



**MEETING OF INTERIM TRUSTEES
Wednesday 3 September 2003
Committee Room 3, Royal Society of Medicine, 10:30pm**

Present: Mark FitzGerald, Chair (MF); Simon Barton (SB); James Bingham (JB);
Colm O'Mahony (COM); Angela Robinson (AR)

In attendance: Graham Tomlinson (GT); James Glavin (JG)

1. Apologies

George Kinghorn (GK); Immy Ahmed (IA)

2. Declarations of Interest

IA to check that all interim officers have completed a declaration of interest form. These forms will need to be completed again once the BASHH Trustees are in office

3. Minutes of the meeting 6 March 2003

Were approved as an accurate record of the meeting.

4. Matters arising from the minutes

Most of the issues from the last meeting of the Interim Trustees have been brought forward and appear on the agenda for this meeting. GT reported that the charity registration is almost complete and BASHH's charity number should be known on Monday 8 September. To complete the process JG is to forward BASHH's bank details to the Charity Commission.

JG

5. Financial Matters

i) Membership

Some consultants in different specialties had expressed concerns at the rise in subscription fees. They felt it was no longer worth being a member. It is important to maintain good links with other organisations, however the current subs categories would remain as they are; at this stage there would be no 'affiliated member' category with a reduced rate. However this would be kept under review.

The BASHH database is up and running. JG to produce a list of those MSSVD members who had not joined up to BASHH to allow investigation into why people had not signed up. It was thought that these numbered about 100 people. The decrease in membership was not thought to have too serious a financial impact. Subscriptions only make up 50% of income. Those people who have not signed up to BASHH has now missed the deadline. It was agreed that they would now have to pay the full subscription rate and go through the formal process to have their membership approved at Board level. [Please note that EC and IA have already written offering a further extension to these 100 people] The subscription rate for 2004/5 has not been set and is to be an agenda item for the December BASHH Board Meeting

JG

The office of 'Membership Secretary' is to be discussed at a later date; it was unclear whether a separate officer was needed or whether this would form part of the role of one of the existing officers.

- ii) Merger expenses
 SB reported that £15,301 in meeting costs had been incurred to date. There were other expenses still to come in (e.g. GT's consultancy fees and some travel expenses from AGUM), but it was anticipated that the total costs would be in the region of £26,000. The final figures will be made open at the final AGMs of MSSVD/AGUM. It would therefore be important to have a consolidated figure available by that time. It as noted that to date all expenditure has been in accordance to MSSVD expenses policy. As yet BASHH does not have an expenses policy; this is to be discussed at the BASHH Board.
- iii) Financial position of MSSVD, AGUM and BASHH
 SB reported that the financial position of MSSVD was healthy. COM confirmed that Jan Clark has the details of the AGUM financial position and would be able to provide a formal set of accounts upon request. It was agreed that BASHH should adopt the MSSVD expenses policy as an interim measure until a new expenses policy could be discussed and adopted. It was also decided that no MSSVD expenses would be paid after 21 November. A reminder about this is to go in the newsletter. **Jan Clark**
JG
- iv) Transfer of funds to BASHH
 The new BASHH Bank account has been set up. On November 22 all money from MSSVD and AGUM gets transferred across to BASHH, along with all liability. Provision needs to be made so that it is possible for cheques made out to 'MSSVD' and 'AGUM' to be paid into the BASHH bank account. SB to investigate. The Trustees need to sign a bank mandate in respect of BASHH. SB to organise this with the Finance Department of RSM.. **SB**
- iv) Assignment of contracts
 All MSSVD/AGUM contracts would be taken on by BASHH. All parties in a contract with MSSVD need to be written to, to explain the merger and to confirm that contracts will continue, but under the auspices of BASHH. As Honorary Secretary of MSSVD, Keith Radcliffe needs to write a new letter of instruction to all such parties, including Harcourt Publishers, Jailesh Patel (auditors), Vipin Shah (VAT accountant), Graham Tomlinson, Sue Bird and Brian Smith Associates. Jan Clark for AGUM should contact the branches to indicate that financial arrangements are now to cease and to assure BASHH that there are no ongoing obligations. It was suggested that GT prepare a schedule of actions that were now needed to complete the merger i.e. a summary of what is left to do. **Keith Radcliffe**
GT

6. Governance Issues

6.1 Constitution

The necessary amendments had been made for the Charity Commission. However it was noted that the changes had not been transferred to the Branch Constitution. GT to amend the constitution accordingly, also including the changes detailed below and circulate the latest version. **GT**

Chair of Trustees

It was recommended that the Independent Trustee be Chair of Trustees. This would be put before the AGM. GT to prepare the necessary resolution. It was also suggested that the constitution should be altered to indicate that the President of the Association should have the choice to be a Trustee. If the President decides not to take this up, the Vice-President should automatically be elected by the Board to be a Trustee. **GT**

Branch Officers

It was agreed that Branch Officers should be Fellows of the Association.

Other Matters

Once the interim period of BASHH had passed, those measures that relate to this period should be removed from the constitution.

6.2 New logo and formal documentation

The new logo for BASHH has been adopted. This should be updated once BASHH's Charity Registration number is known **JG**

6.3 Scheme of delegation

It was argued that there needs to be some guidance as to what on the spot expenditure officers can incur. SB argued that setting a limit of spending might encourage expenditure rather than limiting it. If officers have to discuss on-the-spot spending with the Treasurer it provides another check to expenditure. GT to prepare a form of words to state that certain officers have the authority to action on the spot expenditure. It was generally agreed that it would not be a good idea at this stage to sign up for a BASHH Credit Card. Clarity about the need for Officers to use their own resources and claim back is needed. The Trustees of BASHH will need to further discuss a scheme of delegation..

Trustees

6.4 Financial Control and fund raising

GT tabled a discussion document re: financial control and fundraising. There needs to be some understanding that not everything related to finance falls to the Treasurer. Issues of financial control should be dealt with by Trustees; issues of contracts and legal obligations as they relate to finance should be dealt with by the General Secretary. It would depend on the individual Treasurer as to how involved they became in fundraising – it may not be the particular strength of that person. The scheme of delegation would be able to clarify this issue. SB argued that it would be a good idea to try and ensure all expenditure required prior approval, as far as was possible. This paper to be available for nominees for officer posts

6.5 Officer responsibilities

The Interim Board needs to advise the Trustees on this issue. It would be useful if IA could put this on the agenda for the next board meeting. It was felt that the role of Vice President would be a useful one, for example in co-ordinating responses to consultation documents and briefing the President. GT is happy to prepare job descriptions, but will need input from the Board. However as the jobs are likely to evolve, it would not be sensible to set things down too rigidly at this stage.

IA

GT

6.6 Declaration of Interests

The final statement of the Declaration of Interests should be amended to make it a more emphatic: 'I shall ensure' rather than 'I shall do my best to ensure'.

6.7 Professional support

IA and SB would recommend signing the agreement with the RSM as it stands. However there was some concern that there was no built-in flexibility to re-negotiate within the 5 year period of the contract. It was felt that there should be a section on 'process of amendment' to be used if the requirements of the Association alter. GT to produce an amendment clause and to liaise with Eric Curless and IA to try and finalise the agreement. MF and SB to be copied into discussions.

Arrangements for auditors, banking and VAT advisors are to continue as at present for the time being.

6.8 Winding up of MSSVD/AGUM

The process is in hand. SB has written to Vipin Shah and Jailesh Patel to ensure that the necessary financial procedures are undertaken. SB to also contact the Finance Department of the RSM to ensure that the Treasurer is copied in to any correspondence that the Finance Department may enter into regarding BASHH

SB

6.9 Launch Meeting & AGM, 21 November 2003

The main speakers are still yet to be agreed. GT is to identify the key agenda items that need to be on the agenda for the final AGM of MSSVD and the first AGM of BASHH. It was stressed that these meetings should be as concise as possible. The majority of the items on the agenda would be agreeing motions that would have been previously circulated to the membership, including adoption of the constitution. The returning officers for elections would need to be appointed at this time. Notification of the meeting needs to go out as soon as the programme has been finalised.

GT

6.10 Groups and Branches

The financial relation between the branches and the centre remains unclear. This issue should be dealt with by the Clinical Governance Committee and fed back to the Board. It would also be a useful exercise to get feedback from members on what they feel are the areas of priority for BASHH for the future. AR and IA to prepare a questionnaire to get feedback from the membership. This would be a good way to develop the idea of inclusivity.

**AR
IA**

6.11 Standing Committees

The terms of reference should be discussed at the Interim Board, to go to GT to prepare. It should be borne in mind that this is a process of evolution and any guidelines shouldn't be too rigid at this stage. Nevertheless it should be made clear that resolutions of the Education Committee and Governance Committee need to be passed to the Board before ratification. GT is to look at the terms of reference, circulate them to the Trustees who will then pass them on to the Board Meeting on 2 October. GT to liaise with AR and IA over this.

**GT
IA
AR**

6.12 Outstanding policies

Fundraising – it needs to be decided who takes a lead on fundraising.

Website – The BASHH Board will need to review what its requirements will be and the tendering process. Meanwhile Richard Lau is setting up an interim website.

Discussion on all other outstanding policies has been deferred.

7. Date and time of next meeting: 3 October 2003 (AM)