

JCCP

(Limited by Guarantee)

Registered Office: Station House, North Street, Havant, PO9 1QU

Web address: www.jccp.org.uk

MINUTES OF EXTRAORDINARY GENERAL MEETING

Held remotely on

15th January 2025 at 13.00

Order of business

In attendance

David Sines – Chair

Martyn King – Vice Chair

Andrew Rankin

Dawn Knight

Eddie Hooker

Sally Taber

John Underwood

Victor Ktorakis

Dr Elaine Sassoon

Sharron Brown

Apologies

Claire Kiely

Mary Lovegrove

Tracey Bell

Late Joiners

John Elder

Kimberley Cairns

1. Welcome

DS colleagues to the EGM and noted that the Trustee Board was quorate with at least 8 voting Trustee members in attendance. He also noted that Kimberley Cairns was joining but in transit. DS noted that the formal notice of the EGM as constitutionally required had been published within the correct time scales on the JCCP website.

DS explained the rationale for the proposed changes in the Articles of Association (2017) that sought to enable the Chair, Vice Chair and Trustees to serve up to three consecutive terms of 4 years, rather than the current provisions which limit their appointment to two consecutive terms of four years.

DS explained that there were various reasons for the proposal linked to:

- The important stage that the JCCP was at this point in time in relation to its campaign for new regulatory frameworks with legislative changes now due to be delayed for enactment in England until at least 2027.
- Break caused by COVID.
- The need to ensure stability within the JCCP Trustee 'talent' team and the need to mitigate any risk to business continuity and to the progress that had been made so far.

Following questions raised by Trustees DS also noted that over a third of JCCP Trustees had stood down for various reasons since 2018 (permitting opportunities for new talent to be recruited to the Trustee Board) and affirmed that the JCCP will review its succession plan

and continue to encourage new potential Trustees to come forward as vacancies occur over the next four years.

DS then invited all those Voting Trustees in attendance to vote on each proposed change in sequence and requested that the votes be recorded.

2. Articles of Association

Resolution

That the Trustees of the JCCP hereby agree the following amendments to relevant Clauses within Sections 25 and 26 the JCCP Articles of Association:

- 25.2 The Chair shall chair meetings of the Trustees. The Chair shall be appointed for a maximum term of four years. At the next annual general meeting after the fourth anniversary of the Chair's appointment, the Chair shall automatically retire. At the same meeting, the Chair shall be subsequently eligible for appointment as the Chair by the Trustees for a further term of a maximum of four years. On completion of the second term of office the Chair shall be subsequently eligible for re-appointment at the meeting by the Trustees for a third and final term of a maximum of four years. At the next annual general meeting following the fourth anniversary of the Chair's re-appointment, the Chair shall automatically retire.

Agreed unanimously

- 25.4 The Vice-Chair shall each be appointed for a maximum term of four years. At the next annual general meeting after the fourth anniversary of each of the Vice-Chair's appointment, the Vice-Chair shall automatically retire. At the same meeting, the Vice-Chair shall be subsequently eligible for re-appointment as Vice-Chair by the Trustees for a further term of a maximum of four years. On completion of the second term of office the Vice-Chair shall be subsequently eligible for re-appointment at the meeting by the Trustees for a third and final term of a maximum of four years. At the next annual general meeting following the fourth anniversary of the Vice-Chair's re-appointment the Vice-Chair shall automatically retire.

Agreed unanimously

- 26.2. On retirement in accordance with article 26.1 each Trustee shall be subsequently eligible for re-appointment at the meeting by the Trustees for a second term of a maximum of four years. On completion of the second term of office each Trustee shall be subsequently eligible for re-appointment at the meeting by the Trustees for a third and final term of a maximum of four years. At the next annual general meeting following the fourth anniversary of each Trustee's re-appointment the Trustee shall automatically retire.

Agreed unanimously

- 26.5 No Trustee, Chair or Vice-Chair shall be capable of serving in their office for more than twelve years in total.

Agreed unanimously

That the Charity Commission, Companies House and the PSA are informed of the changes to the Articles of Association

Agreed unanimously

It was confirmed that following unanimous agreement to the proposed changes to the JCCP Articles of Association (2017) that Companies House, The Charity Commission, and the PSA will be informed of the changes and the new Articles of Association submitted.

Professor David Sines CBE – Executive Chair

15th January 2025.