

Approved Minutes of the Board Meeting of the Radio Society of Great Britain held on Saturday 15 January 2011 at the Garden Court, Holiday Inn, Sandy, Bedford.

Present :

Directors

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|---------------------------|--|
| Dave Wilson M0OBW | President, International and Regulatory |
| Don Beattie G3BJ | Technical and Environmental |
| Phillip Brooks G4NZQ | Business co-opted (during the meeting) |
| Leslie Butterfields G0CIB | Technical and Propagation Studies Committee |
| John Gould G3WKL | Spectrum and Radio Sport |
| Charlie Morrison GI4FUE | Public Service co-opted (during the meeting) |
| Iain Philips G0RDI | ETCC |
| Brian Reay G8OSN | Amateur Radio Development |
| Jimmy Sneddon MW0EQL | Regional Council delegate |
| Jim Stevenson G0EJQ | Regional Council delegate |

Ex-officio

| | |
|------------------------|-------------------|
| Peter Kirby G0TWW | General Manager |
| Rupert Thorogood G3KKT | Company Secretary |
| Robert Dingle G0OCB | Treasurer |

The President opened the meeting at 1000 and welcomed the members to Sandy for the first meeting of 2011 which should be an auspicious year with the opening of the National Radio Centre at Bletchley Park. He asked that the agenda be amended to take items 3 and 11 with 12 at the beginning of the meeting. This was agreed. The items remain in their original place for purposes of the minutes.

1. Apologies

1.1 There were no apologies.

2. Director's declaration of interest.

2.1 Phillip Brooks G4NZQ declared an interest in a Company that had been recommended for document scanning for the NRC. There were no other declarations.

3. Co options and Appointment and termination of Directors

3.1 The Board noted the following resignations –

3.1.1 Don Field G3XTT Radio Sports, IOTA, QSL Bureau Portfolio Holder completed his term of office and retired with effect 31 December 2010.

3.1.2 Phillip Brooks G4NZQ Regional Council delegate resigned as Regional Manager Region 12 and his appointment as a Director ceased on 31 December 2010.

3.1.3 Charlie Morrison GI4FUE Public Service Portfolio and a co-opted Director whose term lapsed with effect 31 December 2010.

3.2 The Board noted the following appointments –

3.2.1 Jim Stevenson G0EJQ Regional Council delegate whose term ended on 31 December 2010 has been re-appointed by the Regional Council and therefore continues as a Director.

3.2.3 Jimmy Sneddon MW0EQL who has been appointed as a Regional Council Delegate to serve a period of three years from 1 January 2011.

3.3 The President proposed the following resolution –

3.3.1 That Charlie Morrison GI4FUE is co-opted to the Board to serve until the 2011 National Elections.

3.3.2 That Phillip Brooks G4NZQ is co-opted to the Board to serve until the 2011 National Elections.

3.3.3 The Board approved the resolution for these appointments with immediate effect and Messrs Morrison and Brooks joined the meeting.

3.4. The Company Secretary was instructed to make the necessary formalities.

Action: Company Secretary to notify Companies House of the resignations and appointments

4. Re-appointment of Hon Company Secretary and Hon Treasurer

4.1 The Board unanimously approved the re-appointment of Rupert Thorogood G3KKT as honorary Company Secretary and Dr Bob Dingle G0OCB as honorary Treasurer.

5. Minutes of the previous meetings held on Friday and Saturday 12th and 13th November 2010 at The Garden Court, Holiday Inn, Sandy, Bedford.

5.1 The Minutes V3.1 were accepted without amendment.

6. Matters Arising

6.1 Alignment of the Radio Amateurs examination with Vocationally Related Qualifications previous item 4.1 The Board had expressed reservations at the timescales involved and the un-quantified advantages of this work. The ARDC portfolio Holder said that in view of the government VRQ changes and the time taken with this exercise he suggested that the RCF be advised to close the matter. However the General Manager suggested that Anthony Vinters be asked to advise the Board at the March meeting and that a decision/recommendation will then be taken and advised to the RCF Standards Committee in time for their April meeting. This was agreed.

Action: ARDC portfolio holder to arrange for Anthony Vinters to address the Friday evening meeting.

6.2 Memorandum and Articles of Association previous item 4.3. This will depend on the MC review paper. Ongoing.

6.3 Annual Report to Members previous item 4.6 This is being dealt with by the Management Committee. See 6.2 above. The general manager said that the audit will start on February 7th and before that date he will forward a draft directors report for the Boards input.

Action: General Manager to circulate the draft Directors report

6.4 Fit out of Bletchley Park previous item 4.5. This is an agenda item.

6.5 Honorary Life Vice President previous item 4.8. There have been no nominations and the matter was deferred until next Board/National Council meeting in March. Ongoing.

6.6 Minutes on web previous item 4.10 the General Manager to place on the web site a copy of the relevant bylaws concerning the appearance of Minutes. Done and Closed.

6.7 Portfolio structure of the Society previous item 6.2a This is an agenda item.

6.8 Succession Planning Group previous item 6.2c President to set up informal group. The Technical and Propagation Studies Committee Portfolio Holder to give a presentation under agenda item 10.

6.9 Management Committee Chairman previous item 6.2f the President to nominate the Management Committee Chairman. This is an agenda item.

6.10 Management Committee ordinary members to be reduced from five to four previous item 6.2g. The General Manager suggested that Jim Norton become a corresponding member.

Action: MC Chairman to ask Jim Norton to become a corresponding member of MC.

6.11 Revision of bylaws to amend the requirement for publication of the Board Minutes previous item 6.2h. Action by Company Secretary and General Manager. The Board decided that this should be done in time for the March RadCom. The reasons for the change will be drafted jointly by the Technical and Environmental, Spectrum and ETCC Portfolio Holders and that the amendment to the bylaw should be drafted by the Company Secretary.

Action: the Technical and Environmental, Spectrum and ETCC Portfolio Holders to draft an information note for RadCom explaining the discontinuing of the publication of the full Board minutes on the website.

Action: The Company Secretary to draft the amendment to the bylaw withdrawing the publication of the full Board minutes on the website and substituting them with a digest.

6.11.1 The President suggested as a trial, not for publication, a draft digest of the minutes for this meeting be produced. This will be done by the Treasurer

Action: Treasurer to produce a draft digest, not for publication outside the Board, of these minutes to assess the impact for publication on the website

6.12 Amendment to Memorandum and Articles to be prepared for a resolution at the 2011 AGM previous item 6.2i. Company Secretary to action. This principally concerns the date of the term of president and a number of typos.

Action: Company Secretary to draft resolution for the 2011 AGM

6.13 Long term review of the Memorandum and Articles to be prepared for a resolution at the 2012 AGM previous item 6.2j. Management Committee to set up a sub group.

Action: MC Chair to set up a sub group for the M&A long term review.

6.14 Review the procedures for Major projects previous item 6.2k. Action by Spectrum Portfolio Holder and Jorgen Faxholm. This is in hand by Jorgen Faxholm who will be asked to produce a discussion document in time for the March Board.

Action: Spectrum Portfolio Holder to advise Jorgen Faxholm.

6.15 revision of GI199 previous item 6.3. Action by General Manager. Closed.

6.16 Review process and timescales for the Board Accounts previous item 7.2 action by the Treasurer. The Treasurer spoke to his paper which had been previously circulated and proposed three actions -

- summary sheet will now show month and YTD with a glossary/description of line content
- distribution of oncosts (a discussion took place about method required)
- once oncosts understood then to make changes to the presentation of the accounts.

6.17 RSGB/RAEN Agreement previous item 8.4 Action by the Public Services Portfolio Holder. The agreement was signed at the Spectrum Forum in December. Although there had been some adverse comment about the exercise the vast majority was positive. The Portfolio Holder said that he and the RAEN Chair were planning a joint road show to present the public face of this agreement. Closed.

7. Chairman's Report

7.1 This had been previously circulated by the President and purposely sent out late. The attachment mentioned in the report wasn't included and will be circulated after the meeting.

7.2 The Chairman drew attention to the items listed for the March meeting which is a combined Board National Council meeting.

7.2.1 Spectrum Director suggested a presentation at NC should be a presentation of the Interim finding from the Questionnaire.

7.2.2 He went on to advise that Approval of papers for the IARU Region 1 General Conference Meeting should be at the March Board.

Action: IARU Committee to review papers and make recommendations to the Board

7.2.3 The General Manager advised that a number of awards are available for presentation at the AGM eg Founders Trophy, Kenwood, Calcutta key. Nominations should be approved at the March Board.

Action: General Manager to circulate a list of the awards including criteria.

7.2.4 Spectrum Director commented that at the Spectrum Forum in November it had been stated that several VHF trophies had not been presented for several years following the demise of the VHF Committee. It was suggested at the Forum that these could be presented along with other trophies at the AGM. In addition the Board agreed that some VHF contest trophies, which in the past had been presented at the AGM, should be instead presented at the RSGB Convention.

Action: Spectrum Portfolio Holder to liaise with the VHF Manager in respect of VHF trophies and with the contest committee in respect of the VHF contest trophy presentations

7.2.5 Judging of the Club of the Year entries. Regional Director advised that to date only small number of entries has been received.

7.3 There were no other questions

8. Management Report

8.1 This has been previously circulated by the General Manager and was noted.

8.2 The Board received the November results as previously circulated by the Financial Controller. They noted that the overall positive variance was due largely to underspend rather than increased income. It was also noted that the income from books has been lower than budget. The contribution from the Ebay sale of heritage items was noted and recognised as a one off source of income.

8.3 There were no specific questions concerning this report. The Treasurer commented that he was surprised that the Board had no queries, particularly since they had been critical of the Management Committee's superficial approach to monitoring of such reports. It was pointed out that several members had significant questions about the 2012 budget that needed consideration whilst this report was largely now historical.

9. Budget 2011

9.1 A paper had been prepared by the Financial Controller and previously circulated.

9.2 The Board considered this reworked budget and noted the revisions detailed in the paper since their consideration and acceptance of the previous version. The Treasurer was asked to comment on the Budget. He stated that the Board is at a very significant point in the Society's history with regards to the plans that informed this budget. He asked the Board to note that the capital investment in Bletchley Park will leave little wriggle room for future capital spend. The operational expenditure currently being planned for the NRC also extended the Society's finances. It represented a growth in outgoings for the

Society equivalent to 2 to 3 additional members of staff. At a time when income from sales has shown a decrease, funding this additional expenditure will be challenging in the medium term. He encouraged the Board to ensure that due consideration had been given to a suitable exit strategy in the event that the NRC becomes non-viable. The contents of the Lease are critical in that regard. The view was expressed by some Board members that the situation had become a crisis one. This was refuted by the GM who stated again that he was confident that the Lease issues will be solved. Some discussion took place around the fit out costs for NRC. Further discussion was deferred until the NRC item later in the agenda. A number of questions were raised regarding headcount which the General Manager answered.

9.3 The Board requested that the following be obtained from the Financial controller:-

- a. an outline 2012 budget
- b. a projection of the full year costs for the NRC
- c. a reworking of the five year outline budgets presented to the Board at the last meeting

9.4 The Treasurer undertook to liaise with the Financial Controller on Monday morning to effect these.

10. Portfolio Reports

10.1 These had been previously circulated by the Portfolio Holders and were noted.

10.1.1 The Regional Director advised the ARDC Portfolio Holder that the Regional Council had asked about reduced fees for re-sits. The ARDC Portfolio holder described that the costs of producing a re-sit paper were essentially the same as for the initial paper. Likewise the Board did not agree with this suggestion.

10.1.2 ETCC report. There were no questions.

10.1.3 Regional report – no questions. Although Phillip Brooks G4NZQ raised a question regarding telephone follow ups and as a Board we should be supporting this initiative.

10.1.4 Spectrum Report. The Portfolio Holder added that he has relinquished his role as HF manager. He said that he had been working with Ofcom/MoD to improve harmonisation with other countries on our 5 MHz experimental access; feedback was awaited. He reported that interference to the 2m satellite uplink band was being caused by the Italian administration authorising 2m repeaters in this part of the band. It was proposed that the RSGB should complain via the IARU Region 1 C5 Committee.

Action: The Spectrum Portfolio Holder to write to C5 Committee re Italian 2m Repeater allocations.

10.1.5 Technical Propagation Committee and Technical Forum Report. The Portfolio Holder said he will be stepping down at the end of his term and wished to inform the board about the portfolio and the plan for succession. This he did with a PowerPoint presentation. The Board thanked the Portfolio Holder for his presentation.

10.1.5.1 The President advised that other portfolio holders should consider succession planning and consider putting something similar together for their portfolios.

10.1.6 The Public Services Portfolio Holder advised he hadn't had access to the Board reflector. He confirmed the plan for a combined Road Show with the Network, visiting regions around the UK and joint training exercises, both items showing a combined face,

11. Review of Portfolios

11.1 The President spoke to an uncirculated paper. He suggested that the portfolio structure be left until the Strategic review was completed mid 2011, in time for the Board elections. He suggested that Don Field's responsibilities be transferred to John Gould G3WKL but noted that Don Field will continue with the Olympics. The Board agree with this approach.

11.2 The President listed the portfolio allocations for 2011 as follows:-

| | |
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| Business | Phillip Brooks |
| Education and Training | Brian Reay |
| ETCC | Iain Philips |
| International & Regulatory | Dave Wilson |
| Membership Services | Jim Stevenson |
| Public Services | Charlie Morrison |
| Regional | Jimmy Sneddon |
| Spectrum, Radio Sport | John Gould |
| Technical EMC/Planning | Don Beattie |
| Technical propagation | Leslie Butterfields |

Post meeting note:-

It was agreed with the 2 portfolio holders that they swap their allocations ie Membership Services, Jim Sneddon and Regional, Jim Stevenson.

12. Appointment of Management Committee

12.1 The President spoke to an uncirculated paper. He said that as per the MC reviews recommendation the revised GI199 regarding membership is now available and read out the membership section of the GI.

12.2 He proposed that the Management Committee should comprise the current members:-

| | |
|----------------|----------------------|
| Dave Wilson | President |
| Bob Dingle | honorary Treasurer |
| Peter Kirby | General Manager |
| Jorgen Faxholm | |
| Jim Norton | |
| Olof Lundberg | |
| Colin Thomas | |
| Marilyn Slade | Financial Controller |
| Mark Allgar | Commercial Manager |

and in addition, as per the GI, two board members and nominated Don Beattie G3BJ and Phillip Brooks G4NZQ. The Board agreed with one abstention that both should be appointed to the Management Committee.

12.3 He went on to briefly describe that both the Board members are equally capable of doing the job, we each have our own style as to how we operate which suits some and not others and the Board members are different characters. He went on to describe that in his opinion parachuting someone into a role is never a good option and continuity is important.

12.4 He proposed that Phillip Brooks G4NZQ be appointed to Chair the Management Committee. At this point the 2 Board members left the room while the Board discussed the proposal. After considerable discussion the Board agreed by 4 votes to 2 with 1 abstention that Phillip Brooks, G4NZQ will chair the Committee but, in line with the revised GI199, the appointment will be reviewed at the end of the year.

12.5 See note 6.10 above regarding a corresponding member.

13. Re-Appointment of Honorary Officers and Committee Chairmen

13.1 A paper GI7/92 had been previously circulated by the General Manager.

13.2 It was noted that Angus Annan had resigned as MC Chairman. Ed Taylor had changed address, the effectiveness of AROS was discussed, and John Gould G3WKL had resigned as HF Manager and the post has been advertised. Contest Trophies Manager is Simon Wilson, M0BOX, Trophies Manager position is still vacant.

13.3 The Technical and Environmental Portfolio Holder suggested that a succession review should be put in place to ensure we have succession options identified for office holders.

13.4 Other than the comments above all Honorary Officers and Committee Chairmen were approved for 2011.

14. National Radio Centre at Bletchley Park - Update

14.1 A paper had been previously tabled by the General Manager and the Technical and Environmental Portfolio Holder. He said that there had been a meeting with Umbrella and the lease debate continues.

14.2 The General Manager said that Bletchley Park has encouraging plans for future development and that the NRC formed part their plans.

14.3 There was considerable discussion about the viability of the project and whether it should continue if the lease problem was not resolved. The Board decided to withhold authorisation for the rest of the fit-out until the lease position and final fit-out costs were known and the further budget information requested in item 9 were available.

14.4 It was mentioned that searching for the NRC on the web led straight to the Society website with no further link.

Action: General Manager to instruct the web master.

15. Membership Survey update

15.1 The Spectrum Portfolio Holder tabled a paper at the meeting and described the initial results/weighting factors. Some discussion took place around those weighting factors and the analysis of the 1500 or so textual inputs.

15.2 He will provide an interim report for the March meeting.

Action: Spectrum Holder to produce interim report for March National Council meeting

16. IARU Matters

16.1 The Chairman said there will be a meeting on 29th especially about 2025 initiative and the RSGB membership in the IARU.

16.2 It will be necessary to review the papers for the IARU Region 1 conference.

Action: President to convene IARU committee meeting to review Conference papers and make recommendation to the March Board

17. AOB

17.1 The Spectrum Portfolio Holder mentioned the RSGB Convention and that there would be a conflict with a contest and suggested a contest station at the event. The Technical and Environmental Portfolio Holder expressed doubts as to whether a demonstration station at the Convention really was of interest to those attending. He also felt that a firm programme is needed by April/May.

17.2 The General Manager said the problem with Icom had been fully resolved and that they are fully supportive of the Convention and had other promotional ideas.

17.3 Technical and Propagation Studies Committee Portfolio Holder asked about Beacon Funding.

Action: President to submit Funding application to MC

17.4 There being no other business the President thanked all those attending and closed the meeting at 1645.

18. Confirmation of date and venue of next meeting.

The next meeting will be on Friday and Saturday the 11th and 12th March 2011 at the Holiday Inn Sandy commencing at 2000 on Friday preceding the National Council Meeting which will commence at 1330 on Saturday.

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