

## Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 26 January 2019 at the Friends Meeting House, 173 Euston Road, London NW1 2BJ – Tel No: 0207 663 1100

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Circulation:

### Board Members

Janet Atherton  
Paul Baker  
Melanie Carroll  
Dan Howard (Chair)  
Jacqueline Hills  
Julian Huppert

Andy Key  
Jaki Lowe (Vice Chair)  
Andy Macnae  
Rachel Kirkwood  
Carl Pearse  
Shivaji Shiva (Legal Adviser)

### HQ Staff

Paul Tuohy  
Helle Sorensen  
Matt Mallinder  
James Scott  
Nicola Marshall  
Richard Walker  
Sue Cherry (Minutes Sec)

## Ordinary Business:

### 1. Chair's Communication

Dan Howard welcomed everyone to the meeting and introduced the new Trustees Melanie Carroll, Paul Baker and Andy Macnae. He also introduced Cycling UK's new Director of Income Generation, Nicola Marshall, and new Director of Organisational Effectiveness and Finance, Richard Walker.

### 2. Apologies for Absence

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

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

Andy Key advised that he runs a small holiday touring company, which he has declared, and asked for permission from the Board to remain in the room while the Holidays and Tours item was discussed.

He was asked to leave the room while this issue was discussed.

After a short discussion and vote it was agreed by all Trustees present at the meeting for him to remain for any discussions but would not be able to vote.

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

There were two additional papers submitted and they would be taken as follows:-

- Remuneration Committee Report – to be taken as item 12.5
- Trustee Recruitment Working Group Initial report – to be taken as item 12.6

### 5. Minutes of the previous meeting held on Saturday 20 October 2018

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

### 6. Action Points from the previous meeting

At the October meeting there was a discussion about 'succession planning' for Chairs of Sub-committees. It was agreed that this would be an agenda item for the March 'Board Awayday'.

*Action point 19/01/36: Succession Planning to be an 'Awayday' agenda item*

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

None were recorded.

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

### 8. Election of Chair and Vice Chair

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For completeness Dan Howard explained that when the Governance changes came into force the Chair and Vice Chair election periods were for three years. However, the Articles of Association still say these posts are elected on an annual basis. He therefore asked the Board for their ratification of both posts for 2019.

Dan Howard and Jaki Lowe left the room to allow the Trustees to discuss and vote. All Trustees present at the meeting agreed to elect Dan Howard as Chair and Jaki Lowe as Vice Chair for 2019.

### **9. Chairs and members of Sub-committees**

After agreement with Trustees Dan Howard confirmed the members of the sub-committees will be as follows:-

#### **Finance and Performance Committee:**

Janet Atherton (Chair), Carl Pearce, Christine Gibbons and Jacqueline Hills. The Financial Advisor will also attend the meetings. Paul Tuohy and Richard Walker will attend from the Executive team.

#### **Audit Committee:**

Janet Atherton (Chair), Andy Key and Paul Baker. The Financial Advisor will also attend the meetings. Paul Tuohy and Richard Walker will attend from the Executive team.

#### **Nominations Committee:**

Dan Howard (Chair), Rachel Kirkwood, Andy Key and Paul Baker. Jaki Lowe agreed to work with the Committee from time to time when required to provide HR advice. Richard Walker will attend from the Executive team and Paul Tuohy will attend as required.

#### **Remuneration Committee:**

All staff were asked to leave the room while the Trustees discussed whether Welna Bowden, ex Trustee who retired 31 December 2018, should have a timed-limited formal role as Advisor to the Remuneration Committee.

Staff returned to the room and the following membership was confirmed: Jaki Lowe (Chair), Carl Pearce and Rachel Kirkwood. Welna Bowden will have a formal role as Advisor to the Committee. It was agreed that this should be time bound, for two Committee meetings only, in order to support the Committee during a period where important outstanding areas of work is completed. Paul Tuohy and Richard Walker will attend from the Executive team.

### **10. CEO/SMT report**

The Chair explained that following the CEO presenting his report, each Director from the SMT would give a brief presentation. The presentations would include an update of the items in the Delivery Plan the Directors have ownership of.

Paul Tuohy then presented his report followed by all SMT Directors.

Trustees raised the following points:

- Progress against the five-year strategy should be monitored at a high level. Carl Pearce proposed a format where the key route and initiatives towards achieving our strategic aims should be identified and reported against. We would then be able to identify if we needed to change a planned approach if the current approach isn't delivering the outputs we need.
- The Audit Committee should have an oversight of all risk management and monitoring
- Risk identification and management should be on the Agenda item for the Board Awayday.

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- The Volunteer handbook (circulated at the meeting) has more the form of a welcome guide rather than a handbook. The point was made that a handbook should be a practical guide.

Summing up Dan Howard felt good progress had been made and thanked the SMT team for their work. This new format gave a balanced approach. Dan Howard thanked Simon Bowker and Helle Sorensen for their work during the interim period.

### 11. Finance

11.1 Results for 2017/18 and performance against 2018/19 budget.  
**This content has been classed as confidential and therefore redacted.**

11.2 Statutory Accounts:

a) Approval in principle of the statutory accounts.

Approved and noted by all Trustees present at the meeting.

b) Process by which the accounts and Trustees report are signed off.

Helle reminded the Board of the process this year. Janet Atherton, as Chair of the Audit Committee, will be present at the audit closing meeting on 12<sup>th</sup> February, Trustees should note the Accounts will not be signed off at that meeting as there maybe changes to be made. There is an Audit and Finance & Performance Committee meeting on the 6 March 2019 where there will be a run through of the final accounts. Janet Atherton and Dan Howard will do the final sign off shortly after the March meeting. This process was noted and agreed by all Trustees present at the meeting.

Several board members and members of the executive team commented on what appears to be a large audit fee. It was agreed that whilst putting the audit out for tender would be timely and desirable this has to be seen in light of other priorities. Dan Howard said that given current priorities we should reconsider this in Autumn 2019 with a view to market testing soon after.

c) Review of the draft content in the Trustee report.

Helle advised the deadline for signing off the Trustees Report was the 1 March 2019. A few typos were highlighted – Councillors being used instead of Trustees - and income from membership had been omitted in the Statement of Income and Expenditure by mistake. Helle confirmed that a housekeeping check would be completed before approval.

Jaki Lowe requested that our approach to organisational effectiveness be given better exposure in the report.

The Trustees were keen to have clear understanding of what statements they were signing off and it was agreed that a half page summary be circulated to the Board highlighting this. This needs to be complete before the F&P and Audit Committee meetings on the 6th March 2019.

***Action point 19/01/37: Richard Walker to prepare a half page summary of the key points Trustees are signing off and circulate this along with the final Trustees report before the 6 March 2019 F&P and Audit Committee meeting.***

### 12. Governance

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### 12.1 Minutes from the Audit Committee meeting 21 November 2018.

The Minutes were noted and agreed.

### 12.2 Proposal to members at the 2019 AGM to re-appoint auditors.

“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 Auditors remuneration”

This Motion was noted and agreed.

### 12.3 Verbal update on CTC Holidays and Tours – (Jacqueline Hills).

Jacqueline Hills advised a Holidays and Tours Board meeting was scheduled for the 30 January 2019. Directorship would be discussed as there are only three directors registered at present. Simon Bowker (interim Director) has produced a report to enable in-depth discussions on succession planning and making sure all checks and balances are in place. Matt Mallinder highlighted to the Board that any proposed decisions in relation to Holidays and Tours ought to be checked against the strategy.

### 12.4 Appointment of Cycling UK’s Financial Advisor.

Dan Howard reported that four candidates were interviewed, and the recommendation is that the successful candidate is appointed subject to Board approval. This appointment would commence on the 1 February 2019 and would be for one year. All Trustees present at the meeting ratified this appointment.

Dan Howard confirmed that he had spoken to our current Financial Adviser, Simon Connell, and a letter of thanks from the Board would be sent thanking him for the work he has done over many years.

Shivaji Shiva (Legal Adviser) was asked to leave the room while a discussion took place on the future roles of Advisers. This is in light of what would be required for the next five years to support the strategy. It was agreed to re-look at the terms of references and report back to Nominations Committee later in the year. All Trustees present at the meeting ratified Shivaji Shiva’s appointment for 2019.

***Action point 19/01/38 : Richard Walker to look at the Terms of Reference for Advisers and report back to the August Nominations Committee.***

### 12.5 Remuneration Committee report

Jaki Lowe referred to the paper Helle Sorensen had circulated and highlighted the Committee’s three items of focus for the year: A Pay Strategy, the annual cost of living pay review effective from April 2019 and a review of the Committee’s terms of reference. It was confirmed the scheduled Committee meeting for the 6 February would be moved to a date in March to allow work to be completed before the meeting.

***Action point 19/01/39: The minutes from the Remuneration Committee meeting in March will be circulated for the April 2019 Board meeting.***

### 12.6 Trustee Recruitment Working Group – Initial report

Highlighting the circulated report Andy Key confirmed there should be a modification of the Articles of Association but it would not be this year. After a short debate it was agreed by all Trustees present at the meeting to:-

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- Approve the scope of review in Appendix 1
- Trustees to email the 'Working Group' with any suggestion on the plain English draft to Trustee appointments.
- Agree that nothing will be taken to the 2019 AGM regarding changes but for this year's nominations process if any changes are needed, they will be amended immediately.

### **The following Agenda items are for note:-**

#### **13. Any other Business**

There were no 'Any other Business' items recorded.

#### **14. Dates for 2019 Board/sub-committee meetings – See yearly Calendar attached**

This paper was noted.

**Meeting closed at 3.20pm**