



Board of Trustees Meeting, 3 June 2021

Minutes

Actions

1. Welcome & apologies

All Trustees were present: Chris Mills (Chair), Peter Spillett, Valerie Holt, Eamon Cusack, Steve Axford, David Bunt.

2. Declarations of interest

- 2.1 None were declared at the start of the meeting. David Bunt declared an interest in the item around Organisation, Remuneration etc. due to his interest in the possible CEO role.
- 2.2 It was agreed that we would create a Declaration of Interest Register by 30/6/21. David to initiate by end 4/6/21, Trustees to send to David by 11/6/21.

3. Actions of last meeting (not on this agenda)

The following are outstanding actions from the last meeting:

Action	Who	Deadline
6.2 Skills audit of Trustees to be conducted	David	31/7/21
6.6 Training for Trustees	Chris	31/7/21
9.1 Changes to Rules? Review of members' comments during consultation	David	7/6/21

4. Governance: Relationship between Trustees and Executive

- 4.1 The Board discussed the degree of separation and contact between Trustees and Executive, recognising:
 - a) There should be clear separation between Trustees (who govern) and Executive (who manage)
 - b) We need to break from the past but this might take us a little while to transition.
 - c) There needs to be good communication between Trustees and members of the Executive
 - d) All committees should be able to see agendas and minutes of other meetings. There can be closed meetings and confidential items on any agenda
 - e) Any Trustee can be invited to attend an Exec or Council meeting and any Exec or Council member can be invited to attend a Trustees meeting.
- 4.2 In light of these **it was agreed**:
 - a) There must be transparency of all meetings – minutes to be published on Dropbox, website and circulated. David to organise
 - b) A maximum of 1 Trustee should attend an Executive meeting. We'll arrange separately how to do that (at or after the 10 June Exec meeting). David to lead
 - c) Trustees can also attend other meetings occasionally – eg Training Committee etc. – invitations / requests can be made. David to lead
 - d) Trustees not to have voting rights at those meetings
 - e) Trustees to specify what reports they want from Exec. Chris to specify by 15/7/21

5. Recruitment of Trustees.

The paper circulated by David Bunt was discussed. It was agreed:

- 5.1 The draft advert created met the needs of the Trustees. David to review against the guidance for charities to ensure it is compatible. The targets are to publish by 30/6/21, for applications by 31/7/21 and draft appointments ready for 30/9/21, ready for election at the October AGM.
- 5.2 To advertise a) by email to the IFM Membership and at the same time b) by Twitter and Facebook to our followers and c) on a forum dedicated to charitable organisations. It was agreed that NCVO was a suitable forum, and if membership is less than £100, we should join, to enjoy discounted services. David to progress.

6. Board Priorities for Year 1. Update and progress

The paper circulated by David Bunt was discussed. It was agreed:

- 6.1 The Progress Report be updated to include deadlines. David
- 6.2 The activity 'Declaration of Interest' be added. David

7. Five Year Strategic Plan. Progress

The paper circulated by David Bunt was discussed. It was agreed:

- 7.1 The report was broadly taken as read, and that we are making good progress against the 5 Year Plan
- 7.2 That, on reflection, use of networks such as branches and specialist sections is under-represented in the Plan. David to consider adding an update following discussion with Executive.
- 7.3 David to consider an update to the Strategic Plan to include how to develop the Institute through these networks, perhaps by setting up a small working group, and to consider practice by others, e.g. CIWEM, Angling Trust.
- 7.4 In our progress reports, David to add a column to identify how and where activities are linked to our Charitable Objects.
- 7.5 The Trustees will wish to review progress every 6 months. David to diarise for agendas.

8. Progress with Charity Application

The list of questions for the application, circulated by Steve Axford, was discussed. There is a lot for one person to answer fully. It was agreed:

- 8.1 Steve to identify the likely best person(s) to answer each question then circulate asking all to answer by 15/6/21
- 8.2 Steve to then update and submit by 30/6/21

9. Working Group on Organisational Structure, Appointments & Remuneration

9.1 The paper circulated by Peter Spillett was discussed. A range of issues was discussed, e.g.:

- a) assessing performance against objectives to create a more professional and business-like organisation
- b) dealing with people differently between paid and honoraria roles
- c) employer liabilities and costs: contracting for specific tasks / duties might be a solution
- d) recognising different people have different motivations and circumstances – e.g. some are quite happy to work almost voluntarily – perhaps because they are retired, whilst others still work: those employed often don't have sufficient time; those self employed may have income reduced by conducting IFM duties

- e) The Institute has rarely delivered a balanced budget in recent years; however the £500k investment continues to grow – we can use this to invest in the Institute’s services for members
 - f) Any new paid role should be supported by a business case. A part-time Training Officer is an area where this is likely to create more income over expenditure over time
 - f) The paper suggested committing up to £100k of the investment over 5 years. Spending an additional £20k per year is 4% per year of the £500k investment. As growth has been greater than this (5 – 7%), it is still likely to grow. We can therefore probably afford to be a bit more ambitious.
 - g) Daily pay rates suggested were at the conservative end and commensurate with less professional roles
 - h) Suggested that the group look at the total additional cost of likely roles and rates per year and consider if or how that might be affordable
 - i) The Finance role could probably be affordably and efficiently filled with a professional book-keeper, but it would still need a Director of Finance at Exec.
 - j) Although each case / role to be considered on a case-by-case basis, an agreed and consistent set of principles are to be developed and applied, i.e.: 1. To ensure key roles are delivered. 2. To increase income or other benefits. 3. To deliver outcomes in the Strategy
- 9.2 Peter will set up another meeting in about 2 weeks’ time, using today’s discussion to move forward
- 9.3 Peter will present a next paper to the Trustees in readiness for the next meeting in early August.

10. Working Group on Standards. Progress

10.1 The paper circulated by Valerie Holt was discussed. It was agreed:

- a) Chairs of each Committee to write ToRs – David for Exec & Council (its new name to be agreed – probably ‘Advisory Forum’, Chris for Trustees. Val to circulate templates and examples
- b) Role descriptions – Pete to do for Directors, Chris to do for CEO, Valerie to do for President, Valerie to do Chairman of Board, Vice Presidents, Trustee
- c) Risk Register: David to progress
- d) Investments: Peter to check with SJP
- e) Diversity Policy: David. Steve to send SocEnv’s
- f) Safeguarding: David to prompt Iain Turner
- g) Finance & Authorisations: Valerie. Table of amounts
- h) Internal financial controls: Large checklist done, Valerie to circulate
- i) Reserves Policy: Valerie. 3 months is normal. Valerie has found an old paper that states 6 months. Valerie and Trustees to decide if to be 3 or 6
- j) Financial Crime: Valerie has provided an example; to look for something shorter.
- k) Online security The finance checklist mentioned earlier has a section on security and ID said we were protected
- l) Expenses policy Valerie to ask Ian Dolben
- m) Insurances Do we need to change? Valerie to ask Iain Turner and create a list
- n) Register of assets Valerie
- o) Gift Aid Valerie & Ian D – after becoming a charity
- p) Annual report Valerie to provide templates for CEO to follow
- q) AGM Valerie to provide templates for IFM to follow
- r) Conflicts of interest David
- s) Succession Planning Executive to do (David)
- t) Agreements with partners Not urgent, but Valerie to establish if we have any documented
- u) Bullying & Harassment / Dignity at Work Valerie to add to list. Who to do?

- v) Grievance procedure
- w) Complaints procedure

Valerie to add (employee grievance – not member grievance)
Steve to circulate current 'Grievance' procedure to Valerie

11. Any other business

There were no items of other business.

12. Next Meeting

The next meeting to be in 2 months – aiming for the first fortnight of August. **David** to organise.

Approved by the Chairman on behalf of the Board of Trustees:-

Chris Mills. 7 June 2021