

**Present:**

**Board Members**

Janet Atherton (chair)  
Paul Baker  
John Jackson (virtually)  
Nadia Kerr (virtually)  
Sam Marshall  
Mark Smith  
Robin Tucker

**Staff**

Sarah Mitchell  
Phil Hall  
James Scott  
Katie Legg (virtually)  
Sarah McMonagle  
Ruth Mendes Toledo (mins)

**Observer**

Robin Grant (observer)

**1. Chair introduction**

JA welcomed attendees and introduced RG as an observer before his term starts in January 2024.

**2. Apologies for Absence**

Apologies had been received from Christine Gibbons, Melanie Carroll, Andy Macnae and Chris Marsh.

**3. Declaration of Conflicts of Interest**

JA and PB declared a conflict of interest in item 9.  
RT and RG declared a conflict of interest in item 13.

**4. Notification of Any Other Business**

None.

**5. Minutes of 19 October Meeting**

*Paper 5.0: Minutes of 19 October Board Meeting*  
Trustees noted the minutes. There were no comments.

*Paper 5.1: Minutes of Board Strategy Session 19 October*  
Trustees noted the minutes. There were no comments.

*Paper 5.2: Action log*

It was noted the completion date for AP4 under 'Strategy session' needed to be amended to January 2024.

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

None.

**7. CEO Report (D)**

*Paper 7.0: CEO update*

*Paper 7.1: CEO report*

SMi provided updates on the organisational redesign, emphasising staff consultation and efforts to retain employees through new roles. SMi explained that funding efforts were progressing well, with strong relationships with regional partners and new opportunities for collaboration with developers.

*Paper 7.2: Board performance KPI report*

PH reported that staff Net Promoter Score (NPS) was under review, with improvements needed in feedback interpretation. KL noted small sample sizes in member NPS but highlighted positive membership acquisition trends. SMi discussed efforts to understand member retention and the high website traffic being analysed for insights.

**8. Strategy update (D)**

*Paper 8.0 – Transformation update*

PH updated the Board on the progress of the Transformation Programme, highlighting interdependencies between workstreams and positive momentum, particularly in organisational redesign, cultural change, and communications.

**9. Chair and Vice-Chair selection process and appointments (D/A)**

*Paper 9.0 – Future Chair selection process (D)*

JA introduced the chair selection process, with trustees agreeing on a hybrid approach for internal and external candidates. They discussed changing trustee recruitment criteria and increasing co-opted trustees, pending legal advice. A proposal for the 2024 AGM and a communications plan will be developed, with the co-opted trustee position remaining vacant for the chair role.

*Paper 9.1 - 2024 Chair and Vice-Chair appointment (A)*

JA left the meeting, and MS was appointed acting vice-chair for the item. Trustees voted to re-appoint JA as Chair for another year, with unanimous support. Upon JA's return, PB left the room, and trustees voted to appoint Paul Baker as Vice-Chair for a maximum of three years. PB then returned to the room.

Trustees agreed to re-appoint JA as Chair and appoint PB as Vice-Chair.

**10. Finance update (D)**

*Paper 10.0: Finance update*

*Paper 10.1: Management accounts October / MYR 2023*

*Paper 10.2: Financial planning summary*

PH presented the mid-year review, highlighting positive financial progress. Trustees discussed risks, including advertising revenue and increased spending, with reassurances about the organisation's strong position. Insurance cost increases were noted, with a review underway. Trustees acknowledged the reforecast budget.

**11. Due diligence policy update (I)**

*Paper 11.0 - Due diligence policy update*

KL presented updates to the Know Your Donor/Due Diligence policy, including a clearer mandate and a risk-based scoring system for evaluating funding opportunities. Trustees discussed the need for clarity on the escalation process and decision-making. It was agreed that the current policy would guide decisions until a revised version is approved, with further reviews to simplify the risk classification and clarify when Board involvement is necessary.

**12. Party conferences update (I)**

*Paper 12.0 – Party conferences overview*

SMc highlighted Cycling UK's engagement at party conferences to raise its profile and influence manifestos, focusing on cycling investment, road safety, and cycle-friendly housing. SMc emphasised the need for better planning and partnerships for future events, including research and polling to support active travel policies. JA acknowledged the strategic value of these efforts.

**13. Elected trustee appointment ratification (A)**

*Paper 13.0 – Elected trustee appointment ratification*

RT and RG left the meeting for this item.

JA noted the Nominations Committee's proposal to appoint two successful candidates to the Board starting 1 January 2024. Trustees discussed RG's potential conflict of interest due to a CIC he was setting up and agreed JA would speak to RG before his appointment to address any concerns.

Trustees agreed to ratify Robin Grant's appointment, subject to further discussion about conflicts of interest, and ratified Robin Tucker's appointment.

**14. 2024 Committee composition (A)**

*Paper 14.0 – 2024 Committee composition*

JA presented the Nominations Committee's review of Board composition and proposed committee memberships for 2024. Trustees noted the A&G Committee's limited membership and agreed JA would consult with NK and CG to assess its needs for the upcoming year.

Trustees agreed the recommendation for adjustments to the 2024 committee membership.

**15. 2024 AGM and elections (D)**

*Paper 15.0 – 2024 AGM and Elections*

PH presented proposals to improve member engagement with the 2024 AGM and trustee election. Due to a decline in applications and engagement, trustees agreed to seek legal advice on reducing the 12-month membership requirement for trustee roles. A strong communications plan will be developed, and the AGM will be held online in 2024. The motion to change the membership requirement will be included on the ballot, subject to legal advice.

**16. Committee Reports (I) – Committee chairs**

*Paper 16.0: Nominations Committee minutes 19 October*

Trustees noted the minutes. There were no comments.

*Paper 16.1: Nominations Committee minutes 03 November*

Trustees noted the minutes. There were no comments.

*Paper 16.1: Transformation Programme Committee minutes 30 November*

Trustees noted the minutes. There were no comments.

**17.AOB – All**

Trustees thanked outgoing trustee, Sam Marshall for his contributions and wished him well.