



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Not For Publication or External Discussion

Extract from BFFF Board Meeting
Wednesday, 26th November 2014

	ITEM	ACTION BY:
5	<p>Annual Reviews 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.</p>	
5.1	<p>Chairman 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.</p>	
5.2	<p>Chief Executive 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.</p>	
5.3	<p>Board</p>	
a	<p>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>	
b	<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>	BY
c	<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>	
d	<p>All agreed that the Board was effective.</p>	
5.4	<p>Board Elections 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>	BY
5.5	<p>Effectiveness Reviews 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>	HC



Board of Directors Meeting – 26th November 2014
Agenda Item 5.1 - Annual Review of BFFF Chairman
Discussion Paper

This paper is produced to help the board review the effectiveness of the chairman and is written to help inform the debate at the board meeting.

1. Are all the views of the Board gathered/considered?

The chairman has actively sought to include views from all board members and has been adept at ensuring outcomes are representative of the all board members.

The answer is yes

2. Does the Chairman have effective control over meetings?

The chairman has managed the meetings well and effectively.

The answer is yes

3. Does the Chairman manage board meetings and business generally, efficiently and impartially?

Meetings have been productive with key topics identified and debated, time used effectively and he has always been impartial.

The answer is yes

4. Is the Chairman fully familiar with the agenda and papers?

The chairman prepares for the meeting meticulously with a pre-meeting with the Chief Executive to review the board papers, agenda, timings and agreeing key areas for debate.

The answer is yes

5. Are appropriate action points agreed?

Action points are clearly identified and an updated tracker of actions taken against each action point is a standing item for each board meeting.

The answer is yes

6. Are the executive held to account?

Key management information is now made available through the board reports and much greater analysis is debated at the board compared to previous Executive Council meetings.

As the board develops management information will be reviewed to ensure all the information the board require is made available.

The board has questioned performances in key areas and sought further information when needed including on executive performance.

The answer is yes

2.

7. Does the Chairman ensure the Board focuses on key tasks?

The Board agenda have been carefully considered and by prioritising the key strategic items to debate this ensures that we focus on the key tasks.

At this stage we have not allowed Board directors to nominate topics they would like including on future agendas but they can come out of the open constructive debates we hold.

We should consider including this as a board agenda item.

Answer is mainly yes with some opportunity of improvement identified

8. Does the Chairman ensure BFFF pursues agreed strategic objectives?

Development of BFFF strategy and its' direction was a cornerstone of the changes made to how BFFF meets members needs and the setting up of the board was a key part of that process.

Board reports are written around the key strategic pillars so updates are provided but not part of a formal process.

Previously strategy was reviewed on an annualised basis and this is something that can be built into the annual planning of Board agenda items.

Budgets are agreed at the May meeting so it would be appropriate to have a strategy paper presented by the chief Executive as part of the March board meeting which is a face to face meeting.

The answer is no but will be addressed as a standing board item in March

9. Does the Chairman foster a close working relationship with the Chief Executive?

The Chairman enjoys a very good working relationship with the Chief Executive with appropriate levels of communication, debate, challenge and support.

The answer is yes



Board of Directors Meeting – 26th November 2014

Agenda Item 5.2 - Annual Review of BFFF Chief Executive Discussion Paper

This paper is produced to help the board review the effectiveness of the chairman and is written to help inform the debate at the board meeting.

1. Are member's interests and issues properly responded to?

Annual member surveys are completed to assess members views on the Federations' performance and the results will be discussed by the Board (previously presented at the Executive Council). These highlight performance and any issues raised. Board directors are also members and have a very clear view on the performance of the Federation. Board reports are produced and key management information provided to the Board.

Take up at events, seminars, conferences, membership numbers and other key trends suggest that members' interests are properly responded to.

The answer is yes but we need to encourage members to raise any issues they may have for the attention of the board. Latest monthly newsletters and the AGM will reinforce the opportunity

2. Does the Chief Executive ensure high quality and cost effective service is provided to members?

As discussed above there are many indicators available to the Board to assess the delivery of service to members. Board papers highlight performance across the breath of services that BFFF offers and are routinely assessed.

The answer in summary is yes

3. Are strategic plans followed timely and effectively?

Strategy setting has been a key function of the previous Executive Council and all members of the current board actively participated in creating the current strategic plan.

The major projects of creating a new Commercial team, creating a new Board and governance structure and further supporting the Technical and Health and Safety service have all been successfully completed.

Delivery from those projects will be assessed over the life of the plan but so far so good.

In summary the answer is yes, so far, but delivery from the major changes will need to be assessed at the March Board meeting

4. Is BFFF Policy work carried out efficiently and effectively?

BFFF have been highly influential in areas of Technical guidance, legislation and Health and Safety over the last year. The promotional campaign has picked up numerous awards and the introduction of the Primary Authority member benefit, whilst still in its infancy, offers a tremendous opportunity.

In summary the answer is yes

Contd.

2.

5. Does the chief executive develop forward strategies

BFFF has progressed markedly into a modern, forward facing trade association during the Chief Executive's tenure and the development of forward strategies has been the foundation to make it happen.

In summary the answer is yes

6. Have the finances of BFFF been properly controlled and managed appropriately?

BFFF finances are in good order and the progress made in growing the association has enabled BFFF to now choose from a number of investing opportunities such as the promotional campaign, European Horizon scanning and Primary Authority. The costs of running the Federation have been significantly reduced and difficult decisions have been taken to optimise the team's performance.

In summary the answer is yes though a couple of minor audit points were identified this year but very quickly resolved

7. Have the BFFF team been properly developed, trained and managed?

The team has been changed in Commercial and added to in Technical and Health and Safety. The new team members do require further on the job training and a number of senior people have received presentation skills training this year.

It is true to say though that BFFF has a minimal training budget and most of the progress we have made as a Federation has been through project based development.

Worthy of further consideration.

In summary the answer is yes but training should be reviewed

8. Has the Chief executive represented the interested of the industry effectively?

He has appeared in an ITV programme, spoken on local radio and at seminars and conferences and feedback received has been positive. Members have expressed their satisfaction with his representation of the industry and, to date, no negative comments have been aired.

In summary the answer is yes



Board of Directors Meeting – 26th November 2014

Agenda Item 5. 3 - Annual Review of BFFF Board Discussion Paper

This paper is produced to help the board review its' effectiveness and is prepared to help inform the debate at the board meeting.

1. Does the Board operate at a strategic level?

We have held 3 board meetings to date and the discipline of agreeing the three most significant topics to debate has worked well and allowed good debate on strategic issues.

Governance matters also need to be discussed such as the approval of the accounts, the level of disclosure required; insurance issues and audit questions which are all very appropriate and part of the boards remit and have been effectively handled.

There has been no evidence of the Board delving into minutia of the running of BFFF and acting outside of its purpose.

In summary the answer is yes

2. Are key issues discussed by the Board?

So far we have examined our plans for new member recruitment, assessed the impact of a strategic project with major brands and a retailer on all parts of membership; assessed closer collaboration opportunities with other trade associations, confirmed our European horizon scanning investment, debated how to get the best out of the industry forum, agreed a potential new member benefit, agreed the budget for next year and our investing activities as well as highlighting key legislative and health and safety issues.

In summary the answer is yes

3. Does the Board properly represent members' views?

A considerable amount of time has been spent on ensuring the board is representative of all sectors of the membership and all sizes of members within sectors. Directors' rotation has also been agreed.

We have advised members that the new board should be elected en bloc at the AGM as it has so recently been established and we await any reaction from the membership.

The answer is yes but the test will come when we have elections and see whether appropriate candidates from the retiring directors sector and size come forward

4. Does the Board receive sufficient timely and accurate information?

Board reports are produced and made available a week before the board meeting and we have discussed at the board meeting the appropriateness of them.

To date the board have confirmed they are appropriate, timely, of sufficient detail and analysis to enable effective debate and challenge at the board meetings.

The answer is yes but will be reviewed from time to time

Contd.

5. Has the Board sufficient time to fully discuss and debate key strategic issues?

To date one meeting has been face to face and two have been by teleconference whilst this next meeting is also face to face.

To date the meetings have been of the right frequency and sufficient time has been allowed to properly conduct board business.

At the last two boards we have debated and agreed the effectiveness of the teleconferences, time spent and confirmed the planned programme of meetings to be appropriate. We have also agreed to arrange physical meetings if and when called for, over and above the current plans.

The answer is yes but will be kept under surveillance

6. Is there an effective process to identify and recruit new Board Members?

It is fair to say that this has not yet been a board discussion item per se. It is also true that we are about to hold an AGM which will, in all likelihood confirm the current board, for the next year.

However it is an item that we should debate earlier rather than later and suggest we have it as a board item at the next board meeting.

So the answer is no and that we will address the issue

7. Is board attendance in line with best practice?

To date attendance has been very good and significantly better than when we ran an Executive Council.

Dates are planned well in advance, with days and times organised to be as convenient as possible.

Attendances are monitored and if needed to would be acted upon.

Answer is yes

8. Board relationship with Chief Executive

The relationship is good with open debate on both sides; proper challenges made to the Chief Executive and debated, whilst the Board have not been stepping into executive domains and operations inappropriate for Board members.

The Board will review the performance of the Chief Executive and will have the opportunity to provide feedback on performance and on any areas required for improvement.

To date the Board and the Chief Executive have enjoyed a very strong working relationship