

## Cycling UK Board of Trustees meeting

Minutes for the meeting held at 2.00pm on Saturday 28 April 2018 at the Friends Meeting House, 173 Euston Road, London NW1 2BJ – Tel No: 0207 663 1100

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Present:

### Board Members

Janet Atherton  
Welna Bowden  
Jacqueline Hills  
Dan Howard  
Andy Key  
Rachel Kirkwood

Jaki Lowe  
Ian McCabe  
Jonathan Naughton  
Carl Pearse  
Shivaji Shiva  
Ian Wescombe

### HQ Staff

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

## Strategy planning meeting

The Strategy Planning meeting took place from 10.30 to 1.30 to continue the work that was started at the Trustees Awayday held at National Office in Guildford on 22/23<sup>rd</sup> March 2018 facilitated by Carole Claridge.

## LUNCH

### Ordinary Business:

#### 1. Chair's Communication

Dan Howard welcomed everyone to the meeting and thanked them for their contribution to the morning Strategy session. He then congratulated the key staff for being successful again with the BBR funding – well done.

Jaki Lowe confirmed that she would be speaking to Julian Huppert with respect to doing the Chair's appraisal.

*Action Point 18/04/16: Jaki Lowe to speak with Julian Huppert regarding the Chair's appraisal*

#### 2. Apologies for Absence

Apologies for absence were received from Jon Snow, Simon Connell and Julian Huppert.

#### 3. Declaration of 'Conflicts of Interest'

Other than those declarations of 'Conflicts of Interest' already recorded there was one other declaration received. Andy Key declared that he runs a Holiday company. The Board agreed he could remain in the room for the H&T discussions.

#### 4. Notifications of 'Any Other Business'

There were no notifications of 'Any Other Business' items reported at the meeting.

#### 5. Minutes of the previous meeting held on Saturday 21<sup>st</sup> January 2018

Andy Key referred his question in section 9.1 Management Accounts. He said this was not what he asked. He asked if the management accounts spend could be broken down into categories

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and used the Annual Accounts as an example. Carol McKinley explained that the headings for the management accounts and statutory accounts are different.

Other than the amendment above the Minutes were approved as a true record of the meeting.

### 5.1 Action Points from the previous meeting.

**Action Point 18/01/07** – It was agreed to bring forward this action for Matt Mallinder to produce a paper on all Membership rates to the July Board meeting.

**Action Point 18/01/11** – Jonathan Naughton confirmed the legal background discussion had only recently taken place with Jim Maynard.

**Action Point 18/01/14** – It was agreed that Shivaji Shiva would circulate his recommendation to the Board before the July Board meeting.

**Action Point 18/01/15** – It was agreed that the Board should send any recommendations for Ambassadors, Presidents and Vice President to Matt Mallinder before the July Board meeting.

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

There were no 'Any Other Business' items reported at the meeting.

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

#### 7. Chief Executive's Report

##### 7.1 Fundraising Strategy (5.1 page 11 of CEO report)

Paul Tuohy introduced his CEO report and explained work with Matt Mallinder was starting on Membership with regards to a new legacy campaign. Results from the Membership Survey recently carried out showed great interest in the Campaigning and fundraising arm of Cycling UK. It became clear from recent meetings with Ministers that they are clearly seeing the way forward and partner agencies are changing their attitudes towards us.

Jonathan Naughton highlighted 5.2 in the report. The funding we have received is not long term. Paul Tuohy responded saying long term funding is a problem and he was putting pressure on the Government, but it will be a slow process.

Welna Bowden said that 1.4 should be red not green as the milestone 1 had not been completed and asked that this point be minuted.

Jaki Lowe said this report is an official Board paper and highlighted there were many ratings that she could not agree with. The new strategy will have an effect on this paper, so it is important that nothing is dropped in the future as we transition to the new style and format of reporting. However, it was agreed that the format is more user friendly.

***Action Point 18/04/17: James Scott agreed to circulate the Training Business Plan***

#### 8. Governance

##### 8.1 Chair's Appraisal

Jaki Lowe reminded Trustees that the Chairs' appraisal was completed last year and the results were circulated to Board members and she would circulate it to the new Trustees. Staff members had not been included in the circulation.

## **8.2 Nomination Committee – (22 March 2018)**

Carol McKinley confirmed that the next round of Trustee recruitment will be in the Aug/Sept issue of Cycle and the amended application pack will be on the website and in Cycleclips. The closing date for applications will be mid-August. She confirmed that Jaki Lowe, Jonathan Naughton, Ian McCabe and Ian Wescombe can re-stand and that Welna Bowden will have completed her 9 years in December 2018 and so will not be eligible to restand. Ian McCabe and Jaki Lowe, being Committee members, would not be involved in the application process. Considerable discussions took place at the Committee meeting around seeking the right skillset and these will be added to the application pack. Voting was discussed, and Andy Key said he felt very uncomfortable having to vote for four people as some members may have found themselves voting for people they didn't want to vote for. It was agreed at the Nominations meeting that members would be able to vote up to the maximum number of vacancies, this means that we would not mandate a set number of votes to be cast.

*Action Points 18/04/18: Add the Committee terms of Reference on the website*

*Action Point 18/04/19: Carol McKinley to circulate the skills mix for the next round of recruitment*

*Action Point 18/04/20: Publish the full election voting results on the Website*

## **9. Financial**

### **9.1 Management Accounts**

Carol McKinley advised that the circulated accounts are up to the end of March and the new income is not included. These will be included in the reforecast that goes to the next F&P meeting.

Dan Howard asked about the agreed Cycling Development Officer in Wales. James Scott confirmed that he was reviewing this as it may be better to appoint elsewhere. Although he confirmed that he was working closely with local partners in Wales.

### **9.2 Finance and Performance Committee – (7 March 2018)**

Janet Atherton asked if there were any questions regarding the circulated meeting Minutes. She confirmed that since the Minutes were circulated, Carol McKinley had meet with Simon Connell, who is happy to continue as a co-optee until a replacement is found, He also agreed the Job Description was fine but will further enhance the role description.

Janet Atherton said the new 'Project Outline' templates are very useful and asked that these continue to be used in the future.

Janet Atherton said she was concerned that the Committee meetings are quorate as committee members are finding it difficult to attend with work commitments. It was confirmed two members present would make the meeting quorate. Ian Wescombe confirmed that although he stood down, due to work commitments, he is happy to re-join after September, which was welcomed. This opened a short debate about weekday verses weekend meetings or holding them by skype. Carol McKinley said that there are always different options for timings of meetings which can be looked at in the future.

#### **a) Updated investment and reserves policies**

There was a brief discussion regarding spending the reserves to help with the new Strategy. Janet Atherton confirm the correct procedure is that a full financial plan should be presented at the next F&P meeting, including clearly documented assumptions on income growth and 'business case' for new spend, the distinction between recurrent and non-recurrent new spend.

These Policies were noted and agreed by the Board.

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### 9.3 Remuneration Committee (2 February 2018)

Welna Bowden reported that the Committee had agreed a 1.5% increase for all staff, this being in line with other charities. She told the Board that the Committee had asked for a Benchmarking exercise to be carried out in June 2017 and this was not completed until February 2018. She confirmed a 'Pay Strategy' and a 'Gender Pay report' had been asked for which will be completed by December 2018 which the Committee will be able to work with for 2019.

There was initial concern that the 1.5% was low and that it sent out the wrong message to staff. Dan Howard reminded the Board that in the Staff Survey the response about satisfaction about pay was favourable. He also confirmed the Committee had looked very carefully at all the evidence submitted and felt 1.5% was a fair recommendation based on the information it had and performance over the past 12 months. Dan Howard also confirmed the Remuneration Committee discussed a longer term pay and benefits strategy which would be developed during 2018.

Given clear sensitivities, the staff present at the meeting were asked to leave the room at 1.35 and returned at 1.47pm.

Dan Howard confirmed there had been a vote and the results were:-

In favour = 9

Against = 2

Abstentions = 1

It was agreed that Dan Howard and Paul Tuohy would send an email to all Staff.

**Action Point 18/04/21: A Pay Strategy and Gender Pay Report to be completed by December 2018**

**Action Point 18/04/22: An email to be sent to all staff from Dan Howard and Paul Tuohy**

### 9.4 Audit Committee – (7 March 2018)

Janet Atherton confirmed this was positive meeting and congratulations must go the Finance team for their hard work in meeting all the recommended deadlines.

## 10. Equality and Diversity Action Plan

Welna Bowden asked about the availability of the strategy as she felt the paper circulated is an action plan. Welna said she had hoped we would be much further along than this paper. Carol McKinley explained the background to how we had arrived at the document presented and highlighted that the Board signed off the framework at the October 2017 Board meeting. At the January meeting there were some concerns and the actions were taken forward and included in the circulated paper. She asked for clarity on what was now required as it was not clear that a strategy was required. Following a discussion, it was agreed an Equalities Strategy should be produced. It was also agreed that a sounding board be set up and report back to the Board in July 2018. This group would be Jaki Lowe, Rachel Kirkwood, Ian Wescombe, Shivaji Shiva and Ian McCabe.

**Action point 18/04/23: Equalities working group to report back to the July Board meeting**

## 11. AGM Planning

Carol McKinley asked for a Trustee to speak at the AGM on Motion 5. Ian Wescombe agreed to speak.

## 12. Staff Survey Action Plan

The circulated paper was agreed and noted by the Board.

## 13. Holidays & Tours – (Confidential)

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A confidential discussion was held about Holidays and Tours.

### 14. Risk Management – GDPR Action Plan

Carol McKinley spoke to the action plan circulated and highlighted that a lot of work has already been completed and there is a lot more work to be done in the next few weeks. She advised we would be sharing our policies with H&T and she would have a conversation with Jim Maynard and work closely with him on this. The general opinion of the Board was that paper was 100% operational and that the Board just needed to know this was in hand and not have all this detail. Dan Howard thanked the Staff for the planning and detailed work to date.

### 15. Member's Personal Injury Legal Cover T&C's – (Confidential)

A confidential discussion took place about Member's Personal Injury Legal Cover.

## Resolutions:

### 16. CTC Charitable Trust – Annual General Meeting

CTC Charitable Trust AGM agenda items 1,2,3,4 and 5 were all agreed.

### 17. Cyclists' Defence Fund – Annual General Meeting – Paul Tuohy – Company Secretary

Cyclists' Defence Fund AGM agenda items 1,2,3,4 were all agreed.

### 18. Any other Business

Andy Key asked that all non-confidential Board papers be put on the website, so we can be transparent. There was a short discussion. It was felt that the Chairs summary of each meeting would be more relevant than the Minutes and this should be reviewed in 6/9 months' time after the summaries have gone on the website. This went to a vote but not everyone was present in the room.

*Action Point 18/04/28: To review again in 6/9 months' time and be an Agenda Item*

### 19. Dates for 2018 Board meetings:

The Board are invited to note the dates for the 2018 Board meetings and AGM.

Saturday 12 May AGM - Bristol

Saturday 28 July

Saturday 20 October

Meeting closed at 5.13

### Deferred Items from the April Board meeting:

- Marketing Plan update – (Confidential – paper – Matt Mallinder – now part of CE report)
- Membership Subscriptions increase for 2018 – (Confidential – paper – Matt Mallinder)
- Volunteer Strategy – (Confidential – paper – James Scott)
- Training Business Plan – (Confidential - paper – James Scott)

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- **Cyclists' Defence Fund – The Future – (Confidential – paper – Shivaji Shiva)**
- **Resolutions Update – (paper – Shivaji Shiva)**