

**Present:**

**Board Members**

Janet Atherton (chair)  
Christine Gibbons (joined virtually)  
Paul Baker  
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  
Beth Moss  
Georgie Cox (item 8)  
Cally Keetley (mins)

**1. Chair introduction**

JA welcomed attendees to the meeting.

**2. Apologies for Absence**

None.

**3. Declaration of Conflicts of Interest**

None.

Ordinary Business

**4. Notification of Any Other Business**

None.

**5. Minutes of 15 December Meeting -**

*Paper 5.0 – Minutes 15 December Board Meeting*

No further comments.

*Paper 5.1 – Action log*

No further comments.

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

None.

**7. CEO Report (I)**

*Paper 7.0 – CEO update*

*Paper 7.1 – CEO report*

*Paper 7.2 – Board KPI report cover note*

SMi provided an update on funding, staff engagement, and positive developments, including progress on key projects and new director appointments. Trustees offered support for the General Election work and staff engagement efforts.

**8. Membership pricing**

*Paper 8.0 – Membership pricing*

*GC joined the meeting.*

GC presented a proposal to increase membership rates to address rising costs. The Board voted to propose adjusted rates for individual, household, and concession memberships at the AGM. A strategic discussion on membership pricing was scheduled for the December Board meeting.

**9. Strategic Finance update (A)**

*Paper 9.0 – Finance cover note*

*Paper 9.1 – February management accounts*

*Paper 9.2 – Financial planning cover note*

*Paper 9.3 – Budget and financial planning update*

*Paper 9.4 – Business plan 23/24*

PH presented the financial outlook, highlighting key scenarios and the proposed salary increase, with a commitment to review in six months. The Board approved increasing the reserves threshold and designating funds for strategic investments.

**10. Making cycling e-asier update**

*Paper 10.0–Making cycling e-asier*

JS updated the Board on the Making cycling e-asier programme, now running in four locations with strong progress and exceeding participant targets. The programme, in partnership with Evans Cycles and NHS trusts, is on track to meet its goals, with opportunities for future location-based projects discussed.

**11. Audit Timetable and Planning**

*Paper 11.0 – Audit planning and timetable*

Trustees noted the paper. There were no comments.

MS left the meeting.

**12. Scheme of Delegation**

*Paper 12.0 – Scheme of delegation cover note*

*Paper 12.1 – Draft updated Scheme of delegation*

*Paper 12.2 – Prior Scheme of delegation*

PH presented the updated Scheme of Delegation, which clarified the responsibilities of the Board and its committees. Trustees discussed and agreed on the revisions, with minor amendments to financial delegation limits and a query raised by JJ regarding grievance processes, which would be addressed separately with PH.

**13. Committee Reports - JA**

*Paper 13.0 – A&G minutes 28 February*

Trustees noted the minutes. There were no comments.

*Paper 13.1 – F&P minutes 2 March*

Trustees noted the minutes. AM highlighted work on the membership offer and new supporter product, while PB mentioned the pause on the groups offer development.

*Paper 13.2 – P&C minutes 15 February*

Trustees noted the minutes. There were no comments.

*Paper 13.3 – Nominations minutes 7 March*

Trustees noted the minutes. Trustees approved Richard May's appointment as a Director of the Subsidiary companies. JA shared that Chair succession had been discussed, and she would inquire about Trustees' interest in the role during 1:1 meetings.

**14. AOB - All**

None.

**Below the line papers for information**

**BTL 1.0 – 2023 Committee Terms of Reference**

- 1a – Audit and Governance
- 1b – Finance and Performance
- 1c – People and Culture
- 1d – Nominations

Trustees agreed the Terms of Reference for all committees.

**BTL 2.0 – Digital Strategy Update**

Trustees requested an update on IT and digital projects at the July Board meeting.

**BTL 3.0 – ECF membership review**

**BTL 4.0 – Membership and Supporter Development (MSD) update**

**Dates of future meetings**

- Thursday 27 July 2023 – IN-PERSON
- Thursday 19 October 2023 – IN-PERSON
- Thursday 14 December 2023 – VIRTUAL