

Present:

Board Members

Janet Atherton
Martyn Bolt
Welna Bowden
Jim Brown
Kristian Gregory
Dan Howard (Chair)
Julian Huppert (Senior Independent Trustee)

Rachel Kirkwood
Jaki Lowe (Vice Chair)
Ian McCabe
Jonathan Naughton
Shivaji Shiva
Ian Wescombe

HQ Staff

Paul Tuohy
Carol McKinley
Sue Cherry (Minutes Sec)
Matt Mallinder
Roger Geffen

Paul Tuohy formally opened the meeting.

1 Election of Cycling UK Char and Vice Chair for 2017

1.1 Chair

Paul Tuohy referred to the nominations for Chair already circulated with the Agenda papers from Dan Howard and Jim Brown. Any further nominations were asked for from the floor, none came forward. A debate followed as to how the voting should be carried out – either a show of hands in the room, both nominees to leave the room or a secret ballot. A secret ballot was agreed and carried out with the result of 10 for Dan Howard and 2 for Jim Brown.

Dan Howard was duly elected as Chair for 2017.

Proposed by: Jaki Lowe

Seconded by: Welna Bowden

Agreed

1.2 Vice Chair

A nomination had been received from Jaki Lowe already circulated with the Agenda papers for Vice Chair. Any further nominations were asked for from the floor, none came forward.

Jaki Lowe was duly elected as Vice Chair for 2017.

Proposed by: Martyn Bolt

Seconded by: Jonathan Naughton

Agreed

1.3 Chair's Welcome

Dan Howard thanked the Board for voting him as Chair. He welcomed new Trustees Janet Atherton, Rachel Kirkwood and Senior Independent Trustee Julian Huppert to the Board. He reflected on recent significant progress within Cycling UK including funding increases, influence across the four nations, governance improvements and helping more people cycle and he looked forward to a successful year ahead.

He said it was important to set the 'Ground Rules' for meetings saying he welcomed free debate but asked that the Board be respectful of confidential papers, given the potential for quotes being taken out of context if discussed outside of the meeting. If Trustees feel they need to communicate externally during the meeting he welcomed the opportunity to have a discussion about it first. A debate followed and the following points were made:-

Jim Brown acknowledged he was in a small minority on the new Board. However, he felt things were the wrong way round on confidentiality and would only expect roughly 10% of the papers to remain confidential at the end of the meeting. Saying everything is confidential is wrong. He said we need to know what we can talk about.

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 21st January, 2017 at the Wesley, 81/103 Euston Street, London NW1 2EZ

Jaki Lowe agreed with the Chair's statement saying we are working towards Jim Brown's way of thinking. In the short term it would be useful to everyone to have 'Ground Rules' and clarity in the meetings. However given the context we are currently working on it should be an aspiration.

Ian Wescombe reiterated that we are not a Local Authority Council but a Board of Trustees for a Cycling Charity and he wholly agrees with the Chair's statement.

Jonathan Naughton supported Ian Wescombe's point. He stated we have public minutes for every meeting and is happy with this process. The leaking of documents/recordings is counter-productive and this sort of behaviour should not be tolerated, it should be dealt with and we should move on.

Dan Howard suggested that a way forward would be that all papers remain confidential before and during the meeting. He would produce a briefing statement highlighting the key decisions made for all Trustees and members. He said he felt this was a reasonable approach which addressed the issue we are discussing.

Matt Mallinder queried the procedure ahead of meetings. He stated the recent circulation of Jim Brown's election statement, on Facebook, caused a lot of extra unnecessary work while trying to work on positive cycling issues.

Jonathan Naughton highlighted the leaking of documents has serious implications as it affects Trustees in other areas of their work. It could undermine their professional standing. It also causes an issue with staff as it puts them under unnecessary pressure and causes distress. We have a duty of responsibility regarding welfare and we should remember that and avoid causing distress by failing to manage Board behaviour.

Shivaji Shiva advised that in the best interest of Cycling UK, all papers circulated should be confidential. It is damaging to the organisation when papers are circulated to members before meetings especially at a time when we are building relationships with Government departments and businesses. He reiterated Trustees are obliged to act in the best interest of the Charity as a whole. Consensus is a legal obligation and sometimes there will be issues when a debate follows and you disagree with the outcome. In that case as a Trustee you can do one of three things:-

1. If you disagree then say so, and ask for your dissent to be minuted.
2. If you think it is wrong and you cannot live with the decision then you resign.
3. You do not like it but will live with it, go with the majority and work in accordance.

The following Ground Rules were suggested, debated and agreed:-

- The Agenda is not confidential.
- All papers marked confidential remain confidential.
- No disclosure of any decision should be made during the meeting by whatever means, no consent has/or will be given for recording the meeting by whatever means.
- Observers would be asked to leave the room for all confidential items.
- At the end of the meeting there will be a short discussion on the key messages to be communicated. Nothing should be communicated to members before the briefing note has been produced setting out the key decisions and elements that can be communicated. This will be prepared and circulated to the Board within seven days of the meeting.

- If a Trustee leaves the meeting early they should speak to the Chair and clarify what can be discussed after the meeting.
- Use the instructions on the header sheet unless otherwise agreed during the meeting.

In response to a question on the status of a proposal made by a Trustee before a meeting, it was stated that the starting point is to speak to the Chair and reach a view, as there is a need to understand the wider implications to the organisation.

Julian Huppert advised that the wider issue would be part of the Senior Independent Trustee's role. Although disagreement and active debate is healthy we need to be aware of how we present ourselves to the outside world as negative stories can cause harm.

Proposed by: Jonathan Naughton

Seconded by: Welna Bowden

For the Board of Trustees to agree to the above Ground Rules.

Voting: In favour = 11

Against = 0

Abstentions = 1 Jim Brown

A discussion took place concerning the Board member who abstained. The Board agreed it needed assurance that each member of the Board would agree to the ground rules.

Dan Howard then asked each trustee and member of staff if they agreed. All Trustees and staff agreed with the exception of the Trustee who abstained.

Shivaji Shiva reiterated to all Trustees that a fundamental aspect of the role as a Trustee and Director is acting in the best interest of the Charity. He then read out the three options above to Jim Brown. Shivaji Shiva then suggested a brief adjournment so Jim Brown could collect his thoughts and to decide how to proceed.

The meeting stopped at 11.35.

Meeting reconvened at 11.50.

Shivaji Shiva confirmed the above 'Ground Rules' would not be changed.

Jim Brown said he agreed to the rules and that he wished to read out and minute the following statement:

"I, Jim Brown, agree to abide by the 'Ground Rules' set out above BUT wish you to minute the fact that I do not want to see a default where every paper and all board business is secret".

Matt Mallinder asked for agreement that he could announce who the new Chair and Vice Chair are on Monday. This was agreed by the Board and it was also agreed that until the announcement it would remain confidential.

Action Point 1: The Chair to prepare and circulate an agreed briefing note for the Board within seven days of the meeting.

2 Board Committees 2017

Dan Howard opened this item by explaining that within the terms of reference for Committees, the Chairs of Committees are now agreed by the full Board as well as the membership for each committee. He explained that the starting point was the Board skills audit followed by conversations with all Trustees about preferences.

Jim Brown asked Dan Howard when his term of office was ending, by which Dan replied at the end of 2017. Jim Brown then said that according to the rules you cannot be a Chair of Nominations Committee if you have less than a year to stand. Carol McKinley highlighted that rule was for the Nominations transition stage. However Dan Howard agreed to take himself off the Nomination

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 21st January, 2017 at the Wesley, 81/103 Euston Street, London NW1 2EZ

Committee and it was agreed that Ian McCabe and Jaki Lowe as Chair would join the Committee. Dan Howard as Chair remains an ex-officio member of the committee.

With the above changes the Board agreed to take the voting in a whole block, and to agree all committee members and Chairs.

Voting: In favour = 12

Against = 0

Abstentions = 0

Agreed

3 Apologies for Absence

Apologies for Absence were received from Jon Snow and Simon Connell.

4 Declarations of 'Conflicts of Interest'

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

5 Notification of Any Other Business

None received

6 Minutes of the previous meeting held on Saturday 22nd October, 2016

Item 7d – Page 3	Jim Brown felt the minute note missed the key point he was making which was that Cycling UK members were denied the right to stand was crucial.
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With the above amendments it was agreed the Minutes were a true record of the meeting.

6.1 Action Points from the previous meeting.

Jonathan Naughton highlighted again Action point 4 (page 2 of the Minutes) saying this still had not been done. There was a short debate and it was agreed this point would be delegated to and discussed at the first Finance and Performance meeting.

Jim Brown asked if he could see the numbers of votes cast for each candidate in the last Trustee elections. A debate followed and the following points were raised:-

- The Board have seen the results which also appeared in 'Cycle' magazine.
- There can be sensitives around the number of votes received especially for the unsuccessful candidates.
- The candidates were informed of their votes.
- The Board voted in October 2015 not to publish the full results. However it was agreed the results would be circulated to the Board if requested.

Jim Brown then proposed to the Board that the results be released. A seconder was asked for from the floor and none came forward therefore the motion was lost.

7 Matters arising from the previous meeting not covered on the Agenda

No matters arising were recorded.

8 Chief Executive's Report – (Confidential)

Paul Tuohy referred the Board to his circulated report and gave a brief update since the circulation of the papers. Jon Snow has started recording his podcast interviews with various influential people which will appear on the Cycling UK You Tube channel. Paul Tuohy reported he and Roger Geffen had a meeting with Ministers in Wales, and will be having further meetings with them to explain BBR in more detail. This past quarter has been really positive.

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 21st January, 2017 at the Wesley, 81/103 Euston Street, London NW1 2EZ

Roger Geffen spoke briefing on Campaigns highlighting the great response received back from the 'Space for Cycling' workshops they have been holding around the UK working with local authorities.

The meeting was adjourned for lunch at 1.30 and reconvened at 1.55.

It was agreed to take item 11.2 directly after lunch.

11.2 Complaint investigation Findings (Confidential)

A separate confidential file note has been made.

At 2.45pm Martyn Bolt, Ian Wescombe and Roger Geffen left the meeting.

8.1 Business Plan Report.

This report was noted.

9 Subscriptions – (Confidential)

“The Board’s proposal about Subscriptions for 2017/2018 to the Annual General Meeting as in the accompanying paper”.

Matt Mallinder introduced his paper advising that it is the main subs only that are to be discussed. After a general discussion the paper was noted and agreed.

10 Financial – (Confidential)

10.1 Management Accounts

Carol McKinley advised the Board that figures were on target and would flow through to the accounts. She confirmed the reforecast had not happened yet, this happens at the midway point. The paper was duly noted and agreed.

10.2 Audit Update

- (a) Audit Timetable
- (b) Audit information required
- (c) Account figures for Audit
 - (i) Cyclists’ Touring Club
 - (ii) Cyclists’ Touring Club Central
 - (iii) CTC Holidays & Tours Ltd
 - (iv) The Cyclists’ Defence Fund
- (d) Trustees Annual Report for 2016/17
- (e) Annual Report & Accounts for 2015/2016 (Confidential)
“The Board are invited to confirm the process by which the Annual Report and Accounts are to be signed off”.
- (f) “The Board recommends to the Annual General Meeting the appointment of Buzzacott LLP as the Club’s Auditors and to seek the meeting’s approval for the Board to fix the Auditor’s remuneration”. – (Confidential)

Following a general discussion on all the above items they were all noted and it was agreed that the Audit Committee would electronically sign off the Accounts.

- (g) Investments Report

As Simon Connell was not at the meeting to introduce the Reserves Policy so it was suggested if any Board members needed clarity on any issue they should speak to Simon Connell directly.

- It was felt the ethical investment policy needs referring to.
- It needs to some clarity in the language used so more easily understood.

In summing up Dan Howard noted this would be delegated to the Investments Committee for further work and report back to Finance and Performance Committee as appropriate.

11 Governance – (Confidential)

11.1 Risk Management

This paper was noted and agreed.

11.2 Complaint Investigation Findings (Confidential) – This item was taken earlier in the meeting to allow Martyn Bolt to take part in the discussion.

12 Review of Updated Memorandum and Articles – (Confidential)

Referring to his paper Shivaji Shiva advised that the survey that went out to members was not framed as clearly as it could have been, even so there was a good response rate. Broadly members agreed with the proposals. We need 75% of those voting at the AGM to agree to the changes to the Memorandum and Articles. From the debate around the floor it was clear that most Trustees agreed with the way forward so it went to a vote.

To agree for this paper to go to the AGM.

Voting:

In favour = 9 Against = 1 Jim Brown Abstentions = 0 **Agreed**

13 Updated Rules – (Confidential)

Shivaji Shiva confirmed that he had only received comments from Jim Brown before the meeting and felt there was nothing contentious in the paper. Jim Brown suggested taking out Item 21 as it conflicts with Item 10.2 to which Julian Huppert agreed. Shivaji Shiva asked Jim Brown to forward to him any further comments. The paper was then noted and agreed.

14 Marketing Plan Update – (Confidential)

Matt Mallinder referred to his circulated paper and confirmed that there was a delay in starting therefore is a quarter late delivering the target marketing plan. He would report back at the April meeting.

Action Point 2: Matt Mallinder to provide a detailed Marketing report for the April Board meeting

15 Holidays & Tours

Cycling UK Holidays & Tours Ltd – Directors to be appointed for 1 year for the 1st January, 2017

Proposed Names:	
Jim Maynard – Travel Industry Expert	Sheila Simpson – Tour Leader
Pam Pilbeam – Tour leader	Lyndon Bracewell – Tour Leader
Peter Mathison – Ex-Councillor	Paul Tuohy – Company Secretary
To be elected from the Board	To be elected from the Board

The question was raised if it had to be two Trustees or would one be sufficient. It was agreed to check the Mem and Arts and email the Board once confirmed.

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 21st January, 2017 at the Wesley, 81/103 Euston Street, London NW1 2EZ

Action Point 3: Carol McKinley to check Mem and Arts and report back to the Board via email for nominations

16 Cycling History and Educational Trust (272792)

To re-appoint Dr Andrew Millward as a Trustee to the Cycling History and Educational Trust.

Noted and agreed.

17 Cyclist's Defence Fund – Appointment of Trustees

This paper was noted and agreed.

18 Any other Business

There were no items for Any other Business.

19 Dates for 2017 Board meetings:

The Board are invited to note the dates for the 2017 Board meetings and AGM.

Saturday 1st April – note date change from the 8th April - The change in date was noted and agreed.

Saturday 13th May AGM

Saturday 22nd July

Saturday 21st October

The Board were asked to note the 'Awayday' will be on the evening of the 23/3/17 and a full day on the 24/3/17.

It was agreed by the Board that all documents remain Confidential. Jaki Lowe asked the Board to email her with any suggestions as to how future meetings could be improved.

Meeting closed at 4.16pm