



**Private and Confidential - Copyright Reserved  
Not For Publication or External Discussion**

**Board Meeting  
Wednesday, 26<sup>th</sup> November 2014**

Present

Chair: Peter Allan, Cargill Meats Europe  
Chris Binge, Fairway Foodservice Plc  
Vince Craig, c/o McEvoy Foods Int'l Ltd  
Ian Stone, apetito Ltd  
Nigel Broadhurst, Iceland Foods Ltd  
Ali Hannaford, Paramount 21 Ltd  
Brian Young, BFFF

In Attendance: Hazel Cranidge, BFFF

Apologies: Vanessa Lewis, Summit Foods Ltd  
Adrian Whitehead, Brakes

**AGREED ITEMS AND ANY ACTION**

	ITEM	ACTION BY:
1	<b>Declarations of Interest</b> There were no new declarations of interest.	
2.	<b>Elections of Officials</b>	
2.1	<b>Chairman</b> Vince Craig, advised that Peter Allan offered himself for re-election as Chairman for 2014/15. Nigel Broadhurst proposed that Peter be re-elected, Ali Hannaford seconded the proposal and all present were in favour.	
2.2	<b>Senior Independent Director</b> Peter advised that Vince Craig offered himself for re-election as Senior Independent Director for 2014/15. Ali Hannaford proposed that Vince be re-elected, Nigel Broadhurst seconded the proposal and all present were in favour.	
3	<b>Agree Minutes of the Last Meeting</b> The minutes from 9 <sup>th</sup> September 2014 were agreed to be a true and accurate record and duly adopted.	
4	<b>Outstanding Action Points from the Last Meeting</b> The action tracker was circulated with the agenda pack to update the Board on progress. Brian advised that his conference call with Wabel had been postponed and would now take place on Friday 28 <sup>th</sup> November. There were no further queries arising.	
5	<b>Annual Reviews</b> In line with trade association best practice, annual reviews of the effectiveness of the Chairman, Chief Executive and Board need to take place. Brian had circulated a discussion paper on each to enable considered debate to take place.	
5.1	<b>Chairman</b> As Senior Independent Director, Vince led the debate on the review of the effectiveness of the Chairman whilst he was not present. The discussion paper was considered by the Board and all were in agreement with the points raised. All agreed that the Chairman was effective.	
5.2	<b>Chief Executive</b> The Board then reviewed the effectiveness of the Chief Executive in his absence, and again reviewed the discussion paper. All present were in full agreement with the points raised and that the Chief Executive was effective. It was also noted that Brian's leadership had been exemplary whilst steering the changes throughout the year.	

Contd.

**AGREED ITEMS AND ANY ACTION**

	ITEM	ACTION BY:
<p><b>5.3</b> <b>a</b></p> <p><b>b</b></p> <p><b>c</b></p> <p><b>d</b></p> <p><b>5.4</b></p> <p><b>5.5</b></p>	<p><b>Board</b> All members of the Board reviewed its effectiveness taking into account the points raised in the discussion paper. It was agreed that the split between physical meetings and teleconferences was working well and that receiving the Board reports prior to the meetings was crucial to a successful and effective meeting.</p> <p>It was agreed that the March meeting should review/agree budgets and also review the current strategic plan. Any key industry issues that needed to be included in the Federation's strategy could be incorporated by Brian as we proceed.</p> <p>It was also agreed that Succession Planning would be looked at in more detail at the May 2014 meeting which is a physical meeting.</p> <p>All agreed that the Board was effective.</p> <p><b>Board Elections</b> Brian pointed out that there would be formal elections at the 2015 AGM for Directors for the Board and that time should be taken at the next meeting to review how this process will work and how to manage members' expectations, for example providing an outline of required skills. The Board also suggested that we look to market the AGM to members to increase attendance and how to encourage more proxy votes. It was agreed that Brian should submit a paper to discuss at the March meeting on the AGM and the election process for Board Directors.</p> <p><b>Effectiveness Reviews</b> The Board agreed that the three review papers should be published with the minutes on the BFFF website and publicised in the monthly update email to encourage members to read them.</p>	<p></p> <p>BY</p> <p></p> <p></p> <p></p> <p>BY</p> <p>HC</p>
<p><b>6</b> <b>6.1</b></p> <p><b>6.2</b></p> <p><b>6.3</b></p> <p><b>6.4</b></p> <p><b>6.5</b></p>	<p><b>Chief Executive's Report</b> <b>FSDF</b> Brian advised that he was meeting Chris Sturman, FSDF Director General on 4<sup>th</sup> December for their regular update meeting.</p> <p><b>Project Enthuse</b> Brian provided an update on the project to the Board.</p> <p><b>Board Members Succession Planning</b> Brian reported that Ian Crawford has resigned from the Board having left Bidvest 3663. He confirmed that he is currently trying to engage with Bidvest 3663 to look at co-opting a new representative onto the Board.</p> <p><b>Chief Executive Succession Planning</b> Brian advised that he would be retiring in March 2017 and starting to reduce his hours from March 2015. Brian had submitted a report to the Board with recommendations on the next steps to which the Board agreed.</p> <p><b>Board Dinner</b> The Board had previously agreed to hold a dinner on 2<sup>nd</sup> March 2015, the eve of the Business Conference. Brian suggested that the Chief Executives of the major brands be invited to further improve our relationships. All agreed that this was an excellent idea.</p>	<p></p> <p></p> <p></p> <p></p> <p>BY</p>

Contd.

**AGREED ITEMS AND ANY ACTION**

	ITEM	ACTION BY:
<b>7.</b>	<b>Financial Report</b>	
<b>7.1</b>	<b>Quarterly Accounts to the 30<sup>th</sup> September 2014</b>	
<b>a</b>	There were no queries concerning the accounts and the Board unanimously agreed to adopt the quarterly accounts to 30 <sup>th</sup> September 2014.	
<b>b</b>	Ali reported that £500,000 in subscriptions has been received which is greater than the budget of £480,143 and it is hoped to achieve a subscription income of £510,000.	
<b>8.</b>	<b>Commercial Report</b>	
<b>8.1</b>	<b>New Members</b> New members recruitment is going very well against a tough budget.	
<b>8.2</b>	<b>Annual Luncheon</b> Brian advised that 120 companies had attended compared with 102 in 2013. The alteration from one long top table to 3 round top tables had been a resounding success.	
<b>8.3</b>	<b>Business Conference</b> We have now confirmed Ken McMeikan of Brakes, Andy Weston-Webb of Birds Eye and James Walton of the IGD as speakers so there are just two speaker slots remaining which Brian is currently working on.	
<b>8.4</b>	<b>Anuga</b> Brian advised that there is a possibility of BFFF having a stand at Anuga with members taking space on our stand, the cost would be taken as an investment. The Board agreed with this approach and that the cost would be added to the budget as an investment.	BY
<b>9.1</b>	<b>T&amp;L Expert Group</b>	
<b>a</b>	Vince informed the Board that two FSA representatives had attended the November meeting of the T&L Expert Group to gather information and had then toured a factory in Grantham.	
<b>b</b>	Catherine Brown, chief executive of the FSA is very pleased with the relationship we have with them and has now asked us to look at how the industry reduces the level of listeria in frozen food. This will provide an opportunity for Su Dakin to visit Catherine Brown which is a great result and a credit to BFFF.	
<b>9.2</b>	<b>Health &amp; Safety Expert Group Report</b> The Board report was accepted with no issues raised.	
<b>9.3</b>	<b>Promotion Expert Group</b> Another PR award has been received for the Cool Cookery website for the Best use of digital – Cool Cookery is now a triple award winning campaign of which we are very pleased.	
<b>10.</b>	<b>Member Issues</b>	
<b>10.1</b>	<b>Retail Supply Chain</b> Brian reported that a member had contacted him with concerns over retailers' practices concerning their supply base. The Board discussed the problems being faced and agreed that it was difficult times but that this was not something that BFFF should become involved in as it is part of each member's commercial relationships with their customers.	

**AGREED ITEMS AND ANY ACTION**

	ITEM	ACTION BY:
<p><b>10.</b></p> <p><b>10.2</b></p> <p><b>a</b></p> <p><b>b</b></p> <p><b>c</b></p> <p><b>d</b></p>	<p><b>Member Issues</b></p> <p><b>Iglo I-Freeze</b></p> <p>Iglo have launched a new European wide project which will embrace all of the industry to educate consumers to use their freezer. They are looking for partners to help promote the campaign and Andy Weston-Webb has been in contact to see if this is something that BFFF would support.</p> <p>The Board agreed that BFFF should support the I-Freeze initiative as it benefits our industry but that our support on lobbying activity would be limited by our resources. It was agreed to request that we are involved with advice being given to consumers to ensure it has technical rigour.</p> <p>It was also suggested that an app be incorporated into the initiative to assist consumers with identifying what is at the bottom of their freezers and what its shelf life is.</p> <p>Brian will inform Andy Weston-Webb of the Board's decision together with the additional requests and app suggestion.</p>	<p>BY</p>
<p><b>11</b></p> <p><b>11.1</b></p> <p><b>a</b></p> <p><b>b</b></p> <p><b>c</b></p> <p><b>d</b></p>	<p><b>Any Other Business</b></p> <p><b>Amendments to BFFF Rules</b></p> <p>Having amended the Federation's rules in May 2014, we took the opportunity to assess whether we do follow our rules and Brian recommended the following amendments:</p> <p><b>To amend rule 2.26 as below</b>  <i>Following a meeting of a committee or expert group the minutes of that meeting shall be circulated to the members of the committee or group. <b>The board of directors can request to see the minutes of any committee or expert group at any time.</b> The minutes of a meeting of the Audit Committee shall also be made available to the Company's auditors.</i></p> <p><b>To amend rule 3.2 as below</b>  <b>3.2. The board of directors shall be made up of the following 10 directors:</b>  <b>3.2.1. The Chief Executive of the Company;</b>  <b>3.2.2. The chair of the Technical &amp; Legislative Expert Group;</b>  <b>3.2.3. The chair of the Audit Committee;</b>  <b>3.2.4. A retailer representative; and</b>  <i>In addition, the Company shall appoint 6 Directors from the Producer, Importer, Broker and Wholesaler categories of membership with a minimum of 2 Producer, Importer or Broker Members and 2 Wholesaler Members. The ideal make up would be one director from each of the following categories:-</i>  <b>3.2.5. Large producer;</b>  <b>3.2.6. Medium size producer;</b>  <b>3.2.7. Small producer;</b>  <b>3.2.8. Major wholesaler;</b>  <b>3.2.9. Wholesaling buying group; and</b>  <b>3.2.10. Independent wholesaler.</b></p> <p>It was unanimously agreed to amend the Rules as proposed. The Board noted that the Chairman of the Board would be one of the 10 elected Directors.</p>	
<p><b>12</b></p>	<p><b>Dates of Future Meetings</b></p> <p>7 January 2015      Teleconference at 10.30am</p> <p>2 March 2015        Board Dinner – Mallory Court Hotel, Leamington Spa at 7pm</p> <p>4 March 2015        Meeting at Chesford Grange Hotel at 10.30am</p> <p>6 May 2015           Meeting at Iceland offices, Deeside at 11am</p>	