



MINUTES FOR THE AUK BOARD MEETING
HELD via TELECONFERENCE
on 17 December 2018 STARTING AT 20.00.

PRESENT:

Chris Crossland (“CC”) (Chairman)
Martin Foley (“MF”)
John Sabine (“JS”)
Graeme Provan (“GP”)
Peter Lewis (“PL”)
Caroline Fenton (CF”)
Nigel Armstrong (“NA”)
Rob McIvor (“RM”)
John Ward (“JW”)

IN ATTENDANCE:

APOLOGIES

None

1. Opening

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

2. Declarations of interest

None.

3. Business

3.1 AGM Resolutions

CC reported that three resolutions had been submitted for the forthcoming AGM.

3.1.1 Resolution submitted by the Board to increase certain fees.

It was resolved to approve this as drawn.

3.1.2 Resolution to amend the Articles of Association.

It was noted that this resolution had been the subject of some detailed debate on the AUK forum. It remained the view of the board that the suggested differences between the old and new Articles did not exist. The proposed fetter on the powers of the board would interfere with the board's duty to act in the best interests of AUK, as well as imposing additional financial costs on important decision-making.

3.1.3 Resolution to adopt new Regulations

Members of the board were still reading into the detail of the proposed new Regulations but a number of serious issues had been identified already.

CF noted that the changes to the membership arrangements were not compatible with the IT system and would necessitate re-coding and further expense if implemented.

CC noted that a raft of significant, unnecessary, and unwanted changes were scattered throughout the document and had not been highlighted by the proposer, to say nothing of inaccuracies that would need to be corrected. If passed, the Board would probably need to call an EGM to amend appropriately.

The general view of the board was that the proposed Regulations would undermine AUK and were therefore a serious threat to AUK. Whilst the proposer and seconder were at liberty to put the Regulations to the AGM, the board would make it clear to the membership that the Regulations did not have board approval and would ask the membership to reject the resolution.

There was some further discussion around the issue of whether the submission of the resolution was vexatious in nature. Some of the social media postings from and communications with the proposer, in particular, suggested that this may be an attempt to disrupt the smooth running of AUK and involve the board in expensive alterations to the detriment of the IT Refresh Project and AUK generally. It was agreed that the proposer and seconder should be given the benefit of the doubt but that their progressing of the proposal should be closely monitored in the lead up to the AGM in order to ensure that it complied with the relevant provisions in the Articles of Association.

3.2 AGM AOB

GP reported that the venue had now been booked and that Mi-voice had been appointed to manage the online proxy voting.

A dedicated area had been set up in the AUK forum and the three resolutions above would be posted there on Tuesday the 18th December.

3.3 Accounts

Members' attention was drawn to the draft accounts which would be considered in detail at the January board meeting prior to being placed before the members at the AGM.

4. Closure

There being no further business the Chairman declared the meeting closed at 21.36.

Chris Crossland
Chair

28 December 2018