

LONDON CYCLING CAMPAIGN

Board Meeting, 25th October 2017

LCC Office, 2 Newhams Row, London SE1 3UZ

ACTIONS SUMMARY

Item	Who?	Description	Due Date
2.1	All	Submit signed copies of the Board Code of Conduct (new trustees only) and Declaration of Interests	ASAP
3.7	Megan	Revise Board and Committee Standing Orders	Next Board
3.8	Committee chairs	Schedule committee meetings for 2017/18 and trigger recruitment of co-optees as needed	ASAP
4.1	All	Submit completed skills audit forms	Next Board
4.2	Amy	Revise and circulate the skills audit form	ASAP
4.2	Terry	Schedule a discussion of skills gaps at the next Board	Next Board
5.2	Megan	Draft template for reports by committee chairs	Next Board
5.4	Terry	Make allocation of new group clusters	Next Board
6.2	Ashok	Circulate finalised Terms of Reference of the new Business Committee	Next Board
9.1	All	Feed back on the recommendations of the Women & Cycling Working Group	Next Board
10.1	Ashok	Table options for better handling of Emergency AGM Motions	Next Board

MINUTES

Present: Rachel Aldred, Mustafa Arif (until item 2.3, and Chair until then), Simon Clark (Treasurer as of item 2.5), Amy Foster, James Heath, Chris Kenyon (by phone), Tom Harrison, Terry Patterson (Chair as of item 2.3), Megan Sharkey, Neil Webster (by phone), Christian Wolmar

Apologies: None

In attendance: Ashok Sinha

1. Outgoing Chair's Report

1.1 The outgoing Chair, Mustafa Arif, opened the meeting by reporting on the Chair's Actions undertaken since the last meeting, namely to:

- Ratify the revised Board And Committee Standing Orders (incorporating the changes agreed previously by the Board);
- Ratify the Terms of Reference for the proposed new Business Committee (a merger of FAC and IGC), for consideration by the incoming Board.
- Respond to a member complaint/dispute and initiation of the relevant process (ongoing).

2. Election of Officers

- 2.1 Ahead of the officer election and committee appointments, Ashok reminded new trustees to submit their signed copies of the Board Code of Conduct and all trustees to submit their completed Declaration of Interests forms.
- Action:** all to ensure they have submitted the above documents.
- 2.2 He confirmed that all necessary filing to remove and appoint directors at Companies House had been performed, with LCC's records at the Charity Commission similarly updated.
- 2.3 Terry offered to serve as Chair for 2017/18, and was elected unanimously by the Board. She then took the Chair.
- 2.4 Mustafa left the meeting with the warm thanks and appreciation of everyone for the service he had given over the last eight years as an LCC trustee and as Chair for the last nine months.
- 2.5 Simon Clarke offered to serve as Treasurer for 2017/18, and was elected unanimously by the Board.
- 2.6 Two trustees stood as Vice Chair of LCC for 2017/18: Christian Wolmar and Amy Foster. After speeches, Amy was elected to the position.

3. Composition of Committees

- 3.1 Tom volunteered to Chair the Campaigns & Active Membership subcommittee of the Board, and James volunteered to Chair the new Business subcommittee. The Board agreed to appoint each as such.
- 3.2 Rachel volunteered to continue to Chair the Policy Forum, which was approved by the Board.
- 3.3 Whilst noting that any trustee may attend any Board subcommittee at any time, the following were trustees were appointed to formally serve on the following committees:
- Campaigns & Active Membership: James, Chris, Megan, Christian, Rachel (Tom to Chair)
 - Business: Simon (automatically a member as Treasurer), Terry, Megan, Neil (James to Chair)
 - Policy Forum: Amy (Rachel to Chair)
- 3.4 Ashok summarised the recommendation of the outgoing Board that the Human Resources Committee be replaced by a Board Human Resources portfolio holder, with that person convening HR projects as needed (and people to serve on ad hoc working groups to oversee those projects). He gave previous examples of how this had been done e.g. the full re-write of the Staff Handbook in 2015 (which contains all HR-related material relevant to staff) and the Equality and Diversity Strategy in 2016.
- 3.5 This replacement was approved, with Megan appointed as the new HR portfolio holder.
- 3.6 Terry explained that she, Ashok and others believed we should move to an open recruitment process for co-options to Board subcommittees rather than the Chairs of those committees making such co-options on recommendation. The Board agreed that there should not be direct elections to make co-options, for reasons that included the need to identify specific skills gaps and target recruitment.
- 3.7 The move to an open recruitment process for co-options to Board subcommittees was approved, and Megan volunteered to revise the Board and Committee Standing Orders so as to reflect this.
- Action:** Megan to revise the Board and Committee Standing Orders.
- 3.8 It was agreed that subcommittees would trigger co-options as needed.
- Action:** committee chairs to diarise meetings as per the schedule previously circulated (or reschedule dates as needed) and trigger the recruitment of co-optees as needed.

4. Board Induction

- 4.1 Amy asked all trustees to make sure they submit their completed skills audit forms; it was agreed that the form be revised to specify a sliding scale response of (say) 1-5 rather than a binary yes/no.

Action: all to ensure they have submitted their skills audit forms.

- 4.2 Amy agreed to table a full matrix of skills for discussion (and identification of gaps) at the next Board meeting.

Action: Amy to complete the matrix and Terry to put this topic on the next agenda.

- 4.3 Amy agreed to recirculate the details of a trustee training course she had previously sent round and Terry noted that she was intending to join a specialist network for charity Chairs and Vice Chairs.
- 4.4 The Board thanked Amy for all the work she had put into the trustee induction and helping to establish the new Board.

5. Actions and Matters Arising from the Minutes of the 20th September Board (Previously approved by email)

- 5.1 New trustees were informed that the Board had been using Trello for some months to manage the implementation of actions/workstreams. After a wide-ranging discussion of the Board's needs and possible online solutions, the Board agreed to track actions by reference to the Minutes pro tem, with a full discussion and identification potential online tools at the Board Awayday in January.

- 5.2 Item 1.1 (template for reports by Board subcommittee chairs) was rolled over with Megan agreeing to pick it up.

Action: Megan to draft the template for Board approval.

- 5.3 Item 1.2 (restarting Board subcommittee reports to the full Board) was also rolled over until the next meeting.

- 5.4 Item 3.2 (engaging local groups Terry explained to new trustees that the previous Board had decided that each trustee should be allocated a set of LCC Borough Groups with whom links should be established. The purposes of this included: to give greater visibility of the Board to groups; open a channel of communication between groups and the Board; offer support to groups. The Board agreed that Terry should make an allocation for 2017/18, prioritising under-visited groups and those with whom engagement with the Board and/or the centre had been low.

Action: Terry to make allocation of new group clusters.

- 5.5 Item 3.2 (creation of non-borough groups) was rolled over the first meeting of the new Campaigns & Active Membership subcommittee.

- 5.6 Item 5.2 (the outgoing Chair to publish a Board Report ahead of the AGM) was not done. Ashok confirmed that a CEO's report was published in advance of, and circulated at, the AGM.

- 5.7 Item 8.3 (circulate the final version of the ToR of the proposed new Business Committee) was done.

6. Business Subcommittee

- 6.1 The Board accepted the recommendation of the previous Board that the Finance & Admin and Income Generation subcommittees be merged into a new Business subcommittee.

- 6.2 The following changes were made to the proposed Terms of Reference of the Business Committee:

- *Purpose of the Committee:* add references to (a) reviewing potential consultancy and membership opportunities and (b) oversee strategic membership growth plans.
- *Composition & Structure:* delete the graphic and make clear that the committee Chair will be appointed by the Board with the Treasurer and automatic committee member, with other trustees appointed to the committee by the Board. The reference to the possibility that the Treasurer may not be a trustee should also be deleted.
- *Outputs:* a reference should be added to the committee Chair being required to make a report to each Board meeting.

Action: Ashok to finalise the Terms of Reference and circulate.

7. Finances

- 7.1 Ashok explained the trends in income that LCC had seen in the seven years that he has been CEO, noting in particular that we have tried to deal with the loss of grant income by creating a consultancy and services arm and investing in membership growth.
- 7.2 He explained to new trustees that (in summary) after initial success LCC (a) suffered from not being able to advertise member benefits due to Gift Aid rules (as well as losing a big tranche of claims that had been budgeted for), and (b) suffered a downturn in income from services procured by councils. Thus the past two years have seen LCC’s reserve position decline, with staff being laid off and small deficits run.
- 7.3 Ashok noted that consultancy was now doing well, and that membership income had been stabilised by the decision to no longer claim Gift Aid and relaunch the membership on a more commercial basis, with strong range of new benefits and enhanced marketing.
- 7.4 Having reviewed the Q2 financial data he and the senior management team remained confident that we would stay within the financial parameters for 2017/18 that the outgoing Board set as a condition of approving the budget for this financial year.
- 7.5 Megan offered to review LCC’s existing marketing and future marketing plans with a view to making suggestions to staff.

8. Office Move

- 8.1 Ashok gave an update on the office move situation, saying that he hoped that all legal steps will have been cleared by Friday 3rd November with Completion of the lease and relocation to then occur during the week beginning 6th November.

9. Women & Cycling Working Group

- 9.1 The agenda item on the recommendations of the Woman & Cycling Working Group was rolled over to the next meeting due to the present meeting being out of time. Terry asked for feedback by email in the interim.

Action: All to feed back to Terry.

10. AOB

- 10.1 Ashok explained his concerns about the AGM potentially making hasty policy and political decisions in the form of Emergency Motions: this effectively bypasses both the process in place to scrutinise and amend motions, and the expert staff team and committees than systematically consider policy and political strategy options. He agreed to present options for dealing with this in future whilst retaining the primacy of the AGM and its ability to pass Emergency Resolutions.

Action: Ashok to table options for better handling Emergency AGM motions at the next Board

Signed as a true and accurate record by:

(Chair).....

On.....