

# LONDON CYCLING CAMPAIGN

## Board Meeting, 25<sup>th</sup> July 2018

LCC Office, Metropolitan Wharf, London E1W 3SS

### ACTIONS SUMMARY

Item	Who?	Description	Due Date
2.1	Amy	Canvass views on the staff analysis of the recommendations by the Women & Cycling Working Group	Rolled over
4.3	Rachel	Put Nicola Davies in touch with Women & Cycling Working Group members	Sept. Board
6.3	Simon	Draft new Financial Delegations for ratification	Rolled over
7.3	Ashok	File the finalised schedule of Delegations (Non-Financial)	Immediate
9.1	Amy & Ashok	Manage the AGM motions notices and scrutiny process	Immediate
10.2	Terry & Ashok	Create new pro forma for the annual reporting of CEO performance	Sept. Board

### MINUTES

**Present:** Rachel Aldred (Policy Forum Chair), Simon Clark (Treasurer), Amy Foster (C&AM Chair), James Heath (Business Committee Chair), Terry Patterson (Board Chair), Christian Wolmar

**Apologies:** Chris Kenyon, Tom Harrison, Megan Sharkey, Neil Webster

**In attendance:** Ashok Sinha (CEO)

#### 1. Declaration of Interests

1.1 No conflict of interests were reported.

#### 2. Minutes of the 23<sup>rd</sup> May Meeting (previously approved by email)

2.1 Recommendations of the Women & Cycling Working Group:

- Rachel reported that she and the Policy Forum had looked the past two issues of London Cyclist and concluded that the gender balance across both ads and editorial was "not too bad"; the Policy Forum will monitor this on an ongoing basis.
- She also reported that she had sourced the latest three year average data on the relative proportions of women and men cycling in London (including by borough) and sent it to staff, alongside the relevant TfL contact. She will be seeking longer term data so as to assess the trend.
- Amy reported that the Working Group had not met since the last Board and has no plans to do so, but that she would canvass opinion amongst the group on the staff analysis of the recommendation by email.

**Action:** Amy to report back at the next Board.

2.2 Scrutiny of AGM motions: Amy will take over managing this process from Tom, having replaced him as chair of C&AM.

- 2.3 Financial Delegations: rolled over.
- 2.4 All other actions were closed or are on the agenda for further discussion/decision.

### **3. Chair's Report**

- 3.1 Terry informed the Board that a complaint from a member against two staff members had been received. She had investigated the matter, including meeting the complainant and the staff concerned, and concluded that there was no case to answer. She did however note some areas in which communications could be improved.

### **4. Reports by Committee Chairs: for Noting**

- 4.1 There had not been a meeting of C&AM since March; the reports from the chairs of the Business Committee (Terry standing in for James) and Policy Forum were noted with thanks.
- 4.2 Regarding the Policy Forum: it was suggested that the Women & Cycling Working Group should report to the Policy Forum if it formally continues. However, the Board agreed that given the precise remit of the Policy Forum it would be better for the Group to continue to report directly to the Board. It was agreed that Nicola Davies be invited to attend the Women & Cycling conference in September and be put in touch with existing Working Group members

**Action:** Rachel to liaise with Nicola.

### **5. Audited Accounts & Narratives 2017-2018**

- 5.1 Simon introduced this item by saying that he had asked Chris Evans (Finance) to confirm by email that the contents of the Letter of Representation were correct – Chris said they were – and asked Ashok to confirm verbally that this was the case – which Ashok did.
- 5.2 Simon drew the Board's attention to the Management Letter, in which auditors confirmed a clean bill of health, stating its satisfaction that proper controls are in place (albeit with two minor, "housekeeping" recommendations to be addressed, which Ashok and Simon said were already in hand). Simon noted that the Board has stated that it is confident that the charity remains a going concern and will remain so for the next twelve months (the period in question), backed up by a cash flow analysis.
- 5.3 He asked that he and Terry be given permission to sign the accounts: the Board agreed, and he and Terry did so.
- 5.4 Regarding the two Borough Group audits: the groups were happy to co-operate and the auditors found that their finances were well controlled. The Board reaffirmed that auditing two Groups every year was a good idea and was necessary as part of the charity's overall risk management.
- 5.5 On the broader point about groups and risks, Simon and Ashok informed the Board that work is in progress regarding a potential "annual submission" by groups, which would be a simple and short declaration that proper processes were being followed across the main areas of risk (from finance to data protection).
- 5.6 Simon gave his thanks to Chris for producing a good set of accounts, and the Board thanked Simon for all his work to assist with the audit.

### **6. Financial Delegations**

- 6.3 Simon reported that his draft paper to codify financial delegations was delayed and would be tabled at the next meeting.

## 7. Delegations (Non-Financial)

- 7.1 Ashok summarised his proposals on delegations across all areas (apart from finance). James asked that the preamble be corrected to show that the Board is accountable to the membership, rather than general meetings (albeit through the mechanism of the latter). It was also agreed that insurances – missing from this paper - should be part of the Financial Delegations paper (above).
- 7.2 Subject to the above change the Board approved the proposed delegations.  
**Action:** Ashok to finalise and include in the Board file.
- 7.3 Noting that only staff have access to the governance folders on the server, the Board agreed that copies of relevant constitutional and policy/procedural documents should be kept on the OneDrive/SharePoint space to which trustees have access through their Office 365 accounts.

## 8. Safeguarding Working Group

- 8.1 Terry reported that the group had held its first meeting, agreeing the ToRs that it has tabled for Board approval. Its next task is to draft a new safeguarding policy for the organisation (noting that the main area of risk remains in relation to Borough Group activities).
- 8.2 The Board approved the ToRs of the Working Group.

## 9. AGM

- 9.1 Ashok summarised the timelines for managing motions, as set by AGM Standing Orders.  
**Action:** Ashok and Amy to agree the precise deadlines needed, set up a motions scrutiny meeting, and commence communications to members.
- 9.2 The Board agreed to strike the existing Board policy (never observed in practice) of putting Special Resolutions to a full electronic vote of members.

## 10. Performance Management

- 10.1 Terry introduced this item as being a continuation of the work on improving governance that the Board had begun at its Awayday in January.
- 10.2 The Board agreed that appraisals of the Chair and trustees were not needed but that it would like to see a formal, annual note from the Chair on the performance of the CEO.  
**Action:** Terry to work with Ashok to construct a pro forma for reporting CEO performance.

## 11. Staff Report

- 11.1 Noted with thanks.

## 12. AOB

- 12.1 The Board reaffirmed its acceptance of Ashok's and individual trustees' recommendations that LCC should not endorse the proposed "national funeral for the unknown cyclist" outside parliament; it noted the communications that staff had sent to activists about this matter, and that Cycling UK is taking the same position.

12.2 Aware that Rachel is unable to attend the upcoming and last Board meeting before the new Board is elected, the Board recorded its deep thanks and appreciation for all Rachel's work and expertise during her six years as a trustee.

Signed as a true and accurate record by:

(Chair).....

On.....