

Minutes of the BHA Board of Trustees Meeting
24 May 2014 11.00-15.40 at 39 Moreland Street, London EC1V 8BB

Present: Robert Ashby (RA, Chair), Patricia Rogers (PR, Vice Chair), John Adams (JA, Treasurer), Blaise Egan (BE), Guy Otten (GO), Alan Palmer (AP), David Pollock (DP), Mary Porter (MP), Martin Rowson (MR), David Savage (DS), and Alom Shaha (AS).

In attendance: Andrew Copson (AC, Chief Executive and Company Secretary), Jessica Layfield (JL, minutes), Catriona McLellan (CM, Head of Operations) [for 08/14/1-08/14/7], Sara Passmore (SP, Head of Education and Promotion) [for 10/14].

Item		Action
06/14/1	Apologies for absence were received from Tom Copley (TC).	JL
06/14/2	Declarations of interest: <ul style="list-style-type: none"> - Guy Otten and Mary Porter declared an interest, as humanist celebrants, with regard to the item discussing the setting of fees for humanist celebrants. - Guy Otten declared an interest as member of the Greater Manchester Humanists in relation to the discussion of the Choir Byelaws. 	
06/14/3	The Board approved the minutes of the last meeting with the following corrections: <ul style="list-style-type: none"> - 02/14/1 – ‘hiring celebrants’ should be changed to ‘training celebrants’. - 02/14/1 – ‘Increase in numbers of attendees’ should be changed to ‘increase in attendance’. 	
06/14/4	There were the following matters arising from the minutes of the last meeting: <ul style="list-style-type: none"> - 33/14/4 – The Board received an update from AC regarding his ongoing communication with the Rationalist Association, with whom the BHA continues to collaborate on an <i>ad hoc</i> basis. - 33/13/5 – AC reported that the Head of Public Affairs is currently coordinating a Defence Humanists letter to Baroness Warsi at the DCMS about Remembrance Day services. - 02/14/1 – AC reported that members have been thanked for their donations to the final cash appeal of 2013 in the latest issue of <i>BHA News</i>. - 02/14/2 – AC reported that he had communicated the Board’s decision about Amazon.co.uk to the committee of Bedfordshire Humanists. - 03/14/1 – The Board noted that its review of its own performance had not been included in the agenda of today’s meeting because this has been added to the <i>pro forma</i> for the November meeting from now on. - The Board noted that all other actions from the February meeting have been completed. 	
07/14	<u>Management</u>	
07/14/1	The Board received the management report for the period 2014Q1 from AC.	
07/14/2	AC drew particular attention to the success of the ‘That’s Humanism!’ campaign.	

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07/14/3	AC reported that the Young Atheist's Handbook campaign is now being extended to raise money to supply the book to schools in Northern Ireland, as well as to supply it to Youth Offender Institution libraries.	AC
07/14/4	The Board received an update on the review of the implementation of the Local Groups Partnership Agreement and noted that this would commence in the autumn.	
07/14/5	The Board received an update on the successful implementation of the new Celebrant Recruitment Policy.	
07/14/6	The Board received an update from AC on the successful campaign for Ofqual to ban the practice of schools censoring exam questions that relate to evolution. The Board congratulated Richy Thompson for his work on this.	
07/14/7	AC updated the Board on the BHA's recent contribution to the debate on the slaughter of unstunned animals for religious purposes. It was difficult for the BHA to be understood clearly on this issue in the media because of anti-Muslim bigotry and so the Public Affairs team limited their involvement in the discussion surrounding this story.	
07/14/8	AC reported that the Parliamentary Question about which organisations are now exempted from the Equality Act has not yet been answered, but that he would report on the answer to this at the next meeting.	
07/14/9	The Board received an update on the progress of the reform of Religious Studies GCSEs and A Levels and the BHA's work to ensure Humanism is fairly represented.	
07/14/10	The Board received an update on the FCO Advisory Panel on Freedom of Religion or Belief, which AC has been appointed to. The panel is reviewing the UK's strategy on freedom of religion or belief internationally.	
07/14/11	DP reported that the EHF's application to gain accreditation for consultative status to ECOSOC has finally been successfully accepted after several years of trying.	
07/14/12	The Board congratulated AC on the success of resolving a number of long-standing organisational issues during his tenure.	
07/14/13	AC updated the Board on an application to create a UKIP Humanist group similar to our other political party humanist groups. The Public Affairs team are in touch with the applicants to ensure they can sign up to the BHA's Objects, Aims and Strategies, and Values. AC advised that he will be looking into the process for affiliating political humanist groups as this has not been reviewed for a number of years.	AC
07/14/15	AC reported that Helen Ukpabio, a 'witch hunter' from Nigeria, is suing the BHA and a number of media and campaigning organisations for £500million for defamation. The BHA has instructed QCs from Doughty Street Chambers who are providing <i>pro bono</i> representation.	
07/14/16	The Board congratulated Andrew West on the recognition received for the BHA's use of CiviCRM.	

Item		Action
07/14/17	The Board received the accounts for 2014Q1 and congratulated management on the healthy state of the current finances.	
07/14/18	AC updated the Board on management's plans to use legacy income to offset any Congress deficit, to increase expenditure on party conferences, and to extend Pastoral Support training. He also reported that a potential unfreezing of some salaries may be an option if the surplus continues beyond the first half of the current year.	
07/14/19	The Board received the Note on Statutory accounts and Management Accounts 2013 and thanked management for producing this.	
07/14/20	The Board received the World Humanist Congress progress report from AC.	
07/14/21	The Board congratulated the BHA and the WHC volunteers on the exceptional work being done on the Congress, in particular DP and PR who have worked extremely hard in their roles on the WHC Organising Committee.	
08/14	<u>Annual Report and AGM</u>	
08/14/1	The Board approved the substance of the Annual Report and Accounts for 2013, subject to these being updated with the typo corrections from DP.	AC, CM
08/14/2	CM clarified the query from DP on depreciation of tangible assets.	
08/14/3	The Board agreed that the final sentence of note 19 should be changed to read '...fundraising initiatives may allow the event to break even.'	AC, CM
08/14/4	The Board requested that CM clarify with the auditors why we have this year been audited in line with the Charities Acts 2011 rather than the Companies Act 2006. In addition, it was requested that in the Independent Auditors' Report of the 2013 Annual Report the word 'trustees' be used instead of 'directors' throughout to ensure clarity.	AC, CM
08/14/5	The Board agreed the Letter of Representation to the auditors and authorised the Chair to sign it.	
08/14/6	The Board received and noted the auditor's management letter. The Board believed that paragraph three of the section on Revised Charity SORP should read 31 December 2014, rather than 2013 and requested that this be checked with the auditors.	AC, CM
08/14/7	It was confirmed that CM and AC will report to the Board in due course on management's plans for ensuring compliance with pensions auto-enrollment. The Board will need to approve these plans in time for the June 2016 implementation deadline. CM is already working on this and is taking advantage of free advice from the Charity Finance Group, which JA has also recently joined. AC advised that he is comfortable that we are managing this process satisfactorily.	AC, CM

Item		Action
08/14/8	The Board approved the substance of AGM notice and agenda, subject to these being updated with the typo corrections from DP, and with the addition of the Board's response to the proposed motion as agreed below.	JL
08/14/9	<p>In response to the motion received, the Board agreed that the below amendment to the motion will be proposed and included in the AGM papers:</p> <p>The Trustees have proposed the following amendment to the motion:</p> <p style="text-align: center;"><i>Replace 'The British Humanist Association' with 'This meeting'</i></p> <p>This is because the procedure for making BHA policy includes consultation with partner groups and full discussion at the Trustees' annual policy meeting. The Trustees point out, for information, that the BHA supports End Child Poverty and the Jubilee Debt Campaign. If the meeting adopts the amended resolution, the Trustees will take it into account at their next policy meeting.</p>	
08/14/10	The Board noted that there were eight candidates for four Board vacancies and that AC as Company Secretary would therefore administer an election according to our Byelaws.	
08/14/11	The Board noted that David Savage will not be standing for re-election.	
08/14/12	The Board appointed David Pollock and David Savage as scrutineers for the election count on 2 July.	
09/14	<u>Governance</u>	JL
09/14/1	The Board reviewed the current <i>Trustee Handbook</i> , in accordance with its decision to do so every May, and agreed that the handbook requires no revision at this time.	
09/14/2	The Board noted the retirement of Professor John White as BHA representative to the REC and appointed Richy Thompson in his place.	
09/14/3	The Board appointed Natalie Haynes to the Board for a three year term.	
09/14/4	The Board co-opted Martin Rowson to the Board, effective from 20 July 2014.	
09/14/5	The Board agreed to receive a proposal outlining which gaps potential appointees or co-optees would meet, before they are approached, for future Board appointments and co-options.	
09/14/6	<p>The Board agreed the following timetable for the recruitment of a new Chair:</p> <ul style="list-style-type: none"> December 2014: Board to discuss what we are looking for in a new Chair as part of annual strategy meeting January 2015: Chair vacancy to be advertised April 2015: Chair apparent to be selected by appointment committee August 2015: Chair apparent to be appointed as a trustee by Board By August 2016: Chair apparent to be elected Chair by Board 	

Item		Action
09/14/7	The Board agreed the changes to Byelaws as appended (insertions highlighted and deletions struck through).	JL
09/14/8	The Board noted that the Chief Executive and the Head of Ceremonies will agree processes for ensuring the celebrant fee banding recommendations are reviewed annually, including provisions for a situation where one or both of these individuals is also a celebrant. AC will also clarify whether recommended bandings can vary by region.	AC
09/14/9	With regard to Project Landscape, the Board agreed to continue to investigate the proposals, following the recommendations from RA, with a view to deciding at a later stage whether or not to proceed with the BHA's funding of a project. RA will provide a further update on this at a future meeting, most likely at the November Board meeting but possibly in August. The Board agreed they would require a full risk analysis before making any decision.	RA
09/14/10	The Board agreed the following changes to the subscriptions, to be recorded in the Byelaws: <ul style="list-style-type: none"> • Full annual subscription to increase to £38 (this would raise £11,625 per annum on present membership numbers) • Family annual to increase to £54 (estimated increased revenue: £1,839) • Life to increase to £700 (estimated increased revenue: £4,000) • Concessionary subscription to increase to £25 and to be re-worded as: "low income". 	AC, JL
09/14/11	The Board adopted the investment policy below: <ol style="list-style-type: none"> 1. Investment objectives. The BHA should look to earn RPI plus 5% on its reserves. 2. Risk. The BHA would wish to adopt a prudent attitude to risk, particularly in regard to capital value. At the same time the management of funds should protect, as far as possible, against the impact of inflation and any adverse results from expected changes in interest and currency rates. 3. Time Horizon. Given the longevity of the Association (and its predecessors) it seems prudent to look to a reasonably lengthy time horizon for financial asset management. 4. Ethical policy. While recognising that decisions to avoid investment in some sectors may impact on returns, the Association would wish to avoid investments directly linked to the armaments, tobacco and pornography industries. 5. Management. Day-to-day management of the reserves would be via the designated Barclays Bank investment manager. S/he would liaise directly with the Chief Executive and the Treasurer and they would report on a regular basis to the Board. 	AC
09/14/12	The Board resolved that the BHA reserves are moved from the current Barclays Bank discretionary fund into the Barclays Charity Fund with immediate effect.	AC
10/14	<u>Presentation from Head of Education and Promotion</u> The Board received a presentation from Sara Passmore, Head of Education and	

Item		Action
	<p>Promotion, on the successes of her department over the last year, as well as any challenges on the horizon.</p> <p>The Board congratulated Sara for her excellent work.</p>	
<p>11/14</p> <p>11/14/1</p> <p>11/14/2</p>	<p><u>AOB</u></p> <p>The Board congratulated AC on the achievements of the last year, in particular the stable financial situation.</p> <p>The Board congratulated DS on reaching the end of his term as a trustee and thanked him for his many years of hard work on the Board.</p>	
	<p><u>Dates of the next meetings</u></p> <p>BHA AGM, 19 July 2014 10.30-17.00 at Bishopsgate Institute, 230 Bishopsgate, London EC2M 4QH</p> <p>BHA Board of Trustees Meeting, 2 August 2014 11.00-15.40, at 39 Moreland Street, London EC1V 8BB</p>	

Changes to Byelaws

Trustee election vote

The timetable for trustee elections has been found to be too inflexible and so the Byelaws will be amended as follows:

5. Election of Board of Trustees Members

'...The count shall be conducted by the Company Secretary as Returning Officer and on a weekday in the week preceding the AGM' to '...The count shall be conducted by the Company Secretary as Returning Officer and on a weekday in the week preceding **in advance of** the AGM'

Choirs

There are now two Choirs in operation and so the Byelaws will be amended as follows:

7. The Choirs

7.1 ~~THERE SHALL BE A CHOIRS SECTION, WHICH SHALL BE A SECTION OF THE BHA WITH THE AIMS OF:~~

- i. Providing a financially self-sustaining choir for anyone who wishes to sing non-religious music;
- ii. Promoting Humanism and humanist arts through public performances;
- iii. Forming an inclusive community founded on humanist principles
- iv. Showcasing songs composed for the BHA.

7.2 MEMBERSHIP

- 7.2.1 Membership shall be open to all individuals wishing to participate who agree to abide by the rules of the Choir as set by the **each of the Choirs'** Committees from time to time
- 7.2.2 Prospective members will not be required to audition before admission to ~~the a~~ Choir, but ~~the~~ **each** Choir will aim to strive for highest possible standards.
- 7.2.3 ~~The~~ **Each of the Choirs'** Committees may suggest a voluntary donation from Choir members, which will be as minimal as possible, covering only essential costs. These may include but are not limited to:
 - i. Venue hire for rehearsals.
 - ii. Any payments for Music Staff.
 - iii. The providing of copies of sheet music,
 - iv. All costs incurred by performances.

7.3 EXPULSION FROM MEMBERSHIP

- 7.3.1 Any member that contravenes the rules of the choir set by **each of the Choirs'** Committees is liable to expulsion by majority vote of the Committee
- 7.3.2 Membership can be reinstated if the **Choir's** Committee feels that person has made amends to all those affected.

7.4 TERMINATING MEMBERSHIP

- 7.4.1 Membership will cease upon the receipt of written notification of termination from a member.
- 7.4.2 Any donations received from the member for future rehearsals or events shall be refunded.

7.5 THE COMMITTEE

- 7.5.1 There shall be a Committee **for each Choir**, which shall pursue the aims of the BHA Choir, consisting of:
 - 7.5.1.a The Convener, who shall be chief executive officer of the BHA Choir and chair the Committee
 - 7.5.1.b The Treasurer, who shall be the chief financial officer of the BHA Choir
 - 7.5.1.c The Secretary, who shall be the chief administrative officer of the BHA Choir and be responsible for minuting Committee and general meetings
 - 7.5.1.d The Choirmaster who conducts pieces during rehearsals and performances.
 - 7.5.1.e Additional roles as needed.
- 7.5.2 The **Each of the Choirs'** Committees shall:
 - 7.5.2.a Meet once a month to discuss the progress of the Choir, upcoming events and other Choir business.
 - 7.5.2.b Organise the Annual General Meeting and any Extraordinary General Meeting;
 - 7.5.2.c Attend the Annual General Meeting;
 - 7.5.2.d Be responsible for the management of the affairs of the Choir, except where otherwise stated;

- 7.5.3 Election of members of the **each of the Choirs'** Committees shall be made at the Annual General Meeting or, in the case of vacancies and new roles arising, any Extraordinary General Meeting.
- 7.5.4 All members of **each of the Choirs'** Committees must be of at least 16 years of age upon taking up office, with the exception of the Treasurer who must be at least 18 years of age upon taking up office.

7.6 NON COMMITTEE ROLES (OFFICERS)

- 7.6.1 Officers may be appointed by the **each of the Choirs'** Committees to perform particular functions.
- 7.6.2 Officers shall include but not be limited to the Accompanist who plays the piano/keyboard and accompanies the Choir during rehearsals and performances.
- 7.6.3 Officers shall hold their positions for **a** duration agreed by the **each of the Choirs'** Committees, which shall be no longer than a year, and **after** which they can be reinstated.
- 7.6.4 Officers may be paid or unpaid and do not attend **each of the Choirs'** committee meetings unless voted in.
- 7.6.5 Officers can only become committee members if voted in by the choir.

7.7 GENERAL MEETINGS

- 7.7.1 An **Each Choir shall hold an** Annual General Meeting (AGM) ~~shall be held once annually during the last 4 weeks of summer term.~~
- 7.7.2 Extraordinary General Meetings (EGM) may be called **by each Choir** at the request of the convener, a majority of the **Choir's** committee or five Choir members.
- 7.7.3 Except where specified otherwise within clause 9, EGMs shall be subject to the same regulation as AGMs.
- 7.7.4 28 days' notice of an AGM, and 14 days notice of any EGM must be given to all **of the** Choir's members.
- 7.7.5 Any member of the **each** Choir may nominate themselves or another member for a Committee role and another member of the **that** Choir must second all nominations.
- 7.7.6 The AGM agenda shall contain the following:
- i. Election of members of the Committee,
 - ii. A report on the progress of the Choir from the outgoing Committee,

- iii. A report on the financial status of the Choir from the Treasurer, to include a summary of all transactions since the last AGM, a break-down of costs for any performances, workshops or other Choir events and, if possible, financial projections for the next year.
 - iv. Resignation of all the previous year's Committee.
- 7.7.7 The Convener shall chair the AGM.
- 7.7.8 All **of the** Choir's members will be eligible to vote at General Meetings, with the exception of the Convener who will possess a casting vote only.
- 7.7.9 The Convener shall present to the AGM the Executive and Officers elections as follows:
 - i. All candidates shall be recorded in the minutes.
 - ii. The candidates shall each have a maximum of 3 minutes to address the AGM prior to the election.
 - iii. All ballots shall include a Reopen Nominations (RON) option.
 - iv. The election shall be conducted by secret ballot.
 - v. The system employed to count vote will be Alternative Vote.
 - vi. An employee of the BHA shall count the ballot.

Ceremonies Fee Bandings

In order to comply with competition law as it affects franchises, we must amend our Byelaws to remove the responsibility for setting fee bandings. In place of this, the Chief Executive and Head of Ceremonies will now agree recommended fee bandings for the coming year each October. This will be recorded in internal process documents. The Byelaws will change as follows:

11.4.2 The Ceremonies Board is responsible to the Chief Executive for annually:

i. ~~Setting fee bandings for ceremonies~~

...