

## LONDON CYCLING CAMPAIGN

### Board Meeting, 9<sup>th</sup> November 2016

LCC Office, 2 Newhams Row, London SE1 3UZ

#### ACTIONS SUMMARY

Item	Who?	Item	Date	Status
1.1	Ashok	Set up Doodle Poll for Board Awayday	9 <sup>th</sup> Nov	New
4.3	Ashok	Advertise for specialists to be co-opted to HRC (with Amy) and for volunteers to join FAC (with Tony)	9 <sup>th</sup> Nov	New
4.4	Ashok	Contact Tom and Christian regarding committee participation	9 <sup>th</sup> Nov	New
4.4	Committee Chairs	Seek co-options to their committees		
7.5	Ditto	Table the ratified Campaign Strategic Objectives (2016-2020) at committees to see how delivery of these could help meet wider objectives	9 <sup>th</sup> Nov	New
8.1	HRC	Review Staff Handbook procedures regarding redundancies/restructuring	9 <sup>th</sup> Nov	New
9.1	Tony & Lucy	Form a new ad hoc working group on trusteeship/directorship	9 <sup>th</sup> Nov	New
11.1	FAC	Separate out trading activities in the management accounts with full cost accounting	9 <sup>th</sup> Nov	New
12.1	Mustafa/Ashok	Propose meeting schedule for the full Board year	9 <sup>th</sup> Nov	New
13.1	Tony, Dan, Terry, Mustafa, Lucy	Prepare the agreed items for the Awayday	9 <sup>th</sup> Nov	New
14.1	Terry	Circulate information and documents relating to Trustees' Week	9 <sup>th</sup> Nov	New

#### MINUTES

**Present:** Rachel Aldred, Mustafa Arif (Chair from item 2.8), Daniel Barnes, Lucy Carter, Amy Foster, Ann Kenrick (Chair until item 2.8), Tony Levene (Treasurer), Terry Patterson

**Apologies:** Tom Harrison, Christian Wolmar

**In attendance:** Ashok Sinha

#### 1. Awayday Planning

1.1 It was agreed that, especially in view of the financial situation, the Board Awayday should be brought forward from January to late November or December.

**Action: Ashok to set up a Doodle Poll**

## 2. Election of Chair

2.1 Three candidates stood for the position of Chair: Mustafa Arif, Terry Patterson and Christian Wolmar. Retiring Chair Ann Kenrick invited each to make a statement in support of their candidacy. Christian Wolmar was unable to attend the meeting due to canvassing as a candidate for the upcoming Richmond constituency parliamentary election, but had sent a statement to be read out by Ashok.

2.2 Christian's statement:

- "I am very keen to be chair of the trustees
- I have a thorough grounding of cycling issues and politics having been involved in both national and London wide organisations for a considerable time including the National Cycling Strategy Board and Cycling England.
- I am also used to dealing with local and national government agencies.
- I have extensive media experience having worked as a journalist all my life and done countless TV and radio interviews.
- I am an experienced chair of meetings large and small and have been involved in numerous NGOs ranging from Shelter to the Railway Children.
- I am aware that LCC faces difficulties in the current financial climate and today's environment in which membership organisations are seen as somewhat 20th century.
- I am old which makes me, sometimes but by no means always, wise.
- I am a freelance and my timetable is flexible, which means I can deal with emergencies and also have time to offer the LCC."

2.3 Key points from Terry's statement: Terry thanked Ann and said she would build on the work done during her time as Chair.

She said that she:

- Is "100%" committed to LCC and cycling, as can be seen from: her extensive activity on twitter; her activism with her local group; and the fact that she has been "full on" in campaigning in general.
- Has been heavily involved in LCC, including: helping to recruit staff; assisting with the membership relaunch; public speaking; appearing on TV; lobbying (in person) the past mayor, Boris Johnson and past Cycling Commissioner, Andrew Gilligan; visiting at least eight LCC borough groups.
- Works part time, and therefore has the necessary time to offer LCC.
- Recognises the potential for reduced profile for LCC due to financial circumstances but would help the charity avoid this; she will support the Treasurer in difficult times.
- Knows that the CEO will be happy to work with her from conversations had with him; and has in general had regular contact with him, over the phone, by email and in person.
- Recognised that we are dependent on our "outstanding CEO" but will also challenge him.
- Has a strong leadership skillset gained from leadership roles in the public sector; for example she turned round a failing school in two years and was responsible for IT in education for the borough of Tower Hamlets.
- Has good people skills; is collaborative but robust when needed.
- Has considerable HR experience (e.g. in relation to disabilities and redundancies).
- Wants all to contribute, not just the "loudest voices".
- Will offer scrutiny of our work to prioritise and deliver the most important of our agreed Strategic Objectives, all of which cannot be met with current resources.
- Considers that growing the membership is key, and promoting greater diversity and more volunteer activism will be essential to this: we should be a campaign for all Londoners.

2.4 Key points from Mustafa's statement: Mustafa thanked Ann for her service to LCC as Chair.

He said that he:

- Is standing reluctantly; his original election to the Board seven years ago was on the basis of his intention to focus on LCC's campaigning work.
- Felt the Board "is a breeze" compared to the Campaigns & Active Membership committee, of which he has been a long time Chair; and although he was "not thrilled" at the idea of chairing both, he would be able to do so if required.
- Is standing because the Treasurer had described the current financial situation to him as a "crisis" and he wants to ensure the long term sustainability of the charity (through income and membership growth).
- Felt the organisation as a whole was not properly geared to maintaining the campaigning relevance that it has gained with recent big campaigns.
- Felt that these challenges are solvable if in the coming months we: act decisively; take difficult decisions; not fear it if trustees' actions make the CEO and staff feel they are being criticised; improve the effectiveness of the Board (making sure it is better at scrutinising the work of the charity).
- Has good relationships with the CEO and other trustees.
- Is good and adept at judging what the AGM/Membership will and won't "buy into" and hence steering the organisation.

2.5 Ann then asked Mustafa to leave the room and opened the floor to questions to Terry, which were posed and answered as follows:

- i. Tony asked: LCC HQ will need a new office in a year's time – how would Terry use that fact to shape the organisation? Terry replied that within budget we needed to try to retain the convenience currently offered, but also to ensure proper disabled access and find premises that could be used as a meeting/organising space by borough groups.
- ii. Tony also asked: do you agree that we give too much emphasis to the views of the "1%" who come to the AGM? Terry replied that they must be listened to as they are the most committed and active members; people take pride in the AGM as a democratic institution and that its importance should not be discounted; the motions process had been reformed and improved; we will look to these active members to help with the membership drive and need to engage them more; the IT system is a major barrier (e.g. the lack of an effective forum) to engaging people beyond the borough groups.
- iii. Dan asked: what were Terry's previous roles? Terry answered that she had been a teacher; school manager; borough schools inspector; provider of IT support services to schools; head of e-learning at Tower Hamlets; and that she had steered the service through tough spending cuts that had seen 500 redundancies.
- iv. Dan asked: what are Terry views on improving LCC's finances? Terry answered that membership growth is the lynchpin but that this is also dependant on effective campaigning.
- v. Rachel asked about Terry's views on alliances and themes for our work; Terry said that: good relations, but a clear distinction from, Stop Killing Cyclists (and their more radical protests) would aid our work; we should do more with Wheels for Wellbeing to help diversify our membership and cycling in London in general; reach out to London Women on Bikes whose members don't feel LCC is relevant to them.

2.6 Ann then asked Terry to leave the room and invited Mustafa to return; she opened the floor to questions to Mustafa. The same questions were posed as above, and he answered them as follows:

- i. Office: the size of what we can afford will have an impact on the organisation's shape and on the location too; the HQ should in any case aim to do more to work through activists and volunteers to achieve our goals; and if the organisation is scaling to do the latter, then we will need an office that suits that end.
- ii. The "1%": this has been a "battle" over the years; when he became chair of C&AM (Campaigns & Active Membership committee) and Ashok became CEO, we focussed more on what the wider membership wanted; hence Love London, Go Dutch (against the wishes of a lot of activists) was selected by the membership as the 2012 Mayoral Election campaign, but the vote was close; we are listening well with the wider membership but we are not engaging them well enough.

- iii. Roles: Mustafa is a Chief Technology Officer (and Director) of an IT consulting company, and is sometime commercially-facing in his work; he is used to the areas covered by LCC's the business aspects of LCC's work; he is a former President of a university Student Union and Governor of the University of London
- iv. Finance: he wished to be candid in saying that he doesn't move in circles that would bring contacts with potential donors (as with trustees of other charities in the traditional mould); but he has views on what LCC's trading activities could look like and has talked with potential investors.
- v. Alliances/Themes: we have reached a barrier in that we are good at liaising with other sustainable transport groups but haven't yet broken through to others such as (say) business groups; we need to move beyond the "usual suspects".

- 2.7 Ann then asked Terry to return to the room, and requested a secret ballot which was conducted by Ashok. Mustafa (7 votes) was elected Chair, with 3 votes for Terry and one for Christian. (Tom had supplied his preference in advance of the meeting.)
- 2.8 Mustafa took over as Chair; he thanked Ann for her good humour and patience – especially in the heat of the AGM – and her seven years' work on the Board. He proposed a vote of thanks to her which was carried enthusiastically.

### 3. Election of Treasurer and Vice-Chair

- 3.1 Tony stood for Treasurer and was elected. Lucy expressed her interest in shadowing him, which was welcomed by all.
- 3.2 Terry stood for Vice Chair and was elected.

### 4. Election of Committee Chairs and Board Representation on Committees

- 4.1 The following were elected uncontested to chair the following committees (the Treasurer automatically chairs the Finance and Admin Committee):
- Campaigns & Active Membership: Terry
  - Policy Forum: Rachel
  - Income Generation Committee: Dan
  - Human Resources (HRC): Amy
- 4.2 Trustees volunteered to act as Board representatives on committees as follows:
- Campaigns & Active Membership: Mustafa, Rachel, Tom (presumed)
  - Policy Forum: Tom (presumed)
  - Income Generation Committee: Ann
  - Finance & Admin Committee (FAC): Lucy
- 4.3 These committees will seek co-options as normal; but regarding HRC it was agreed that Amy and Ashok would advertise for HR specialists from amongst the membership; and that regarding FAC Ashok should advertise for people willing to serve.
- Action:** Ashok to seek HRC/FAC co-options with Amy/Tony.
- 4.4 It was agreed that Ashok should also formally ask Tom and Christian on which committees they would like to serve.
- Action:** Ashok to contact Tom and Christian; all committee Chairs to liaise with other trustees and make the necessary co-options to their committees.

## 5. Minutes of the Last Meeting (26<sup>th</sup> September)

- 5.1 Given the item on reviewing the role and appointment of trustees/directors below it was agreed to close the carried over item on convening an internal democracy working group (1.2).
- 5.2 Regarding job-sharing of trusteeships: Lucy confirmed that this was is not possible in law; and regarding changing the law there are still a "pile of questions" being worked through concerning the 2006 Companies Act; plus the Charity Commission has also just been through a reorganisation. Accordingly proposing a law change is a matter that won't realistically be addressed even if we were to propose it. The Board agreed to close the item on job-sharing of trusteeships.
- 5.3 The Board thanked Terry for participating in the Hackney LCC AGM.

## 6. Implementation of AGM Resolutions

- 6.1 The finance motions are procedural and will fall under FAC's remit.
- 6.2 The resolution on air pollution will be implemented under C&AM's aegis.
- 6.3 Regarding the resolution on Women & Cycling: Terry presented her proposals, saying that they had the assent of the proposer of the original motion. The proposals in the paper were agreed, with the following amendments: the proposed conference should be pushed back to the spring and the targets should be seen as aspirations/examples. It was also agreed that the working group should be open to all.
- 6.4 Regarding the Emergency Motion on Baker Street (and wider): this is to fall under the aegis of C&AM, reporting back to the Board on sensitive/challenging matters.

## 7. Campaigns Strategic Objectives 2016-2020

- 7.1 Ashok presented these. He apologised for the delays in producing them and problems with the drafting - he himself would normally make the original strategy proposals and manage the dialogues on these, but this year it had been delegated to staff for development purposes and then, due to staff turnover, the draft had gone through too many hands. He confirmed that he had recently got "back on top of it" and produced the final draft that has been tabled for the Board's ratification (in consultation with C&AM members).
- 7.2 Terry emphasised that whilst she accepted that the wording should stay the same for now regarding the statement on measuring the health of groups, we should find a better way than that proposed (i.e. self-assessment) and then amend the statement.
- 7.3 Rachel confirmed that she is still looking at an appropriate wording/objective to fill in the gap regarding buses (i.e. concerning reductions in collisions, fatalities and serious injuries).
- 7.4 The Objectives were ratified.
- 7.5 All committee chairs were asked to see how these Objectives relate to their areas and support wider objectives.

**Action:** Committee Chairs.

## 8. Cycling Projects Team Redundancies

- 8.1 The following resolution (prepared by Ashok at the request of the previous Officers) was approved: The Board noted the financial problems in the Cycling Projects team and the decision to cut costs in that team by making redundancies, as signalled may be needed at the last Board. It noted also that more redundancies may also be needed if the situation does not improve. Ashok agreed to alert the

Board ahead of any further triggering of the redundancy policy and the issuing of notices to staff; and the Board asked HRC to review the Staff Handbook policies in relation to redundancies and restructuring, and to present recommendations to the Board for any changes needed at the Awayday.

**Action:** HRC

## 9. Review of Appointment/Roles of Trustees/Directors

9.1 The Board agreed to the previously circulated draft Terms of Reference for an ad hoc working group to look at: how trustees are appointed; their roles and terms of office; and related matters (written by Tony).

**Action:** Tony and Lucy to establish this working group, which should report direct to the Board.

## 10. Finance Report

10.1 Ashok presented his report; he noted that he had stood in for Tony at the AGM and used that opportunity to make a full presentation to the meeting on LCC's finances, but that not all trustees had had a chance to see it.

10.2 The headlines of the report were:

- Over the past six years LCC has successfully dealt with the anticipated fall in large grants (from almost half of our income to less than 5% now); this was performed by adopting a high profile, single issue approach to high level campaigning, and creating a business arm and seeking various other new sources of funding. Over this period unrestricted income from these measures has more than covered the gap.
- However, in recent years we have had to retrench mid-financial year due to income not hitting expanded targets; this has been related to the negative impact on membership arising from not being to offer our previous range of benefits (due to an HMRC ruling on Gift Aid) and a drop-off in the commission of services by transport and local authorities. This has reduced our reserve and required cuts in the staffing budget.
- Specifically, the Cycling Projects Team (which delivers consultancy and services) – which was created to make a net positive contribution to core funds – has seen net income fall from almost £100k in previous years to a loss during the first half of the current financial year, necessitating redundancies.
- Although the recent income losses have been large (over £100k) the net sums involved (i.e. after reductions in discretionary expenditure) are not huge – e.g. the recent budget deficits have been around 5% of income. But this has been enough to floor the reserve and have necessitated freezing staff posts and other reductions. We haven't "hit an iceberg" but we are "leaking from a significant hole below the waterline".
- The main way in which this is being addressed is the membership relaunch; we have also invested in new types of fundraising (which is currently tracking above profile) are also targeting smaller but (hopefully) more consultancy services with businesses (e.g. BIDs) and as regards new markets (e.g. e-bikes).
- We have also raised money from appealing to groups to transfer un-needed reserves to the centre, for which we are grateful.
- He concluded by noting that the work of the Cycling Projects Team provides the bulk of our charitable activities, reminding the Board of the legalities around this, and should not therefore be seen as entirely driven by the objective of generating a net profit.

## 11. Trading

11.1 The following Resolution on Trading, tabled by Mustafa after consultation with Ashok, Tony and Ann: in order to provide greater financial transparency, the Board resolves to separate the management

accounts for LCC Trading with full cost accounting / re-charging by the start of Financial Year commencing 2017.

**Action:** FAC.

**12. Meetings Schedule**

12.1 It was agreed that the preferred day of the week for Board meetings is Monday.

**Action:** Mustafa and Ashok to propose meeting dates for the rest of the Board year, aligned with key decision points.

**13. Awayday Preparation**

13.1 The following topics, and leads, were agreed for the Awayday:

- Improving our finances, income generation and trading activities: Tony and Dan.
- Prioritising the Campaigns Strategic Objectives 2016-2020: Terry
- Improving Board effectiveness and setting expectations of Officers during the Board year: Mustafa and Lucy

**Action:** Tony, Dan, Terry, Mustafa and Lucy.

**14. AOB**

14.1 Terry informed the Board that it was "Trustees' Week" and would send round details of meetings, documents, webinars etc. The Charity Commission paper the "Essential Trustee" is a must-read.

14.2 Terry also agreed to represent LCC at a parliamentary event to recognise the work of the West Midland Police to crack down on drivers passing too close to cyclists, organised by the Road Danger Reduction Forum.

**PAPERS NOTED**

- Staff Report

Signed as a true and accurate record by:

(Chair).....

On.....