

LONDON CYCLING CAMPAIGN

Board Meeting, 17th November 2015

LCC Office, 2 Newhams Row, London SE1 3UZ

ACTIONS SUMMARY

| Item | Who? | Item | Date |
|------|-----------------------------|--|----------------------|
| 4.4 | Mustafa, Tony | Mustafa: draft proposed further changes to the format of the accounts for Tony/FAC to consider | 17 th Nov |
| 6.2 | Ashok | Resolve problems with distribution of e-ballot forms | 17 th Nov |
| 6.3 | Gareth, Dan, Rachel, Terry | Convene a Trustee Election Working Group | 17 th Nov |
| 7.2 | Mustafa, Tony | Convene an Internal Democracy Working Group | 17 th Nov |
| 8.3 | Ashok | Post complaints procedure on the website and circulate to LCC groups | 17 th Nov |
| 9.1 | Dan, Mustafa, Terry, George | Prepare agenda items for the Board Awayday | 17 th Nov |
| 10.2 | Ashok | Amend and circulate the Policy Forum remit | 17 th Nov |

MINUTES

Present: Rachel Aldred, Mustafa Arif, Daniel Barnes, George Coulouris, Alex Dillistone, Ann Kenrick (Chair), Tony Levene (Treasurer), Tony Patterson

Apologies: Hannah Roberts, Gareth Redmond

In attendance: Ashok Sinha

1. Minutes of the 17th October Meeting (Accuracy and Matters Arising)

- 1.1 There were no corrections or matters arising (other than already covered by agenda items).
- 1.2 The minutes were approved.

2. Membership Review

- 2.1 Marketing Manager (Maternity Cover) Rob Eves presented the findings of the surveys conducted as part of the Membership Review and the draft conclusions drawn, including leading options for updating the membership model. (He also circulated a written briefing to trustees.)
- 2.2 Rob stressed the importance of creating a new model that allowed less reliance on Gift Aid and more scope to deliver monetised benefits to members, whilst still retaining peoples' clear principal motivations for belonging to LCC – advocacy, advice and information. He noted that as well as getting the new model right, investing in its marketing would be key to a successful transition.
- 2.3 In response to questions from trustees Rob reported that the conclusions were drawn from the data, but that there wasn't always a one-to-one relationship between a conclusion and a specific survey question: sometimes response across different survey questions were used to build a picture of what

the market for LCC membership looks like. To that extent there is (and will always be) a certain amount of professional judgement involved in establishing key findings.

- 2.4 The Board discussed retention rates; Rob informed trustees that the team is investing in telemarketing to try to persuade lapsed members to rejoin (the biggest single grouping of which is members who are not on Direct Debit, who say they have simply forgotten – although many, when reminded, still choose not to rejoin for a variety of reasons).
- 2.5 Ashok reminded the meeting that as a charity LCC must remain mindful of meeting our public benefit obligations, and that (for example) provision of information and advice that could and should be seen as a public benefit must not be made accessible only to members. Thus a careful balancing act is required in structuring the new membership model.
- 2.6 The Board discussed the findings and thanked Rob for his presentation; it gave its assent in principle to a new model along the lines presented being finalised for ratification at the Board Awayday. Ashok said that a full business plan for making the transition to a new model (taking into account possible migration between different membership categories, and resultant potential impact on cash flow and the reserves in the short term) would be presented to the Board at the Awayday as a basis for its discussion and decision. IGC would now consider the draft business plan as its main item at its next meeting (which precedes the Awayday).
- 2.7 The Board noted Ashok's plan to change staffing arrangements in the Marketing & Membership Team, creating a new Fundraising post that would be self-financing and cover all the non-membership related income streams (e.g. sponsorship).

3. Financial Situation

- 3.1 Ashok presented the latest financial data showing the serious impact that has arisen from membership recruitment being below target for the year, and the loss of the CCFL contract.
- 3.2 The Board noted that, with a limit having been reached in cutting discretionary expenditure, the organisation now has a reserve that just about ensures we have only a small cash flow risk, but leaves no scope to handle major unforeseen problems (such as the temporary loss of Gift Aid in 2014).
- 3.3 Ashok informed the Board that Staff priorities across the team have all been orientated to support membership recruitment and income generation over the near term and that he is drawing up contingencies for reducing other costs in the final quarter of the financial year, for triggering if needs be. The issue will be looked at by the upcoming FAC meeting.

4. Cost-Centering

- 4.1 The Board considered Mustafa's proposal to recast the accounts to give a clearer picture of the true costs/profits of different activities.
- 4.2 Mustafa noted that in fact the management accounts were now giving a clearer picture but that more could still be done to fully allocate overheads.
- 4.3 Ashok noted that allocation of overheads to the Cycling Projects Team was a little tricky: for example we cannot get out of our tenancy agreement without unacceptable cost, nor is it feasible to sublet; therefore office costs would be same even if we had no Cycling Projects Team.
- 4.4 Having said that, he added that staff had recently drawn up a much clearer way of assessing profit and loss for different streams within our consultancy and services portfolio, and that this will be used over the near/medium term to eliminate products that are loss-making. (We now have a better idea of the true staff effort required to deliver certain programmes – i.e. more than originally anticipated.)

Action: Mustafa to draw up the further improvements to the format of the accounts that he feels are still needed, for consideration by the Treasurer/FAC.

5. Retirement of Motions

- 5.1 The Board continued the discussion rolled over from the last meeting on the Policy Forum's recommendation to retire certain motions.
- 5.2 It discussed whether it had the power to retire AGM resolutions: normally a company's directors must abide by shareholder resolutions, but on the other hand charity trustees have the power to act in whatever way they see fit to serve the interests of the charity. As Company Secretary Ashok's noted was that trustees (who are the same as directors in the case of a charitable company like LCC) have the power to act as they see fit in the charity's best interests, including responding to changed circumstances; and thus in his opinion the Board may retire AGM old policy resolutions when no longer suited to the current circumstances (or when otherwise obsolescent), without referring the matter back to a general meeting of members.
- 5.3 The Board agreed to the Policy Forum's recommendation to retire the 1998 AGM resolution on Shared Space, and the 2006 resolution on the Standard of Cycling Facilities.

6. Electronic Voting

- 6.1 Mustafa asked the Board to consider the problems that were recently experienced in ensuring all members received e-ballot forms in the latest Board election, noting specifically that some members had only received forms for the main member within their family membership. (Ashok added that all members were sent details of when and how they would receive ballot forms, and what to do if ballot forms failed to arrive.)
- 6.2 The Board noted agreed that this matter needed to be investigated, and asked the CEO to ensure that these problems are fully resolved in good time for the 2016 election.
Action: Ashok to resolve problems with the distribution of e-ballot forms.
- 6.3 The Board agreed to set a up a Trustee Election Working Group to cover all aspects of the election - from its proper running to meeting the goals set up in the current Equality & Diversity Plan (due for revision in January 2016) – with Gareth (as Chair of HRC), Dan, Rachel and Terry as its members.
Action: Gareth, Dan, Rachel and Terry to convene and establish a workplan.

7. Further Improvements to AGM Motion Process

- 7.1 The Board considered the paper from Mustafa describing that, despite the changes to Standing Orders made at the last AGM, there is still considerable scope for debate on motions at the AGM to get bogged down, e.g. in the process of considering amendments.
- 7.2 It was agreed that whilst some of Mustafa's proposals were uncontentious, and others sensible in principle, an Internal Democracy Working Group should be set up to consider the general question of how to improve LCC's internal democratic processes and come up with a set of proposals – starting with a consideration of Mustafa's paper. Mustafa and Tony agreed to be members of that group
Action: Mustafa and Tony to convene an Internal Democracy Working Group.

8. Complaints Procedure

- 8.1 Mustafa tabled Gareth's proposed Complaints Procedure in his absence.
- 8.2 Ashok clarified that the following apply:

- Where a staff member wishes to complain against another staff member or a lay member: the existing HR procedures within the Staff Handbook should be followed (e.g. Grievance, Bullying, Harassment).
- Where a lay member wishes to complain about a staff member: this should be brought up with Ashok as CEO (which can be done via Ann as Chair), at which point Ashok would determine whether procedures within the Staff Handbook should be triggered (e.g. Disciplinary).
- Where a lay member wishes to complain about another lay member: Gareth’s proposed procedure would apply.

8.3 The Board approved the proposed Complaints Procedure.

Action: Ashok to ensure it is posted on the website and circulate and circulate to LCC groups.

9. Board Awayday

9.1 It was agreed that the following matters would be the main items on the Board Awayday:

- Membership Review - Dan to lead
- 2016 Mayoral Elections and Space for Cycling mid-term (2014-2018) – Mustafa to lead
- Consultancy & Services – Dan to lead
- Knowledge Management – George to lead
- Better Engaging Members & Activists – Terry and George to lead

Action: Dan, Mustafa, Terry and George to prepare for the Awayday, including tabling any paperwork needed.

10. Policy Forum Composition

10.1 The Board agreed with the Rachel and George’s recommendation (publicised on the Policy Forum e-list) that the number of voting members on the Policy Forum be increased.

10.2 The Board agreed to amend the remit of the Policy Forum to allow it to co-opt up to four voting members.

Action: Ashok to amend and circulate the Policy Forum remit.

PAPERS NOTED

Staff Report (with separate Campaigns Team report), November 2015

Policy Forum Notes

September Management Accounts

Signed as a true and accurate record by:

(Chair).....

On.....