BAPEN
Putting patients at the centre of good nutritional care

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10 November 2023

Dear Member

Notice of Annual General Meeting (AGM) 2023

Notice is hereby given that the Annual General Meeting of the British Association for Parenteral and Enteral Nutrition (BAPEN) will be held at the **BAPEN Annual Conference 2023, EICC, The Exchange, Edinburgh EH3 8EE** on **Tuesday 28 November 2023 at 17:15–17:45** to transact the following business to:

1. Receive welcome from the Chair
2. Receive apologies for absence
3. Approve the minutes of the last meeting held on 29 November 2022
4. Review matters arising from the last meeting
5. Receive the President's report
6. Receive the Honorary Treasurer's report
7. Approve the annual report and accounts for the year ended 31 December 2022
8. Approve the appointment of the auditors
9. Receive the Honorary Secretary's report
10. Confirm the appointment of elected Officers and Council members
11. Confirm the resignation and appointment of charity trustees
12. Subject to receiving the consent of the Charity Commission of England and Wales, where required, we resolve to change the following clauses in the Constitution of the British Association of Parenteral and Enteral Nutrition:
    - 12.1. Clause 9.2 'Core Groups':
      (a) (iv) PINNT, A support & advocacy group for people on Home Artificial Nutrition (HAN)
    - 12.2. Clause 10.2 'Board of Trustees':
      (e) ~~between 2 and 4~~ a minimum of two external charity trustees ("External Trustee") appointed by a resolution of the Board for a term of three years and who may be reappointed for a further term of three years provided that no External Trustee may serve more than nine consecutive years in office unless otherwise determined by a resolution of the Board should the same be assessed by them to be in the best interests of the CIO due to special circumstances existing at that particular point in time.
13. Take questions from members
14. Date and location of next Annual General Meeting

If you are not registered for the conference and wish to attend the AGM, please email the Office.

If you are unable to attend the AGM and would like to vote, please use the online proxy voting form.

If you have any queries about the AGM, please contact the Office.

By Order of the Charity Trustees
Dr Daniel Rogers
BAPEN Honorary Secretary and Trustee

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Annual General Meeting (AGM) 2022

Minutes of meeting held on Tuesday 29 November 2022
at Hilton Brighton Metropole, King's Road, Brighton BN1 2FU

1) Welcome
   Trevor Smith welcomed members to the AGM and explained the purpose of the AGM.
2) Apologies for absence
   a) Nil received
   b) 62 in attendance
3) Notes and action points of the last meeting
   a) Received
4) Matters arising from the last meeting
   a) Nil to note
5) President's report
   a) Trevor Smith updated on the work on governance and EDI undertaken together with our new external trustees. Reported how helpful our external trustees have been to the organisation.
   b) Membership numbers remain around 1000
   c) Ran through major events of the last year including UK Malnutrition Awareness Week, Nutritional screening week and the IF registry. Following BAPEN's work on the PN shortages we are now working with DHSC on the current enteral supply problems together with BANS and PENG.
   d) Strategy launched today at conference and work starts today on how we deliver the strategy.
   e) Continue to partner with Frontline Gastroenterology with a resultant increase in nutrition content in the journal
   f) BAPEN continue to host student placements for pre-registration dietetic students who bring new energy, vigour and ideas. We will continue to expand this programme.
   g) Conference 2023 will be in Edinburgh (28th–29th Nov 2023)
6) Honorary Treasurer's report, accounts and endorsement of appointed auditors
   a) Sheldon Cooper talked through the financial report for the year ended 31 December 2021 and an update on 2022 to date
   b) Year-end surplus of £141,810 adding to increased reserves that will allow us to invest in our charitable aims
   c) Income streams continue to diversify and industry sponsorship has increased as well as income from MUST licensing.
   d) 2022 looks to be a successful year with additional MUST licenses and what looks to be a very successful conference.
   e) Looking ahead to 2023, we will be reviewing our reserves policy and making investment plans, with several already in the pipeline.

7) BAPEN *Constitution*

a) Trevor Smith talked through the proposed changes in constitution, i.e., removing the limit on numbers of IAC, change in name of IAC back to Faculty and standardising terms of office across committee roles. The increase in numbers on the IAC (Faculty) will allow new projects such as developing a mentorship programme for members and we will ensure that it has full multi-disciplinary and four nation representation.

Subject to receiving the consent of the Charity Commission of England and Wales, where required, we resolve to change the following clauses in the Constitution of the British Association of Parenteral and Enteral Nutrition:

Resolution 1: Removal of the restriction preventing council members being paid to undertake work on behalf of BAPEN

Section 4, 'Powers', edit Clause 4.1 (e): "employ and pay any person or persons ~~not being a member of the Council~~ to supervise, organise and carry on the work of the CIO and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;"

Resolution 2: Removal of the list of founding trustees and replacing with "A list of current trustees can be obtained from the Honorary Secretary

Section 10.' Board of Trustees', edit Clause 10.8: "~~The first charity trustees of the CIO are: Dr Christopher Graham Mountford, Dr Trevor Smith, Dr Daniel James Rogers, Dr Barry John Michael Jones.~~ A list of the current trustees can be obtained from the Honorary Secretary."

Resolution 3: Increase the number of executive officers sitting on council to five

Section 13, 'Council', edit Clause 13.2 (e): "up to ~~three~~five Executive Officers (elected in accordance with clause 13.7(f));"

Resolution 4: Increase the number of executive officers to match that in 13.2 (e) and bring terms of office of Executive Officers and Standing Committees into alignment

Section 13, 'Council', edit Clause 13.7 (f): "to elect, using the single transferable vote in the event of more than two candidates standing for a given position, up to ~~three~~five Executive Officers. Any voting member…"

Resolution 5: Update to reflect the Honorary Secretary having the casting vote in the absence of the president to reflect the Honorary Secretary being Deputy President

Section 15, 'Rules of procedure at all meetings of the Council', edit Clause 15.2: "Only voting members (which for the avoidance of doubt shall not include those non-voting members co-opted in accordance with clause 13.5) shall have the right to vote at meetings of the Council. Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. No person shall exercise more than one vote but in the case of an equality of votes the President for the time being of the Council (or in the President's absence ~~a deputy nominated by the Council~~the Honorary Secretary) shall have a casting vote."

Resolution 6: Update to the terms of office of Standing Committee Chairs to mirror 13.7 (f)

Section 16, 'Standing Committees', edit Clause 16.6: "The chairperson of each standing committee shall be appointed ~~annually~~ for a term of ~~one~~three years and ~~will be eligible~~may be re-elected ~~for re-appointment~~ for a further two consecutive terms of ~~one~~three years, subject to a maximum of ~~three~~nine consecutive years. The election of a new chairperson…"

Resolution 7: Change in title of BAPEN Independent Advisory Committee to BAPEN Faculty

Resolution 8: removal of the limit on numbers of members of BAPEN Faculty to allow additional workstreams, such as a mentorship programme

Section 19, 'Independent Advisory Committee', edit to "BAPEN Faculty"

Section 19, Clauses 19.1 to 19.8, edit "IAC" to "Faculty"

Section 19, Clause 19.1: edit "…a Faculty of ~~between four and six~~ members of the CIO…"

19. ~~Independent Advisory Committee~~ BAPEN Faculty

19.1. The Council will seek to appoint a ~~Independent Advisory Committee (IAC)~~ Faculty of ~~between four and six~~ members of the CIO who shall be men and women of distinction who have made outstanding contributions to clinical nutrition in the United Kingdom and/or the CIO and may include individuals who are or have been in a position of authority in the United Kingdom and having such expertise as is necessary for the furtherance of the objects of the CIO.

19.2. The ~~IAC~~Faculty will be invited to comment on the future and strategy of the CIO.

19.3. For the avoidance of doubt, the Faculty (with the exception of the ~~IAC~~Faculty Chair) will not automatically be entitled to be appointed as charity trustees of the CIO. These individuals will have the normal rights of members other than the right to hold office in the CIO, but shall not be expected to pay a subscription.

19.4. There shall be no fixed term for members of the ~~IAC~~Faculty, with the exception of the position of chair of the ~~IAC~~Faculty, which will be a three-year term of office, with the option for re-election for a further two terms of three years subject to a maximum of nine consecutive years.

19.5. The ~~IAC~~Faculty Chair shall be appointed by the ~~IAC~~Faculty from amongst their members. The ~~IAC~~Faculty Chair shall automatically be appointed as a charity trustee in accordance with clause 10.2 (d).

19.6. The ~~IAC~~Faculty would be expected to bring to the attention of the CIO concerns about its future strategy, so that changes can be implemented to ensure increasing influence in the broader field of clinical nutrition.

19.7. The ~~IAC~~Faculty will have the discretion to bestow the CIO's highest award – the John Lennard-Jones medal – to any such member for outstanding contribution to the CIO over a long period of time.

19.8. The ~~IAC~~Faculty may seek to help to raise funds to support specified activities of the CIO.

Resolutions 1–8 were passed unanimously.

8) Confirmation of Elected Officers and Council members

Committee	2022	2023
President	Trevor Smith	Trevor Smith
Treasurer	Sheldon Cooper	Sheldon Cooper
Secretary	Dan Rogers	Dan Rogers
Officer	Jane Fletcher	Jane Fletcher
Officer	Andrew Rochford	
Officer	Emily Walters	Emily Walters
Officer	Sarah-Jane Hughes	Sarah-Jane Hughes
Officer	Barry Jones	

Committee	Chair 2022	Chair 2023
BANS	Sarah-Jane Hughes & Emily Walters	Sarah-Jane Hughes & Emily Walters
Education and training	Anne Holdoway	(Anne Holdoway)
Programmes	Pete Turner	Pete Turner
MAG	Rebecca Stratton	Rebecca Stratton
SIGs		
BIFA	Jeremy Nightingale	Jeremy Nightingale
NH tube SIG	Wendy-Ling Relph	Wendy-Ling Relph

a) Trevor Smith announced that Nick Thompson has been appointed as president elect.
b) Shadow secretary will be advertised shortly and members are encouraged to apply.
c) Trevor Smith expressed thanks to Andrew Rochford and Barry Jones who are both stepping down from Executive, although Barry will remain on Council and the board of trustees as Chair of IAC (Faculty).
d) Advert is out for a new education officer and Anne Holdoway will provide a handover/shadow period to the new appointee. Members are encouraged to apply.

9) Any other business
   a) Alastair McKinlay – asked if our investments are checked for their ethical status. SC confirmed that they sit within five separate bank accounts currently and as we are extending our banking portfolio will take this on board.

10) Date and venue of the next Annual General Meeting: BAPEN Annual Conference 2023

Attendees

62 members of the CIO attended the AGM and the below signed the register (names appear A–Z):

Phil Allan	Nadia Galmel	Andrew Rochford
Janet Baxter	Irina Grecu	Dan Rogers
Tim Bowling	Kate Hall	Becky Smith
Sorrel Burden	Jessica Hamblin	Trevor Smith
Claire Campbell	Barry Jones	Nick Thompson
Linda Cantwell	Alastair McKinlay	Pete Turner
Sheldon Cooper	Chris Mountford	Emily Walters
Jane Fletcher	Penny Neild	Carolyn Wheatley
Adele Gagnon	Sarah-Jane Nelson	