

Present:

**Council Members**

Richard Bates  
Welna Bowden  
Peter Brake  
Colin Brown  
Jim Brown (Trust)  
John Catt (Trust)  
Martin Cockersole  
Stephen Coe  
Simon Connell  
David Cox

Roger Crosskey  
Barry Flood  
Peter Hayman  
Dan Howard  
Tim Jackson  
John Radford  
Julian James  
Graham Smith  
Arthur Spurr

**HQ Staff**

Kevin Mayne  
Carol McKinley  
Sue Cherry (Minutes Sec)  
Rob Fuller  
Steve Bailey  
Ian Richardson  
Tejesh Mistry

**Observers:**

Peter Jackson  
Philip Benstead  
Adrian Williams

**COUNCIL ORGANISATION 2012**

**1 Election of CTC Council Officers for 2012 (Club)**

**1.1 Chair**

A nomination for this post had been received from David Cox and his statement had been circulated with the Agenda papers. Further nominations were asked for from the floor. None came forward therefore David Cox was duly elected as Chair for CTC National Council for 2012.

**1.2 Vice Chair**

A nomination for this post had been received from Martin Cockersole and his statement had been circulated with the Agenda papers. Further nominations were asked for from the floor. None came forward therefore Martin Cockersole was duly elected as Vice Chair for CTC National Council for 2012.

**1.3 Chair's Welcome**

David Cox thanked Councillors for re-electing him as Chair and hoped that we could achieve getting more people cycling this year than ever before and thanked Councillors for all their hard work. He introduced the new members to Council Colin Brown, Roger Crosskey (both for London), Dan Howard (West Midlands) and John Radford (Yorkshire and the Humber) and welcomed them to meeting and wished them luck in their new posts. The Regional Managers and Observers were also welcomed to the meeting.

Agenda Items 11.1, 13, 19, 20 and the appendix to item 21 were highlighted as confidential items and it was agreed they would be taken in a block at the end of the meeting and the Observers would be asked to leave the room. Some Councillors felt Item 13 on the Subscription increase should be discussed openly and not confidential. After a vote from the floor it was agreed this item would not be confidential.

**2 Council Elections 2012 (Club)**

**2.1 Report of Returning Officer for Election to Council Representation 2012 – paper attached**

This paper was noted by Council.

## **2.2 Transferable Votes**

Proposed by: Jim Brown

Seconded by: Richard Bates

In future Single Transferable Votes elections for CTC Council that a “whole number” transfer method is adopted.

**Agreed: Nem Con**

### **3 Proposal to form an Executive Committee – paper attached**

A discussion followed regarding the paper circulated on this item. It was agreed the Executive committee would replace the existing Agenda Committee. It was confirmed this Committee falls under Standing Orders so must submit minutes to Council meetings. It was agreed to amend the following sentence from the proposal to read as follows: *Notes will be made of Executive Committee issues and decision which will be reported to the next meeting of Council.*

**Agreed: Nem Con**

Following the above discussion Peter Brake withdrew his Motion under Item 17.

### **4 Council and Trust Committees 2012 (Club and Trust)**

Notes:

*The standing orders of CTC Council and past resolutions by Council set out the procedures governing Committees. The members are elected annually by Council. The proposals below have been recommended by the Agenda Committee from the expressions of the interest received.*

*The Chair of Council is an ex-officio voting member of all Committees.*

*The Chief Executive or his representative attends all Committees.*

*Co-opted member of Council may vote at Committees and fall into the specified number of Councillors on each Committee.*

Committees may also co-opt a number of specialist members from outside the Council at a future point, approval of the co-optees is not required by full Council

#### **4.1 Cost of Council (Club) – Confidential**

Barry Flood opened the discussion on this paper by saying this is a housekeeping issue, our income is reducing, redundancies are being made Council must make sure all meetings our cost effective. Ask yourself what am I going to contribute by attending the meeting, could I use teleconferencing facilities – all these questions need to be considered. Other considerations worth some thought were the merging of some sub-committees and the size of committees.

The paper was noted by Council and considered confidential after the meeting.

#### **4.2 Awards and Recruitment Committee**

Proposed by the Agenda Committee; Council members appointed to the Awards and Recruitment Committee for 2012 to consist of the following:

Chair of Council

Julian James

Kevin Mayne confirmed this committee is responsible for electing the President, Vice President and any co-optees onto Council. If Councillors had any suggestions for the replacement of any of these positions they should submit their nominations to the Chair of this committee.

**Agreed: Nem Con**

#### **4.3 Management Committee**

Proposed by the Agenda Committee; Council members appointed to the Management Committee for 2012 to consist of the following:

Barry Flood	Martin Cockersole	Stephen Coe
John Catt	Colin Brown	Tim Jackson
Welna Bowden		

**Agreed: Nem Con**

#### **4.4 Way Forward Committee**

Proposed by the Agenda Committee; Council members appointed to the Way Forward Committee for 2012 to consist of the following:

Arthur Spurr	Peter Hayman	Jim Brown
Richard Bates	Graham Smith	John Radford
Roger Crosskey	Dan Howard	

**Agreed: Nem Con**

### **5 Appointment of Directors and Trustees to subsidiary Companies and Charities (Club and Trust)**

#### **5.1 Director and Trustees to be appointed to Subsidiary Companies and Charities**

CTC Sales Ltd	Management Committee Councillors	Appointed after 4.3 is passed
CTC Cycle Racing	Management Committee Councillors	Appointed after 4.3 is passed
CTC Central Ltd (Events and Activities)	Management Committee Councillors	Appointed after 4.3 is passed
Member Group Companies (Holding Structure for member Groups Accounts)	Management Committee Councillors	Appointed after 4.3 is passed

**Agreed: Nem Con**

#### **5.2 Company Secretary**

Kevin Mayne is currently Company Secretary to all CTC Companies and the recommendation is that this be changed when new Chief Executive is appointed.

**Agreed: Nem Con**

#### **5.3 Returning Officer**

Carol McKinley CTC Operations Director to be appointed as Returning Officer for all CTC Votes and Elections.

**Agreed: Nem Con**

### **ORDINARY BUSINESS:**

#### **6 Apologies for Absence (Club and Trust)**

Apologies for absence were received from Jon Snow, Shivaji Shiva and David Robinson.

#### **7 Declarations of 'Conflicts of Interest' (Club and Trust)**

Roger Crosskey declared he was on the special needs 'Wheels for Wellbeing' committee. No other declarations of Interest were declared.

**8 Minutes of the previous meeting held on Saturday 22<sup>nd</sup> October, 2011 – paper attached – (Club and Trust)**

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

**9 Notification of Any Other Business (Club and Trust)**

No notification of any other business were received.

**10 Matters arising from the previous meeting not covered on Agenda (Club and Trust)**

Item 8 - It was agreed that Kevin Mayne's statement should be sent to the newly elected Councillors.

**MOTIONS FOR COUNCIL**

**11 Annual Report & Accounts for 2010/2011**

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

**11.1** Simon Connell advised the Accounts process has taken longer this year due to the appointment of new Auditors. They had been very thorough in the process and have built a good working relationship with our Finance Team. It was agreed the process for the final Accounts would be for the Executive committee to do the sign off with Simon Connell's approval. Once signed off a full set would appear on the website. Martin Cockersole thanked Karen Briggs and Carol McKinley for the work they had done during this process.

**11.2** Kevin Mayne thanked Council for their comments on the paper circulated and asked for agreement of the following points:

- To note the draft report – Agreed.
- To authorise the Executive Committee to approve the Final draft to the report – Agreed.
- To authorise the Chair of Council to sign the final version of the report on behalf of Council – Agreed.
- To authorise the Chair of Trustees to sign the final version of the report on behalf of the Trustees – Agreed.
- To agree that an extracted report will be published in the CTC Member's magazine – Agreed.

**Agreed: Nem Con**

**12 Motion:**

Proposed by: Management 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: Nem Con**

**13 Motion:**

"Council's proposal about Subscriptions for 2012/2013 to the Annual General Meeting will be as in the accompanying paper"

Proposed by: Julian James                      Seconded by: Richard Bates

Kevin Mayne reminded Councillors that in line with the Memorandum and Articles full membership rate has to be agreed at an AGM. Council has the power to set all the other rates. The debate that followed discussed encouraging more payments by direct debit by giving discounted incentives for payments. Also suggested was a donation box be added to the direct debit payment renewal form.

It was agreed Management Committee will review all membership packages.

There followed a debate to increase to subscription rate to £41.00

New Motion:

To amend the recommendation that Council propose to the AGM an increase in the Adult rate to £41.00.

Proposed by: Barry Flood                      Seconded by: John Catt

Vote: In favour 14                                  Against 3    Motion Carried

***Action point: Item for the next Management Committee – membership packages***

#### 14 Motion:

“Council adopts the 2012 Goals for Council”

Kevin Mayne confirmed the objectives circulated in the Agenda paper were summarised from the ‘Awayday’. He highlighted the decisions required

- To adopt the goals – Agreed
- To delegate authority to Committees to implement the actions – Agreed
- For each Council member to consider a set of personnel actions by April 2012 – Agreed

It was agreed Council members would choose a peer, pick a topic from the Awayday, share the experience and feed back to Council in March.

***Action point: Agenda item for next meeting***

#### 15 Motion:

“Council adopts the revised Risk Assessment for CTC”

Eddie Finch a partner from Buzzacott Chartered Accountants gave a presentation on the importance of ‘Risk Registers’. The question was asked – what happens if the Guildford office was lost by a disaster, Carol McKinley confirmed there is a full disaster recovery package in force. It was agreed that further questions relating to the draft ‘Risk Register’ paper circulated should go to Simon Connell. He would refer them to Management Committee and any key issues will be raised in future CEO’s reports. The following decisions were agreed.

- To confirm the draft version of the ‘Risk Register’ as controlling risks faced by CTC – Agreed.
- To note the ‘Register’ will be reviewed again in six months – Agreed.

***Action point: Agenda Item for the July Council meeting***

#### 16 Motion:

“Council adopts the revised ‘Scheme of Delegation’ for CTC”

Council felt this was a good paper but realised this document was subject to review and not yet a completed document. Concern was shown over using the words ‘Policy

Committees' and remits of Committees should be standardised. It was asked if all Council comments should be directed to Martin Cockersole. The following decisions were agreed.

- To adopt the principles of the schedule – Agreed.
- To authorise Management Committee to complete the Schedule and commission additional policies as required – Agreed.
- To modify the remits of committees to reflect delegated areas identified in this schedule – Agreed.
- To review the schedule at least annually once completed – Agreed.

***Action point: To be an Agenda item for the July Council meeting***

**17 Motion proposed by Peter Brake**

“That the Minutes of the Agenda Committee and the procedure for election of Committee members be made public”.

This motion was withdrawn by the proposer.

**18 Motion proposed by Peter Brake**

“That CTC Magazine be called the magazine of the Cyclists' Touring Club”.

Proposed by: Peter Brake

Seconded by: Richard Bates

Peter Brake said he had mentioned this item at several Editorial Committee meetings that 'CTC' could mean anything to everyone and the strapline should be changed to the above. It was highlighted that at present the strapline used on the front cover is 'The magazine of CTC the UK's national cyclists' organisation', Councillors felt was enough. It was also mentioned the name is part of an ongoing study relating to branding that was discussed at the 'Awayday'.

Vote: In favour 1

Against 14

Motion lost

**PRESENTATIONS:**

Timed Business:

Presentation 1 – Regional Cycling Development Managers

Rob Fuller introduced the Regional Cycling Development Managers – Steve Bailey, Tejesh Mistry and Ian Richardson. Each spoke about the areas they covered and the work they were doing in the local communities.

Presentation 2 – Risk Management for Trustees

See Item 15.

**REPORTS:**

**19 Update on the progress of the Chief Executive recruitment – Confidential Item**

David Cox informed Council that 115 applications were received in total. From that 10 candidates were short listed to attend the Assessment day held on 20/1/12. From the 10 candidates 4 would be asked to attend a second interview in Guildford on the 27/1/12. He thanked Council for their supportive comments over the past few weeks.

**20 Update on the progress of the Charity Registration – Confidential Item**

Kevin Mayne confirmed that after discussions with Solicitors it was recommended that an application for review be submitted which has been done. A reply can take up three months which would take us to the 11/4/12.

The paper was noted by Council and the decisions required were agreed.

**21 Chief Executive's Report – (Appendix 1 Confidential Item)**

Kevin Mayne referred to the paper he circulated and confirmed offers of employment had been accepted for the three vacant positions Comms Officer, Marketing Officer and Information Officer and they would be starting during February and March. Phase two of the re-structure had started and the Union have been constructive and supportive. During the general discussion it was noted that the progress on targets set on equalities plan was very slow. It was agreed Way Forward would move this forward.

***Action: David Cox to speak with Welna Bowden and Rob Fuller***

**Appendix 1 paper**

Kevin Mayne opened the discussion by saying these bike clubs are very different from our bike clubs we have at present these would be more street level. He highlighted three risks:-

- Local authorities – administrative process via LA
- If we don't hit the numbers – we would have to give the money back
- Can't do the project for the money – we are making staff redundant who can do the work

He confirmed that all costing figures had been worked on and felt with the staff we have the project could be provided within the figures quoted in the paper. No one reaches children like our staff do you just have to see the bike club work already set up in their local areas. He felt confident this could be taken further.

The paper was noted by Council and agreement given to approve the funding applications.

**Agreed: Nem Con**

**22 Management Committee (Club and Trust)**

Matters arising from the meeting held on 3<sup>rd</sup> December, 2011.

No matters arising were recorded and the Minutes were noted by Council.

**23 Way Forward Committee (Club and Trust)**

Matters arising from the meeting held on 12<sup>th</sup> November, 2011.

Kevin Mayne confirmed that he and Roger Geffen had been delegated to write a briefing paper on 'Helmet wearing' before the next meeting.

***Action: Kevin Mayne and Roger Geffen to write a briefing paper***

**24 Awards and Recruitment Committee (Club)**

Volunteer of the Year 2012 for 2011.

Sue Cherry reminded Council the deadline for nominations is the 17/2/12.

**25 Regions and Devolved Countries (Club and Trust)**

Scotland – Peter Hayman reported that CTC Scotland were still looking for a Chair but hoped an appointment would be made shortly.

Ireland – Barry Flood reported that he had asked John Storms for some promotional material for his local bike shops and they arrived next day – well done.

**26 Relations with other organisations (Club and Trust)**

Kevin Mayne reported that David Cox would attend the ECF AGM in Vienna at the end of March. Nominations for his replacement on the Board would be asked for at a later date.

**GENERAL:**

**27 Review of meeting (Club and Trust)**

David Cox referred Council to the 'Review of CTC Council meeting' form and asked if they would complete the form and return it to Carol McKinley who would collate the comments.

***Action: Carol McKinley to collate comments and feed back to next meeting***

**28 Any other Business (Club and Trust)**

No was no other business noted.

**29 Dates of next meetings:**

21/4/12

12/5/12 – AGM - Sheffield

21/7/12

20/10/12

19/1/13

It was agreed that the Council meeting scheduled for the 21/4/12 will be moved to the 24/3/12.

Meeting closed at 4.00pm.