



**Agenda for a meeting of
Council**

Saturday 26 January 2019

at lunchtime, immediately after the Presentation Ceremony that follows the AGM

**in the Worcester Suite, Ground Floor, De Vere Orchard Hotel,
University Park, Nottingham NG7 2RJ**

Special notice

Nominations are invited in advance for the offices in items 3, 4, 5 & 6 below. Emails with the name of the office (ie Chair of X Committee), the name of the nominee and their proposer and seconder, and confirmation of their acceptance of the nomination (all in one e-mail, see next page for format) to reach the Secretary martin@bpa.org.uk by **Thursday 17 January**.

Nominations will be taken at the meeting only if no advance nominations have been received.

- 1 Council 2019 composition**
Ten elected and two independent non-executive directors (see Appendix 1). At the January meeting in 2017, Martin Soulsby was elected as Chair for three years, 2017-2019.
- 2 Apologies for absence**
- 3 To elect a Vice Chair of Council and decide his/her term of office** (of up to 3 years, per Article 13.3, which states: The Council shall endeavour to ensure the term of office of the Chair, Vice Chair and Treasurer shall not end at the same time.)
- 4 To elect a Treasurer and decide his/her term of office** (of up to 3 years, per Article 13.3).
- 5 To elect a Chair of each the following Committees of Council - by custom and practice, committees are constituted annually so these are appointments for one year.**
 - 5.1 Chair, Safety and Training Committee (STC)**
 - 5.2 Chair, Communications Committee**
 - 5.3 Chair, Development Committee**
 - 5.4 Chair, Competitions Committee**
- 6 To elect (i) a Delegate to the Royal Aero Club and (ii) an Alternate Delegate to the Royal Aero Club**
- 7 To co-opt to Council:**
 - 7.1 The Treasurer of the BPA (if not a Council member)**
 - 7.2 The Chair of STC (if not a Council member)**
 - 7.3 Delegate and Alternate Delegate to the Royal Aero Club (if not Council members)**
- 8 To confirm dates for Council meetings in 2019. The suggested dates are as follows, with corresponding STC dates shown for information.**

<u>Proposed STC dates in 2019</u>	<u>Proposed Council dates in 2019</u>
<i>Thursday 7 February</i>	Tuesday 19 February
<i>Thursday 4 April</i>	Tuesday 16 April (<i>week before Easter</i>) <i>alternatively, Tuesday 30 April - 2nd week after Easter</i>
<i>Thursday 30 May</i>	Tuesday 11 June
<i>Thursday 25 July</i>	Tuesday 6 August
<i>Thursday 19 September</i>	Tuesday 1 October
<i>Thursday 14 November</i>	Tuesday 26 November
- 9 (i) Directors' duties & responsibilities, (ii) Code of Conduct for volunteers, and (iii) Register of elected members' interests - Council members are asked kindly to sign (i) and (ii) and to ensure (iii) is up-to-date.**
- 10 Sport & Recreation Alliance Director Training Day (3 elected members yet to attend)**
Next is in Birmingham on Tuesday 5 March.

.../please turn over

- 11 **Strategy day meeting - committee structure to help deliver the strategic plan: 10:00 on Wednesday 20 February, following the Council meeting the previous evening, with overnight accommodation available in Leicester for Council Members who require it.**
- 12 **Schedule of Communications, Competitions and Development Committee meetings - continue to hold on the same afternoon as Council meetings, or hold on a different day or days? Paper from the Secretary setting out pros and cons at Appendix 2.**
- 13 **Royal Garden Party invitation (if any)**
- 14 **Date of next meeting: per item 8.**

Nomination email format - separate email for each nomination please, with all information for each nomination in one email.

Nomination for [position]

Nominee: Name of nominee
Acceptance: Confirm nominee accepts nomination
Proposer: Name of Council Member proposing
Seconder: Name of Council Member seconding

Nominations are invited by **Thursday 17 January**. The e-mail can be sent by any one of the nominee, proposer or seconder, once the sender has secured the agreement of the other two. Nominations received will be acknowledged. If you do not receive an acknowledgement, please check.

**A list of nominations received will be circulated by email on Friday 18 January.
Nominations will be taken at the meeting only if no advance nominations have been received.**

Appendix 1: Composition of BPA Council

Appendix 2: Scheduling of meetings of the Communications, Competitions and Development Committees - paper by the Secretary.

Appendix 1: Composition of BPA Council

10 elected & 2 independent members

plus any co-opted members (non-voting)

10 elected members

Extracts from BPA Articles of Association

2018 is the second AGM following the adoption of these Articles

11. APPOINTMENT AND RETIREMENT OF ELECTED COUNCIL MEMBERS

11.2 At the second Annual General Meeting following the adoption of these Articles, all of the current Elected Council Members shall retire except for the Initial Chair, appointed in accordance with Article 13.1, and the six Elected Council Members who received the most number of votes in the election at which they were appointed pursuant to Article 11.1 (“the Remaining Elected Council Members”) but as between persons who received the same number of votes, those to retire shall be chosen by lot. The resulting three Elected Council Member vacancies shall be filled in accordance with Articles 11.6 and 11.7.

11.6 Elected Council Members shall be elected by the Members for a term of office of three years. A Elected Council Member completing their three year term of office may be eligible for re-election for another term of office provided that no Elected Council Member having completed 3 terms of office of three years may be eligible for re-election until after the expiry of one term of office of 3 years.

11.7 The Elected Council Members shall be nominated from, and appointed by, the Members in accordance with the following election process: [set out at 11.7.1 to 11.7.10]

13. PROCEDURE FOR ELECTION OF CHAIR, VICE CHAIR AND TREASURER

13.1 At the first Council meeting following the adoption of these Articles, the Council shall elect one of their number to be Chair (“the Initial Chair”). One member of the Council must propose one of their number to be the Initial Chair and another member of the Council must second this proposal. The Initial Chair shall then be elected by a simple majority vote of the members of the Council. The person so appointed as the Initial Chair will serve for a three year term of office.

13.2 All subsequent Chairs will be appointed in accordance with the process set out in Article 13.1 and will be appointed for a term of office of up to three years. On the expiry of the Chair’s term of office, or in the event the Chair vacates their office or is removed from office by a decision of at least three quarters of all other members of the Council from time to time, a new Chair will be elected following the procedure set out in Article 13.1.

13.3 Following the appointment of the Chair, the Council shall also appoint one of their number to be Vice Chair and one of their number to be Treasurer. The Council shall decide the period during which he or she is to hold office, whether the appointment is to be confirmed annually by the Council and the precise point at which his or her term of office ends. The Council shall endeavour to ensure the term of office of the Chair, Vice Chair and Treasurer shall not end at the same time.

Tenure on Council - Elected Council members (per Articles 11 & 13)

Initial Chair - Martin Soulsby - 3 years (2017, 2018, 2019)

Brian Vacher, Craig Poxon, Yassi Molazadeh - 3 years (2017, 2018, 2019)

Paul Applegate, Adrian Bond, Georgie Vacher - 3 years (2018, 2019, 2020)

Mark Bayada, Tash Higman, Sam Lee - 3 years (2019, 2020, 2021).

2 independent members

Extracts from BPA Articles of Association 2019 is the third AGM following the adoption of these Articles

12. APPOINTMENT AND RETIREMENT OF INDEPENDENT COUNCIL MEMBERS 1
- 12.1 At the first Annual General Meeting following the adoption of these Articles, two Independent Council Members shall be appointed in accordance with Article 12.5. One of these Independent Council Members shall be appointed for a term of office of one year ("the A ICM") and the other Independent Council Member shall be appointed for a term of office of two years ("the B ICM").
- 12.2 At the second Annual General Meeting following the adoption of these Articles, the A ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.
- 12.3 At the third Annual General Meeting following the adoption of these Articles, the B ICM shall retire and the resulting Independent Council Member vacancy shall be filled in accordance with Articles 12.5 and 12.6.
- 12.4 For the avoidance of doubt, all further Independent Council Members shall be appointed and shall retire in accordance with Articles 12.5 and 12.6.
- 12.5 Independent Council Members shall be selected and nominated to the Members by the Nominations Committee and shall be appointed by the Members at a General Meeting.
- 12.6 Independent Council Members shall be appointed for a term of office of three years. An Independent Council Member completing their three year term of office may be eligible for re-appointment for another term of office provided that no Independent Council Member having completed 3 terms of office of three years may be eligible for re-appointment.
- 12.7 For the avoidance of doubt, any Independent Council Member may not be eligible to put themselves forward as a candidate for election as an Elected Council Member pursuant to Article 11.6 until at least three years has passed since he or she was last an Independent Council Member.

Tenure on Council - independent Council members (per Article 12)

Sue Stanhope was appointed by AGM 2018 as an independent director for 3 years (2018, 2019, 2020).

Nick Bunting has been recommended by the Nominations Committee to the AGM 2019 for appointment as an independent director for 3 years (2019, 2020, 2021).

Appendix 2: Scheduling of meetings of the Communications, Competitions and Development Committees

Background

For the last dozen years or so, meetings of these Committees have been held every two months on the same day as Council meetings, with committee meetings during the afternoon before the Council meeting in the evening.

The Competitions Committee meets all afternoon, concurrently with the shorter consecutive meetings of the Communications and Development Committees.

Prior to holding all meetings on the same day, the Competitions Committee used to meet on a Wednesday evening between Council meetings. The Communications and Development Committees met on the afternoon of Council meetings day, as they do now.

Pros to holding committee meetings on the same day as Council

- 1 The change to all three committees meeting on the same afternoon was to make better use of resources - maximising use of Council Members' time and minimising travel costs to the BPA.
- 2 Council Members typically use 6 days of their holiday to attend BPA Council/Committee meetings. If committee meetings were held on separate days, this would double.

Cons to holding Committee meetings on the same day as Council

- 1 Poorer quality reporting, with informal oral reports by Committee Chairs to often long Council meetings. Staggered meetings would enable formal minutes to be circulated in advance to Council, as STC does. This is a more efficient and effective form of reporting, making better use of Council time. (Note: A factor that makes this easier is that there is little common membership between STC and Council.)
- 2 Increased tiredness of Council Members who have been involved in afternoon meetings followed by the evening Council meeting. One Council Member with a long drive home after the Council meeting finished after 22:00 said that he almost fell asleep on the motorway.
- 3 Poorer quality meetings, particularly as the day wears on, of a 'crammed' meetings day which does not always give meetings the space to breathe.
- 4 Secretary of Communications, Development and Council has to work for three meetings in succession, with three sets of minutes to transcribe from the same day and often three sets of actions to progress.
- 5 Clearing the time ahead of Council meetings would allow Council training and development sessions on a range of topics, to the benefit of both the individuals and the Association.
- 6 Members of the Competitions Committee are unable to serve on the Communications and/or Development Committees, and vice versa.