

Present:

Board Members

Janet Atherton	Jaki Lowe
Jacqueline Hills	Ian McCabe
Dan Howard	Jonathan Naughton
Andy Key	Carl Pearse
Rachel Kirkwood	Shivaji Shiva

HQ Staff

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

Chairs Communication:

1 Chairs Welcome for 2018

Dan Howard welcomed everyone to the first meeting of 2018 and gave a special welcome to the new Trustees Jacqueline Hills, Carl Pearse and Andy Key to the Board and to James Scott Cycling UK's new Cycling Development Director. He reflected on the significant quantity of work achieved throughout 2017 and thanked all Cycling UK Staff for their part in all that has been accomplished. He reminded the Board of the email sent on 8/1/18 and subsequent discussions relating to the membership and chairs of the sub-committees. No further feedback was received so the Board approved the membership and chairs. Dan then reminded the Board that this year is our 140th year, and there would be various celebration during the year.

Action Point 1: Sub-committees agreed.

2 Apologies for Absence

Apologies for absence were received from Jon Snow, Simon Connell, Welna Bowden, Ian Wescombe and Julian Huppert.

It was raised as to whether Simon Connell wished to continue being a co-optee. Carol McKinley reported that Simon Connell is happy to attend meetings as and when needed and will be attending the Audit Sign-off meeting scheduled for the 31/1/18. He will continue to be the co-opted Financial Adviser until a replacement has been found.

3 Declarations 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 and therefore the Board agreed he would not be in the room when Item 13 was discussed.

4 Notification of Any Other Business

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

5 Minutes of the previous meeting held on Saturday 21 October 2017

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

5.1 Action Points from the previous meeting

Action Point 9 from July 2017 – It was asked that Paul Tuohy produce a summary of actions taken as a result of the Staff Survey and circulate it to the Board.

Action Point 2: Paul Tuohy to circulate a summary of action from the Staff Survey for the April Board meeting.

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

No matters arising were received.

7 Chief Executive's Report – (Confidential)

7.1 Business Plan Report

Paul Tuohy introduced his CEO report. He said that since the report was circulated he had attended numerous DfT meetings with regards to future funding and as a member of their advisory committee on active travel. He confirmed that at the 'Awayday' in March the Board will be looking at our financial diversity of income over the next 3 years. We will use the time to focus on what kind of charity for cycling we want to be that maximises our future potential as The Cyclists' Champion and producing a robust new strategy for the next 3-year phase.

Several questions were asked about the format of the report. It was suggested that completion percentages of the given figures should be used in the plan. It was suggested that there is no measurement of expenditure against targets. Board members generally agreed with Jaki Lowe that the 'RAG' was useful but additional milestones were needed with additional clarity. It was agreed that the overall objectives are clear, and the paper is much easier to read and understand now.

Jonathan Naughton requested to see the financial implications and impact of new BBR funding arriving of £500k. This will be presented to F&P for scrutiny.

Action Point 3: For the April Board meeting update some of the milestones to include end results and what we expect to achieve.

Action Point 4: Make sure the 'RAG' accurately reflects the risk on spend.

Action Point 5: Ensure the reforecast budget shows the impact on receiving or not further BBR funding.

8 Subscriptions – (Confidential)

"The Board's proposal about Subscriptions for 2018/2019 to the Annual General Meeting as in the accompanying paper".

Matt Mallinder introduced his paper, advising that it is the main subscriptions only that are to be agreed. It will be up to the membership to adopt the rate at the 2018 AGM in May, this will then come into force on the 1st October 2018. After a discussion the Board members were asked to vote on the proposal that the headline rate increased from £45.00 to £46.50. Matt confirmed that all price/value of Membership will be discussed at the 'Awayday' and a paper, based on these discussions will be presented at the April Board meeting for agreement.

Voting: In favour = 13

Against = 0

Abstentions = 0

Agreed

Action Point 6: Matt Mallinder to present a paper on 'other rates' after the 'Awayday' to the Board in April.

It was suggested and agreed that all the membership rates would be looked at together in the future.

Action Point 7: Matt Mallinder to produce a paper looking at all Membership Rates for the October 2018 Board meeting.

9 Financial – (Confidential)

9.1 Management Accounts

Carol McKinley reported on the circulated accounts for the end of quarter two, the requested 'Pipeline' would be completed for the March 2018 Finance and Performance meeting. She highlighted the membership income was down in the first quarter and that would be looked at in the reforecast. Andy Key asked what the difference is between the Management Accounts and the Annual Accounts. Carol McKinley confirmed the Management Accounts are a snapshot of a year's budget and the Annual Accounts are the consolidated company

accounts. Within the financial accounts for auditing purposes there are accruals and deferrals not shown in the management accounts.

Action Point 8: Matt Mallinder to produce a narrative to explain the membership income shortfall immediately after the Board meeting – see note below.

(Updated narrative from Matt Mallinder since the Board meeting:

The income figures for December did not include the direct debt income. This will be shown in the January income figure).

9.2 Audit Update

- (a) Account figures for Audit
 - (i) Cyclists' Touring Club
 - (ii) Cyclists' Touring Club Central
 - (iii) CTC Holidays & Tours Ltd
 - (iv) The Cyclists' Defence Fund

Carol McKinley advised that the Auditors were in the office for 3 weeks just before Christmas to carry out the field work. They have reported there will be no actions in the Management report for the second year which is great news and thanks were given to Diane Kelway-Bamber (Finance Manager) and her team for the work they have done to achieve this excellent result. There is to be an Audit clearing meeting on 31/1/18 and the Accounts will be ready for sign-off at the March 2018 Finance and Performance meeting. A discussion followed regarding funds held by our member groups and their structure and it was agreed that the figures would be communicated to the Board at the April meeting. Post the strategic plan, the Board would have a better understanding on how funds are best used.

The Board agreed the accounts as presented and that they will be signed off at the Audit meeting being held on the 7th March, 2018.

- (b) Trustees Annual Report for 2017/18

The Board felt the narrative was well written and in future we need to move to impact reporting which will commence with the next report.

- (c) Annual Report & Accounts for 2016/2017 (Confidential)

This paper was noted and agreed by the Board.

Carol McKinley also advised that she now had the extra resource the Board approved. She advised the Board that initially this would be a one-year contract. The Board welcomed this action. Jaki Lowe then asked if we have sufficient skills set to do the departments work. Paul Tuohy said we need to ask the question – are we configured correctly to do the job. We need to look at the skills and resources to deliver the strategy and resources would be a part of the strategic planning process.

- (d) “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 short discussion this item was noted and agreed by all the Board.

10 Governance – (Confidential)

10.1 Risk Management

Carol McKinley reported on her circulated paper and advised this is the annual review of Risks to the organisation. She confirmed that GDPR has been delegated to the Finance and Performance Committee and an implementation action plan is being developed. This work is inclusive of Member Groups. It was suggested changing risk 57 to red which was agreed.

Action Point 9: Carol McKinley will present the GDPR implementation and action plan at the April Board meeting.

11 Review of Updated Motions

Carol McKinley informed the Board of the updated Motions. As we now have the new Articles of Association in force and the Governance review is now complete the out of date motions have been removed. There is now a need for a 'tidying-up' process. The Trustees were invited to note the paper for information at this stage. At the next trustee meeting – 28th April 2018, a further paper will be presented confirming how it is proposed that the list of resolutions be further simplified.

Action Point 10: Proposal for the resolutions to be further simplified to be presented at the April 2018 Board meeting.

12 Volunteer Report

Referring to his circulated paper James Scott explained the paper was a fact-finding exercise and from the 8 highlighted headings further work on 3 headings will take place during the year. A brief debate followed, and the paper was noted by the Board. The Board noted their thanks for this excellent report.

13 Holidays and Tours

Jim Maynard and Colin Quemby joined the meeting for this item only.

Jonathan Naughton summarised the H&T's paper and handed over to Jim Maynard who asked the Board what they want from the business what are the goals, priorities and what type of holidays should we focus on.

The following ideas came forward: -

Short weekend breaks	Family Friendly	Social 40-mile rides
Lead rides by experienced leaders	Not including flights	Tandems
Partner disabled on Tandems	Bags delivered	Women only
Everything arranged for you	E bike holidays	Skills Training
Choice of challenges	Duke of Edinburgh get people cycling	

Jim Maynard mentioned that the only event they organise is the Birthday Rides. All the other tours are put together by the individual tour manager, they come up with their ideas and cover their own expenses, H&T's cover the legal framework on tours longer than 24 hours, as one day events are not covered.

A discussion took place relating to future business strategy. It was suggested to recruit a specialist consultant to review the business and support developing a new business strategy. It was agreed that any work should be funded from Holidays and Tours. Following further discussion, to start the process, it was agreed Shivaji Shiva would produce a two-page report on the history, current business model and the legal background. The sustainability of the business model, along with future business strategy can be discussed and explored further, following this piece of work.

Action Point 11: Shivaji Shiva to produce a two-page report on the history, current business model and the legal background for a discussion with Jonathan Naughton and Jim Maynard before the April Board meeting.

14 Equality and Diversity

Carol McKinley gave some background to the paper. She explained that when we started this process we were under a sport framework 'Equalities for Sport' which wasn't appropriate as we do not do sport. This updated framework was approved at the October 2017 Board meeting. The paper presented today was an interim progress report pending the full progress update which is scheduled to be presented at the April 2018 meeting. The Board were delighted to see this work and were keen to see demonstrable progress being made. It was suggested that Equality and Diversity was a component of how we go about our future planning process in a similar way that local authorities use Equality Impact Assessments. It was also agreed this should be an 'Awayday' topic to look at our vision about equalities.

Action Point 12: Equalities to be an Agenda item for the March 2018 'Awayday.'
Action Point 13: Equalities Action plan to be presented at the April Board meeting.

15 Strategic Framework for Campaigns for endorsement

Introducing his paper Matt Mallinder referred the Board to the planned campaigns activities over the next 16 months, on page 14. He felt there were some really inspirational campaign events coming up, so it promises to be an exciting 16 months ahead. The Board welcomed the paper and thanked him for the progress made.

16 Cyclist's Defence Fund

Paul Tuohy opened the item by asking whether a separate charity is required for this purpose. Shivaji Shiva explained the background and advised that a separate charity was set up for a number of reasons including the fact that at the time CTC was not a Charity. This enabled gift aid to be claimed on donations to the CDF to support its work, which was done in the public interest. During the discussion it was highlighted that some other charities do without a separate defence charity arm, conducting such work within the main charity. In response to questions, Shivaji outlined the reasons the CDF was established as a separate entity and some of the changes which have occurred in recent years. It was agreed the Board will remain as per the recommendation for the time being until clarity can be afforded the Trustees and Executive on its strategic value.

Action Point 14: Shivaji Shiva to make a recommendation to the April Board after the Strategy work has been completed.

17 Awards and Recruitment – Ambassadors, President and Vice President Proposal/Update

Matt Mallinder introduced the item citing that he was waiting for the new strategy to help inform the direction of travel relating to these roles.

Action Point 15: To be discussed further by Paul Tuohy and Matt Mallinder at the next Committee meeting after the Strategy has been agreed.

18 Member's Personal Injury Legal Cover T&C's

After a short discussion this paper was withdrawn at the request of Matt Mallinder.

19 Any other Business

Dan Howard confirmed that the Board Awayday on the 22/23 March would take place in Guildford over 1½ days and this would allow plenty of opportunity for interaction and working with the Staff team. He also confirmed the AGM would take place in Bristol on the 12/5/18.

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 27 January 2018 at the Friends Meeting House, 173 Euston Road, London NW1 2BJ – Tel No: 0207 663 1100

The 2018 Members Conference was discussed, and it was agreed that it will be held in Harrogate given its significance in our history. A date and venue will be confirmed shortly.

Members motions submitted for the AGM were discussed and it was agreed that as usual, to support the Chair, a small group would review them on behalf of the Board. The group would consist of the Chair, the CEO, the Operations Director, the Honorary Consulting Solicitor and any relevant member of SMT.

A short discussion was held about reintroducing our heritage CTC Tweed for a small number of 140th commemorative anniversary items and it was agreed that this would be explored further.

20 Dates for 2018 Board meetings:

Thursday/Friday 22/23 March – Awayday – Guildford

Saturday 29 April – London

Saturday 12 May – AGM – Bristol

Saturday 29 July – London

Saturday 20 October – London

The yearly Calendar attached was for information only – Trustees were asked to note the 2018 calendar meeting dates as meeting rooms have already been booked.

The Chair thanked everyone for their contributions and the meeting closed at 3.35pm.