

# LONDON CYCLING CAMPAIGN

## Board Meeting, 27<sup>th</sup> March 2017

LCC Office, 2 Newhams Row, London SE1 3UZ

### ACTIONS SUMMARY

Item	Who?	Item	Created	Due Date
4.7	Rachel	(In Terry's absence) Arrange for the matter of recruiting non-borough activist networks to be on the agenda of a future C&AM meeting	New	Unspecified
4.8	Ashok	Circulate the finalised Group Classification paper	New	Before the May Board
5.1	Mustafa	Convene a working group for this year's AGM & Trustee Election	New	Before the May Board
6.3	Dan	Convene an Office Relocation working group and engage staff; create a timeline	New	May Board
7.7	Ashok	Draft an AGM Special Resolution to align the Board Co-option term with the term for elected trustees	New	May Board
7.8	Ashok	Draft a framework for a membership consultation on constitutional changes to improve Board effectiveness/governance	New	May Board

### MINUTES

**Present:** Rachel Aldred, Mustafa Arif (Chair), Daniel Barnes, Amy Foster, Tom Harrison, Tony Levene (Treasurer), Christian Wolmar

**Apologies:** Terry Patterson

**In attendance:** Ashok Sinha

#### 1. Minutes of the 20<sup>th</sup> February 2017 Meeting

1.1 The minutes of the last meeting were approved with no corrections, and no matters arising not already covered by the agenda.

#### 2. 2017/18 Budget

3.1 The Board noted that the final draft of the 2017/18 budget met its requirement (agreed at the previous meeting) of not drawing down on the reserve, and contained only minor changes compared to the earlier version approved in principle at the last meeting. The Board approved the budget, reaffirming its intention to be more closely involved than in previous years with the quarterly review process.

### 3. Actions Tracking

- 3.1 Following the decision previously taken to improve the tracking of Board actions (and ultimately those of all committees), Mustafa invited Dan to give a demonstration of the Trello online platform.
- 3.2 After discussion its capabilities and potential uses the Board agreed to use Trello on a trial basis.

### 4. Classification of LCC Groups

- 4.1 Ashok reminded the Board that two years ago we had kick-started a process to put LCC groups on a firmer constitutional footing as integral parts of the parent charity (and thus having both the rights and responsibilities that come with that status).
- 4.2 In particular he noted that from now on, to be recognised as part of the charity, groups or networks would have to lodge a satisfactory constitution with the centre (a new Group Model Constitution was created for guidance at the time); and that they must also be operating according to it.
- 4.3 He added that, however, it had subsequently become apparent that some groups were unable meet the requirements above; yet it did not at the same time make sense for them to be de-recognised. As a result a paper (for Board ratification) was drafted last summer for consultation with the Local Groups Forum on handling the situation. Unfortunately the whole matter had fallen into abeyance over the past autumn and winter due to staff moving on and a freeze on replacing them, and that this paper was now being tabled at the current meeting to help re-start the group registration process.
- 4.4 In summary, the paper classifies groups or networks of LCC members as being (a) recognised as properly constituted; (b) "interim" (i.e. with a suitable constitution but insufficient officers); or (c) "affiliated" (having no constitution or officers). He summarised the rights and responsibilities that would be accorded to each.
- 4.5 Since the paper had been drafted it had become apparent to staff that a fourth category was necessary i.e. groups "in formation": such groups would be entities created (or resuscitated) and run directly by staff because of their strategic importance at any given moment. Such groups would be distinct from "affiliated" groups (above) in that they would be able to use the LCC brand and represent LCC officially in external relations.
- 4.6 In concluding he drew attention to the fact that he intended to change the term "affiliated" LCC groups and networks as used in the paper (and referred to in 4.4 above) to distinguish them from the new formalism being developed by staff to permit the affiliation of non-LCC groups/networks to the charity (e.g. cycling clubs, community groups, pollution activist networks and so on).
- 4.7 Following questions from trustees Ashok confirmed that the Model Constitution for groups/networks specifies that LCC Borough Groups take primacy in borough relations; and that it very much remains the intention of staff to recruit other types of representation e.g. an LCC Health Workers' Network.  
**Action:** Rachel (in Terry's absence) to ask for this matter to be on the agenda at a C&AM meeting.
- 4.8 The Board gave broad endorsement to the paper and looked forward to seeing the final version (amended as per items 4.5 and 4.6 above).

**Action:** Ashok to circulate the amended paper when ready.

### 5. Preparing for the AGM and Trustee Election

- 5.1 The Board agreed to establish a Working Group to carry out the tasks described in the paper tabled on the AGM and Trustee election. Mustafa agreed to chair it with Amy and Christian (and staff) as its other members.

**Action:** Mustafa to convene the working group.

## 6. Office Relocation

- 6.1 Dan presented his paper on how we should use the impending necessity to move office as a chance to re-look at the kind of presence LCC could and should have – e.g. creating a space that serves not only as a place of work for staff but (say) a workshop, resource centre, shop and/or community organising space. (His paper also suggested that we should be open to exploring all different types of setup, e.g. a serviced office.) Ashok gave his support to this as a longer term goal (the need to move to affordable new premises in November notwithstanding), saying that staff had been pursuing an option to create something along these lines couple of years ago but that it had fallen through.
- 6.2 Everyone agreed that the above was worth looking at – even if it required LCC to move into like-for-like premises in the interim - and that the various possibilities should be properly costed out. Ashok noted that he had been tangentially involved in the setting up of a capital appeal to create such a multi-purpose centre for a different NGO on whose Board he had served, and that a project of a similar nature could be undertaken by LCC albeit one that requires several years to bring to fruition. The Board was warm to the idea of doing something similar for LCC.
- 6.3 It was agreed that an Office Relocation working group should be established to oversee the office move, looking at both near/mid-term needs and any longer term vision: Dan and Tony volunteered to serve on it.

**Action:** Dan to convene the working group which should table a proposed timeline for decision-making at the May Board, including a consultation meeting with staff.

## 7. Board Structure

- 7.1 Tony introduced his paper, summarising the arguments (based on improving the effectiveness of the Board) that have led him to recommendations. Specifically he recommended that we seek to change LCC's Articles to: (a) allow Board co-optees to serve for the full length of the Board term (and not just until the next AGM as present); (b) to extend the Board term to three years; and (c) create a Nominations Committee for Board elections.
- 7.2 The Board debated how best to consult with members on these proposals, with Tony favouring an undirected call for comments and others preferring a structured approach based on specific questions.
- 7.3 The Board also debated the level of urgency for making these changes vis-a-viz wider possible constitutional changes that may also be legitimately proposed to improve Board effectiveness (but which would not be ready for consultation this side of the 2017 AGM).
- 7.4 Discussion was also had as to whether to use the upcoming AGM as a platform for a wider review and consultation with members on improving Board effectiveness/governance, culminating in changes to the Articles being made at the 2018 AGM; and, if so, whether or it not made sense to nonetheless press ahead this year with making the changes in item 7.1.
- 7.5 Tony and Christian argued in favour of making these change now whatever else we may subsequently do – both stated their worries that delay would risk the issue losing momentum - whereas others felt that constitutional changes to improve Board effectiveness/governance should come as a package (rather than through incremental/yearly change).
- 7.6 The Board then looked at each issue in turn; firstly it came to a consensus that we should not table a change to our rules to set up a Nominations Committee.
- 7.7 It then agreed that changing the Articles to allow Board co-optees to serve a full Board term was sensible and likely to be seen by members as uncontentious.
- Action:** Ashok to draft a Special Resolution as above for consideration at the next Board meeting.
- 7.8 The Board also agreed that a wider review and consultation on Board effectiveness and governance should be initiated at the upcoming AGM for conclusion and final decision-making at the 2018 AGM.

**Action:** Ashok to draft a framework for this for consideration at the next Board meeting.

7.9 Consensus was not however achieved on seeking to change the Articles regarding Board term length at the 2017 AGM, irrespective of initiating a wider review (item 7.8). Accordingly the matter was put to a vote by the chair: Tony, Christian and Dan voted in favour so doing; Mustafa, Tom, Rachel and Amy voted against. Hence the proposal fell 4 to 3.

**8. Papers Noted**

- 8.1 The Board noted the reports on implementation of Resolutions made at the last AGM (except regarding Women & Cycling about which an update had been given at the previous meeting); as well as the report on live AGM Resolutions from previous AGMs.
- 8.2 The Board also heard from Dan that membership recruitment and retention rates were up by a few percentage points compared to this time last year, and noted his paper on progress regarding the ongoing membership relaunch. (Total membership-related income will be down about £10k at year end compared to the re-forecasted target; this is attributable to the greater length of time it has taken than planned to move renewals onto the new membership model.)
- 8.3 The Board noted the Staff Report with thanks to the team.

**9. AOB**

9.1 Amy alerted the Board to Southwark Council’s current kerbside consultation and offered to email the Board with further information.

Signed as a true and accurate record by:

(Chair).....

On.....