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**AGM + HSE Keynote  
Webinar**

**11 January 2021 13.30 – 14.45**

1. Welcome and apologies
2. Adoption of minutes / notes of the last AGM held 13 January 2020 
3. Matters arising
4. Presentation of Annual Report and Accounts (*see separate file*)
5. Independent Examiners Report, Accounts and Balance Sheet (*see separate file*)
6. Adoption of Accounts and Balance Sheet for 2019/20
7. Resolution to make changes to the Articles 
8. Any other business
9. Close AGM

**Note:** Items 2, 4, 5 & 7 require proposer, seconder & vote

# Minutes of AGM 13 January 2020 (1)



## *Birmingham Health, Safety & Environment Association*

Church Court  
Stourbridge Road  
Halesowen  
B63 3TT

Email: [secretary@bhsea.org.uk](mailto:secretary@bhsea.org.uk)

Website: [www.bhsea.org.uk](http://www.bhsea.org.uk)

Tel: 07881 290238

*Registered Charity No. 255528*

*Secretary: Liz Prophet B.A.(Hons), CIPD*

### **Minutes - Annual General Meeting 13 January 2020**

- Welcome and Apologies  
The Chair, George Allcock, gave a warm welcome to all Members and especially to BHSEA President, Rosi Edwards and Tony Mitchell from the Health and Safety Executive (HSE), with us again to give the keynote talk and presentation.  
  
Apologies: David Hughes, Dally Masaun, Bob Boyd, Mark Hoare, Karen Griffiths, Tony Hall, Andy Chappell, Bill Parker, Trudy & Geoff Whittingham
- Adoption of the Minutes of the last Annual General Meeting held 14 January 2019:  
A further copy of the Minutes of the last meeting had been circulated to Members on 13 December 2019.  
  
Proposal to adopt the minutes  
Proposed: John Jones  
Seconded: Andy Rolinson
- Matters Arising  
None.
- Annual Report and Accounts 2018/2019  
A copy of the Annual Report and Accounts had been circulated to Members on 13 December 2019.  
  
Some key points were highlighted by the Chair as follows:  
  
Summary of Activities and Achievements - slide 7
  - An on-going healthy financial position for the Association, due to performance of investments.
  - Varied programme of monthly meetings with average attendance of 44 and positive feedback.
  - Continuing programme of construction and SHAD events including Annual Seminar / Working Well Together free Asbestos event, with very good feedback.
  - Membership, currently steady at 270, had seen some resignations during the year but these had been offset by a number of new joiners.
  - Recognition was given to the ongoing strong support and contributions from the HSE, Pinsent Masons and others, sometimes stepping in at monthly meetings at short notice.

Thanks were extended to all Trustees, Management and Council Members for their continuing voluntary effort.

# Minutes of AGM

## 13 January 2020 (2)

### Programme of Events / Meetings - slide 8

- Increase in average attendance to 44; number often greater for HSE or legal presentations.
- Annual Seminar attended by 75 and other construction events had a total of 67 attendees.
- Guest attendees frequently apply for membership following a 'taster' session.

### Members' Corner – slide 10

- Six short 'Members' Corner' presentations by members during the year.
- All presented with a token of appreciation, Steve Parton of AXA Insurance and Wayne Bishop of Speller Metcalfe at the AGM.

### Construction Events – slide 12

- Events in March, July and October with the Annual Seminar / WWT Event on Asbestos taking place in April.

### Membership Numbers – 13

- A challenge continues to be to make the benefits of membership relevant to everyone.
- The Student Membership category for those on a qualifying health and safety course continues to grow. The membership fee is waived for the first year.

### Partnerships – slide 14

- The Association relies upon the support of a host of organisations, including the and Pinsent Masons HSE.
- Special thanks are also due to all those who sponsor BHSEA and especially the employers of council members.

### Income and Expenditure – slide 15

- Investments continue to perform well, delivering a steady income stream, with dividends up on the previous year.
- Income again greater than expenditure with the shortfall in previous years now having been recovered.
- The surplus together with further simplification and streamlining of processes and procedures continues to reduce administration costs, leaving more funds available for the promotion of health and safety initiatives.

### Governance and Management – 16 & 17

- Systems and processes in place to comply with Charity Commission requirements.
- Annual Report and Accounts submitted to Charity Commission and Companies House.
- EQFM business model guides the Association with regard to strategic planning.
- Activity calendar provide checklists for regular and key administrative processes.

### Future Actions / Improvement Opportunities - slide 18

- New website under development due to go live in Q1 2020 will include resources and training / e-Learning in partnership with Human Focus.
- Possibility of extending free membership to others.
- Increased participation at events through practical exercises, scenarios, questionnaires, etc.
- Members encouraged to share their ideas, tools, techniques, forms, videos etc to build up the resources for the benefit of all.
- Succession planning for future honorary officers and secretary of the Association is vital and members are encouraged to serve on Council and find out more.

### 5. Independent Examiner's Report, Financial Statement and Balance Sheet

This was circulated to Members in December. This report is supplementary to, and follows on from, the BHSEA Report and Accounts. It has been prepared by Nicklin LLP, the accountants the Association has been using for the past few years. All relevant documents have been signed off by the independent examiner and accountants as a true reflection of finances for the period in question.

# Minutes of AGM 13 January 2020 (3)

6. Adoption of Accounts and Balance Sheet for 2018/2019

Proposed: Louise Mansfield

Seconded: John Jones

7. Election of Honorary Officers & Council Members for 2020/2021

Nominations:

Trustees / Honorary Officers

George Allcock to continue as Chair

David Hughes to continue as Vice Chair

Andy Rollinson to continue as Construction Chair

Dalvinder (Dally) Masaun, as a previous Chair, continues as Vice President / Trustee

Council Members: Linda Ley, Louise Mansfield, Mike Morton, Dr Anu Spratley, Ralph Weaver, John Jones, Robert Boyd, Ken Davies, Malcolm Copson (all for re-election).  
Three proposed new candidates: Paula Duffy (Frameclad), Stephen Betts (Aroma Academy), Tony Kempton (ARH Group).

*Note added after the AGM: In accordance with the Articles of Association, the Management Committee will comprise Honorary officers and co-opted Council members, expected at February Council meeting or before.*

George Allcock proposed that all be elected to the roles as shown on the slide.

Proposed: Lisa Rollinson

Seconded: Dennis Reynolds

8. Close of AGM

With no further business being raised, the meeting was brought to a close.

BHSEA Secretary  
(Date)

# Resolution to make changes to the Articles of Association (Governing document)

Registered Company No. 00925718  
Registered Charity No. 255523

COMPANY LIMITED BY GUARANTEE

## **DRAFT REVISED ARTICLES OF ASSOCIATION** **OF** **BIRMINGHAM HEALTH, SAFETY AND ENVIRONMENT ASSOCIATION** As amended by resolution at Extraordinary General Meeting on



### Articles of Association |

Article	Article
1. Association	14. Programme Meetings
2. Interpretation	15. General Meetings
3. Objective	16. Notice of General Meetings
4. Rights	17. Proceedings at General Meetings
5. Members	18. Liability of Trustees
6. Termination and Suspension of Membership	19. Application of Income and Property
7. Honorary Officers	20. Benefits and Payment to Council or Management Committee Members
8. Management Committee including Trustees and President	21. Declaration of Interests
9. The Council	22. Rules
10. The Secretary	23. Accounts
11. Sub-Committees	24. Annual Report and Return and Changes to Register of Charities
12. Minutes	25. Disputes
13. Validity of Acts of Council, the Management Committee and Sub-Committees	26. Use of Information and Communication Technology

Addition to Article #8



New Article #26



Next

## Addition to Article #8 – shown in red

*Reason for the addition: With many previous Honorary Officers no longer available it is felt necessary to widen the pool for co-opting additional trustees which, in accordance with the Articles of 2015 (and before) have for several years been limited to four; could easily be just three.*

### 8. MANAGEMENT COMMITTEE INCLUDING TRUSTEES AND PRESIDENT

8.1 The business of the Association shall be managed by the Management Committee, which is the decision making body that, upon advice from the Council, shall exercise all existing rights of the Association in accordance with current legislation, these Articles, Association Rules and any special resolution.

8.2 The Management Committee shall, unless otherwise determined by the Association in general meeting, consist of: -

8.2.1 the Trustees of the Association, comprising:

- (a) Current Honorary Officers
- (b) Trustees co-opted by the current honorary officers from previous Honorary Officer(s) of the Association and elected Council members with at least one years service.

Note: Number of trustees to be a minimum of 4, maximum of 6.

8.2.2 members (a maximum of 4) who may be co-opted to provide supplementary knowledge, skills and experience, and as part of succession planning. See also 8.4 below.

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8.4 The Management Committee shall have power to appoint any Member to the Management Committee either to fill a casual vacancy or as an addition to the existing Management Committee, but so that the total number of Members of the Management Committee shall not at any time exceed ten. Any Member of the Management Committee so appointed shall not have voting rights and shall hold office only until the next Annual General Meeting or until the Management Committee determines otherwise (whichever is the sooner).

## New Article #26

**Reason for the addition:** *The Covid-19 epidemic and ensuing Government guidance from early 2020 resulted in new ways of working including a rapid increase in the use of information and communication technology, and in particular virtual events. It is necessary to state what these changes mean for the Association and the way it operates going forward.*

### 26. USE OF INFORMATION AND COMMUNICATION TECHNOLOGY

The Covid-19 epidemic and ensuing Government (including Health and Safety Executive) guidance from early 2020 resulted in new ways of working including a rapid increase in the use of information and communication technology.

It is therefore necessary to state what these changes mean for the Association and the way it operates as follows:

- 26.1 All meetings and events\* may where necessary or appropriate be held virtually but otherwise in accordance with the relevant sections in these Articles.
- 26.2 Terms 'in writing', 'voting', 'show of hands' and the like may be substituted with generally accepted information and communication technology means to achieve.

*\* Management meetings (8); Council meetings (9); Sub-Committee meetings (11); Programme meetings / events (14); General meetings (15).*