

**Present:**

**Board Members**

Paul Baker (chair)  
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 (joined  
virtually)  
Cally Keetley (mins)

Claire Wills (Saffery Champness) – Item 4

**1. Chair introduction**

PB welcomed attendees to the meeting. All agreed to PB chairing the meeting as acting chair of Cycling UK.

**2. Apologies for Absence**

Apologies had been received from Janet Atherton.

**3. Declaration of Conflicts of Interest**

None.

Annual Report and Accounts

**4. Approval of the 2022/23 Annual Report and Accounts (A)**

*Paper 4.0 – Cover note*

*Paper 4.1 – Audit Findings Report and management response*

*Paper 4.2 – Annual Report and Accounts 22/23*

*Paper 4.3 – CTC Central Accounts 22/23*

*Paper 4.4 – Letter of Representation Trustees*

*Paper 4.5 – Letter of Representation Management*

*Paper 4.6 – Letter of Representation Trustees CTC Central*

*Paper 4.7 – Letter of Representation Management CTC Central*

The trustees approved the Annual Report and Accounts.

PH noted that the CTC Central Accounts had been signed off by the Subsidiaries Board.

Ordinary Business

**5. Notification of Any Other Business**

None.

**6. Minutes of 29 March Meeting**

*Paper 6.0 – Minutes 29 March Board Meeting*

No comments.

*Paper 6.1 – Minutes 19 May budget sign-off meeting*

No comments.

*Paper 6.2 – Action log*

No comments.

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

None.

**8. CEO Report (I)**

*Paper 8.0 – CEO update*

*Paper 8.1 – CEO report*

*Paper 8.2 – Board KPI report*

SMi reported that the SLT team was now complete and noted improvements in staff engagement following recent gatherings and initiatives. Regional strategy roadshows were planned for the autumn. Updates on staff pay adjustments were discussed, along with options to enhance benefits, such as additional leave. Trustees reviewed KPIs, including staff engagement metrics, and explored potential changes to better reflect morale and involvement.

**9. Donor Due Diligence (D)**

*Paper 9.0 – Due Diligence and Know Your Donor Policy Review*

*Paper 9.1 – Appendix: Due Diligence and Know Your Donor Policy*

KL presented the updated Know Your Donor Policy, extended to corporate partnerships. Trustees recommended adding provisions for partnerships that could impact the charity's mission and including exit clauses in contracts. The policy was approved in principle, with further examples to be reviewed in December

**10. Finance update (D)**

*Paper 10.0 – Finance cover note*

*Paper 10.1 – June management accounts*

*Paper 10.2 – Financial planning update*

PH provided an update on cash management efforts, exploring short-term investment opportunities with Rathbones, and the ongoing recruitment for a new Head of Finance. Key income opportunities and risks were discussed. Planning scenarios will be adjusted once the new strategy is finalised.

**11. Co-opted Trustee Re-election and Appointments (A)**

*Paper 11.0 – Co-opted trustee appointment*

*MS left the meeting for this item.*

PH outlined the revised process for considering the re-appointment of co-opted trustees. MS had expressed his desire to be re-appointed, and the Nominations Committee recommended his re-appointment. Trustees agreed to re-appoint Mark Smith as a co-opted trustee for another annual term.

## **12. Committee Reports (I) – Committee chairs**

### *Paper 12.0 – Nominations Committee minutes 3 May*

Trustees noted the minutes. PH stated that the Committee would meet the following day to review applications for the elected trustee vacancies. PB mentioned that the Committee would consider vice chair and chair appointments in December.

### *Paper 12.1 – People & Culture Committee minutes 15 June*

Trustees noted the minutes. There were no comments.

### *Paper 12.2 – Audit & Governance Committee minutes 5 July*

Trustees noted the minutes. CG highlighted progress on safeguarding, the Making cycling easier project governance, and the review of the Due Diligence and Know Your Donor Policy. CG commended Richard May's contributions to the Committee.

### *Paper 12.3 – Finance & Performance Committee minutes 29 June*

Trustees noted the minutes. AM reported on Rathbones, ethical investment, and a fundraising paper for the October strategy proposal. JS updated on the behaviour change programme and digital strategy.

### *Paper 12.4 – Joint Audit & Governance and Finance & Performance minutes 12 July*

Trustees noted the minutes. There were no comments.

## **13.AOB - All**

Trustees thanked CK for supporting the governance cycle. CG thanked PB and AM for stepping in during JA's absence and suggested an in-person December Board meeting. CK confirmed the October meeting would be in Manchester, with a site visit on 18 October and the Board meeting on 19 October.

### **Below the line papers for information**

- *BTL 1.0 – Strategic Risk Register*  
PH noted that the risk register had been updated since the March meeting and would be reviewed annually by the Audit & Governance Committee in September.
- *BTL 2.0 – Policy Review Schedule*  
PH noted that a few policies were slightly overdue for review and would be addressed in the Autumn governance round.
- *BTL 3.0 – 23/24 Business Plan*  
The Business Plan was received. Trustees provided positive feedback.

### **Dates of future meetings**

- Friday 29 September 2023 – AGM
- Wednesday 18 October Board / SLT Awayday – IN-PERSON
- Thursday 19 October 2023 Board Meeting / Awayday – IN PERSON

- Thursday 14 December 2023 – VIRTUAL