

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 20 October 2018 at the Friends Meeting House, 173 Euston Road, London NW1 2BJ – Tel No: 0207 663 1100

Present:

Board Members

Janet Atherton
Welna Bowden
Dan Howard (Chair)
Julian Huppert
Andy Key

Rachel Kirkwood
Jonathan Naughton
Carl Pearse
Shivaji Shiva
Ian Wescombe

HQ Staff

Paul Tuohy
Helle Sorensen
Matt Mallinder
James Scott
Sue Cherry (Minutes Sec)

Ordinary Business:

1. Chair's Communication

Dan Howard welcomed everyone to the meeting, he commented on the significant progress that had been made during the summer, our 140th birthday celebration, new strategy and our key campaign wins. Dan thanked all staff on behalf of the board for their contribution in achieving such great successes.

2. Apologies for Absence

Apologies for Absence were received from Jon Snow, Simon Connell, Jaki Lowe, Jacqueline Hills and Ian McCabe.

3. Declaration of 'Conflicts of Interest'

Other than those declarations of 'Conflicts of Interest' already recorded there were no other declarations received.

4. Notifications of 'Any Other Business'

Three 'Any other Business' items were noted:-

- Julian Huppert – Chairs' appraisal
- Welna Bowden – Succession Planning
- Rachel Kirkwood – Equality and diversity

It was agreed all these items would be taken under 'AOB'

5. Minutes of the previous meeting held on Saturday 28 April 2018

The Minutes were approved as a true record of the meeting.

5.1 Action Points from the previous meeting

Jonathan Naughton was concerned there didn't seem to be a sufficiently detailed route plan for project monitoring, he cited concerns about trigger points or milestones which underpin the budget and said that spending the reserves needed to be justified. The forward budget was discussed along with details of the existing governance controls such as the mechanisms for project monitoring and the approval route for the overarching delivery plan. It was confirmed that the delivery plan would be addressed under item 8 of the agenda.

6. Matters arising from the previous meeting not covered on the Agenda

None were recorded.

The following Agenda items are for discussion and/or decisions:-

7. Chief Executive's Report

Paul Tuohy advised the Board that just after sending his email informing them of the success of the recent Directors recruitment, the person appointed to the DFOE role withdrew which is very disappointing. He confirmed the role will be re-advertised.

Referring back to his CEO report Paul confirmed that he recently attended another positive consortium meeting (Walking and Cycling Alliance). The group is working well together and carefully considering where and how government money is spent. Further meetings have been scheduled.

A special thanks was given by Paul to Matt Mallinder and his team for the work that went into the running of the Big Bike Celebration in Harrogate. It was a great day and a good mix of guest speakers. He, and many others commented on the story Angellica Bell told. It was refreshing to hear, and people could associate with someone who just wants to ride her bike. Following the success this year Paul confirmed next year would be a Cycling Conference open to all to attend and would be followed by the AGM.

On behalf of the staff team Paul then thanked the Trustees standing down at the end of the year – Welna Bowden, Ian Wescombe, Ian McCabe and Jonathan Naughton.

Item 12 was taken as the next item. See notes in agenda order.

8. Delivery Plan/Budget for 18/19

To introduce this item the Chair explained that this was a significant item for Board consideration and the Finance and Performance Committee had carefully scrutinised the detail and approach. The proposal included a substantial use of reserves which did not deliver a surplus for several years, although the investment was overdue and required to deliver our strategy ambition.

Helle Sorensen reported on the circulated paper, she confirmed the Finance and Performance committee had asked that more detailed work be completed for this meeting. This included work on return on investment and risks and contingency scenarios. Helle highlighted that this paper is a very comprehensive overview and opened the floor to questions.

During discussions the following points were raised :-

- Janet reported that the Finance and Performance committee have scrutinised the budget and use of reserves and it is considered low risk in most parts.
- SMT confirmed the extra staff roles within the budget are required to deliver the 5 year strategy.
- Robust monitoring systems need to be adopted to enable appropriate and robust reporting. Additional scrutiny will be required in the future, aligned to milestones.
- Andy Key questioned the level of increase within in the Training course income over the life of the budget. Helle explained that the figure shown is not yet fully accurate given cost recovery has not been netted off yet. James stated that the department's priorities had recently been refocused and prioritised which will impact positively on future growth.
- The development of a People Plan will be very relevant for staff development and is welcomed

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- It was commented that the Audit cost felt high. Helle responded to confirm that this is partly because of the complex structure of Companies we have. This structure will be reviewed in the future.

In summing up the Chair welcomed the detailed work that had been completed and thanked the staff involved. It was agreed that the delivery plan should be strengthened further by including key milestones, priorities, additional detail on the budget lines and a confirmed timeline. With those assurances in place the 18/19 budget was approved by all Trustees present at the meeting.

Action Point: 18/10/31 Produce a detailed plan showing key milestones, priorities, additional detail on the budget lines and a confirmed timeline

9. Governance – (Confidential)

9.1 Motion:

Articles of Association – Retirement or removal of Trustees – page 17 – item 19.1(d) – is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign. “To remove the words ‘ without notice’”

After a brief discussion it was agreed the consideration of article 19.1 from the Article of Association would be included in the work the nominated working group are doing on the item below.

9.2 Nominations Committee – (15 August 2018 - Minutes) - Redacted

9.2.1. Nominations Committee – Terms of reference.

The Nominations Committee had reviewed their Terms of Reference as part of the usual cycle of business. Two suggested changes were proposed. The updated Terms of Reference including the changes were ratified by Trustees present at the meeting.

9.3 Finance and Performance Committee – (5 September 2018 – Minutes)

Janet Atherton confirmed that it was agreed at the above meeting that they would review the Investment Strategy shortly.

9.4 Audit Committee – (3 October 2018 – Minutes)

Janet Atherton confirmed the Audit preparation work had started and the Auditors would be at National office during the early part of December. Moving onto the Audit report meeting that happens in February, Janet confirmed she and other members of the committee would have a separate meeting with the Auditors if they felt this was required. Janet confirmed that the Committee had reviewed their Terms of Reference, no changes were necessary although the committee appreciated that their work needed to expand to include all areas of their Terms of Reference.

10. Holidays & Tours – (Confidential)

Cycling UK Holiday and Tours Ltd – Directors to be appointed for 1 year from the 1st January 2019.

Proposed Names:	
Jim Maynard	Lyndon Bracewell
Jacqueline Hills	Jonathan Naughton
Paul Tuohy – Company Secretary	

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The above table of Directors to be appointed for 1 year from the 1st January 2019 were agreed. As previously agreed, Lyndon Bracewell would be removed.

Action point: 18/10/33 Sue Cherry to update Companies House with the above information

Jonathan Naughton reported on the work in progress explaining that he and Jacqueline Hills had spent the past year trying to make progress on resolving ongoing governance issues. Slow progress had been made but finally changes are being accepted. It was agreed that the Chair would send a letter to CH&T based on the report that went to the July Board meeting.

Action point: 18/10/34 Letter to be sent from the Chair to CH&T

11. Ratification of membership rate - online board decision - Redacted

12. Designated legal fund proposal – Redacted

13. GDPR – Redacted

14. Resolutions Update

Shivaji Shiva explained that this is a housekeeping exercise to review historic resolutions. He referred Trustees to the feedback provided within the table in the accompanying paper. He confirmed that some of the resolutions could be improved and it was agreed that he and Andy Key would review and propose how the resolutions should be updated and they will report back to the April Board meeting.

Action point: 18/10/35 Amend and update resolutions ready for the April 19 Board meeting

The following Agenda items are for note:-

15. Any other Business

Julian Huppert read out a few points raised from the Chairs appraisal and circulated the paper to the Board.

Welna Bowden asked for a discussion on succession planning and how could things be done differently in the future. Welna said she was not aware of a handover process for Chairs of committees and she proposed the Chairs for committees next year should be elected at the October meeting, so it would help with a handover. Welna also felt that new trustees joining the Board should not be asked to chair committees for their first year, so they can get to know how the committee works. This was noted.

Rachel Kirkwood asked for an update on our Equality and Diversity work and in particular she felt that the Impact paper circulated did not capture all that we do. Helle Sorensen confirmed that she would be working on this. James Scott advised that the Impact assessment circulated was produced retrospectively.

16. Dates for 2019 Board meeting:

Saturday 26 January 2019

Saturday 27 April 2019

Saturday 27 July 2019

Saturday 19 October 2019

The above dates were all noted by the Trustees present at the meeting.

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The meeting closed at 2.00pm

Dan Howard gave a presentation on behalf of the Board to thank and mark the significant contribution from the Trustees due to leave at the end of 2018 - Jonathan Naughton, Ian Wescombe, Ian McCabe and particularly Welna Bowden who had been a Trustee for 9 years and worked with the board through several periods of change.