

Present:

Council Members

Martyn Bolt	Kristain Gregory
Welna Bowden	Dan Howard
Jim Brown	Julian James
Martin Cockersole	Jaki Lowe
Stephen Coe	Jonathan Naughton
Simon Connell (Part)	Gwenda Owen
David Cox (Chair)	Shivaji Shiva
Barry Flood	Ian Wescombe

HQ Staff

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

Ordinary Business:

1. Chair's Communications

David Cox welcomed everyone to the last meeting of the year. He referred to the Members Conference held in Manchester earlier in the month, which was enjoyed by all who attended. There was a really good atmosphere and the feedback from the Q&A panel and workshops was really encouraging. With over 90 Members attending it was a great success and thanks must go to the staff for all the arrangements.

David Cox then referred to the recent disappointing behaviour from some of the Trustees who have clearly been sharing confidential information as it has been posted on social media. He said there would always be decisions made that not all Trustees agreed with but these should be handled with the mutual respect of your colleagues. We should all be working together for the benefit of cycling and your collective responsibility as a Trustee, so please be respectful.

Dan Howard draw attention to the fact this would be the last meeting of the Trustees who will be standing down at the end of the year and thanks must go to them for their hard work. Also special thanks and gratitude must go to David Cox who joined in 1976, became a Councillor in April 2008, Vice Chair in January 2009 and Chair in 2011. During his time on the Board he has seen through the Charity debate, the new Governance and a new brand name. As a mark of thanks on behalf of your fellow Trustees, the Staff Team and 67,000 Members you are one in a million, we thank you again and then presented David with a glass plaque.

David Cox replied thanking the Board for the gift which is much appreciated and hopes that with the extra time on his hands in the New Year he will be able to do many more miles on his bike, thank you again.

2. Apologies for Absence

Apologies for Absence were received from Jon Snow and Ian McCabe.

3. Declarations of 'Conflicts of Interest'

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

4. Notification of 'Any Other Business'

Jim Brown asked that consideration be given to the fact that some important Board papers were circulated only 24 hours before this meeting which is not good governance and should therefore not be discussed at this meeting. His comment was noted.

5. Minutes of the previous meeting held on Saturday 23rd July, 2016

Item 8 – Page 3 – Line 8

Change the word full to paid

With the above amendments the Minutes were agreed as a true record of the meeting.

5.1 Action Points from the previous meeting

Action Point 1 – Brexit, Paul Tuohy reported that no one had come forward with issues they wished to be raised. He said that there is really nothing to report at the moment as no one knows what the future holds. It was agreed to keep this item on future Agendas.

Action Point 2 – Martin Cockersole was surprised that our Tax Advisor had to check with HMRC as he should know this. Carol McKinley confirmed that at this moment it is to be the full amount of the Membership Subscription and our advisor was just double checking our agreement with the advisor from HMRC.

Action Point 4 – Jonathon Naughton reiterated that still no column had been added to the Business Plan so he could see a costing against each objective.

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

No matters arising were recorded.

7. Governance

a) Recruitment Update

Carol McKinley advised that we had 50 applications for the Trustees and Senior Independent Trustee. The voting forms had gone out to members and to date there had been over 3,000 votes which is a great response. The closing date for voting is the 31st October 2016.

b) Nominations Committee

Dan Howard referred to the circulated Minutes of both meetings. We talked about the excellent response and about how we would approach the next stage. The AGM motion and how to deal with the conflict presented was discussed fully. It was noted that we had more people engaging in this process than ever before in our history.

Carol McKinley advised that a full report would come back to the Board, from the Nomination Committee, for the January meeting and it is intended to ask for feedback from the people that went through the process.

Action Point 1: Carol McKinley to procedure a full report on the Nominations process for the January 2017 Board meeting.

c) Complaint Response

Gwenda Owen clarified that the correct process had been followed and in the best interest of the Charity the panel wished to draw a line under the complaint and hopes the Board endorse the final findings.

Martin Cockersole felt it was a difficult complaint to deal with as a further four updated versions were received after the initial complaint. The Governance review group never envisaged getting 50 applications and it would not have been feasible to put all of those who met the criteria on the voting form. The terms of reference were followed and it was a democratic process.

Summing up Gwenda Owen said this has been the first time that this process has been used and clearly we have learnt lessons and the process may need revising. The Complaints Panel has been totally transparent throughout this process but the problem is we do not have a confidential Board. She stated that she found the lack of understanding around the Trustees collective responsibility shocking. The proper process has been carried out and it was noted there is no appeal process. Due to the nature of the complaint she now asked the Board to endorse the decision.

Shivaji Shiva suggested that we move to a vote and explained that if Trustees are not happy voting against the motion then they should abstain.

Motion:

That the complaint was dealt with correctly, due diligence had been carried out and to endorse the response to the complaint.

Proposed by: Jaki Lowe

Seconded by: Ian Wescombe

Voting: In favour = 9 Against = 5 Abstentions = 0 Motion Carried.

d) Proposal received from Jim Brown

Referring to his circulated proposal Jim Brown highlighted the various points his paper raised. He felt we were getting into dangerous ground as the Membership clearly voted at the AGM for at least 12 months fully paid up membership was required to be a Trustee. He also felt that Single Transferrable Voting should have been used and not first past the post both issues are really risky for the Charity.

The debate was then opened to the floor:

David Cox confirmed that normally the Chair would be the Chair of the Nominations Committee. However, it had been intended that the Chair would stand down and Jaki Lowe would sit on the Committee. Due to personal circumstances she was unable to stand. Therefore it was agreed at the last Board Meeting that the Chair would join the committee but that the Vice Chair would be Chair of the Committee.

Ian Wescombe felt the committee took a professional view in the circumstances because of the high volume of candidates and identified the best qualified candidates with the correct skill set for the roles. This Motion has no validity.

In response to Jim Brown's Motion Dan Howard advised that the committee looked at all the applications and considered the 12 month membership Motion passed at 2016 AGM against the fact that new Trustees could have been co-opted. In the best interest of the charity, we looked at what we needed for the future with regard to skills. We therefore agreed to include some candidates without membership, given that we could have just appointed. We could have put all 50 candidates on the voting form but that would that have looked ridiculous. Even the 35 that met the essential criteria would have been a barrier to people voting. The Nominations Committee acted in good faith.

Jaki Lowe said she had sat on many Nominations Committees for many years and there is no such thing as a perfect world. Maybe we would do things differently next time but does the end result cause a risk to the Board – No. Can we defend the decision we made as responsible – Yes absolutely. I think the decision made was a really solid one.

In summing up Barry Flood said – fully paid up Members was the Motion passed at the AGM and the Nominations Committee made an error of judgement. He agreed putting all 50 applications on the voting form would have been wrong and it was good that we contacted the candidates who were unsuccessful. However I still hold that the elections are invalid.

David Cox said we have heard the debate so we will now go to the vote.

All those in favour of Jim Brown's circulated proposal.

Voting: In favour = 5 Against = 9 Abstentions = 0 Motion Lost

It was agreed that a statement would be sent out to all of Membership.

At this point in the meeting it became clear that someone in the room was transmitting the conversation to a third party outside of the room who was posting on Facebook. This was clear from the results of the voting on the Complaint Item 7c being posted on line. The meeting was stopped and all Staff left the room returning at 12.20.

The meeting resumed with the Chair expressing his extreme disappointment in the behaviour of one or more Trustees in the room and directed that this behaviour stops immediately. Despite this direction from the Chair another posting on Facebook evidenced that the meeting was still being shared.

Jaki Lowe proposed a full investigation should take place into the leaking of the confidential information and the fact that the meeting was recorded illegally should be part of the investigation.

Proposed by: Jaki Lowe Seconded by: Gwenda Owen
Voting: In Favour = 14 Against = 0 Abstentions = 0 Motion passed

e) Spread sheet Action

Carol McKinley confirmed the circulated paper was for noting.

f) Procedure for Chair and Vice Chair nominations for January 2017

Carol Mckinley confirmed the procedure would be the same as previous years. Anyone wishing to stand for Chair and Vice Chair should submit a one side of A4 statement saying why they should be considered which will be circulated with the January Board papers.

g) Draft amended Mem and Arts

Shivaji Shiva apologised to the Board for the lateness of the paper. He asked that everyone should read the paper and send any comments back to him. Once we have all comments the draft will then go out to the Membership in time for the 2017 AGM. He asked for comments back to Carol McKinley by 10.00am on 21/11/16 which give time to notify the Membership.

h) Board Awayday

This paper was noted.

Item 9d – London Office

Paul Tuohy explained that the paper had been updated with further information following the working group at Guildford. The recommendation was to approve the business case with the caveats as shown.

Jonathan Naughton stated that he felt that there still was not enough information in the business case to approve it. He expressed concern that the caveats need to be completed before approval and not after. There needs to be more information on the impact to the organisation, what is the expected additional income, what are the risks and outcomes. If there is reduced income there should be an amount shown. The document is wordy with no measurables. Jaki Lowe supported that there should be more information, particularly with regards to any staff based there. All agreed that metrics and measures were needed in the business case to demonstrate the value in having a London office. The business case was agreed in principle but more figures and measures are required before it can be fully signed off, the sign off can be completed electronically.

Motion:

Proposed by: David Cox

Seconded by: Martin Cockersole

To agree that further work should be done to get the Business Case right and to electronically sign off this Motion.

Voting: In favour = 14 Against = 0 Abstentions = 0 Motion carried

The meeting was adjourned for lunch at 1.00pm. Jonathan Naughton left the meeting.

8. Chief Executive's Report

The meeting reconvened after lunch at 1.40pm.

Paul Tuohy gave a verbal overview of his report. He added that he was beginning to look at forming a consortium with other key partners.

Gwenda Owen pointed out that not all policies apply to all nations and this distinction needs to be made when reporting back. In response to a question he confirmed that the baseline membership figure has a key measure against it and it is contained within the business plan, he also confirmed that they would be reported on in the impact report.

9. Business Plan Update

a) Review of Business Plan

Carol McKinley explained that the Business Plan had been updated and activities had been reviewed. Those that had moved from amber to red, green to amber or stayed at red were being reported on.

Gwenda Owen tabled her concerns about the lack of knowledge on the Board about the difference in the four nations and it was agreed to make the four nations a part of the induction for new Trustees.

Action Point 2: Incorporate the four nations into the Trustees induction day.

Activity 4.6 has a target date of the end of quarter one.

It was commented that the RAG coding is clear but that objectives that are really at risk need to be reported by exception in the CE report.

b) Cycling Development UK Strategy

There was then a presentation by Ian Richardson to the Board.

In relation to accessing further funding it was mentioned that the Governance Code for Sport would be reviewing their targets for the percentage of women on the Board of Trustees and it could be in the region of 30-40%.

c) Nations Paper

Ian Richardson presented the Nations Paper and explained that the previous paper set the scene and this paper had more of an internal focus. It was acknowledged that this was not a new problem and that it was an area we could do better in. The table highlighted where we need to do things differently. Paul Tuohy stated that following on from the working group work he was beginning to try and identify some resources to invest in this area. Investment is needed to maximise opportunities.

d) London Office – This item was taken earlier in the meeting to allow Jonathan Naughton to take part in the discussion.

e) Equalities

Paul Tuohy reported that there had been a teleconference of the working group and work was continuing to find partners to work with on the peer review. Still aiming to get a report for the January Board, other work priorities permitting.

10. Volunteering Review

Carole Claridge presented the paper of the volunteering review the contents of which were noted. This was an excellent and critical piece of work and the conclusions will be now considered by the Senior Management Team in a review of the Business Plan and taken to the Board Awayday in the New Year to discuss how Cycling UK can improve its support of volunteers who play a vital role in the delivery of our mission.

11. Off Road Campaign – Business Case

Matt Mallinder presented his updated paper on the off road campaign business case. He explained that an opportunity has been identified and the first stage of the project would be to do more scoping. With this in mind he explained that at this time it is difficult to say what success would look like. There was a general consensus that clear measurable targets need to be set, clearly monitored and reported on.

It was proposed that key performance indicators are developed and that the funding is agreed for year one. For further funding a report will need to be produced for the Board after nine months, reporting against the indicators and showing what impact has been achieved.

Action Point 3: Develop key performance indicators for the off road campaign and report back to the Board in July 2017, to then approve future funding.

12. Financial Reporting

a) Management Accounts

Carol McKinley reported that the end of year figures was in budget and that the cycling development income target had been met.

The management accounts were noted.

Barry Flood reported that a reserves paper will go to the investment committee and they will give clear instructions regarding the investments being held by Hargreaves Lansdowne.

13. ECF Membership

Referring to his paper Paul Tuohy reported on his negotiations regarding membership of ECF. It was commented that it would be helpful to know what the opportunities were and how these could have helped with our strategic objectives or not. That debate needs to happen.

4.10 Martyn Bolt left the meeting.

Paul Tuohy stated that our strategy is clear and we cannot afford the annual fee as it is. The question was asked what does being part of the ECF help us with. Jaki Lowe said that Kevin Mayne had indicated that with the ECF project funding that last year should have been cost neutral. Paul Tuohy responded that this was not the case as there was a project to deliver with that funding. He said we would maintain the same level of engagement as a non-member. Barry Flood explained that due to the membership fee structure other countries pay substantially less than Cycling UK. That there is little prospect of others supporting Cycling UK paying less than the rules dictate. He then said that the facts are that Cycling UK has not resigned from the ECF and therefore should be paying the full fees for this year. If you do not, you will be in default and they will have to eject you. To pay a reduced fee the whole membership rules will have to be changed. Paul Tuohy to provide an update after the ECF CEO meeting.

14. Holidays and Tours

Cycling UK Holidays and Tours Ltd – Directors to be appointed for 1 year from the 1st January, 2017.

Proposed Names:	
Jim Maynard – Travel Industry expert	Sheila Simpson – Tour leader
Pam Pilbeam – Tour Leader	Lyndon Bracewell – Tour Leader
Peter Mathison – Ex-Councillor	Paul Tuohy – Company Secretary
To be elected from the Board	To be elected from the Board

It was agreed to appoint the two Board members at the January meeting after the outcome of the Trustee elections is known. All other appointments were confirmed.

Action Point 4: Appoint two Board members at the January Board meeting.

Action Point 5: Paul Tuohy to attend a Holidays and Tours meeting.

15. Any other Business

Paul Tuohy thanked those Board members whose last meeting this was, he gave special thanks to David Cox, who had Chaired the organisation through a period of significant change.

Cycling UK Board of Trustees meeting

Minutes for the meeting held on Saturday 22nd October 2016 at 10.30am at the Wesley,
81/103 Euston Street, London NW1 2EZ Tel No: 0207 691 8594

16. Dates for 2017 Board meetings

Saturday 21st January, 2017

Saturday 8th April, 2017

Saturday 13 May, 2017 – AGM

Saturday 22nd July, 2017

Saturday 21st October, 2017

The meeting finished at 4.32pm