

LONDON CYCLING CAMPAIGN

Board Meeting, 6th July 2015 - DRAFT

LCC Office, 2 Newhams Row, London SE1 3UZ

ACTIONS SUMMARY

Item	Who?	Item	Date
4.6	Chairs/Ashok	Circulate and apply the new rules arising from the Governance Review	6 th July
5.2	Tony/Ashok	Call a General Meeting of the trading subsidiary to approve its new Articles; invite Alastair Hanton to join its Board	6 th July

MINUTES

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

Apologies: None

In attendance: Ashok Sinha

1. Minutes of the 11th May Meeting (Accuracy and Matters Arising)

- 1.1 George asked whether the 3rd bullet of paragraph 2.5 of the Groups 2 paper was too vague (i.e. in terms of the circumstances under which fundraising income by groups would be used for central LCC activities). It was agreed that the text accurately reflected the general situation and that in practice it would be very rare for the centre to ask for access to monies raised by groups.
- 1.2 The minutes were approved with minor corrections.

2. VAT

- 2.1 Oliver asked Tony to explain the recent requests by the office for the Hackney Group to manage the catering it provides for the Dunwich Dynamo with due regard to VAT regulations.
- 2.2 Tony confirmed that VAT does potentially apply to certain trading by groups; but that FAC acknowledged the extra admin burden that VAT processing might place on groups, and agreed that a threshold should be set below which we would not expect VAT to be considered by them. Ashok added that the finance team are looking into the level at which it should be set.

3. Audited Accounts and Reports & Management Letter

- 3.1 Tony introduced the accounts, explaining that they had been given a clean bill of health by the auditors, and that FAC had agreed to recommend to the Board that it approves them.
- 3.2 He noted that CVDFK had merged with Moore Stephens – under the latter name – but that future audits would still be conducted by the same team; FAC is happy to continue commissioning what is now Moore Stephens for the audit.

- 3.3 The Board approved the accounts, the Chair's and the Trustees' Reports, which were then signed by Tony and Ann.
- 3.4 The Board congratulated Chris Evans in the finance team for his work on the accounts.
- 3.5 The Board noted the auditors' Management Letter and approved all the responses tabled by staff to the recommendations contained therein.

4. Governance Review 2015

- 4.1 GR2015 Policy 1 [FINAL]: paper approved.
- 4.2 GR2015 Policy 3 [FINAL]: paper approved subject to the following edits:
 - The deadline for receipt of motions to the AGM should be no earlier than 3 months before the AGM.
 - Pre-scrutiny of motions should be by any committees the Board deems appropriate.
- 4.3 GR2015 Groups 2 [FINAL]: paper approved with the following change: "belongs to" should be changed to "be under the control of".
- 4.4 GR2015 Groups 3 [FINAL]: paper approved subject to the following edits:
 - Correction of the paragraph numbering.
 - Inclusion of the category of "city" as well as "borough" as a group category, a propos of the Cities of London and Westminster.
 - Under "Membership of the Group", second paragraph: change "contribute to the work" to "activities".
 - Under "Assets and Liabilities...", first paragraph: change "belong to" to "under the control of".
 - A small number of typographical errors.
- 4.4 GR2015 Paper 7 [FINAL]: paper approved subject to the following edits:
 - Delete "These" in "These Standing Orders" under "Definitions".
 - Amend 8.2 to show that Chair's Action should be noted in the minutes of the first Board meeting after the Action has been taken.
- 4.5 GR2015 Paper 8 [FINAL]: paper approved.
- 4.6 Mustafa noted that the Model LCC Group Constitution is likely to change further, as we begin to develop guidance; Ashok added that staff are preparing sessions at the AGM to engage activists in the support they will need to meet the new requirements placed on them as a result of the Review.

Action: Ashok/committee Chairs to circulate and apply the new rules; Ashok to table the Special Resolutions at the AGM.

5. Trading Subsidiary

- 5.1 Ashok confirmed that the purpose of LCC's new trading subsidiary ("London Cycling Campaign Trading Ltd") is solely to retain LCC's zero exposure to corporation tax on its non-primary purpose trading; and that the routing of such trading through a non-charitable subsidiary (in this case wholly-owned by LCC) follows official advice as published on the HMRC web portal (and reflects standard practice within the charity sector). The new Articles have been written with this in mind.
- 5.2 The new Articles for the trading subsidiary were approved; Ann was appointed as the Board's shareholder representative and asked to table the Articles at a General Meeting of the company for voting through by her.

Action: Ashok and Tony to call a General Meeting of LCCT Ltd. And Ann to approve the new Articles.

3rd bullet

5.3 It was agreed that Alastair Hanton should be invited to be a non-trustee/non-staff member of the LCCT Ltd Board.

6. AOB

6.1 None.

PAPERS NOTED

Staff Report, July 2015

Signed as a true and accurate record by:

(Chair).....

On.....