

# LONDON CYCLING CAMPAIGN

## Board Meeting, 26<sup>th</sup> September 2016

LCC Office, 2 Newhams Row, London SE1 3UZ

### Actions & Minutes

#### ACTIONS SUMMARY

Item	Who?	Item	Date	Status
1.2	Mustafa, Tony	Convene an Internal Democracy Working Group	17 <sup>th</sup> Nov 2016	Held over
1.3	Ashok	Circulate minute from Board Telecon (August)	1.3	New
2.10	Alex	Draft a basis on which legal opinion may be sought regarding permitting job-sharing of a single trusteeship		New
2.10	Gareth	Contact other charities to find out if trustee jobshares are being undertaken		New
2.10	Terry	Communicate with NCVO to investigate the trustee jobshare issue further.		New
4.3	Rachel	Obtain clarification on the request to send a trustee to observe the Hackney LCC AGM		New
8.2	Tony	Circulate ToR for a Board Structure subcommittee for approval by email.		New

#### MINUTES

**Present:** Rachel Aldred, Mustafa Arif, Daniel Barnes, George Coulouris, Alex Dillistone, Ann Kenrick (Chair), Tony Levene (Treasurer), Terry Patterson, Gareth Redmond-King

**Apologies:** None

**Absent:** Hannah Roberts

**In attendance:** Ashok Sinha

#### 1. Minutes of the 12<sup>th</sup> July Meeting (Accuracy & Matters Arising)

- 1.1 The minutes were approved with minor corrections.
- 1.2 The item on convening an Internal Democracy Working Group remains held over.
- 1.3 Ashok apologised for the fact that he hadn't yet circulated a minute from the early August Board telecon.

**Action:** Ashok to circulate for approval by email.

#### 2. Job Sharing of Trusteeship

- 2.1 Terry circulated her paper regarding the potential benefits of two people job-sharing a single trustee position on the Board.
- 2.2 She noted that LCC should not only state its commitment to increasing diversity but take action to achieve this; and possibly the most important benefit she felt would accrue was an increase in diversity on the Board:
- More women would be able to apply; with women generally shouldering the greater share of childcare in families the reduce time commitment would lower the bar to nomination.
  - Being a trustee is a privileged role; it is seen socially as a senior position of high responsibility, thus lowering the bar to entry would broaden the pool of people who could benefit from serving on the Board.
- 2.3 Terry described her own experiences of job-sharing in the 1980's and the positive impacts it had on her own family and her professional development. She also identified benefits to the organisation such as reduced absence and "2 for the price of 1" effect as jobsharers work together on issues.
- 2.4 She listed ways in which job-sharing could be achieved in practice on the LCC Board, with or without changing the Articles - whilst noting that the legal position regarding sharing a single trusteeship (other than via the route of a company holding a single trusteeship) was not clear (the very short response received by Ashok from the Charity Commission on this question was not entirely conclusive).
- 2.5 Tony stated that he had spoken to the Charity Commission, done some research and asked for informal opinions from members of his family with legal qualifications, and it still seemed clear to him that a change in the law would be required to permit two people to job share a single trusteeship.
- 2.6 He added that even if it was legal or we could change the law to make it so, seeking to diversify the Board wouldn't lead to "1 mm more" cycle lanes being built; there are other areas in which we lack diversity (e.g. ethnicity); we could address family constraints by, for example, holding Board meetings on a Saturday as many voluntary organisations do; and that we shouldn't waste time and money on something that is a "non-starter". George gave his agreement to this last point, noting that in any case he would not want a company to be a trustee of LCC.
- 2.7 Gareth asserted that even if no other charity has thought of trustee job-sharing before, and even if the law would need to be changed to allow this, LCC should seek to be a pioneer because it is the right thing to do; it would also enhance the profile and reputation of the organisation. He is "hugely supportive" of the idea.
- 2.8 Alex added her support, noting that job-sharing would increase the skillset and access to networks on the Board; her view is that there are no legal problems to which there aren't solutions.
- 2.9 The question of legal responsibility was raised: what if the two job-sharing trustees had differing opinions on a given matter? (Whether legally sharing a single trusteeship or two trustees informally taking it in turns to join Board meetings.) A number of trustees noted that there exist a variety of jobs that have statutory responsibilities, including ones in which either/both of the job-sharers can be taken to court if things go wrong (e.g. SENCOs); if these can be managed effectively then so can job-sharing of a single trusteeship.
- 2.10 It was agreed that the Board should consider taking formal, legal opinion before proceeding further with this discussion. Alex agreed to craft a basis on which we would seek such opinion.

**Actions:**

- Ann to seek a copy of the new TfL Board recruitment guidance regarding diversity
- Alex to draft a basis (e.g. a specific set of questions) on which the Board would seek legal opinion
- Gareth to contact other charities to find out if trustee jobshares are being undertaken
- Terry to communicate with NCVO to investigate further

### **3. Managing the Board E-list**

- 3.1 The problems regarding using the Board e-list were summarised by various trustees.

- 3.2 Mustafa reminded the Board that there were in essence two solutions: to only include personal email addresses on the Board list (thus avoiding complications that can arise from mail forwarding) or using only @lcc addresses and requiring all trustees to access Offices365 (in a way of their choosing) to send/receive emails. He added that the latter is his preferred solution because it encourages more/better use of @lcc addresses by trustee and opens up other options e.g. easy document sharing.
- 3.3 After some discussion the Board agreed to maintaining the status quo for now, i.e. that the e-list should continue to consist of @lcc addresses with mail forwarding for those who prefer it.

## **4. Hackney LCC AGM**

- 4.1 Rachel conveyed a request from Hackney LCC's Chair that the Board send an observer to its upcoming AGM. This is on the basis that there is division within the group regarding an internal complaint about an LCC member and how it has been handled by the ad hoc group of trustees (led by Gareth) delegated to do so.
  - 4.2 Unfortunately none of the trustees had availability at short notice to attend, even though there was a unanimous desire to try to respond positively and supportively to the Hackney LCC Chair if possible.
  - 4.3 The Board asked Rachel to contact the Hackney LCC Chair to establish greater clarity on what the trustee would be expected to do at the meeting, as everyone felt that simply observing would not be possible in practice.
- Action:** Rachel to contact Hackney LCC Chair.
- 4.4 The Board thanked Gareth and the other trustees involved for their management of a difficult dispute.

## **5. Membership Relaunch**

- 5.1 Dan and Ashok summarised the state of play: the membership is due to be launched in October with that month's renewals and the public offer going live.
- 5.2 They described the extent of creative and web/database work that was going on, noting how complicated the project has been but how promising it now looks; IGC has looked at it in detail and continues to provide oversight.
- 5.3 The Board discussed various concerns, noting the assurance that Ashok gave about monitoring the lapse and new recruitment rates very carefully after relaunch so as to be able to decisively take corrective action (e.g. on price point) if the new package doesn't go down well in the marketplace.

## **6. Bike Tubes**

- 6.1 Led by Tony, various trustees noted their dissatisfaction regarding problems that had been experienced on some of the led rides, and that overall the numbers of participants had been low.
- 6.2 Ashok agreed and noted the apologies he has sent to various volunteers; he recapitulated that there were indeed some problems with some rides, but that generally the feedback received was that they were well-managed.
- 6.3 Although substantial sponsorship had been secured, Ashok repeated that the marketing (for which LCC was very reliant on external partners) did not deliver "bums on saddles" to the extent expected. The team has looked very closely as to why this may have been the case, and if there is to be any future repeat of this project the barriers to uptake will have to be overcome (e.g. by designing the project in a very different way and/or having a deeper, longer relationship with fewer external partners).
- 6.4 Mustafa requested that in future it be made clearer to activists what the wider expected benefits of such projects are, beyond directly helping more people to cycle.

## 7. Trading

- 7.1 Mustafa presented his view that consultancy and services should be placed under a separate Board – including external non-executive directors - with full apportioning of overheads; he was intending to submit a paper on this as he felt that we have been effectively subsidising trading and wasn't convinced it is making a real profit.
- 7.2 Ashok supported this view and circulated an internal paper he had prepared a year ago to try to give greater focus, longer term, to the Cycling Projects Team; the paper described a wholly-owned trading subsidiary with full cost accounting and a Board consisting of a mix of trustees and externally-recruited non-executive directors. (The paper also gave a description of the potential USP, business model and products).
- 7.3 Ashok also noted that even fully apportioning overheads (i.e. to include rent and services) the trading arm in previous years had made a profit, but it was also true that last year this had reduced and this year to date has recorded a loss, even without full cost allocation.
- 7.4 Ashok and Dan asserted that the key challenge was less structural and more a question of whether LCC has the right products in the context of falling transport/local authority budgets and an apparent unwillingness of business to pay for services (as compared to a greater willingness, it seems, to pay for PR via sponsorship). This may force the issue ahead of any putative structural change.
- 7.5 Ashok added that some time ago he had suggested to IGC that someone with relevant business development experience might be interested in acting as a sounding board for the team to help its thinking, and that members of IGC had agreed to check if there is someone they know who could do this. Ann and Mustafa agreed to have a think about this as well.

## 8. Board Structure

- 8.1 Tony presented his thoughts that the Board may not be structured as well as it should be, e.g. two year terms don't give trustees enough time to properly grow into the role and there is a question of whether the election process gives the Board the full skillset it needs.
- 8.2 Tony asked for and was given permission to set up a subcommittee to do a full review of the structure and terms of office of the Board.

**Action:** Tony to draft and circulate terms of reference for the subcommittee for approval by email, and then to seek people to join it.

## PAPERS NOTED

- Staff Report

Signed as a true and accurate record by:

(Chair).....

On.....