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**MINUTES OF MEETING HELD ON 23rd April 2025**

**Board of Directors attending**

Yvonne Emery **(YE)** - Chair

Michelle Mills-Porter **(MMP)** – National President

Alastair Greener **(AG**) – National Vice President

Patrick Mercie (**PM**) - Commercial Director

Leon Bamforth (**LB**) - Membership Director (joining meeting later)

Phil Ingle (**PI**) – Finance Director

Denise Fay (**DF**) - Marketing Director

Mike Pagan (**MP**)– Foundation Director

Jane Gunn (JG)

**Apologies**

Olga Geidane (**OG**) - Director of Regions

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| Notes | Actions |
| **WELCOME**  Yvonne Emery (Chair) welcomed everyone |  |
| **APOLOGIES – OG – Director of Regions** |  |
| **CONFLICTS OF INTERESTS** – Nothing to be updated |  |
| **Minutes from Board Meeting on 28th March 2025** (YE) – to be signed off. | **Minutes were approved** |
| **Matters arising from the minutes (YE)**  We need to agree that we can have summary of minutes of basic points made as last minutes were over 80 pages long and this is just too many pages for people to read. We will have a copy of the full fathom transcript kept so we can refer to that if necessary. Does everyone agree?  **YES** everyone agreed for a reduced copy of the minutes to be published, and a full transcript held on Google Drive  **PI** – Instead of VAT rates it should read VAT treatments  Minutes were approved subject to the one amendment | **Publish minutes on separate web page**  **Hold a copy of the full Fathom transcript on GDrive**  **YE to change in minutes**  **Minutes to be published** |
| * 1. **Coffee and Conversation update (OG)** | **Deferred until next meeting** |
| * 1. **Member enquiries via Trello (YE)**   No new member enquiries.  Still need to catch up with enquiries from last month – to be done by May meeting. | **Board to reach out to those who have made enquiries by May Board Meeting.** |
| **Review of CT report and next steps (JG) - JG joining meeting at 10am so deferred until she arrives.**  **JG joined the meeting after Cashflow forecast discussion.**  Substantial discussion was had as to whether or not we still needed an Ethics Committee to look at this issue and it was concluded that this is still needed.  YE to confirm the process and to have this agreed by JG and then approved by the Board.  YE to speak to WB and JL next week to update them.  YE to recruit 3 members for an Ethics Committee and 3 members for an Appeals Committee should it be required.  These members should be a mixture of Fellows and Professionals who have over 5 years’ membership of the PSA.  They will be overseen by JG who will steer them as to what they need to do, and they will provide a report for the Board for the Board to confirm the next actions. | **YE: to confirm process and get this approved**  **YE: Contact William & Joanne next week re ethics process**  **YE: to recruit Ethics and Appeals Committees.** |
| **Finance Update (PI)**  Bank balance is around £7,000.  Payment to Sport 80 was made this morning as scheduled.  In other bank accounts there is £51,000 of Foundation funds.  Separate account has £93,780.  £23,780 is SPS25 ring-fenced income.  £70,000 is being held in this account to gain some interest. |  |
| 1. **Cashflow forecast and budget**   **PI** The numbers in green on the CFF are actual numbers.  The numbers in red are either actual numbers, or what I've called indicative numbers, because it's very difficult right now to try and reconcile this to the penny, bearing in mind VAT, and also things particularly around impact and SBS taking into account refunds.  I've asked Sarra just to give us an indicative amount on these as well to see how we're doing against forecast.  In terms of membership fees in March, we did rather better than we were forecast. These forecast figures are based on Leon's membership forecasts now.  A couple of things to highlight. I think we're going to have to pay some VAT this quarter.  I made the payments to JL and WB after last month's board meeting.  I'm experimenting with a new key performance indicator.  And I'm measuring the level of our overheads against the level of the membership fees.  Essentially you see here that the proportion of overheads each month as a proportion of the membership fees received that month, and those do vary, what we're looking at here is to keep the overheads below one.  **PM** You have a forecasted on the second line £8,000 transfer from savings.  That has been counted in the forecast, but it looks like it hasn't been counted in the actual figure.  Is there a discrepancy there?  There ensued a discussion regarding how we are showing figures in the cashflow forecast as this was not clear to Board Members.  **YE** I understand both sides of this story. What I'm going to recommend is that Phil, this works for you because you understand, and it's accountant speak.  What we really need is board speak. So simple and adding up. OK, because Patrick's right, it doesn't add up in the way that we expect it to.  A question from AG about whether or not we are allocating a proportion of regional income to overheads.  **PI:** I am not allocating to regions a proportion of central overheads.  We are asking regions to run events where the income is more than the cost of those events.  The income from an event being more than the cost means it's making a contribution to central funds.  Michelle has visited the majority of the regions so far and has incurred expenses of £1,469.  Our expenses policy, currently states that the national president's expenses for regional events across the year should have a limit of £1,500 on that.  And with Michelle still to visit, North East, and Ireland this means that her expenses for visiting those regions are likely to exceed the £1500. Please note that she is asking in advance of spending over the budget. She has been very frugal so far and has stayed with friends where possible.  **PI** Michelle has volunteered a forecast figure, it could be about 2,200 or maybe 2,300.  I propose that the national president's UK expenses for this year should go up to £2,300.  **YE** Let's take that to a vote. Michelle is not voting, but are we in agreement that we increase that to 2,300?  **VOTE TOOK PLACE**  **Result – Carried unanimously** | **Policy to be updated - YE** |
| **Review of IMPACT! 25 (MMP)** |  |
| * 1. **Update on finances (PI)**   Revenue was about £10,000  Catering was about £4,000  Other costs there were about £4,000, £4,400,  So, there’s a contribution of £1,700  There may be a couple of extra costs, so I believe it will be £1,600 contribution.  **YE -** That's a great position from where we were, making it a profitable event. So well done, everybody, especially Michelle.  **MP** So are you saying that a 15% net profit, I mean net, because that's what we're talking, on an event like that is what we should be targeting going forward?  Or is that just purely coming in at that number because of Michelle's deal and actually 5% to 8% is normal?  Or should we be targeting 25%?  **PI** In terms of the percentage, it looks like it's going to be about 10 or 15 percent.  **MMP -** Historically, conferences have cost us money.  I know that SBS24, we ended up making a small profit.  But we are never going to get a deal like this again. So, we can't expect this kind of profit again.  We can't do direct delegate day rate only with other hotels. The only reason that we were able to put this event on was because of that deal.  Otherwise, we were going to go virtual. But we have historically lost money on conferences, not made money on conferences.  **PI** As you've said, Michelle, the deal you did with the Studio has made this event possible and as you've also quite rightly highlighted that we might not be able to get such a deal again. |  |
| * 1. **Wins and Can do Better (MMP)**   **MMP** On the whole, I think it worked really well.  The afterglow was a stunning success. I think that's really, really useful, especially for people who are traveling. I don't want people to have to go and sit on a cold platform somewhere or go back to an empty hotel room after such a wonderful event.  I was shocked that half the people that were there were what I would call new to the PSA, and what I mean is three years or less.  I think it was a massive mistake to not have something set up the day before, like the Fellows event.  I think the Fellows event needs to be there to bring the people that are established in the PSA to that venue.  **MP** A Fellows day, afternoon, followed by ESY would work really nicely.  Perhaps a board meeting before the fellows meeting, before ESY, would be the way to maximise everything from that Friday and then into the Saturday for the event.  **LB** overall, Michelle, we wouldn't have had that without you and without your connections. So really well done.  Very good event. Very high quality. Well delivered. I thought the afterglow was good.  **DF:** 25% of the respondents were a member of One to Three years.  25% of the respondents were members between Four and Seven years.  28% of the respondents said that they were a member for Eight to 25 years.  That's only 35 respondents, so the rest of them could be new or old.  42% that responded were associates.  **LB** 42% were professionals, and only 11% Fellows  **PM** congratulations to you, Yvonne, but also to Carol Benton, because ESY was a brand new competition we ran at the event, and we haven't mentioned it yet, and it went absolutely spectacularly well. | **Ensure we put on Fellows days and/or Professionals afternoons prior to Conferences and potentially add in an in-person Board Meeting.** |
| 1. **Professionals and Fellows days / afternoons prior to conferences (AG)**   I think we've already established that we really would like Professionals afternoons and Fellow’s days prior to conferences. | **YE to discuss with Fellows Reps** |
| 1. **PSY on the agenda – where does this fit best?**   It was agreed by the whole board that the PSY competition semi-final should take place on the Friday morning of the conference so that most people could participate. The conference would start officially at midday, which is after the PSY semi-final has completed. | **PSY semi-finals to take place on Friday morning of SBS25** |
| 1. **PSY – sign off on rules**   PSY – we need a sign off on the rules.  Paul Archer is also proposing to run a virtual speaker of the year competition for 2025  There have been questions about whether someone could do both PSY and virtual speaker of the year.  **AG** Thoughts are that you only do one competition in the year, whatever it is so that content for the audience is different.  **MMP** I don't see why people can't. If people like going forward for competitions, it gives them two opportunities to win one or the other.  If it's virtual, we can do that at a different time of year. We don't have to do it any time around SBS, so it's almost keeping momentum.  **MMP** However, Fellows might feel left out and therefore there should be something for fellows.  **AG** Maybe there should be a Fellows' competition too in time.  **MMP** I'm quite happy to do a Fellow's Award this year, I'm quite happy to include that.  **YE** So are we in agreement with the rules as they stand at the moment?  **VOTE Taken regarding PSY rules – unanimous** | **Decision – PSY rules agreed – to be posted on the website.** |
| **GSF Update**  **MP** as GSF Representative gave a brief update on the situation at the GSF with regards to the NSA leaving the GSF at the end of July 2025.  The GSF are looking at their finances as a result of this. We pay around £6,000 per annum and the NSA is about 3 or 4 times the size that we are, so they are probably paying around £25,000 per annum. That’s a big reduction for the GSF.  This also means that CAPS will become the third member of the Steering committee in due course.  We are currently the largest organisation after the NSA, so this puts us at the top of the tree, even though we're the ones with the biggest finance hole recently.  NSA members that choose to be part of the GSF will probably land up joining the virtual association or CAPS.  **MP** Is anyone going to the NSA conference this year?  No board member is planning on attending.  **MP** – to follow up with Shari.  **LB** Are we going to allow NSA members to come to our events and pay member prices even though they're not members of GSF?  **MP** I will see what other associations are doing and coming up with, I can't believe that we're going to get petty like that, and I don't think it would be a good move for us to do such a thing, because we do want as many American speakers coming over as we can. | **MP to update us ongoing following GSF meetings.**  **MP to follow up with Shari Bricks re NSA conference attendance.** |
| **Dates for IMPACT! And SBS26 (AG)**  This section is confidential and will be shared with the Membership at an appropriate time.  This is not to hide the information, but to create excitement at various events during the year.  **It was agreed dates could be announced so people could put them in diaries. This will likely be done at SBS25. Further details to follow.**  **PI** For SBS26 we need to agree the pricing on that, I would suggest, preferably by our July board meeting so that we can also get everything set up in advance.  This may be on the Sport 80 platform by then.  **AG** We will have a separate group for agreeing pricing. I just wanted to get those basic principles, if people are okay with them. | **Dates for Impact! 26 and SBS26 to be announced early so that people can diarise them.**  **SBS26 pricing to be agreed by our July board meeting.** |
| **Foundation – Agreement on Letter being sent to all Members (MP)**  **MP** I have circulated a letter that will go out to members next week and I wanted to get your input bearing in mind the implications and ratifications of new Directors that we will need later in the year.  If you think paragraph needs tweaking or whatever else it is,  Just tweak and adjust. But if there's any real questions you've got here for me, then ask. But that is the black and white, and I want that out in May so that we can then start advertising in June or July for the two people to step up.  **PI** Mike, well done. From my point of view, I thought that's fine as it is. Once we have the candidate in place please bear in mind that there is a delay with adding someone to the bank account.  **MP** Okay, going forward, that's a conversation that has not been had yet. I don't want access to the bank account myself.  I think that should be down to the accountants and the FD of the PSA. This is a conversation we probably need to have, which we haven't had yet, as to who are the names on the actual bank account for the foundation, just for clarity.  If I'm giving money away, I shouldn't be doing it directly.  **PI** It's going to have to be a director of the company.  **MP** Okay, that's a conversation I need to have with the other three, as to who wants to have a name on there.  I don't believe that the operator, COO, chair, whatever title, should be able to send money to any PSA member directly.  That opens us up to conflict, just from what we do.  **AG** I did make a note about the eligibility, and I think this is probably a board decision, but I personally feel that six months is way too short to have been a member to be able to ask for help.  **MP** - I think six months is where it gets put out there, but it's a discretional decision.  Further discussion was had on being aware of member’s actual situations and bearing in mind when they joined the Association.  The person running the foundation has a £500 limit per person anyway, before they have to seek other support.  This threshold needs to be ratified either within the foundation board going forward or the PSA board. Probably the Foundation Board as it will be a separate company, but we haven’t finalised that yet.  **YE** So we're all in approval of the letter going out in May. **Unanimously agreed.**  Make your comments to Mike by the end of the week, if you've got anything that needs to be changed.  **MP** One query I do have is what, what job titles to give the two people that we running it going forward.  I’ve said chair for me, but that's because I'm going to be the only one. But when there are two people, would that be an MD and a COO?  What, what do you believe the two roles should be called? Because one's the fundraising side and one's the, the loving side.  **YE** Let's have a think about that one and come back to you, Mike. | **Collect board comments on foundation letter by EOW next week**  **As soon as candidates are known we should start the process to be given access to the bank account.**  **Discussion about who will have a bank mandate**  **Ratification of Foundation Board members to take place at the AGM in October 2025.**  **Consideration of ratification of fund limit for one person within the Foundation.**  **Collect board suggestions for foundation role titles** |
| **Update on recovering fees and SBS24 payments (LB)**  This will be covered at the May Board Meeting.  Ongoing work with LB, SB and Ed Kay | **Deferred to next meeting.** |
| **Sport 80 re-engagement and timelines (LB/YE)**  **LB** we've re-engaged with Sport80. We are looking to move over to this new platform in June, end of June.  We did find out that it’s good that we are doing the data cleansing work first because we would have lost a lot of information that we needed had we swapped over in October 2024.  Specifically, we have 659 active members on Sheep,  and on Stripe we have 464, as of today, active paying members, and we would have lost that information of who those members are, so we have a discrepancy of around 200 members who we are working with.  464 members on Sheep is up from 444, and some of those were duplicates, as in they had two membership payments each, so we're definitely going in the right direction.  I'll send over a batch for people for you to call and for us to get through. We're going to do it in a way that we, for cleaning the data, there are some that we'll need to call.  Further info on when we will be migrating the systems to be provided as we go along. We will also probably move one Region first and then move other Regions over after the initial trial.  There will be a comms plan to help members understand the process and what is in it for them.  The admin teams as well as RPs will also be trained to use the system.  **PM** , is there any access for RPs to the system to know who’s attending their events and is in their region?  **LB** Yes, RP’s will have access to the people who attend their events. This is absolutely front and centre that they should get access to their members.  **YE** Thank you Leon. | **LB Send batch of data cleaning tasks to Denise & volunteers**  **Team training and RP training to be planned into the rollout of Sport 80.** |
| **Chair items for discussion (YE)** |  |
| 1. **Risk Register review and responsibility**   The Risk Register needs a review. Now and here is not the place to review that because it will take a long time.  What I’m proposing is that Phil and I need to be involved in that discussion. I need another couple of members to volunteer.  **YE** The Risk Register needs a full review to go through it line by line and to make sure we've got the right risks with the right appointments on it.  PI and I are going to have to come up with a first plan of action and then get other people to review it.  We will report back next month. | **YE and PI to take a first look at the Risk Register and report back in May.** |
| 1. **Members Forum 13th May 7.00 to 8.30pm**   I would like as many of you can be there as possible.  This is aimed at facilitating discussion from members, see what they come up with, and encourage members, if you can, to be there.  There will be various things going out to let people know about this event in the coming weeks. | **YE alter time to read 8.30pm** |
| * 1. **Recruitment of L&D / HR Director**   There needs to be recruitment of an L&D or an HR director to fill in the post that I'm currently overseeing.  I've got people doing the courses, more will be launching soon.  I'm going to move this discussion to next month and put together a proposal of what the options are and what the job description might need to be, just so we're covering some of the gaps that we've got in the board at the moment.  **DF** However, I wonder, is the learning and development role a Director or an officer role? Do we need to look at.  **YE** That's interesting, Denise. So, what I'll do is I'll put a recruitment piece together for next month, so we can look at recruitment as a whole picture, and succession planning and things like that, so we know what our plans and dates are going forward the next couple of years. | **YE Prep recruitment proposal for next month's meeting** |
| * 1. **Bob on the Board**   I've had a long conversation with Bob Bradley. He is obviously got a lot to offer and would be a real asset to us.  We need a governance review and this is his area of expertise.  **YE** Would you be happy for me to ask him to initially do a governance review and we'll take it from there?  **VOTE carried unanimously – all agreed.** | **YE to speak again to BB and to instigate a governance review.** |
| * 1. **Next 3 months to end of July 2025**   I’d like to check in and find out what we think we can commit to within the next 3 months so that we're keeping ourselves and each other accountable.  Drop me a quick email message with that on within the next week or two so that we know where we are at.  Thank you | **YE Collect board 3-month goals within next 2 weeks** |
| **LIMITED AOB**  When are we going to meet up in person?  We have conducted all our Board Meetings online since September 2024 and some Board members have mentioned the benefit of meeting face to face. It would be good to see if we can do that in the near future.  **PI** In order to be able to cost this, please could you all let me know what you think your expenses would be for a face-to-face board meeting, then that enables me to give us a cost.  Assume that we would meet in Birmingham. I'm open to suggestions, it doesn't have to be that, but that's what we did last time and that gives us a basis for me to estimate.  **MP** I would be happy for us to meet at my home which removes any cost of a venue. | **PI Collect board estimated expenses for F2F meeting in Birmingham** |
| **The meeting closed at 1.30pm** |  |

**Next Board Meeting will be held on** Friday 23rd May 2025 - 9.30am to 4.00pm