

 Minutes of the APHA Executive Board Meeting Held on 11th September 2019 at The Lawrence Room, The Union Jack Club, London																																
19/31	Welcome	Person Responsible																														
<p>With all attendees present, the Chair opened the meeting at 11.50 by welcoming everyone, especially the 2 new board members, Cllr Trevor Clarke from Medway PHA & Cllr. Brian Heading from Belfast PHA. It was confirmed that the meeting was quorate.</p>																																
EB 19/32	List of Attendees																															
<p>List of Attendees:</p> <table border="0"> <tr> <td>Pat McCarthy</td> <td>Authority</td> <td></td> </tr> <tr> <td>Cllr. John Warman</td> <td>Hon Associate, Chair</td> <td>PM</td> </tr> <tr> <td>Cllr. Trevor Clarke</td> <td>Swansea Bay PHA</td> <td>JW</td> </tr> <tr> <td>Cllr. Norma Mackie</td> <td>Medway PHA</td> <td>TC</td> </tr> <tr> <td>Cllr. Brian Heading</td> <td>Cardiff PHA</td> <td>NM</td> </tr> <tr> <td>Gill Morgan</td> <td>Belfast PHA</td> <td>BH</td> </tr> <tr> <td>Diane Ward</td> <td>Swansea Bay PHA</td> <td>GM</td> </tr> <tr> <td></td> <td>Fife Council (via Skype)</td> <td>DW</td> </tr> </table> <p>In attendance</p> <table border="0"> <tr> <td>Cllr. Keith Morley</td> <td>Manchester PHA</td> <td>KM</td> </tr> <tr> <td>Gary Gould</td> <td>Hon Associate, Executive Officer</td> <td>GG</td> </tr> </table> <p>Minutes taken by: GG (up to and including EB 19/42) & GM (EB 19/43 on)</p>		Pat McCarthy	Authority		Cllr. John Warman	Hon Associate, Chair	PM	Cllr. Trevor Clarke	Swansea Bay PHA	JW	Cllr. Norma Mackie	Medway PHA	TC	Cllr. Brian Heading	Cardiff PHA	NM	Gill Morgan	Belfast PHA	BH	Diane Ward	Swansea Bay PHA	GM		Fife Council (via Skype)	DW	Cllr. Keith Morley	Manchester PHA	KM	Gary Gould	Hon Associate, Executive Officer	GG	
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EB 19/33	Apologies for Absence	Person Responsible																														
<p>Apologies were received from:</p> <p>Cllr. Wayne Davis River Tees PHA</p>																																
EB 19/34	Declaration of Interests	Person Responsible																														
<p>There were none.</p>																																
EB 19/35	Minutes of the previous meeting held on the 16th January 2019	Person Responsible																														
<p>a. The minutes of the previous meeting were accepted as a true record. Proposed: NM Seconded: GM Agreed all.</p> <p>b. GG referred everyone to the list of actions (attached) and confirmed that all outstanding actions were covered by agenda items. Unless anyone had anything they wanted to contribute at this stage he suggested to the Chair that they proceed to the next item. It was agreed that any other items on the Table of Actions were included on the Agenda. Agreed all</p>																																
EB 19/36	Brexit																															

PM opened the discussion by informing the Board that he had asked APHA members what they were doing to prepare for Brexit and had little response. He was aware that Belfast City Council had formed a Brexit Committee and were looking at all scenarios. He then asked the question "what more can we do". GM replied that GG represents APHA at the Border Delivery Port Health Steering Group which has proved very useful because he ensures that all port health authorities are kept informed, especially the officers who may not get to see official communications by the normal channels. GG confirmed that, as well as representing APHA, he produces a summary of each meeting and is distributed to our subscribers, once it had been approved by the Border Deliver Group. Throughout these meetings the Northern Ireland situation was identified as problematic because how things would be dealt with is very much dependant on what is eventually agreed or not.

The connection to DW was lost at this point (12.05) and proved impossible to re-establish contact.

BH expressed concern that a "no deal Brexit" would result in the loss of access to the EU RASFF system. GM responded by saying that the FSA will have news systems in place; there is the IPAFFS for imported food that has been developed to replace TRACES and the Exports & Imports Group at the FSA had been expanded considerably. GG added that the FSA were well aware of the implications in losing access to RASFF and were taking steps to mitigate this accordingly.

BH asked whether we had any involvement with the "Yellowhammer" papers. GM responded not as such because they were Governmental but, as a Cat 1 responder, she represented Swansea Bay PHA on the S. Wales Resilience forum which had a role under "Yellowhammer" and would expect other PHAs would have a similar role. She then briefed the Board on what her involvement entailed.

JW said that there was so much uncertainty at the moment and hoped that each PHA would have thought about it and make their own plans. PM concluded the discussion by saying that "we should keep doing what we are doing".

EB 19/37	Political Engagement & Parliamentary Questions
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PM opened the discussion by explaining that he promised to raise the profile of APHA when he became Chair. He was aided by Baroness Blood in getting several written questions asked in the House of Lords. He also engaged the help of Gavin Robertson a DUP MP. As part of this process we wrote to the SoS for Health who was Jeremy Hunt at the time in order to secure a meeting but did not get a response. He then wrote to every member of the Health Committee to secure their help in arranging a meeting. Two MPs took up the case and wrote to the Sos for Health on our behalf which resulted in Jeremy Hunt replying to the Chairs original letter. PM then read out his reply which concluded with the SoS for Health being unable to spare the time for a meeting.

He then asked the Elected Members if they would contact their MPs in order to submit a parliamentary question asking for a meeting with either a minister or senior civil servant. He confirmed that he had a friend who has just been made a Baroness and would seek her help.

TC said that he was not sure what we intended to achieve by the meeting. PM said that it was a funding issue and that we would be seeking grant funding to remove the reliance on membership subscriptions. TC then asked whether there was a proforma. NM said that GG had drafted something for her. GG said that owing to the prorogation of Parliament and every likelihood of a general election would it not be better to wait until after 31 Oct 19 to make a decision on this. The Board were due to meet on the 6 Nov 19 when the strategy could be finalised. BH said that good news could be made of the delay in order to determine what the "ask" is and identify who it is we would like to talk to. We need to identify 3 things to mention in the letter. PM replied that, in his experience, an individual letter would get a better response.

<p>It was agreed that Elected Members would engage with the MPs that they know who may be willing to help and that PM would draft a few points on the issues affecting the Association for consideration and circulate.</p> <p>Agreed all</p> <p>Action: Elected Members to seek the support of MPs. PM to draft a few points on the issues affecting the Association and circulate.</p>		All EMs/PM										
EB 19/38	AGM/CPD Event 2019											
<p>GG reported that there was as bit of a “hiccup” last week when he had discovered that the UJC had no record of us booking the Gascoigne Suite for the AGM and wanted us to change the date. Fortunately he had kept the email trail that proved they had confirmed the booking when it was made last Oct. They approached the organisation who had also booked the 7 Nov 19 and they were prepared to move their booking.</p> <p>He continued that he had identified 7 speakers who have indicated that they would be prepared to attend including Mark de Brunner from the Border Delivery Group and from Future Borders who would speak on plans for joined up working at the Border after Brexit. GG was also going to approach Defra for someone to speak on the new Official Controls Regulations.</p> <p>Having discussed delegate fees with GM the following fees were proposed.</p> <p>Proposed delegate fees:</p> <table border="0"> <tr> <td>Corporate members: 1 free place then</td> <td>£30</td> </tr> <tr> <td>Associate Members: 1 free place then</td> <td>£30</td> </tr> <tr> <td>PLaN & international</td> <td>£60</td> </tr> <tr> <td>Non Members:</td> <td>£120</td> </tr> <tr> <td>Self funding:</td> <td>£60</td> </tr> </table> <p>Agreed all</p> <p>GG said that following the last Board meeting, Jeff Dudgeon, ex Board Member from Belfast, had been invited by email but has not confirmed attendance.</p> <p>GG then said that a flat at the UJC had been booked by KM as a meeting space and will provide accommodation for 3. He suggested that it should be used by PM, GG and Jeff Dudgeon because they were being funded by APHA. In the event that Jeff declined the invitation, KM would take up the additional room at the expense of Manchester PHA. GG then suggested that KM book an additional room at the UJC to ensure that he had accommodation should Jeff attend. KM said that it was important to get a response from Jeff at the earliest opportunity because charges could be incurred through late cancellation.</p> <p>Secretary’s Note:</p> <p>Jeff Dudgeon has been contacted and whilst thanking us for the invitation, he has declined to attend.</p>		Corporate members: 1 free place then	£30	Associate Members: 1 free place then	£30	PLaN & international	£60	Non Members:	£120	Self funding:	£60	
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EB 19/39	Major Ports Engagement & APHA Modernisation											
<p>GG said that he had been invited to attend the Major Ports & Airports Forum in order to facilitate the exchange of information between the Forum and other port health authorities. He attended the last meeting in July and reported on it in the last newsletter. The next meeting is scheduled for Monday 16 Sep 19.</p> <p>He then referred the Board to Executive summary EB 19/39 on the subject of APHA</p>												

	<p>Modernisation (attached). For the revised Articles to be accepted they would have to be subject to a special motion at the AGM in November. It would therefore be appropriate for the Board to agree this so that it was presented with their support.</p> <p>PM expressed concern that the proposals could prevent Elected Members from sitting on the Executive Board. GG responded by saying that this was not necessarily the case. As membership of the Executive Board would be derived from the 6 PLaN Groups, an Elected Member could sit on the Board and represent the PLaN Group.</p> <p>There then followed some discussion where GG stressed that APHA received funding from the FSA to give the Association the “breathing space” to modernise; that Government departments wanted one organisation to represent port health; and that the proposed changes were not something new and had been developed from meetings with representatives from the Major Ports and Airports Forum over the last 18 months. It had been agreed by the Board that for APHA to continue the Association needed the resources and expertise that the major ports could bring. The additional membership from the major ports and other port health authorities that were waiting on them renewing before deciding would, in all probability, eliminate the budget deficit. In addition it was mentioned that it was very challenging to secure elected members to serve on the Board. It was supposed to be by regional representation and the places contested by election; however, the lack of volunteers meant that an election had not been run for many years and the current Board had 2 representatives from both Wales and Northern Ireland.</p> <p>However, the consensus from the Elected Members present was that they would be suspicious of a lack of any political involvement in the Association and the revised structure would need careful consideration. PM suggested that another meeting be arranged between the Major Ports Representatives and APHA to discuss the proposed revised structure. He suggested the date of the FSA Reception, 22 Oct 19.</p> <p>Agreed all</p> <p>Action</p> <p>GG to arrange a meeting between the Major Ports Representatives and the Executive Board.</p> <p>PM suggested that it would be a good idea if all those attending the FSA Reception had business cards printed with the APHA logo and their contact details. He suggested Vistaprint to print them.</p> <p>Action</p> <p>GG to forward APHA logo to those Board Members attending the FSA Reception so that they can arrange for business cards to be printed.</p>	<p>GG/All</p> <p>GG/All</p>
<p>EB 19/40</p>	<p>Membership & Renewals</p>	
	<p>GG reported that he had good news regarding membership and renewals; both he and the Finance Team had worked hard since the last Board meeting to chase the outstanding renewals and was pleased to report that there were now none outstanding. All members had renewed.</p> <p>We have also had an enquiry from LB Hillingdon (Heathrow) re corporate membership and they have now applied to rejoin.</p> <p>PM asked how many members APHA had. GG replied that membership currently stands at 24 Corporate, 17 PLaN, 3 Associate and 1 International. Total 45. This would increase to 46 should LB Hillingdon rejoins.</p> <p>PM then asked who the International member was. GG replied that it was Ireland. GM</p>	

confirmed that it was the Health Service Executive (HSE) of Ireland.		
EB 19/41	Task and Finish Group Action Plan	
<p>GG reported the following:</p> <p>a. Training:</p> <p>(1). Edinburgh - Workshop: Fully booked with 24 delegates. Costs are covered and APHA is expected to receive an income of approximately £1000.00 from the event.</p> <p>(2). Southampton - Introduction to Ships Inspection: This is a bespoke training event that has been organised at the request of Southampton PHA. They are supplying the venue and a ship. There are also 3 delegates from Portsmouth attending in order to share costs. APHA costs are covered and we are expecting an income of around £250.00.</p> <p>(3). Belfast - Introduction to Ships Inspection: this was at the request of the Northern Ireland PLaN Group. We have had interest from 13 potential delegates. NI Colleagues will be given the opportunity to book before it goes out to general advertising. Costs are estimated at £1,000.00 which will be covered if we have 10 PLaN delegates</p> <p>b. MOU MCA/APHA. GG reported that he has completed updating of the document and the draft has been agreed by the MCA. It will be discussed at Major Ports Forum on the 16 Sep 19 as well as distributed to PLaN groups for them to discuss/comment before being finalised</p> <p>c. Industry Guide to Good Hygiene Practice: Catering Guide - Ships. Work to update this document is ongoing and being led by the CIEH because it is their publication. At a meeting on the 4th July the sections were divided up between the working group members. GG said that his role will be one of joint editor once the revision drafts are complete. The next meeting is scheduled for the 4th Oct 19.</p>		
EB 19/42	APHA Financial Report and Accounts.	
<p>GG said that this was another good news story. Thanks to the efforts of himself, Gill and the Finance Team undertaking a lot of credit control activity, all outstanding debt has been recovered which was some £25,000 including membership fees. The result is a healthy balance of almost £83,000 as at the end of August.</p> <p>GG then referred the Board to the Income and Expenditure Report that was included within the papers for the meeting. On expenditure he said that as part of APHA's financial governance it was incumbent on the Board to review the expenditure since the previous meeting and confirm that all payments were both valid and justified.</p> <p>The board agreed that the expenditure was both valid and justified.</p> <p>GG then referred the Board to the Budget 2019/20 document and said that it showed a projected year end deficit of approximately £10,000. However, the Finance team had included an expected HMRC expenditure of £6400 but this was for VAT. If it was to be included as an expenditure then the VAT we collect on behalf of HMRC should be included as income, which it has not. Following advice from the accountant, the team will remove this line at the next update and it will reduce the expected deficit to £3600.</p> <p>GG then said that there was more good news. The second bid to the FSA for funding this year was successful and we are expecting £25,000 which will turn the expected deficit into a profit of some £21,000. APHA has also been invited to submit a further bid for additional funding later in the year. The result of this is that APHA is in a better financial position that it has been for many years.</p> <p>PM then showed the Board a letter that he had acquired, originating from the FSA, and</p>		

<p>asked if GG had seen it. GG said it looked like the letter he had received from the FSA confirming the success of the latest bid. GM then said it was dated 2018 and therefore could not be that letter. PM said that he was concerned regarding the conditions that the letter detailed with regards to the FSA funding. GG replied that the bid that was submitted was to fund APHA and had been agreed on that basis. The invoice that was submitted made that clear and the FSA paid the invoice on that basis. PM then said that he had not seen the bid and was unaware of the conditions attached until he saw the letter. He was concerned of the impact should the FSA be audited and, as a result, required the money to be paid back. GG replied that it was unlikely, the FSA had been provided with a copy of the expenditure report for 2018/19 to evidence the spend so they were well aware of how the money was used. PM acknowledged that he should have perhaps asked for copies of the documents and that in future GG should ensure that all Board members are copied in.</p> <p>Action: GG to ensure that Board members are provided with copies of similar letters in future.</p> <p>Secretary's note:</p> <p>Interrogation of the email record shows that the formal bid for funding was not submitted to the FSA until 21 Jan 19. Therefore, it follows that the letter in the Chair's possession, dated 2018, had not been sent to, or seen, by GG. The record shows that the Chair was copied in to the email that contained the formal funding bid. An email dated 26 Jan 19 advised the Chair of its successful outcome, as well as the conditions that were attached, and his approval was sought regarding the strategy that GG proposed in dealing with any queries from the FSA. He did not get a reply.</p> <p>GG then said that, because of the substantial current account balance, the Finance Team had suggested that APHA invest some of the money in order to get some interest. Should the Board agree, they asked what level of risk that they would be prepared to accept. As an example, a straightforward instant access savings account can achieve around 1% interest. A 1 year bond at 1.85% A 2 year bond 2% 3 year bond at 2.10%. Alternatively if the Board were prepared accept a degree of risk, greater returns could be achieved. As an example peer to peer lending could return around 3% easy access, or up to 6.5% with restricted access.</p> <p>There followed some discussion where there were mixed feeling regarding how much risk to accept. PM said that it was public money and therefore should not be exposed to excessive risk. KM said that the 1% would not cover inflation. It was agreed that the money should be invested in an instant access savings account but that the Finance Team should draft some alternative proposals and email them to the Board to be considered.</p> <p>Agreed all</p> <p>Action: FT to open an instant savings account and draft some proposals on where to invest the money for the Board to consider.</p>	<p>GG</p> <p>FT</p>
<p>EB 19/43 APHA Administration</p>	
<p>PM asked GG to leave the meeting.</p> <p>(a) Executive Officer</p> <p>There was a prolonged discussion regarding the proposed increase in remuneration after the EO left the room. There was no agreement amongst members and no vote was taken regarding the recommendation. However, it was suggested that 'key performance indicators' be produced for the role, by the AGM, for the benefit of both parties. It was also thought that it could be possible to agree to the increase in remuneration subject to such key performance indicators being satisfied.</p> <p>It was also agreed that GM would circulate the original job description and the draft terms of employment (TOE) as soon as possible and that members would then look to take this</p>	

forward, as a matter of urgency, via e mail discussions.		
(b) Website		
The discussion continued without the EO being recalled to the meeting.		
There was much debate regarding the actual content, updating and monthly cost of the present website and the work of the webmaster. It was acknowledged that to replace the website was a substantial project which would require expert scoping work to agree on what would actually be required of a future website and in order to devise a brief that could be used for the necessary tendering process. It was eventually agreed to retain the present website and webmaster for the present and BH would make some enquiries and circulate his findings to board members.		
EB 18/44	Meeting Schedule 2019	Person Responsible
<ol style="list-style-type: none"> 1. Executive Board 6th November - Union Jack Club, commencing 14.30 2. APHA AGM 2019: 7th November 2019 - Union Jack Club 		
EB 19/45	AOB	
There being no further business, the Chair closed the meeting at 15.20		

G Gould
Hon Associate
APHA Executive Officer

G Morgan
Executive Board Member

Table of Actions arising from APHA Executive Board Meetings			
Ref	Action	Person Responsible	Completed/Comments
Actions from Executive Board Meeting held on 17 Oct 18			
18/65	PM to consider drafting a PQ on APHA's role and to seek a meeting with a senior civil servant.	PM	
Actions from Executive Board Meeting held on 16 Jan 19			
19/06a	Review and rationalise website	GM/GG/Website	done
Actions from Executive Board Meeting held on 9 May 19			
19/25	Approach respective MP to request that they speak at the AGM/Training Event	All Elected Members	
19/30	GG to invite JD to AGM in November as APHA's guest	GG	E-mailed JD; formal invite to follow. JD confirmed that he was unable to attend.
Actions from Executive Board Meeting held on 11 Sep 19			
19/37	PM to draft a few points on the issues affecting the Association and circulate. Elected Members to seek the support of MPs.	PM/ All Elected Members	
19/39a	GG to arrange a meeting between the Major Ports Representatives and the Executive Board to discuss modernisation.	GG/All	Meeting was arranged for 16 Oct 19 and then cancelled.
19/39b	GG to forward APHA logo to those Board Members attending the FSA Reception so that they can arrange for business cards to be printed.	GG	Done
19/42a	GG to ensure Board copied in to FSA Funding Correspondence	GG	ongoing
19/42b	FT to open an instant savings account and draft some	FT	FT Tasked.

Table of Actions arising from APHA Executive Board Meetings			
Ref	Action	Person Responsible	Completed/Comments
	proposals on where to invest the money for the Board to consider.		
19/43a	Key performance indicators to be developed for EO	All	
19/43b	GM to circulate BIO Job Description and the EOs draft Terms of Employment	GM	Done
19/43c	BH to make some enquiries re scoping work on the website	BH	

Key

PM - Pat McCarthy, Chair

WD - Cllr. Wayne Davies

KM - Cllr. Keith Morley

GM - Gill Morgan

GG - Gary Gould, APHA Executive Officer (EO)

JW - Cllr. John Warman, Vice Chair

BH - Cllr. Brian Heading

TC - Cllr. Trevor Clarke

DW - Diane Ward

FT - Finance Team

APHA EXECUTIVE BOARD

Executive Summary

Agenda Item:	EB 19/39
Person Responsible:	GM/GG
Title:	Major Ports Engagement & APHA Modernisation
Reference Documents:	190904-APHA Articles Summary (see below)

The Board will be aware that APHA has been engaged with representatives from the Major Ports and Airports Forum (the Forum) with the aim of persuading the port health authorities that make up the Forum rejoining the Association.

This was because:

- a. Major Ports are better resourced to develop and produce policy and procedures and, as such, have a degree of expertise far in excess of other ports around the country. Their re-involvement with APHA was considered critical from a professional point of view.
- b. Despite our best efforts, APHA has been running at a substantial budget deficit for several years. It was decided that the best way to redress this deficit was by increasing the membership. Whilst we have had some success, we require approximately 10 new Corporate Members to meet that deficit. Five new members could be achieved from those Authorities that make up the Forum. Informal discussions with other PHAs have indicated that they are waiting for the Major Ports to rejoin first before they take the decision to rejoin.
- c. With 2 separate groups representing port health in the UK, the discipline is fragmented. Government departments had a tendency to only deal with the bigger ports through the Forum, which resulted in APHA and the smaller ports being sidelined or ignored. Whilst this has been redressed somewhat, Government departments would prefer to deal with only one organisation in relation to port health.

The representatives from the Forum looked at the way that APHA was structured, the Articles and Operating Arrangements and concluded that they would not recommend rejoining the Association to their members until APHA had undergone modernisation in order to make it more streamlined and efficient, and less bureaucratic.

The Chair offered the representatives a "blank sheet" in order to facilitate that modernisation. There has since been several meetings involving some or all of the Task and Finish Group in order to work out what changes could be made to satisfy the major ports. This resulted first in the removal of the O&S Committee, which was completed at last year's AGM, and since, with a revision of the Articles of Association.

A plain English summary of the revised Articles is attached for consideration by the Board. A full draft copy of the revised Articles will be distributed to all Board Members when finalised.

In order to be adopted, the revised Articles are required to be subject to a special resolution at the next AGM. As they involve structural changes, it is proposed that the resolution indicates a commencement date of the 1 April 2020 to allow a period of transition. This would also give the Major Ports the evidence they require to confirm that APHA was modernising, something that they have insisted on before they will rejoin. If the new Articles are adopted, they are expected to rejoin in membership year 2020/21.

It should be noted that, because of a grant from the FSA, the financial position of APHA has improved considerably over the past year. Part of the justification for this grant was to provide APHA with the financial “breathing space” to modernise and facilitate the major ports rejoining the Association. This is an action that the FSA supports.

Recommendation:

That the revised Articles be put before the AGM, for adoption, as a special resolution.

Comments:

Actions:	Date:	Person Responsible:

The Association of Port Health Authorities (APHA) - Summary of Articles

The purpose of this document is to outline and summarise the requirements of the Articles and is not a replacement for them. In areas of dispute, the Articles are the legally binding document under which the Association operates and will always take precedent.

The summary refers to the "Operating Arrangements" throughout and should be consulted, where indicated, for more information.

APHA is a Private Limited Company by guarantee without share capital use of 'Limited' exemption. It is registered at Companies House and required to file annual confirmation and financial statements.

Membership

1. The five classes of membership are:

(a) **Corporate.** Open to any Local Authority with port health responsibilities in the UK. They may attend, vote and speak, at general meetings and participate in all activities of the Association.

(b) **Associate:** Open to other organisations or bodies that have an interest in port health. They may attend, speak but not vote at general meetings. They may participate in all other activities of the Association.

(c) **Honorary and Fellow:** Granted by the Executive Board to individuals (or bodies) who have made a substantial contribution to the work of the Association. They may attend and speak at general meetings but not vote. They may participate in all other activities of the Association.

(d) **PLaN:** Is a lesser form of membership open to local authorities with port health responsibilities for small ports in the UK and Islands. It is granted by the Executive Board. They may attend but not vote at general meetings, attend PLaN meetings and serve on the Executive Board.

(e) **International:** Open to any non-UK organisation with an interest in public and/or animal health. They may attend but not vote at general meetings, attend PLaN meetings but not serve on the Executive Board.

2. Subscription fees are payable for all classes of membership except for Honorary & Fellow

3. **Disqualification:** Membership may be removed should a member authority or organisation fall substantially in arrears or whose conduct is deemed by a 2/3rds majority of the Executive Board, to be to the detriment of the interests of the Association.

Directors:

4. The Directors of the Association are the Chair and Vice Chair of the Executive Board and the Company Secretary (if appointed); details to be filed at Companies House. Other Directors may be appointed by following the procedure detailed in the Operating Arrangements. Directors will have the right to speak at all meetings of the Associations and can be removed by resolution of the Executive Board or should their term of office end.

Annual General Meeting (AGM)

6. The Association will hold an AGM every calendar year within 15 months of the previous. It should be held so that the Financial Statement can be agreed and filed to Companies House by the due date i.e. 31st December.

7. A minimum of 21 days written notice of the AGM is required.

8. The business to be conducted is specified in the Operating Arrangements but will include consideration of the Financial Statement.

9. Any motions for consideration must be submitted in writing 14 days in advance of the meeting.
10. The quorum for the AGM will be representation from 5 Corporate member authorities.
11. The Chair or, in his absence, Vice Chair of the Executive Board will chair proceedings. If neither present, the Executive Board members present may elect a Board member to Chair. If not, the members present shall choose one of their number.
12. Meetings may be adjourned to a later date but no additional business may be added to the agenda.
13. Voting members will have only one vote no matter how many representatives from a particular authority or organisation attend.
14. Voting is done by either a show of hands or, if demanded, a show of polling cards that will be issued to Corporate and other eligible members.
15. In the event of equality of votes, the Chair has a second or casting vote.
16. Proxy votes are permitted provided that the proxy is appointed and notified to the Association, in writing, not less than 24 hours before the meeting.

Executive Board

17. The Executive Board is the strategic decision making body of the Association. The roles and responsibilities including TORs are set out in Section 2 of the Operating Arrangements together with the administrative arrangements for meetings.
18. The Executive Board shall comprise a representative, either elected or appointed, from each of the PLaN Groups. They are appointed/reappointed annually and may serve for as long as they retain the confidence of the PLaN Group and wish to be the Group's representative, that is unless removed under para 20 below.
19. The Chair and Vice Chair will be elected at the first meeting following the AGM. The procedure is detailed in the APHA Operating Arrangements. They will serve up to and including the first meeting following the next AGM whereupon they may be re-elected.
20. The Executive Board may appoint additional, properly qualified, members to the Board. They may also remove, by special resolution, any member of the Board.
21. The Executive Board will meet a minimum of 4 times a year according to a schedule published in advance.
22. The quorum for a meeting of the Executive Board shall be three members. A member may be added to the quorate number of those present if they attend by video or teleconferencing.
23. In the absence of the Chair and Vice Chair, the other members of Executive Board present may choose one of their number to Chair the meeting.
24. The Chair or in his absence, the Vice-Chair may call an extraordinary meeting if required. Alternatively, at the written request of 4 members of the Executive Board, the Executive Officer can call an extraordinary meeting.

