THE BRITISH COFFEE ASSOCIATION

Minutes of AGM
Tuesday 12th March 2019
Room Machin - FDF, 6th Floor, 10 Bloomsbury Way, London, WC1A 2SL

Present at meeting:

Chris Stemman	BCA Executive Director
Tracy Brown	BCA Secretariat
Angus Kerr	Coffee AG Ltd (A&CC Chair)
Austin Sugarman	Fine Foods International (Manufacturing) Ltd
Lindsay Wright	JDE
David Rogers	Lavazza
Chris Coates	Taylors of Harrogate
Phil Burton	Bronsens

1. Apologies for Absence

Nick Boxall	Complete Coffee Ltd (Technical Chair)
Ian Bryson	Finlay Beverages Ltd (Chair)
Kathryn Costello	Bewley's
Tom Blackwall	Finlay Beverages Ltd
Eli Kraus	Loudwater Trade & Finance Ltd

2. Competition Law Compliance

It was confirmed that the meeting would run under the revised FDF competition law compliance rules, as per the Golden Rules.

CS noted that IB gives his apologies for not being able to attend this meeting, CS took the Chair.

3. Minutes of last meeting

The minutes of the last BCA AGM meeting were duly approved.

Proposed by AK Seconded by AS.

4. Matters Arising from the Previous Minutes

No matters arising.

5. Election of Chair and Election Vice Chair of Management Board

Chair

CS noted that there had only been 1 nomination received for the position of Chair, which was from Ian Bryson who proposed Tom Blackwall of Finlay's

It was felt at this time, as Members had never met Tom Blackwall, it was difficult for them to vote him to the position. Further discussion was had, and that we ask the nominees for both Chair and if we receive any for Vice Chair, to come to the next Board meeting and present about themselves and what they would like to bring to the roles Chair/Vice Chair of the BCA.

It was agreed that CS to go back to Tom and ask him to come and present at the next Executive Committee/combined Board meeting to be held on the 4th June.

Action: CS

Vice Chair
CS noted that at this time there had been no nominations to the position as Vice Chair.

As per the notes above under Chair's position.

There was discussion why not more Members wanted to step up to the positions of Chair and Vice Chair, and was there fear around what the role actually meant or the work involved. It was noted that having something like this on their CV's could put them in good standing for their future careers.

There was the discussion about the lack of Members attending the Board Meetings, even though most of the Committee Meetings seem to be well attended. Having meetings by conference call was again discussed, but the Board meeting last October just did not work.

It was felt that the Board Meetings were to shape and drive the BCA rather than the Committees, but do Members feel the Committee meetings assist them more as Members.

AS added that perhaps because both CS and TB run the Association so well, that this is a reflection of why people feel that they do not need to attend the Board meetings.

DR noted that previously there was succession planning in place, and part of the Chair's role would be to identify and recruit his/her replacement.

A question was asked if each of the Committee Chairs should be attending the Board meetings as part of the role.

It was discussed that perhaps each of the Committee Chair's as well at the Association Chair and Vice Chair positions have job specifications as to what was expected from them. AK asked could the Chair's perhaps send in someone from their respective companies to represent them if they are not able to attend, it was thought the Articles of Association would allow this.

Action: BCA

AS stated, that in its current format, the Board meeting were not working and needed a re-think, and for people to understand how the Association works.

LW noted that perhaps we have to find out what are the barriers to people attending these meetings.

Action: BCA

6. Re-Election of PR Co-Chairs
Esme Knight (Costa) (Co-Chair) - Proposed by LW and Seconded by DR
Howard Crosskey (Nestlé) (Co-Chair) – CS noted that he had been unable to speak with HC as to his continuing in the role of Co-Chair. CS was asked by the Board to follow up on this post meeting. Since the AGM/Board Meetings HC has confirmed to CS that he is committed to the role of Co-Chair and happy to stand again for a further year.

7. Re-Election of Committee Chair's
Arbitration & Contracts Committee – Angus Kerr (Coffee AG Ltd)
Proposed by AS and Seconded by LW

Brexit Sub-Committee – Chaired by Chris Stemman
Proposed AK Seconded DR

Member Services Committee (Social Activity) – Alex Rogers (AGC Commodity Store Ltd)
Proposed AK and Seconded by DR

CS noted that at the recent Executive Committee meeting, there was a discussion at the possibility of having another stream to the Member Services Committee. One stream for the Social and Networking aspects, which currently works extremely well under the guidance of Alex Rogers, and one for Membership Retention and Recruitment.

AS noted, that we do need to widen the breadth of the membership, but understand it is hard to recruit new members. LW agreed but we do have a lot of collateral now as the BCA but the material we have at our fingers tips that is perhaps not being fully utilised. LW went on to explain that the Communications Committee are going to be running an industry event in the summer that could be a potential for recruiting new members.

CC noted that he also feels that we need to have this 2nd stream within Member Services, we are not creating another Committee for Committees sake but it is an important aspect for the Association.

DR noted that with the London Coffee Festival just around the corner, and the International Coffee Expo in May at Olympia we need to perhaps start having presence at these events, even if it is to have a speaker slot and target potential members this way. LW felt that we needed to go to these events with a prominent current Member who can back up what Membership of the BCA means to then and what they get from it.

The BCA to actively seek a new Committee Chair for the 2nd stream of Member Services Membership Retention and Recruitment. If anyone would like to be considered for this role please also contact the Secretariat.

Action: BCA

Sustainability Committee (Co-Chairs) – Victoria Moorhouse (Costa) and Krisztina Szalai (Taylors of Harrogate)
Proposed LW and Seconded by AK

Technical Committee – Nick Boxall (Complete Coffee Ltd)
Proposed CC and Seconded by DR

Trade & Logistics Committee – Mike Watson (Tristao International SA)
Proposed by AK and Seconded by CC

8. Accounts

- **BCA Audited Accounts 2018**

Phil Burton, an Independent Auditor from Bronsens in Witney, was invited to run through the audited end of year accounts for 2018.

PB noted that for consideration by the Board that some of the retained funds should perhaps be in another bank/building society account apart from Barclays as only £85k are assured per institution.

Action: For further discussion by the BCA with the FDF

The Accounts for 2018 were accepted by the Board.
Proposed by AS seconded by DR.

CS noted the possibility of the BCA now having to pay corporation tax, we would be looking at a bill of around £27k, after the BCA and a number of other Associations were confirmed as exempt from Corporation Tax back in 2014 by HMRC. We are awaiting an update from the FDF as to the current position.

Action: BCA

There was a discussion that the BCA use some of its retained funds to use on promotion to recruit new members. Remembering that the BCA requires some surplus to cover any liabilities it may have.

- **BCA Working Budget 2019**

Those present review the updated working budget as of February 2019, and this was approved.
Proposed by AS seconded by LW.

9. Estate of the Late Dr Euan Paul

PB noted that the debt owing from the Estate of the Late Dr Paul, has never been recorded into the accounts, and would therefore be a surplus should it ever appear.

CS went on to update the Board as to the current status of the matter. The BCA had appointed a local probate solicitor to help us with trying to obtain the outstanding debt. It was discussed putting a charge on Mrs Paul's house for the sum owed, but this would cost around £4k, the Estate could challenge this application to put a charge on the property. IB had confirmed that he would not wish to commit this amount of money at this time.

CS added we are about to run out time, but we hoped to get a standstill agreement to keep our claim alive and prevent it lapsing. The solicitors previously engaged to manage Dr Paul's estate apparently took £192k in fees, but have since been struck off by the SRA. A question was asked did the former solicitor not have indemnity insurance to allow us to recover the debt from this, CS to ask the question of our Solicitor.

10. Dates of next 2019 Board meetings:

- **Added Meeting - Tuesday 4th June 2019 – Combined Executive Committee and Board Meeting – 11.30a.m.-1.30p.m.** – FDF, 6th Floor, 10 Bloomsbury Way, London, WC1A 2SL – Room Machin

- **Wednesday 6th November 2019 – BCA Board Meetings – 11.00a.m.-3.00p.m.** - FDF, 6th Floor, 10 Bloomsbury Way, London, WC1A 2SL – Room Machin