



BRITISH CHAMBER
OF COMMERCE IN BELGIUM

EXTRAORDINARY GENERAL MEETING

of the British Chamber of Commerce in Belgium at:

British Chamber of Commerce in Belgium
Boulevard Bischoffsheim 11
Brussels 1000
on Monday 27 March 2017 from 15.00 – 16.30

MINUTES

Present:

Thomas	Spiller	President, BCCB
Glenn	Vaughan	British Chamber of Commerce in Belgium
Uzma	Lodhi	British Chamber of Commerce in Belgium
Andrew	Moore	British Chamber of Commerce in Belgium
Tillman	Kupfer	BT Group
Helen	McDonald	Deloitte EU Policy Centre
Annette	Meijer	Deutsche Post DHL
Sean	Murray	EUK Consulting SA
Filip	Corveleyn	FCO Law Firm BVBA
Aled	Williams	FTI Consulting Belgium
Hugues	Thibaut	Group S Payroll Provider and Business Portal
Nikolaus	Tacke	Hering Schuppener Consulting (represented by proxy – Erika Jangen)
Joseph	Lemaire	Hill+Knowlton Strategies
Dave	Deruytter	ING Belgium
Richard	Carty	Netshield Enterprise Services Limited (by telephone)
Max	von Olenhusen	Novartis Pharma (represented by proxy – Elisa Balducci)
Ed	Read Cutting	The Fry Group - Belgium
Helena	Raulus	The Law Societies Joint Brussels Office
Marc	Vandendijk	Vandendijk & Partners
Erika	Jangen	Weber Shandwick
Glynis	Whiting	Starfish MRM
Max	Von Olenhusen	Novartis (joined the meeting at 15.35, before vote)

BUSINESS | INSIGHT | NETWORK

Thomas Spiller, as President, opened the meeting as chair. He welcome those present and thanked them for attending for this important business. The chair also thanked all members of the Council working group (Sean Murray, Ed Read Cutting, Elaine Cruikshanks, Max von Olenhusen and Filip Corveleyn) for all of their contribution to this work.

Following a question from the chair, Glenn Vaughan confirmed that 15 members were present and that only 10 were required for a quorum. Two people were also representing members by proxy. Proxy declarations were presented and copies attached to the minutes.

1. Presentation

Sean Murray, member of the Council working group on governance presented the background and rationale for the proposed changes to the articles of association.

He said that the chamber has grown greatly in recent years but the articles had only been subject to small revisions in that time. It was also felt that EXCO was the body taking day to day decisions but not directly responsible in a legal sense. Council was legally responsible, but not able to be well enough informed.

Council therefore felt that a thorough-going update was needed. The process started two years ago, with a Council working group reporting regularly to Council. In December 2016 the council approved the proposed new articles and today they were being put to the membership for their formal approval.

The proposed new structure is based on the following elements

- 1) Members – the ultimate decision makers
- 2) Board – based largely on the current EXCO
- 3) Council – represent member views and interests and make sure the board delivers

Members will elect or approve all board and council officials, either by electronic ballot or by a vote at a general meeting, with one member company, one vote.

The **board** will run the business, have legal responsibility, hire and fire executives and set the business plan/budget. It will consist of: President (Chair), Vice President, Chief Executive, the EU Committee and Business Development Group chairs, the immediate past president the Treasurer and 2 further members.

The **Council** will advise the board on the business plan. It can recommend the removal of board at a general meeting and scrutinise candidates (but not veto) for election. The term of office of Councillors will be two years, renewable once. It would have 12 members: President, Vice President, immediate past president, and a further nine councillors representing a member company. Council would be chaired by the (no-voting) CEO.

Election cycle

Year 1

- President by direct online ballot – April
- Council nominations – April
- Non- elected board members proposed and confirmed – May
- Council elected at AGM – May

Year 2

- EU Committee chair elected by direct online ballot – April
- BDG chair nominations – April
- Brussels New Generation chair nominations – April

As a final point it was noted that under current rules, members were able to give notice of resignation up until the last day of their current membership. The new proposal would mean that three months notice was required.

Finally, Sean noted that this an important but only the first stage of the governance review process and the board would need to develop operating principles as a next stage, most likely following the next AGM.

Glenn Vaughan (GV) explained that the provision for two additional board members beyond the officers and committee chairs was based on good practice, giving the board the chance to review the skills it needed, as a whole, and recruit suitable people accordingly.

2. Questions:

Ed Read Cutting asked if it would still be possible to appoint observers and advisors to the Council. GV replied that this would still be possible.

Glynis Whiting asked if the chair of BNG would serve on the board. GV replied that the board could choose to make such an appointment as part of its two additional members but was not required to do so.

Tillman Kupfer asked about the role of task forces of the EU Committee. GV said that this was not covered in the articles of association but could be set out in the operating principles to be developed.

Thomas Spiller asked if basing the new articles on the model of British Chamber of Commerce in London would enable us to work more closely with them and their accredited chambers. GV said that this cooperation could not be harmed by modernising our articles.

3. Approval of the motion:

There being no more questions, the chair proposed the motion that the proposed new articles of association be agreed. By a show of hands, the members present voted unanimously to approve the motion.

4. A.O.B.

There being no other business, the chair closed the meeting.