

# LONDON CYCLING CAMPAIGN

## Board Meeting, 8<sup>th</sup> May 2017

LCC Office, 2 Newhams Row, London SE1 3UZ

### ACTIONS SUMMARY

| Item | Who?       | Description   | Due Date                          |
|------|------------|---|-----------------------------------|
| 2.3  | Tom        | Convey to Tony and Dan that they have been asked to co-convene the new committee formed by a merger of FAC and IGC  | Immediate                         |
| 2.4  | Tony & Dan | Define the name and remit of the new committee, recruit to it, and create steps towards producing a new financial plan  | Next Board                        |
| 2.5  | Ashok      | Amend Board Standing Orders to reflect the FAC-IGC merger   | Next Board                        |
| 2.6  | Ashok      | Check the constitutional position regarding e-voting on motions and special resolutions, reporting to the AGM-Election Working Group  | Next Board                        |
| 4.5  | All        | Actively encourage members to stand in this year's Board election   | Ongoing                           |
| 6.2  | All        | Submit suggested names for the "unconstituted LCC member network" classification  | Noon, Friday 12 <sup>th</sup> May |
| 7.3  | Ashok      | Check the proposed Special Resolution on the term of office of Board co-optees with LCC specialists; investigate the practicalities of a Special Resolution to make the Articles gender-neutral | Next Board                        |
| 9.2  | Mustafa    | Amend Board Stranding Orders to require that operational policies agreed by the Board be published  | Next Board                        |

### MINUTES

**Present:** Mustafa Arif (Chair), Amy Foster, Tom Harrison, Terry Patterson, Christian Wolmar

**Apologies:** Rachel Aldred, Daniel Barnes, Tony Levene (Treasurer)

**In attendance:** Ashok Sinha

#### 1. Minutes of the 27<sup>th</sup> March and 2<sup>nd</sup> May 2017 Meetings (Approved by Email)

- 1.1 The Chair reminded trustees that the 2<sup>nd</sup> of May meeting was held as a closed session in its entirety.
- 1.2 There were no corrections, or matters arising not already covered by the agenda.

#### 2. Strengthening Financial Governance

- 2.1 Mustafa presented his paper on strengthening financial governance by the Board (held over from the last meeting). He reminded the Board that principal recommendations (in summary) are:
  - Returning to the practice of tabling the latest management accounts at each Board meeting.
  - Putting the current quarterly financial review process on the Board agenda each quarter.
  - Recognising that we currently do not have an efficient system in place to easily trigger cash flow projections: table historical cash flow data and forward-looking narrative at each Board.

- 2.2 The Board agreed to the above, adding that consideration of the reserves position should be added to the list of matters to be reviewed each quarter, so as to read:
- a. Income performance of the new membership model
  - b. Trading performance
  - c. Office relocation costs
  - d. Reserves
- 2.3 Following discussion with staff and other trustees Mustafa also recommended a merger of the FAC and IGC Board subcommittees. This was agreed.
- Action:** Tom to convey to Tony and Dan that they are being asked to co-convene the merged committee.
- 2.4 The Board agreed that the co-chairs of the new, merged committee should (inter alia) make sure that it undertakes the following tasks, reporting back to the Board:
- Defining the committee's name and remit; the latter should encompass finances, charitable income/fundraising, commercial income, administration (e.g. legal/regulatory compliance).
  - Recruiting to the committee (changed from "co-opting a minimum of two additional members" as in Mustafa's paper).
  - Creating a "financial plan" (i.e. KPIs and proposals to improve internal systems to facilitate cash flow projections as well as present any other useful data that is not present or easily mined from the management accounts and Staff Report).
- Action:** Tony and Dan to make sure the above items are covered by the merged committee.
- 2.5 It was noted that the Board Standing Orders currently lists the existing Board subcommittees and will therefore need to be amended.
- Action:** Ashok to table amended Board Standing Orders at the next meeting.
- 2.6 The Board also noted the outstanding Board Awayday action to look at Board Officer roles; and it agreed that in principle HRC may no longer be needed if there is a trustee nominated to deploy existing processes and/or commission development of policies (etc.) according to need.

### 3. Actions Tracking

- 3.1 The Board went through its current actions (as uploaded to Trello), assessing progress/closing completed actions and agreeing any next steps needed towards meeting outstanding ones.
- 3.2 The actions considered covered: recruiting to FAC (now superceded by items 2.3 and 2.4 above); creating an Activist Network; creating a revitalised Trustee Induction process; reviewing Board Officer roles (item 2.6 above); developing a new Affiliates model.

### 4. Annual General Meeting

- 4.1 Based on a request by Ashok, the AGM-Elections Working Group tabled a recommendation that we move to a weekday evening, business focussed AGM this year (rather than a combined AGM-Annual Conference over a full Saturday). This would be a cost-saving measure as part of a raft of savings needed to deal with higher than expected probable rental costs in the future (item 4 below), and possibly higher than expected moving costs than. A Campaigners' Conference would then be held in late winter/early spring in the run up to the 2018 borough elections, subject to fundraising.
- 4.2 The Board contrasted the advantages of the present practice (e.g. using the conference programme to draw people into the AGM) and the past situation where Campaigners' Conferences had been held later in the year (e.g. being well-timed to mobilise action in an election year).

- 4.3 The Board agreed to the recommendation, agreeing also that we should seek a high profile speaker to add further interest value; it also asked the working group to investigate the wisdom or otherwise of adopting electronic voting for motions in future years.

**Action:** Ashok to check the constitutional position and rules agreed regarding e-voting.

- 4.4 The Board also agreed that the new process for the pre-AGM scrutiny of motions (that was run for the first time last year) should be streamlined. It agreed that the default position from now on should be that motions only go to C&AM unless otherwise determined on a case-by-case basis by the Chair, Vice-Chair and CEO.

- 4.5 Regarding this year's Board election: Mustafa noted that the Articles specify that there should be between three and ten trustees, giving the Board scope to move away from the custom and practice of having a ten person Board with half elected each year (plus up to three co-opted trustees), should it wish to do so. In particular he raised a concern that in non-election years the number of candidates for the Board is lower and, with six vacancies this year (according to custom and practice), we risk an uncontested election. The Board agreed to proceed as normal, i.e. place six seats up for election, but each trustee undertook to actively encourage people to stand during the course of their group visits and other contacts with members.

**Action:** Trustees to actively encourage members to stand in this year's election.

## 5. Office Relocation

- 5.1 The Board noted the update on progress tabled by staff and agreed to make visits to potential new premises as required.

## 6. Group Classification

- 6.1 The Board agreed to adopt the final version of the Group Classification paper presented.
- 6.2 Trustees felt that a better name for the third class of group (i.e. unconstituted networks of LCC activists, currently described as LCC member "clusters") was required, especially as the proposed term clashes with terminology already being used for group work. Suggestions were invited.

**Action:** Trustees to submit suggestions by noon on Friday 12<sup>th</sup> May at which point Mustafa will decide on the name via Chair's Action.

## 7. Special Resolution

- 7.1 The Board discussed the draft Special Resolution to equalise the term of office of co-opted trustees and that of elected trustees. Mustafa stressed the importance of getting the text absolutely right as the Articles prohibit amendments being made to Special Resolutions at the AGM.
- 7.2 Ashok noted that in requesting this draft the Board did not make reference to appointed trustees (i.e. people appointed by the Board to fill vacancies arising in the elected spaces during the course of a Board term), which is different to co-options; he presumed that the membership would like such seats to be filled by election at the next available opportunity, and hence appointed trustees should still only serve until the next AGM as currently stated in the Articles. The Board agreed with this i.e. that the term of office for appointed trustees should remain unchanged.
- 7.3 The Board approved the draft Special Resolution for tabling at this year's AGM (subject to correcting minor typographical errors), provided the text is checked with members who have relevant legal/drafting expertise.

**Action:** Ashok to check the text with relevant members, also asking their views on the practicality of tabling a Special Resolution in 2018 to make the language of the Articles gender-neutral.

**8. Governance Review**

- 8.1 Ashok presented the draft framework for a review of the way the Board and its subcommittees are constituted (so as to improve governance) as requested at the last meeting. He noted that this was merely a "starter-for10", given that the request was a generalised one with no specific parameters.
- 8.2 The Board agreed that it would not have the capacity, given its current reduced complement, to pursue this initiative as mooted; instead the Chair should flag up the Board's thinking at the AGM with a view to engaging activists in structured way thereafter.

**9. Open Governance**

- 9.1 Mustafa tabled his paper, building on and adding to the proposals made in his previous paper ("Freedom of Information & Open Governance in LCC") which had been originally been considered by the Board in 2014.
- 9.2 The Board reaffirmed the previous decision that committee minutes should not be published due to issues of sensitivity (e.g. political) nor briefing notes published in lieu of these.
- 9.3 The Board agreed that operational policies agreed by the Board (e.g. the Group Classifications agreed in item 6 above) should be published.

**Action:** Mustafa to amend the Board Standing Orders to reflect the above for ratification at the next meeting.

Signed as a true and accurate record by:

(Chair).....

On.....