

Present:

Council Members

Martyn Bolt
Welna Bowden
Jim Brown
Martin Cockersole
Stephen Coe
David Cox (Chair)
Barry Flood
Kristian Gregory
Dan Howard

Julian James
Jaki Lowe
Ian McCabe
Jonathan Naughton
Gwenda Owen
Lizzie Reather
Shivaji Shiva
Ian Wescombe

HQ Staff

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

Paul Tuohy formally opened the meeting.

Council Organisation:

1 Election of CTC Council Officers for 2016

1.1 Chair

Paul Tuohy referred to the nomination for Chair already circulated with the Agenda papers from David Cox. Any further nominations were asked for from the floor, none came forward therefore David Cox was duly elected as Chair for 2016.

Agreed

1.2 Vice Chair

A nomination had been received from Dan Howard already circulated with the Agenda papers for Vice Chair. Any further nominations were asked for from the floor, none came forward therefore Dan Howard was duly elected as Vice Chair for 2016.

Agreed

1.3 Chair's Welcome

David Cox welcomed all Councillors to the first meeting of the year and gave a special welcome to Ian McCabe, Ian Wescombe and Jonathan Naughton the newly elected Councillors for the South East.

David said that today's meeting is an historic one whatever the outcome, there are some important key issues for discussion on the Agenda. He reiterated that a lot of the papers were confidential and asked that that be respected.

Martyn Bolt advised Council that the driver that hit John Radford (ex- Councillor), who passed away last year from his injuries, has been given a 4 year 8 month sentence 15 months after the incident. Although disappointed, John's family now feel they have closure and they thanked CTC and the Solicitors for all their help.

Martyn Bolt said as a point of order the new Councillors should be formally ratified as Councillors.

Proposed by: Martyn Bolt

Seconded by: Barry Flood

Agreed

2 Council Committees 2016

Martyn Bolt referred to the CASS report where it says that too much work is done in committees. The report states that Councillors are legally liable for all the decisions made by CTC so we should be allowed to attend all meetings as we are collectively responsible.

Shivaji Shiva responded saying that while Councillors as charity trustees have the overall responsibility for everything that the charity does, the role is strategic and within that they delegate actions to the executive team or other committees. The scheme of delegation and committee Terms of Reference set out the nature of the authority delegated to them. It is unrealistic for a Councillor to take part in every single decision. There are always areas that could be improved and that's what the Governance Review is all about. The process begins with looking at structures, but schemes of delegation and other processes will be picked up at a later stage.

David Cox proposed that the meeting moves onto the Committee Choices as per the paper circulated. He did say that one improvement already is that all Committee agendas and papers are circulated to all of Council.

(a) Awards and recruitment Committee

Council to appoint members to the following Committee; Council Members who have expressed an interest are:

Welna Bowden	Julian James	
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Agreed

(b) Appointment of Chair – Awards and Recruitment Committee

A nomination paper was circulated with the Agenda papers from Welna Bowden. **Agreed**

(c) Operations Committee

Council to appoint members to the following Committee; Council Members who have expressed an interest are:

Barry Flood	Stephen Coe	Welna Bowden
Martin Cockersole	Simon Connell	

Agreed

(d) Appointment of Chair – Operations Committee

A nomination paper was circulated with the Agenda papers from Barry Flood. **Agreed**

(e) Strategy and Policy Committee

Council to appoint members to the following Committee; Council Members who have expressed an interest are:

Dan Howard	Jim Brown	Gwenda Owen
Lizzie Reather	Kristian Gregory	Jonathan Naughton

Agreed

Martyn Bolt asked if he could be considered for this Committee as he hadn't responded to the various emails that were sent. **Agreed**

(f) Appointment of Chair – Strategy and Policy Committee

A nomination paper was circulated with the Agenda papers from Gwenda Owen.

Julian James proposed that Jim Brown be considered for Chair of this Committee.

Proposed by: Julian James

Seconded by: Barry Flood

It was agreed by all present to not have a secret vote but to go with a show of hands. Jim Brown and Gwenda Owen left the room for the voting to take place.

Voting for Gwenda Owen = 10

Voting for Jim Brown = 5

Abstentions = 1

Gwenda Owen was duly elected as Chair of Strategy and Policy.

(g) Investment Committee

Council to appoint members to the following Committee; Council Members who have expressed an interest are:

Barry Flood	Martin Cockersole	Simon Connell
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Barry Flood confirmed that John Catt (ex- Councillor) had been co-opted onto the Committee.

Agreed

Martin Cockersole was nominated at Chair of Investment Committee.

Agreed

(h) Equality Champion

Council Members who have expressed an interest are:

Lizzie Reather

Agreed

All of Council agreed to support Lizzie in this role.

(i) Appointment of Directors to the subsidiary Companies

CTC Sales Ltd (formerly Shop/ Insurance)	Operations Committee Councillors	Appointed after (c) is passed
CTC Cycle Racing	Operations Committee Councillors	Appointed after (c) is passed
CTC Central Ltd (Events and Activities)	Operations Committee Councillors	Appointed after (c) is passed
Member Group Companies (Holding Structure for member Groups Accounts)	Operations Committee Councillors	Appointed after (c) is passed

Agreed

Ordinary Business:

3 Apologies for Absence

Apologies of absence were received from Jon Snow and Simon Connell.

4 Declarations of ‘Conflicts of Interest’

Other than those declarations of ‘Conflicts of Interest’ already recorded no other declarations were received.

5 Minutes of the previous meeting held on Saturday 17th October, 2015

Other than the amendments in the table below the Minutes were recorded as a true record of the meeting.

Page 4 – Item 9 – 4 th paragraph – 1 st line	Change not vote on to ... not vote for
Page 4 – Item 9 – 5 th Paragraph - last line	Change enough for my vote to enough for her vote.

David Cox confirmed that David Hearn of Coventry CTC has agreed to take on the organising for the annual Meriden Church service, which is great news.

6 Notification of Any Other Business

None reported.

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

None reported.

Motions for Council:

8 Annual Report & Accounts for 2014/2015

Council is invited to confirm the process by which the Annual Report and Accounts are to be signed off.

Agreed

9 Motion:

Proposed by: Operations Committee

“Council recommends to the Annual General Meeting the appointment of Buzzacott LLP as the Club’s Auditors and to seek the meeting’s approval for Council to fix the Auditor’s remuneration”

Agreed

Carol McKinley confirmed this is the 4th year Buzzacott LLP have been our Auditors. A good working relationship has been built with the Finance team and special thanks must go to Diane Kelway-Bamber for all her hard work in producing the accounts and papers on time for the Audit.

10 Motion:

“Council’s proposal about Subscriptions for 2016/2017 to the Annual General Meeting as in the accompanying paper”.

Matt Mallinder introduced this paper proposing that there be no increase to the headline rate for 1016/17.

A short discussion followed around the amount of ‘Gift Aid’ we will receive as we mustn’t spend money we haven’t got, we should shout about the good news though. However we do need to have a plan for the next step and how is it aligned with the Strategy.

Agreed

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

Reports:

11 Branding Review

Following a confidential detailed debate in summing up David Cox reminded Councillors this is a ‘Confidential’ session and please no leaks. This will be launched in the correct way to

get the best advantage. A Risk Analysis and Launch Plan will be circulated and taken to the appropriate committee for sign off as we can't delay this until the May Council meeting.

Dan Howard proposed the new brand and strategy be endorsed, with the proviso that the risk analysis is completed and signed off.

Proposed by: Dan Howard

Seconded by: Gwenda Owen

Voting: In favour = 15

Against = 1

Abstentions = None

Agreed

Martyn Bolt asked that his name be recorded as voting against.

Action Point 1 – Risk Analysis/Launch Pack to be circulated to the appropriate committee for sign off.

12 Chief Executive's Report

Paul Tuohy introduced his paper saying there is lots of good news and work in progress. He confirmed an approach was made to us by Dft for another BBR proposal. We submitted a proposal within a 7 day turn around as requested. This has now been put on hold due to the floods over Christmas. There is so little money around to be approached sends a really positive note.

Further to his report, Roger Geffen said that the Government has answered our calls for significant long-term investment in cycling by earmarking central Government funding of just £1.39 per person annually for cycling in England outside London – and we're now stuck with this sum "for the long-term" (i.e. the next 5 years).

Stephen Coe asked if there is plan in hand with regard to 'Gift Aid', when can Council expect to get a forecast. Carol McKinley confirmed that we need to implement the correct IT package to enable us to start the process. There is a process to work though. Barry Flood asked if we had the Gift Aid agreement in writing. Carol McKinley confirmed she would ask our Tax Advisor to forward the agreement note he received from the Revenue.

13 Governance Review

Martin Cockersole introduced the paper and gave thanks to his colleagues on the Group in particular Shivaji Shiva for putting together the comprehensive circulated report. A lot of work has gone into shaping these proposals. The document has been available since the 17/12/15 and he hoped everyone has had a chance to digest it. This is a huge opportunity for our organisation. It is intended that whatever is agreed today a proposal will be taken to the next AGM. He went on to say it has been said that the group were obsessed with reducing the size of Council and had drafted the proposals around that pre-conception. He assured Council that was not the case. The only obsession was to produce the best possible governance arrangements for the organisation we all cherish. We took into account professional advice on best practice including government guidance. We also considered governance failings elsewhere including some NHS Trusts and the Cooperative Group. This is a huge opportunity for us to enhance our organisation. He urged Council to grasp it.

Martin then passed over the Shivaji to take Council through the papers. For the benefit of the new Councillors Shivaji introduced himself as a Charity Lawyer as well as a keen but slow utility cyclist and occasional cycle campaigner. He explained that a lot of work had gone into

this paper and Council have had over a month to respond back to him. He drew attention to a few facts:-

- This is just a start, we are looking at the structure now. We will move onto processes and behaviours later. We don't have to resolve all the issues today. We need to get a diverse balanced board and improve the representation of all sorts of people.
- The Nations issue is an important one, but this will not be solved today and some Councillors may wish to give advice on the next steps.
- There needs to be an understanding of the difference between Trustees and the wider representative role that has been described by some as the 'Councillor' role.
- There is a much wider piece of work to be done on Volunteer engagement.

Shivaji read out the decisions required from this meeting:-

1. To approve the proposals at paragraphs 4.3.1 to 4.3.5 of the paper (by a simple majority in the absence of consensus).
2. To approve the proposals at paragraphs 4.3.6 to 4.3.13 of the paper (by a simple majority in the absence of consensus).
3. To approve the deletion of Standing Order 6 for Council Meetings and the amendments to CTC's order in Council necessary to reflect the proposals referred to above. This decision must be approved by 75% of those Councillors voting, in accordance with Order in Council 1.
4. To approve the Transition Plan at Appendix 8 to the paper by a simple majority in the absence of consensus).

Taking 4.3.1 to 4.3.5 there are 5 proposals in this section to be agreed and Shivaji opened up the floor to questions and debate.

4.3.1: Council shall consist of up to 12 people including the Chair. In practice, this a reduction of just 4 from the current 16 (though the maximum possible is 26, including 4 co-opted Councillors).

The Chair asked Jim Brown to speak as he had submitted a background paper on this issue. Jim said there is clearly no secret that I have some worries about proposal on the table. We need to agree what we are here for and what is the breadth of our activity. By reducing the number to 12 we might not have enough resource to scrutinise or to constructively challenge where necessary, it is all too cosy. We will lose the potential for succession planning which is needed. It feels as if the assumption needs to be smaller has been made and then fitted everything else around it.

The debate continued and the following points were raised:-

- Reference to Grant Thornton and best practice where most top 100 companies have board numbers of 10 to 15 with 13 being the average but high end of the range. This is recognised in the industry as best practice.

- The circulated email regarding 'Wikipedia' was interesting as they run with only 9 trustees. A good case and strong evidence that small and well-formed Board can be more effective.
- 12 is a too big a reduction. 16 elected Councillors would be better coupled with qualifications, the selection process needs to be improved.
- There seems to be the impression that there are levels of trustees, this is not the case, there is no hierarchy.
- Bear in mind those roles will be Trustees and not Councillors 16 to 12 is not too dramatic and we have come up from 10. Another important point is scrutiny, we need an effective board with skills and focus to hold the CEO to account and not get side tracked by local issues.

Welna Bowden confirmed she was happy with the proposal but would like to add minimum of 25% will be female this would send a strong message and 4.3.1 should be amended to make this clear.

Shivaji Shiva supported the aspiration and would like to see more than 25% of the board made up of women but said we should be cautious about quotas as a means of achieving diversity.

Jaki Lowe felt that women on boards is a very strong point but these quotas should be in the skills specification that needs to be adhered to be the Nomination Committee.

Vote on the following amendment to 4.3.1 to read as follows:-

4.3.1. Council shall consist of up to 12 people including the Chair, of which a minimum of 25% shall be female.

Proposed by: Welna Bowden

Seconded by: Julian James

Voting: In favour = 4

Against = 11

Abstentions = 1

Motion lost

4.3.2: At least 9 members of Council shall be elected by the membership.

A discussion followed and Jim Brown asked that '9' should be changed to 'all'.

4.3.2 All members of Council shall be elected by the membership.

Proposed by: Jim Brown

Seconded by: Julian James

Voting: In Favour = 4

Against = 11

Abstentions = 1

Motion lost

4.3.3: All CTC members will be able to vote in the election of Councillors. Councillors will no longer be selected on the basis of electoral divisions.

A debate about devolved representation took place. Barry Flood felt we are ignoring a local democratic function. Being asked to give up representation that is South East centric, having just a reference in the strategy document is not sufficient. A vast majority of CTC's work goes into Westminster, there is nothing wrong with that, it is just Northern Ireland, Wales or

Scotland don't get the same thrust. Imagine the disenchantment there will be when they find out that local representation has been removed, democracy of CTC is a USP. The solution would be to have dedicated posts for each nation.

Gwenda Owen felt Barry Flood had defeated his own argument, we have regional representation now and it has not served the devolved nations well. We do need a trustee board as a whole that gets devolution and drive the strategic direction to really get the UK wide work.

Ian Wescombe said a trustee is responsible for the whole running of the charity and all the activities of the charity wherever they are delivered. The Ambassadorial activity needs to be considered but separate from the trustee role.

We need to amend the wording to include the rest of the world.

The following motion was proposed:

That the three devolved nations have a dedicated space on the board. If a 'local' candidate emerges and passes the Nomination Committee evaluation, then there would be a local election. If no suitable candidate from a particular devolved nation comes forward the place goes back into the general pool for a national election.

Proposed by: Barry Flood

Seconded by: Julian James

Voting: In Favour = 2

Against = 12

Abstentions = 2

Motion Lost

A further motion was proposed:

To delete proposal 4.3.3 from the circulated paper.

Proposed by: Jim Brown

Seconded by: Stephen Coe

Voting: In favour = 5

Against = 11

Abstentions = None

Motion Lost

Item 4.3.3 is retained.

4.3.4: Up to 2 Council members may be appointed externally – that is s/he need not be a member of CTC when recruited (though s/he will be asked to join CTC before joining the Council) – one of which will be the 'Senior Independent Trustee'.

There was a general debate and it was agreed that the word 'asked' be changed to 'required'. Shivaji confirmed the idea behind this is there is a risk all members of Council would be recruited from the same relatively narrow background in CTC Groups. To have a person on the board from a different source would give a different perspective and s/he may take a different view having possibly sat on other boards.

A motion was proposed:

To delete proposal 4.3.4 for the circulated paper.

Proposed by: Martyn Bolt

Seconded by: Julian James

Voting: In favour = 3 Against = 12 Abstentions = 1 **Motion Lost**

4.3.5: Subject to the maximum number of Councillors set out at 4.3.1 above, Council may co-opt people to join Council to fill gaps in the skills, knowledge or experience of the Council or fill casual vacancies. If necessary, and subject to the limit on external appointments at 4.3.4 above, Council may co-opt a non-member.

David Cox felt it would be good to have an Independent Trustee, this is a very valuable role and it is good to have independent advice. We would also need someone to organise the 360 appraisal of the Chair.

Shivaji Shiva thanked Council for their comments and suggested Council should now vote on items 4.3.1 to 4.3.5.

Voting: In favour = 11 Against = 4 Abstentions = 1 **Carried**

David Cox confirmed with Stephen Coe's agreement items 14 and 15 be deferred to the next Operations Committee to report back to Council in May.

Action point 2 – Report back to May Council meeting

Moving onto the next stage 'Other Changes'.

A debate followed and the points raised were:-

- There are a number of process committees and no outcome based committees.
- Staff standing for elections.
- 4.3.7 change to word 4 trustees 'plus' staff to 4 trustees 'supported by'.
- Nominations Committee Terms of Reference the following amendments were suggested:-
 1. The committee shall consist of '3' (not 2) trustees.
 2. Advised by a professional advisor 'as required'.
 3. Professional advisor and support position shall be appointed by Council.
 4. The Chair should be a member of the charity.
 5. Delete the words volunteers and volunteering.
 6. The professional advisor – change 'must to 'should'.

Shivaji Shiva confirmed that all candidates would go through the Nominations Committee who would check that person is legally able to stand and it will say on the voting form if they have been endorsed by the Committee. He said the 4.3.10 is normal in the voluntary sector, it is good to periodically refresh the board.

4.3.12 it was agreed that the 'Ambassadorial' role should be part of the wider volunteer strategy.

Martin Cockersole responded to some of the points made. The Company Secretary role is supportive and not an active role. The professional advisor role is to advise on process. All recommendations are made to Council (board of Trustees). To have an Independent Chair is very important.

Voting for the proposal at paragraphs 4.3.6 to 4.3.13

Voting: In Favour = 14 Against = None Abstentions = 1 **Carried**

Martyn Bolt questioned whether there should be a 'Poll of the Club'. Shivaji Shiva explained by reference to the Articles of Association that this was not a matter for Council now.

Moving onto Item 3 the deletion of Standing Order 6.

Jim Brown suggested an addition instead of deleting (6) insert the Chair shall be elected by the entire membership. Shivaji felt this carries its own risk and this would conflict with the 'Mem & Arts' so they would need to be amended. It would be a way of engaging with the full membership. The question was asked – do other charities do this and Shivaji confirmed that some do. Martin Cockersole felt these are such big issues and suggested that we approve what we have and undertake to look at this idea later.

Voting for the deletion of Standing Order 6.

David Cox mentioned that due to feeling unwell Welna Bowden had left the meeting but had given him a note to say she was giving her proxy vote to him to vote in favour. It was agreed that the vote should only be the Councillors in the room.

Voting: In favour = 10 Against = 4 Abstentions = 1 **71.4% Motion lost**

Item 4 – Transition Plan

Shivaji referred Councillors to the timetable circulated. The question was asked when the 3 years rule would be run from if implemented in May. Shivaji confirmed that nothing will happen before Councillors come to the end of their term. We have 2 likely resignations, 4 Councillors due to retire, and we have a contested election. If we agree that then we have a transition plan.

Proposed by: Martin Cockersole Seconded by: Gwenda Owen

Voting: In favour = 11 Against = 2 Abstentions = 2 **Carried**

Jim Brown asked that his amendments paper be referred for consideration to the Governance Group this was agreed.

Action Point 3 – Paper to be an Agenda item for the next Governance meeting

Barry Flood asked if he could join the Governance Group as he really wants to constructively engage with the group and make the new structures work. This was agreed.

Action Point 4 – Barry Flood to be invited to the next meeting.

14 Motion proposed by Stephen Coe

The decision was made earlier in the meeting to defer this item.

15 Motion proposed by Stephen Coe

The decision was made earlier in the meeting to defer this item.

The following Agenda items are for note:-

16 Executive Committee

Matters arising from the meetings held on 25th November, 2015 and 13th January, 2016

The circulated Minutes were noted by Council.

17 Operations Committee

Matters arising from the meeting held on 25th November, 2015

The circulated Minutes were noted by Council.

18 Strategy and Policy Committee

Matters arising from the meeting held on 4th November, 2015

The circulated minutes were noted by Council.

19 2015 AGM report on topics raised

The circulated paper was noted by Council. Martin Cockersole referred to the 'Changes requested' section and highlighted that the two Essex groups are not disappearing they have in fact merged.

20 Scotland, Wales, Northern Ireland and English Regions

All reports were noted.

21 Any other Business

Julian James asked for confirmation that if CTC change their membership structure will people going on a trip with Holidays and tours still need to be members. Carol McKinley confirmed that the membership structure has not changed and it has always been the rule that they should be a CTC member to go on a tour.

22 Dates for 2016 Council meetings:

Council are invited to note the dates for the 2016 Council meetings and AGM

Saturday 7th May AGM also

Saturday 23rd July

Saturday 22nd October

The above dates were noted.

The meeting closed at 4.25 with a thanks to the Staff from Jonathan Naughton.