

Cycling UK Board of Trustees meeting

Minutes for the meeting held at 10.30am on Saturday 27 April 2019 at the Friends Meeting House, 173 Euston Road, London NW1 2BJ – Tel No: 0207 663 1100

Present:

Board Members

Janet Atherton
Paul Baker
Melanie Carroll
Dan Howard (Chair)
Jacqueline Hills
Andy Key

Jaki Lowe (Vice Chair)
Andy Macnae
Carl Pearse

HQ Staff

Paul Tuohy
Richard Walker
Matt Mallinder
James Scott
Nicola Marshall
Sue Cherry (Mins Sec)

Ordinary Business:

1. Chair's Communication

Dan Howard welcomed everyone to the meeting and thanked everyone for their contribution to the Trustees 'Awayday' which was a great success.

2. Apologies for Absence

Apologies for Absence were received from Jon Snow, Christine Gibbons, Rachel Kirkwood and Julian Huppert.

3. Declaration of 'Conflicts of Interest'

Other than those already declared there were no other 'Conflicts of Interest' declared.

4. Notifications of 'Any Other Business'

No 'Any other Business' items advised.

5. Minutes of the previous meeting held on Saturday 26 January 2019

- Page 2 Item 9 Nominations Committee 2nd line delete the words 'to provide HR advice'. Other than the above amendment the Minutes were approved as a true record of the meeting.

5.1 Action Points from the previous meeting

Action point 19/01/38:

It was agreed this item will be reported back to the Board in October 2019.

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

None were recorded.

7. Committee Reports

7.1 Audit Committee : Minutes from 6 March 2019 meeting

Janet Atherton gave an update on the recent meeting informing the Board that a separate Trustee meeting was held with the Auditors prior to Cycling UK Staff joining the meeting, this session proved very positive and useful. Janet reported that both Auditors and Trustees were happy with how the Audit went. Thanks, were given to Diane Kelway-Bamber and her staff for their hard work during the process.

The Auditors have recommended that a 'Deed of Covenant' be put in place for all subsidiary

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companies including CTCH&T so payments of profits will be governed by the deed in future years.

Audit committee recommends that a new Audit tender process should commence in 2021 as we have worked with our current auditors since 2010. The current auditors agreed this is good practice and have suggested that less subsidiaries companies would reduce costs. Richard advised he will be doing a review of the organisational company structure over the next 18 months which would coincide with the tendering process.

Risk Management was discussed, and it was agreed that it needs to be better linked to the new Strategy and we need to increase awareness of the new ePrivacy Directive. Additional work is required with respect to certain communication such as digital mailings from Cycling UK outside of those required for a legitimate reason i.e. renewal reminders etc. Additional training will be provided to all staff during the summer. Clarification was sought on the policies to be updated and it was confirmed that the high-priority ones are Safeguarding and Whistleblowing (including Volunteers). Andy Key has offered to support this work, and Jacqueline Hills asked to be updated as the work progresses.

7.2 Nomination Committee : Priorities and timetable for 2019

Giving an update on the report circulated Richard Walker (the SMT member responsible for supporting this committee) confirmed his next priority would be supporting the review of the skills analysis ahead of the next round of Trustee recruitment. SMT will contribute to the list of skills the Nominations committee are compiling ahead of recruitment. The recruitment timetable will be rescheduled to enable the Board to ratify the new Trustees joining in January 2020 at October 2019 Board meeting.

Action Point 19/04/40: Richard Walker/SMT to compile a skills gap paper for the Committee to work with.

7.3 Finance and Performance Committee : Minutes from 6 March meeting

Janet Atherton referred to the circulated Minutes. An initial review of the membership structure has taken place. Janet confirmed the Investments/Reserves policy needs will be reviewed and this work would take place before July 2019.

Action Point 19/04/41: Investment/Reserves policy to be updated and presented at the July 2019 meeting

7.4 Remuneration Committee : Update from 12 April 2019 meeting

Jaki Lowe gave thanks to Richard Walker for the work he produced for this meeting and the committee covered a whole backlog of issues. The Gender pay gap sits well at 1% which compares well with other companies. The pay award as recommended by the Remunerations Committee was agreed. It was agreed that the Chair and CEO would send out a joint email to staff thanking them for their work and confirming the 2019 Pay Award.

Jaki Lowe reminded the Board that at the 'Awayday' there was agreement the committee name should change to the 'People Committee' and the committee will be working with Norman Blissett on a pay and benefits strategy.

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

8. CEO and SMT report

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Paul Tuohy gave an overview of the report. Since the January Board meeting Richard Walker Director of Organisational Effectiveness and Finance has joined. He reminded the Board of the excellent progress made in just 7 months of the 5-year plan. He expressed some caution in not trying to make progress too quickly. Paul suggested we should consider reducing the pace of work to make sure the foundation work is completed first.

Each Director ran through their individual sections and the key points highlighted were:-

- Nicola Marshall – Director of Income Generation
 - Lots of work positioning external insight work to improve the existing experience.
 - Develop a new legacy journey.
 - Further develop the ‘Cycle Friendly Employer Scheme’.
- Richard Walker – Director of Organisational Effectiveness and Finance
 - Looking at making the ‘Scheme of Delegation’ easier to work with.
 - Re-visiting terms of reference for sub-committees.
 - Develop IT strategy and look at ePrivacy regs.
 - Improving the working environment in Guildford.
 - Work on ‘Values’ as we don’t have any yet, need to work with the Board and staff to implement this.
- James Scott – Director of Behaviour Change and Development
 - BBR is on board and in talks for funding next year. Also talking to local authorities.
 - Getting the new ‘Assembly’ system to work efficiently – new learning curve.
 - Looking at refreshing Training courses.
- Matt Mallinder – Director of Influence and Engagement
 - Success on getting the Dutch Reach including in the Highway Code.
 - Launching Bike week in June.
 - Launching Women’s Festival of Cycling in July.
 - Successful in launching ‘Trails for Wales’.

Dan Howard thanked the SMT for their input over the past quarter. Richard Walker advised that he would be working on KPI’s for the business plan (evidencing progress against our strategy) and these would be used for the next SMT to update the Board in July 2019. Jaki Lowe, Andy Key and Carl Pearse offered to help and asked if the strawman could be circulated.

Action point 19/04/42: Richard Walker to send strawman to the above Trustees

A question was raised about the suggestion in the CEO report to move to weekday meetings for Board meetings later in 2019. Trustees confirmed this had not been discussed and a decision had not been made. It was agreed to discuss at the July 19 meeting. It was also agreed that the meeting schedule for Board meetings in 2019 revert to Saturdays as previously agreed.

Action Point 19/04/43: Meeting dates to be an agenda item for July 2019

9. ‘Places’ a debate on how Cycling UK can be more responsive to the needs of different places

Matt Mallinder opened a discussion around this issue and to further debate the Board were split into 2 discussion groups. The brief was to consider the strategy rocket from their own experiences and knowledge from individual fields of work and interests:-

- What further information do we need and who should we be talking and engaging with?
- What issues outside of transport that would engage the movement and political world?

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- Tailor models (increased investment needed) or one size fits all?
- Investment pots – we could fund and would a Council match it?

Paul Tuohy confirmed SMT would take all feedback from the session and this would inform the future work of SMT. Carl Pearse confirmed the Digital Strategy would be presented to the F&P Committee in June and to the full Board at the July meeting.

Action Point 19/04/44: Digital Strategy to be presented at the July Board meeting.

10. Scotland – next steps in respect of Governance and Operations

Referring to the paper Matt Mallinder explained some of the background of how Cycling UK Scotland committee emerged. The Board supported the principles within the paper, the new governance structure and for the committee to form into an Advisory group, supporting our wider work in Scotland. Paul confirmed further meetings would take place shortly and a further update on progress would be circulated to the July Board. It was agreed that some members of the advisory board would be invited to the October 2019 Board meeting to review progress and outcomes,

Action point 19/04/45: Invite representation of the Advisory Group to the October 19 Board meeting

11. Income Generation Strategy – short discussion and next steps

Nicola Marshall gave a short presentation giving an overview of the income generation strategy progress to date. This was well received from the Board and a short debate followed and the decision to continue development the strategy in line with the proposed strategic direction was agreed.

12. Finance - Management Account to end of March 2019

The circulated paper was noted by all Trustees present.

13. Governance

13.1 Cambridge Awayday – reflections from Norman Blissett

Dan Howard thought the 'Awayday' was a great success. It was agreed that the decisions and action plan produced as a result of the awayday would be monitored by the Chair and Director of Organisational Effectiveness and Finance.

13.2 CTC Holidays and Tours verbal update from Jacqueline Hills

Jacqueline Hills gave a brief overview from the recent meeting which went well. Improvement to documentation is required and will be completed shortly. CTCH&T are keen for tour leaders to continue as volunteers supplying affordable holidays for all. Improvements are needed to Tour Leaders governance procedures and this will be completed in due course.

13.3 Scheme of Delegation update

Highlighting his circulated paper Richard Walker invited feedback from Trustees and confirmed he would welcome support in developing this area of work further. Andy Key plus Committee chairs offered to support the review, and it was agreed a report would come back to the July Board meeting.

Action point 19/04/46: Scheme of Delegation report to be presented to the July 2019 Board meeting.

14. Dates of next meetings:

Saturday 15 June Volunteer Celebration and AGM – Coin Street, London (nr Waterloo)

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Saturday 27 July

Saturday 19 October

The above future meeting dates were noted.

Dan Howard closed the meeting giving thanks to the SMT team for their work and progress made and the quality of the papers. He asked if the Trustees had any feed-back of the meeting or had any future Agenda items they should contact either Jaki Lowe or himself.

The meeting closed at 3.05pm.