

Present:

Board Members

Paul Baker (chair)
Janet Atherton
Christine Gibbons
Melanie Carroll
Andy Macnae
John Jackson
Nadia Kerr
Chris Marsh
Sam Marshall
Ben Packer
Mark Smith
Robin Tucker

Staff

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

1. Chair introduction

PB welcomed attendees to the meeting.

2. Apologies for Absence

None.

3. Declaration of Conflicts of Interest

None.

4. Notification of Any Other Business

None.

5. Minutes of 27 July Meeting

Paper 5.0: Minutes of 27 July Board Meeting

SMc clarified that the Skyfish image library was not available to all campaigners, and the content manager would review access options.

Paper 5.1: Minutes Board Strategy Session 27 July

No comments.

Paper 5.2: Action log

No comments.

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

None.

7. Independent Audit member re-appointment (A)

Paper 7.0: Independent Audit Member re-appointment

Trustees agreed to re-appoint Richard May as an independent member of the Audit & Governance Committee.

8. CEO Report (D)

Paper 8.0: CEO update

Paper 8.1: CEO report

SMi updated the Board on progress with the new strategy, pay award resolution, and staff engagement. Big Bike Revival secured funding, while Making cycling e-asier awaited decisions. SMi also addressed staff turnover and membership growth, with CG highlighting the increase in membership.

Paper 8.2: Board performance KPI report

PH highlighted the summary presented in the paper. CG welcomed the increase in membership numbers. BP asked about Making cycling e-asier membership conversion rates. KL explained the low conversion due to limited 3-month access.

9. Finance update (D)

Paper 9.0: Finance update

Paper 9.1: August management accounts

PH provided a financial update. PH advised that a mid-year review would be reported in December. PH highlighted a potential risk in insurance premiums due to inflation and reduced underwriting availability. Trustees thanked Diane Kelway-Bamber for her 12 years of service and improvements in financial reporting.

10. Committee Reports (I) – Committee chairs

Paper 10.0: Nominations Committee minutes 28 July

Trustees noted the minutes. There were no comments.

Paper 10.1: Audit & Governance Committee minutes 25 September

Trustees noted the minutes. CG highlighted low engagement in the AGM and elections process, mentioning queries raised in the A&G and Nominations Committee meetings. CG asked the Board for their views on the AGM, noting that the A&G Committee would consult further to assess potential changes.

Paper 10.2: People & Culture Committee minutes 3 October

Trustees noted the minutes. There were no comments.

Paper 10.3: Finance & Performance Committee minutes 4 October

Trustees noted the minutes. AM mentioned a proposal for a meeting with Rathbones and a full review of the ethical investments policy. AM also suggested a session with the Board to present and discuss results from the programmes.

11. Co-opted trustee re-appointment (A)

Paper 11.0: Co-opted trustee re-appointment

PH noted the revised process for considering re-appointment of co-opted trustees. The Nominations Committee recommended CM's re-appointment for another annual term.

Trustees agreed to re-appoint Chris Marsh as a co-opted trustee for another annual term.

12. Strategy 2024 – 2029 and Transformation Programme

Paper 1.0: Strategy 2024 – 2029

Paper 2.0: Transformation Governance proposal

Paper 2.1: Transformation Programme Committee ToR

This session was minuted separately.

Trustees approved the proposed strategy approach.

Trustees approved the proposed outline of the Transformation Programme, the creation of a time limited Transformation Programme Committee, its Terms of Reference, and its proposed membership.

Trustees agreed to appoint Fiona Abbott as an independent non-Trustee transformation advisor.

13. AOB

Trustees discussed ways to attract more trustee applicants. AM suggested improving communications, while SMi emphasised the need for evaluating the role to attract a broader range of applicants. CG noted that the A&G Committee would review this further.

Trustees thanked outgoing trustee, Ben Packer for his contributions.

Below the line papers for information

- *BTL 1.0 – 2024 Governance Calendar*
PH noted that Committee membership for 2024 was to be reviewed by the Nominations Committee and presented to the Board in December.
- *BTL 2.0 – Whistleblowing Policy Review*
PH noted that a few policies were slightly overdue for review and would be addressed in the upcoming Autumn governance round.