

LONDON CYCLING CAMPAIGN

Board Meeting, 30th March 2015 – DRAFT

LCC Office, 2 Newhams Row, London SE1 3UZ

ACTIONS SUMMARY

Item	Who?	Item	Date
3.1	Ashok	Publish the 2014-2018 Strategic Plan	30/3/15
4.4	All	Send comments on Governance Review 2015 Papers 7 and 8 to Ashok by Monday 6 th April; for finalisation at the May Board	30/3/15
4.4	All	Send comments on Governance Review 2015 Papers 5 and 6 to Ashok by Monday 6 th April, ahead of wider consultation	30/3/15
4.4	Ashok	Finalise GR 2015 Papers 1-6 for consultation	30/3/15
4.4	Rachel	Consult on GR 2015 Papers 1-3 with the Policy Forum – to be completed ahead of the July Board	30/3/15
4.4	Mustafa	Consult on GR 2015 Papers 4-6 with C&AM and LGF – to be completed ahead of the July Board	30/3/15
4.4	Ashok	Table final versions of GR 2015 Papers 1-3, 5 & 6 at the July Board	30/3/15
5.7	George/Ashok	Pursue agreed actions under 5.7 to carry forward the recommendations of the ITWG Review	30/3/15
6.1	All	Send Gareth comments on the E&D Plan – for the May Board	30/3/15
7.2	Ashok/Tony	Consult with the Board on the Articles of the new trading company (Ashok); agree changes to these and appoint additional Directors at the first meeting of the company (Ashok and Tony)	30/3/15

MINUTES

Present: Rachel Aldred, Daniel Barnes, Mustafa Arif, George Coulouris, Alex Dillistone (by phone), Ann Kenrick (Chair), Tony Levene (Treasurer), Hannah Roberts (from item 2), Gareth Redmond, Oliver Schick

Apologies: None

In attendance: Ashok Sinha

1. Minutes of the 9th February Meeting (Accuracy and Matters Arising)

- 1.1 The minutes should to be corrected to show that Gareth had given his apologies.
- 1.2 The text should be amended to explicitly confirm that the changes to the draft Strategic Plan 2014-2018 were accepted.
- 1.3 The minutes were approved with these changes.

2. 2015-16 Budget

- 2.1 Tony introduced the final draft budget produced by staff staff, explaining that it had been approved by FAC with no changes.
- 2.2 He noted that: there is a planned deficit of ~£8k, essentially due to the cost of the membership review not being fully met by income; and the end-of-year reserve of £105k is in line – just - with the proposed new reserves policy.
- 2.3 Regarding the proposed new reserves policy: Tony and Ashok explained their view that, rather than having a one based on three months' operating cost (i.e. to deal with a catastrophic loss of income, which is a low risk scenario), it would be better to have one that (a) protects LCC against possible cash flow problems during the year (e.g. from delayed income), plus (b) a safety margin on top.
- 2.4 They explained that the £105k figure would be sufficient to deal with cash flow risks (based on an analysis of the present year's operations) plus a reasonable safety margin of ~£20k. Given that the biggest problem in recent years was loss of Gift Aid on membership this year (which, after mitigation and eventual reinstatement) cost LCC ~£40k, it would be desirable to raise the reserve in the next financial year to ~£105k.
- 2.5 Ashok noted that the intention of the membership review is to not only substantially lift our membership levels but our income too; and that this should bring financial benefits within the next financial year (dependent on any transitional loss in income if, say, existing members were migrated to a new and more competitive rate). Thus we may possibly end the year with a balanced budget.
- 2.6 The Board approved the budget and the new reserves policy, agreeing that a surplus budget should be set for the following financial year to raise the level of reserves.
- 2.7 On other matters: in response to Board queries Ashok clarified that there were not numerous IT pots across the budget; rather there are a few big ones (principally Engaging Networks, Civi-CRM, and web). Rather than consolidating these it would be better to wipe the slate clean and give any new IT Manager (as recommended by the IT Review conducted by the ITWG – see below) the scope to start afresh. This was agreed.

3. Publishing the Strategic Plan

- 3.1 The Board discussed the merits of publishing the current Strategic Plan on the website with and without the specific/numeric targets included.
- 3.2 It was agreed that the full plan should be published, but that the Board in place at the time should review these targets annually and publish any changes to them.

Action: Ashok to publish the plan

4. Governance Review 2015

- 4.1 Ashok explained the structure of the review and ran through the set of numbered papers in the pack. These were:
 - Paper 1 - Proposed Changes to the Articles (Binding Policy)
 - Paper 2 - Proposal for Handling Policy Motions to the AGM
 - Paper 3 - Proposed Changes to the AGM Standing Orders (Policy Resolutions)
 - Paper 4 - Proposal to Formalise the Constitutional Status of Local Groups
 - Paper 5 - Proposed Changes to the Articles (Local Groups)
 - Paper 6 - Proposed LCC Groups Model Constitution
 - Paper 7 - Proposed Board & Committee Standing Orders
 - Paper 8 - Proposed Revisions to LCC Board Code of Conduct

- 4.2 Ashok noted that the task at hand was to: (a) approve Papers 1-6 for consultation by committee Chairs with the committees identified; and (b) approve Papers 7 and 8 for the Board to amend and agree. He also noted that Alex and Nick Davies (both members of FAC) were applying their legal training to check through the wording of the Model Groups Constitution.
- 4.3 George noted that it would appear heavy-handed if the Model Groups Constitution were to land with groups out of the blue. Ashok agreed, saying that the consultation drafts would contain additional contextual information for groups; and that groups with existing/suitable constitutions would not have to change them (but would need to register their constitutions with the Company Secretary to verify the necessary compliance with charity obligations).
- 4.4 The papers were approved to go forward for consultation.

Actions:

- All to send comments on Papers 7 (Board/Committee Standing Orders) and 8 (Board Code of Conduct) to Ashok by Monday 6th April.
- All to send comments on Papers 5 and 6 (Groups) to Ashok by Monday 6th April, ahead of wider consultation.
- Ashok to finalise Papers 1-6 for consultations.
- Rachel to carry out a consultation on Papers 1-3 (Policy) with the Policy Forum.
- Mustafa to carry out a consultation on Papers 4-6 (Groups) with C&AM, LGF.
- Revised drafts of Papers 1-3, 5 and 6 to be tabled by Ashok and committee Chairs at the July Board, with an update to be provided at the May Board. (NB. Paper 4 is for feedback, and contains no text requiring finalisation)

5. IT Review (ITWG)

- 5.1 George introduced the findings of the ITWG's review, stating that the purpose was to (a) look at what would be needed to deliver compliance with the IT Resolution of the 2015 AGM and (b) look at longer term strategic issues.
- 5.2 Ashok added that the review was conducted through the lens of campaigning and advocacy, and that its finding would be shared across the other functional areas of the team – specifically Marketing & Membership, and Consultancy & Services - to ensure a full and picture and a coherent set of final recommendations are achieved.
- 5.3 George stressed that the key to unlocking more effective use of IT in the future is the recruitment of a new IT Manager, with technical expertise that is currently lacking in the staff team.
- 5.4 Referring to Ashok's confirmation that this could not be afforded within the next financial year (unless income was substantially above target – and after replenishing the reserve), George expressed his considerable anxiety that the lack of such a person would hold back the organisation – a view shared by the other members of the ITWG; in the meantime the website has reached the limit of its potential and its forum feature is not functioning (a known issue).
- 5.5 Ashok noted that the immediate task would be to cross-check the Quick Wins identified in the Review with other teams (see 5.2) and achieve what can be afforded within the new web budget.
- 5.6 He also noted that staff plan to raise more money for IT development work through the sponsorship/income sought for campaigning activities and from consultancy contracts; this would be used in the first instance for the Quick Wins, but also to start building a new/scale-able website (with a separate but linked forum) on a better platform. Rachel added that some grant-funded work around data, say, could be used to part-fund the new staff post in the first instance.
- 5.7 In summary, the following was endorsed by the Board:
- i. The three main recommendations of the review, but with no timescale attached to the appointment of a Digital Manager.

- ii. That the ITWG should gather further input from stakeholders, especially LCC Managers not represented on the ITWG.
- iii. That staff should source another developer to get a costing on the Quick Wins to the existing site; and the ITWG to decide which QWs to prioritise on the basis of available budget.
- iv. That staff should use the upcoming campaigns to raise money to build an interim (and scale-able) site, starting as soon as the income lands.
- v. That the ITWG be encouraged to continue to pursue voluntary development and investigations.

Action: Ashok and George to carry forward the above under the aegis of the ITWG.

6. Equality & Diversity Plan

- 6.1 Ashok informed the Board that: the lack of such a plan hitherto has previously been noted by him, but unaddressed; this gap has recently been highlighted by the requirements of some potential clients for consultancy and services; he has created an E&D Plan (tabled in the Board papers), to be governed by HRC and reviewed every January. He confirmed that it is currently live and being used.

Action: All to send Gareth comments on the plan for final amendment at the May Board.

7. Trading Company

- 7.1 Ashok informed the Board that he had sought advice from our auditors regarding corporation tax, who subsequently reported that LCC's non-primary purpose trading activities were now above the threshold for corporation tax exemption; they have recommended that a trading company be set up. He added that FAC had accepted this recommendation and new company has been registered – London Cycling Campaign Trading Ltd. Tony and he are the Directors, with its two shares being owned by LCC (i.e. the charity).

- 7.2 The Articles registered with Companies House are standard, pro forma ones, that can be changed by the Directors.

Action: Ashok to consult with the Board over the Articles/governance; and Tony and he to minute (at the first meeting of LCC Trading Ltd) any necessary changes to the Articles, plus the appointment of additional Directors, as required by the LCC Board.

8. AOB

- 8.1 None.

PAPERS NOTED

- a. Staff Report, March 2015
- b. Management Accounts, February 2015
- c. C&AM Minutes (draft), March 2015
- d. Policy Forum Minutes, November 2014

Signed as a true and accurate record by:

(Chair).....

On.....