Company Number 1379092

The Companies Act 2006

BRITISH ASSOCIATION FOR ADOPTION AND FOSTERING ("The Company")
NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Saffron House 6-10 Kirby Street London EC1N 8TS
On Wednesday 3rd December 2014 at 5pm

For the purpose of considering and, if thought fit, passing resolutions as to the ordinary business of the Company as follows:

a) To remove the requirement to hold an Annual General Meeting within 12 calendar months of the last meeting, in accordance with the Companies Act 2006,
b) To amend the composition of the Board to no more than 20 Directors,
c) To implement a common tenure for all Directors of two consecutive three year terms with the exception of the Chairperson who may serve up to three consecutive three year terms,
d) The quorum for an AGM, where held, will be six members.

By order of the Board of Trustees

Karen Wilkins
Company Secretary

Dated: 1st October 2014

Notes

1. Any full member of the Company is entitled to attend, speak and vote at the above mentioned meeting, may appoint a proxy to attend, speak and on a poll, vote instead of that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.

2. To be valid the instrument appointing a proxy and any authority under which it is executed (or a copy of the same certified notarially) must be deposited at the registered office of the Company not less than 48 hours before the time of the meeting.

3. Any person entitled to nominate an Honorary Officer may do so by delivering to the Secretary at least 35 days before the Annual General Meeting of the Association immediately following which the election of the successful candidate will be effective ("Relevant Annual General Meeting") notice in writing of his/her intention to propose such person for election, specifying the post to which it is proposed that person is elected, and also a notice in writing signed by the person to be proposed of his/her willingness to be elected.

Ref AGM(2014 01)
British Association for Adoption and Fostering
Registered Office Saffron House 6-10 Kirby Street, London EC1N 8TS
Tel 0207 421 2613 Web www.bAAF.org.uk Email mail@bAAF.org.uk
British Association for Adoption and Fostering

Annual General Meeting

Minutes of a meeting held on 3rd December 2014

at BAAF Head Office, London, EC1N 8TS

Full members present:

Alistair Sutherland, Liz Cowling, Norman Goodwin, Anthony Douglas (Chair), Ron Cooke, Jim Harris, Carole Sykes, Jo Wilson

In attendance

Barbara Hutchinson, George Wood, Bela Kapur, Karen Wilkins (minutes), Jenny Driscoll, Mary Bollan, Rebecca Jones, Sue Brunton, Abi Omotoso, Valerie Morgan, Sue Hill, Millie Clarke, Sara Barratt, Martin Perkins, Jacquie Roberts

1. Apologies were received from 22 members. Nine proxy votes to the Chair were received.

2. Minutes of the AGM 2013 were approved.

3. Chair’s report

3.1 During the reporting year, 2013/14, BAAF achieved a record number of matches for children awaiting adoption. Our range of family finding services which include Be My Parent, the Adoption Registers for all four UK countries, three adoption consortia and Adoption Activity Days, matched 1023 children with adoptive families and we are rightly proud of this achievement. BAAF continues to work hard to minimise delay for those children awaiting adoption and we are particularly proud of the continued success of adoption activity days which seeks to add chemistry into the family finding process.

3.2 The Chair was delighted that BAAF maintained its rating of Outstanding following an Ofsted inspection of BAAF’s adoption agency and adoption support agency services in England and Wales in October 2013. This is a testament to the exceptional quality of regulated services BAAF provides.

3.3 One of the services that has remained constantly successful over the past 34 years are BAAF’s publications and 2013/14 was our most successful year in terms of surplus achieved. We know that our publications are highly valued within the sector and by individuals who access our broad range of titles. Our Fundraising team also achieved a significant contribution to funds during the reporting year.

3.4 During the year, Jacquie Roberts was appointed BAAF’s Vice Chair and will talk later about her role in the development of a Governance Framework for BAAF.

3.5 We were delighted to welcome back Ron Cooke to BAAF. Ron was BAAF’s Treasurer from 2003 to 2010 and returned to BAAF this year. We thank Ron for his hard work and commitment to the charity. We also welcomed back Barbara.
Hutchinson, BAAF's former Deputy Chief Executive and Executive Director Barbara returned as Interim Chief Executive from July 2014 and the Chair wished to pay tribute to Barbara for her skilled and dedicated work over the past six months.

3.6 Despite the increasingly divergent legislation amongst the four UK countries, it is the common ground in best practice for adoption, fostering and substitute parenting that is the driving force behind all that BAAF does on behalf of vulnerable children and families.

4. Interim Chief Executive's Report

4.1 Barbara said she had been delighted to be asked to return to BAAF to lead the organisation in delivering outstanding services throughout the adoption and fostering sector. She also noted that as well as the outstanding rating in England and Wales, BAAF's adoption and fostering services in Scotland had been awarded the highest rating of Excellent during its inspection in January 2014. All BAAF's core services continue to be delivered to a high standard including our information and advice service which responded to almost 6000 enquiries during 2013/14 and our expert trainer consultants who delivered 2000 days of training to professionals.

4.2 She went on to say that the ever shifting landscape within the sector means BAAF must continue to work tirelessly to represent all those involved with adoption and fostering to ensure that children, families and professionals have access to the best possible services and support.

4.3 As part of her interim CEO role, Barbara has been closely working with the press team to raise BAAF's profile and to raise awareness in order to get our vital messages out to the wider population.

4.4 We were delighted to be successful in our bids to operate the Adoption Register in England and in Wales which means BAAF currently operates all four UK adoption registers as well as the IRM in England and in Wales.

4.5 On a personal note, Barbara said she passionately believes in BAAF's work and having recently returned from a conference in Brussels on a two year project about remand fostering, she had found it humbling to witness the respect that is held for BAAF within the European community. She added that she has always been proud to work for BAAF and the vital work it does on behalf of children who, for whatever reason, can no longer live with their families of origin.

5. Treasurer's report

5.1 The reporting year, 2013/14, was a very good year for BAAF financially. Referring to page 26 in the annual report, general income rose to £6.2m, £2.5m of which was restricted funds for specific projects. We were able to make a contribution to reserves of £165k to increase our overall reserves position to £1.8m, which is a record for the charity.

5.2 The treasurer commended members to pages 45 – 47 of the annual review which is a written acknowledgement of all of the contributions including those who have supported BAAF and illustrates BAAF's continuing ability to raise funds and the level of interest that many charitable trusts take in the charity.

5.3 BAAF's projected pension's liability (i.e. the amount we may owe at some point in the future) went up from £3.6m to £4.8m. Whilst this is an arbitrary figure, it does have a significant negative impact on our balance sheet. This is not uncommon within the
third sector and most charities will be in a similar position, but it is important for members to be aware of. Despite the pension’s position, the year ended well with a healthy contribution to reserves.

5.4 The Treasurer was pleased to report that BAAF had received a clean audit report from our independent auditors, Buzzacott’s. He wished to thank the Finance Director, George Wood and his team as well as all members of the staff group who have contributed to the 2013/14 result.

5.5 He commended the audited accounts for approval – the accounts were approved.

6. Reappointment of Auditors
6.1 The Treasurer proposed that Buzzacott’s be reappointed as BAAF’s auditors. This was approved.

7. Other Business
7.1 Appointment of the Honorary Treasurer

No other expressions of interest in the role of Honorary Treasurer had been received. The appointment of Ron Cooke as Honorary Treasurer was approved.

8. Special Resolutions (session Chaired by J Roberts, Vice Chair)
8.1 The Vice Chair noted that as part of an internal audit programme, independent consultants had been appointed last year to undertake a Governance Review for BAAF. A number of recommendations emerged from that exercise and following discussion and approval of these at the July 14 Board meeting, including the introduction of a Governance Framework for the organisation, some amendments to BAAF’s Articles of Association are proposed. These are:

(i) To remove the requirement to hold an AGM each year (in accordance with the Companies Act 2006)
(ii) The Quorum for an AGM, when held, to be six
(iii) To amend the composition of the Board to be no more than 20 Trustees
(iv) To set a maximum two x consecutive three year term* for all Trustees (with the exception of the Chair who may serve an additional three year term) *In order to manage rotation and to retain experience within the Board at this point in time, it is proposed that all Trustees who have already served more than three years will start their second three year term from the date of today’s AGM. Appointment dates for all those who have not yet served three years remain unchanged. The Vice Chair felt it was important to state on behalf of the Chair that he does not intend to fulfil three additional consecutive three year terms from today’s date, but that it was the principle we are asking members to vote on today.

8.2 One member questioned the rationale behind special resolution (iv) stating that it may be unwise to implement a limit on tenures, particularly when the organisation has a steady and strong leadership group within its Board. The Vice Chair acknowledged that BAAF has tremendous experience within its Trustee group, however this recommendation had emerged from the Governance Review as good governance practice through effective and robust board rotation.

8.3 The Special Resolutions (i – iv) were approved.