



# Board of Trustees Minutes

**Meeting Date:** Wednesday 2 July 2014

**Time:** 10:00am – 10:45am

**Type:** Teleconference

**Location:** n/a

**Version:** Approved

**Present:**

Janet	Weisz (JW)	Trustee & UKCP Chair
Fiona	Biddle (FB)	Trustee
Andrew	Wadge (AW)	Trustee
Rory	Worthington (RWt)	Trustee
Carmen	Joanne Ablack (CJA)	Trustee
Inger	Gordon (IG)	Trustee
Philippa	Tucker (PT)	Trustee
David	Pink (DP)	Chief Executive (non-Trustee)

**Apologies:**

Philippa	Whittick (PW)	Vice Chair ETPR** (non-Trustee)
Keith	Carlton (KC)	Trustee
Sian	Ellis (SE)	Trustee
David	Fitzgerald (DF)	Trustee
Pat	Hunt (PH)	Trustee
John	James (JJ)	Trustee
Martin	Pollecoff (MP)	Trustee

**In Attendance:** Sophie Kennedy (SK) Business Support Coordinator and PA to Chair

**Minutes By:** Alex Crawford (AC) Governance Officer

\*\* Education, Training, Practice & Research

**Action Points and Decisions – in Black Bold**

## **1. Apologies**

1.1. Apologies were given as detailed on page 1 of these minutes.

## **2. Declarations of Interest and Confirmation of who can vote**

- 2.1. The Governance Officer informed the Board that any trustee with a conflict of interest in a matter under discussion should declare the nature of their interest and withdraw from the teleconference unless given a dispensation to speak.
- 2.2. Everyone on the teleconference has a vote, except for the Chief Executive & the Governance Officer (the UKCP staff).

## **3. Membership Ratification**

- 3.1. The Chair and Company Secretary both gave some context as to why this was needed.
- 3.2. We have recently employed the services of a professional Company Secretary to help with the preparations for the General Assembly and to identify potential 'fault lines' within the UKCP constitutional documents.
- 3.3. She has identified that in order to avoid any potential legal challenge the Board should pass a resolution confirming that all UKCP members are also members of the company.
- 3.4. The Company Secretary read-out the following resolution and put it to a Board vote:
- 3.4.1. 'The register of members of the company, both organisational and individual, has been made available to the Board. To put the matter beyond doubt and challenge, the Board confirmed its approval of all the organisations and individuals listed on that register as members of the company, as set out in the Articles, in accordance with the classes stated.'
- 3.5. **The Board voted unanimously in favour of the above resolution.**

## **4. Convening of the General Meeting on 19 July 2014**

- 4.1. The Board referred to the 'Notice of the general meeting' which confirmed that the general meeting will take place at the De Vere Venues Holborn Bars, 138-142 Holborn, London EC1N 2NQ on Saturday 19 July 2014 at 4pm.
- 4.2. **The Board unanimously approved the convening of the general meeting, as set out in the Notice.**
- 4.3. **The Board duly instructed the Company Secretary to convene the General meeting, as set-out in the Notice.**

## **5. Special Resolutions for the General Meeting on 19 July 2014**

- 5.1. The Chief Executive gave some background as to why we were putting these resolutions to a vote on 19 July 2014.

5.2. Our constitutional documents of 2009 were drafted with minimal involvement from our lawyers and we have since been discovering a number of flaws with the documents. Before a total revision of the documents is carried out, we need to make some essential changes which we are putting to the vote.

5.3. The Company Secretary read-out the following Special resolution:

5.3.1. 'THAT the regulations contained in the document available at the following web address <http://bit.ly/UKCPproposedarticles> and labelled "A" for the purposes of identification be and are hereby adopted as the new articles of association of the Company (the "**New Articles**") in substitution for, and to the exclusion of, all other articles of association with effect from the date on which this resolution is passed.'

5.4. **The Board voted unanimously that the above Special resolution should be put to the vote on 19 July 2014.**

5.5. **The Board duly instructed the Company Secretary to include the Special Resolution when issuing notice of the General Meeting.**

## 6. Ordinary Resolutions for the General Meeting on 19 July 2014

6.1. The Company Secretary read-out the following Ordinary resolution:

6.1.1. 'THAT the regulations contained in the document available at the following web address <http://bit.ly/UKCPproposedbyelaws> and labelled "B" for the purposes of identification be and are hereby adopted as the new byelaws of the Company (the "**New Byelaws**") in substitution for, and to the exclusion of, all other byelaws with effect from the date on which this resolution is passed.'

6.2. **The Board voted unanimously that the above Ordinary resolution should be put to the vote on 19 July 2014.**

6.3. **The Board duly instructed the Company Secretary to include the Ordinary Resolution when issuing notice of the General Meeting.**

## 7. AOB

### 7.1. Proxy Voting Forms

7.1.1. The Governance Officer requested that the Board permit members to be able to return the Proxy Voting forms with a typed, electronic signature without the need for written signature.

7.1.2. **The Board unanimously approved for the Proxy form to be accepted without a signature, provided that the email is sent from an email address for the member that is registered with UKCP.**

### 7.2. Lay Trustees

7.2.1. The Company Secretary clarified that Lay Trustees will still be entitled to vote on 19 July 2014 as they are members of the company.