

## Present:

### Board of Trustees

Paul Baker (chair)  
John Jackson  
Melanie Carroll  
Nadia Kerr  
Mark Smith  
Robin Grant  
Fiona Abbott  
Robin Tucker (virtually)  
Richard May (virtually)  
Christine Gibbons (virtually)

### Observer

Roxanne De Beaux

### Apologies

Ben Still

### Staff

Sarah Mitchell  
Phil Hall  
James Scott  
Katie Hammond  
Sarah McMonagle  
Jenny Box  
Sarah Whitebread (item 8 - virtually)  
Duncan Dollimore (item 8)  
Rob Johnson (item 9 - virtually)  
Darshika Shingadia (item 10 and 11)  
Hannah Foster (item 14)  
Lucy Bassett (minutes)

Item	Item description	Action
<b>1</b>	<b>Chair's welcome</b>	
	The Chair welcomed the Board to the meeting.	
<b>1.1</b>	<b>Recognition and thanks to outgoing trustees</b>	
	PB formally thanked CG for her 6 years of support and knowledge as a Trustee.	
<b>2</b>	<b>Apologies for absence</b>	
	Apologies were received from BS, who had been invited to attend the meeting as an observer.	
<b>3</b>	<b>Declaration of conflicts of interest</b>	
	RdB declared a potential conflict of interest as CEO of Camcycle, an affiliate group of Cycling UK, and member of 'Cambridge CTC' the local member group of Cycling UK.	
<b>4</b>	<b>Notification of any other business</b>	
	JJ agreed to provide an update on the chair recruitment process during item 18, as part of the Nominations Committee report.	

Item	Item description	Action
<b>5</b>	<b>Minutes of 17 October 2024 Meeting</b>	<b>a</b>
<b>5.0</b>	<b>Paper 5.0: Minutes</b>	
	<p>The minutes were approved as an accurate record of the meeting.</p> <p>JJ noted that under item 7 in the minutes, JJ had requested information regarding membership levels within affiliate groups. KH confirmed that this is part of the ongoing work and will be addressed in item 14.</p>	
<b>5.1</b>	<b>Paper 5.1: Action log</b>	
	There were no comments.	
<b>6</b>	<b>Matters arising from the previous meeting not covered on the agenda</b>	
	<b>Trustee conflict of interest</b>	
	The minutes for this item are confidential.	
<b>7</b>	<b>Reporting</b>	
<b>7.0</b>	<b>Paper 7.0: CEO report</b>	
	<p>SMi provided an update on funding progress and confirmed that cost recovery remains a focus.</p> <p>Efforts to manage internal capacity were noted, with reassurances given that any adjustments to workload would not significantly impact delivery. Some areas have seen accelerated planning as a result of reprioritisation.</p> <p>A query was raised about a membership-related initiative, with a brief discussion of associated considerations and potential risks.</p> <p>Concerns were noted regarding low staff engagement with recent internal surveys. Actions will be taken to improve participation through better planning and communication.</p>	
<b>7.1</b>	<b>Paper 7.1: CEO update</b>	
	SMi highlighted planned changes to the team structure affecting a small number of individuals, with adjustments scheduled to begin in January. The changes reflect evolving organisational needs and shifts in how certain activities are managed.	

Item	Item description	Actio
<b>7.2</b>	<b>Paper 7.2: Strategy performance review</b>	
	<p>Clarification was sought on the approach to evaluating whether to respond to invitations to tender. It was confirmed that a formal internal process is used to assess both feasibility and value.</p> <p>A statistic related to programme reach was discussed, with a breakdown provided.</p> <p>Questions were raised about specific targets within a campaign initiative. Further detail will be shared at the next meeting.</p> <p><i>CG left the meeting</i></p>	
<b>7.3</b>	<b>Paper 7.3: Board KPI review</b>	
	<p>A query was raised regarding financial reporting discrepancies. It was explained that these arose due to timing differences and subsequent reforecasting.</p> <p>Membership development, including flexible options and member engagement, was briefly discussed. Internal review processes are underway to address related issues.</p> <p>Staff retention was also discussed, with improvements noted following earlier structural changes.</p>	
<b>8</b>	<b>Influencing Strategy</b>	
<b>8.0</b>	<b>Paper 8:0: Influencing Strategy</b> <i>DD, SW, SB joined the meeting</i>	
	<p>The influencing strategy was presented for Board approval.</p> <p>Discussions covered prioritisation of initiatives, collaboration with external partners, and alignment with strategic goals. Campaign timelines and focus areas were also discussed, including integration of related efforts under broader campaign themes.</p> <p>The Board <b>approved</b> the strategy, with next steps to include workshops, KPIs, and further detailed planning shared as progress continues.</p> <p><i>DD, SW, SB left the meeting.</i></p>	

Item	Item description	Action
<b>9</b>	<b>Financial planning update</b> <i>RJ joined the meeting.</i>	
<b>9.0</b>	<b>Paper 9.0: Financial planning and mid-year review update</b> An update on financial planning was provided.  Key topics included income projections, insurance costs, office planning, recruitment considerations, and long-term financial outlook. It was noted that strategic investments and scenario planning are underway to address potential challenges.  Further discussions and updates are expected at the next Finance and Performance Committee meeting.	
<b>9.1</b>	<b>Paper 9.1: Finance Update</b>  PH noted that the cover paper references updates to the Scheme of Delegation and Ethical Investment Policy, both reviewed by the Finance and Performance Committee. The Ethical Investment Policy had also been shared with the Audit and Governance Committee. A request was made to clarify the role of the Head of Strategic Financial Planning and Control in the Scheme of Delegation key.	
<b>9.2</b>	<b>Paper 9.2: October Management accounts</b>  There were no comments or queries.  <i>RJ left the meeting.</i>	
<b>10</b>	<b>Culture and values</b> <i>DS joined the meeting</i>	
<b>10.0</b>	<b>Paper 10.0: Culture and values update</b>  JS presented the culture and values update. DS outlined next steps, including improvements to recruitment, interview feedback, and leadership role modelling. The Board noted the workshop's effectiveness and positive outcome.  The board <b>approved</b> the proposed new values.	
<b>11</b>	<b>Non-contractual benefits review proposal</b>	
<b>11.0</b>	<b>Paper 11.0: Non-contractual benefits review proposal</b>  DS presented the non-contractual benefits review and highlighted feedback received on changes to sabbatical leave. RdB suggested including charity worker discounts. A discussion was held regarding the £250 recruitment referral bonus payment.  The Board <b>approved</b> the proposal.	

Item	Item description	Action
	<i>DS left the meeting.</i>	
<b>12</b>	<b>Strategic risk register</b>	
<b>12.0</b>	<b>Paper 12.0: Strategic Risk Register</b>	
	PH presented the strategic risk register.  A query was raised regarding ongoing discussions related to Unite the Union. The Board highlighted that maintaining values in interactions with the union is essential.	
<b>13</b>	<b>Behaviour change impact reporting</b>	
<b>13.0</b>	<b>Paper 13.0: Behaviour change impact report</b>	
	JS and JB presented the report and highlighted that nine programmes were delivered across England and Wales last year.  The Board discussed progress, value for money, and improvements to monitoring frameworks. JB and JS noted plans to refine targets and work with an external partner.	
<b>14</b>	<b>Evolution of membership project</b>	
	<i>HF joined the meeting.</i>	
<b>14.0</b>	<b>Paper 14.0 Evolution of membership project</b>	
	KH and HF presented the membership strategy plans. HF explained the history of membership evolution and the plans for the upcoming membership strategy. HF highlighted motivations for the 55+ group and noted improved retention and focus on high-risk members.  The Board discussed converting affiliated group members, with current conversion rates low but included in future strategy.  <i>HF left the meeting.</i>	
<b>15</b>	<b>Trustee conflict of interest</b>	
	The minutes for this item are confidential.	
<b>16</b>	<b>Elected trustee appointment ratification</b>	
<b>16.0</b>	<b>Paper 16.0: Elected trustee appointment ratification</b>	
	PB asked the Board if they agreed to appoint JJ as chair for the next section in his absence, and all <b>agreed</b> .  <i>PB, MC, and RdB left the meeting.</i>	

Item	Item description	Action
	<p>JJ asked if the Board agreed to ratify the trustee appointments, and all <b>agreed</b>.  <i>PB, MC, and RDB joined the meeting. FA left the meeting.</i></p> <p>PB asked if the board agreed for FA to remain as an interim trustee until the March Board meeting, and all <b>agreed</b>.  <i>FA joined the meeting.</i></p>	
<b>17</b>	<b>Board and Committee planning for 2025</b>	
<b>17.0</b>	<b>Paper 17:0: 2025 Committee composition</b>	
	<p>PH presented the paper and noted that some variables related to the ongoing chair recruitment process will be ratified in the March Board meeting, which could lead to further changes.</p> <p>The Board <b>approved</b> the 2025 Committee composition proposal.</p>	
<b>18</b>	<b>Committee reports</b>	
<b>18.0</b>	<b>Paper 18:0: Nominations minutes 1 November</b>	
	<p><i>PB left the meeting.</i></p> <p>JJ provided an update on chair recruitment. The item was not minuted.</p> <p><i>PB joined the meeting.</i></p>	
<b>18.1</b>	<b>Paper 18:1: Audit and Governance minutes 21 November</b>	
	NK provided a brief overview from the Audit and Governance Committee, and highlighted trustee training, the direct debit overpayments issue, and guidance on handling trustees applying for paid roles.	
<b>18.2</b>	<b>Paper 18:2: Finance and Performance minutes 28 November</b>	
	MS provided an update from the Finance and Performance Committee meeting. MS highlighted financial planning and the request to share methodology around cost recovery.	
<b>19</b>	<b>AOB</b>	
	<p>PH presented the updated BTL 1.0 conflict of interest paper, reflecting changes from the October meeting. No further comments were raised.</p> <p>PB asked for feedback on meeting timings. JJ noted the volume of papers, and PB confirmed changes to paper preparation are planned.</p>	