

CTC AGM AGENDA AND MINUTES



Your proxy voting form was included separately with this issue of Cycle

CYCLISTS' TOURING CLUB

The Annual General Meeting of the Cyclists' Touring Club will be held at 11.30am on Saturday 7th May 2016 at Hallmark Hotel Derby, Midland Road, Derby, DE1 2SQ. To obtain admission, members must produce a valid membership card or other proof of current membership. To enable the venue to cater for the correct numbers, please advise Sue Cherry if you will be attending: sue.cherry@ctc.org.uk or 01483 238302.

Paul Tuohy, Chief Executive

A full copy of the Articles of Association and Determinations in General Meeting is available on the CTC website or on request from National Office, and copies will be available at the meeting. Versions of this agenda in alternative formats are also available on request from National Office. The Proxy Voting form is circulated with the April/May edition of Cycle. Procedures for use are on the form.

AGENDA

ORDINARY BUSINESS

- 1) To adopt as a true record the minutes of the Annual General Meeting held in London on 18th July 2015.
- 2) To adopt the Annual Report of the Council and the audited accounts for the year ended 30th September 2015, as published on the CTC website.
- 3) To reappoint Buzzacott LLP as auditors and to authorise the Council to fix their remuneration.

ORDINARY RESOLUTIONS

- 4) That the subscription table to the determination pursuant to current Article 4.4 of the Articles of Association shall remain unchanged, for the year from 1st October 2016.

Proposer Barry Flood on behalf of Council, seconder Dan Howard

5) Proposed governance changes

CTC Council (the charity trustees) invite members to:

- (i) note the report of the Governance Working

Group on the results of its Governance Review (see pages 11-12 of the April/May magazine);

- (ii) approve the approach agreed by Council; and
- (iii) approve the changes to the Orders in Council of CTC that are necessary to implement that approach ('the Proposed Changes').

Note – the Proposed Changes are:

- (i) the deletion of Standing Order 6 for Council meetings (election of the Chair) to allow for the Chair of Council to be elected by Council at any time of the year in accordance with the proposed procedure;
- (ii) the amendment of the Orders in Council so far as they are inconsistent with the recommendations of the Governance Working Group, specifically:
 - the amendment of Order 5 so the entire area over which the Club operates is treated as a single electoral division. This would mean that all Council members are chosen by elections in which all members can participate rather than in separate elections for electoral divisions covering defined geographic regions;
 - deletion of Order 5 (e), the right for Councillors to have the names and addresses of members residing in their electoral divisions. (National Office arranges to send messages from Councillors to members where appropriate and consistent with the law on data protection.)
 - consequential changes following from these changes to Order 5.

A copy of Standing Order 6 (to be deleted), together with a copy of the Orders in Council showing the proposed changes as 'tracked changes', can be found at www.ctc.org.uk/agm or obtained from Carol McKinley by emailing carol.mckinley@ctc.org.uk or calling 01483 238304.

Proposer Martin Cockersole, seconder Jaki Lowe

6) Elections to Council

This AGM proposes that candidates must have been fully paid-up members for least a year prior to the closing date for nominations. Candidates shall state on their election address the date they joined CTC and length of time as members.

Proposer's note: There has been concern

at the short time some new councillors had been members. Some had been members less than one year. Candidates must be sufficiently committed/knowledgeable of CTC to be able to comply with the requirement that they can 'represent the full diversity of membership'.

Proposer Tim Court, seconder William Goodge

Council response: CTC Council disagrees with this resolution. Council believes that this resolution is:

- (i) unnecessary – because candidates are elected to Council by existing members, who can decide whether they have the skills, knowledge and experience they need; and
- (ii) undesirable – because if we want people of all ages, backgrounds and abilities to cycle, we need to draw suitably qualified candidates for the board of trustees from across the five million cyclists in the UK and not just from 67,000 current members.

7) Acceptance of motions

This AGM proposes that any amended or rejected motions should be published (redacted if confidential personal information is involved) on the website with subsequent communications.

Proposer's note: This will show that the Agenda Committee has correctly dealt with motions as stated by Orders in Council and Standing Orders as at 12th May 2004, The Committee may at its discretion re-draft a motion in order to prevent its rejection or to make it more intelligible but in any such revision the Committee shall not alter the sense or purpose of the motion without the consent of the proposer.

Proposer Charles Halliday, seconder Michael Simmons

Council response: Council supports this motion as desirable in the interests of transparency.

8) Reporting remuneration of CTC staff

This AGM proposes that CTC follow the recommendations of NCVO – Report of the Inquiry into Charity Senior Executive Pay: https://www.ncvo.org.uk/images/documents/about_us/our-finances-and-pay/Executive_Pay_Report.pdf

Proposer's note: Report shows the need for transparency/openness, that show trustees are fulfilling their legal obligations. The report's main recommendations in brief are as follows.

- It is good practice to publish the remuneration, job titles and the names of their highest-paid.
- It is good practice to publish the reasons to justify the amounts and explain how they reflect the charity's ethos and values.
- It is good practice to publish in both annual accounts/website.

Proposer Peter Kanssen, seconder David Aylett

Council response: Council believes this motion is unnecessary. CTC already meets its obligations under the law and accounting regulations in relation to the disclosure of executive pay. The audited accounts of the charity include details of staff costs and of senior executive pay in accordance with the requirements of the Charities SORP.

It is always possible to improve how we handle issues such as this and we propose to build on the governance review by developing a statement of the principles that the charity applies when determining staff remuneration.

9) CTC Council election process

This AGM proposes that Council elections will be undertaken through the Electoral Reform Services, initially for a trial period. There should be a period of 30 days between the issue of ballot papers and the deadline for returning them to the Returning Officer.

Proposer's note: Using ERS will permit votes to be collected via the internet, reducing the cost of administration, with provision made for non-internet users. Staff to be strictly impartial so that no questions can be raised about the propriety of the voting system.

Proposer Rupert Gardner, seconder John Frederick Osborne

Council response: Council supports the use of ERS as a means to carry out an efficient, cost-effective and robust election process and welcomes the opportunity to free staff time to focus on more strategic issues. We also note that there are other, potentially more effective, means of achieving a similar result such as using electronic voting (as other membership charities do). We therefore propose to use ERS on a trial basis and then review alternative approaches.

10) CTC Council meeting minutes

This AGM proposes that complete, accurate minutes be recorded at all CTC Council meetings. That draft minutes be published on the CTC website within ten working days, with draft minutes of committees and reports referenced. That CTC Council meeting agendas be published on the



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» website no later than five working days before each meeting. Standing Orders to be amended.

Proposer's note: Accurate Council minutes are the legal record of the CTC. Incomplete Council minutes are not published for three months, unreasonably, until after the next meeting. Most 67,000 members are so excluded from or engaged in most development of CTC plans and priorities.

Proposer H Reed, seconder J Spencer

Council response: Council opposes this motion as unnecessary and potentially time-consuming. The charity maintains complete and accurate minutes and this has been confirmed by our auditors. Significant decisions of Council are communicated to members promptly by a variety of means including Cycle, CycleClips and other member updates.

We prefer not to publish draft minutes to avoid misunderstandings. We recognise that we could refine our processes and have already begun to trial means by which we can engage directly with the membership. We will be reviewing the way that we engage with members and with all our volunteers in response to the findings of the governance review. This will be covered in the next phase of the governance review.

11) AGM minutes

This AGM proposes that full accurate minutes are made at every National CTC AGM. Draft (unapproved) AGM minutes shall be published on the CTC website within 15 working days. Standing Orders be amended accordingly.

Proposer's note: CTC AGM minutes are a legal record of CTC business, currently published and approved a year later. Most of the 67,000 members are unaware of and disengaged in CTC plans and priorities. This is unacceptable communication.

Early publishing of draft AGM minutes shows openness, accountability, strengthens governance, and opportunities for wider CTC member engagement and use of their skills.

Proposer H Reed, seconder J Spencer

Council response: Council opposes this resolution as unnecessary. The report of ERS on the results of the resolutions considered by members at the AGM is published on the CTC website promptly each year – and usually within 14 days of the AGM.

12) Equality policy

This AGM proposes that CTC now fulfils its decision, minuted on 18 July 2015, to convene an Equality Working Group and report back to January 2016 Council meeting. A CTC governance review must only be adopted when an approved equality policy and action plan is integral.

Proposer's note: CTC is lawfully required not to discriminate against employees, members or in provision of its services; that it recognises obligations under current, relevant acts and related obligations. CTC equality policy and plan review remains incomplete since 2007. The Equality Act 2010 contains legal changes, and campaigning power that CTC neglects.

Proposer H Reed, seconder J Spencer

Council response: Council is committed to ensuring that its members include people with relevant skills, knowledge or experience drawn from all ages, backgrounds and abilities. We are mindful of both CTC's legal duties and the positive benefits of a genuinely 'diverse' board, which brings a variety of perspectives to the important and complex task of making the joy of cycling accessible to everyone.

Councillor Lizzie Reather has agreed to act as our Equality Champion and to convene a working group, and is passionate about the need to achieve change in this area. CTC Diversity Policy is reviewed annually and was last updated in late 2012. The plan was reviewed in July 2015.

We believe the implementation of the Governance Working Group's recommendations will equip CTC to engage more effectively with complex strategic issues such as this. It is not necessary to delay that important work – and while we cannot accept the motion as drafted, the development of processes to promote equality will be integral to the next phase of the governance review.

13) European Union climate change

The CTC to promote a European Union climate change policy of national governments funding cycling infrastructure, with a 3% minimum investment of transport spending on cycling infrastructure (built to CROW standards) or investment in relationship to the modal share of cycling.

Proposer's note: This motion aims to ensure that reasonable levels of funding are available to provide cycling infrastructure in all EU countries. The CTC may gain support via MEPs and in conjunction with the ECF.

Proposer Colin Clarke, seconder Tony Franklin

Council response: CTC Council disagrees with this motion. CTC fully supports the aspiration to secure significant EU funding for cycling, and for cycle-friendly infrastructure to be built to the Dutch 'CROW' (or similar) standards. However, campaigning for this is the role of the European Cyclists' Federation (ECF). ECF is already running a '6 billion Euros for cycling' campaign, and is far better geared up for this type of campaign than CTC's office in Guildford.

CTC will continue to support ECF's campaigning, e.g. encouraging our members and supporters to contact their MEPs when ECF highlights opportunities to influence funding or other EU decisions affecting cycling. However, with the UK devolution agenda placing increasing pressure on CTC's capacity to campaign effectively throughout the UK – including the 'City Deal' regions as well as the devolved nations – it would not be a good use of CTC's finite campaigning capacity to attempt to duplicate ECF's work in Brussels as well.

14) Legal minimum passing clearance

The AGM requests a legal requirement for minimum passing clearance when overtaking or near to cyclists, to try and reduce the frequency of motor vehicles passing too close. On roads with speed limits up to and including 30mph or when passing at a speed up to and including 30mph, a 1m minimum is suggested. On roads with higher speed limits, a 1.5m minimum passing distance is suggested. In addition, on narrow roads frequent passing places should be provided.

Proposer's note: This motion aims to provide an extra incentive for drivers to overtake only when suitable space is available. <http://cyclingtips.com/2015/10/south-australia-introduces-a-minimum-passing-distance-when-overtaking-cyclists/>

Proposer Colin Clarke, seconder Alan Goswell

Council response: CTC Council disagrees with this motion. Council agrees that close overtaking should be tackled. It's hazardous for cyclists and

extremely intimidating. However, Council remains reluctant to specify a 'headline' overtaking distance because (for example) even 1.5m may not be enough in some circumstances and we don't want to risk giving drivers the impression that it is.

The Highway Code (rather than the law) is better placed to explain optimum overtaking distances because it could state a standard minimum distance, and explain the circumstances in which more space is needed, e.g. on fast roads, in bad weather, etc. When the next revision is announced, we will campaign for various amendments, including clearer advice to drivers on overtaking.

15) Bridge charity group

The CTC to establish a CTC bridge charity group (initially expected to be based on volunteers), with the aims of assessing the need, advising on design, and assist in raising funds to provide extra bridges or crossing facilities for rivers, roads or rail in regards to cycling.

Proposer's note: CTC could assist in highlighting where an additional crossing may be worthwhile, provide design advice and help to raise funds. This could result in the CTC being more directly involved in providing more cycle routes and working with Sustrans or others to deliver them.

Proposer Colin Clarke, seconder Douglas Hope

Council response: Council opposes this motion. CTC is involved in the infrastructure debate at the highest levels. It would be a significant diversion from CTC's agreed strategy to convene a group of volunteers to seek to deliver bridges in a market which is seeing reductions to funding, as public bodies respond to budget cuts, and is already served by organisations such as Sustrans.

16) Helmet use

The AGM requests that all CTC rides and events promoted by the CTC or advertised in Cycle do not insist on riders wearing helmets.

Proposers note: The CTC helmet policy is to allow choice in helmet use and the motion adds support to the policy.

Proposer Colin Clarke, seconder John Robson

Council response: Council opposes this motion because:

- (i) it would be contrary to CTC's policy of allowing choice in helmet use to interfere with members' freedom to participate in events where helmets are required;
- (ii) it would interfere with our desire to encourage people of all ages, backgrounds and abilities to cycle; and

(iii) the decision of event organisers to require helmet use is often driven by external requirements such as the stipulations of insurers.

17) Helmets in Cycle

The AGM requests that editorial priority for 'Cycle' is to provide a balance of pictures showing cyclists with and without helmets.

Proposer's note: CTC policy is to oppose helmet legislation and not to promote helmets. Cycle tends to include more pictures of helmeted cyclists and a greater effort to provide a balance is required. Failure to provide a balance could be a form of promotion.

Proposer Colin Clarke, seconder John Robson

Council response: Council opposes this motion as unnecessary. While the editor of Cycle aims to show a variety of people in a range of cycling contexts, the editorial priority of Cycle is to share the joy of cycling. Focusing on the narrow issue of helmet-use would be a distraction from that aim.

MINUTES FOR 2015 CYCLISTS' TOURING CLUB AGM

The Annual General Meeting of the Cyclists' Touring Club was held at 2.30pm on Saturday 18th July 2015 at The Wesley, 81-103 Euston Street, London NW1 2EZ, with David Cox (Chair of CTC National Council) in the Chair.

ORDINARY BUSINESS

1) To adopt as a true record the minutes of the Annual General Meeting held in Glasgow on 10th May 2014.

Proposed by Barry Flood, seconded by Dan Howard

CARRIED: For = 1811, Against = 9, Abstentions = 0

2) To adopt the Annual Report of the Council and the audited accounts for the year ended 30th September 2014 as published on the CTC website.

Proposed by Barry Flood, seconded by Dan Howard

CARRIED: For = 1829, Against = 15, Abstentions = 8

3) To reappoint Buzzacott LLP as auditors and to authorise the Council to fix their remuneration.

Proposed by Barry Flood, seconded by Dan Howard

CARRIED: For = 1816, Against = 53, Abstentions = 0

ORDINARY RESOLUTIONS

4) That, with effect from 1st October 2015, the subscription table to the determination pursuant to current Article 4.4 of the Articles of Association be deleted and replaced by the following: "Ordinary Membership Subscription effective from 1 October 2015: £43.00".

Proposed by Barry Flood on behalf of Council, seconded by Jaki Lowe.

CARRIED: For = 1475, Against = 400, Abstentions = 0

5) The CTC Councillors shall resist any move to change:

- how CTC councillors are elected by the CTC membership;
- any reduction in councillor numbers;
- the CTC Charity Trustees status of all CTC councillors.

Or to allow Trustees of the CTC charity to be appointed by any means other than direct election by the membership.

Proposed by Lawrie Mutch, seconded by John Murdoch

LOST: For = 755, Against = 1082, Abstentions = 8

6) CTC Councillors shall take the wishes of the membership into account when interpreting the Articles of Association of the club and when deciding how to implement the objectives of the club.

Proposed by John Murdoch, seconded by Lawrie Mutch

CARRIED: For = 1891, Against = 26, Abstentions = 2

7) This meeting deplores CTC's reduction of campaigning capability and of membership benefits consequent upon recent staff redundancies at National Office.

Proposed by Chris Jeggo, seconded by Philip Benstead

LOST: For = 801, Against = 961, Abstentions = 4

8) The West Surrey Members Group of CTC call upon CTC National Council to exercise their responsibilities in:

- determining the strategic direction of CTC, taking full account of the interests of members;
- ensuring that the Leadership Team, headed by the Chief Executive, take operational actions which are consistent with the strategic direction agreed by National Council, using those powers that are granted to them when necessary and appropriate.

Proposed by Mark Waters, seconded by John Murdoch

CARRIED: For = 1794, Against = 48, Abstentions = 1

Meeting closed at 5.04pm