

Present:

Board Members

Janet Atherton
Paul Baker
Melanie Carroll
Christine Gibbons
Dan Howard (Chair)
Julian Huppert
Andy Key

Rachel Kirkwood
Andy Macnae
Carl Pearse
Mark Smith (Finance Advisor)

Staff

Paul Tuohy
Richard Walker
Matt Mallinder
Nicola Marshall
Sue Cherry (Mins Sec)

Ordinary Business:

1. Chair's Communication

Dan Howard welcomed everyone to the meeting and gave thanks to the staff that have been heavily involved with Volunteers Conference, Bike Week and 'Women's festival of Cycling' all were excellent events and hopefully will get more people on their bikes as a result.

2. Apologies for Absence

Apologies for Absence were received from Jon Snow, Jacqueline Hills and Jaki Lowe.

3. Declaration of Conflicts of Interest

Other than those already declared there were no other 'Conflicts of Interest' declared.

4. Notification of Any Other Business

There were no 'Any other Business' items advised.

5. Minutes of the previous meeting held on 27 April 2019

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

5.1 Action Points from previous meeting.

The action points were noted.

6. Matters Arising from the previous meeting not covered on the agenda

There were no matters arising reported.

7. Committee reports

a) Nominations Committee: minutes of 4 June 2019 meeting

As there were two Trustees in the room that were re-standing for election, they were asked to leave the room while Dan Howard reported on the last meeting.

Referring to the Minutes from the last meeting Dan Howard highlighted the following points:-

- Given the low number of applications to date, it was agreed to email all members to encourage applications.
- It was also agreed to extend the closing date for Trustee applications from the 31 July to 7 August.

- As one of the Nominations Committee members is re-standing for election Dan Howard ask if another Trustee would help with the shortlisting. Christine Gibbons agreed to help and become a temporary member of Nominations committee during the election period.

b) Finance and Performance Committee: minutes of 27 June 2019 meeting

Janet Atherton advised the Board that the Committee Terms of Reference have been updated. There is concern that the current Scheme of Delegation is out of date and should be revised. It was agreed by Richard Walker that this would be completed shortly. Also, the draft Financial Controls document needs to be completed and approved especially as the Board are being asked to sign off the annual budget. It was agreed to send the Financial Control document to F&P and Audit Committees and Dan Howard for approval within two weeks of this meeting.

Action Point 19/07/47: Financial Control document to be completed and circulated by 10 August 2019 by Diane Kelway-Bamber

The following Agenda items are for decision or discussion

8. CEO and SMT Update

Paul Tuohy reported that a key element of his paper was already out of date as a new Prime Minister has been appointed with other appointments in the pipeline. When Boris Johnson was Mayor of London, he implemented numerous cycling initiatives with Andrew Gilligan. Paul is in touch with Andrew Gilligan and is doing his best to influence the up and coming spending round with the new Government along with WACA. He highlighted that this is the time to make our feelings known. The new minister for Transport, Chris Heaton-Harris specifically asked for this brief and is believed to be very supportive of the CWIS agenda.

Janet Atherton asked that congratulations be noted to James Scott and Jenny Box for their successful funding bid on Inter-reg.

9. External Positioning - a discussion on Cycling UK's vision, mission and values and how Cycling UK might present itself and its strategy to the outside world.

Following work with an external agency, Matt Mallinder gave a presentation on our vision, mission and values. Three shortlisted choices were presented and a short workshop followed. Proposals 1 and 2 were preferred - the same reaction the Staff had. The agency will work with additional Members through focus groups to capture additional feedback and develop the proposals further,

There was a break for lunch and Mark Smith joined the meeting.

10. Strategy for Cycling UK

10.1 Digital Strategy

Richard Walker reported back on a one day workshop held to start to define the Digital Strategy, the workshop was supported by Carl Pearse and incorporated F&P committee discussions. It was suggested that we work with a specialist consultancy to help work on developing and then implementing the Digital Strategy. The Board agreed that communications was a key element of strategy and the website was a key area for development.

Dan Howard summed up by asking for a short business case to be circulated to himself, Janet Atherton and Carl Pearce highlighting the priorities and how the consultants would help develop the strategy. Once this is submitted to the 'working group' the costings and timetable would be reported back the F&P Committee in the Autumn.

10.2 Income generation strategy

Nicola Marshall presented her paper by giving a presentation asking the Board to sign off this strategy and its associated investment. The Board agreed in principle to the direction of travel and asked for a more detailed business case to support the request. Dan Howard confirmed the process to fast track Board approval would be to circulate a revised business case to the Board for comments w/c 29 July and then hold a conference call shortly afterwards with him and the F&P Committee.

Action point 19/7/48: Updated business case to be circulated (w/c 29 July) and then telecon with F&P to review business case (w/c 12 August)

11. Key Performance Indicators

Richard Walker introduce his paper and reminded the Board that at the 2019 AGM a motion was proposed and carried by our membership that KPI's be published in the annual report and published on the website. Richard advised that this paper was submitted to F&P Committee and they supported the layout, but no 3D graphics should be used. Richard confirmed that the 'working group' and Staff will work through the detail and submit the report to the October Board meeting having beforehand agreed the KPI's to go in the September Annual report.

Action point 19/7/49: Working Group and Staff to work though detail and submit KPI's paper to October Board meeting.

12. Finance (attached)

12.1 Management Accounts to end May 2019

This paper was noted by those present in the room.

12.2 Budget for the year ending 30 September 2020

Richard Walker gave a presentation overview of the budget. He recommended our financial strategy should be split between retaining some working capital and longer term investment. A debate followed and it was agreed that more clarity was needed. it was agreed that a more detailed business case was necessary to be circulated to the F&P committee and Dan Howard within a week of this meeting (w/c 29 July) which will be followed by a tele-conference for further discussion.

12.3 Reserves Policy

It was agreed that this item was covered in Item 10.2.

12.4 Investment Policy

It was agreed Mark Smith should be included in the working group of trustees and Staff to update the Investment Policy. It was felt the 'Ethically and Socially Responsible Investment' section needs to be stronger and emphasise the point that charitable objectives have been met. It was agreed the Investment policy and any medium-term investment proposal should be approved at the next F&P meeting and once the medium-term investment has been decided, a tender process with at least 3 investment houses should be conducted and the final choice is agreed by the Board following the tender process.

Action Point 19/7/50: Investment Policy and medium term investment proposal be approved at the next F&P meeting

13. Governance

13.1 CTC Holidays and Tours -verbal update from Jacqueline Hills

Dan Howard gave an update on Holiday and Tours as Jacqueline Hills was not present at the meeting due to train disruption.

The initial governance changes are complete. We are planning to implement a volunteer model and the operations group are working through the process documents etc. Shivaji our legal advisor has been instructed to update the Tour Leaders Agreement to reflect the new model and will update the tour leaders at the tour leaders weekend in November. Jacqueline is in discussion with Richard and Paul regarding possible rebranding/relaunch of the birthday rides.

13.2 Scheme of Delegation

Richard Walker referred to his circulated paper and confirmed all Terms of References for committees have now been updated and agreed. The next stage is to develop the scheme of delegation framework. This framework will be completed ready for circulation ahead of the October Board meeting

Action Point 19/7/51: Scheme of Delegation framework to be completed ready for the October Board meeting.

13.3 Provisional 2020 dates

Paul referred to his earlier paper, requesting a trial move for Board meetings in 2020 from Saturdays to weekday meetings. The paper provided some of the detail that was requested. The split of weekday / weekend Board meetings was discussed including the difficulty that trustees have in arranging annual leave for weekday meetings, especially when many meetings already happen during the week. It was disappointing the full impact assessment had not been done as requested. Paul advised that the SMT feel weekdays would be better and he felt it gives a modern look to the organisation. It was mentioned that some companies give time off for their employees if they are volunteering elsewhere. Summing up the debate Dan Howard suggested this should go to a vote.

- We stay as we are and Board meetings in 2020 continue to be on Saturdays.
Voting = 3 in favour
- On a trial basis for 2020 hold 2 meetings during the week and two at the weekend. Voting = 5 in favour This option was agreed, and a new 2020 meeting date calendar would be circulated
- One abstention

Continuing the discussion, it was agreed that the AGM for 2020 was necessary as this would be arranged in due course.

14. Dates of future meetings

- Saturday 19 October 2019
- Thursday 23 January 2020
- Saturday 25 April 2020
- Wednesday 29 July 2020
- Saturday 17 October 2020

The meeting closed at 4.17p.m