

**Present:**

**Board Members**

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

Andy Key  
Rachel Kirkwood  
Jaki Lowe  
Carl Pearse

**Staff**

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

## **Ordinary Business**

### **1. Chair's Communication**

Dan Howard welcomed everyone to the last meeting of the year.

### **2. Apologies for Absence**

Apologies for absence were received from Jon Snow, Andy Macnae, Jacqueline Hills and Mark Smith.

### **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**

Dan Howard declared there were two items to be discussed later in the meeting:-

- Safeguarding – Taken under Audit Committee
- Directors of Holidays and Tours for 2020 need to ratified. Taken under Holidays and Tours

### **5. Minutes of the previous meeting held on 27 July 2019**

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

5.1 Action Points from previous meeting.

Action Point – 19/07/41 – Carl Pearse asked if the Financial controls document had been circulated to the Board. Janet Atherton confirmed it had been discussed in detail at the recent Audit Committee meeting where the committee went through each item in detail and confirmed the correct assurances were applied in practice.

***Action point 19/10/52: Janet Atherton to circulate the agreed Financial Control document to the rest of the Board members.***

### **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 14 August 2019 meeting.**

As there were two Trustees in the room that are re-standing in the Trustees Elections, they were asked to leave the room. Dan Howard referred to the circulated Minutes confirming how the process had gone to date and confirming that the closing date for

the elections is 9.00am on 31 October 2019. Once the results are in, the results will be reported back to the Board.

**b) Finance and Performance Committee: updates from 1 August 2019 and 20 August 2019 teleconferences and update from 9 October 2019 meeting.**

Janet Atherton update the Board on their recent committee meeting confirming the key item for approval was the Business Plan and Budget for 2019/20 but there were a number of other related issues such as the effect of the Budget on reserves and organisational KPIs. The committee also considered other management reports. Detailed comments had been received from committee members unable to be present to which the DOEF has responded.

**Business Plan and Budget for 2019/20**

After a review of Year 1 of the Strategy, the committee focused on the strategy rocket and the action boxes within it. Each director described what their plan was for 2019/20 and how much investment - especially of salary posts - would be needed. Turning to the Budget it was noted that it showed a significant increase in total salaries which was necessary to deliver the strategic objectives in the Business Plan. The committee appreciated the opportunity to question the directors at some length. The committee- having noted the effect of the Budget for 2019/20 on cash flow and reserves- were content that it go forward to the Board for their approval.

**Key Performance Indicators**

The committee encouraged the DOEF to finish the work promptly and Jacqueline Hills offered to help review the work. One of the additional posts requested will be to help monitor and evaluate KPIs.

**Other items**

The latest management accounts and membership dashboards were reviewed. There was a further review of the reserves policy and proposed levels. The Committee asked the DOEF to work with Mark Smith on this aspect and also to finalise work on the Investment Policy. Pending completion of that, in terms of cash at bank the Committee were keen to make a low-risk move from RBS into another cash deposit and asked the Finance team to come back soon with proposals. Lastly the committee looked at a strong statutory funding pipeline.

**c) Audit Committee: update from Audit Planning meeting 23 August 2019 and update from 9 October 2019 meeting.**

Janet Atherton gave the Board a verbal update highlighting that there were two key items for discussion together with a number of other points relating to practicalities of audit and statutory accounts.

**Internal Financial Controls**

This document – originally drafted in 2012 but never formally approved- has now been updated and was circulated for comment by members of the Audit and the Finance Committees. A number of issues has arisen from this review –

- What level of unusual expenditure – outwith the budget – should require Trustee approval? Reference was made to £250k within the document which was deemed too high and after discussion a limit of £50k was agreed.
- How financial policies take their place within the suite of other policies. The Scheme of Delegation work will address that in due course.

**Safeguarding**

In the light of a particular case – which the Committee was briefed on - Cycling UK's safeguarding policies had been reviewed by a legal expert in that field. It was agreed that the policies would be improved in line with the legal expert's recommendations.

#### **Other matters**

The committee looked briefly at the format of the accounts; the need to reduce or reform Cycling UK's number of subsidiaries and its consequent effect on the audit fees; and strongly emphasised the need for the audit to be put out to tender in time for the 2020 AGM. Lastly the committee looked at the risk register and noted the change to the safeguarding risk .

#### **d) People and Culture Committee: update from 5 October 2019 meeting.**

Jaki Lowe updated the Board on the recent meeting. Referring to the circulated paper she confirmed that the Pay and Benefits Strategy drafted by Norman Blissett required more work before the committee could agree it. The committee agreed the work would be discussed at the next meeting and there would also be a telecon meeting in November.

Nicola Marshall mentioned the delay in agreeing this policy would have a impact on staff recruitment. Jaki Lowe confirmed this would be discussed at the November telecon meeting.

### **The following Agenda items are for decision or discussion**

#### **8. CEO and SMT Update**

Referring to the circulated paper Paul Tuohy highlighted several key points given we have just finished the 1<sup>st</sup> year in 5 year strategy Income Generation – the membership journey, recently 'Thank-you' cards have been sent out to members that have been members for 10, 20, 50 and 75 years and we have received some lovely letters back confirming how much joy cycling has given them.

- Corporate – We have recently had a meeting at Brompton's Head Office and discussed corporate partnerships and they were very interested in being involved with future Women's Festival of Cycling which is encouraging.
- Behaviour Change – We have seen a 15% increase in Volunteering over the past 12 months.
- Influence and Engagement – We've had over 4,500,000 hits on our website, our Dutch reach video on our stand at the Cycle show created massive interest.
- Remuneration Committee has changed its name to the People and Culture Committee and this committee will drive the organisation forward
- Recently a meeting has been held with Chris Heaton-Harris and we briefed Andrew Gilligan on future cycling strategy

#### **9. Strategy and Business Planning for Cycling UK**

##### **9.1 Review of 2018-19 – year 1 of strategy**

##### **9.2 Business Plan for 2019-20 – year 2 of strategy**

##### **9.3 Budget for 2019-20**

The above 3 items were included in the discussion that followed the presentation given by the CEO/SMT. This presentation had already been shown to F&P/Audit committee and notes have been minuted above. We need to

- Invest in recruiting more staff into various departments to achieve results

- Investment is needed in Digital strategy along with our CRM system which needs updating
- We need to invest in our Comms department as more films and social media are now used

The Board listened to the presentation and gave the following feedback:

- The Board require KPI's on the additional staffing SMT want to achieve to measure the success. Once KPIs are completed it was suggested a conference call be held for agreement rather than wait until the January Board meeting.
- Complete to further work required on recommendation 2 and report back to the January meeting for the Digital sign off. Preparatory requires the reserves policy work needs to be completed before agreement on the spend can be given.

#### 9.4 Key Performance Indicators

This was included in the above discussions

#### 10. External Positioning - Cycling UK's vision, mission and values – how Cycling UK presents itself and its strategy to the outside world

Matt Mallinder gave a verbal update to the Board and explained the progress since the July meeting. The 3 propositions shown at the July meeting have been changed slightly to take into account the feedback received. Two focus groups consisting of 8 people were held in Chester and Bristol which gave great feedback. The focus groups comments were refined into a survey which will be sent out to selected Members for their views. The final findings will be submitted back to us which will be shared with the Board followed by further discussion at the January Board meeting.

#### 11. Finance

##### 11.1 Management Accounts to end August 2019

The Board noted the circulated Accounts.

#### 12. Governance

12.1 CTC Holidays and Tours – Verbal update given by Dan Howard in Jacqueline Hills absence covering the following points:-

- Continued progress to develop a sustainable business through a good product, keeping customers happy, managing cash flow, complying with the law and planning for the future.
- Future changes to H&T - updating the Articles after 20 years, detaching the roles of the board and the operations group, setting TOR's for both the board and the operations group and setting a higher standard of governance in our operations.
- The communication links with CUK have been strengthened
- The management team have now developed a true volunteer model for the business to operate within and the legal Tour Managers Agreement .Operating policies and manuals are being developed And this model will see the transparency we previously lacked and we hope to encourage more and younger tour leaders to volunteer to run tours.
- Cycling UK Holiday and Tours Ltd – Directors to be appointed for 1 year from the 1<sup>st</sup> January 2020. The names below were agreed by the Board.

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

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### 12.2 Scheme of Delegation

Richard Walker reported that work was progressing on the scheme of delegation and it would be completed by the January 2020 Board meeting.

### 12.3 Collaboration – Use of Microsoft Teams for Trustee/SMT Collaboration

Carl introduced this item and suggested that the trial of Slack had been beneficial within F&P. Paul Tuohy confirmed to the Board that all Cycling UK Staff are using Microsoft Teams and that is the preferred package we wish to use. Carl Pearse asked that Trustees be set up in their relevant Committees and one for the full Board. Richard Walker agreed this would be done during week commencing 21/11/19.

***Action Point 19/10/53: Richard Walker to arrange 'Microsoft Teams' to be set up for the Board to use.***

### 13. Dates of future meetings

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

The above dates were noted.

The meeting closed a 4.00pm

Dan Howard gave a presentation to Julian Huppert (Senior Independent Trustee) who is standing down at the end of the year and Jaki Lowe who also stands down at the end of the year after 8 years on the Board. Thanks, from all of the Board and Staff go to both.