Note taker: Sarah Thomas

Apologies:

Attendees: Dr Janet Wilson (JDW), Dr Jan Clarke (JC), Dr Immy Ahmed (IA), Dr Ann Sullivan (AS), Dr Richard Lau (RL), Prof Jonathan Ross (JR), Mr Michael Bell (MB)

1. Welcome / Apologies

Professor Ross welcomed the Trustees to the meeting. Dr Raj Patel sent apologies for the meeting.

2. Declarations of interests

No conflict of interest was declared.

3. Minutes of the previous meeting – 11th March 2011

The minutes were approved.
4. Matters arising/ Action points

**Prof Stevenson and alcohol report**
- BASHH provided support and background work for the report that will be published subject to sign off by the RCP Council. A PDF version will be available on the BASHH website.

**Guidance on catering for OGM and Sigs**
- A discussion was held at Board regarding moves to reduce wastage on catering at BASHH meetings. It was proposed that the usual lunch prior to the OGM does not go ahead and that committee members will join a combined lunch rather than holding them separately.

**Archiving and paperless office**
- It was proposed that full electronic archiving of financial and membership documentation be adopted by BASHH. The RSM have recommended a secure and reliable provider of electronic archiving who have quotes £1,000.00 to scan historical documents with all future documentation to be stored electronically.
- Dr Clarke confirmed that financial documentation is required to be kept for six years. Checks are to be made with HMRC regarding what can be stored electronically from a legal perspective.
- The Trustees approved the proposal.

5. Business planning

- The majority of BASHH groups have submitted their business plans. A number of groups are yet to submit their plans and a number are incomplete.
- The undergraduate group is winding up its processes therefore a formal plan was not required.
- As the Public Health SIG is a newly established group, the outline budget of £5,000.00 was approved. As they are not yet committed to any meetings, this figure was largely an estimate. Professor Ross noted that it would not be possible to support the business plan without the definite structure in place. He proposed that a three month review be held by the Board once a clearer plan is available. If required, this can be reviewed further by the Trustees.
- The BSIG research proposal was approved in theory but the final proposal has not been received. Clarification is required as to what the funding is needed for and who will be involved in the project. The proposal will be circulated electronically with invitation for comment before final agreement on approval.
- The Trustees approved the business plans of the CGC, the Education Committee and all other groups reporting centrally.

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6. Investment and reserves policy

- There has been some concern expressed by the RSM finance department regarding the amount of money being kept in reserves with the suggestion that a six to twelve month reserve sum would be more appropriate. Professor Ross noted that the trustees have agreed a Reserves Policy which is updated annually and is compliant with Charity Commission guidance.
- Dr Lau queried whether these is any moral clause in the ethical options of investment. Professor Ross noted that as long as investment decisions after taking appropriate financial advice, there is no set ethical threshold.
- It is useful for BASHH to have a reserve to fall back on which also allows for risk to be taken on conferences.
- The Trustees agreed that following review of the policy, the sum of £1,000,000.00 is sufficient to support the association for two years.
- The Reserves Policy will be updated to reflect this discussion.

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<th>Action item</th>
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<tr>
<td>Update Reserves policy</td>
<td>JC</td>
<td>July 2011</td>
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7. Incorporation of BASHH

- Robert Meakin is currently carrying out a piece of work to modify the constitution to take the proposed incorporation and issues surrounding the election of the governing board and trustees into account.
- In future, a proxy vote will be required to be offered to all members. An electronic vote will be taken in advance of the AGM and combined with votes taken on the day. Professor Ross queried whether it would be simpler for everyone to vote electronically in advance of the meeting. Mr Bell noted that it is essential that the membership be given the opportunity to listen to arguments at the AGM before casting a vote therefore the option of voting at the meeting must be available.
- It is proposed that the Board and Trustees are combined into one body with members elected by the BASHH membership into specific functions. At present one Trustee is invited to join as an external, lay member to provide skills and expertise not held by BASHH members. Clarification as to whether this person can be appointed without a vote from BASHH membership is needed.
- Dr Sullivan informed the committee that some dissatisfaction had been expressed by nurses who felt they were excluded from the new documentation. A discussion was held at Board and it was agreed that the documentation at present is the legal framework and that there will be supplementary documentation. The Trustees agreed that the first paragraph of the document should be expanded to be more inclusive of nurses.
- Dr Lau queried whether the referral to “the medical specialty of genitourinary medicine” in paragraphs 3.3, 3.4 and 6.4 would be problematic. Dr Clarke noted that this was designed to act more as an acknowledgement of BASHH functions.
- Mr Bell requested clarification of which committees and groups will require Trustee representation as stated in item 12 (A). Professor Ross noted that this was initially included in the documentation to ensure that the BASHH Trustees were in a position to oversee the working of the individual committees. The Trustees agreed that there should be a differentiation between committees that require Trustee representation and groups that do not. The Trustees agreed that the portion of 12 (A) that reads "but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees" be removed.
- Professor Ross queried how the terms of serving on the Board will be determined. Dr Clarke noted that this can be defined by the Trustees and that the current proposal is to stagger the elections and to have terms as two years plus two as at present.
• The Trustees agreed that with any reference to “Agenda for Change” in the documentation, each word should be capitalised.
• The financial year will be set once the current BASHH account is closed and re-opened at the same time as introduction of the new structure.
• A proposal was made that corporate lay membership of BASHH be offered which was supported by Dr Patel, with the suggestion that the Trustees decide whether they have voting rights. Mr Bell suggested that this proposal be avoided as corporate lay members would by nature receive full voting rights, as members.
• The final draft of the constitution will be completed by the end of June 2011. This will appear on the website from the beginning of July 2011 for six weeks for review. An EGM will be held in September 2011 with a question and answer session for BASHH members.
• Advice will be sought from Robert Meakin regarding the start date of incorporation, subject to agreement by the membership.
• The cost of the incorporation has so far been estimated at £11,000.00.

8. Honorary Treasurer’s Report

• The contract with the RSM has been used up with the OGM still to run at a cost of approximately £8,000.00 as it is taking place at the end of September rather than in October as in previous years. The meeting will run with the contracted 30% discount despite falling outside of the RSM contract.
• The business plans approved by the Board will mean an overspend of around £50,000.00 meaning that reserves will need to be used. The Trustees agreed that a provision of up to £50,000.00 should be made for the next year.
• Professor Ross noted that while this agreement is suitable for a one off subsidy, BASHH is currently losing money which will need to be addressed. Dr Clarke noted that the Education Committee is addressing the issue of proper management of income generating projects. The secretariat functions are also under review.
• A number of cheques were lost during the office move of the BASHH administration. There is currently £3,700.00 outstanding which is being chased.
• At present, £500,000.00 is invested and a discussion has been held as to whether this should be increased. At present there is £800,000.00 available as cash following payment of membership subscriptions. It was felt that this is a large amount of cash to have available at the leaner part of the year and that some of this money should be invested.
• It was agreed that a further £250,000.00 be invested over a three month period evenly divided between Saracen and St James, and following their investment advice based on the same risk profile as the initial investment. The latest investment report will be circulated amongst the Trustees.
• The RSM Finance Department are proposing to drop the use of cheques as a method of subscription payment and to introduce the use of payment by direct debit or bans. An extra charge for payment by cheque will be introduced.

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<tr>
<td>Arrange transfer of funds to Saracen and St James for investment</td>
<td>RP</td>
<td>September 2011</td>
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## 9. General Secretary’s Report

### Elections
- It was proposed that BASHH election be run through the Electoral Reform Society for a second year. The same process and timetable for nomination and voting will be used.
- The Trustees approved this proposal.

### Scheme of delegation
- Item 2 is to be updated to reflect that BASHH is governed by six rather than five Trustees.
- The second paragraph of item 12.5 is to be updated to reflect that payments are now signed off by the meeting organiser and the SIG Chair rather than the Treasurer.
- The date of approval of the document is to be updated.

### SPSMD contract
- An agreement of the provision of £50,000.00 was made to be linked to the HPV vaccination media campaign and activity to be carried out through Munro and Forster.
- £15,000.00 has been made available as an unrestricted educational grant which has been signed off.
- A copy of the agreement will be provided to the Trustees for information.

### Congrex contract 2013
- It was proposed that the contract be extended for 2013 to include the Bristol meeting.
- The contract is to be provided to the Trustees for approval.

### Action item

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<tr>
<td>Update Scheme of Delegation</td>
<td>JC</td>
<td>August 2011</td>
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<tr>
<td>Circulate SPSMD contract to trustees</td>
<td>JC</td>
<td>July 2011</td>
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## 10. Nomination of a public Trustee

- Mr Stephen Bitti has been proposed as the replacement public Trustee when Mr Bell’s term ends in December. Mr Bell noted that Stephen would be a sensible option for this position. As with previous appointments, Stephen will be invited for dinner with the opportunity for a discussion and questions about the role.
- Dr Clarke queried whether the position should be advertised and the Trustees agreed that this would be worthwhile to assess all options.

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<tr>
<td>Advertise for additional trustees</td>
<td>JC</td>
<td>July 2011</td>
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<td>Send in additional nominations for trustees</td>
<td>All trustees</td>
<td>July 2011</td>
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**11. Membership report**

- It has been proposed that a retired BASHH member rate be introduced to capture members who are resigning due to retirement rather than actively leaving. A note will appear in the next newsletter informing members of this and encouraging them to take on the new rate on retirement.
- Dr Lau suggested that it would be helpful to have a better idea of the classification of BASHH members and from what speciality they come and in turn identifying any gaps to be addressed.
- At present, there is a deficit in nurse members and Mr Bell suggested that a membership drive could be aimed specifically at this group. Dr Wilson noted that there had been some discussion at Board regarding introducing a lower rate for nurses as they are. At present, the rate is the same as that for doctors who are on a higher salary scale and who benefit from increased levels of funding.
- It was agreed at Board that a piece of work be carried out to determine the reasons for resignations. It was also agreed that individuals with the sexual health specialty who are not BASHH members will be surveyed to find out reasons why they have not joined and any incentives that would attract them to the organisation.

**12. Closed minutes**

- Minutes to be received separately.

**AOB**

No further matters were raised.