

BRITISH SMALL ANIMAL VETERINARY ASSOCIATION GENERAL MEETING

The General meeting of the BSAVA (Ltd) was held online on 14/01/26 at 1930h.

26-01.01 Chair's welcome

Dr J. Hoad welcomed everyone to the meeting and declared the meeting open. The meeting was quorate. Dr Hoad advised virtual attendees to vote using the 'raised hands' option and that he would let them know when any votes had been counted.

26-01.02 Apologies for absence

Dr A. Gow informed the meeting that apologies had been received from:

Mr M. Jessop, Mr J. Bower, Mrs L. Turner, Mr T. Bradley, Mr C. Laurence, Dr P. Watson, Mr A. Ash and Dr S-R Flicker.

26-01.03 Changes to the Articles of Association

Following a recent governance review a number of changes are being made to the Articles of Association, to allow the Board to implement these best practice recommendations. These include:

- Create a **Chair of Board position**. This role is currently fulfilled by the President, alongside their representative function on behalf of members. This change will reduce the time commitment of the President and enable consistent leadership of the Board of Trustees, with a 3yr term. While not referenced in the Articles, this role and its terms of appointment will be defined in the Rule Book.
- Create **3 Lay Trustee positions**. These roles will allow Board to bring in specific skills, to support the organisation in its strategic ambition. A majority of member trustees will still be maintained.
- **Remove the Honorary Secretary and Honorary Treasurer role** titles. These roles now carry limited individual responsibility and function in a modern governance structure. Current postholders will continue as trustees for the remainder of their terms.
- Although not part of the changes required for the Articles of Association, a **Finance Audit and Risk Management Committee** (FARM) and **Volunteer Development Committee** (VDC) will be established as committees of Board with revised Terms of Reference. The current VDC and the Audit and Risk Committee (which reports to Council) will be disbanded.

These changes have been discussed and agreed with Council.

To implement these changes, related clauses have been revised in the Articles. The current Articles of the Association are available on the BSAVA website and the amended version with tracked changes was circulated in advance, with the notice of the meeting.

Summary of discussion on changes to the Articles of Association

Mrs A. Stranack opened the discussion by noting that based on the discussion at the previous General Meeting (held 27/11/25): the definition of **Past President** will **not** be removed from the Articles, and this was reflected in the version circulated ahead of this meeting.

She then presented responses to several questions which members had submitted in advance.

1. Non-Executive Directors – Skills and Value

Mrs Stranack explained that as part of the Governance Review, the Board completed a skills matrix exercise assessing:

- the skills required to guide BSAVA's strategic direction,
- the skills currently held by Trustees and their proficiency levels,
- whether decision-making in recent years might have been improved with additional expertise.

Member trustees already provide strong professional experience (e.g., small animal practice, veterinary education, community building, research, fundraising). However, the Board identified gaps in:

- marketing,
- commercial development,
- IT and digital,
- finance.

Current NED Mr Steve Spill (finance) will shortly complete his second term, prompting the need to cover this area of expertise. Given that these domains represent areas of significant investment and risk for BSAVA, the Board considers specialised insight at trustee level to be valuable in supporting, challenging, and guiding executive work.

2. Why Non Executive Director (NED) roles are not remunerated

Mrs Stranack noted that although many corporate NED posts are paid, the charity sector differs:

- The UK has around 1 million charity trustees, fewer than 2% of whom receive payment.
- The Charity Commission strongly maintains that unpaid trusteeship supports public trust in charities.
- BSAVA therefore cannot remunerate trustees, and previous arrangements to pay a NED are no longer permissible.

She added that the calibre of applicants suggests individuals willing to volunteer are typically senior professionals with both expertise and flexibility in their schedules, who value the opportunity for personal development, networking, and the chance to support a mission-driven organisation. Mrs Stranack cited her own experience of volunteering for the Soil Association.

3. Recruitment Costs and Meeting Expenses

Mrs Stranack advised that governance changes have reduced the Board's meeting schedule from 10 to 6 per year, with a mix of in person and virtual meetings, lowering the overall Expenses budget.

For this recruitment cycle, BSAVA experimented with using an external agency to test market interest in unpaid NED roles. The cost was £5,000 and there was a strong response, with four shortlisted candidates; two were taken to final stage and one was appointed.

Each of the candidates was local enough that they would be able to attend meetings for a day, and would not incur significant travel or accommodation expenses, which represents real value.

Future recruitment is expected to use alternative, lower cost routes.

4. Board Size and Composition

Dr C. Sturgess asked about the intended Board size. Mrs Stranack confirmed:

- The Articles allow up to 11 Trustees, though this is not a target.
- Expected composition:
 - 4 officers
 - up to 3 Lay/NED trustees
 - an option for up to 3 additional Member trustees
- Members will remain the majority.

The Chair is included within the total number. Rule Book revisions will define the appointment process once the Articles are approved, and these revisions will be brought to a future Annual General Meeting (AGM).

Dr Sturgess asked whether the Chair's proposed three-year term is renewable for a second term? Mrs Stranack confirmed: Yes, subject to performance, with six years in post being the maximum.

5. Further Questions on NED roles

Mr H. Locke questioned:

1. Whether recruitment to unpaid NED roles would be feasible?

Mrs Stranack and Dr Hoad confirmed that Charity Commission restrictions prevented paying for NED roles and noted the successful recruitment of a high calibre marketing specialist in an unpaid NED role.

2. Why the increase from one NED to three?

Mrs Stranack stated this is for flexibility, not as a target, and that the complexity of BSAVA's operating environment (digital, marketing, AI driven discovery, SEO, pricing strategies) requires broader and deeper expertise than previously.

Dr Hoad reiterated that paying NEDs is prohibited and the Association must rely on pro bono professionals.

6. Chair of Board – Clarification

Mr J. Chitty sought clarification on whether the Chair role appears in the Articles.

Mrs Stranack confirmed:

- The Chair is not defined in the Articles, only in the Rule Book.
- The Articles define only the essential composition of the Board: the officers, the additional member trustees and the lay trustees.

- The Rule Book will later formalise the Chair appointment process.

She stressed that because the organisation is not yet ready to recruit a Chair, only the structural basis is being established now.

Dr Sturgess highlighted that chairing requires specific skills; the Board should ensure such skills are present among trustees. Mrs Stranack agreed, noting recruitment challenges and the considerable time demands of an unpaid Chair.

7. Recruitment Pathways for Member Trustees

A question was raised about how members will gain experience and progress toward officer roles, with the removal of honorary roles.

Mrs Stranack explained that bringing FARM and VDC into the Board structure will provide:

- much closer alignment with Board work,
- greater visibility of governance processes,
- new pathways for members to develop experience relevant to future trustee or officer roles.

8. Clarification of Article 30.2

A wording issue in Article 30.2 was highlighted in advance by Mr J. Wells.

Following discussion with Dr Hoad, the proposal is to include the corrected wording as part of the AGM Article updates in June, rather than amending the version circulated for this GM.

Mr Wells agreed.

9. Additional Questions

No further questions were raised from the floor.

Dr Hoad proposed that the meeting consider and, if thought fit, approve the following special resolution:

That the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Seconded: Dr C. Gorman

For: 26

Against: 1 (by proxy)

Abstained: 0

Carried

26-01.04 Date and time of the next General Meeting

Dr Gow advised that the date of the next meeting is yet to be set and that this would be advised in due course. There being no other business, the meeting concluded.