

BAOT Council Meeting

Approved minutes of meeting held 23 January 2025

Via Teams

Council members present	
Name	Position
Aisling Durkin	Council member, Northern Ireland
Jackie Gordon	Council member, England
Neil Carnegie	Council member, Scotland
Cathryn Holding	Council member, Industrial relations
Dr Sureshkumar Kamalakannan	Council member, International Affairs
Paul Dunning	Council member, Wales
Janine Hackett	Council member, Learning and Development
Odeth Richardson	Council member, Chair
Also in attendance	
Regular attendees (attended all items except confidential items)	
Clare Cochrane	Director of Brand and Marketing
Kate Monro	Head of Governance and Compliance
CJ Odeleye	Head of Finance
Karin Orman	Director of Practice and Innovation
Satvinder Reyatt	Director of People, Finance and Governance
Rob Smyth	Director of Strategy, Technology and Transformation
Other attendees	
Angela Daniel	Senior Business Support Partner, minute taker
Nick Entwistle	UNISON
Ruth Mullan	Head of Membership Experience & Services
Apologies	
Steve Ford	Chief Executive
Dr Anita Atwal	Council member, Research and Development

Please note: Items are recorded in agenda item order rather than the order in which they were taken.

Item	Main point	Action
1.	Meeting business	

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1.1	Declaration of conflict of interest The Chair asked if anyone attending needed to declare a conflict of interest they may have in relation to the items on the agenda. No declarations of interest.	
1.2	Approval of Joint BAOT/RCOT Council minutes Resolution: Council approved the joint BAOT/RCOT minutes of 10 October 2024	
1.3	Approval of BAOT Council minutes Resolution: Council approved the joint BAOT/RCOT minutes of 10 October 2024	
1.4	PCN Terms of Reference The Committee recommended a minor amendment to the People and Nomination Committee terms of reference to allow more flexibility in selecting the Chair. The Committee had a candidate ready to step forward if the amendment was approved. Following the meeting, Council would be informed via email with additional details and asked for their approval. Resolution: Council approved the amendment to the People and Nominations Committee Terms of Reference.	
2.	Governance review: BAOT constitutional and RCOT constitutional changes 2025 – presented by the Head of Governance and Compliance Council reviewed the proposed changes to the BAOT Articles of Association. Additionally, Council was asked to approve the communications approach and the high-level timeframes. There was a discussion about whether the requirement for five years of membership needed to be continuous. It was agreed that this should be addressed as part of a review of the Council Rules. It was confirmed that if a member was struck off from HCPC, they're no longer eligible to be a member, therefore cannot be on Council. Resolutions: 1. Council reviewed the proposed changes to the BAOT Articles and agreed that Bates Wells (law firm) should be instructed to draft the following changes: • Changing terms of office to two terms of three years, with the ability to extend a term for up to two years (excluding the international affairs Council Member) – for reasons of ensuring stability and continuity in the governing body.	

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	• Creating a power for Council to extend a term of office in exceptional circumstances. • Ensuring drafting of provisions allows Council to appoint to a reduced term where necessary. • Create power for Council to remove Council members in exceptional circumstances – for reasons of ensuring Council has the necessary power to safeguard its effective operation and reputation. • Update objects and powers to ensure fit for purpose. • Create more flexible article in relation to presidents and VPs and honorary roles. • Include more explicit provisions regarding hybrid meetings (AGMs). • Increase AGM quorum which is currently very low. • Clarify provisions regarding proxy forms. • Create a more flexible power for Council to create rules. • Ensure elections provisions reflect TULCRA requirements. • Remove reference to appointment of CEO and allow Council to appoint any individual as company secretary. • Remove reference to use of the seal. • Introduce additional flexibility to power to pay benefits to the Chair. • Separate out reimbursement of expenses from benefits to Council section. • Increase Council quorum. • Remove confidentiality provision. • Simplify conflicts of interest provisions. • Clarify notices provisions. • Changing winding up heading for accuracy and include winding up provision. • Simplify indemnity and insurance provisions and align with the law. • Update powers of delegation to create clearer, wider powers in line with the law and good practice. • Modernise language throughout. 2. Council reviewed the proposed changes to the RCOT Articles and agreed the following changes were in the interests of the charity and that Bates Wells should be instructed to draft the changes: • Changing terms of office to two terms of three years, with the ability to extend a term for up to two years (excluding the international affairs trustee) – for reasons of ensuring stability and continuity in the governing body. • Reverting the Articles wording to remove reference to Association trustees being 'elected' – for reasons of flexibility in relation to the members' ability to appoint OTs to the Board. • Introduction of a power to remove Board members – for reasons of ensuring the Board has the necessary power to safeguard its effective operation and the charity's reputation. • Increasing Board quorum – for reasons of improving the robustness of Board decision-making. • Removing President and VP clauses – for reasons of providing flexibility in relation to the creation of honorary roles.	

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	3. Council reviewed the following changes and agreed they were in the interests of the charity for reasons of ensuring the articles are clear, accessible and up-to-date with current practice and agreed that Bates Wells should be instructed to draft the changes: • Clarification of the object and powers clauses • Removing power to refuse to register shares • Amendment of permitted benefits to the member • Simplification of dissolution provisions • Clarification of trustee benefit provisions. 4. Council approved the high level comms approach for the governance review. 5. Council approved the high level timeframes for the governance review.	
3.	BAOT Council elections 2025 – presented by Head of Governance and Compliance Odeth Richardson (OR) left the meeting and Cathryn Holding (CH) Chairs KM outlined the proposed election process for 2025, including nominations for the Chair and Wales Council member roles. It recommended improvements such as inviting candidates to observe the April Council meeting, having Chair candidates converse with a panel for feedback, and asking candidates to prepare video statements. The role descriptions and timeframes were also presented for approval. The People and Nominations Committee supported strengthening the process but suggested formal changes to the Council Rules wait until a full review in 2025. The paper emphasised the importance of the Chair role and proposed new additions to the election process, including virtual observations and candidate assessments. Council members discussed the proposal for informal interviews and feedback for candidates, with a question raised about all candidates would still have the right to stand. It was clarified that participation in the process would be voluntary and would not prevent anyone from standing,. The feedback would aim to highlight strengths and provide constructive comments. Concerns were expressed about the fairness of providing feedback and the potential for homogenisation. It was emphasised that Council has a responsibility to ensure candidates understand their roles and are appropriately skilled, balancing election outcomes with the need for effective governance. There was a discussion about the low voter participation in RCOT elections, with only about 4% of the 36,000 members voting. It was noted that this low engagement is common in many organisations, but that efforts should be made to increase participation. Suggestions included learning from other organisations and making the election process more engaging, such as through virtual hustings. The importance of improving member engagement and participation was emphasised, with a call for the People and Nominations Committee to help address this.	

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	Resolutions: 1. Council approved the election process and timeframes, save for the proposals in relation to 'informal interviews' with Chair candidates. The Head of Governance and Compliance was asked to revisit this proposal with the CEO, taking into account Council's feedback and come back to Council on this aspect. 2. Council approved the nominations form for elections. 3. Council approved the external recruitment process for committee members. Action: KM to circulate the Chair and Wales Council member role descriptions for approval via email.	KM
4.	AGM including high level agenda It was proposed that the AGM be held alongside an in-person members' day. The AGM has been scheduled for the week commencing 16 June, with the location to be confirmed as either Edinburgh or Belfast. KM outlined the high-level agenda, timeframes, and approach for generating agenda content, seeking Council's review and approval. The final agenda would be approved at the April meeting, with limited opportunities for amendments thereafter. The proposed agenda included reports, member Q&A, voting on resolutions, and closing remarks. The RCOT Open Meeting, which followed the AGM in 2024, would be integrated into the members' day agenda. Member involvement and delegation of authority to the Chair for agenda amendments were also highlighted. High-level timeframes for preparation and approval processes were provided, with recommendations for Council to approve the provisional agenda and delegation to the Chair. A question was raised about whether there would be sufficient time, and it was confirmed that past AGMs had lasted an hour and a half. It was noted that we needed to be cautious, as it would be a long day for members. If the AGM slot were too lengthy, it would reduce the time available for other activities that Council wanted to include. Resolution: Council approved: the AGM being held as an in-person event alongside the members' day; the high level AGM agenda; and timeframes.	
5.	UNISON update Nick Entwistle (NE), UNISON and Ruth Mullan (RM) joined the meeting NE provided a recap of the UNISON and RCOT partnership and reporting arrangements, aimed at supporting newer Council members. It detailed the partnership's history, UNISON's structures, and the role of OT stewards. The partnership, established in 1993, allows BAOT members to access UNISON's industrial relations services. NE also outlined the joint BAOT/UNISON structures, including regional and national OT panels, and	

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	described the involvement of BAOT/RCOT members in pay setting across various sectors. Reporting arrangements included quarterly stocktake meetings and thematic reports. Additional measures to increase member engagement and activism were proposed, with a focus on improving membership systems and leadership diversity. NE concluded with a summary of contractual performance standards and reporting requirements. A discussion took place regarding the representation of the BAOT delegation to the NHS Staff Council across different regions. It was clarified that while the NHS in Scotland is covered by the UK NHS Staff Council, the critical body is the Scottish Terms and Conditions Committee (STACC), with specific OT representation. In Wales, both UNISON and BAOT seats are held by OT representatives, whereas in Northern Ireland, BAOT is represented only among the largest unions due to limited seats. The conversation also touched on social care employment, which is typically managed by local government and CICs, except in Northern Ireland. Concerns were raised about the exclusion of HCPC fees from a final offer by the Scottish Government, emphasising the need for focused campaigning on this issue. It was noted that while responses to offers can be controlled, the offers themselves are determined by the government. Action: NE and CH to pick the issue of the exclusion of HCPC fees from a final offer by the Scottish Government in the next UNISON meeting. CH clarified that they sat on the panel, which led to their current position. She explained that if someone did not start on the panel but self-nominated and went through the nomination process for the Industrial Relations seat, they would be offered a seat on the panel. This ensured that information flowed both ways, even if the person did not originally come from the panel.	NE/CH
6.	AOB No other business.	
	These minutes are agreed by the Council as a true record of the meeting. Signature: <u>Odeth Richardson</u> Odeth Richardson (May 7, 2025 08:31 CDT) Minutes signed by: <u>Odeth Richardson</u> (name in capital letters) Date: <u>07/05/25</u>	