requires changing at this time.

#### **9. Previous Trustee Applications**

An unannounced Member suggested that in 2018 two applicants had been turned down by the Nominations Committee. The Trustees were requested to state the reasons for this.

It was advised that the requested information would not be shared at the meeting as it would not be appropriate. The information was private and confidential, and the Board were not at liberty to share.

The Nominations Committee selection process was repeated for clarity.

#### **10. Nominations Committee**

An unannounced Member asked the Trustees to confirm whether nominations for elected positions were subject to scrutiny by the Nominations Committee. It was believed by members that this was a cause for growing mistrust in the Board of Trustees.

The Chairman acknowledged these concerns and said that they would be taken in to consideration and confirmed that the Nominations Committee were involved in the Trustee election process.

#### **11. Nominations Committee**

An unannounced Member asked the Trustees whether the Nominations Committee would consider an applicant if there was a low number of applications. Would they accept an applicant who met, for example, 80% of the criteria. For the remaining 20% of skills be sought elsewhere.

The Chairman said that this would not happen under the existing process and could be considered by the Committee for future appointments.

## **12. Voting Rights of Members**

Unannounced Member (Linda Gate) asked the Chairman to confirm what number of the 104,818 members held voting membership.

It was confirmed that all members hold voting rights.

This was queried as the floor believed that Bronze Members did not hold voting rights. Sarah Phillips advised that the only membership categories were Silver and Gold\*, Bronze membership is no longer offered, and that both held voting rights. For Family Memberships, junior members were also able to vote.

\* There is a third membership category, Helping Horses, which is also a voting category.

Clarity was provided around British Riding Clubs membership numbers. The total number of British Horse Society members, as on 5 January, is 104,818. British Riding Clubs membership is a separate entity and these membership records are held separately. There are some BRC members who choose to be BHS members in addition to their BRC membership. These members are included in the total BHS membership number. Those BRC members who are not BHS members are not included in the total BHS membership number.

## **13. Membership Reporting**

Unannounced Member (Linda Gate) suggested that the Head Office were not able to accurately report on membership numbers.

Sarah Phillips advised that a new CRM system had been introduced three years ago, and initially there had been some teething issues reporting on regional numbers, but not overall membership numbers. All those teething problems had been resolved, and that at any time the CRM system could report on members and membership numbers.

## **14. Membership for Employees**

Unannounced Member (Linda Gate) questioned whether Society employees were members and whether they could vote, and if so, would it pose a conflict of interest as they are not paying members.

It was advised that sign up to membership for employees is discretionary and that not all employees take up the benefit as part of their employment contract. If an employee is a member, they do have voting rights.

It does not pose a conflict of interest for employee members to vote as although employees do not pay for their membership, it is a benefit as part of their contract of employment.

**15. Requisition of General Meeting**

An unannounced Member queried how many times the voting members have requisitioned a General Meeting in the past ten years.

It was confirmed that a General Meeting had not been requisitioned by the membership in that time period.

Another attendee questioned why, if it hadn't happened in the past ten years, were the Trustees proposing to change the Constitution.

It was advised that the Society is learning from the sector and, as previously advised, the situation that British Eventing had found themselves in last year.

**16. Requisition of General Meeting**

An unannounced Member queried how a member might find out how many signatures they needed to collate to request a General Meeting.

It was advised that Head Office would be able to provide that information upon request.

It was queried whether it would be a GDPR risk for Head Office to release that information.

It was confirmed that it would not, as no personal details would be released.

**17. Notice of General Meeting**

Jan Gigli asked why there was not a clearer notice in British Horse, advising Members to look out for the voting papers as an insert.

An announcement had been printed in British Horse on Page 7.

**18. Proposals for Written Resolution**

Unannounced Member (Jo MacInnes) suggested that the proposals may have received higher voting number if they had been proposed separately, rather than grouped together.

This was widely agreed within the room.

The Chairman thanked Jo MacInnes for the suggestion and said that it would be taken on board by the Trustees.

**19. Requisition of General Meeting**

Unannounced Member (Sally McCarthy) questioned whether 0.25% of the membership would have to sign the same piece of paper in order to request a General Meeting.

It was confirmed that a single document of many pages would be accepted. For example, each member could sign one piece of paper and all pieces could be collated in to one document.

#### **20. Fellow Representation on the Nominations Committee**

Tim Downes FBHS, had been in discussion with the Chairman regarding the possibility of a Fellow joining the Nominations Committee. He was not aware the Fellow member would not have a vote on Committee endorsements. He asked the Chairman to confirm that this was correct.

The Chairman confirmed that the Fellow would be engaged by the Committee for advice but would not become a voting member of the Committee.

#### **21. Fellow Representation on the Nominations Committee**

In relation to Question 16 from Tim Downes, unannounced Member (Caroline Rutter) addressed the Trustees. Caroline stated that she believed there were areas that the Society should be moving in to, but none of those areas were represented by the specialist Trustee role descriptions.

For example, there is not a qualification available for working with heavy horses, and the Complete Horsemanship qualifications are too restrictive to cover the area.

It was requested that the Constitution be amended to allow a Fellow to be a member of the Nominations Committee.

The Chairman responded by suggesting that anyone from any equine background could apply to Generalist Trustee role. A member with a background in this area would be welcome to apply for the role.

#### **22. Nominations Committee**

Clarification regarding the independent member of the Nominations Committee was sought by unannounced Member (Mr GJG Milton), as there was some confusion. It was believed that the independent member was a paid solicitor.

It was confirmed that the independent member was not paid to be a member of the Nominations Committee.

In response, it was requested that 18.1.2 of the proposed Constitution be amended to read 'independent' instead of 'not connected'.

#### **23. Adjournment of General Meeting**

Bob Milton suggested that the proposals were gerrymandering and that the Trustee proposals, in addition to one or two points that had arisen during the meeting, lead him to believe that they could be abused in the future. He said that the proposals looked as though they could be manipulated to meet an off-the-record agenda, and because of that, plus the issues surrounding the Nominations Committee, he would seek under 26.11.2 of the Articles of Association an adjournment, to be decided a

vote of the attendees of the meeting, with a request that the board consider the questions from the members and withdraw the resolution.

By way of clarification, the Constitution point that Bob Milton was referring to was 26.6, *not* 25.11.2.

Sarah Phillips left the meeting to take advice on how the Trustees should proceed.

#### **24. Trustee Board Composition**

Unannounced Member (Helen Manns) proceeded to say: “The BHS is a membership Society, and it’s being closed down looking for Trustees. In my mind, the most important part of being a Trustee is to have an overall view of the Society; it is very important. You can co-opt for specific jobs. It is very important that the members decide who the Trustees are. I must confess that I had my arm twisted to be a Trustee, but I’m very delighted that I did. I’m quite sure that within 100,000 members, we have people who have been members of the Society, interested in the Society that can stand. Don’t go outside it to people who don’t know what end bites and what end kicks. We don’t want those people; we want people who know the Society and equine world. I would plead that this meeting looks at this very carefully. And we look at Trustees, and there is no reason we can’t go out to the 100,000 and say ‘you’d make a good Trustee’, why not, and supply them with the information. They’re there if you want to go and find them, if you don’t want find them, they’ll still be riding up the hills. Please, please have the members who have an overall view of the Society and there are people out there, when I came on I knew very little about rights of way and I went on courses to find and so could represent people who came to me. But I do believe; don’t walk away from Trustees that have long and overall knowledge.”

Jane Domhill responded, saying that when new Trustees are being sought, the process is open to everybody to come forward.

#### **25. Membership for Employees**

Paula Kempin said that in the current climate, with Brexit etc. people recognise that they are being hoodwinked and so, they want to be more involved.

Paula Kempin had two questions; the first is why Employees were made to be Society members and why they didn’t have to pay.

As previously advised, membership is a benefit which forms part of the employment contract. This is not compulsory and not all employees take up membership.

#### **26. Scrutineer**

The second point that Paula Kempin wanted to raise was why an independent scrutineer hadn’t been appointed.

Sarah Phillips advised that an independent scrutineer had been appointed, Christine Blackford.

Paula Kempin suggested that it should have been undertaken by an external agency with the option to vote electronically so that Head Office didn't know how many people had voted, or which way the vote had gone.

It was suggested by Paula Kempin that a lot of people had decided not to vote, because they were in a position where they needed something from the Society and were worried that they wouldn't get it if they voted against the changes.

#### **27. Previous Trustee Applications**

A third point was raised by Paula Kempin in relation to unsuccessful Trustee applications from previous years. Paula Kempin believed that several suitable candidates had applied but did not go through to the elections.

This had been addressed earlier in the meeting and the Trustees were not able to comment as to the reasons why those applicants had not gone forward to elections.

#### **28. Proposed Changes to Constitution**

Unannounced Member (Billy King) stated that he did not have any confidence in the proposed changes and that it was difficult to know from the proposed Constitution what changes were being made, or how they would be changed.

The tracked changes document had not been uploaded to the website.

The Chairman thanked Billy King for his comments and said they would be taken on board.

#### **29. Positive Changes**

Unannounced Member (Helen Williams) stated that she was a Finance Director and was on the Board of several Charities. She asked the floor whether anyone present believed that the Trustees would try to pass something underhand, as she only deemed the changes to be positive. She thanked the Trustees for trying to take the Society forward in a positive way.

#### **30. Charitable Aims**

Unannounced Member (Linda Gate) suggested that the business aims of the Society had overtaken the charitable aims.

Christine Worthington responded that all Trustee role descriptions, appointments and training align with the charitable objectives. Additionally, any surplus funds are reinvested back in to the charity for the good of horses.

### **4. The Vote**

Christine Blackford entered the meeting, along with Duncan Snook.

The Chairman confirmed that under point 26.6 of the current Constitution an adjournment can be requested and must be voted on by the meeting attendees. The vote would be taken by a show of hands, with Christine Blackford present as scrutineer. Proxy votes could not be used for this vote as the vote related to an adjournment, rather than the written resolution.

Unannounced Member (Ruth Dodd) questioned whether the proxy vote would be reopened as a result of an adjournment, for more members to submit their proxy vote. Christine Blackford and Duncan Snook advised it would depend on the date that the meeting is rescheduled.

It was questioned whether the reconvened meeting could then be adjourned again. It was suggested that the Society was standing still, and business could not carry on as until a resolution was met. It was questioned whether the General Meeting could be reconvened before the other GM requisitioned at the start of the meeting, had taken place.

It was suggested by Bob Milton that, although a lot of people had travelled a long way to be at the meeting, the amount of disquiet in the room required the Board to take the issues raised away to provide clarity before the vote was taken.

It was suggested that there had been enough actions placed on the Board during the meeting to warrant an adjournment.

Unannounced Member (Lisa Cowley) said that there had been a number of points raised that the Board had responded that 'that may not be clear, but that is our intention'. There is a large feeling of mistrust that those intentions may not result in action. Therefore, those points needed to be clarified before a vote could be taken. She also said that she knew a lot of her proxy votes would have voted differently if the proposals were voted on separately.

An unannounced member said that she wanted to revisit a large omission from the document on the proposed changes, in relation to the Charity Governance Code. It was stated that a mailing for the Notice of Proposed Constitutional changes would cost £50,000, but that was small money in comparison to the bus. She said that it also talks about ultimate responsibility of Charities' funds, including its reputation, and she knew that the Society's reputation had gone downhill, and that hurt her.

Tim Downes said that the Fellows did not feel that there was an issue with the current Board, but that the proposed changes left the road open in the future for abuse, and that was a concern.

Jo MacInnes suggested that she was the longest serving member, and that in her 60 years of membership and volunteering, she had never known the amount of disquiet amongst the membership as there is now. She said that the Trustees needed to understand the disquiet and look closely at the reasons. The member views need to be taken on board.

Jane Domhill responded that she quite agreed that the Board should consider this further. She said that everyone is much more aware of the changes that happen in this day and age and social media is the main driver for misinformation being circulated.

Unannounced Member (Mr GJG Milton) addressed the Chairman to ask if he was happy to split the proposed changes, for them to be voted on individually instead of being grouped together.

The Chairman responded that, if the meeting was adjourned, the Board would reflect on the points made at the meeting and decide from there.

An unannounced Member suggested that the Members meeting take place before the vote to adjourn, so that attendees could better understand the Strategic Plan Summary for 2019-2024. This was rejected by the floor; attendees agreed that they wanted to go ahead with the vote on adjournment.

The Chairman asked Bob Milton to clarify what was being adjourned – it was clarified that the written resolution vote only would be adjourned.

Kirsty Handel confirmed that, although there had been concerns regarding the Nominations Committee, an adjournment would not address those concerns specifically.

Tim Downes commented that if the vote were adjourned, it would give the members more confidence. He repeated that voting on the proposals as a group was putting a lot of members off from voting and for that reason, he believed it would be sensible to adjourn.

Unannounced Member (Brian Hutton) stated that he was not happy with the Nominations Committee or its structure. However, it was established that any changes to the Nominations Committee would require assessment under a separate resolution as it was not included in the business or agenda for this meeting.

Duncan Snook confirmed that if the meeting was adjourned, the Chairman would decide a new date, time and place for the reconvened meeting. Unless details are specified in the written resolution, no further business shall be conducted at that meeting. It is not possible to add new business to a reconvened General Meeting.

Bob Milton commented that in his view the resolution could be withdrawn, and a new resolution proposed under a new General Meeting with a new agenda. However, this would require all proxy voters to resubmit their vote.

Christine Blackford said that her understanding was that the meeting was happening to approve or not, this Constitution, if the Constitution was brought back after adjournment and has been changed in anyway, an entire new meeting would have to be convened with a new agenda.

An unannounced Member said that in terms of adjournment, because of the timing and the information received prior to meeting, an adjournment would allow inclusion of the whole membership, for those people who felt they hadn't had the appropriate information, or couldn't attend because of Christmas and New Year.

Unannounced Member (Lisa Cowley) informed the meeting that a lot of people had directed questions to her that she had not been able to answer. An adjournment would allow for some of these questions to be answered and result in higher voting numbers.

Unannounced Member (Sue Coombe-Tennant) stated that she had been a member for 40 years, and a volunteer for 35 years. She had received all the information, known about the meeting and accessed all the available documents beforehand to understand the changes. She requested the membership was not generalised by those in opposition to the changes, as she believed there were also members who were in favour.

Some unannounced Members voiced that they felt uncomfortable that staff would be voting in an open room, and therefore under 26.11 of the current Constitution, a poll was demanded by two voting members. Duncan Snook confirmed the poll based on the request of two members.

The meeting broke for lunch and polling preparations at 12:55.

The meeting reconvened at 13:12.

Lynn Petersen, Chief Executive requested from the Chairman to say a few words prior to the poll. She expressed how sad the current state of events made her feel. The British Horse Society had never been stronger in its life, its reputation had never been stronger because of all the wonderful things that everyone was doing. She said that she was not saying there shouldn't be criticism or debate, but she felt that they were losing sight of the fantastic things that they've been doing over the past few years. All the Trustees were asking is to have more skills on the Board, and that these proposals were the best way to do it. She stated that they are not talking enough about what unites them and that they should be aware of that. Horses are what they needed to talk about, and how they were serving them, working 24-7 to do just that. She said that the fear and difficulties that she has been hearing do not represent the Society. "Although we aren't perfect, we are working like crazy to be, and we are really good". She ended by saying that we have almost 105,000 members, 150 short, and that with 100 of us in the room, it led her to believe that almost 105,000 of the membership are happy.

Bob Milton replied that if the members were happy, they would have attended the meeting to vote. A large proportion of the room did not agree with his statement.

Lynn Petersen replied that she wished we could focus on the positive things that the Society has going for it. The Fellows are the brightest and best that we have in the education system.

The Chairman advised the meeting that they were going to take the vote on whether to adjourn the meeting. It would be done by poll and on the poll sheet, members should fill out their name and membership number. This request was widely rejected by the floor and it was suggested that the poll should be anonymised. Christine Blackford said that this would be possible by checking members names off as they collected poll forms, however this process would take much longer.

The meeting broke at 13:21 for an anonymised poll to take place.

When the meeting reconvened and Christine Blackford advised the room that 103 votes had been registered and the General Meeting would be adjourned, with 61 votes in favour of adjournment and 42 votes against.

The meeting was adjourned and the Chairman opened the Members Meeting.