

**Circulation:**

**Council Members:**

Richard Bates  
Philip Benstead  
Martyn Bolt  
Welna Bowden  
Jim Brown  
Martin Cockersole  
Stephen Coe  
David Cox (Chair)

Barry Flood  
Kristian Gregory  
Dan Howard  
Jaki Lowe  
Gwenda Owen  
Lizzie Reather  
Shivaji Shiva

**HQ Staff**

Paul Tuohy  
Carol McKinley  
Matt Mallinder  
Sue Cherry (Mins Sec.)

**Observer:**  
Hilary Reed

**Ordinary Business:**

**1 Chair's Communications**

David Cox welcome everyone to the meeting and explained the procedure for the day.

**2 Apologies for Absence**

Apologies for absence were received from Jon Snow, Graham Smith, Julian James and Janet Gregory.

**3 Declarations of 'Conflicts of Interest'**

Other than those declarations of 'Conflicts of Interest' already recorded Barry Flood declared ECF, Jaki Lowe also ECF, David Cox for Vice Chair of Push Bike Birmingham and Lizzie Reather confirm she was no longer on the 'Cyclenation' board.

**4 Notification of 'Any Other Business'**

- Philip Benstead     - Cycle Helmets on non-competitive cycle events.  
                              - Council Elections.  
                              - Insurance issue.
- Martyn Bolt           - Members expenses in the Operations Minutes requires Council decision.

**5 Minutes of the previous meeting held on Saturday 18<sup>th</sup> April, 2015**

The Minutes were agreed as a correct record of the meeting.

**5.1 Action Points from the previous meeting.**

Jim Brown – Mentioned the Safeguarding Policy should still be a pending action point. Carol McKinley explained to the Board that the action point was concern over the fact that CTC had adopted the policy from BC in fact, CTC co-wrote the policy with others. She confirmed this is a live policy that meets current guidelines. The action point was to send a member of staff on a training course which has been done. Some general information notes will now be produced for Member Groups.

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

Barry Flood asked if the 'log of Council decisions' had been done. Carol McKinley confirmed that Sue Cherry is working on this project and it will be circulated to Council when the project is finished.

Philip Benstead asked that for the purpose of the Minutes could he be known as Philip with one 'l' and not Phil.

Stephen Coe referred to item 7.3.1 of the minutes. He wanted to know where the Big Bike Revival (BBR) was happening locally to him. Matt Mallinder advised if he looked at the BBR website under his area he would find that information.

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

#### **Reports:**

#### **7 Chief Executive's Report**

Carol McKinley referred to the circulated report and mentioned she had received feedback that there is too much detail in past reports therefore, this one is shorter and asked for questions from the floor.

Jaki Lowe highlighted page 4 regarding Cycling Development in Scotland and reminded council of the history of this post and asked that any change is carefully considered. Any issues should be raised at Operations Committee.

Jim Brown referred to the increasing Senior Membership figures and asked for a further breakdown of figures. Matt Mallinder agreed that in future reports he would separate Senior Membership from other concessionary types.

#### ***Action point 1: Matt Mallinder to amend future Membership reports to separate Senior membership from other concessionary types.***

Martyn Bolt asked when the Technical Editor was appointed for 'Cycle' magazine. He referred to the 'Councillors Guidelines' where it says that Council appoint the Editorial Committee therefore any changes should come back to Council for agreement. Matt Mallinder confirmed that no Technical Editor had been appointed it is just a term that Dan Joyce uses for the purpose of the magazine. Dan has nine people who will be writing technical pieces in the magazine, these are people commissioned by the Editor and are not staff appointments. Matt also mentioned the old way of working for the Editorial Committee just didn't work, the set-up for meetings has changed and is working well. Many Councillors spoke on this matter saying they welcomed the change in the format/layout of the magazine.

Carol referred back to the above question of 'Councillors Guidelines' saying that these were given out in Dec 2014 and changes that had happened since then had not been updated and stated they are just guidelines. It was accepted that the guidelines in places were out of date and would be reviewed and updated after the Governance review is completed.

The question was asked – what control do Councillors have over the magazine. Barry Flood confirmed that Council have control and they can bring any major issues to these meetings.

At this point Hilary Reed, Right to Ride representative from Portsmouth joined the room as an Observer and was welcomed by the Chair. David explained there were an unusual number of 'Confidential' items on this Agenda and that she would be asked to leave the room for these.

It was then agreed to take Item 12 first as this was the main item of interest to Hilary.

For the purpose of the Minutes Item 12 will remain where it should be in this paper.

## **8 Revised Strategy 2015**

Carol McKinley gave some background to this item. Confirming a workshop had taken place and this document was tabled at the recent S&P Committee, where a detailed debate took place resulting in the final Strategic Framework document you have in front of you. The document asks challenging questions and gives a clear path with lots to do.

Kristian Gregory advised that all issues raised had been addressed and recommended approval of the paper with one amendment. Page 9 – Context paragraph – delete the sentence – 12<sup>th</sup> line down beginning with – While .....

Proposed by: Kristian Gregory      Seconded by: Gwenda Owen      Agreed: Nem Con

## **9 Budgets 2015/16**

Carol McKinley advised this paper went to the recent Operations Committee and is a truly reflective budget. As instructed the Contingency had been moved above the line. This is a balanced budget if targets are achieved. The Operations Committee had endorsed the budget. She then opened the floor up to questions:-

It was asked how will membership growth be managed over the next 3 years? Matt Mallinder confirmed strong monitoring is now place through Management Accounts being received monthly so we would be able to spot movement quickly. The strategy is clear, our brand will be clear, we will have clear communications and most importantly we believe in the product so we should therefore shout about it.

Paul Tuohy said our challenge is to change the idea of riding a bike, we need to tell the brilliant stories CTC have collected that people don't know about. The legacy marketing work has started so we should see a big push on that in the next few months – all really positive issues.

It was mentioned that Insurance was always going to be the biggest risk. Carol confirmed this had been addressed in the re-forecast but this is the one item we have no control over.

Stephen Coe asked Paul Tuohy about the revenue from membership subscriptions of £2.037m. We accepted the assumptions of £27ppu.

Paul Tuohy checked with Matt Mallinder that this figure included some draw down from the Life Membership Fund, which it does and Barry Flood concurred. After deducting the Life Membership figure the agreed membership target for 15/16 is 69,000.

Proposed by: Barry Flood      Seconded by: Dan Howard      Agreed: Nem Con

## **10 ECF Membership fees for approval**

Barry Flood opened the discussions by declaring a 'conflict of interest' as he was elected ECF Treasurer and Jaki Lowe was elected an ECF Vice President at a recent meeting. He thanked Carol for circulating the background information to Council. He highlighted the error on the paper cover sheet should say £27k not €27k.

Barry confirmed he has looked at the charity guidance on 'Conflicts of Interest' and 'Conflicts of Loyalty' and felt he didn't have one even though he was treasurer of both ECF and CTC. Council authorised him to join ECF which he did in the best interest of the Charity. He indicated he was happy to leave the room if asked.

Jaki Lowe then confirmed that she was not authorised by CTC to join ECF but her aims were in line with Barry's and felt she was making the right decision.

Shivaji Shiva thanked Barry for the guidelines work on Conflicts which was helpful. In the best interests of both organisations there is a conflict of loyalty and we need to manage this. He suggested that Barry presents his paper, takes part in the questions discussion and then leave the meeting along with Jaki to allow a free debate. Councillors all agreed on this procedure.

Barry continued saying that Paul Tuohy had started the debate off at the ECF Board meeting he attended last year. The larger paying members of ECF felt it unfair that their contributions were calculated solely on membership numbers. Although the fee had been reduced from €45,000 to €38,000 (£27,000) he felt there was some room for informal negotiations for a further reduction. Barry felt CTC were not taking full advantage of the available funding. It was confirmed that opportunities have been there but they have very testing conditions i.e. CTC has to find match funding which we find difficult and overhead recovery is not allowed in all cases.

Barry Flood said that Matt Mallinder had told him that in the current ECF project run by the CTC there had been no problems obtaining match funding, and Barry's information is that in projects currently on offer overhead recovery can be as high as 25%

Barry and Jaki then left the meeting room.

A general debate on the proposal in Barry's paper followed:-

Gwenda Owen asked is it in CTC's interest to continue. Do we need to be part of the ECF? Stephen Coe and others commented on the positives aspects of the ECF Membership.

Stephen Coe and others commented on the positive aspects of ECF membership.

Paul Tuohy said he recommends to cease payments while we work on a better deal. We don't have to be an ECF member to get funding opportunities. This fee money could be spent in a much better way – i.e. it is a communications or a fundraising post. It is a lot of money for our organisation. The CEO and Directors do not recommend paying the fee. He suggested we take a break from paying while discussions continue. He felt there were more important things in the Strategy Plan to work on but would be happy to work with Kevin Mayne to try to get agreement on a sensible fee. There was general agreement in the room on Paul Tuohy's recommendations and it was felt the new rate was still expensive.

It was confirmed that CTC had not been presented with any opportunities to get ECF funding.

Welna Bowden suggested going back with a counter proposal.

David Cox referred Council back to the motion that is on the table which is:-

Council agrees to continue to pay the ECF membership fee.

Proposed by: Barry Flood

Seconded by: Richard Bates

Voting: For = 1

Against = 11

Abstentions = 1

Proposal lost

A further debate followed and Councillors agreed to remain with the original motion from October 2014 which reads:

To cease any further payments of ECF membership subject to negotiation of new terms.

Proposed by: Martyn Bolt

Seconded by: Kristian Gregory

Voting: For = 11

Against = 1

Abstentions = 1

Proposal Agreed

## 11 Awards and Recruitment Committee

Recommendations to Council

- Propose President – Jon Snow
- Propose Vice President – Josie Dew and Lord Tony Berkeley
- Propose Financial; Advisor to Council – Simon Connell
- Propose Honorary Consulting Solicitor – Shivaji Shiva

Sue Cherry advised Council that she had written to all the above asking if they were happy to continue in their posts, all had replied saying they would be delighted.

Philip Benstead advised that he objected to Shivaji Shiva being appointed as the Honorary Solicitor because he is never seen at Council meetings. Although his legal advice is useful he should be more available.

In a response to this, several Councillors commented that Shivaji's involvement in Council work is massively helpful and his advice is always clear and supportive.

Recommendations to Council as above:

Proposed by: Martyn Bolt

Seconded by: Welna Bowden

Voting: For = 11

Against = 1

Abstentions = 1

Proposals Agreed

## 12 Equalities update

Carol McKinley reported on the background of the circulated paper. CTC started this work in 2007 which was staff led. Due to staff changes this work has slipped. A work plan is in place but a review of action has not been completed for a while. CTC as a charity should look at best practice for the way forward as there may be more appropriate equality marks and quality mark frameworks. The external financial support that was available in 2007 is no longer there.

Jaki Lowe who was on the most recent working group felt the action plan has no relevance to CTC now and it is not the right tool kit to be using. We should re-look at what is out there that has clear links to our Strategy.

It was agreed not to continue updating the existing paper.

Lizzie Reather who is CTC's Equalities Champion agreed to convene a 'Working Group' to look at an appropriate working tool which links with the Strategy and to report 'a way forward' to the January Council meeting.

***Action: Lizzie Reather to convene a Working Group and report back a 'way forward' to the January Council meeting.***

Hilary Reed felt the discussion was transparent and commented that she would like to see the 'Terms of Reference' when agreed.

### **13 AGM Briefing**

Carol McKinley advised Council that Alex Leonie from Electoral Reform Service would be present to do the registration, proxy votes, vote counting and vote results.

### **The following Agenda items are for note:-**

#### **14 Operations Committee – 24<sup>th</sup> June, 2015**

Martyn Bolt questioned the last paragraph on page 4 of the minutes regarding adding to and from post codes on their expenses. When did this come into force? Carol McKinley confirmed this point was raised in the Audit report in 2013 which Council accepted.

- Management Accounts

The circulated accounts were noted and agreed.

#### **15 Strategy and Policy Committee – 27<sup>th</sup> May, 2015**

The circulated minutes were noted and agreed.

#### **16 Scotland, Wales, Northern Ireland and English Regions**

The circulated reports were noted and agreed.

#### **17 Any other Business**

Elections – Philip Benstead raised the fact that there were vacancies in some areas. David Cox thanked him for pointing this out.

#### **18 Dates for 2015 Council meetings:**

Council are invited to note the dates for the 2015 Council meeting

Saturday 17<sup>th</sup> October

The meeting closed at 1.15pm