

**Present:**

**Board Members**

Janet Atherton (chair)  
Christine Gibbons  
Andy Macnae  
Paul Baker  
Robin Tucker  
Rachel Kirkwood  
Mark Smith  
Sam Marshall  
Melanie Carroll  
Ben Packer  
Chris Marsh

**Staff**

Sarah Mitchell  
James Scott  
Phil Hall  
Jason Cater  
Katherine Fairfax (mins)

**1. Chair introduction - JA**

**2. Apologies for Absence - JA**

Apologies received from Fiona Abbott.

**3. Declaration of Conflicts of Interest - JA**

JA and RK declared conflict of interest for Item 11 due to re-standing in the 2022 trustee elections. JA and RK to leave the meeting for Item 11 when elected trustee appointment ratification discussed.

Ordinary Business

**4. Notification of Any Other Business - JA**

None.

**5. Minutes of 20 October Meeting - JA**

No further comments.

**6. Matters Arising from the previous meeting not covered on the agenda - JA**

None.

**7. CEO Report (I) - SMi**

Presentation of the CEO report highlighted recruitment efforts for key positions, progress on the e-cycles and Cycling on Prescription programmes, the division of management responsibilities within the Influence and Engagement teams, and ongoing developments in behaviour change initiatives and new product offerings, with further updates planned for the March 2023 Board meeting.

**8. Strategic Finance update (A) - PH**

The strategic finance update highlighted emerging income and expenditure pressures, with a projected budgeted surplus reduction to £400k, alongside discussions on the October management accounts and budget planning assumptions that emphasised the need for prudent growth estimates and potential designated fund investments for organisational development.

**9. Serious Incident report (D) - PH**

Discussion of the serious incident report.

**10. Developing commercial opportunities (D) - SMi**

The discussion of the developing commercial opportunities paper included the actions to enhance unrestricted income through a review of income generation strategies.

**11. Board composition (A) – PH**

[JA and RK left the meeting at 13:15]

The board composition update approved the re-appointment of JA as trustee for three more years, the appointment of JJ and NK as trustees for three-year terms starting January 1, 2023, and the proposed Committee membership focused on skills matching.

**12. Strategy update (D) - SMi**

The strategy update included plans for scheduled meetings with Lucent to outline upcoming work for the new year, and a summary of the Compass Survey results.

**13. Strategic reflections and priorities from outgoing trustees (D) - FA / RK**

The outgoing trustees provided insights into strategic reflections and priorities including differentiation among strategic partners, lessons from British Cycling, workforce development, and positioning Cycling UK as a leader in research and development.

**14. Committee Reports (I) - PH**

The Board approved the Remuneration Committee Terms of Reference and noted the Nominations Committee minutes from 3 November.

**15. AOB - All**

**Below the line paper for info**

- BTL 1.0–Q2 Project Status Report
- BTL 2.0 -2023 Governance Calendar

**Dates of future meetings**

- Tuesday 28 March 2023 –IN-PERSON (combined with Away Day on Wednesday 29 March)
- Thursday 27 July 2023 –VIRTUAL
- Thursday 19 October 2023 –IN-PERSON
- Thursday 14 December 2023 –VIRTUAL