

Circulation:

**Board Members**

Welna Bowden  
Jim Brown  
Martin Cockersole  
Stephen Coe  
David Cox(Chair)  
Barry Flood

Kristian Gregory  
Dan Howard  
Jaki Lowe  
Ian McCabe  
Shivaji Shiva  
Ian Wescombe

**HQ Staff**

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

**Consultant**

Carole Claridge

### 1. Chair's Communications

David Cox welcomed everyone to the first Board meeting of Cycling UK. He referred to the circulated papers highlighting there was a lot of detailed work to get through to carry on the 'Governance' transition plan. He welcomed Carole Claridge to the meeting and explained that Carole had been involved in the process and had produced the working papers we have in front of us today. David Cox advised that Shivaji Shiva would take the Board through the papers systematically.

### 2. Apologies for Absence

Apologies for absence were received from Gwenda Owen, Jonathan Naughton, Julian James, Martyn Bolt, Jon Snow and Simon Connell.

### 3. Declarations of 'Conflicts of Interest'

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

### 4. Governance Transition Plan

**(a) Sub committee's Terms of Reference:**

i) Nominations Committee

Shivaji Shiva explained that these are the most important 'Terms of Reference' as it represents the transition and how we are to elect the Board going forward. He then opened the floor to questions.

There was a long debate around no mention of diversity in the 'Purpose' and it was agreed that Carole Claridge would add the following sentence – to facilitate an inclusive and diverse board.

Ian Wescombe highlighted his circulated email and a debate followed. There was agreement that Carole Claridge would insert a reference to the UK at large but to keep the statements short and crisp as possible.

It was agreed to change the 'need' to 'decision' in section (3).

It was agreed to take out the words 'senior people' under Membership to Nominations Committee.

The Board agreed the paper.

ii) Audit Committee

There was a discussion with regard to no reference about scrutiny looking at what the Executive are doing. It was confirmed that this is what the Board will do but the Audit Committee will have a specific brief.

There was mention of whether we needed two separate Committees – Audit and Finance/Performance Committees as it looks like the same skills are required for both Committees. Shivaji Shiva confirmed it was best to leave as is for now which was agreed.

Further debate followed and it was agreed that under the Membership of the Audit Committee section – the quorum should be changed from two to three and delete the word ‘ideally’.

The Board agreed the paper.

iii) Finance and Performance Committee

Following a short debate around using the words ‘ideally’ and ‘performance’ it was agreed that Carole Claridge would make the necessary word changes. With these amends, the Board agreed the paper.

iv) Remunerations Committee

The Board agreed this paper.

**(b) Trustee Job Descriptions:**

i) Chair of the Board

After discussion, the following amends were agreed:-

- Role of the Chair – add the word strategic between critical and role.
- (3) Supervise and appraise the CEO add the words – with support of the – Board and delete –on behalf on the.
- Time commitment – take out the sentence – The current Chair devotes 80/100 days per year to the role.
- Appointment – take out the words – But where appropriate.

With the above amendments, the Board agreed the paper.

Jim Brown highlighted his concerns over point 4 – Chair the AGM – he felt there was a conflict of interest and that he had not been happy with this decision in the past. He did not feel that the proxy votes should sit with the Chair. Shivaji Shiva confirmed this arrangement is entirely uncontroversial and it is not unusual in the voluntary sector. If a particularly difficult item came up where it was felt there was a conflict of interest, the Chair could hand over the Chair for that item. With regard to the Proxy votes Shivaji Shiva was not sure what the problem was. Company law explains the system very well and it is a recognised process designed to ensure as a member they have a choice. Members see the Agenda beforehand along with the Board comments so Members know how the Chair is going to vote. This procedure is followed by many charities.

ii) Vice Chair

The Board agreed this paper.

iii) Trustee

The following amendments were agreed:-

- Add back in the Task and Finish Groups.
- Add in a sentence law making under skills.
- Add experience of operations in a medium size charity.

The question was raised, what is Evaluation and impact measurement. Carol McKinley confirmed this is now included in (SORP) – (statement of recommended practice) which companies need to adhere to.

iv) Senior Independent Trustee

Jaki Lowe advised that not all organisations use this model. Carole Claridge confirmed that it is not common now but is becoming more popular. Some companies use their Vice Chair. After a short debate, the Board agreed the paper.

**(c) Board Appraisal Process**

David Cox referred to Jonathan Naughton's email he had circulated before the meeting suggesting that question two end at operations. With these amends, the Board agreed this paper.

**(d) Trustee Application Pack**

The general response was that this is a good document but it needs an inspiring opening statement and needs to include some information about the diversity of the current Board. With these slight amends, the Board agreed the document.

**e) Governance Transition and Monitoring sheet**

This paper was agreed.

**(f) Nominations Committee Membership**

David Cox confirmed the procedure for applications would be to submit one side of A4 stating how they meet the criteria which is list on the first page of the 'Post AGM Actions' paper circulated with the Governance papers. The deadline for applications would be 22<sup>nd</sup> June 2016.

**(g) Recruitment Timetable**

Carol McKinley referred to the timetable on page 3 of the 'Post AGM Actions' circulated paper and highlighted this scheduled has been put in place to meet with 'Cycle' magazine deadlines.

**(h) Draft Calendar**

The Board noted the Draft Calendar

**5. Dates for 2016 Board of Trustees meetings:**

The Board are invited to note the dates for the next meetings.

Saturday 23<sup>rd</sup> July

Saturday 22<sup>nd</sup> October

The Board noted the above dates.

The meeting closed at 12.30