

Minutes of the BHA Board of Trustees Meeting
9 November 2013 11.00-15.40 at 39 Moreland Street, London EC1V 8BB

Present: Robert Ashby (Chair), Patricia Rogers (Vice Chair), John Woolhouse (Treasurer), John Adams, Tom Copley, Blaise Egan, Guy Otten, Alan Palmer, David Pollock, Mary Porter, Martin Rowson, David Savage, and Alom Shaha.

In attendance: Andrew Copson (Chief Executive and Company Secretary), Jessica Layfield (minutes), Catriona McLellan (Head of Operations) [for 32/13].

Item		Action
26/13/1	Apologies for absence were received from Paul Blanchard (PB).	
26/13/2	Declarations of interest: <ul style="list-style-type: none"> - A declaration was made by Alom Shaha (AS) in relation to any discussion of the <i>The Young Atheist's Handbook</i> fundraiser, as author of this book. - Declarations were made by Andrew Copson (AC), Blaise Egan (BE), and John Woolhouse (JW) regarding discussion of the BHA Trustee election process, as members of the Electoral Reform Society. 	
26/13/3	The Board approved the minutes of the July meeting with the following corrections: <ul style="list-style-type: none"> - It was requested that Patricia Rogers' (PR) name always be spelt in this way. 	
26/13/4	The Board received the notes from the September Policy Away Day. <ul style="list-style-type: none"> - The Board agreed that the notes from the Policy and Strategy Away Days should serve only as a reminder about the information shared, and not as a formal set of resolutions, and that if decisions are made at these meetings, these will be recorded separately as formal minutes. - The Board agreed that in future the notes from these meetings should be sent immediately after the meeting and not included in papers of the next Board meeting. - The Board agreed these notes should not be in shorthand, to avoid confusion as much as possible. 	
27/13	<u>Report of appraisal of Chief Executive</u>	
27/13/1	The Board received a confidential report from RA on the annual appraisal of the Chief Executive, which was commended for its content and approved.	
27/13/2	Confidential minute.	
28/13	<u>Management</u>	
28/13/1	The Board received the management report for the period 2013Q3 from AC.	
28/13/2	The Board congratulated management on the BHA's growth in a number of areas and successes over the past quarter.	

28/13/3	The Board noted the success of getting the humanist marriage amendment adopted and recorded their congratulations.	
28/13/4	The Board noted that a number of education and promotion projects have had to be put on hold due to Sara Passmore's absence for jury service, and that the launch of the ' <i>That's Humanism!</i> ' project will be postponed from November until January.	
28/13/5	The Board noted a complaint was received against a member of staff by a local group, but that this was resolved with no further issues.	
28/13/6	The Board requested comparative figures from previous quarters be included in future management reports.	AC
28/13/7	The Board requested clarification on what types of income fall under 'Promotion of Humanism' and 'Development (excluding donations & subscriptions)'. It was clarified that 'Promotion of Humanism' income includes any income received as a result of promotion work (such as Chief Executive speaking engagements), as well as merchandise. It was confirmed that 'Development (excluding donations & subscriptions)' relates to the office space rental by IHEU.	
28/13/8	The Board noted that in addition to the activities highlighted in the management report, there was also a debate in July in the House of Lords on the contribution of atheists and humanists to UK society. It was recommended that the Board read the Hansard transcript of this.	All
28/13/9	The Board agreed that Trustees will be included in the list of Staff, Consultants and Volunteers in future management reports.	JL
28/13/10	The Board received the accounts for Q32013 and YTD.	
28/13/11	The Board noted that the BHA has successfully cut expenditure this quarter, but that this has resulted in an associated reduction in activity, such as the BHA's non-attendance at the party conferences, and halting the school speakers training. The Board congratulated the Executive Team on achieving this reduction in expenditure and expressed thanks to all staff for their continued dedication.	
28/13/12	The Board received an update on the organisation of the World Humanist Congress 2014 (WHC2014).	
28/13/13	The Board noted that the number of tickets sold has increased to 129 since the papers were distributed.	
28/13/14	The Board discussed in detail the fundraising for WHC2014, and noted that this is a significant financial pressure for the BHA as the total required to be fundraised is £100,000. The Board noted there is not enough time to employ a fundraiser to lead this work, so AC will be devoting a significant amount of his time to it.	
28/13/15	The Board enquired about corporate fundraising and requested the list of opportunities for sponsorship to be sent to all trustees.	AC, JL

28/13/16	The Board noted with thanks that the Congress is still being delivered largely by volunteers.	
28/13/17	The Board were requested to pass on any volunteers they may have for the roles of Groups Coordinator and New Groups Coordinator, as these roles are due to be re-advertised again soon.	
29/13	<u>Budget</u>	
29/13/1	The Board received the budget for 2014.	
29/13/2	It was noted that this is the first time the BHA have produced a five-year budget plan, and that what has been produced is a zero-based budget.	
29/13/3	It was noted that the income estimates are conservative and the cost increases realistic.	
29/13/4	The Board noted that the budget accounts for one additional in house, full-time employee in place of the outsourced fundraising.	
29/13/5	The Board noted that ceremonies training income and expenditure is not included in the figures. These programmes generate a small surplus that does not affect the bottom line.	
29/13/6	John Woolhouse (JW) expressed his thanks as outgoing Treasurer to the management team for their hard work on producing this report, and noted that maintaining staff morale during these difficult financial times should be a priority.	
29/13/7	John Adams (JA) expressed his thanks as incoming Treasurer to the management team for producing the budget and alternative scenarios based on assumptions about the legalisation of humanist marriages. He expressed concern that this is a particularly turbulent time for the organisation, and that unknown costs as a result of this turbulence may result in the bottom line figures being very different in outcome.	
29/13/8	The Board enquired about the potential disruption to the BHA's finances as a result of the WHC2014, and whether it would be wise to liquidate some of the current assets in anticipation of this. It was confirmed that the incoming Treasurer will be meeting with the BHA's adviser to discuss the current asset portfolio and will subsequently share his thoughts on how best to proceed.	JA
29/13/9	The Board approved the budget for 2014 as presented.	
30/13	<u>Governance</u>	
30/13/1	The Board elected John Adams as Honorary Treasurer effective from the end of its meeting on 9 November.	
30/13/2	The Board voted thanks and Honorary Membership of the BHA to John Woolhouse, whose contribution as Honorary Treasurer during his period of office	AC

	has been exceptional.	
30/13/3	The Board received John Woolhouse's resignation from the Board of Trustees.	
30/13/4	John Woolhouse expressed thanks to the Board and wished John Adams the best of luck in his role as Honorary Treasurer.	
30/13/5	The Board agreed to co-opt the highest ranking candidate in the last Board elections not elected, which is Alice Fuller, if she agrees to this, as a result of her excellent service to the BHA Board in the past. The Board agreed that if Alice declines, the vacancy will be left unfilled until the next Trustee election.	AC
30/13/6	The Board resolved to change cheque signatories, as detailed in the confidential minutes.	
30/13/7	The Board agreed to amend the Byelaws as below (additions highlighted and deletions struck through), adopting the revised trustee application form attached as Annex 1 to this paper, and adding gender balance to the annual Board self-audit.	AC, JL
	<p>5. Election of Board of Trustees Members</p> <p>Prospective vacancies on the Board arising at the AGM caused by retirements whether by rotation or otherwise shall be advertised by the Board to all members not less than eight weeks in advance of the AGM and candidates invited to stand for the Board. To qualify the candidates must be members of the BHA and must submit an application within two weeks of such notice being given, signed by two proposers who shall be members of the BHA, in whatever format as from time to time the Board may prescribe containing a statement of their reasons for standing and intentions if elected.</p> <p>If the number of candidates exceeds the number of vacancies then not less than five weeks prior to the AGM ballots containing the names of the candidates together with their statements shall be distributed to all members of the BHA. The booklet shall also contain a list of current Board members and their gender. The order of candidates in the booklet shall be randomised, as shall the order of candidates on the ballot paper. Voting shall be by STV and counted using the Droop quota. The count shall be conducted by the Company Secretary as Returning Officer and on a weekday in the week preceding the AGM, scrutinised by two Board members not standing for election, appointed for that purpose by the Board. All candidates shall be entitled to attend the count. in accordance with the best practice recommendations of the ERS at that time.</p>	
30/13/8	The Board suggested that details of candidate nominators should be included in ballot papers, and did not approve the suggested amendment to the byelaws that these details should not be included. It was agreed that the decision on this will be remitted to the February meeting.	AC, JL

30/13/9	<p>The Board agreed with the other recommendations for changes to the trustee election process, as detailed below:</p> <ul style="list-style-type: none"> - Not to include photos of potential candidates in the election materials. - That each candidate be requested to provide the following information: <ul style="list-style-type: none"> - A max 20 word headline saying why people should vote for them - What skills and/or experience they bring to the governance role (200 words) - What is their vision for the BHA (200 words) - That BHA members should have the opportunity to hust candidates, subject to the practicalities of organising such an event. The Board agreed that a hustings should be organised for the 2014 election to see if this is a useful process. - That the gender balance of remaining board members be specified in election papers. - That the voting be brought in-house and instead of being managed by the Electoral Reform Society, as per the above amendments to section 5 of the byelaws in 30/13/6. 	
30/13/10	<p>The Board approved the changes to byelaws as detailed below:</p> <p>UKAFHA</p> <p>The changes sought are:</p> <ul style="list-style-type: none"> • To change the name of the section to 'Defence Humanists' with consequent deletions and replacement of 'UKAFHA' throughout Section 9 of the Byelaws. • The introduction of a 'Friend' scheme to maximize membership of the Defence Humanists by inserting a new sub-section '9.3 Friends of Defence Humanists' as follows (with consequent renumbering): 'Current and former members of the UK Armed Forces, MOD Civil Servants and their families who are not members of the BHA but agree with the objectives of the Defence Humanists may be treated as members in all but voting rights.' <p>GALHA</p> <p>The changes sought are as follows (additions in bold):</p> <ul style="list-style-type: none"> • To 10.3.1: 'The committee may appoint a male Patron and a female Patron for a renewable two-year terms.' • To 10.4.2: 'The Committee shall consist of...a chair, a secretary, and a finance officer elected annually at the Annual General Meeting...' 	AC, JL
31/13	<u>Strategy</u>	
31/13/1	<p>The Board agreed amendments to the BHA Strategies as below (additions highlighted and deletions struck through):</p> <p>People with humanist beliefs and values are supported in identifying</p>	AC, JL

	<p>themselves as humanists and in expressing those beliefs and values in their lives.</p> <p>We will articulate Humanism and humanist views in a way that helps people with a humanist outlook identify themselves as humanists, provide opportunities for humanists to develop their own thinking individually and in community with fellow humanists, and strive to establish contact with all who share our values. We will maintain a network of celebrants to enable non-religious people to mark or celebrate significant moments in their lives and a accredit humanist volunteers network of advisers who can provide non-religious moral and emotional pastoral support in situations where religious people have support not accessible to humanists. to those who want it.</p>	
31/13/2	The Board received a presentation on fundraising strategy from AC. This included information on how the BHA's supporter development and supporter recruitment programme has developed since 2010 and how this currently operates.	
31/13/3	The Board received an update on the Development Board and their future plans, and noted that Trevor Moore will be taking over as Deputy Chair of this group.	
32/13	<u>Presentation from Head of Operations</u>	
32/13/1	The Board received a presentation from Catriona McLellan, Head of Operations, focusing on the implementation of the new database, CiviCRM, over the past year.	
33/13	<u>AOB</u>	
33/13/1	<p>The Board agreed the below resolution:</p> <p>In accordance with Article 7 of our Articles of Association, we recognise that Alom Shaha may receive a financial benefit from the Charity by way of Royalties/proceeds from the sale of his book <i>The Young Atheist's Handbook</i>. In 2012 the BHA began a fundraising campaign to place a free copy of <i>The Young Atheist's Handbook</i> in every secondary school in Britain.</p> <p>The target figure for this campaign is £49,775, which will purchase (and post) approximately 4525 books. As this is a 'special sale' by the publisher at a reduced price, the publisher would expect to pay 10% royalties and this will mean a maximum payment to Mr Shaha of £1,800 as a direct consequence of this campaign.</p> <p>Mr Shaha was elected as a trustee of the British Humanist Association on 13 July 2013. This was subsequent to any Board decisions on <i>The Young Atheist's Handbook</i> campaign. If the campaign requires any further Board involvement, Mr Shaha has agreed to recuse himself from discussions and decisions. The reasons for any Board decisions will be recorded.</p> <p>Online and paper marketing materials that the BHA control shall be amended to advise readers of Mr Shaha's status as a trustee. The Annual Report and Accounts shall reflect this potential conflict of interest.</p>	

33/13/2	AS expressed a desire to donate any royalties received as a result of the above campaign to the BHA.	JL
33/13/3	The Board were invited to donate, if they would like to, to the fund for the Staff Christmas Party. It was agreed that JL will circulate an email with further information.	
33/13/4	The Board noted that RA and AC will be meeting with representatives of the Rationalist Association in December to discuss further potential cooperation.	
33/13/5	The Board noted that Baroness Warsi is writing on behalf of the BHA to the Department of Culture, Media and Sport to ask that Defence Humanists be present at future Remembrance Day services.	
33/13/6	It was confirmed that RA will speak to PB about his time commitment and availability.	
	<u>Dates of the next meetings</u> BHA Board of Trustees Strategy Away Day on 14 December 2013 11.00-15.00 at 39 Moreland Street, London EC1V 8BB. BHA Board of Trustees Meeting on 8 February 2014 11.00-15.40 at 39 Moreland Street, London EC1V 8BB	

ANNEX 1

PART A: PERSONAL DETAILS

FULL NAME					
ADDRESS				POSTCODE	
TELEPHONE		MOBILE		EMAIL	

PART B: NOMINATION

Each candidate must be nominated by two members of the BHA (if you have any problems identifying members to nominate you please contact Andrew Copson on andrew@humanism.org.uk):

NAME		SIGNATURE	
NAME		SIGNATURE	

PART C: AGREEMENT

I agree to being nominated for election or appointment as a Director and Trustee of the BHA. I support the Objects of the BHA as set out in its Articles of Association, its Aims and Values. By signing this form I declare I am a fit and proper person to serve as a Director of a company in England and Wales i.e. I have no criminal convictions, I have never been prohibited from accepting office as a charity trustee or company director and I have never been publicly censured by a professional body.

SIGNATURE		DATE	
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PART D: CANDIDATE'S STATEMENT

Please answer the following questions within the word limits specified.

Why should people vote for you? (20 words)

What skills and/or experience do you bring to the governance role? (200 words)

What is your vision for the BHA? (200 words)