

Minutes of the Annual General Meeting of the UKPHR Board held on 28th September 2017
at 18c McLaren Building, 46 Priory Queensway, Birmingham B4 7LR

Present: Claire Cotter (Vice Chair), Bob Hudson (BH) (by telephone), Andrew Jones (AJ), Sue Powell (SP), Karen Saunders (KS) (by telephone), Viv Speller (VS), Duncan Vernon (DV), & Zafar Iqbal (ZI), (Registrar).

In attendance: David Kidney, Chief Executive Director (DK), Pav Sull (PS), Registration Services Manager and Zaira Ejaz (ZE), Administrator.

Apologies: Patrick Saunders (Chair), Jenny Douglas, Ruth Freeman, Ruth Goldstein, Sue Lloyd, Louise Wallace

1. Welcome

In the Chair's absence, the Vice Chair welcomed everyone to the meeting. Apologies for absence were received as listed in these minutes. There were no declarations of interest.

ACTION

2. Minutes of AGM 2016

The minutes of the Board's previous Annual General Meeting held on 29 September 2016 were agreed as a true and accurate record.

3. Reports presented for agreement and adoption

3.1 The Vice Chair presented the Annual Report of the Company for agreement and adoption. The Board agreed the Annual Report, adopted it and authorised its publication.

DK

3.2 The Vice Chair presented the Company's Accounts for the Financial Year 01 April 2016 – 31 March 2017. The Board agreed and adopted the Accounts and authorised their filing at Companies House.

DK

Arising out of discussion about this item, the Board asked for: (1) Ongoing attention to addressing horizon scanning, risks, and opportunities in future; (2) UKPHR responses to workforce strategies, including the Faculty's strategy; (3) A request to HEE to expand on its plan for a minimum offer of support for practitioner registration; and (4) UKPHR support for proposed PH Apprenticeship standards to match UKPHR's registration standards.

DK

4. Retirements and appointments of Directors

DK presented a written report. Arising out of the expiry of VS's term of office, DV proposed and SP seconded the reappointment of VS for a further term of 3 years and the Board agreed Vs's reappointment for a term of 3 years. Arising out of the retirement of Patrick Saunders and the Vice Chair, the Board received a report from KS about the interview panel's interviews of two applicants for appointment as Directors and received the panel's recommendation to appoint David Evans and Helen King for terms of office of 3 years each. DV proposed and SP seconded that the two appointments be made and the Board agreed the appointments.

DK

5. Appointments of Chair, Vice Chair etc.

Claire Cotter remained in the chair to call for nominations for a Chair for the year ahead. SP nominated AJ and DV seconded. There were no other nominations. The Board agreed to appoint AJ Chair for 1 year and AJ assumed the chair. AJ thanked Claire Cotter for her chairing of the meeting and assured the Board that he was honoured and proud to be Chair and would devote his time as Chair to building on UKPHR's impressive development to date and steer through important developments in revalidation, routes to register and practitioner registration.

AJ called for nominations for Vice Chair for the year ahead. SP nominated VS and DV seconded. There were no other nominations. The Board agreed to appoint VS Vice Chair for 1 year and VS thanked the Board for placing its confidence in her.

The Board agreed not to appoint auditors, relying on the Company's professional accountants' role as Independent Examiner.

The Board agreed unanimously a vote of thanks to Patrick Saunders and Claire Cotter for the skill and service they had both devoted to the Board and the Company and for their sterling service as Chair and Vice Chair respectively.

There followed presentations to Patrick (in his absence) and to Claire by PS and ZE respectively.

6. Special Resolution – amendment of Articles of Association

The Board considered the Special Resolution, of which it had had 21 days' notice, to amend the Articles of Association and agreed as follows:

Amend Article 27 of the Company's Articles of Association by deletion of the Article and its replacement with the following wording:

Directors

27 (1) A director must be a natural person aged 16 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39.

(3) The number of directors of the board shall be not less than three nor more than twelve.

(4) The majority of directors shall be Lay Members unless there are insufficient directors to hold a quorate meeting of the directors.

(5) The board shall comprise of:

(a) the Chair appointed by the board in accordance with article 44(1)

(b) the Vice-Chair appointed by the board in accordance with article 44(2)

(c) no fewer than one and up to ten other directors.

(6) The Chair may be a registrant, a professional member of the board or a Lay Member.

(7) The Vice Chair may be a registrant, a professional member of the board or a Lay Member and shall substitute for the Chair when required.

(8) In appointing the Chair, Vice Chair or directors, the charity or directors (as the case may be) shall have regard to the role descriptions approved by the board from time to time.

(9) Directors shall ensure that the board has a sufficient range of expertise to work effectively and aim for a balance within the board, whenever directors are recruited, of appropriate status, influence, contacts or public standing; specialist skills or knowledge; and representation of those with a stake or interest in the Company's work.

7. Committees

The Board further considered DK's written report and agreed the following actions:

Education & Training Committee:

The Board reappointed as members for 1 year the following Directors: Jenny Douglas, Ruth Goldstein, SP and KS. AJ asked not to be reappointed because of his new duties as Chair and the Board appointed Helen King a member for 1 year. The Board agreed to appoint SP to be Chair for a further term of 1 year.

Audit & Risk

The Board appointed as members for 1 year the following Directors: David Evans, BH, AJ, ZI and DV. The Board agreed to appoint BH to be Chair for a further term of 1 year.

Remuneration

The Board appointed as members for 1 year the following Directors: JD, BH, AJ and DV. The Board agreed to appoint BH to be Chair for a further term of 1 year.

DV suggested that during the year ahead the Board might wish to consider its Committee structure.

DK

8. Calendar of meetings and events 2018

The Board agreed the Annual Calendar of meetings and events for 2018 as drafted by ZE and directed that it be published on UKPHR's website.

DK

9. Any other competent business and conclusion of the meeting

None and the Chair closed the AGM