

## Arboricultural Association

### Minutes of the Trustees meeting held on Wednesday 9 July 2014 at the offices of the Institute of Minerals, 1 Carlton House Terrace, London

Present: Trustees Jago Keen (JK) Chair  
Peter Wharton (PW) Vice Chair  
Laurence Vine-Chatterton (LVC) Treasurer  
Keith Sacre (KS) Martyn Thomas (MT)  
Peter Holloway (PHol) Ann Currell (AC)  
Jonathan Cocking (JC) Jo Ryan (JR)  
Nick Beardmore (NB) Jim Quaife (JQ)  
Robin Jackson (RJ) Simon Holmes (SH)  
Karl Lee (KL) Jon Heuch (JH)

Staff Karen Martin (KM) Chief Executive Officer  
Melanie Sutherland (MSu) Minutes

Apologies Trustees Mike Sankus (MS) Mark Hemming (MH)

	Confidential Items In Grey	
1	<b>Apologies for Absence</b> As above.	
2	<b>Declarations of Interests</b> Signed by all relevant parties.	
3	<b>Minutes of Board Meeting held on the 8 May 2014</b>	
3 (a)	<b>To approve as a correct record</b> 3.1 14 Appeal Review CO16 – amended wording agreed. Should read “AC asked for clarification that the Appeal Panel decision was to uphold the Appeal.” 4 4.1 Draft Auditor’s Report for 2013 – disposed should read indisposed. 8 8.3 Media and Communications (Journal) - Jo Ryan has resigned as Book Reviewer Editor and is still on the Editorial Board. 13.5 Any Other Business – Big Barn Conference – should read June 2015.  With the above amendments made the minutes were approved.	
3 (b)	<b>To check the status of action points if not on current agenda</b> <ul style="list-style-type: none"> <li>• <b>Website Home Page</b> – PW reported this is on-going through M&amp;C and can be removed.</li> <li>• <b>Finance – Depreciation</b> – LVC reported that he had met with the auditors who confirmed that all assets are properly depreciated.</li> <li>• <b>Finance – VAT</b> – LVC reported that a VAT expert (via our auditors) will visit the HO and meet with himself, Karen Martin and Louisa Coley (Financial Controller) to review the question of VAT charged on subscription fees and other revenue streams . Meeting will take place prior to the end of September. <ul style="list-style-type: none"> <li>○ KM expressed concern that the meeting date would be too late as membership subscriptions will need to be reviewed prior to AGM on the 15 September 2014.</li> </ul> </li> </ul> continued.....	LVC/KM

3 (b)	<p><b>To check the status of action points if not on current agenda - continued</b></p> <ul style="list-style-type: none"> <li>• <b>Finance – VAT</b> - continued <ul style="list-style-type: none"> <li>○ LVC confirmed that a definitive view is needed on this topic to determine which elements of the membership subscription, if any, are liable for VAT.</li> </ul> </li> <li>• <b>Finance – VAT Branches</b> – LVC will clarify the position with the VAT Adviser in respect of charging VAT in Ireland, taking into consideration Northern Ireland.</li> <li>• <b>Library</b> – KM reported that all actions had been completed and that a communication regarding its use now needs to be sent. M&amp;C Committee have agreed to action next steps.</li> <li>• <b>Communications and Marketing Plan 2014</b> – reminder to all Directors to submit articles to build the library of items the Association can use pro-actively on an on-going basis.</li> </ul>	LVC/KM  LVC/KM  NB  ALL
Jonathan Cocking joined the meeting		
3 (b)	<p><b>To check the status of action points if not on current agenda - continued</b></p> <ul style="list-style-type: none"> <li>• <b>Arb Australia</b> – KM confirmed that the pyramid structure for sponsorship was being reviewed and developed and the views of potential sponsors sought, ready for approval and implementation in 2015.</li> <li>• <b>Utility Arborist Opportunities</b> – KM and KL still to meet.</li> <li>• <b>ARB Magazine articles</b> – KM and KS to action.</li> <li>• <b>Governance</b> – meeting has taken place with solicitor awaiting costs for solicitor – MS will email all Trustees when quote received.</li> <li>• <b>Trees and Timber Apprenticeship Framework</b> – JK sent letter of support.</li> <li>• <b>Membership Application Forms</b> – actioned and available at ARB Show.</li> <li>• <b>Website – Trustee Details</b> – still outstanding and needed.</li> <li>• <b>Big Barn Conference – June 2015</b> – it was agreed that the AA should partner this event. KM and KS to liaise. KS confirmed this was due to take place on the 17 June 2015.</li> <li>• <b>New Vice President</b> – KM reported that she had contacted each of the current Vice Presidents regarding the appointment of an additional Vice President. No objections received. Henry Girling approached and delighted with proposal. Will be reported at the AGM.</li> <li>• <b>President</b> – agreed to put forward for members to confer at the AGM. Trustees all in agreement. KM to invite Professor Herbert Girardet and re-circulate the Job Description to Trustees.</li> </ul>	KM KM/KL KM/KS  MS  ALL  KM/KS  KM  KM
3 (c)	<b>Matters Arising not on current agenda</b>	None
4	<b>Finance</b> – LVC reported	
5	<b>Chief Executive’s Report</b> – KM reported	
Lunch		
6 6 (a)	<p><b>Governance</b> – KM reported</p> <p><b>Verbal update on meeting with Solicitors on 1 July 2014 – Memorandum and Articles of Association</b></p> <ul style="list-style-type: none"> <li>• KM and MS met with Margaret Austen (MA) of Willans (Solicitor based in Cheltenham) a firm recommended by our auditors, on the 1 July 2014; MA specialises in charity law.</li> <li>• In the light of advice given at that meeting there was an immediate need to bring to the attention of the Trustees certain matters.</li> </ul> <p>continued.....</p>	

<p>6 6 (a)</p>	<p><b>Governance – KM reported</b></p> <p><b>Verbal update on meeting with Solicitors on 1 July 2014 – Memorandum and Articles of Association - continued</b></p> <ul style="list-style-type: none"> <li>• JH questioned why we had not sought advice from Trethowans who are the solicitors for the Association? It was confirmed that the Association is not tied to a particular practice for specialist advice and had not directed at the last Board meeting that Trethowans be used. The Board had agreed to look for a specialist located close to the office and take advice.</li> <li>• MT reminded the Board that the Association had taken specialist advice from solicitors other than Trethowans in the recent past.</li> <li>• KM ran through the advice given as in the paper <ul style="list-style-type: none"> <li>○ Any new document would go to the 2015 AGM for adoption as the writing, consultation and adoption is a lengthy process and need agreement from the Charity Commission.</li> <li>○ Clause 4.5 – Retirement of Trustees <ul style="list-style-type: none"> <li>▪ Discussion about the wording and the implications for the 2014 AGM and beyond.</li> <li>▪ Lengthy discussion about how this clause has been interpreted in the past. Trustees have acted in a way they believed was appropriate.</li> <li>▪ JK asked if any Trustees intended to resign at the AGM. No one indicated this to be the case.</li> <li>▪ Clause states that “one third (or the number nearest to one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.</li> </ul> </li> <li>○ In the light of MA advice there was a discussion as to whether the AA needed an interim position until new M&amp;A re-shaped to be put in place at the first opportunity ie the 2014 AGM.</li> <li>○ Co-opted Trustees. Lengthy discussion about how we deal with co-opts/special advisers. <ul style="list-style-type: none"> <li>▪ We need 1/3 of the current elected Trustees to retire.</li> <li>▪ We have 5 co-opted Trustees. MA advised that the M&amp;A should be interpreted to read a maximum of 12.</li> <li>▪ The Trustees discussed the option to hold back one or more co-opted places at the 2014 AGM reducing the number of elected Trustees but ensuring a total of 12 elected and co-opts. It was also debated as to whether the Board should reserve a place annually for a co-opted Treasurer</li> </ul> </li> <li>○ The Board agreed to implement as much as possible.</li> </ul> </li> <li>• Following debate it was proposed to “re-affirm commitment to up-dating the Memorandum and Articles for completion/adoption in September 2015, taking advice from relevant parties.” A vote was taken and all voted in favour with no abstentions.</li> <li>• In light of the above, names needed to be drawn for the Trustees due to retire.</li> <li>• Martyn Thomas due to retire being longest serving – appointed 2011.</li> <li>• Names drawn for retirement are Jago Keen, Peter Holloway and Keith Sacre. The four Trustees are all able to nominate themselves for re-election at the 2014 AGM.</li> </ul>	<p>ALL</p>
<p>6 (b)</p>	<p><b>Nominations – Chair and Vice Chair for AGM 2014–AGM 2015 term of office</b></p> <ul style="list-style-type: none"> <li>• In previous years the Vice Chair has moved to the position of Chair when the year of office for the Chair expires. This year will be different as the present Vice Chair, Peter Wharton, is resigning as Vice Chair at the AGM but not as a Trustee. Continued.....</li> </ul>	

6	<b>Governance</b> – KM reported	
6 (a)	<b>Verbal update on meeting with Solicitors on 1 July 2014 – Memorandum and Articles of Association - continued</b> <ul style="list-style-type: none"> <li>• JK confirmed that if he were re-elected at the AGM he would be willing to continue as Chair for a further 12 month period of office.</li> <li>• JK confirmed that Mike Sankus has expressed an interest in standing as Vice Chair.</li> <li>• Discussion followed and JR nominated KS for Vice Chair and Chair.</li> <li>• It was agreed that the Trustees present who were not due to retire at the 2014 AGM should review who would be appointed as Chair and Vice Chair following the AGM. Those who are due to retire or who have no vote (KM and MSu) left the room.</li> <li>• The remaining Board agreed who they would suggest to be the Chair should Jago Keen not be voted in as a Trustee and who they would support as a Vice Chair, this later appointment subject to a full Board decision post the AGM.</li> </ul>	
6 (c)	<b>Nomination – Vice President</b> <ul style="list-style-type: none"> <li>• JK reported that he had spoken with Henry Girling who was delighted to learn of the Board’s proposal to recommend him to members as a Vice President at the AGM in September 2014. He confirmed he was happy for this to be put forward.</li> </ul>	
6 (d)	<b>Nomination - Treasurer</b> <ul style="list-style-type: none"> <li>• LVC confirmed that he was happy to act as co-opted Treasurer for the period 2014 AGM to 2015 AGM – he will be a co-opted appointment as currently.</li> </ul>	
6 (e)	<b>President</b> <ul style="list-style-type: none"> <li>• Covered earlier in the agenda.</li> </ul>	
6 (f)	<b>Proposal to Withdraw “Policy Documentation and Guidance Notes for Trustees” dated November 2003</b> <ul style="list-style-type: none"> <li>• JK proposed that the publication be withdrawn pending the review of the M&amp;A when a new handbook will be put together, as the document is out of date and not fit for purpose.</li> <li>• An induction will take place for any new Trustees joining the Board as in 2013.</li> <li>• KM confirmed that guidance is available from the Charities Commission website for Directors of Charitable organisations.</li> <li>• Vote was taken on the proposal above and approved with 1 abstention.</li> </ul>	KM
6 (g)	<b>Trustee Portfolios</b> <ul style="list-style-type: none"> <li>• To be brought forward to next meeting.</li> </ul>	
7		
8	<b>Netsuite</b> – KM reported	
9	<b>BRG</b>	
10	<b>Committee Chair Reports</b>	
10(a)	<b>Education and Training Committee</b> – RJ reported <ul style="list-style-type: none"> <li>• 50<sup>th</sup> Anniversary Research Grants – funds still available; will approach Colleges.</li> <li>• Professional Tree Inspection course – content needs up-dating and work has commenced.</li> <li>• Top Student Prize – awarded at Conference - criteria being reviewed.</li> <li>• Membership criteria for students – will work with Professional Committee.</li> </ul>	RJ RJ RJ
	continued.....	KM

10 10 (a)	<b>Committee Chair Reports</b> <b>Education and Training Committee – continued</b>	
	<ul style="list-style-type: none"> <li>• Proposed Level 3 in Arb – KM and Simon Richmond dealing. No specification available yet.</li> <li>• City and Guilds – supporting them as Education Funding Agency to ensure money is still available for future students.</li> </ul>	
10(b)	<b>Professional Committee – SH reported</b> <ul style="list-style-type: none"> <li>• <b>UAG – KL reported</b> <ul style="list-style-type: none"> <li>○ Education and Training – work has now reached consultation stage on the revision of the Utility Arboricultural Units (UA1 and UA2) plus an additional unit for new entrants.</li> <li>○ Mechanisation next project.</li> <li>○ G92 Using harnesses In Red Zone – out for consultation.</li> <li>○ H&amp;S Data – coming in from Distribution Network Operators.</li> <li>○ H&amp;S Incident Report – being distributed.</li> <li>○ The Group have asked if this data can be collected from the wider industry via the AA? The AA would support this and KL and KM to discuss further.</li> </ul> </li> <li>• <b>Professional Committee – SH reported</b> <ul style="list-style-type: none"> <li>○ Guidance Note 7 – Sarah Kiss reviewing with HO involvement.</li> <li>○ ARB Approved Contractors – 244 in the Scheme with new applications awaiting assessment.</li> <li>○ AWG – still struggling; not met recently.</li> <li>○ CWG – New Chair elected (Nick Bolton).</li> <li>○ Registered Consultant Scheme – 4 new Assessors appointed as previously reported.</li> <li>○ Membership – Fellow – no new applications for consideration.</li> <li>○ Membership – Honorary Fellow – lengthy debate regarding a proposition that the AA have an Honorary Fellow category which is awarded based on a recommendation by Professional Committee for services to arboriculture. The Board were uncomfortable with this award and PHol advised that such a category exists although there are no records or documentation regarding this and how it was awarded in the past.</li> <li>○ Membership – Fellow – continued</li> <li>○ It was agreed that before any nominee is submitted, Professional Committee requested to:- <ul style="list-style-type: none"> <li>▪ Determine why the nominee has been put forward</li> <li>▪ Ensure there is no potential conflict with the AA Award and Fellowship category.</li> <li>▪ Process needs re-defining.</li> </ul> </li> </ul> </li> </ul>	KL/KM
10(c)	<b>Media and Communications – NB reported</b> <ul style="list-style-type: none"> <li>• Stephen Bones (committee member) providing good work on Twitter with more focused postings.</li> <li>• Flipbooks – quote for converting existing field guides into digital flipbooks. Reasonable costs. Copyright on images being checked prior to proceeding.</li> <li>• College Outreach – Nick Pott (committee member) has been active with Colleges and climbing competitions.</li> <li>• RATS – Claire Nash (committee member) has been discussing updating Strouts &amp; Winter (Diagnosis of ill health). Review on-going.</li> <li>• Journal – Ian Rotherham attended the last meeting on the 3 July 2014 and reported everything was on target for Journals for the remainder of 2014. He has still to undertake the Taylor and Francis training.</li> <li>• PORT – review needed.</li> </ul> <p>continued.....</p>	SH

10 10 (c)	<p><b>Committee Chair Reports - continued</b></p> <p><b>Media and Communications Committee – continued</b></p> <ul style="list-style-type: none"> <li>Ken Linford has stood down as a Committee member after a long period of service due to work pressures; thanks from the Board were recorded.</li> </ul>	
11	<p><b>2014 – 50<sup>th</sup> Anniversary Year – PW reported</b></p> <ul style="list-style-type: none"> <li>Founding Fathers’ Lunch and Tree Planting – Wednesday 23 July 2014 at Hilliers in Romsey.</li> <li>Response disappointing; 50 guests invited and only 15 accepted to date.</li> <li>Conference – presentation incorporating the timeline and key topics in the sector – PW to deal.</li> <li>Thanks to Jason Ward who worked tirelessly on the timeline to have this ready in very short time for the ARB Show.</li> <li>Future event – tree planning (Midlands Branch) planned for October 2014.</li> <li>Future event – 50<sup>th</sup> commemorative booklet due in the first quarter of 2015.</li> </ul>	<p>PW</p> <p>PW</p> <p>PW/JR</p>
12	<b>Appeal Review CO16</b>	
13 13 (a)	<p><b>External Liaison</b></p> <p><b>EAC – JC reported</b></p> <ul style="list-style-type: none"> <li>The recent AGM was held in Frankfurt and there are now 21 state members out of a possible 29.</li> <li>Business Plan under development.</li> <li>New website needed and they are seeking a sponsor.</li> <li>If there are papers suitable for insertion in the AA Journal, these need to be submitted for review. JC to advise those appropriate within the EAC.</li> <li>JC will write a report on the trip with all relevant information for the ARB magazine and submit this to Simon Richmond as soon as possible.</li> </ul>	JC
13(c)	<p><b>BioSecurity</b></p> <ul style="list-style-type: none"> <li>JH reported that the Board has not met for approximately 18 months.</li> <li>KM reported that in late August the AA will be issuing a questionnaire via survey monkey in respect of <i>Phytophthora lateralis</i> which effects the Lawson Cypress tree to see what experience members have had over geographical areas.</li> </ul>	KM
13(d)	<p><b>DEFRA</b></p> <ul style="list-style-type: none"> <li>DEFRA will go and visit some of the sites effected by LP above.</li> <li>Meeting has taken place with Professor Nicola Spence – Plant Health Officer with JK, JH and KM. Hope to work more closely with each other in the future.</li> </ul>	
13(e)	<p><b>Update on Trustees Activity</b></p> <ul style="list-style-type: none"> <li>KS, SH, JR and JK attended Urban Tree Diversity conference that recently took place in Sweden. Some ideas for ARB magazine to be sent to Simon Richmond.</li> </ul>	KS/SH/ JK
14 14(a)	<p><b>Any Other Business</b></p> <ul style="list-style-type: none"> <li>Pensions – KM will report at a future meeting.</li> <li>Role of Trustees at Conference <ul style="list-style-type: none"> <li>Dinner hosts.</li> <li>Speaker hosts.</li> <li>Trustee badges to be different to delegate badges for ease of identification.</li> <li>JR will pull together a list of who has a particular interest in carrying out specific task and will send this to KM.</li> <li>Package – one day, one dinner and one bed and breakfast.</li> </ul> </li> </ul>	<p>KM</p> <p>KM</p> <p>JR</p>

15	<b>Risk Register</b>	
16	<b>Any Other Business</b> <ul style="list-style-type: none"> <li>British Standards – Mick Boddy stepped down from Committee. Agreed Chair would write on behalf of the AA to acknowledge the work done and to say thank you.</li> </ul>	JK
17	<b>Determination of Items to Remain Confidential</b> <ul style="list-style-type: none"> <li>4 Finances – all</li> <li>5 Chief Executive’s Report</li> <li>7</li> <li>8 NetSuite</li> <li>12 Appeal Review CO16</li> <li>13(b)</li> <li>14(b) Any Other Business – Conference 2014</li> <li>15 Risk Register</li> </ul>	
	<b>Date of Next Meeting</b> <ul style="list-style-type: none"> <li>Thursday 20 November 2014</li> </ul>	

MS/FINAL - For Distribution to Committee and Website (confidential items removed)

28 November 2014